

TITANIC

a screenplay by
James Cameron

1 BLACKNESS

Then two faint lights appear, close together... growing brighter. They resolve into two DEEP SUBMERSIBLES, free-falling toward us like express elevators.

One is ahead of the other, and passes close enough to FILL FRAME, looking like a spacecraft blazing with lights, bristling with insectile manipulators.

TILTING DOWN to follow it as it descends away into the limitless blackness below. Soon they are fireflies, then stars. Then gone.

CUT TO:

2 EXT./INT. MIR ONE / NORTH ATLANTIC DEEP

PUSHING IN on one of the falling submersibles, called MIR ONE, right up to its circular viewport to see the occupants.

INSIDE, it is a cramped seven foot sphere, crammed with equipment. ANATOLY MIKAILAVICH, the sub's pilot, sits hunched over his controls... singing softly in Russian.

Next to him on one side is BROCK LOVETT. He's in his late forties, deeply tanned, and likes to wear his Nomex suit unzipped to show the gold from famous shipwrecks covering his gray chest hair. He is a wiley, fast-talking treasure hunter, a salvage superstar who is part historian, part adventurer and part vacuum cleaner salesman. Right now, he is propped against the CO2 scrubber, fast asleep and snoring.

On the other side, crammed into the remaining space is a bearded wide-body named LEWIS BODINE, who is also asleep. Lewis is an R.O.V. (REMOTELY OPERATED VEHICLE) pilot and is the resident Titanic expert.

Anatoly glances at the bottom sonar and makes a ballast adjustment.

CUT TO:

3 EXT. THE BOTTOM OF THE SEA

A pale, dead-flat lunar landscape. It gets brighter, lit from above, as MIR ONE enters FRAME and drops to the seafloor in a downblast from its thrusters. It hits bottom after its two hour free-fall with a loud BONK.

CUT TO:

4 INT. MIR ONE

Lovett and Bodine jerk awake at the landing.

ANATOLY

(heavy Russian accent)

We are here.

EXT. / INT. MIR ONE AND TWO

5 MINUTES LATER: THE TWO SUBS skim over the seafloor to the sound of sidescan sonar and the THRUM of big thrusters.

6 The featureless gray clay of the bottom unrolls in the lights of the subs.

Bodine is watching the sidescan sonar display, where the outline of a huge pointed object is visible. Anatoly lies prone, driving the sub, his face pressed to the center port.

BODINE

Come left a little. She's right in front of us, eighteen meters. Fifteen. Thirteen... you should see it.

ANATOLY

Do you see it? I don't see it... there!

Out of the darkness, like a ghostly apparition, the bow of the ship appears. Its knife-edge prow is coming straight at us, seeming to plow the bottom sediment like ocean waves. It towers above the seafloor, standing just as it landed 84 years ago.

THE TITANIC. Or what is left of her. Mir One goes up and over the bow railing, intact except for an overgrowth of "rusticles" draping it like mutated Spanish moss.

TIGHT ON THE EYEPiece MONITOR of a video camcorder. Brock Lovett's face fills the BLACK AND WHITE FRAME.

LOVETT

It still gets me every time.

The image pans to the front viewport, looking over Anatoly's shoulder, to the bow railing visible in the lights beyond. Anatoly turns.

ANATOLY

Is just your guilt because of estealing from the dead.

CUT WIDER, to show that Brock is operating the camera himself, turning it in his hand so it points at his own face.

LOVETT

Thanks, Tolya. Work with me, here.

Brock resumes his serious, pensive gaze out the front port, with the camera aimed at himself at arm's length.

LOVETT

It still gets me every time... to see the sad ruin of the great ship sitting here, where she landed at 2:30 in the morning, April 15, 1912, after her long fall from the world above.

Anatoly rolls his eyes and mutters in Russian. Bodine chuckles and watches the sonar.

BODINE

You are so full of shit, boss.

7 Mir Two drives aft down the starboard side, past the huge anchor while Mir One passes over the seemingly endless forecastle deck, with its massive anchor chains still laid out in two neat rows, its bronze windlass caps

gleaming. The 22 foot long subs are like white bugs next to the enormous wreck.

LOVETT (V.O.)

Dive nine. Here we are again on the deck of Titanic... two and a half miles down. The pressure is three tons per square inch, enough to crush us like a freight train going over an ant if our hull fails. These windows are nine inches thick and if they go, it's sayonara in two microseconds.

8 Mir Two lands on the boat deck, next to the ruins of the Officer's Quarters. Mir One lands on the roof of the deck hous nearby.

LOVETT

Right. Let's go to work.

Bodine slips on a pair of 3-D electronic goggles, and grabs the joystick controls of the ROV.

9 OUTSIDE THE SUB, the ROV, a small orange and black robot called SNOOP DOG, lifts from its cradle and flies forward.

BODINE (V.O.)

Walkin' the dog.

SNOOP DOG drives itself away from the sub, paying out its umbilical behind it like a robot yo-yo. Its twin stereo-video cameras swivel like insect eyes. The ROV descends through an open shaft that once was the beautiful First Class Grand Staircase.

Snoop Dog goes down several decks, then moves laterally into the First Class Reception Room.

SNOOP'S VIDEO POV, moving through the cavernous interior. The remains of the ornate handcarved woodwork which gave the ship its elegance move through the floodlights, the lines blurred by slow dissolution and descending rusticle formations. Stalactites of rust hang down so that at times it looks like a natural grotto, then the scene shifts and the lines of a ghostly undersea mansion can be seen again.

MONTAGE STYLE, as Snoop passes the ghostly images of Titanic's opulence:

10 A grand piano in amazingly good shape, crashed on its side against a wall. The keys gleam black and white in the lights.

11 A chandelier, still hanging from the ceiling by its wire... glinting as Snoop moves around it.

12 Its lights play across the floor, revealing a champagne bottle, then some WHITE STAR LINE china... a woman's high-top "granny shoe". Then something eerie: what looks like a child's skull resolves into the porcelain head of a doll.

Snoop enters a corridor which is much better preserved. Here and there a door still hangs on its rusted hinges. An ornate piece of molding, a wall sconce... hint at the grandeur of the past.

13 THE ROV turns and goes through a black doorway, entering room B-52, the sitting room of a "promenade suite", one of the most luxurious staterooms on Titanic.

BODINE

I'm in the sitting room. Heading for bedroom B-54.

LOVETT

Stay off the floor. Don't stir it up like you did yesterday.

BODINE

I'm tryin' boss.

Glinting in the lights are the brass fixtures of the near-perfectly preserved fireplace. An albino Galathea crab crawls over it. Nearby are the remains of a divan and a writing desk. The Dog crosses the ruins of the once elegant room toward another DOOR. It squeezes through the doorframe, scraping rust and wood chunks loose on both sides. It moves out of a cloud of rust and keeps on going.

BODINE

I'm crossing the bedroom.

The remains of a pillared canopy bed. Broken chairs, a dresser. Through the collapsed wall of the bathroom, the porcelain commode and bathtub took almost new, gleaming in the dark.

LOVETT

Okay, I want to see what's under that wardrobe door.

SEVERAL ANGLES as the ROV deploys its MANIPULATOR ARMS and starts moving debris aside. A lamp is lifted, its ceramic colors as bright as they were in 1912.

LOVETT

Easy, Lewis. Take it slow.

Lewis grips a wardrobe door, lying at an angle in a corner, and pulls it with Snoop's gripper. It moves reluctantly in a cloud of silt. Under it is a dark object. The silt clears and Snoop's cameras show them what was under the door...

BODINE

Ooohh daddy-oh, are you seein' what I'm seein'?

CLOSE ON LOVETT, watching his moniteors. By his expression it is like he is seeing the Holy Grail.

LOVETT

Oh baby baby baby.

(grabs the mike)

It's payday, boys.

ON THE SCREEN, in the glare of the lights, is the object of their quest: a small STEEL COMBINATION SAFE.

CUT TO:

14 EXT. STERN OF DECK OF KEDYSH - DAY

THE SAFE, dripping wet in the afternoon sun, is lowered onto the deck of a ship by a winch cable.

We are on the Russian research vessel AKADEMIK MISTISLAV KELDYSH. A crowd has gathered, including most of the crew of KELDYSH, the sub crews, and a hand-wringing money guy named BOBBY BUELL who represents the limited

partners. There is also a documentary video crew, hired by Lovett to cover his moment of glory.

Everyone crowds around the safe. In the background Mir Two is being lowered into its cradle on deck by a massive hydraulic arm. Mir One is already recovered with Lewis Bodine following Brock Lovett as he bounds over to the safe like a kid on Christmas morning.

BODINE

Who's the best? Say it.

LOVETT

You are, Lewis.

(to the video crew)

You rolling?

CAMERAMAN

Rolling.

Brock nods to his technicians, and they set about drilling the safe's hinges. During this operation, Brock amps the suspense, working the lens to fill the time.

LOVETT

Well, here it is, the moment of truth. Here's where we find out if the time, the sweat, the money spent to charter this ship and these subs, to come out here to the middle of the North Atlantic... were worth it. If what we think is in that same... is in that safe... it will be.

Lovett grins wolfishly in anticipation of his greatest find yet. The door is pried loose. It clangs onto the deck. Lovett moves closer, peering into the safe's wet interior. A long moment then... his face says it all.

LOVETT

Shit.

BODINE

You know, boss, this happened to Geraldo and his career never recovered.

LOVETT

(to the video cameraman)

Get that outta my face.

CUT TO:

15 INT. LAB DECK, PRESERVATION ROOM - DAY

Technicians are carefully removing some papers from the safe and placing them in a tray of water to separate them safely. Nearby, other artifacts from the stateroom are being washed and preserved.

Buell is on the satellite phone with the INVESTORS. Lovett is yelling at the video crew.

LOVETT

You send out what I tell you when I tell you. I'm signing your paychecks, not 60 minutes. Now get set up for the uplink.

Buell covers the phone and turns to Lovett.

BUELL

The partners want to know how it's going?

LOVETT

How it's going? It's going like a first date in prison, whattaya think?!

Lovett grabs the phone from Buell and goes instantly smooth.

LOVETT

Hi, Dave? Barry? Look, it wasn't in the safe... no, look, don't worry about it, there're still plenty of places it could be... in the floor debris in the suite, in the mother's room, in the purser's safe on C deck...

(seeing something)

Hang on a second.

A tech coaxes some letters in the water tray to one side with a tong... revealing a pencil (conte crayon) drawing of a woman.

Brock looks closely at the drawing, which is in excellent shape, though its edges have partially disintegrated. The woman is beautiful, and beautifully rendered. In her late teens or early twenties, she is nude, though posed with a kind of casual modesty. She is on an Empire divan, in a pool of light that seems to radiate outward from her eyes. Scrawled in the lower right corner is the date: April 14 1912. And the initials JD.

The girl is not entirely nude. At her throat is a diamond necklace with one large stone hanging in the center.

Lovett grabs a reference photo from the clutter on the lab table. It is a period black-and-white photo of a diamond necklace on a black velvet jeweller's display stand. He holds it next to the drawing. It is clearly the same piece... a complex setting with a massive central stone which is

almost heart-shaped.

LOVETT

I'll be God damned.

CUT TO:

16 INSERT

A CNN NEWS STORY: a live satellite feed from the deck of the Keldysh,
intercut with the CNN studio.

ANNOUNCER

Treasure hunter Brock Lovett is best known for finding Spanish gold in
sunken galleons in the Caribbean. Now he is using deep submergence
technology to work two and a half miles down at another famous wreck... the
Titanic. He is with us live via satellite from a Russian research ship in
the middle of the Atlantic... hello Brock?

LOVETT

Yes, hi, Tracy. You know, Titanic is not just A shipwreck, Titanic is THE
shipwreck. It's the Mount Everest of shipwrecks.

CUT TO:

17 INT. HOUSE / CERAMICS STUDIO

PULL BACK from the screen, showing the CNN report playing on a TV set in the living room of a small rustic house. It is full of ceramics, figurines, folk art, the walls crammed with drawings and paintings... things collected over a lifetime.

PANNING to show a glassed-in studio attached to the house. Outside it is a quiet morning in Ojai, California. In the studio, amid incredible clutter, an ANCIENT WOMAN is throwing a pot on a potter's wheel. The liquid red clay covers her hands... hands that are gnarled and age-spotted, but still surprisingly strong and supple. A woman in her early forties assists her.

LOVETT (V.O.)

I've planned this expedition for three years, and we're out here recovering some amazing things... things that will have enormous historical and educational value.

CNN REPORTER (V.O.)

But it's no secret that education is not your main purpose. You're a treasure hunter. So what is the treasure you're hunting?

LOVETT (V.O.)

I'd rather show you than tell you, and we think we're very close to doing just that.

The old woman's name is ROSE CALVERT. Her face is a wrinkled mass, her body shapeless and shrunken under a one-piece African-print dress.

But her eyes are just as bright and alive as those of a young girl.

Rose gets up and walks into the living room, wiping pottery clay from her hands with a rag. A Pomeranian dog gets up and comes in with her.

The younger woman, LIZZY CALVERT, rushes to help her.

ROSE

Turn that up please, dear.

REPORTER (V.O.)

Your expedition is at the center of a storm of controversy over salvage rights and even ethics. Many are calling you a grave robber.

TIGHT ON THE SCREEN.

LOVETT

Nobody called the recovery of the artifacts from King Tut's tomb grave

robbing. I have museum-trained experts here, making sure this stuff is preserved and catalogued properly. Look at this drawing, which was found today...

The video camera pans off Brock to the drawing, in a tray of water. The image of the woman with the necklace FILLS FRAME.

LOVETT

...a piece of paper that's been underwater for 84 years... and my team are able to preserve it intact. Should this have remained unseen at the bottom of the ocean for eternity, when we can see it and enjoy it now...?

ROSE is galvanized by this image. Her mouth hangs open in amazement.

ROSE

I'll be God damned.

CUT TO:

18 EXT. KELDYSH DECK - NIGHT

CUT TO KELDYSH. The Mir subs are being launched. Mir Two is already in the water, and Lovett is getting ready to climb into Mir One when Bobby Buell runs up to him.

BUELL

There's a satellite call for you.

LOVETT

Bobby, we're launching. See these submersibles here, going in the water?

Take a message.

BUELL

No, trust me, you want to take this call.

CUT TO:

19 INT. LAB DECK / KELDYSH - NIGHT

Beull hands Lovett the phone, pushing down the blinking line. The call is from Rose and we see both ends of the conversation. She is in her kitchen with a mystified Lizzy.

LOVETT

This is Brock Lovett. What can I do for you, Mrs... ?

BUELL

Rose Calvert.

LOVETT

... Mrs. Calvert?

ROSE

I was just wondering if you had found the "Heart of the Ocean" yet, Mr. Lovett.

Brock almost drops the phone. Bobby sees his shocked expression...

BUELL

I told you you wanted to take this call.

LOVETT

(to Rose)

Alright. You have my attention, Rose. Can you tell me who the woman in the picture is?

ROSE

Oh yes. The woman in the picture is me.

CUT TO:

20 EXT. OCEAN - DAY

SMASH CUT TO AN ENORMOUS SEA STALLION HELICOPTER thundering across the ocean. PAN 180 degrees as it roars past. There is no land at either horizon. The Keldysh is visible in the distance.

CLOSE ON A WINDOW of the monster helicopter. Rose's face is visible, looking out calmly.

CUT TO:

21 EXT. KELDYSH - DAY

Brock and Bodine are watching Mir 2 being swung over the side to start a dive.

BODINE

She's a goddamned liar! A nutcase. Like that... what's her name? That Anastasia babe.

BUELL

They're inbound.

Brock nods and the three of them head forward to meet the approaching helo.

BODINE

She says she's Rose DeWitt Bukater, right? Rose DeWitt Bukater died on the Titanic. At the age of 17. If she'd've lived, she'd be over a hundred now.

LOVETT

A hundred and one next month.

BODINE

Okay, so she's a very old goddamned liar. I traced her as far back as the 20's... she was working as an actress in L.A. An actress. Her name was Rose Dawson. Then she married a guy named Calvert, moved to Cedar Rapids, had two kids. Now Calvert's dead, and from what I've heard Cedar Rapids is dead.

The Sea Stallion approaches the ship, BG, forcing Brock to yell over the rotors.

LOVETT

And everybody who knows about the diamond is supposed to be dead... or on this ship. But she knows about it. And I want to hear what she has to say.

Got it?

CUT TO:

22 EXT. KELDYSH HELIPAD

IN A THUNDERING DOWNBLAST the helicopter's wheels bounce down on the helipad.

Lovett, Buell and Bodine watch as the HELICOPTER CREW CHIEF hands out about ten suitcases, and then Rose is lowered to the deck in a wheelchair by Keldysh crewmen. Lizzy, ducking unnecessarily under the rotor, follows her out, carrying FREDDY the Pomeranian. The crew chief hands a puzzled Keldysh crewmember a goldfish bowl with several fish in it. Rose does not travel light.

HOLD ON the incongruous image of this little old lady, looking impossibly fragile amongst all the high tech gear, grungy deck crew and gigantic equipment.

BODINE

S'cuse me, I have to go check our supply of Depends.

CUT TO:

23 INT. ROSE'S STATEROOM / KELDYSH - DAY

Lizzy is unpacking Rose's things in the small utilitarian room. Rose is placing a number of FRAMED PHOTOS on the bureau, arranging them carefully next to the fishbowl. Brock and Bodine are in the doorway.

LOVETT

Is your stateroom alright?

ROSE

Yes. Very nice. Have you met my granddaughter, Lizzy? She takes care of me.

LIZZY

Yes. We met just a few minutes ago, grandma. Remember, up on deck?

ROSE

Oh, yes.

Brock glances at Bodine... oh oh. Bodine rolls his eyes. Rose finishes arranging her photographs. We get a general glimpse of them: the usual snapshots... children and grandchildren, her late husband.

ROSE

There, that's nice. I have to have my pictures when I travel. And Freddy of course.

(to the Pomeranian)

Isn't that right, sweetie.

LOVETT

Would you like anything?

ROSE

I should like to see my drawing.

CUT TO:

24 INT. LAB DECK, PRESERVATION AREA

Rose looks at the drawing in its tray of water, confronting herself across a span of 84 years. Until they can figure out the best way to preserve it, they have to keep it immersed. It sways and ripples, almost as if alive.

TIGHT ON Rose's ancient eyes, gazing at the drawing.

25 FLASHCUT of a man's hand, holding a conte crayon deftly creating a shoulder and the shape of her hair with two efficient lines.

26 THE WOMAN'S FACE IN THE DRAWING, dancing under the water.

27 A FLASHCUT of a man's eyes, just visible over the top of a sketching pad. They look up suddenly right into the LENS. Soft eyes, but fearlessly direct.

28 Rose smiles, remembering. Brock has the reference photo of the necklace in his hand.

LOVETT

Louis the Sixteenth wore a fabulous stone, called the Blue Diamond of the Crown, which disappeared in 1792, about the time Louis lost everything from the neck up. The theory goes that the crown diamond was chopped too... recut into a heart-like shape... and it became Le Coeur de la Mer. The Heart of the Ocean. Today it would be worth more than the Hope Diamond.

ROSE

It was a dreadful, heavy thing.

(she points at the drawing)

I only wore it this once.

LIZZY

You actually believe this is you, grandma?

ROSE

It is me, dear. Wasn't I a hot number?

LOVETT

I tracked it down through insurance records... and old claim that was settled under terms of absolute secrecy. Do you know who the claimant was, Rost?

ROSE

Someone named Hockley, I should imagine.

LOVETT

Nathan Hockley, right. Pittsburgh steel tycoon. For a diamond necklace his son Caledon Hockley bought in France for his fiancée... you... a week before he sailed on Titanic. And the claim was filed right after the sinking. So the diamond had to've gone down with the ship.

(to Lizzy)

See the date?

LIZZY

April 14, 1912.

LOVETT

If your grandma is who she says she is, she was wearing the diamond the day
Titanic sank.

(MORE)

LOVETT (CONT'D)

(to Rose)

And that makes you my new best friend. I will happily compensate you for
anything you can tell us that will lead to its recovery.

ROSE

I don't want your money, Mr. Lovett. I know how hard it is for people who
care greatly for money to give some away.

BODINE

(skeptical)

You don't want anything?

ROSE

(indicating the drawing)

You may give me this, if anything I tell you is of value.

LOVETT

Deal.

(crossing the room)

Over here are a few things we've recovered from your staterooms.

Laid out on a worktable are fifty or so objects, from mundane to valuable.

Rose, shrunken in her chair, can barely see over the table top. With a trembling hand she lifts a tortoise shell hand mirror, inlaid with mother of pearl. She caresses it wonderingly.

ROSE

This was mine. How extraordinary! It looks the same as the last time I saw it.

She turns the mirror over and looks at her ancient face in the cracked glass.

ROSE

The reflection has changed a bit.

She spies something else, a silver and moonstone art-nouveau brooch.

ROSE

My mother's brooch. She wanted to go back for it. Caused quite a fuss.

Rose picks up an ornate art-nouveau HAIR COMB. A jade butterfly takes flight on the ebony handle of the comb. She turns it slowly, remembering.

We can see that Rose is experiencing a rush of images and emotions that have lain dormant for eight decades as she handles the butterfly comb.

LOVETT

Are you ready to go back to Titanic?

CUT TO:

29 INT. IMAGING SHACK / KELDYSH

It is a darkened room lined with TV monitors. IMAGES OF THE WRECK fill the

screens, fed from Mir One and Two, and the two ROVs, Snoop Dog and DUNCAN.

BODINE

Live from 12,000 feet.

ROSE stares raptly at the screens. She is enthralled by one in particular, an image of the bow railing. It obviously means something to her. Brock is studying her reactions carefully.

BODINE

The bow's struck in the bottom like an axe, from the impact. Here... I can run a simulation we worked up on this monitor over here.

Lizzy turns the chair so Rose can see the screen of Bodine's computer. As he is calling up the file, he keeps talking.

BODINE

We've put together the world's largest database on the Titanic. Okay, here...

LOVETT

Rose might not want to see this, Lewis.

ROSE

No, no. It's fine. I'm curious.

Bodine starts a COMPUTER ANIMATED GRAPHIC on the screen, which parallels his rapid-fire narration.

BODINE

She hits the berg on the starboard side and it sort of bumps along... punching holes like a morse code... dit dit dit, down the side. Now she's flooding in the

BODINE (cont'd)

forward compartments... and the water spills over the tops of the bulkheads, going aft. As her bow is going down, her stern is coming up... slow at first... and then faster and faster until it's lifting all that weight, maybe 20 or 30 thousand tons... out of the water and the hull can't deal... so SKRTTT!!

(making a sound in time with the animation)

... it splits! Right down to the keel, which acts like a big hinge. Now the bow swings down and the stern falls back level... but the weight of the bow pulls the stern up vertical, and then the bow section detaches, heading for the bottom. The stern bobs like a cork, floods and goes under about 2:20

a.m. Two hours and forty minutes after the collision.

The animation then follows the bow section as it sinks. Rose watches this clinical dissection of the disaster without emotion.

BODINE

The bow pulls out of its dive and planes away, almost a half a mile, before it hits the bottom going maybe 12 miles an hour. KABOOM!

The bow impacts, digging deeply into the bottom, the animation now follows the stern.

BODINE

The stern implodes as it sinks, from the pressure, and rips apart from the force of the current as it falls, landing like a big pile of junk.

(indicating the simulation)

Cool huh?

ROSE

Thank you for that fine forensic analysis, Mr. Bodine. Of course the experience of it was somewhat less clinical.

LOVETT

Will you share it with us?

Her eyes go back to the screens, showing the sad ruins far below them.

A VIEW from one of the subs TRACKING SLOWLY over the boat deck. Rose recognizes one of the Wellin davits, still in place. She hears ghostly waltz music. The faint and echoing sound of an officer's voice, English accented, calling "Women and children only".

30 FLASH CUTS of screaming faces in a running crowd. Pandemonium and terror. People crying, praying, kneeling on the deck. Just impressions... flashes in the dark.

31 Rose Looks at another monitor. SNOOP DOG moving down a rusted, debris-filled corridor. Rose watches the endless row of doorways sliding past, like dark mouths.

32 IMAGE OF A CHILD, three years old, standing ankle deep in water in the middle of an endless corridor. The child is lost alone, crying.

33 Rose is shaken by the flood of memories and emotions. Her eyes well up and she puts her head down, sobbing quietly.

LIZZY

(taking the wheelchair)

I'm taking her to rest.

ROSE

No!

Her voice is surprisingly strong. The sweet little old lady is gone,
replaced by a woman with eyes of steel. Lovett signals everyone to stay
quiet.

LOVETT

Tell us, Rose.

She looks from screen to screen, the images of the ruined ship.

ROSE

It's been 84 years...

LOVETT

Just tell us what you can--

ROSE

(holds up her hand for silence)

It's been 84 years... and I can still smell the fresh paint. The china had never been used. The sheets had never been slept in.

He switches on the minirecorder and sets it near her.

ROSE

Titanic was called the Ship of Dreams. And it was. It really was...

As the underwater camera rises past the rusted bow rail, WE DISSOLVE /
MATCH MOVE to that same railing in 1912...

MATCH DISSOLVE:

34 EXT. SOUTHAMPTON DOCK - DAY

SHOT CONTINUES IN A FLORIOUS REVEAL as the gleaming white superstructure of Titanic rises mountainously beyond the rail, and above that the buff-colored funnels stand against the sky like the pillars of a great temple. Crewmen move across the deck, dwarfed by the awesome scale of the steamer.

Southampton, England, April 10, 1912. It is almost noon on ailing day. A crowd of hundreds blackens the pier next to Titanic like ants on a jelly

sandwich.

IN FG a gorgeous burgundy RENAULT TOURING CAR swings into frame, hanging from a loading crane. It is lowered toward HATCH #2.

On the pier horsedrawn vehicles, motorcars and lorries move slowly through the dense throng. The atmosphere is one of excitement and general giddiness. People embrace in tearful farewells, or wave and shout bon voyage wishes to friends and relatives on the decks above.

A white RENAULT, leading a silver-gray DAIMLER-BENZ, pushes through the crowd leaving a wake in the press of people. Around the handsome cars people are streaming to board the ship, jostling with hustling seamen and stokers, porters, and barking WHITE STAR LINE officials.

The Renault stops and the LIVERIED DRIVER scurries to open the door for a YOUNG WOMAN dressed in a stunning white and purple outfit, with an enormous feathered hat. She is 17 years old and beautiful, regal of bearing, with piercing eyes.

It is the girl in the drawing. ROSE. She looks up at the ship, taking it in with cool appraisal.

ROSE

I don't see what all the fuss is about. It doesn't look any bigger than the Mauretania.

A PERSONAL VALET opens the door on the other side of the car for CALEDON HOCKLEY, the 30 year old heir to the elder Hockley's fortune. "Cal" is handsome, arrogant and rich beyond meaning.

CAL

You can be blase about some things, Rose, but not about Titanic. It's over a hundred feet longer than Mauretania, and far more luxurious. It has squash courts, a Parisian cafe... even Turkish baths.

Cal turns and gives his hand to Rose's mother, RUTH DEWITT BUKATER, who descends from the touring car being him. Ruth is a 40ish society empress, from one of the most prominent Philadelphia families. She is a widow, and rules her household with iron will.

CAL

Your daughter is much too hard to impress, Ruth.

(indicating a puddle)

Mind your step.

RUTH

(gazing at the leviathan)

So this is the ship they say is unsinkable.

CAL

It is unsinkable. God himself couldn't sink this ship.

Cal speaks with the pride of a host providing a special experience.

This entire entourage of rich Americans is impeccably turned out, a quintessential example of the Edwardian upper class, complete with servants. Cal's VALET, SPICER LOVEJOY, is a tall and impassive, dour as an undertaker. Behind him emerge TWO MAIDS, personal servants to Ruth and Rose.

A WHITE STAR LINE PORTER scurries toward them, harried by last minute loading.

PORTER

Sir, you'll have to check your baggage through the main terminal, round that way--

Cal nonchalantly hands the man a fiver. The porter's eyes dilate. Five pounds was a monster tip in those days.

CAL

I put my faith in you, good sir.

(MORE)

CAL (CONT'D)

(curtly, indicating Lovejoy)

See my man.

PORTER

Yes, sir. My pleasure, sir.

Cal never tires of the effect of money on the unwashed masses.

LOVEJOY

(to the porter)

These trunks here, and 12 more in the Daimler. We'll have all this lot up
in the rooms.

The White Star man looks stricken when he sees the enormous pile of steamer
trunks and suitcases loading down the second car, including wooden crates
and steel safe. He whistles frantically for some cargo-handlers nearby who

come running.

Cal breezes on, leaving the minions to scramble. He quickly checks his pocket watch.

CAL

We'd better hurry. This way, ladies.

He indicates the way toward the first class gangway. They move into the crowd. TRUDY BOLT, Rose's maid, hustles behind them, laden with bags of her mistress's most recent purchases... things too delicate for the baggage handlers.

Cal leads, weaving between vehicles and handcarts, hurrying passengers (mostly second class and steerage) and well-wishers. Most of the first class passengers are avoiding the smelly press of the dockside crowd by using an elevated boarding bridge, twenty feet above.

They pass a line of steerage passengers in their coarse wool and tweeds, queued up inside movable barriers like cattle in a chute. A HEALTH OFFICER examines their heads one by one, checking scalp and eyelashes for lice.

They pass a well-dressed young man cranking the handle of a wooden Biograph "cinematograph" camera mounted on a tripod. NANIEL MARVIN (whose father founded the Biograph Film Studio) is filming his young bride in front of the Titanic. MARY MARVIN stands stiffly and smiles, self conscious.

DANIEL

Look up at the ship, darling, that's it. You're amazed! You can't believe how big it is! Like a mountain. That's great.

Mary Marvin, without an acting fiber in her body, does a bad Clara Bow pantomime of awe, hands raised.

Cal is jostled by two yelling steerage boys who shove past him. And he is bumped again a second later by the boys' father.

CAL

Steady!!

MAN

Sorry squire!

The Cockney father pushes on, after his kids, shouting.

CAL

Steerage swine. Apparently missed his annual bath.

RUTH

Honestly, Cal, if you weren't forever booking everything at the last instant, we could have gone through the terminal instead of running along the dock like some squalid immigrant family.

CAL

All part of my charm, Ruth. At any rate, it was my darling fiancée's beauty rituals which made us late.

ROSE

You told me to change.

CAL

I couldn't let you wear black on sailing day, sweetpea. It's bad luck.

ROSE

I felt like black.

Cal guides them out of the path of a horse-drawn wagon loaded down with two tons of OXFORD MARMALADE, in wooden cases, for Titanic's Victualling Department.

CAL

Here I've pulled every string I could to book us on the grandest ship in history, in her most luxurious suites... and you act as if you're going to your execution.

Rose looks up as the hull of Titanic looms over them...a great iron wall, Bible black and sever. Cal motions her forward, and she enters the gangway to the D Deck doors with a sense of overwhelming dread.

OLD ROSE (V.O.)

It was the ship of dreams... to everyone else. To me it was a slave ship, taking me back to America in chains.

CLOSE ON CAL'S HAND IN SLOW-MOTION as it closes possessively over Rose's arm. He escorts her up the gangway and the black hull of Titanic swallows them.

OLD ROSE (V.O.)

Outwardly I was everything a well brought up girl should be. Inside, I was screaming.

35 CUT TO a SCREAMING BLAST from the mighty triple steam horns on Titanic's funnels, bellowing their departure warning.

CUT TO:

36 EXT. SOUTHAMPTON DOCKS / TITANIC - DAY

A VIEW OF TITANIC from several blocks away, towering above the terminal buildings like the skyline of a city. The steamer's whistle echoes across Southampton.

PULL BACK, revealing that we were looking through a window, and back further to show the smoky inside of a pub. It is crowded with dockworkers and ship;s crew.

Just inside the window, a poker game is in progress. FOUR MEN, in working class clothes, play a very serious hand.

JACK DAWSON and FABRIZIO DE ROSSI, both about 20, exchange a glance as the other two players argue in Swedish. Jack is American, a lanky drifter with his hair a little long for the standards of the times. He is also unshaven, and his clothes are rumpled from sleeping in them. He is an artist, and has adopted the bohemian style of art scene in Paris. He is also very self-possessed and sure-footed for 20, having lived on his own since 15.

The TWO SWEDES continue their sullen argument, in Swedish.

OLAF

(subtitled)

You stupid fishhead. I can't believe you bet our tickets.

SVEN

(subtitled)

You lost our money. I'm just trying to get it back. Now shutup and take a card.

JACK

(jaunty)

Hit me again, Sven.

Jack takes the card and slips it into his hand.

ECU JACK'S EYES. They betray nothing.

CLOSE ON FABRIZIO licking his lips nervously as he refuses a card.

ECU STACK in the middle of the table. Bills and coins from four countries.

This has been going on for a while. Sitting on top of the money are two 3RD CLASS TICKETS for RMS TITANIC.

The Titanic's whistle blows again. Final warning.

JACK

The moment of truth boys. Somebody's life's about to change.

Fabrizio puts his cards down. So do the Swedes. Jack holds his close.

JACK

Let's see... Fabrizio's got niente. Olaf, you've got squat. Sven, uh oh...
two pair... mmm.

(turns to his friend)

Sorry Fabrizio.

FABRIZIO

What sorry? What you got? You lose my money?? Ma va fa'n culo testa di
cazzo--

JACK

Sorry, you're not gonna see your mama again for a long time...

He slaps a full house down on the table.

JACK

(grinning)

'Cause you're goin' to America!! Full house boys!

FABRIZIO

Porca Madonna!! YEEAAAAA!!!

The table explodes into shouting in several languages. Jack rakes in the money and the tickets.

JACK

(to the Swedes)

Sorry boys. Three of a kind and a pair. I'm high and you're dry and...

(to Fabrizio)

... we're going to--

FABRIZIO/JACK

L'AMERICA!!!

Olaf balls up one huge farmer's fist. We think he's going to clobber Jack,

but he swings round and punches Sven, who flops backward onto the floor and sits there, looking depressed. Olaf forgets about Jack and Fabrizio, who are dancing around, and goes into a rapid harangue of his stupid cousin.

Jack kisses the tickets, then jumps on Fabrizio's back and rides him around the pub. It's like they won the lottery.

JACK

Goin' home... to the land o' the free and the home of the real hot-dogs! On the TITANIC!! We're ridin' in high style now! We're practically goddamned royalty, ragazzo mio!!

FABRIZIO

You see? Is my destinio!! Like I told you. I go to l'America!! To be a millionaire!!

(MORE)

FABRIZIO (CONT'D)

(to pubkeeper)

Capito?? I go to America!!

PUBKEEPER

No, mate. Titanic go to America. In five minutes.

JACK

Shit!! Come on, Fabri!

(grabbing their stuff)

Come on!!

(to all, grinning)

It's been grand.

They run for the door.

PUBKEEPER

'Course I'm sure if they knew it was you lot comin', they'd be pleased to wait!

CUT TO:

37 OMITTED

38 EXT. TERMINAL - TITANIC

Jack and Fabrizio, carrying everything they own in the world in the kit bags on their shoulders, sprint toward the pier. They tear through milling crowds next to the terminal. Shouts go up behind them as they jostle slow-moving gentlemen. They dodge piles of luggage, and weave through groups of people. They burst out onto the pier and Jack comes to a dead stop... staring at the cast wall of the ship's hull, towering seven stories above the wharf and over an eighth of a mile long. The Titanic is monstrous.

Fabrizio runs back and grabs Jack, and they sprint toward the third class gangway aft, at E deck. They reach the bottom of the ramp just as SIXTH OFFICER MOODY detaches it at the top. It starts to swing down from the gangway doors.

JACK

Wait!! We're passengers!

Flushed and panting, he waves the tickets.

MOODY

Have you been through the inspection queue?

JACK

(lying cheerfully)

Of course! Anyway, we don't have lice, we're Americans.

(glances at Fabrizio)

Both of us.

MOODY

(testy)

Right, come aboard.

Moody has QUARTERMASTER ROWE reattach the gangway. Jack and Fabrizio come aboard. Moody glances at the tickets, then passes Jack and Fabrizio through to Rowe. Rowe looks at the names on the tickets to enter them in the passenger list.

ROWE

Gundersen. And...

(reading Fabrizio's)

Gundersen.

He hands the tickets back, eyeing Fabrizio's Mediterranean looks suspiciously.

JACK

(grabbing Fabrizio's arm)

Come on, Sven.

Jack and Fabrizio whoop with victory as they run down the white-painted corridero... grinning from ear to ear.

JACK

We are the luckiest sons of bitches in the world!

CUT TO:

39 OMITTED

40 EXT. TITANIC AND DOCK - DAY

The mooring lines, as big around as a man's arm, are dropped into the water. A cheer goes up on the pier as SEVEN TUGS pull the Titanic away from the quay.

CUT TO:

41 EXT. AFT WELL DECK / POOP DECK - DAY

JACK AND FABRIZIO burst through a door onto the aft well deck. TRACKING WITH THEM as they run across the deck and up the steel stairs to the poop deck. They get to the rail and Jack starts to yell and wave to the crowd on the dock.

FABRIZIO

You know somebody?

JACK

Of course not. That's not the point.

(to the crowd)

Goodbye! Goodbye!! I'll miss you!

Grinning, Fabrixio joins in, adding his voice to the swell of voices, feeling the exhilaration of the moment.

FABRIZIO

Goodbye! I will never forget you!!

CUT TO:

42 OMITTED

EXT. SOUTHAMPTON DOCK - DAY

The crowd of cheering well-wishers waves heartily as a black wall of metal moves past them. Impossibly tiny figures wave back from the ship's rails. Titanic gathers speed.

CUT TO:

44 EXT. RIVER TEST - DAY

IN A LONG LENS SHOT the prow of Titanic FILLS FRAME behind the lead tug, which is dwarfed. The bow wave spreads before the mighty plow of the liner's hull as it moves down the River Test toward the English Channel.

CUT TO:

45 INT. THIRD CLASS BERTHING / G-DECK FORWARD - DAY

Jack and Fabrizio walk down a narrow corridor with doors lining both sides like a college dorm. Total confusion as people argue over luggage in several languages, or wander in confusion in the labyrinth. They pass emigrants studying the signs over the doors, and looking up the words in phrase books.

They find their berth. It is a modest cubicle, painted enamel white, with four bunks. Exposed pipes overhead. The other two guys are already there.

OLAUS and BJORN GUNDERSEN.

Jack throws his kit on one open bunk, while Fabrizio takes the other.

BJORN

(in Swedish/ subtitled)

Where is Sven?

CUT TO:

46 INT. SUITE B-52-56 - DAY

By contrast, the so-called "Millionaire Suite" is in the Empire style, and comprises two bedrooms, a bath, WC, wardrobe room, and a large sitting room. In addition there is a private 50 foot promenade deck outside.

A room service waiter pours champagne into a tulip glass of orange juice and hands the Bucks Fizz to Rose. She is looking through her new paintings. There is a Monet of water lilies, a Degas of dancers, and a few abstract works. They are all unknown paintings... lost works.

Cal is out on the covered deck, which has potted trees and vines on

trellises, talking through the doorway to Rose in the sitting room.

CAL

Those mud puddles were certainly a waste of money.

ROSE

(looking at a cubist portrait)

You're wrong. They're fascinating. Like in a dream... there's truth without logic. What's his name again... ?

(reading off the canvas)

Picasso.

CAL

(coming into the sitting room)

He'll never amount to a thing, trust me. At least they were cheap.

A porter wheels Cal's private safe (which we recognize) into the room on a handtruck.

CAL

Put that in the wardrobe.

47 IN THE BEDROOM Rose enters with the large Degas of the dancers. She sets it on the dresser, near the canopy bed. Trudy is already in there, hanging up some of Rose's clothes.

TRUDY

It smells so brand new. Like they built it all just for us. I mean... just to think that tonight, when I crawl between the sheets, I'll be the first--

Cal appears in the doorway of the bedroom.

CAL

(looking at Rose)

And when I crawl between the sheets tonight, I'll still be the first.

TRUDY

(blushing at the innuendo)

S'cuse me, Miss.

She edges around Cal and makes a quick exit. Cal comes up behind Rose and

puts his hands on her shoulders. An act of possession, not intimacy.

CAL

The first and only. Forever.

Rose's expression shows how bleak a prospect this is for her, now.

CUT TO:

48 EXT. CHERBOURG HARBOR, FRANCE - LATE DUSK

Titanic stands silhouetted against a purple post-sunset sky. She is lit up like a floating palace, and her thousand portholes reflect in the calm harbor waters. The 150 foot tender Nomadic lies-to alongside, looking like a rowboat. The lights of a Cherbourg harbor complete the postcard image.

CUT TO:

49 INT. FIRST CLASS RECEPTION/ D-DECK

Entering the first class reception room from the tender are a number of prominent passengers. A BROAD-SHOULDERED WOMAN in an enormous feathered hat comes up the gangway, carrying a suitcase in each hand, a spindly porter running to catch up with her to take the bags.

WOMAN

Well, I wasn't about to wait all day for you, sonny. Take 'em the rest of the way if you think you can manage.

OLD ROSE (V.O.)

At Cherbourg a woman came aboard named Margaret Brown, but we all called her Molly. History would call her the Unsinkable Molly Brown. Her husband had struck gold someplace out west, and she was what mother called "new money".

At 45, MOLLY BROWN is a tough talking straightshooter who dresses in the finery of her genteel peers but will never be one of them.

OLD ROSE (V.O.)

By the next afternoon we had made our final stop and we were steaming west from the coast of Ireland, with nothing out ahead of us but ocean...

CUT TO:

50 OMITTED

51 EXT. BOW - DAY

The ship glows with the warm creamy light of late afternoon. Jack and Fabrizio stand right at the bow gripping the curving railing so familiar

from images of the wreck. Jack leans over, looking down fifty feet to where the prow cuts the surface like a knife, sending up two glassy sheets of water.

CUT TO:

52 INT. / EXT. TITANIC - SERIES OF SCENES - DAY

ON THE BRIDGE, CAPTAIN SMITH turns from the binnacle to FIRST OFFICER WILLIAM MURDOCH.

CAPTAIN SMITH

Take her to sea Mister Murdoch. Let's stretch her legs.

Murdoch moves the engine telegraph lever to ALL AHEAD FULL.

53 NOW BEGINS a kind of musical/visual setpiece... an ode to the great ship. The music is rhythmic, surging forward, with a soaring melody that addresses the majesty and optimism of the ship of dreams.

IN THE ENGINE ROOM the telegraph clangs and moves to "All Ahead Full".

CHIEF ENGINEER BELL

All ahead full!

On the catwalk THOMAS ANDREWS, the shipbuilder, watches carefully as the engineers and greasers scramble to adjust valves. Towering above them are the twin RECIPROCATING engines, four stories tall, their ten-foot-long connecting rods surging up and down with the turning of the massive crankshafts. The engines thunder like the footfalls of marching giants.

54 IN THE BOILER ROOMS the STOKERS chant a song as they hurl coal into the roaring furnaces. The "black gang" are covered with sweat and coal dust, their muscles working like part of the machinery as they toil in the hellish glow.

55 UNDERWATER the enormous bronze screws chop through the water, hurling the steamer forward and churning up a vortex of foam that lingers for miles behind the juggernaut ship. Smoke pours from the funnels as--

56 The riven water flares higher at the bow as the ship's speeds builds. THE CAMERA SWEEPS UP the prow to find Jack, the wind streaming through his hair and--

57 Captain Smith steps out of the enclosed bridge onto the wing. He stands with his hands on the rail, looking every bit the storybook picture of a Captain... a great patriarch of the sea.

FIRST OFFICER MURDOCH

Twenty one knots, sir!

SMITH

She's got a bone in her teeth now, eh, Mr. Murdoch.

Smith accepts a cup of tea from FIFTH OFFICER LOWE. He contentedly watches the white V of water hurled outward from the bows like an expression of his own personal power. They are invulnerable, towering over the sea.

58 AT THE BOW Jack and Fabrizio lean far over, looking down.

In the glassy bow-wave two dolphins appear, under the water, running fast just in front of the steel blade of the prow. They do it for the sheer joy and exultation of motion. Jack watches the dolphins and grins. They breach, jumping clear of the water and then dive back, crisscrossing in front of the bow, dancing ahead of the juggernaut.

FABRIZIO looks forward across the Atlantic, staring into the sunsparkles.

FABRIZIO

I can see the Statue of Liberty already.

(grinning at Jack)

Very small... of course.

THE CAMERA ARCS around them, until they are framed against the sea.

NOW WE PULL BACK, across the forecastle deck. Rising, as we continue back, and the ships rolls endlessly forward underneath. Over the bridge wing, along the boat deck until her funnels come INTO FRAME besides us and march past like the pillars of heaven, one by one. We pull back and up, until we are looking down the funnels, and the people strolling on the decks and standing at the rail become antlike.

And still we pull back until the great lady is seen whole in a gorgeous aerial portrait, black and severe in her majesty.

ISMAY (V.O.)

She is the largest moving object ever made by the hand of man in all history...

CUT TO:

59 INT. PALM COURT RESTAURANT - DAY

CLOSE ON J. BRUCE ISMAY, Managing Director of White Star Line.

ISMAY

...and our master shipbuilder, Mr. Andrews here, designed her from the keel plates up.

He indicates a handsome 39 year old Irish gentlemen to his right, THOMAS ANDREWS, of Harland and Wolf Shipbuilders.

WIDER, showing the group assembled for lunch the next day. Ismay seated with Cal, Rose, Ruth, Molly Brown and Thomas Andrews in the Palm Court, a beautiful sunny spot enclosed by high arched windows.

ANDREWS

(disliking the attention)

Well, I may have knocked her together, but the idea was Mr. Ismay's. He envisioned a steamer so grand in scale, and so luxurious in its appointments, that its supremacy would never be challenged. And here she is...

(he slaps the table)

...willed into solid reality.

MOLLY

Why're ships always bein' called "she"? Is it because men think half the women around have big sterns and should be weighed in tonnage?

(they all laugh)

Just another example of the men settin' the rules their way.

The waiter arrives to take orders. Rose lights a cigarette.

RUTH

You know I don't like that, Rose.

CAL

She knows.

Cal takes the cigarette from her and stubs it out.

CAL

(to the waiter)

We'll both have the lamb. Rare, with a little mint sauce.

(to Rose, after the waiter moves away)

You like lamb, don't you sweetpea?

Molly is watching the dynamic between Rose, Cal and Ruth.

MOLLY

So, you gonna cut her meat for her too there, Cal?

(turning to Ismay)

Hey, who came up with the name Titanic? You, Bruce?

ISMAY

Yes, actually. I wanted to convey sheer size. And size means stability,
luxury... and safety--

ROSE

Do you know of Dr. Freud? His ideas about the male preoccupation with size
might be of particular interest to you, Mr. Ismay.

Andrews chokes on his breadstick, suppressing laughter.

RUTH

My God, Rose, what's gotten into--

ROSE

Excuse me.

She stalks away.

RUTH

(mortified)

I do apologize.

MOLLY

She's a pistol, Cal. You sure you can handle her?

CAL

(tense but feigning unconcern)

Well, I may have to start minding what she reads from now on.

CUT TO:

60 EXT. POOP DECK / AFTER DECKS - DAY

Jack sits on a bench in the sun. Titanic's wake spreads out behind him to the horizon. He has his knees pulled up, supporting a leather bound sketching pad, his only valuable possession. With conte crayon he draws rapidly, using sure strokes. An emigrant from Manchester named CARTMELL has his 3 year old daughter CORA standing on the lower rung of the rail. She is

leaned back against his beer barrel of a stomach, watching the seagulls.

THE SKETCH captures them perfectly, with a great sense of the humanity of the moment. Jack is good. Really good. Fabrizio looks over Jack's shoulder. He nods appreciatively.

TOMMY RYAN, a scowling young Irish emigrant, watches as a crewmember comes by, walking three small dogs around the deck. One of them, a BLACK FRENCH BULLDOG, is among the ugliest creatures on the planet.

TOMMY

That's typical. First class dogs come down here to take a shit.

Jack looks up from his sketch.

JACK

That's so we know where we rank in the scheme of things.

TOMMY

Like we could forget.

Jack glances across the well deck. At the aft railing of B deck promenade stands ROSE, in a long yellow dress and white gloves.

CLOSE ON JACK, unable to take his eyes off of her. They are across from each other, about 60 feet apart, with the well deck like a valley between them. She on her promontory, he on his much lower one. She stares down at the water.

He watches her unpin her elaborate hat and take it off. She looks at the frilly absurd thing, then tosses it over the rail. It sails far down to the water and is carried away, astern. A spot of yellow in the vast ocean. He is riveted by her. She looks like a figure in a romantic novel, sad and isolated.

Fabrizio taps Tommy and they both look at Jack gaze at Rose. Fabrizio and Tommy grin at each other.

Rose turns suddenly and looks right at Jack. He is caught staring, but he doesn't look away. She does, but then looks back. Their eyes meet across the space of the well deck, across the gulf between worlds.

Jack sees a man (Cal) come up behind her and take her arm. She jerks her arm away. They argue in pantomime. She storms away, and he goes after her, disappearing along the A-deck promenade. Jack stares after her.

TOMMY

Forget it, boyo. You'd as like have angels fly out o' yer arse as get next to the likes o' her.

CUT TO:

61 INT. FIRST CLASS DINING SALOON - NIGHT

SLOWLY PUSHING IN ON ROSE as she sits, flanked by people in heated conversation. Cal and Ruth are laughing together, while on the other side LADY DUFF-GORDON is holding forth animatedly. We don't hear what they are saying. Rose is staring at her plate, barely listening to the inconsequential babble around her.

OLD ROSE (V.O.)

I saw my whole life as if I'd already lived it... an endless parade of parties and cotillions, yachts and polo matches... always the same narrow people, the same mindless chatter. I felt like I was standing at a great precipice, with no one to pull me back, no one who cared... or even noticed.

ANGLE BENEATH TABLE showing Rose's hand, holding a tiny fork from her crab salad. She pokes the crab-fork into the skin of her arm, harder and harder until it draws blood.

CUT TO:

62 INT. CORRIDOR / B DECK - NIGHT

Rose walks along the corridor. A steward coming the other way greets her,

and she nods with a slight smile. She is perfectly composed.

CUT TO:

63 INT. ROSE'S BEDROOM - NIGHT

She enters the room. Stands in the middle, staring at her reflection in the large vanity mirror. Just stands there, then--

With a primal, anguished cry she claws at her throat, ripping off her pearl necklace, which explodes across the room. In a frenzy she tears at herself, her clothes, her hair... then attacks the room. She flings everything off the dresser and it flies clattering against the wall. She hurls a handmirror against the vanity, cracking it.

CUT TO:

64 EXT. A DECK PROMENADE, AFT - NIGHT

Rose runs along the B deck promenade. She is dishevelled, her hair flying. She is crying, her cheeks streaked with tears. But also angry, furious! Shaking with emotions she doesn't understand... hatred, self-hatred, desperation. A strolling couple watch her pass. Shocked at the emotional display in public.

CUT TO:

65 EXT. POOP DECK - NIGHT

Jack is kicked back on one of the benches gazing at the stars blazing gloriously overhead. Thinking artist thoughts and smoking a cigarette.

Hearing something, he turns as Rose runs up the stairs from the well deck.

They are the only two on the stern deck, except for QUARTERMASTER ROWE, twenty feet above them on the docking bridge catwalk. She doesn't see Jack in the shadows, and runs right past him.

TRACKING WITH ROSE as she runs across the deserted fantail. Her breath hitches in an occasional sob, which she suppresses. Rose slams against the base of the stern flagpole and clings there, panting. She stares out at the black water.

Then starts to climb over the railing. She has to hitch her long dress way up, and climbing is clumsy. Moving methodically she turns her body and gets her heels on the white-painted gunwale, her back to the railing, facing out toward blackness. 60 feet below her, the massive propellers are churning the atlantin into white foam, and a ghostly wake trails off toward the horizon.

IN A LOW ANGLE, we see Rose standing like a figurehead in reverse. Below her are the huge letters of the name "TITANIC".

She leans out, her arms straightening... looking down hypnotized, into the vortex below her. Her dress and hair are lifted by the wind of the ship's

movement. The only sound, above the rush of water below, is the flutter and snap of the big Union Jack right above her.

JACK

Don't do it.

She whips her head around at the sound of his voice. It takes a second for her eyes to focus.

ROSE

Stay back! Don't come any closer!

Jack sees the tear tracks on her cheeks in the faint glow from the stern running lights.

JACK

Take my hand. I'll pull you back in.

ROSE

No! Stay where you are. I mean it. I'll let go.

JACK

No you won't.

ROSE

What do you mean no I won't? Don't presume to tell me what I will and will not do. You don't know me.

JACK

You would have done it already. Now come on, take my hand.

Rose is confused now. She can't see him very well through the tears, so she wipes them with one hand, almost losing her balance.

ROSE

You're distracting me. Go away.

JACK

I can't. I'm involved now. If you let go I have to jump in after you.

ROSE

Don't be absurd. You'll be killed.

He takes off his jacket.

JACK

I'm a good swimmer.

He starts unlacing his left shoe.

ROSE

The fall alone would kill you.

JACK

It would hurt. I'm not saying it wouldn't. To be honest I'm a lot more concerned about the water being so cold.

She looks down. The reality factor of what she is doing is sinking in.

ROSE

How cold?

JACK

(taking off his left shoe)

Freezing. Maybe a couple degrees over.

He starts unlacing his right shoe.

JACK

Ever been to Wisconsin?

ROSE

(perplexed)

No.

JACK

Well they have some of the coldest winters around, and I grew up there, near Chippewa Falls. Once when I was a kid me and my father were ice-fishing out on Lake Wissota... ice-fishing's where you chop a hole in the--

ROSE

I know what ice fishing is!

JACK

Sorry. Just... you look like kind of an indoor girl. Anyway, I went through

some thin ice and I'm tellin' ya, water that cold... like that right down there... it hits you like a thousand knives all over your body. You can't breath, you can't think... least not about anything but the pain.

(takes off his other shoe)

Which is why I'm not looking forward to jumping in after you. But like I said, I don't see a choice. I guess I'm kinda hoping you'll come back over the rail and get me off the hook here.

ROSE

You're crazy.

JACK

That's what everybody says. But with all due respect, I'm not the one hanging off the back of a ship.

He slides one step closer, like moving up on a spooked horse.

JACK

Come on. You don't want to do this. Give me your hand.

Rose stares at this madman for a long time. She looks at his eyes and they somehow suddenly seem to fill her universe.

ROSE

Alright.

She unfastens one hand from the rail and reaches it around toward him. He reaches out to take it, firmly.

JACK

I'm Jack Dawson.

ROSE

(voice quavering)

Pleased to meet you, Mr. Dawson.

Rose starts to turn. Now that she has decided to live, the height is terrifying. She is overcome by vertigo as she shifts her footing, turning to face the ship. As she starts to climb, her dress gets in the way, and one foot slips off the edge of the deck.

She plunges, letting out a piercing SHRIEK. Jack, gripping her hand, is jerked toward the rail. Rose barely grabs a lower rail with her free hand.

QUARTERMASTER ROWE, up on the docking bridge hears the scream and heads for

the ladder.

ROSE

HELP! HELP!!

JACK

I've got you. I won't let go.

Jack holds her hand with all his strength, bracing himself on the railing with his other hand. Rose tries to get some kind of foothold on the smooth hull. Jack tries to lift her bodily over the railing. She can't get any footing in her dress and evening shoes, and she slips back. Rose SCREAMS again.

Jack, awkwardly clutching Rose by whatever he can get a grip on as she flails, gets her over the railing. They fall together onto the deck in a tangled heap, spinning in such a way that Jack winds up slightly on top of her.

Rowe slides down the ladder from the docking bridge like it's a fire drill and sprints across the fantail.

ROWE

Here, what's all this?!

Rowe runs up and pulls Jack off of Rose, revealing her dishevelled and sobbing on the deck. Her dress is torn, and the hem is pushing up above her knees, showing one ripped stocking. He looks at Jack, the shaggy steerage man with his jacket off, and the first class lady clearly in distress, and starts drawing conclusions. Two seamen chug across the deck to join them.

ROWE

(to Jack)

Here you, stand back! Don't move an inch!

(to the seamen)

Fetch the Master at Arms.

CUT TO:

66 EXT. POOP DECK - NIGHT

A few minutes later. Jack is being detained by the burly MASTER AT ARMS, the closest thing to a cop on board. He is handcuffing Jack. Cal is right in front of Jack, and furious. He has obviously just rushed out here with Lovejoy and another man, and none of them have coats over their black tie evening dress. The other man is COLONEL ARCHIBALD GRACIE, a mustachioed blowhard who still has his brandy snifter. He offers it to Rose, who is

hunched over crying on a bench nearby, but she waves it away. Cal is more concerned with Jack. He grabs him by the lapels.

CAL

What made you think you could put your hands on my fiancée?! Look at me, you filth! What did you think you were doing?!

ROSE

Cal, stop! It was an accident.

CAL

An accident?!

ROSE

It was... stupid really. I was leaning over and I slipped.

Rose looks at Jack, getting eye contact.

ROSE

I was leaning way over, to see the... ah... propellers. And I slipped and I would have gone overboard... and Mr. Dawson here saved me and he almost went over himself.

CAL

You wanted to see the propellers?

GRACIE

(shaking his head)

Women and machinery do not mix.

MASTER AT ARMS

(to Jack)

Was that the way of it?

Rose is begging him with her eyes not to say what really happened.

JACK

Uh huh. That was pretty much it.

He looks at Rose a moment longer. Now they have a secret together.

COLONEL GRACIE

Well! The boy's a hero then. Good for you son, well done!

(to Cal)

So it's all's well and back to our brandy, eh?

Jack is uncuffed. Cal gets Rose to her feet and moving.

CAL

(rubbing her arms)

Let's get you in. You're freezing.

Cal is leaving without a second thought for Jack.

GRACIE

(low)

Ah... perhaps a little something for the boy?

CAL

Oh, right. Mr. Lovejoy. A twenty should do it.

ROSE

Is that the going rate for saving the woman you love?

CAL

Rose is displeased. Mmm... what to do?

Cal turns back to Jack. He appraises him condescendingly... a steerage ruffian, unwashed and ill-mannered.

CAL

I know.

(to Jack)

Perhaps you could join us for dinner tomorrow, to regale our group with your heroic tale?

JACK

(looking straight at Rose)

Sure. Count me in.

CAL

Good. Settled then.

Cal turns to go, putting a protective arm around Rose. he leans close to Gracie as they walk away.

CAL

This should be amusing.

JACK

(as Lovejoy passes)

Can I bum a cigarette?

Lovejoy smoothly draws a silver cigarette case from his jacket and snaps it open. Jack takes a cigarette, then another, popping it behind his ear for later. Lovejoy lights Jack's cigarette.

LOVEJOY

You'll want to tie those.

(Jack looks at his shoes)

Interesting that the young lady slipped so mighty all of a sudden and you still had time to take of your jacket and shoes. Mmmm?

Lovejoy's expression is bland, but the eyes are cold. He turns away to join his group.

CUT TO:

67 INT. ROSE'S BEDROOM - NIGHT

As she undresses for bed Rose sees Cal standing in her doorway, reflected in the cracked mirror of her vanity. He comes toward her.

CAL

(unexpectedly tender)

I know you've een melancholy, and I don't pretent to know why.

From behind his back he hands her a large black velvet jewel case. She takes it, numbly.

CAL

I intended to save this till the engagement gals next week. But I thought tonight, perhaps a reminder of my feeling for you...

Rose slowly opens the box. Inside is the necklace... "HEART OF THE OCEAN" in all its glory. It is huge... a malevolent blue stone glittering with an

infinity of scalpel-like inner reflections.

ROSE

My God... Cal. Is it a--

CAL

Diamond. Yes it is. 56 carats.

He takes the necklace and during the following places it around her throat.

He turns her to the mirror, staring behind her.

CAL

It was once worn by Louis the Sixteenth. They call it Le Coeur de la Mer,
the--

ROSE

The Heart of the Ocean. Cal, it's... it's overwhelming.

He gazes at the image of the two of them in the mirror.

CAL

It's for royalty. And we are royalty.

His fingers caress her neck and throat. He seems himself to be disarmed by Rose's elegance and beauty. His emotion is, for the first time, unguarded.

CAL

There's nothing I couldn't give you. There's nothing I'd deny you if you would deny me. Open your heart to me, Rose.

CAMERA begins to TRACK IN ON ROSE. Closer and closer, during the following:

OLD ROSE (V.O.)

Of course his gift was only to reflect light back onto himself, to illuminate the greatness that was Caledon Hockley. It was a cold stone... a heart of ice.

Finally, when Rose's eyes FILL FRAM, we MORPH SLOWLY to her eyes as the are now... transforming through 84 years of life...

TRANSITION

68 INT. KELDYSH IMAGING SHACK

Without a cut the wrinkled, weathered landscape of age has appeared around her eyes. But the eyes themselves are the same.

OLD ROSE

After all these years, feel it closing around my throat like a dog collar.

THE CAMERA PULLS BACK to show her whole face.

ROSE

I can still feel its weight. If you could have felt it, not just seen it...

LOVETT

Well, that's the general idea, my dear.

BODINE

So let me get this right. You were gonna kill yourself by jumping off the
Titanic?

(he guffaws)

That's great!

LOVETT

(warningly)

Lewis...

But Rose laughs with Bodine.

BODINE

(still laughing)

All you had to do was wait two days!

Lovett, standing out of Rose's sightline, checks his watch. Hours have passed. This process is taking too long.

LOVETT

Rose, tell us more about the diamond. What did Hockley do with it after that?

ROSE

Im afraid I'm feeling a little tired, Mr. Lovett.

Lizzy picks up the cue and starts to wheel her out.

LOVETT

Wait! Can you give us something go on, here. Like who had access to the

safe. What about this Lovejoy guy? The valet. Did he have the combination?

LIZZY

That's enough.

Lizzy takes her out. Rose's old hand reappears at the doorway in a frail wave goodbye.

CUT TO:

69 EXT. LAUNCH AREA/KELDYSH DECK - DAY

As the big hydraulic jib swings one of the Mir subs out over the water.

Lovett walks as he talks with Bobby Buell, the partners' rep. They weave among deck cranes, launch crew, sub maintenance guys.

BUELL

The partners are pissed.

BROCK

Bobby, buy me time. I need time.

BUELL

We're running thirty thousand a day, and we're six days over. I'm telling you what they're telling me. The hand is on the plug. It's starting to pull.

BROCK

Well you tell the hand I need another two days! Bobby, Bobby, Bobby... we're close! I smell it. I smell ice. She had the diamond on... now we just have to find out where it wound up. I just gotta work her a bit more. Okay?

Brock turns and sees Lizzy standing behind him. She has overheard the past part of his dialogue with Buell. He goes to her and hustles her away from Buell, toward a quite spot on the deck.

BROCK

Hey, Lizzy. I need to talk to you for a second.

LIZZY

Don't you mean work me?

BROCK

Look, I'm running out of time. I need your help.

LIZZY

I'm not going to help you browbeat my hundred and

(MORE)

LIZZY (CONT'D)

one year old grandmother. I came down here to tell you to back off.

BROCK

(with undisguised desperation)

Lizzy... you gotta understand something. I've bet it all to find the Heart of the Ocean. I've got all my dough tied up in this thing. My wife even divorced me over this hunt. I need what's locked inside your grandma's memory.

(he holds out his hand)

You see this? Right here?

She looks at his hand, palm up. Empty. Cupped, as if around an imaginary shape.

LIZZY

What?

BROCK

That's the shape my hand's gonna be when I hold that thing. You understand?

I'm not leaving here without it.

LIZZY

Look, Brock, she's going to do this her way, in her own time. Don't forget, she contacted you. She's out here for her own reasons, God knows what they are.

LOVETT

Maybe she wants to make peace with the past.

LIZZY

What past? She has never once, not once, ever said a word about being on the Titanic until two days ago.

LOVETT

Then we're all meeting your grandmother for the first time.

LIZZY

(looks at him hard)

You think she was really there?

LOVETT

Oh, yeah. Yeah, I'm a believer. She was there.

CUT TO:

70 INT. IMAGING SHACK

Bodine starts the tape recorder. Rose is gazing at the screen seeing THE LIVE FEED FROM THE WRECK--SNOOP DOG is moving along the starboard side of the hull, heading aft. The rectangular windows of A deck (forward) march past on the right.

ROSE

The next day, Saturday, I remember thinking how the sunlight felt.

DISSOLVE TO:

71 EXT. B DECK TITANIC - DAY

MATCH DISSOLVE from the rusting hulk to the gleaming new Titanic in 1912,

passing the end of the enclosed promenade just as Rose walks into the sunlight right in front of us. She is stunningly dressed and walking with purpose.

OLD ROSE (V.O.)

As if I hadn't felt the sun in years.

IT IS SATURDAY APRIL 13, 1912. Rose unlatches the gate to go down into third class. The steerage men on the deck stop what they're doing and stare at her.

CUT TO:

72 INT. THIRD CLASS GENERAL ROOM

The social center of steerage life. It is stark by comparison to the opulence of first class, but is a loud, boisterous place. There are mothers with babies, kids running between the benches yelling in several languages and being scolded in several more. There are old women yelling, men playing chess, girls doing needlepoint and reading dime novels. There is even an upright piano and Tommy Ryan is noodling around it.

Three boys, shrieking and shouting, are scrambling around chasing a rat under the benches, trying to whomp it with a shoe and causing general havoc. Jack is playing with 5 year old CORA CARTMELL, drawing funny faces together in his sketchbook.

Fabrizio is struggling to get a conversation going with an attractive Norwegian girl, HELGA DAHL, sitting with her family at a table across the room.

FABRIZIO

No Italian? Some little English?

HELGA

No, no. Norwegian. Only.

Helga's eye is caught by something. Fabrizio looks, does a take... and Jack, curious, follows their gaze to see...

Rose, coming toward them. The activity in the room stops... a hush falls. Rose feels suddenly self-conscious as the steerage passengers stare openly at this princess, some with resentment, others with awe. She spots Jack and gives a little smile, walking straight to him. He rises to meet her, smiling.

ROSE

Hello Jack.

Fabrizio and Tommy are floored. Its like the slipper fitting Cinderella.

JACK

Hello again.

ROSE

Could I speak to you in private?

JACK

Uh, yes. Of course. After you.

He motions her ahead and follows. Jack glances over his shoulder, one eyebrow raised, as he walks out with her leaving a stunned silence.

CUT TO:

73 EXT. BOAT DECK - DAY

Jack and Rose walk side by side. They pass people reading and talking in steamer chairs, some of whom glance curiously at the mismatched couple. He feels out of place in his rough clothes. They are both awkward, for different reasons.

JACK

So, you got a name by the way?

ROSE

Rose. Rose DeWitt Bukater.

JACK

That's quite a moniker. I may hafta get you to write that down.

There is an awkward pause.

ROSE

Mr. Dawson, I--

JACK

Jack.

ROSE

Jack... I feel like such an idiot. It took me all morning to get up the nerve to face you.

JACK

Well, here you are.

ROSE

Here I am. I... I want to thank you for what you did. Not just for... for pulling me back. But for your discretion.

JACK

You're welcome. Rose.

ROSE

Look, I know what you must be thinking! Poor little rich girl. What does she know about misery?

JACK

That's not what I was thinking. What I was thinking was... what could have happened to hurt this girl so much she thought she had no way out.

ROSE

I don't... it wasn't just one thing. It was everything. It was them, it was their whole world. And I was trapped in it, like an insect in amber.

(in a rush)

I just had to get away... just run and run and run... and then I was at the back rail and there was no more ship... even the Titanic wasn't big enough. Not enough to get away from them. And before I'd really thought about it, I was over the rail. I was so furious. I'll show them. They'll be sorry!

JACK

Uh huh. They'll be sorry. 'Course you'll be dead.

ROSE

(she lowers her head)

Oh God, I am such an utter fool.

JACK

That penguin last night, is he one of them?

ROSE

Penguin? Oh, Cal! He is them.

JACK

Is he your boyfriend?

ROSE

Worse I'm afraid.

She shows him her engagement ring. A sizable diamond.

JACK

Gawd look at that thing! You would have gone straight to the bottom.

They laugh together. A passing steward scowls at Jack, who is clearly not a first class passenger, but Rose just glares at him away.

JACK

So you feel like you're stuck on a train you can't get off 'cause you're marryin' this fella.

ROSE

Yes, exactly!

JACK

So don't marry him.

ROSE

If only it were that simple.

JACK

It is that simple.

ROSE

Oh, Jack... please don't judge me until you've seen my world.

JACK

Well, I guess I will tonight.

Looking for another topic, any other topic, she indicates his sketchbook.

ROSE

What's this?

JACK

Just some sketches.

ROSE

May I?

The question is rhetorical because she has already grabbed the book. She sits on a deck chair and opens the sketchbook. ON JACK'S sketches... each one an expressive little bit of humanity: an old woman's hands, a sleeping man, a father and daughter at the rail. The faces are luminous and alive. His book is a celebration of the human condition.

ROSE

Jack, these are quite good! Really, they are.

JACK

Well, they didn't think too much of 'em in Paree.

Some loose sketches fall out and are taken by the wind. Jack scrambles after them... catching two, but the rest are gone, over the rail.

ROSE

Oh no! Oh, I'm so sorry. Truly!

JACK

Well, they didn't think too much of 'em in Paree.

He snaps his wrist, shaking his drawing hand in a flourish.

JACK

I just seem to spew 'em out. Besides, they're not worth a damn anyway.

For emphasis he throws away the two he caught. They sail off.

ROSE

(laughing)

You're deranged!

She goes back to the book, turning a page.

ROSE

Well, well...

She has come upon a series of nudes. Rose is transfixed by the languid beauty he has created. His nudes are soulful, real, with expressive hands and eyes. They feel more like portraits than studies of the human form... almost uncomfortably intimate. Rose blushes, raising the book as some strollers go by.

ROSE

(trying to be very adult)

And these were drawn from life?

JACK

Yup. That's one of the great things about Paris. Lots of girls willing take their clothes off.

She studies one drawing in particular, the girl posed half in sunlight, half in shadow. Her hands lie at her chin, one furred and one open like a flower, languid and graceful. The drawing is like an Alfred Steiglitz print of Georgia O'Keefe.

ROSE

You liked this woman. You used her several times.

JACK

She had beautiful hands.

ROSE

(smiling)

I think you must have had a love affair with her...

JACK

(laughing)

No, no! Just with her hands.

ROSE

(looking up from the drawings)

You have a gift, Jack. You do. You see people.

JACK

I see you.

There it is. That piercing gaze again.

ROSE

And...?

JACK

You wouldn'ta jumped.

CUT TO:

74 INT. RECEPTION ROOM / D-DECK - DAY

Ruth is having tea with NOEL LUCY MARTHA DYER-EDWARDES, the COUNTESS OF ROTHES, a 35ish English blue-blood with patirician features. Ruth sees someone coming across the room and lowers her voice.

RUTH

Oh no, that vulgar Brown woman is coming this way. Get up, quickly before she sits with us.

Molly Brown walks up, greeting them cheerfully as they are rising.

MOLLY

Hello girls, I was hoping I'd catch you at tea.

RUTH

We're awfully sorry you missed it. The Countess and I are just off to take the air on the boat deck.

MOLLY

That sounds great. Let's go. I need to catch up on the gossip.

Ruth grits her teeth as the three of them head for the Grand Staircase to go up. TRACKING WITH THEM, as they cross the room, the SHOT HANDS OFF to Bruce Ismay and Captain Smith at another table.

ISMAY

So you've not lit the last four boilers then?

SMITH

No, but we're making excellent time.

ISMAY

(impatiently)

Captain, the press knows the size of Titanic, let them marvel at her speed too. We must give them something new to print. And the maiden voyage of Titnaic must make headlines!

SMITH

I prefer not to push the engines until they've been properly run in.

ISMAY

Of course I leave it to your good offices to decide what's best, but what a glorious end to your last crossing if we get into New York Tuesday night and surprise them all.

(Ismay slaps his hand on the table)

Retire with a bang, eh, E.J?

A beat. Then Smith nods, stiffy.

CUT TO:

75 EXT. A DECK PROMENADE - DAY

Rose and Jack stroll aft, past people lounging on deck chairs in the slanting late-afternoon light. Stewards scurry to serve tea or hot cocoa.

ROSE

(girlish and excited)

You know, my dream has always been to just chuck it all and become an artist... living in a garret, poor but free!

JACK

(laughing)

You wouldn't last two days. There's no hot water, and hardly ever any caviar.

ROSE

(angry in a flash)

Listen, buster... I hate caviar! And I'm tired of people dismissing my dreams with a chuckle and a pat on the head.

JACK

I'm sorry. Really... I am.

ROSE

Well, alright. There's something in me, Jack. I feel it. I don't know what it is, whether I should be an artist, or, I don't know... a dancer. Like Isadora Duncan.... a wild pagan spirit...

She leaps forward, lands deftly and whirls like a dervish. Then she sees something ahead and her face lights up.

ROSE

...or a moving picture actress!

She takes his hand and runs, pulling him along the deck toward--

DANIEL AND MARY MARVIN. Daniel is cranking the big wooden movie camera as she poses stiffly at the rail.

MARVIN

You're sad. Sad, sad, sad. You've left your lover on the shore. You may never see him again. Try to be sadder, darling.

SUDDENLY Rose shoots into the shot and strikes a theatrical pose at the rail next to Mary. Mary bursts out laughing. Rose pulls Jack into the picture and makes him pose.

Marvin grins and starts yelling and gesturing. We see this in CUTS, with music and no dialogue.

SERIES OF CUTS:

Rose posing tragically at the rail, the back of her hand to her forehead.

Jack on a deck chair, pretending to be a Pasha, the two girls pantomiming fanning him like slave girls.

Jack, on his knees, pleading with his hands clasped while Rose, standing, turns her head in bored disdain.

Rose cranking the camera, while Daniel and Jack have a western shoot-out.

Jack wins and leers into the lens, twirling an air mustache like Snidely Whiplash.

CUT TO:

76 EXT. A DECK PROMENADE / AFT - SUNSET

Painted with orange light, Jack and Rose lean on the A-deck rail aft, shoulder to shoulder. The ship's lights come on.

It is a magical moment... perfect.

ROSE

So then what, Mr. Wandering Jack?

JACK

Well, then logging got to be too much like work, so I went down to Los Angeles to the pier in Santa Monica. That's a swell place, they even have a rollercoaster. I sketched portraits there for ten cents a piece.

ROSE

A whole ten cents?!

JACK

(not getting it)

Yeah; it was great money... I could make a dollar a day, sometimes. But only in summer. When it got cold, I decided to go to Paris and see what the real artists were doing.

ROSE

(looks at the dusk sky)

Why can't I be like you Jack? Just head out for the horizon whenever I feel like it.

(turning to him)

Say we'll go there, sometime... to that pier... even if we only ever just talk about it.

JACK

Alright, we're going. We'll drink cheap beer and go on the rollercoaster until we throw up and we'll ride horses on the beach... right in the

surf... but you have to ride like a cowboy, none of that side-saddle stuff.

ROSE

You mean one leg on each side? Scandalous! Can you show me?

JACK

Sure. If you like.

ROSE

(smiling at him)

I think I would.

(she looks at the horizon)

And teach me to spit too. Like a man. Why should only men be able to spit.

It's unfair.

JACK

They didn't teach you that in finishing school? Here, it's easy. Watch closely.

He spits. It arcs out over the water.

JACK

Your turn.

Rose screws up her mouth and spits. A pathetic little bit of foamy spittle which mostly runs down her chin before falling off into the water.

JACK

Nope, that was pitiful. Here, like this... you hawk it down... HHHNNNK!... then roll it on your tongue, up to the front, like thith, then a big breath and PLOOOW!! You see the range on that thing?

She goes through the steps. Hawks it down, etc. He coaches her through it (ad lib) while doing the steps himself. She lets fly. So does he. Two comets of gob fly out over the water.

JACK

That was great!

Rose turns to him, her face alight. Suddenly she blanches. He sees her expression and turns.

RUTH, the Countess of Rothes, and Molly Brown have been watching them hawking lugees. Rose becomes instantly composed.

ROSE

Mother, may I introduce Jack Dawson.

RUTH

Charmed, I'm sure.

Jack has a little spit running down his chin. He doesn't know it. Molly Brown is grinning. As Rose proceeds with the introductions, we hear...

OLD ROSE (V.O.)

The others were gracious and curious about the man who'd saved my life. But my mother looked at him like an insect. A dangerous insect which must be squashed quickly.

MOLLY

Well, Jack, it sounds like you're a good man to have around in a sticky spot--

They all jump as a BUGLER sounds the meal call right behind them.

MOLLY

Why do they insist on always announcing dinner like a damn cavalry charge?

ROSE

Shall we go dress, mother?

(over her shoulder)

See you at dinner, Jack.

RUTH

(as they walk away)

Rose, look at you... out in the sun with no hat. Honestly!

The Countess exits with Ruth and Rose, leaving Jack and Molly alone on deck.

MOLLY

Son, do you have the slightest comprehension of what you're doing?

JACK

Not really.

MOLLY

Well, you're about to go into the snakepit. I hope you're ready. What are you planning to wear?

Jack looks down at his clothes. Back up at her. He hadn't thought about that.

MOLLY

I figured.

CUT TO:

77 INT. MOLLY BROWN'S STATEROOM

Men's suits and jackets and formal wear are strewn all over the place.

Molly is having a fine time. Jack is dressed, except for his jacket, and

Molly is tying his bow tie.

MOLLY

Don't feel bad about it. My husband still can't tie one of these damn things after 20 years. There you go.

She picks up a jacket off the bed and hands it to him. Jack goes into the bathroom to put it on. Molly starts picking up the stuff off the bed.

MOLLY

I gotta buy everything in three sizes 'cause I never know how much he's been eating while I'm away.

She turns and sees him, though we don't.

MOLLY

My, my, my... you shine up like a new penny.

CUT TO:

78 EXT. BOAT DECK / FIRST CLASS ENTRANCE - DUSK

A purple sky, shot with orange, in the west. Drifting strains of classic music. We TRACK WITH JACK along the deck. By Edwardian standards he looks badass. Dashing in his borrowed white-tie outfit, right down to his pearl studs.

A steward bows and smartly opens the door to the First Class Entrance.

STEWARD

Good evening, sir.

Jack plays the role smoothly. Nods with just the right degree of disdain.

CUT TO:

79 INT. UPPER LANDING / GRAND STAIRCASE AND A-DECK

Jack steps in and his breath is taken away by the splendor spread out before him. Overhead is the enormous glass dome, with a crystal chandelier at its center. Sweeping down six stories is the First Class Grand Staircase, the epitome of the opulent naval architecture of the time.

And the people: the women in their floor length dresses, elaborate hairstyles and abundant jewelry... the gentlemen in evening dress, standing with one hand at the small of the back, talking quietly.

Jack descends to A deck. Several men nod a perfunctory greeting. He nods back, keeping it simple. He feels like a spy.

Cal comes down the stairs, with Ruth on his arm, covered in jewelry. They both walk right past Jack, neither one recognizing him. Cal nods at him, one gent to another. But Jack barely has time to be amused. Because just behind Cal and Ruth on the stairs is Rose, a vision in red and black, her low-cut dress showing off her neck and shoulders, her arms sheathed in white gloves that come well above above the elbow. Jack is hypnotized by her beauty.

CLOSE ON ROSE as she approaches Jack. He imitates the gentlemen's stance,

hand behind his back. She extends her gloved hand and he takes it, kissing the back of her fingers. Rose flushes, beaming noticeably. She can't take her eyes off him.

JACK

I saw that in a nickelodean once, and I always wanted to do it.

ROSE

Cal, surely you remember Mr. Dawson.

CAL

(caught off guard)

Dawson! I didn't recognize you.

(studies him)

Amazing! You could almost pass for a gentlemen.

CUT TO:

80 INT. D-DECK RECEPTION ROOM

CUT TO THE RECEPTION ROOM ON D DECK, as the party descends to dinner. They

encounter Molly Brown, looking good in a beaded dress, in her own busty broad-shouldered way. Molly grins when she sees Jack. As they are going into the dining saloon she walks next to him, speaking low:

MOLLY

Ain't nothin' to it, is there, Jack?

JACK

Yeah, you just dress like a pallbearer and keep your nose up.

MOLLY

Remember, the only thing they respect is money, so just act like you've got a lot of it and you're in the club.

As they enter the swirling throng, Rose leans close to him, pointing out several notables.

ROSE

There's the Countess Rothes. And that's John Jacob Astor... the richest man on the ship. His little wifey there, Madeleine, is my age and in a delicate condition. See how she's trying to hide it. Quite the scandal.

(nodding toward a couple)

And over there, that's Sir Cosmo and Lucile, Lady Duff-Gordon. She designs naughty lingerie, among her many talents. Very popular with the royals.

Cal becomes engrossed in a conversations with Cosmo Duff-Gordon and Colonel Gracie, while Ruth, the Countess and Lucille discuss fashion. Rose picots Jack smoothly, to show him another couple, dressed impeccably.

ROSE

And that's Benjamin Guggenheim and his mistress, Madame Aubert. Mrs. Guggenheim is at home with the children, of course.

Cal, meanwhile, is accepting the praise of his male counterparts, who are looking at Rose like a prize show horse.

SIR COSMO

Hockley, she is splendid.

CAL

Thank you.

GRACIE

Cal's a lucky man. I know him well, and it can only be luck.

Ruth steps over, hearing the last. She takes Cal's arm, somewhat coquettishly.

RUTH

How can you say that Colonel? Caledon Hockley is a great catch.

The entourage strolls toward the dining saloon, where they run into the Astor's going through the ornate double doors.

ROSE

J.J., Madeleine, I'd like you to meet Jack Dawson.

ASTOR

(shaking his hand)

Good to meet you Jack. Are you of the Boston Dawsons?

JACK

No, the Chippewa Falls Dawsons, actually.

J.J. nods as if he's heard of them, then looks puzzled. Madeleine Astor appraises Jack and whispers girlishly to Rose:

MADELEINE

It's a pity we're both spoken for, isn't it?

CUT TO:

81 INT. DINING SALOON

Like a ballroom at the palace, alive and lit by a constellation of chandeliers, full of elegantly dressed people and beautiful music from BANDLEADER WALLACE HARTLEY'S small orchestra. As Rose and Jack enter and move across the room to their table, Cal and Ruth beside them, we hear...

OLD ROSE (V.O.)

He must have been nervous but he never faltered. They assumed he was one of them... a young captain of industry perhaps... new money, obviously, but still a member of the club. Mother of course, could always be counted upon...

CUT TO:

82 INT. DINING SALOON

CLOSE ON RUTH.

RUTH

Tell us of the accommodations in steerage, Mr. Dawson. I hear they're quite good on this ship.

WIDER: THE TABLE. Jack is seated opposite Rose, who is flanked by Cal and Thomas Andrews. Also at the table are Molly Brown, Ismay, Colonel Gracie, the Countess, Guggenheim, Madame Aubert, and the Astors.

JACK

The best I've seen, m'am. Hardly any rats.

Rose motions surreptitiously for Jack to take his napkin off his plate.

CAL

Mr. Dawson is joining us from third class. He was of some assistance to my fiancée last night.

(to Jack, as if to a child)

This is foie gras. It's goose liver.

We see whispers exchanged. Jack becomes the subject of furtive glances. Now they're all feeling terribly liberal and dangerous.

GUGGENHEIM

(low to Madame Aubert)

What is Hockly hoping to prove, bringing this... bohemian... up here?

WAITER

(to Jack)

How do you take your caviar, sir?

CAL

(answering for him)

Just a soupcon of lemon...

(to Jack, smiling)

...it improves the flavor with champagne.

JACK

(to the waiter)

No caviar for me, thanks.

(to Cal)

Never did like it much.

He looks at Rose, pokerfaced, and she smiles.

RUTH

And where exactly do you live, Mr. Dawson?

JACK

Well, right now my address is the RMS Titanic. After that, I'm on God's good humor.

Salad is served. Jack reaches for the fish fork. Rose gives him a look and picks up the salad fork, prompting him with her eyes. He changes forks.

RUTH

You find that sort of rootless existence appealing, do you?

JACK

Well... it's a big world, and I want to see it all before I go. My father was always talkin' about goin' to see the ocean. He died in the town he was

born in, and never did see it. You can't wait around, because you never know what hand you're going to get dealt next. See, my folks died in a fire when I was fifteen, and I've been on the road since. Somethin' like that teaches you to take life as it comes at you. To make each day count.

Molly Brown raises her glass in a salute.

MOLLY

Well said, Jack.

COLONEL GRACIE

(raising his glass)

Here, here.

Rose raises her glass, looking at Jack.

ROSE

To making it count.

Ruth, annoyed that Jack has scored a point, presses him further.

RUTH

How is it you have the means to travel, Mr. Dawson?

JACK

I work my way from place to place. Tramp steamers and such. I won my ticket on Titanic here in a lucky hand at poker.

(he glances at Rose)

A very lucky hand.

GRACIE

All life is a game of luck.

CAL

A real man makes his own luck, Archie.

Rose notices that Thomas Andrews, sitting next to her, is writing in his notebook, completely ignoring the conversation.

ROSE

Mr. Andrews, what are you doing? I see you everywhere writing in this little book.

(grabs it and reads)

Increase number of screws in hat hooks from 2 to 3. You build the biggest ship in the world and this preoccupies you?!

Andrews smiles sheepishly.

ISMAY

He knows every rivet in her, don't you Thomas?

ANDREWS

All three million of them.

ISMAY

His blood and soul are in the ship. She may be mine on paper, but in the eyes of God she belongs to Thomas Andrews.

ROSE

Your ship is a wonder, Mr. Andrews. Truly.

ANDREWS

Thankyou, Rose.

We see that Andrews has come under Rose's spell.

83 TIME TRANSITION: Dessert has been served and a waiter arrives with cigars in a humidor on a wheeled cart. The men start clipping ends and lighting.

ROSE

(low, to Jack)

Nest it'll be brandies in the Smoking Room.

GRACIE

(rising)

Well, join me for a brandy, gentlemen?

ROSE

(low)

Now they retreat into a cloud of smoke and congratulate each other on being masters of the universe.

GRACIE

Joining us, Dawson? You don't want to stay out here with the women, do you?

Actually he does, but...

JACK

No thanks. I'm heading back.

CAL

Probably best. It'll be all business and politics, that sort of thing.

Wouldn't interest you. Good of you to come.

Cal and the other gentlemen exit.

ROSE

Jack, must you go?

JACK

Time for my coach to turn back into a pumpkin.

He leans over to take her hand.

INSERT: We see him slip a tiny folded note into her palm.

Ruth, scowling, watches him walk away across the enormous room. Rose surreptitiously opens the note below table level. It reads: "Make it count. Meet me at the clock".

CUT TO:

84 INT. A-DECK FOYER-NIGHT

Rose crosses the A-Deck foyer, sighting Jack at the landing above. Overhead is the crystal dome. Jack has his back to her, studying the ornate clock with its carved figures of Honor and Glory. It softly strikes the hour.

MOVING WITH ROSE as she goes up the sweeping staircase toward him. He turns, sees her... smiles.

JACK

Want to go to a real party?

CUT TO:

85 INT. THIRD CLASS GENERAL ROOM

Crowd led and alive with music, laughter and raucous carrying on. An ad hoc band is gathered near the upright piano, honking out lively stomping music on fiddle, accoridon and tambourine. People of all ages are dancing,

drinking beer and wine, smoking, laughing, even brawling.

Tommy hands Rose a pint of stout and she hoists it. Jack meanwhile dances with 5 year old Cora Cartmell, or tries to, with her standing on his feet.

As the tune ends, Rose leans down to the little girl.

ROSE

May I cut in, miss?

JACK

You're still my best girl, Cora.

Cora scampers off. Rose and Jack face each other. She is trembling as he takes her right hand in his left. His other hand slides to the small of her back. It is an electrifying moment.

ROSE

I don't know the steps.

JACK

Just move with me. Don't think.

The music starts and they are off. A little awkward at first, she starts to

get into it. She grins at Jack as she starts to get the rhythm of the steps.

ROSE

Wait... stop!

She bends down, pulling off her high heeled shoes, and flings them to Tommy. Then she grabs Jack and they plunge back into the fray, dancing faster as the music speeds up.

CUT TO:

86 OMITTED

87 INT. THIRD CLASS GENERAL ROOM

The scene is rowdy and rollicking. A table gets knocked over as a drunk crashes into it. And in the middle of it... Rose dancing with Jack in her stocking feet. The steps are fast and she shines with sweat. A space opens around them, and people watch them, clapping as the band plays faster and faster.

FABRIZIO AND HELGA. Dancing has obviated the need for a common language. He whirls her, then she responds by whirling him... Fabrizio's eyes go wide when he realizes she's stronger than he is.

The tune ends in a mad rush. Jack steps away from Rose with a flourish, allowing her to take a bow. Exhilarated and slightly tipsy, she does a graceful ballet ployer, feet turned out perfectly. Everyone laughs and applauds. Rose is a hit with the steerage folks, who've never had a lady party with them.

They move to a table, flushed and sweaty. Rose grabs Fabrizio's cigarette and takes a big drag. She's feeling cocky. Fabrizio is grinning, holding hands with Helga.

JACK

How you two doin'?

FABRIZIO

I don't know hwat she's say, she don't know what I say, so we get along fine.

Tommy walks up with a pint for each of them. Rose chugs hers, showing off.

ROSE

You think a first class girl can't drink?

Everybody else is dancing again, and Bjorn Gundersen crashes into Tommy, who sloshes his beer over Rose's dress. She laughs, not caring. But Tommy

lunges, grabbing Bjorn and wheeling him around.

TOMMY

You stupid bastard!!

Bjorn comes around, his fists coming up... and Jack leaps into the middle of it, pushing them apart.

JACK

Boys, boys! Did I ever tell you the one about the Swede and the Irishman goin' to the whorehouse?

Tommy stands there, all piss and vinegar, chest puffed up. Then he grins and claps Bjorn on the shoulder.

ROSE

So, you think you're big tough men? Let's see you do this.

In her stocking feet she assumes a ballet stance, arms raised, and goes up on point, taking her entire weight on the tips of her toes. The guys gape at her incredible muscle control. She comes back down, then her face screws up in pain. She grabs one foot, hopping around.

ROSE

Oooowww! I haven't done that in years.

Jack catches her as she loses her balance, and everyone cracks up.

THE DOOR to the well deck is open a few inches as Lovejoy watches through the gap. He sees Jack holding Rose, both of them laughing.

LOVEJOY closes the door.

CUT TO:

88 EXT. BOAT DECK - NIGHT

The stars blaze overhead, so bright and clear you can see the Milky Way. Rose and Jack walk along the row of lifeboats. Still giddy from the party, they are singing a popular song "Come Josephine in My Flying Machine".

JACK/ROSE

Come Josephine in my flying machine

And it's up she goes! Up she goes!

In the air she goes. Where? There she goes!

They fumble the words and break down laughing. They have reached the First

Class Entrance, but don't go straight in, not wanting the evening to end.

Through the doors the sound of the ship's orchestra wafts gently. Rose grabs a davit and leans back, staring at the cosmos.

ROSE

Isn't it magnificent? So grand and endless.

She goes to the rail and leans on it.

ROSE

They're such small people, Jack... my crowd. They think they're giants on the earth, but they're not even dust in God's eye. They live inside this little tiny champagne bubble... and someday the bubble's going to burst.

He leans at the rail next to her, his hand just touching hers. It is the slightest contact imaginable, and all either one of them can feel is that square inch of skin where their hands are touching.

JACK

You're not one of them. There's been a mistake.

ROSE

A mistake?

JACK

Uh huh. You got mailed to the wrong address.

ROSE

(laughing)

I did, didn't I?

(MORE)

ROSE (CONT'D)

(pointing suddenly)

Look! A shooting star.

JACK

That was a long one. My father used to say that whenever you saw one, it was a soul going to heaven.

ROSE

I like that. Aren't we supposed to wish on it?

Jack looks at her, and finds that they are suddenly very close together. It would be so easy to move another couple of inches, to kiss her. Rose seems to be thinking the same thing.

JACK

What would you wish for?

After a beat, Rose pulls back.

ROSE

Something I can't have.

(she smiles sadly)

Goodnight, Jack. And thank you.

She leaves the rail and hurries through the First Class Entrance.

JACK

Rose!!

But the door bangs shut, and she is gone. Back to her world.

CUT TO:

89 INT. ORSE AND CAL'S SUITE / PRIVATE PROMENADE - DAY

SUNDAY APRIL 14, 1912. A bright clear day. Sunlight splashing across the promenade. Rose and Cal are having breakfast in silence. The tension is palpable. Trudy Bolt, in her maid's uniform, pours the coffee and goes inside.

CAL

I had hoped you would come to me last night.

ROSE

I was tired.

CAL

Yes. Your exertions below decks were no doubt exhausting.

ROSE

(stiffening)

I see you had that undertaker of a manservant follow me.

CAL

You will never behave like that again! Do you understand?

ROSE

I'm not some foreman in your mills than you can command! I am your fiancée--

Cal explodes, sweeping the breakfast china off the table with a crash. He moves to her in one shocking moment, glowering over her and gripping the sides of her chair, so she is trapped between his arms.

CAL

Yes! You are! And my wife... in practice, if not yet by law. So you will honor me, as a wife is required to honor her husband! I will not be made out a fool! Is this in any way unclear?

Rose shrinks into the chair. She sees Trudy, frozen, partway through the door bringing the orange juice. Cal follows Rose's glance and straightens up. He stalks past the maid, entering the stateroom.

ROSE

We... had a little accident. I'm sorry, Trudy.

CUT TO:

90 INT. RUTH'S SUITE - DAY

Rose is dressed for the day, and is in the middle of helping Ruth with her corset. The tight bindings do not inhibit Ruth's fury at all.

RUTH

You are not to see that boy again, do you understand me Rose? I forbid it!

Rose has her knee at the base of her mother's back and is pulling the corset strings with both hands.

ROSE

Oh, stop it, Mother. You'll give yourself a nosebleed.

Ruth pulls away from her, and crosses to the door, locking it. CLACK!

RUTH

(wheeling on her)

Rose, this is not a game! Our situation is precarious. You know the money's gone!

ROSE

Of course I know it's gone. You remind me every day!

RUTH

Your father left us nothing but a legacy of bad debts hidden by a good name. And that name is the only card we have to play.

Rose turns her around and grabs the corset strings again. Ruth sucks in her waist and Rose pulls.

RUTH

I don't understand you. It is a fine match with Hockley, and it will insure our survival.

ROSE

(hurt and lost)

How can you put this on my shoulders?

Rose turns to her, and we see what Rose sees-- the naked fear in her mother's eyes.

RUTH

Do you want to see me working as a seamstress? Is that what you want? Do you want to see our fine things sold at an auction, our memories scattered to the winds? My God, Rose, how can you be so selfish?

ROSE

It's so unfair.

RUTH

Of course it's unfair! We're women. Our choices are never easy.

Rose pulls the corset tighter.

CUT TO:

91 INT. FIRST CLASS DINING SALOON

At the divine service, Captain Smith is leading a group in the hymn "Almighty Father Strong To Save." Rose and Ruth sing in the middle of the group.

Lovejoy stands well back, keeping an eye on Rose. He notices a commotion at the entry doors. Jack has been halted there by two stewards. He is dressed in his third class clothes, and stands there, hat in hand, looking out of place.

STEWARD

Look, you, you're not supposed to be in here.

JACK

I was just here last night... don't you remember?

(seeing Lovejoy coming toward him)

He'll tell you.

LOVEJOY

Mr. Hockley and Mrs. DeWitt Bukater continue to be most appreciative of your assistance. They asked me to give you this in gratitude--

He holds out two twenty dollar bills, which Jack refuses to take.

JACK

I don't want money, I--

LOVEJOY

--and also to remind you that you hold a third class ticket and your

presence here is no longer appropriate.

Jack spots Rose but she doesn't see him.

JACK

I just need to talk to Rose for a--

LOVEJOY

Gentlemen, please see that Mr. Dawson gets back where he belongs.

(giving the twenties to the stewards)

And that he stays there.

STEWARD

Yes sir!

(to Jack)

Come along you.

END ON ROSE, not seeing Jack hustled out.

ROSE

(singing)

O hear us when we cry to thee for those in peril on the sea.

CUT TO:

92 INT. GYMNASIUM - DAY

An Edwardian nautilus room. There are machines we recognize, and some don't. A woman pedals a stationary bicycle in a long dress, looking ridiculous. Thomas Andrews is leading a small tour group, including Rose, Ruth and Cal. Cal is working the oars of a stationary rowing machine with a well trained stroke.

CAL

Reminds me of my Harvard days.

T.W. McCAULEY, the gym instructor, is a bouncy little man in white flannels, eager to show off his modern equipment, like his present-day counterpart on an "Abflex" infomercial. He hits a switch and a machine with a saddle on it starts to undulate. Rose puts her hand on it, curious.

MCCAULEY

The electric horse is very popular. We even have an electric camel.

(to Ruth)

Care to try your hand at the rowing, m'am?

RUTH

Don't be absurd. I can't think of a skill I should likely need less.

ANDREWS

The next stop on our tour will be bridge. This way, please.

CUT TO:

93 EXT. AFT WELL DECK, B-DECK AND A-DECK - DAY

Jack, walking with determination, is followed closely by Tommy and Fabrizio. He quickly climbs the steps to B-Deck and steps over the gate separating 3rd from 2nd class.

TOMMY

She's a goddess amongst mortal men, there's no denyin'. But she's in another world, Jackie, forget her. She's closed the door.

Jack moves furtively to the wall below the A-Deck promenade, aft.

JACK

It was them, not her.

(glancing around the deck)

Ready... go.

Tommy shakes his head resignedly and puts his hands together, crouching down. Jack steps into Tommy's hands and gets boosted up to the next deck, where he scrambles nimbly over the railing, onto the First Class deck.

TOMMY

He's not bein' logical, I tell ya.

FABRIZIO

Amore is'a not logical.

CUT TO:

94 EXT. A-DECK / AFT - DAY

A man is playing with his son, who is spinning a top with a string. The man's overcoat and hat are sitting on a deck chair nearby. Jack emerges

from behind one of the huge deck cranes and calmly picks up the coat and bowler hat. He walks away, slipping into the coat, and slicks his hair back with spit. Then puts the hat on at a jaunty angle. At a distance he could pass for a gentlemen.

CUT TO:

95 INT. BRIDGE / CHARTROOM - DAY

HAROLD BRIDE, the 21 year old Junior Wireless Operator, hustles in and skirts around Andrews' tour group to hand a Marconigram to Captain Smith.

BRIDE

Another ice warning, sir. This one from the "Baltic".

SMITH

Thankyou, Sparks.

Smith glances at the message then nonchalantly puts it in his pocket. He nods reassuringly to Rose and the group.

SMITH

Not to worry, it's quite normal for this time of year. In fact, we're speeding up. I've just ordered the last boilers lit.

Andrews scowls slightly before motioning the group toward the door. They exit just as SECOND OFFICER CHARLES HERBERT LIGHTOLLER comes out of the chartroom, stopping next to First Officer Murdoch.

LIGHTOLLER

Did we ever find those binoculars for the lookouts?

FIRST OFFICER MURDOCH

Haven't seen them since Southampton.

CUT TO:

96 EXT. BOAT DECK / STARBOARD SIDE - DAY

Andrews leads the group back from the bridge along the boat deck.

ROSE

Mr. Andrews, I did the sum in my head, and with the number of lifeboats times the capacity you mentioned... forgive me, but it seems that there are not enough for everyone aboard.

ANDREWS

About half, actually. Rose, you miss nothing, do you? In fact, I put in these new type davits, which can take an extra row of boats here.

(he gestures along the eck)

But it was thought... by some... that the deck would look too cluttered. So I was over-ruled.

CAL

(slapping the side of a boat)

Waste of deck space as it is, on an unsinkable ship!

ANDREWS

Sleep soundly, young Rose. I have built you a good ship, strong and true. She's all the lifeboat you need.

As they are passing Boat 7, a gentlemen turns from the rail and walks up behind the group. It is Jack. He taps Rose on the arm and she turns, gasping. He motions and she cuts away from the group toward a door which Jack holds open. They duck into the--

CUT TO:

97 INT. GYMNASIUM - DAY

Jack closes the door behind her, and glances out through the ripple-glass window to the starboard rail, where the gym instructor is chatting up the woman who was riding the bike. Rose and Jack are alone in the room.

ROSE

Jack, this is impossible. I can't see you.

He takes her by the shoulders.

JACK

Rose, you're no picnic... you're a spoiled little brat even, but under that you're a strong, pure heart, and you're the most amazingly astounding girl I've ever known and--

ROSE

Jack, I--

JACK

No wait. Let me try to get this out. You're amazing... and I know I have nothing to offer you, Rose. I know that. But I'm involved now. You jump, I jump, remember? I can't turn away without knowin' that you're goin' to be alright.

Rose feels the tears coming to her eyes. Jack is so open and real... not like anyone she has ever known.

ROSE

You're making this very hard. I'll be fine. Really.

JACK

I don't think so. They've got you in a glass jar like some butterfly, and you're goin' to die if you don't break out. Maybe not right away, 'cause you're strong. But sooner or later the fire in you is goin' to go out.

ROSE

It's not up to you to save me, Jack.

JACK

You're right. Only you can do that.

ROSE

I have to get back, they'll miss me. Please, Jack, for both our sakes, leave me alone.

CUT TO:

98 INT. FIRST CLASS LOUNG - DAY

The most elegant room on the ship, done in Louis Quinze Versailles style.

Rose sits on a divan, with a group of other women arrayed around her. Ruth, the Countess Rothes and Lady Duff-Gordon are taking tea. Rose is silent and still as a porcelain figurine as the conversation washes around her.

RUTH

Of course the invitations had to be sent back to the printers twice. And the bridesmaids dresses! Let me tell you what an odyssey that has been...

TRACKING SLOWLY IN on Rose as Ruth goes on.

REVERSE, ROSE'S POV: A tableau of MOTHER and DAUGHTER having tea. The four year old girl, wearing white gloves, daintily picking up a cookie. The mother correcting her on her posture, and the way she holds the teacup. The little girl is trying so hard to please, her expression serious. A glimpse of Rose at that age, and we see the relentless conditioning... the pain to becoming an Edwardian geisha.

ON ROSE. She calmly and deliberately turns her teacup over, spilling tea all over her dress.

ROSE

Oh, look what I've done.

CUT TO:

99 EXT. TITANIC - DAY

TITANIC STEAMS TOWARD US, in the dusk light, as if lit by the embers of a giant fire. As the ship looms, FILLING FRAME, we push in on the bow. Jack is there, right at the apex of the bow railing, his favorite spot. He closes his eyes, letting the chill wind clear his head.

Jack hears her voice, behind him...

ROSE

Hello, Jack.

He turns and she is standing there.

ROSE

I changed my mind.

He smiles at her, his eyes drinking her in. Her cheeks are red with the chill wind, and her eyes sparkle. Her hair blows wildly about her face.

ROSE

Fabrizio said you might be up--

JACK

Sssshh. Come here.

He puts his hands on her waist. As if he is going to kiss her.

JACK

Close your eyes.

She does, and he turns her to face forward, the way the ship is going. He presses her gently to the rail, standing right behind her. Then he takes her two hands and raises them until she is standing with her arms outstretched on each side. Rose is going along with him. When he lowers his hands, her arms stay up... like wings.

JACK

Okay. Open them.

Rose gasps. There is nothing in her field of vision but water. It's like there is no ship under them at all, just the two of them soaring. The Atlantic unrolls toward her, a hammered copper shield under a dusk sky.

There is only the wind, and the hiss of the water 50 feet below.

ROSE

I'm flying!

She leans forward, arching her back. He puts his hands on her waist to steady her.

JACK

(singing softly)

Come Josephine in my flying machine...

Rose closes her eyes, feeling herself floating weightless far above the sea. She smiles dreamily, then leans back, gently pressing her back against his chest. He pushes forward slightly against her.

Slowly he raises his hands, arms outstretched, and they meet hers... fingertips gently touching. Then their fingers intertwine. Moving slowly, their fingers caress through and around each other like the bodies of two lovers.

Jack tips his face forward into her blowing hair, letting the scent of her wash over him, until his cheek is against her ear.

Rose turns her head until her lips are near his. She lowers her arms, turning further, until she finds his mouth with hers. He wraps his arms around her from behind, and they kiss like this with her head turned and tilted back, surrendering to him, to the emotion, to the inevitable. They kiss, slowly and tremulously, and then with building passion.

Jack and the ship seem to merge into one force of power and optimism, lifting her, buoying her forward on a magical journey, soaring onward into a night without fear.

100 IN THE CROW'S NEST, high above and behind them, lookout FREDERICK FLEET nudges his mate, REGINALD LEE, pointing down at the figures in the bow.

FLEET

Wish I had those bleedin' binoculars.

101 JACK AND ROSE, embracing at the bow rail, DISSOLVE SLOWLY AWAY, leaving the ruined bow of the WRECK--

CUT TO:

102 INT. KELDYSH IMAGING SHACK

OLD ROSE blinks, seeming to come back to the present. She sees the wreck on the screen, the sad ghost ship deep in the abyss.

ROSE

That was the last time Titanic ever saw daylight.

Brock Lovett changes the tape in the minicassette recorder.

BROCK

So we're up to dusk on the night of the sinking. Six hours to go.

BODINE

Don't you love it? There's Smith, he's standing there with the iceberg warning in his fucking hand...

(remembering Rose)

... excuse me... in his hand, and he's ordering more speed.

BROCK

26 years of experience working against him. He figures anything big enough to sink the ship they're going to see in time to turn. But the ship's too big, with too small a rudder... it can't corner worth shit. Everything he knows is wrong.

ROSE is ignoring this conversation. She has the art-nouveau comb with the

jade butterfly on the handle in her hands, turning it slowly. She is watching a monitor, which shows the ruins of Suite B-52/56. PUSH IN until the image fills frame.

TRANSITION:

103 INT. ROSE'S SUITE

... 1912. Like in a dream the beautiful woodwork and satin upholstery emerge from the rusted ruin. Jack is overwhelmed by the opulence of the room. He sets his sketchbook and drawing materials on the marble table.

ROSE

Will this light do? Don't artists need good light?

JACK

(bad French accent)

Zat is true, I am not used to working in such 'orreeble conditions.

(seeing the paintings)

Hey... Monet!

He crouches next to the paintings stacked against the wall.

JACK

Isn't he great... the use of color? I saw him once... through a hole in this garden fence in Giverny.

She goes into the adjoining walk-in wardrobe closet. He sees her go to the safe and start working the combination. He's fascinated.

ROSE

Cal insist on luggin this thing everywhere.

JACK

Should I be expecting him anytime soon?

ROSE

Not as long as the cigars and brandy hold out.

CLUNK! She unlocks the safe. Glancing up, she meets his eyes in the mirror behind the safe. She opens it and removes the necklace, then holds it out to Jack who takes it nervously.

JACK

What is it? A sapphire?

ROSE

A diamond. A very rare diamond, called the Heart of the Ocean.

Jack gazes at wealth beyond his comprehension.

ROSE

I want you to draw me like your French girl. Wearing this.

(she smiles at him)

Wearing only this.

He looks up at her, surprised, and we CUT TO:

104 ROSE'S BEDROOM. ON THE BUTTERFLY COMB as Rose draws it out of her hair.

She shakes her head and her hair falls free around her shoulders.

105 IN THE SITTING ROOM Jack is laying out his pencils like surgical tools.

His sketchbook is open and ready. He looks up as she comes into the room,
wearing a silk kimono.

ROSE

The last thing I need is another picture of me looking like a china doll.

As a paying customer, I expect to get what I want.

She hands him a dime and steps back, parting the kimono. The blue stone lies on her creamy breast. Her heart is pounding as she slowly lowers the robe.

Jack looks so stricken, it is almost comical. The kimono drops to the floor (this is all in cuts, lyrical).

ROSE

Tell me when it looks right to you.

She poses on the divan, settling like a cat into the position we remember from the drawing... almost.

JACK

Uh... just bend your left leg a little and... and lower your head. Eyes to me. That's it.

Jack starts to sketch. He drops his pencil and she stifles a laugh.

ROSE

I believe you are blushing, Mr. Big Artiste. I can't imagine Monsieur Monet

blushing.

JACK

(sweating)

He does landscapes.

TIGHT ON JACK as his eyes come up to look at her over the top edge of his sketchpad. We have seen this image of him before, in her memory. It is an image she will carry the rest of her life.

Despite his nervousness, he draws with sure strokes, and what emerges is the best thing he has ever done. Her pose is languid, her hands beautiful, and her eyes radiate her energy.

PUSH SLOWLY IN ON ROSE'S FACE...

TRANSITION:

106 INT. KELDYSH / IMAGING SHACK

MATCH DISSOLVE/MORPH to Rose, 101 years old. Only her eyes are the same.

OLD ROSE

My heart was pounding the whole time. It was the most erotic moment of my

life... up till then at least.

CUT TO REVERSE: A semicircle of listeners staring in rapt, frozen silence.

The story of Jack and Rose has finally and completely grabbed them.

BODINE

What, uh... happened next?

OLD ROSE

(smiling)

You mean, did we "do it"?

CUT TO:

107 INT. ROSE AND CAL'S SUITE - NIGHT

BACK TO 1912. Jack is signing the drawing. Rose, wearing her kimono again, is leaning on his shoulder, watching.

OLD ROSE (V.O.)

Sorry to disappoint you Mr. Bodine.

Rose gazes at the drawing. He has X-rayed her soul.

ROSE

Date it, Jack. I want to always remember this night.

He does: 4/14/1912. Rose meanwhile scribbles a note on a piece of Titanic stationary. We don't see what it says. She accepts the drawing from him, and crosses to the safe in the wardrobe.

She puts the diamond back in the safe, placing the drawing and the note on top of it. Closes the door with a CLUNK!

CUT TO:

108 INT. FIRST CLASS SMOKING ROOM - NIGHT

Lovejoy enters from the Palm Court through the revolving door and crosses the room toward Hockley. A fire is blazing in the marble fireplace, and the usual fatcats are playing cards, drinking and talking. Cal sees Lovejoy and detaches from his group, coming to him.

LOVEJOY

None of the stewards have seen her.

CAL

(low but forceful)

This is ridiculous, Lovejoy. Find her.

CUT TO:

109 EXT. ATLANTIC - NIGHT

TITANIC glides across an unnatural sea, black and calm as a pool of oil.

The ship's lights are mirrored almost perfectly in the black water. The sky is brilliant with stars. A meteor traces a bright line across the heavens.

110 ON THE BRIDGE, Captain Smith peers out at the blackness ahead of the ship. QUARTERMASTER HITCHINS brings him a cup of hot tea with lemon. It steams in the bitter cold of the open bridge. Second Officer Lightoller is next to him, staring out at the sheet of black glass the Atlantic has become.

LIGHTOLLER

I don't think I've ever seen such a flat calm, in 24 years at sea.

SMITH

Yes, like a mill pond. Not a breath of wind.

LIGHTOLLER

It's make the bergs harder to see, with no breaking water at the base.

SMITH

Mmmmm. Well, I'm off. Maintain speed and heading, Mr. Lightoller.

LIGHTOLLER

Yes sir.

SMITH

And wake me, of course, if anything becomes in the slightest degree doubtful.

CUT TO:

111 INT. ROSE AND CAL'S SUITE

Rose, fully dressed now, returns to the sitting room. They hear a key in the lock. Rose takes Jack's hand and leads him silently through the bedrooms. Lovejoy enters by the sitting room door.

LOVEJOY

Miss Rose? Hello?

He hears a door opening and goes through Cal's room toward hers.

CUT TO:

112 INT. CORRIDOR OUTSIDE SUITE

Rose and Jack come out of her stateroom, closing the door. She leads him quickly along the corridor toward the B deck foyer. They are halfway across the open space when the sitting room door opens in the corridor and Lovejoy comes out. The valet sees Jack with Rose and hustles after them.

ROSE

Come on!

She and Jack break into a run, surprising the few ladies and gentlemen about. Rose leads him past the stairs to the bank of elevators. They run into one, shocking the hell out of the OPERATOR.

ROSE

Take us down. Quickly, quickly!

The Operator scrambles to comply. Jack even helps him close the steel gate. Lovejoy runs up as the lift starts to descend. He slams one hand on the bars of the gate. Rose makes a very rude and unladylike gesture, and laughs

as Lovejoy disappears above. The Operator gapes at her.

CUT TO:

113 INT. E-DECK FOYER / ELEVATORS

Lovejoy emerges from another lift and runs to the one Jack and Rose were in. The Operator is just closing the gate to go back up. Lovejoy runs around the bank of elevators and scans the foyer... no Jack and Rose. He tries the stairs going down to F-Deck.

CUT TO:

114 INT. F-DECK CORRIDORS / FAN ROOM

A functional space, with access to a number of machine spaces (fan rooms, boiler uptakes). Jack and Rose are leaning against a wall, laughing.

JACK

Pretty tough for a valet, this fella.

ROSE

He's an ex-Pinkerton. Cal's father hired him to keep Cal out of trouble... to make sure he always got back to the hotel with his wallet and watch, after some crawl through the less reputable parts of town...

JACK

Kinda like we're doin' right now-- uh oh!

Lovejoy has spotted them from a cross-corridor nearby. He charges toward them. Jack and Rose run around a corner into a blind alley. There is one door, marked CREW ONLY, and Jack flings it open.

115 They enter a roaring RAN ROOM, with no way out but a ladder going down. Jack latches the deadbolt on the door, and Lovejoy slams against it a moment later. Jack grins at Rose, pointing to the ladder.

JACK

After you, m'lady.

CUT TO:

116 INT. BOILER ROOM FIVE AND SIX

Jack and Rose come down the escape ladder and look around in amazement. It is like a vision of hell itself, with the roaring furnaces and black figures moving in the smoky glow. They run the length of the boiler room, dodging amazed stokers, and trimmers with their wheelbarrows of coal.

JACK

(shouting over the din)

Carry on! Don't mind us!

They run through the open watertight door into BOILER ROOM SIX. Jack pulls her through the fiercely hot alley between two boilers and they wind up in the dark, out of sight of the working crew. Watching from the shadows, they see the stokers working in the hellish glow, shovelling coal into the insatiable maws of the furnaces. The whole place thunders with the roar of the fires.

CUT TO:

117 INT. FIRST CLASS SMOKING ROOM

Amid unparalleled luxury, Cal sits at a card game, sipping brandy.

COLONEL GRACIE

We're going like hell I tel you. I have fifty dollars that says we make it into New York Tuesday night!

Cal looks at his gold pocket watch, and scowls, not listening.

CUT TO:

118 OMITTED

119 INT. BOILER ROOM SIX

The furnaces roar, silhouetting the glistening stokers. Jack kisses Rose's face, tasting the sweat trickling down from her forehead. They kiss passionately in the steamy, pounding darkness.

CUT TO:

120 INT. HOLD #2

Jack and Rose enter and run laughing between the rows of stacked cargo. She hugs herself against the cold, after the dripping heat of the boiler room.

They come upon William Carter's brand new RENAULT touring car, lashing down to a pallet. It looks like a royal coach from a fairy tale, its brass trim and headlamps nicely set off by its deep burgundy color.

Rose climbs into the plushly upholstered back seat, acting very royal.

There are cut crystals bud vases on the walls back there, each containing a rose. Jack jumps into the driver's seat, enjoying the feel of the leather and wood.

JACK

Where to, Miss?

ROSE

To the stars.

ON JACK as her hands come out of the shadows and pull him over the seat into the back. He lands next to her, and his breath seems loud in the quiet darkness. He looks at her and she is smiling. It is the moment of truth.

JACK

Are you nervous?

ROSE

Au contraire, mon cher.

He strokes her face, cherishing her. She kisses his artist's fingers.

ROSE

Put your hands on me Jack.

He kisses her, and she slides down in the seat under his welcome weight.

CUT TO:

121 INT. WIRELESS ROOM

A BRILLIANT ARC OF ELECTRICITY fills frame-- the sparks gap of the Marconi instrument as SENIOR WIRELESS OPERATOR JACK PHILLIPS (24) rapidly keys out a message. Junior Operator Bride looks through the huge stack of outgoing messages swamping them.

BRIDE

Look at this one, he wants his private train to meet him. La dee da.

(slaps them down)

We'll be up all bloody night on this lot.

Phillips start to receive an incoming message from a nearby ship, the Leyland frieghter CALIFORNIAN, which jams his outgoing signal. At such close range, the beeps are deafening.

PHILLIPS

Christ! It's that idiot on the Californian.

Cursing, Phillips furiously keys a rebuke.

CUT TO:

122 INT. / EXT. WIRELESS SHAK / FREIGHTER CALIFORNIAN

Wireless Operater CYRIL EVANS pulls his earphone off his ear as the Titanic's spark deafens him. he translates the message for THIRD OFFICER GROVES.

EVANS

Stupid bastard. I try to warn him about the ice, and he says "Keep out. Shut up. I'm working Cape Race."

GROVES

Now what's he sending?

EVANS

"No seasickness. Poker business good. AI". Well that's it for me. I'm shutting down.

As Evans wearily switches off his generator, Groves goes out on deck. PAN oFF Him to reveal the ship is stopped fifty yards from the edge of a field of pack ice and icebergs stretching as far as the eye can see.

CUT TO:

123 EXT. OCEAN / TITANIC

ON TITANIC, steaming hellbent through the darkness, hurling up white water at the bows. The bow comes straight at us, until the bow wave WIPES THE FRAME--

CUT TO:

124 INT. HOLD #2

PUSHING IN on the rear window of the Renault, which is completely fogged up. Rose's hand comes up and slams against the glass for a moment, making a handprint in the veil of condensation.

INSIDE THE CAR, Jack's overcoat is liek a blanket over them. It stirs and Rose pulls it down. They are huddled under it, intertwined, still mostly clothed. Their faces are flushed and they look at each other wonderingly. She puts her hand on his face, as if making sure he is real.

ROSE

You're trembling.

JACK

It's okay. I'm alright.

He lays his cheek against her chest.

JACK

I can feel your heart beating.

She hugs his head to her chest, and just holds on for dear life.

OLD ROSE (V.O.)

Well, I wasn't the first teenage girl to get seduced in the backseat of a car, and certainly not the last, by several million. He had such fine hands, artists' hands, but strong too... roughened by work. I remember their touch even now.

CUT TO:

125 EXT. ATLANTIC / TITANIC - NIGHT

The bow sweeps under us, and the CAMERA CLIMBS toward the foremast and the tiny half-cylinder of the crow's nest, which grows as we push in on lookouts Fleet and Lee. They are stamping their feet and swinging their arms, trying to keep warm in the 22 knot freezing wind, which whips capor of their breath away behind.

FLEET

You can smell ice, you know, when it's near.

LEE

Bollocks.

FLEET

Well I can.

CUT TO:

126 INT. BOILER ROOM SIX

Without hearing hte words over the roar of the furnaces, we see stokers telling TWO STEWARDS which way Rose and Jack went. The stewards move off toward the forward holds.

CUT TO:

127 INT. CAL AND ROSE'S SUITE

Cal stands at the open safe. He stares at the drawing of Rose and his face clenches with fury. He reads the not again: "DARLING, NOW YOU CAN KEEP US BOTH LOCKED IN YOUR SAFE, ROSE".

Lovejoy, standing behind him, looks over his shoulder at the drawing. Cal crumples Rose's not, then takes the drawing in both hands as if to rip it

in half. He tenses to do it, then stops himself.

CAL

I have a better idea.

CUT TO:

128 INT. HOLD #2 - NIGHT

The two stewards enter. They have electric torches and play the beams around the hold. They spot the Renault with its fogged up rear window and approach it slowly.

FROM INSIDE we see the torch light up Rose's passionate handprint, still there on the fogged up glass. One steward whips open the door.

STEWARD

Got yer!

REVERSE: the back seat is empty.

CUT TO:

129 EXT. FORWARD WELL DECK AND CROW'S NEST - NIGHT

Rose and Jack, fully dressed, come through a crew door onto the deck. They can barely stand, they are laughing so hard.

UP ABOVE THEM, IN THE CROW'S NEST, lookout Fleet hears the disturbance below and looks around and back down to the well deck, where he can see two figures embracing.

Jack and Rose stand in each others arms. Their breath clouds around them in the now freezing air, but they don't even feel the cold.

ROSE

When this ship docks, I'm getting off with you.

JACK

This is crazy.

ROSE

I know. It doesn't make any sense. That's why I trust it.

Jack pulls her to him and kisses her fiercely.

130 IN THE CROW'S NEST Fleet nudges Lee.

FLEET

Cor... look at that, would ya.

LEE

They're a bloody sight warmer than we are.

FLEET

Well if that's what it takes for us two to get warm, I'd rather not, if it's all the same.

They both have a good laugh at that one. It is Fleet whose expression falls first. Glancing forward again, he does a double take. The color drains out of his face.

FLEET'S POV: a massive iceberg right in their path, 500 yards out.

FLEET

Bugger me!!

Fleet reaches past Lee and rings the lookout bell three times, then grabs the telephone, calling the bridge. He waits precious seconds for it to be picket up, never taking his eyes off the black mass ahead.

FLEET

Pick up, ya bastard.

CUT TO:

131 INT. / EXT. BRIDGE

Inside the enclosed wheelhous, SIXTH OFFICER MOODY walks unhurriedly to the telephone, picking it up.

FLEET (V.O.)

Is someone there?

MOODY

Yes. What do you see?

FLEET

Iceberg right ahead!

MOODY

Thankyou.

(hangs up, calls to Murdoch)

Iceberg right ahead!

Murdoch sees it and rushes to the engine room telegraph. While signaling "FULL SPEED ASTERN" he yells to Quartermaster Hitchins, who is at the wheel.

MURDOCH

Hard a' starboard.

MOODY

(standing behind Hitchins)

Hard'a starboard. The helm is hard over, sir.

CRASH SEQUENCE / SERIES OF CUTS:

132 CHIEF ENGINEER BELL is just checking the soup he has warming on a steam manifold when the engine telegraph clangs, then goes... incredibly... to FULL SPEED ASTERN. He and the other ENGINEERS just stare at it a second, unbelieving. Then Bell reacts.

BELL

Full astern! FULL ASTERN!!

The engineers and greasers like madmen to close steam valves and start braking the mighty propeller shafts, big as Sequias, to a stop.

133 IN BOILER ROOM SIX, Leading Stoker FREDERICK BARRETT is standing with 2nd Engineer JAMES HESKETH when the red warning light and "STOP" indicator come on.

BARRETT

Shut all dampers! Shut 'em!!

134 FROM THE BRIDGE Murdoch watches the burg growing... straight ahead. The bow finally starts to come left (since the ship turns the reverse of the helm setting).

MURDOCH'S jaw clenches as the bow turns with agonizing slowness. He holds his breath as the horrible physics play out.

135 IN THE CROW'S NEST Frederick Fleet braces himself.

136 THE BOW OF THE SHIP thunders right at CAMERA and--

KRUUUNCH!! The ship hits the berg on its starboard bow.

137 UNDERWATER we see the ice smashing in the steel hull plates. The iceberg bumps and scrapes along the side of the ship. Rivets pop as the

steel plate of the hull flexes under the load.

138 IN #2 HOLD the two stewards stagger as the hull buckles in four feet with a sound like THUNDER. Like a sledgehammer beating along outside the ship, the berg splits the hull plates and the sea pour in, sweeping them off their feet. The icy water swirls around the Renault as the men scramble for the stairs.

139 ON G-DECK forward Fabrizio is tossed in his bunk by the impact. He hears a sound like the greatly amplified squeal of a skate on ice.

140 IN BOILER ROOM SIX Barret and Hesketh stagger as they hear the ROLLING THUNDER of the collision. They see the starboard side of the ship buckle in toward them and are almost swept off their feet by a rush of water coming in about two feet above the floor.

141 ON THE FORWARD WELL DECK Jack and Rose break their kiss and look up in astonishment as the berg sails past, blocking out the sky like a mountain. Fragments break off it and crash down onto the deck, and they have to jump back to avoid flying chunks of ice.

142 ON THE BRIDGE Murdoch rings the watertight door alarm. He quickly throws the switch that closes them.

MURDOCH

Hard a 'port!

Judging the berg to be amidships, he is trying to clear the stern.

143 BARRETT AND HESKETH hear the DOOR ALARM and scramble through the swirling water to the watertight door between Boiler Rooms 6 and 5. The room is full of water vapor as the cold sea strikes the red hot furnaces. Barrett yells to the stokers scrambling through the door as it comes down like a slow guillotine.

BARRETT

Go Lads! Go! Go!

He dives through into Boiler Room 5 just before the door rumbles down with a CLANG.

144 JACK AND ROSE rush to the starboard rail in time to see the berg moving aft down the side of the ship.

145 In his stateroom, surrounded by piles of plans while making notes in his ever-present book, Andrews looks up at the sound of a cut-crystal light fixture tinkling like a windchime.

He feels the shudder run through the ship. And we see it in his face. Too much of his soul is in this great ship for him not to feel its mortal wound.

146 IN THE FIRST CLASS SMOKING ROOM Gracie watches his highball vibrating on the table.

147 IN THE PALM COURT, with its high arched windows, Molly Brown holds up her drink to a passing waiter.

MOLLY

Hey, can I get some ice here, please?

Silently, a moving wall of ice fills the window behind her. She doesn't see it. It disappears astern.

148 OMITTED

149 IN THE CROW'S NEST Fleet turns to his Lee...

FLEET

Oy, mate... that was a close shave.

LEE

Smell ice, can you? Bleedin' Christ!

CUT TO:

150 INT. / EXT. BRIDGE

CLOSE ON MURDOCH. The alarm bells still clatter mindlessly, seeming to reflect his inner state. He is in shock, unable to get a grip on what just happened. He just ran the biggest ship in history into an iceberg on its maiden voyage.

MURDOCH

(stiffly, to Moody)

Note the time. Enter it in the log.

Captain Smith rushes out of his cabin onto the bridge, tucking in his shirt.

SMITH

What was that, Mr. Murdoch?

MURDOCH

An iceberg, sir. I put her hard a' starboard and run the engines full astern, but it was too close. I tried to port around it, but she hi... and I--

SMITH

Close the emergency doors.

MURDOCH

The doors are closed.

Together they rush out onto the starboard wing, and Murdoch points. Smith looks into the darkness aft, then wheels around to FOURTH OFFICER BOHALL.

SMITH

Find the Carpenter and get him to sound the ship.

CUT TO:

151 INT. G-DECK FORWARD

In steerage, Fabrizio comes out into the hall to see what's going on. He sees dozens of rats running toward him in the corridor, fleeing the flooding bow. Fabrizio jumps aside as the rats run by.

FABRIZIO

Ma-- che cazzo!

152 IN HIS STATEROOM Tommy gets out of his top bunk in the dark and drops

down to the floor. SPLASH!!

TOMMMY

Cor!! What in hell--?!

He naps on the light. The floor is covered with 3 inches of freezing water, and more coming in. He pulls the door open, and steps out into the corridor, which is flooded. Fabrizio is running toward him, yelling something in Italian. Tommy and Fabrizio start pounding on doors, getting everybody up and out. The alarm spreads in several languages.

CUT TO:

153 INT. FIRST CLASS CORRIDOR / A-DECK

A couple of people have come out into the corridor in robes and slippers. A STeward hurries along, reassuring them.

WOMAN

Why have the engines stopped? I felt a shudder?

STEWARD #1

I shouldn't worry, m'am. We've likely thrown a propeller blade, that's the shudder you felt. May I bring you anything?

THOMAS ANDREWS brushes past them, walking fast and carrying an armload of rolled up ship's plans.

CUT TO:

154 EXT. FORWARD WELL DECK

Jack and Rose are leaning over the starboard rail, looking at the hull of the ship.

JACK

Looks okay. I don't see anything.

ROSE

Could it have damaged the ship?

JACK

It didn't seem like much of a bump. I'm sure we're okay.

Behind them a couple of steerage guys are kicking the ice around the deck, laughing.

CUT TO:

155 INT. STEERAGE FORWARD

Fabrizio and Tommy are in a crowd of steerage men clogging the corridors, heading aft away from the flooding. Many of them have grabbed suitcases and duffel bags, some of which are soaked.

TOMMY

If this is the direction the rats were runnin', it's good enough for me.

CUT TO:

156 INT. CORRIDOR ON B DECK

Bruce Ismay, dressed in pajamas under the topcoat, hurries down the corridor, headed for the bridge. An officious steward named BARNES comes along the other direction, getting the few concerned passengers back into their rooms.

STEWARD BARNES

There's no cause for alarm. Please, go back to your rooms.

He is stopped in his tracks by Cal and Lovejoy.

STEWARD BARNES

Please, sir. There's no emergency--

CAL

Yes there is, I have been robbed. Now get the Master at Arms. Now you moron!

CUT TO:

157 INT. BRIDGE / CHARTROOM

C.U. CAPTAIN SMITH studying the commutator.

He turns to Andrews, standing behind him.

SMITH

A five degree list in less than ten minutes.

SHIP'S CARPENTER JOHN HUTCHINSON enters behind him, out of breath and clearly unnerved.

HUTCHINSON

She's making water fast... in the forepeak tank and the forward holds, in boiler room six.

ISMAY enters, his movements quick with anger and frustration. Smith glances at him with annoyance.

ISMAY

Why have we stopped?

SMITH

We've struck ice.

ISMAY

Well, do you think the ship is seriously damaged?

SMITH

(glaring)

Excuse me.

Smith pushes past him, with Andrews and Hutchinson in tow.

CUT TO:

158 INT. BOILER ROOM 6

Stokers and firemen are struggling to draw the fires. They are working in waist deep water churning around as it flows into the boiler room, ice cold and swirling with grease from the machinery. Chief Engineer Bell comes partway down the ladder and shouts.

BELL

That's it, lads. Get the hell up!

They scramble up the escape ladders.

CUT TO:

159 EXT. B-DECK FORWARD / WELL DECK

The gentlemen, now joined by another man, leans on the forward rail watching the steerage men playing soccer with chunks of ice.

GENTLEMAN

I guess it's nothing too serious. I'm going back to my cabin to read.

A 20ish YALE MAN pops through the door wearing a topcoat over pajamas.

YALEY

Say, did I miss the fun?

Rose and Jack come up the steps from the well deck, which are right next to the three men. They stare as the couple climbs over the locked gate.

A moment later Captain Smith rounds the corner, followed by Andrews and Carpenter Hutchinson. They have come down from the bridge by the outside stairs. The three men, their faces grim, crush right past Jack and Rose.

Andrews barely glances at her.

SMITH

Can you shore up?

HUTCHINSON

Not unless the pumps get ahead.

The inspection party goes down the stairs to the well deck.

JACK

(low, to her)

It's bad.

ROSE

We have to tell Mother and Cal.

JACK

Now it's worse.

ROSE

Come with me, Jack. I jump, you jump... Right?

JACK

Right.

Jack follows Rose through the door inside the ship.

CUT TO:

160 INT. B-DECK FOYER / CORRIDOR

Jack and Rose cross the foyer, entering the corridor. Lovejoy is waiting for them in the hall as they approach the room.

LOVEJOY

We've been looking for you miss.

Lovejoy follows and, unseen, moves close behind Jack and smoothly slips the diamond necklace into the pocket of his overcoat.

CUT TO:

161 INT. ROSE AND CAL'S SUITE

Cal and Ruth wait in the sitting room, along with the Master at Arms and two stewards (Steward #1 and Barnes). Silence as Rose and Jack enter. Ruth closes her robe at her throat when she sees Jack.

ROSE

Something serious has happened.

CAL

That's right. Two things dear to me have disappeared this evening. Now that one is back...

(he looks from Rose to Jack)

... I have a pretty good idea where to find the other.

(to Master at Arms)

Search him.

The Master at Arms steps up to Jack.

MASTER AT ARMS

Coat off, mate.

Lovejoy pulls at Jack's coat and Jack shakes his head in dismay, shrugging out of it. The Master at Arms pats him down.

JACK

This is horseshit.

ROSE

Cal, you can't be serious! We're in the middle of an emergency and you--

Steward Barnes pulls the Heart of the Ocean out of the pocket of Jack's coat.

STEWARD BARNES

Is this it?

Rose is stunned. Needless to say, so is Jack.

CAL

That's it.

MASTER AT ARMS

Right then. Now don't make a fuss.

He starts to handcuff Jack.

JACK

Don't you believe it, Rose. Don't!

ROSE

(uncertain)

He couldn't have.

CAL

Of course he could. Easy enough for a professional. He memorized the combination when you open the safe.

FLASHBACK: Rose at the safe, looking in the mirror and meeting Jack's eyes

as he stands behind her, watching.

ROSE

But I was with him the whole time.

CAL

(just to her, low and cold)

Maybe he did it while you were putting your clothes back on.

JACK

They put it in my pocket!

LOVEJOY

(holding Jack's coat)

It's not even your pocket, son.

(reading)

"Property of A. L. Ryerson".

Lovejoy shows the coat to the Master at Arms. There is a label inside the

collar with the owner's name.

MASTER AT ARMS

That was reported stolen today.

JACK

I was going to return it! Rose--

Rose feels utterly betrayed, hurt and confused. She shrinks away from him.

He starts shouting to her as Lovejoy and the Master at Arms drag him out into the hall. She can't look him in the eye.

JACK

Rose, don't listen to them... I didn't do this! You know I didn't! You know it!

She is devastated. Her mother lays a comforting hand on her shoulder as tears well up.

RUTH

Why do women believe men?

CUT TO:

162 INT. MAIL SORTING ROOM / HOLD

Smith and Andrews come down the steps to the Mail Sorting Room and finds the clerks scrambling to pull mail from the racks. They are furiously hauling wet sacks of mail up from the hold below.

Andrews climbs partway down the stairs to the hold, which is almost full. Sacks of mail float everywhere. The lights are still on below the surface, casting an eerie glow. The Renault is visible under the water, the brass glinting cheerfully. Andrews looks down as the water covers his shoe, and scrambles back up the stairs.

CUT TO:

163 INT. BRIDE / CHARTROOM

Andrews unrolls a big drawing of the ship across the chartroom table. It is a side elevation, showing all the watertight bulkheads. His hands are shaking. Murdoch and Ismay hover behind Andrews and the Captain.

ISMAY

When can we get underway, do you think?

Smith glares at him and turns his attention to Andrews' drawing. The builder points to it for emphasis as he talks.

ANDREWS

Water 14 feet above the keel in ten minutes... in the forepeak... in all three holds... and in boiler room six.

SMITH

That's right.

ANDREWS

Five compartments. She can stay afloat with the first four compartments breached. But not five. Not five. As she goes down by the head the water will spill over the tops of the bulkheads... at E Deck... from one to the next... back and back. There's no stopping it.

SMITH

The pumps--

ANDREWS

The pumps buy you time... but minutes only. From this moment, no matter what we do, Titanic will founder.

ISMAY

But this ship can't sink!

ANDREWS

She is made of iron, sir. I assure you, she can. And she will. It is a mathematical certainty.

Smith looks like he has been gutpunched.

SMITH

How much time?

ANDREWS

An hour, two at most.

Ismay reels as his dream turns into his worst nightmare.

SMITH

And how many aboard, Mr. Murdoch?

MURDOCH

Two thousand two hundred souls aboard, sir.

A long beat. Smith turns to his employer.

SMITH

I believe you may get your headlines, Mr. Ismay.

CUT TO:

164 EXT. BOAT DECK

Andrews is striding along the boat deck, as seamen and officers scurry to uncover the boats. Steam is venting from pipes on the funnes overhead, and the din is horrendous. Speech is difficult adding to the crew's level of disorganization. Andrews sees some men fumbling with the mechanism of one of the Wellin davits and yells to them over the roar of steam.

ANDREWS

Turn to the right! Pull the falls taut before you unchock. Have you never had a boat drill?

SEAMAN

No sir! Not with these new davits, sir.

He looks around, disgusted as the crew fumble with the davits, and the

tackle for the "falls"... the ropes which are used to lower the boats. A few passengers are coming out on deck, hesitantly in the noise and bitter cold.

CUT TO:

165 INT. ROSE AND CAL'S SUITE

From inside the sitting room they can hear knocking and voices in the corridor.

RUTH

I had better go dress.

Ruth exits and Hockley crosses to Rose. He regards her coldly for a moment, then SLAPS her across the face.

CAL

It is a little slut, isn't it?

To Rose the blow is inconsequential compared to the blow her heart has been given. Cal grabs her shoulders roughly.

CAL

Look at me, you little--

There is a loud knock on the door and an urgent voice. The door opens and their steward puts his head in.

STEWARD BARNES

Sir, I've been told to ask you to please put on your lifebelt, and come up to the boat deck.

CAL

Get out. We're busy.

The steward persists, coming in to get the lifebelts down from the top of a dresser.

STEWARD

I'm sorry about the inconvenience, Mr. Hockley, but it's Captain's orders. Please dress warmly, it's quite cold tonight.

(he hands a lifebelt to Rose)

Not to worry, miss, I'm sure it's just a precaution.

CAL

This is ridiculous.

In the corridor outside the stewards are being so polite and obsequious they are conveying no sense of danger whatsoever. However, it's another story in...

CUT TO:

166 INT. STEERAGE BERTHING AFT

BLACKNESS. Then BANG! The door is thrown open and the lights snapped on by a steward. The Cartmell family rouses from a sound sleep.

STEWARD #2

Everybody up. Let's go. Put your lifebelts on.

IN THE CORRIDOR outside, another steward is going from door to door along the hall, pouncing and yelling.

STEWARD #2

Lifebelts on. Lifebelts on. Everybody up, come on. Lifebelts on...

People come out of the doors behind the steward, perplexed. In the foreground a SYRIAN WOMAN asks her husband what was said. He shrugs.

CUT TO:

167 INT. WIRELESS ROOM

ON PHILLIPS, looking shocked.

PHILLIPS

CQD, sir?

SMITH

That's right. The distress call. CQD. Tell whoever responds that we are going down by the head and need immediate assistance.

Smith hurries out.

PHILLIPS

Blimey.

BRIDE

Maybe you ought to try that new distress call... S.O.S.

(grinning)

It may be our only chance to use it.

Phillips laughs in spite of himself and starts sending history's first
S.O.S. Dit dit dit, da da da, dit dit dit... over and over.

CUT TO:

168 EXT. BOAT DECK

Thomas Andrews looks around in amazement. The deck is empty except for the
crew fumbling with the davits. He yells over the roar of the steam to First
Officer Murdoch.

ANDREWS

Where are all the passengers?

MURDOCH

They've all gone back inside. Too damn cold and noisy for them.

Andrews feels like he is in a bad dream. He looks at his pocketwatch and
heads for the foyer entrance.

CUT TO:

169 INT. A-DECK FOYER

A large number of First Class passengers have gathered near the staircase. They are getting indignant about the confusion. Molly Brown snags a passing YOUNG STEWARD.

MOLLY

What's doing, sonny? You've got us all trussed up and now we're cooling our heels.

The young steward backs away, actually stumbling on the stairs.

YOUNG STEWARD

Sorry, mum. Let me go and find out.

The jumpy piano rhythm of "Alexander's Ragtime Band" comes out of the first class lounge a few yards away. Band leader WALLACE HARTLEY has assembled some of his men on Captain's orders, to allay panic.

Hockley's entourage comes up to the A-deck foyer. Cal is carrying the lifebelts, almost as an afterthought. Rose is like a sleepwalker.

CAL

It's just the God damned English doing everything by the book.

RUTH

There's no need for language, Mr. Hockley.

(to Trudy)

Go back and turn the heater on in my room, so it won't be too cold when we get back.

Thomas Andrews enters, looking around the magnificent room, which he knows is doomed. Rose, standing nearby, sees his heartbroken expression. She walks over to him and Cal goes after her.

ROSE

I saw the iceberg, Mr. Andrews. And I see it in your eyes. Please tell me the truth.

ANDREWS

The ship will sink.

ROSE

You're certain?

ANDREWS

Yes. In an hour or so... all this... will be at the bottom of the Atlantic.

CAL

My God.

Now it is Cal's turn to look stunned. The Titanic? Sinking?

ANDREWS

Please tell only who you must, I don't want to be responsible for a panic.

And get to a boat quickly. Don't wait. You remember what I told you about the boats?

ROSE

Yes, I understand. Thankyou.

Andrews goes off, moving among the passengers and urging them to put on their lifebelts and get to the boats.

CUT TO:

170 INT. MASTER AT ARMS OFFICE

Lovejoy and the Master at Arms are handcuffing Jack to a 4" WATER PIPE as a crewman rushes in anxiously and almost blurts to the Master at Arms--

CREWMAN

You're wanted by the Purser, sir. Urgently.

LOVEJOY

Go on. I'll keep an eye on him.

Lovejoy pulls a pearl handled Colt .45 automatic from under his coat. The Master at Arms nods and tosses the handcuff key to Lovejoy, then exits with the crewman. Lovejoy flips the key in the air. Catches it.

CUT TO:

171 INT. BRIDGE

Junior Wireless Operator Bride is relaying a message to Captain Smith from the CUNARD LINER CARPATHIA.

BRIDE

Carpathia says they're making 17 knots, full steam for them, sir.

SMITH

And she's the only one who's responding?

BRIDE

The only one close, sir. She says they can be here in four hours.

SMITH

Four hours!

The enormity of it hits Smith like a sledgehammer blow.

SMITH

Thank you, Bride.

He turns as Bride exits, and looks out onto the blackness.

SMITH

(to himself)

My God.

CUT TO:

172 EXT. BOAT DECK - NIGHT

Lightoller has his boats swung out. He is standing amidst a crowd of uncertain passengers in all states of dress and undress. One first class woman is barefoot. Others are in stockings. The maitre of the restaurant is in top hat and overcoat. Others are still in evening dress, while some are in bathrobes and kimonos. Women are wearing lifebelts over velvet gowns, then topping it with sable stoles. Some brought jewels, others books, even small dogs.

Lightoller sees Smith walking stiffly toward him and quickly goes to him. He yells into the Captain's ear, through cupped hands, over the roar of the steam...

LIGHTOLLER

Hadn't we better get the women and children into the boats, sir?

Smith just nods, a bit abstractly. The fire has gone out of him. Lightoller sees the awesome truth in Smith's face.

LIGHTOLLER

(to the men)

Right! Start the loading. Women and children!

The appalling din of escaping steam abruptly cuts off, leaving a sudden unearthly silence in which Lightoller's voice echoes.

ON WALLACE HARTLEY raising his violin to play.

HARTLEY

Number 26. Ready and--

The band has reassembled just outside the First Class Entrance, port side, near where Lightoller is calling for the boats to be loaded. They strike up a waltz, lively and elegant. The music wafts all over the ship.

LIGHTOLLER

Ladies, please. Step into the boat.

Finally one woman steps across the gap, into the boat, terrified of the drop to the water far below.

WOMAN IN CROWD

You watch. They'll put us off in these silly little boats to freeze, and we'll all be back on board by breakfast.

Cal, Rose and Ruth come out of the doors near the band.

RUTH

My brooch, I left my brooch. I must have it!

She turns back to go to her room but Cal takes her by the arm, refusing to let her go. The firmness of his hold surprises her.

CAL

Stay here, Ruth.

Ruth sees his expression, and knows fear for the first time.

CUT TO:

173 INT. STEERAGE BERTHING AFT / CORRIDORS AND STAIRWELL

It is chaos, with stewards pushing their way through narrow corridors clogged with people carrying suitcases, duffel bags, children. Some have lifebelts on, others don't.

STEWARD #2

(to Steward #3)

I told the stupid sods no luggage. Aw, bloody hell!

He throws up his hand at the sight of a family, loaded down with cases and bags, completely blocking the corridor.

Fabrizio and Tommy push past the stewards, going the other way. They reach a huge crowd gathered at the bottom of the MAIN 3RD CLASS STAIRWELL. Fabrizio spots Helga with the rest of the Dahl family, standing patiently with suitcases in hand. He reaches her and she grins, hugging him.

Tommy pushes to where he can see what's holding up the group. There is a steel gate across the top of the stairs, with several stewards and seamen on the other side.

STEWARD

Stay calm, please. It's not time to go up to the boats yet.

Near Tommy, an IRISHWOMAN stands stoically with two small children and their battered luggage.

LITTLE BOY

What are we doing, mummy?

WOMAN

We're just waiting, dear. When they finish putting First Class people in the boats, they'll be startin' with us, and we'll want to be all ready, won't

we?

CUT TO:

174 EXT. STARBOARD SIDE

Boat 7 is less than half full, with 28 aboard a boat made for 65.

FIRST OFFICER MURDOCH

Lower away! By the left and right together, stady lads!

The boat lurches as the falls start to pay out through the pulley blocks.

The women gasp. The boat descends, swaying and jerking, toward the water 60 feet below. The passengers are terrified.

CUT TO:

175 EXT. / INT. TITANIC HULL AND MASTER AT ARMS OFFICE

TRACKING along the rows of portholes angling down into the water. Under the surface, they glow green. PUSHING IN on one porthole which is have submerged. Inside we see Jack, looking apprehensively at the water rising up the glass.

INSIDE THE MASTER AT ARMS' OFFICE Jack sits chained to the waterpipe, next to the porthole. Lovejoy sits on the edge of a desk. He puts a .45 bullet

on the desk and watches it roll across and fall off. He picks up the bullet.

LOVEJOY

You know... I believe this ship may sink.

(crosses to Jack)

I've been asked to give you this small token of our appreciation...

He punches Jack hard in the stomach, knocking the wind out of him.

LOVEJOY

Compliments of Mr. Caledon Hockley.

Lovejoy flips the handcuff key in the air, catches it and puts it in his pocket. He exits. Jack is left gasping, handcuffed to the pipe.

CUT TO:

176 EXT. BOAT DECK / STARBOARD SIDE, FORWARD

At the stairwell rail on the bridge wing, Fourth Officer Boxhall and Quartermaster Rowe light the first distress rocket. It shoots into the sky and EXPLODES with a thunderclap over the ship, sending out white starbursts

which light up the entire deck as they fall.

WHIP PAN off the starbursts to Ismay. The Managing Director of White Star Line is cracking. Already at the breaking point from his immense guilt, the rocket panics him. He starts shouting at the officers struggling with the falls of BOAT 5.

ISMAY

There is no time to waste!

(yelling and waving his arms)

Lower away! Lower away! Lower away!

FIFTH OFFICER LOWE, a baby-faced 28, and the youngest officer, looks up from the tangled falls at the madman.

LOWE

Get out of the way, you fool!

ISMAY

Do you know who I am?

Lowe, not having a clue nor caring, squares up to Ismay.

LOWE

You're a passenger. And I'm a ship's bloody officer. Now do what you're told!

(MORE)

LOWE (CONT'D)

(turning away)

Steady men! Stand by the falls!

ISMAY

(numbly, backing away)

Yes, quite right. Sorry.

CUT TO:

177 EXT. BOAT DECK / PORT SIDE

SECOND OFFICER LIGHTOLLER is loading the boat nearest Cal and Rose... Boat

6.

LIGHTOLLER

Women and children only! Sorry sir, no men yet.

Another rocket bursts overhead, lighting the crowd. Startled faces turn upward. Fear now in the eyes.

DANIEL MARVIN has his Biograph camera set up, cranking away... hoping to get an exposure off the rocket's light. he has Mary posed in front of the scene at the boats.

MARVIN

You're afraid, darling. Scared to death. That's it!

Either she suddenly learned to act or she is petrified.

ROSE watches the farewells taking pace right in front of her as they step closer to the boat. Husbands saying goodbye to wives and children. Lovers and friends parted. Nearby MOLLY is getting a reluctant woman to board the boat.

MOLLY

Come on, you heard the man. Get in the boat, sister.

RUTH

Will the lifeboats be seated according to class? I hope they're not too crowded--

ROSE

Oh, Mother shut up!

(Ruth freezes, mouth open)

Don't you understand? The water is freezing and there aren't enough boats... not enough by half. Half the people on this ship are going to die.

CAL

Not the better half.

PUSH IN ON ROSE'S FACE as it hits her like a thunderbolt. Jack is third class. He doesn't stand a chance. Another rocket bursts overhead, bathing her face in white light.

ROSE

You unimaginable bastard.

MOLLY

Come on, Ruth, get in the boat. These are the first class seats right up here. That's it.

Molly practically hands her over to Lightoller, then looks around for some other women who might need a push.

MOLLY

Come on, Rose. You're next, darlin'.

Rose steps back, shaking her head.

RUTH

Rose, get in the boat!

ROSE

Goodbye, mother.

Ruth, standing in the tippy lifeboat, can do nothing. Cal grabs Rose's arm but she pulls free and walks away through the crowd. Cal catches up to Rose and grabs her again, roughly.

CAL

Where are you going? To him? Is that it? To be a whore to that gutter rat?

ROSE

I'd rather be his whore than your wife.

He clenches his jaw and squeezes her arm viciously, pulling her back toward the lifeboat. Rose pulls out a hairpin and jabs him with it. he lets go with a curse and she runs into the crowd.

LIGHTOLLER

Lower away!!

RUTH

Rose! ROSE!!

MOLLY

Stuff a sock in it, would ya, Ruth. She'll be along.

The boat lurches downward as the falls are paid out.

TRACKING WITH ROSE, as she runs through the clusters of people. She looks back and a furious Cal is coming after her. She runs breathlessly up to two proper looking men.

ROSE

That man tried to take advantage of me in the crowd!

Appalled, they turn to see Cal running toward them. Rose runs on as the two men grab Cal, restraining him. She runs through the First Class entrance.

Cal breaks free and runs after her. He reaches the entrance, but runs into a knot of people coming out. He pushes rudely through them...

CUT TO:

178 INT. BOAT DECK FOYER / STAIRCASE / A-DECK FOYER

Cal runs in, and down to the landing, pushing past the gentlemen and ladies who are filling up the stairs. He scans the A-deck foyer. Rose is gone.

CUT TO:

179 EXT. OCEAN / TITANIC / BOAT 6

The hull of Titanic looms over Boat 6 like a cliff. Its enormous mass is suddenly threatening to those in the tiny boat. Quartermaster Hitchens, at the tiller, wants nothing but to get away from the ship. Unfortunately his two seamen can't row. They flail like a duck with a broken wing.

HITCHINS

Keep pulling... away from the ship. Pull.

MOLLY

Ain't you boys ever rowed before? Here, gimme those oars. I'll show ya how it's done.

She climbs over Ruth to get at the oars, stepping on her feet.

Around them the evacuation is in full swing, with boats in the water, others being lowered.

CUT TO:

180 INT. MASTER AT ARMS OFFICE / CORRIDOR

Jack pulls on the pipe with all his strength. It's not budging. He hears gurgling sound. Water pours under the door, spreading rapidly across the floor.

JACK

Shit.

He tries to pull one hand out of the cuffs, working until the skin is raw... no good.

JACK

Help!! Somebody!! Can anybody hear me?!

(to himself)

This could be bad.

181 THE CORRIDOR outside is deserted. Flooded a couple of inches deep.

Jack's voice comes faintly through the door, but there is no one to hear it.

CUT TO:

182 INT. FIRST CLASS CORRIDOR

Thomas Andrews is opening stateroom doors, checking that people are out.

ANDREWS

Anyone in here?

Rose runs up to him, breathless.

ROSE

Mr. Andrews, thank God! Where would the Master at Arms take someone under arrest?!

ANDREWS

What? You have to get to a boat right away!

ROSE

No! I'll do this with or without your help, sir. But without will take longer.

ANDREWS

(beat)

Take the elevator to the very bottom, go left, down the crewman's passage, then make a right.

ROSE

Bottom, left, right. I have it.

ANDREWS

Hurry, Rose.

CUT TO:

183 INT. FOYER / ELEVATORS

Rose runs up as the last Elevator Operator is closing up his lift to leave.

OPERATOR

Sorry, miss, lifts are closed--

Without thinking she grabs him and shoves him back into the lift.

ROSE

I'm through with being polite, goddamnit!! I may never be polite the rest of my life! Now take me down!!

The operator fumbles to close the gate and start the lift.

CUT TO:

184 EXT. OCEAN / BOAT 6

Molly and the two seamen are rowing, and they've made it a hundred feet or so. Enough to see that the ship is angled down into the water, with the bow rail less than ten feet above the surface.

MOLLY

Come on girls, join in, it'll keep ya warm. Let's go Ruth. Grab an oar!

Ruth just stares at the spectacle of the great liner, its rows of lights blazing, slanting down into the sullen black mirror of the Atlantic.

CUT TO:

185 INT. FIRST CLASS ELEVATOR / CORRIDORS

Through the wrought iron door of the elevator car Rose can see the decks going past. The lift slows. Suddenly ICE WATER is swirling around her legs. She SCREAMS in surprise. So does the operator.

The car has landed in a foot of freezing water, shocking the hell out of her. She claws the door open and splashes out, hiking up her floor-length skirt so she can move. The lift goes back up, behind her, as she looks around.

ROSE

Left, crew passage.

She spots it and slogs down the flooded corridor. The place is understandably deserted. She is on her own.

ROSE

Right, right... right.

She turns into a cross-corridor, splashing down the hall. A row of doors on each side.

ROSE

Jack? Jaaacckk??

CUT TO:

186 INT. MASTER AT ARMS OFFICE / CORRIDOR

Jack is hopelessly pulling on the pipe again, straining until he turns red.

He collapses back on the bench. realizing he's screwed. Then he hears her through the door.

JACK

ROSE!! In here!

187 IN THE HALL Rose hears his voice behind her. She spins and runs back, locating the right door, then pushes it open, creating a small wave.

She splashes over Jack and puts her arms around him.

ROSE

Jack, Jack, Jack... I'm sorry, I'm so sorry.

They are so happy to see each other it's embarrassing.

JACK

That guy Lovejoy put it in my pocket.

ROSE

I know, I know.

JACK

See if you can find a key for these. Try those drawers. It's a little brass one.

She kisses his face and hugs him again, then starts to go through the desk.

JACK

So... how did you find out I didn't do it?

ROSE

I didn't.

(she looks at him)

I just realized I already knew.

They share a look, then she goes back to ransacking the room, searching drawers and cupboards. Jack sees movement out the porthole and looks out.

A LIFEBOAT hits the surface of the water, seen from below.

CUT TO:

188 EXT. TITANIC / BOAT ONE

While the seamen detach the falls, Boat One rocks next to the hull. Lucile and Sir Cosmo Duff-Gordon sit with ten others in a boat made for four times that many.

LUCILE

I despise small boats. I just know I'm going to be seasick. I always get seasick in small boats. Good Heavens, there's a man down there.

In a lit porthole beneath the surface she sees Jack looking up at her... a face in a bubble of light under the water.

CUT TO:

189 INT. MASTER AT ARMS OFFICE

Rose stops trashing the room, and stands there, breathing hard.

ROSE

There's no key in here.

They look around at the water, now almost two feet deep. Jack has pulled his feet up onto the bench.

JACK

You have to go for help.

ROSE

(nodding)

I'll be right back.

JACK

I'll wait here.

She runs out, looking back at him once from the doorway, then splashes away. Jack looks down at the swirling water.

CUT TO:

190 INT. STAIRWELL AND CORRIDORS

Rose splashes down the hall to a stairwell going up to the next deck. She climbs the stairs, her long skirt leaving a trail like a giant snail. The weight of it is really slowing her down. She rips at the buttons and shimmies quickly out of the thing. She bounds up the stairs in her stockings and knee-length slip, to find herself in--

191 A LONG CORRIDOR... part of the labyrinth of steerage hallways forward. She is alone here. A long groan of stressing metal echoes along the hall as the ship continues to settle. She runs down the hall, unimpeded now.

ROSE

Hello? Somebody?!

She turns a corner and runs along another corridor in a daze. The hall slopes down into water which, shimmers, reflecting the light. The margin of the water creeps toward her. A YOUNG MAN appears, running through the water, sending up geysers of spray. He pelts past her without slowing, his eyes crazed...

ROSE

Help me! We need help!

He doesn't look back. It is like a bad dream. The hull gongs with terrifying sounds.

The lights flicker and go out, leaving utter darkness. A beat. Then they come back on. She finds herself hyperventilating. That one moment of blackness was the most terrifying of her life.

A STEWARD runs around the nearest corner, his arms full of lifebelts. He is upset to see someone still in his section. He grabs her forcefully by the arm, pulling her with him like a wayward child.

STEWARD

Come on, then, let's get you topside, miss, that's right.

ROSE

Wait. Wait! I need your help! There's--

STEWARD

No need for panic, miss. Come along!

ROSE

No, let me go! You're going the wrong way!

He's not listening. And he won't let her go.

She SHOUTS in his ear, and when he turns, she punches him squarely in the nose. Shocked, he lets her go and staggers back.

STEWARD

To Hell with you!

ROSE

See you there, buster!

The steward runs off, holding his bloody nose. She spits after him. Just the way Jack taught her.

She turns around, SEES: a glass case with a fire-axe in it. She breaks the glass with a battered suitcase which is lying discarded nearby, and seizes the axe, running back the way she came.

192 AT THE STAIRWELL she looks down and gasps. The water has flooded the bottom five steps. She goes down and has to crouch to look along the

corridor to the room where Jack is trapped.

Rose plunges into the water, which is up to her waist... and powers forward, holding the axe above her head in two hands. She grimaces at the pain from the literally freezing water.

CUT TO:

193 INT. MASTER AT ARMS OFFICE

Jack has climbed up on the bench, and is hugging the waterpipe. Rose wades in, holding the axe above her head.

ROSE

Will this work?

JACK

We'll find out.

They are both terrified, but trying to keep panic at bay. He positions the chain connecting the two cuffs, stretching it taut across the steel pipe. The chain is of course very short, and his exposed wrists are on either side of it.

JACK

Try a couple practice swings.

Rose hefts the axe and thunks it into a wooden cabinet.

JACK

Now try to hit the same mark again.

She swings hard and the blade thunks in four inches from the mark.

JACK

Okay, that's enough practice.

He winces, bracing himself as she raises the axe. She has to hit a target about an inch wide with all the force she can muster, with his hands on either side.

JACK

(sounding calm)

You can do it, Rose. Hit it as hard as you can, I trust you.

Jack closes his eyes. So does she.

The axe comes down. K-WHANG! Rose gingerly opens her eyes looks... Jack is grinning with two separate cuffs.

Rose drops the axe, all the strength going out of her.

JACK

Nice work, there, Paul Bunyan.

He climbs down into the water next to her. He can't breathe for a second.

JACK

Shit! Excuse my French. Ow ow ow, that is cold! Come on, let's go.

They wade out into the hall. Rose starts toward the stairs going up, but Jack stops her. There is only about a foot of the stairwell opening visible.

JACK

Too deep. We gotta find another way out.

CUT TO:

194 EXT. BOAT 6 AND TITANIC

TIGHT ON THE LETTERS TITANIC painted two feet high on the bow of the doomed steamer. Once 50 feet above the waterline, they now quietly slip below the surface. We see them, gold on black, rippling and dimming to a pale green as they go deeper.

195 IN BOAT SIX, Ruth looks back at the Titanic, transfixed by the sight of the dying liner. The bowsprit is now barely above the waterline. Another of Boxhall's rockets EXPLODES overhead. K-BOOM! It lights up the whole area, and we see half a dozen boats in the water, spreading out from the ship.

MOLLY

Now there's somethin' you don't see every day.

CUT TO:

196 INT. SCOTLAND ROAD / E-DECK

The widest passageway in the ship, it is used by crew and steerage alike, and runs almost the length of the ship. Right now steerage passengers move along it like refugees, heading aft.

CRASH! A wooden doorframe splinters and the door bursts open under the force of Jack's shoulder. Jack and Rose stumble through, into the corridor. A STEWARD, who was nearby herding people along, marches over.

STEWARD

Here you! You'll have to pay for that, you know. That's White Star Line property--

JACK AND ROSE

(turning together)

Shutup!

Jack leads her past the dumbfounded steward. They join the steerage stragglers going aft. In places the corridor is almost completely blocked by large families carrying all their luggage.

AN IRISH WOMAN gives Rose a blanket, more for modesty than because she is blue-lipped and shivering.

IRISHWOMAN

Here, lass, cover yerself.

Jack rubs her arms and tries to warm her up as they walk along. The woman's husband offers them a flask of whiskey.

IRISHMAN

This'll take the chill off.

Rose takes a mighty belt and hands it to Jack. He grins and follows suit.

Jack tries a number of DOORS and IRON GATES along the way, finding them all locked.

CUT TO:

197 EXT. BOAT DECK

ON THE BOAT DECK, the action has moved to the aft group of boats, numbers 9, 11, 13 and 15 on the starboard side, and 10, 12, 14 and 16 on the port side. The pace of work is more frantic. You see crew and officers running now to work the davits, their previous complacency gone.

CAL pushes through the crowd, scanning for Rose. Around him is chaos and confusion. A woman is calling for a child who has become seperated from the crowd. A man is shouting over people's heads. A woman takes hold of Second Officer Lightoller's arm as he is about to launch Boat 10.

WOMAN

Will you hold the boat a moment? I have to run back to my room for something--

Lightoller grabs her and shoves her bodily into the boat. Thomas Andrews rushes up to him just then.

ANDREWS

Why are the boats being launched half full?!

Lightoller steps past him, helping a seaman clear a snarled fall.

LIGHTOLLER

Not now, Mr. Andrews.

ANDREWS

(pointing down at the water)

There, look... twenty or so in a boat built for sixty five. And I saw one boat with only twelve. Twelve!

LIGHTOLLER

Well... we were not sure of the weight--

ANDREWS

Rubbish! They were tested in Belfast with the weight of 70 men. Now fill these boats, Mr. Lightoller. For God's sake, man!

The shot HANDS OFF to Cal, who sees Lovejoy hurrying toward him through the

aisle connecting the port and starboard sides of the boat deck.

LOVEJOY

She's not on the starboard side either.

CAL

We're running out of time. And this strutting martinet...

(indicating Lightoller)

...isn't letting any men in at all.

LOVEJOY

The one on the other side is letting men in.

CAL

Then that's our play. But we're still going to need some insurance.

(he starts off forward)

Come on.

Cal charges off, heading forward, followed by Lovejoy. The SHOT HANDS OFF

to a finely dressed elderly couple, IDA and ISADOR STRAUSS.

ISADOR

Please, Ida, get into the boat.

IDA

No. We've been together for forty years, and where

(MORE)

IDA (CONT'D)

you go, I go. Don't argue with me, Isador, you know it does no good.

He looks at her with sadness and great love. They embrace gently.

LIGHTOLLER

Lower away!!

CUT TO:

198 EXT. BRIDGE / FORWARD WELL DECK / FOC'SLE

AT THE BOW... the place where Jack and Rose first kissed... the bow railing

goes under water water. Water swirls around the captsans and windlasses on the foc'sle deck.

Smith strides to the bridge rail and looks down at the well deck. Water is shipped over the sides and the well deck is awash. Two men run across the deck, their feet sending up spray. Behind Smith, Boxhall fires another rocket. WHOOSH!

CUT TO:

199 OMITTED

200 OMITTED

201 INT. E-DECK CORRIDORS AND STAIRWELL

Fabrizio, standing with Helga Dahl and her family, hears Jack's voice.

JACK

Fabrizio! Fabri!

Fabrizio turns and sees Jack and Rose pushing through the crowd. He and Jack hug like brothers.

FABRIZIO

The boats are all going.

JACK

We gotta get up there or we're gonna be gargling saltwater. Where's Tommy?

Fabrizio points over the heads of the solidly packed crowd to the stairwell.

Tommy has his hands on the bars of the steel gate which blocks the head of the stairwell. The crew open the gate a foot or so and a few women are squeezing through.

STEWARD #2

Women only. No men. No men!!

But some terrified men, not understanding English, try to rush through the gap, forcing the gate open. The crewmen and stewards push them back, shoving and punching them.

STEWARD #2

Get back! Get back you lot!

(to the crewmen)

Lock it!!

They struggle to get the gate closed again, while Steward #2 brandishes a small revolver. Another holds a fire axe. They lock the gate, and a cry goes up among the crowd, who surge forward, pounding against the steel and shouting in several languages.

TOMMY

For the love of God, man, there are children down here! Let us up, so we can have a chance!

But the crewmen are scared now. They have let the situation get out of hand, and now they have a mob. Tommy gives up and pushes his way back through the crowd, going down the stairs. He rejoins Jack, Rose and Fabrizio.

TOMMY

It's hopeless that way.

JACK

Well, whatever we're goin' to do, we better do it fast.

Fabrizio turns to Helga, praying he can make himself understood.

FABRIZIO

(with a lot of hand gestures)

Everyone... all of you... come with me now. We go to the boats. We go to the boats. Capito? Come now!

They can't understand what he's saying. They can see his urgency, but OLUF DAHL, the patriarch of the family, shakes his head. He will not panic, and will not let his family go with this boy. Fabrizio turns to Helga.

FABRIZIO

Helga... per favore... please... come with me, I am lucky. Is my destiny to go to America.

She kisses him, then steps back to be with her family. Jack lays a hand on his shoulder, his eyes saying "Let's go".

FABRIZIO

I will never forget you.

He turns to Jack, who leads the way out of the crowd. Looking back Fabrizio sees her face disappear into the crowd.

CUT TO:

202 OMITTED

203 OMITTED

204 INT. CAL AND ROSE'S SUITE

CLUNK! Cal opens his safe and reaches inside. As Lovejoy watches, he pulls out two stacks of bills, still banded by bank wrappers. Then he takes out "Heart of the Ocean", putting it in the pocket of his overcoat, and locks the safe.

CAL

(holding up stacks of bills)

I make my own luck.

LOVEJOY

(putting the .45 in his waistband)

So do I.

Cal grins, putting the money in his pocket as they go out.

CUT TO:

205 INT. STEERAGE, AFT

Jack, Rose, Fabrizio and Tommy are lost, searching for a way out. They push past confused passengers... past a mother changing her baby's diaper on top of an upturned steamer trunk... past a woman arguing heatedly with a man in Serbo-Croatian, a wailing child next to them... past a man kneeling to console a woman who is just sitting on the floor, sobbing... and past another man with an English/Arabic dictionary, trying to figure out what the signs mean, while his wife and children wait patiently.

Jack et al come upon a narrow stairwell and they go up two decks before they are stopped by a small group pressed up against a steel gate. The steerage men are yelling at a scared STEWARD.

STEWARD

Go to the main stairwell, with everyone else. It'll all get sorted out there.

Jack takes one look at this scene and finally just loses it.

JACK

God damn it to Hell son of a bitch!!

He grabs one end of a bench bolted to the floor on the landing. He starts

pulling on it, and Tommy and Fabrizio pitch in until the bolts shear and it breaks free. Rose figures out what they are doing and clears a path up the stairs between the waiting people.

ROSE

Move aside! Quickly, move aside!

Jack and Tommy run up the steps with the bench and RAM IT INTO THE GATE with all their strength. It rips loose from its track and falls outward, narrowly missing the steward. Led by Jack, the crowd surges though. Rose steps up to the cowering steward and says in her most imperious tone:

ROSE

If you have any intention of keeping your pathetic job

(MORE)

ROSE (CONT'D)

with the White Star Line, I suggest you escort these good people to the boat deck... now.

Class wins out. He nods dumbly motions for them to follow.

CUT TO:

206 EXT. BOAT 6 / TITANIC - NIGHT

Ruth rows with Molly Brown, two other women and the incompetent sailors.

She rests on her oars, exhausted, and looks back at the ship.

It slants down into the water, still ablaze with light. Nothing is above water forward of the bridge except for the foremast. Another rocket goes off, lighting up the entire area... there are a dozen boats moving outward from the ship.

207 AT THE BOAT DECK RAIL Captain Smith is shouting to Boat 6 through a large metal megaphone.

SMITH

Come back! Come back to the ship!

CHIEF OFFICER WILDE joins him, blowing his silver whistle.

208 FROM BOAT 6 the whistle comes shrilly across the water. Quartermaster Hitchins grips the rudder in fear.

HITCHINS

The suction will pull us right down if we don't keep going.

MOLLY

We got room for lots more. I say we go back.

HITCHINS

No! It's our lives now, not theirs. And I'm in charge of this boat! Now
row!!

209 CAPTAIN SMITH, at the rail of the boat deck, lowers his megaphone
slowly

SMITH

The fools.

CUT TO:

210 INT. A-DECK FOYER

As Cal and Lovejoy cross the foyer encounter Benjamin Guggenheim and his
valet, both dressed in white tie, tail-coats and top hats.

CAL

Ben, what's the occasion?

GUGGENHEIM

We have dressed in our best and are prepared to go down like gentlemen.

CAL

That's admirable, Ben.

(walking on)

I'll sure and tell your wife... when I get to New York.

CUT TO:

211 INT. FIRST CLASS SMOKING ROOM

There are still two cardgames in progress. The room is quiet and civilized.

A silver serving cart, holding a large humidor, begins to roll slowly across the room. One of the cardplayers takes a cigar from it as it rolls by.

CARDPLAYER

It seems we've been dealt a bad hand this time.

CUT TO:

212 EXT. / INT. A-DECK PROMENADE

Cal and Lovejoy are walking aft with a purposeful stride. They pass CHIEF BAKER JOHGHIN, who is working up a sweat tossing deck chairs over the rail. After they go by, Joughin takes a break and pulls a bottle of scotch from a pocket, opening it. He drains it, and tosses it over the side too, then stands there a little unsteadily.

CUT TO:

213 EXT. BOAT DECK AND A-DECK, AFT

PANIC IS SETTING IN around the remaining boats aft. The crowd here is now a mix of all three classes. Officers repeatedly warn men back from the boats. The crowd presses in closer.

Seamen SCAROTT brandishes the tiller of boat 14 to discourage a close press of men who look ready to rush the boat. Several men break ranks and rush forward.

Lightoller pulls out his Webley revolver and aims it at them.

LIGHTOLLER

Get back! Keep order!

The men back down. Fifth Officer Lowe standing in the boat, yells to the

crew.

LOWE

Lower away left and right!

Lightoller turns away from the crowd and, out of their sight, breaks his pistol open. Letting out a long breath, he starts to LOAD IT.

CUT TO:

214 EXT. BOAT DECK, STARBOARD SIDE, AFT

Cal and Lovejoy arrive in time to see Murdoch lowering his last boat.

CAL

We're too late.

LOVEJOY

There are still some boats forward. Stay with this one... Murdoch. He seems to be quite... practical.

215 IN THE WATER BELOW there is another panic. Boat 13, already in the water but still attached to its falls, is pushed aft by the discharge water being pumped out of the ship. It winds up directly under boat 15, which is

coming down on top of it.

The passengers shout in panic to the crew above to stop lowering. They are ignored. Some men put their hands up, trying futilely to keep the 5 tons of boat 15 from crushing them.

Fred Barrett, the stoker, gets out his knife and leaps to the after falls, climbing rudely over people. He cuts the aft falls while another crewman cuts the forward lines. 13 drifts out from beneath 15 just seconds before it touches the water with a slap.

Cal, looking down from the rail hears GUNSHOTS--

CUT TO:

216 EXT. BOAT DECK / A-DECK, PORT, AFT

Fifth Officer Lowe, in Boat 14 is firing his gun as a warning to a bunch of men threatening to jump into the boat as it passes the open promenade on A-Deck.

LOWE

Stay back you lot!

BLAM! BLAM!

CUT TO:

217 EXT. BOAT DECK, STARBOARD, AFT

The shots echo away.

CAL

It's starting to fall apart. We don't have much time.

Cal sees three dogs run by, including the black French bulldog. Someone has released the pets from the kennels.

Cal sees Murdoch turn from the davits of boat 15 and start walking toward the bow. He catches up and falls in beside him.

CAL

Mr. Murdoch, I'm a businessman, as you know, and I have a business proposition for you.

CUT TO:

218 OMITTED

219 EXT. BOAT DECK, PORT

Jack, Rose et al burst out onto the boat deck from the crew stairs just aft of the third funnel. They look at the empty davits.

ROSE

The boats are gone!

She sees Colonel Gracie chugging forward along the deck, escorting two first class ladies.

ROSE

Colonel! Are there any boats left?

GRACIE

(staring at her bedraggled state)

Yes, miss... there are still a couple of boats all the way forward. This way, I'll lead you!

Jack grabs her hand and they sprint past Gracie, with Tommy and Fabrizio close behind.

ANGLE ON THE BAND... incredibly they are still playing. Jack, Rose and the others run by.

TOMMY

Music to drown by. Now I know I'm in First Class.

CUT TO:

220 EXT. BOAT DECK, STARBOARD, FORWARD

Water pours like a spillway over the forward railing on B-Deck. CAMERA
SWEEPS UP past A-Deck to the Boat Deck where Murdoch and his team are
loading Collapsible Car the forward-most davits.

NOTE: There are four so-called collapsibles, or Engelhardts boats,
including two which are stored on the roof of the officer's quarters.

The crowd is sparse, with most people still aft. Cal slips his hand out of
the pocket of his overcoat and into the waist pocket of Murdoch's
greatcoat, leaving the stacks of bills there.

CAL

So we have an understanding then?

MURDOCH

(nodding curtly)

As you've said.

Cal, satisfied, steps back. He finds himself waiting next to J. Bruce

Ismay. Ismay does not meet his eyes, nor anyone's. Lovejoy come sup to Cal at that moment.

LOVEJOY

I've found her. She's just over on the port side. With him.

MURDOCH

Women and children? Any more women and children?

(glancing at Cal)

Any one else, then?

Cal looks longingly at his boat... his moment has arrived.

CAL

God damn it to hell! Come on.

He and Lovejoy head for the port side, taking a short-cut through the bridge.

Bruce Ismay, seeing his opportunity, steps quickly into Collapsible C. He stares straight ahead, not meeting Murdoch's eyes.

MURDOCH

(staring at Ismay)

Take them down.

CUT TO:

221 EXT. BOAT DECK / PORT SIDE - NIGHT

ON THE PORT SIDE Lightoller is getting people into Boat 2. He keeps his pistol in his hand at this point. Twenty feet below them the sea is pouring into the doors and windows of B deck staterooms. They can hear the roar of water cascading into the ship.

LIGHTOLLER

Women and children, please. Women and children only. Step back, sir.

Even with Jack's arms wrapped around her, Rose is shivering in the cold.

Near her a WOMAN with TWO YOUNG DAUGHTERS looks into the eyes of a HUSBAND she knows she may not see again

HUSBAND

Goodbye for a little while... only for a little while.

(to his two little girls)

Go with mummy.

The woman stumbles to the boat with the children, hiding her tears from them. Beneath the false good cheer, the man is choked with emotion.

HUSBAND

Hold mummy's hand and be a good girl. That's right.

Some of the women are stoic, others are overwhelmed by emotion and have to be helped into the boats. A MAN scribbles a note and hands it to a woman who is about to board.

MAN

Please get this to my wife in DeMoines, Iowa.

Jack looks at Tommy and Fabrizio.

JACK

You better check out the other side.

They nod and run off, searching for a way around the deckhouse.

ROSE

I'm not going without you.

JACK

Get in the boat, Rose.

Cal walks up just then.

CAL

Yes. Get in the boat, Rose.

She is shocked to see him. She steps instinctively to Jack. Cal looks at her, standing there shivering in her wet slip and stockings, a shocking display in 1912.

CAL

My God, look at you.

(taking off his coat)

Here, put this on.

She numbly shrugs into it. He is doing it for modesty, not the cold.

LIGHTOLLER

Quickly, ladies. Step into the boat. Hurry, please!

JACK

Go on. I'll get the next one.

ROSE

No. Not without you!

She doesn't even care that Cal is standing right there. He sees the emotion between Jack and Rose and his jaw clenches. But then he leans close to her and says...

CAL

(low)

There are boats on the other side that are allowing men in. Jack and I can get off safely. Both of us.

JACK

(he smiles reassuringly)

I'll be alright. Hurry up so we can get going... we got our own boat to catch.

CAL

Get in... hurry up, it's almost full.

Lightoller grabs her arm and pulls her toward the boat. She reaches out for Jack and her fingers brush his for a moment. Then she finds herself stepping down into the boat. It's all a rush and blur.

LIGHTOLLER

Lower away!

The two men watch at the rail as the boat begins to descend.

CAL

(low)

You're a good liar.

JACK

Almost as good as you.

CAL

I always win, Jack. One way or another.

(looks at him, smiling)

Pity I didn't keep that drawing. It's going to be worth a lot more by morning.

Jack knows he is screwed. He looks down at Rose, not wanting to waste a second of his last view of her.

222 ROSE'S PERCEPTION... IN SLOW MOTION: The ropes going through the pulleys as the seamen start to lower. All sound going away... Lightoller giving orders, his lips moving... but Rose hears only the blood pounding in her ears... this cannot be happening... a rocket bursts above in slow-motion, outlining Jack in a halo of light... Rose's hair blowing in slow motion as she gazes up at him, descending away from him... she sees his hand trembling, the tears at the corners of his eyes, and cannot believe the unbearable pain she is feeling...

Rose is still staring up, tears pouring down her face.

SUDDENLY SHE IS MOVING. She lunges across the women next to her. Reaches the gunwale, climbing it...

Hurls herself out of the boat to the rail of the A-Deck promenade, catching it, and scrambling over the rail. The Boat 2 continues down. But Rose is back on Titanic.

JACK

No Rose! NOOOO!!

Jack spins from the rail, running for the nearest way down to A-Deck.

Hockley too has seen her jump. She is willing to die for this man, this gutter scum. He is overwhelmed by a rage so all consuming it eclipses all thought.

CUT TO:

223 INT. GRAND STAIRCASE

TRACKING WITH JACK as he bangs through the doors to the foyer and sprints down the stairs. He sees her coming into A-deck foyer, running toward him, Cal's long coat flying out behind her as she runs.

They meet at the bottom of the stairs, and collide in an embrace.

JACK

Rose, Rose, you're so stupid, you're such an idiot--

And all the while he's kissing her and holding her as tight as he can.

ROSE

You jump, I jump, right?

JACK

Right.

Hockley comes in and runs to the railing. Looking down he sees them locked in their embrace. Lovejoy comes up behind Cal and puts a restraining HAND on him, but Cal whips around, grabbing the pistol from Lovejoy's waistband in one cobra-fast move.

He RUNS along the rail and down the stairs. As he reaches the landing above them he raises the gun. SCREAMING in rage, he FIRES.

The carved cherub at the foot of the center railing EXPLODES. Jack pulls Rose toward the stairs going down to the next deck. Cal fires again, running down the steps toward them. A bullet blows a divet out of the oak panelling behind Jack's head as he pulls Rose down the next flight of stairs.

Hockley steps on the skittering head of the cherub statue and goes sprawling. The gun clatters across the marble floor. He gets up, and reeling drunkenly goes over to retrieve it.

CUT TO:

224 INT. D-DECK RECEPTION ROOM

The bottom of the grand staircase is flooded several feet deep. Jack and Rose come down the stairs two at a time and run straight into the water, fording across the room to where the floor slopes up, until they reach dry footing at the entrance to the dining saloon.

STEADICAM WITH HOCKLEY as he reels down the stairs in time to see Jack and Rose splashing through the water toward the dining saloon. He FIRES twice. Big gouts of spray near them, but he's not a great shot.

The water boils up around his feet and he retreats up the stairs a couple of steps. Around him the woodwork groans and creaks.

CAL

(calling to them)

Enjoy your time together!!

Lovejoy arrives next to him. Cal suddenly remembers something and starts to laugh.

LOVEJOY

What could possible be funny?

CAL

I put the diamond in my coat pocket. And I put my coat... on her.

He turns to Lovejoy with a sickly expression, his eyes glittering.

CAL

I give it to you... if you can get it.

He hands Lovejoy the pistol and goes back up the stairs. Lovejoy thinks about it... then slogs into the water. The icewater is up to his waist as he crosses the pool into the dining saloon.

CUT TO:

225 INT. DINING SALOON

Lovejoy moves among the tables and ornate columns, searching... listening... his eyes tracking rapidly. It is a sea of tables, and they

could be anywhere. A silver serving trolley rolls downhill, bumping into tables and pillars.

He glances behind him. The water is following him into the room, advancing in a hundred foot wide tide. The reception room is now a roiling lake, and the grand staircase is submerged past the first landing. Monstrous groans echo through the ship.

ON JACK AND ROSE, crouched behind a table, somewhere in the middle. They see the water advancing toward them, swirling over the floor. They crawl ahead of it to the next row of tables.

JACK

(whispering)

Stay here.

He moves off as--

Lovejoy moves over one row and looks along the tables. Nothing.

The ship GROANS and CREAKS. He moves another row.

ANGLE ON A METAL CART... five feet tall and full of stacks of china dishes.

It starts to roll down the aisle between tables.

ON ROSE as the cart rolls toward her. It hits a table and the stacks of dishes topple out, EXPLODING across the floor and showering her.

She scrambles out of the way and--

Lovejoy spins, seeing her. He moves rapidly toward her, keeping the gun aimed--

That's when Jack tackles him from the side. They slam together into a table, crashing over it, and toppling to the floor. They land in the water which is flowing rapidly between the tables.

Jack and Lovejoy grapple in the icy water. Jack jams his knee down on Lovejoy's hand, breaking his grip on the pistol, and kicks it away. Lovejoy scrambles up and lunges at him, but Jack GUTPUCHES him right in the solar plexus, doubling him over.

JACK

Compliments of the Chippewa Falls Dawsons.

He grabs Lovejoy and slams him into an ornate column. Lovejoy drops to the floor with a splash, stunned.

JACK

Let's go.

Jack and Rose run aft... uphill... entering the galley. Behind them the tables have become islands in a lake... and the far end of the room is flooded up to the ceiling.

Lovejoy gets up and looks around for his gun. He pulls it up out of the water and wades after them.

CUT TO:

226 INT. GALLEY / STAIRWELL

They run through the galley and Rose spots the stairs. She starts up and Jack grabs her hand. He leads her DOWN.

They crouch together on the landing as Lovejoy runs to the stairs. Assuming they have gone up (who wouldn't?) he climbs up them two at a time.

They wait for the footstep to recede. A long CREAKING GROAN. Then they hear it... a CRYING CHILD. Below them. They go down a few steps to look along the next deck.

CUT TO:

227 INT. E-DECK CORRIDORS

The corridor is awash, about a foot deep. Standing against the wall, about

50 feet away, is a little BOY, about 3. The water swirls around his legs and he is wailing.

ROSE

We can't leave him.

Jack nods and they leave the promise of escape up the stairwell to run to the child. Jack scoops up the kid and they run back to the stairs but--

A torrent of water comes pouring down the stairs like rapids. In seconds it is too powerful for them to go against.

JACK

Come on.

Charging the other way down the flooding corridor, they blast up spray with each footstep. At the end of the hall are heavy double doors. As Jack approaches them he sees water spraying through the gap between the doors right up to the ceiling. The doors groan and start to crack under the tons of pressure.

JACK

Back! Go back!!

Rose pivots and runs back the way they came, taking a turn into a cross-corridor. A MAN is coming the other way. He sees the boy in Jack's arms and cries out, grabbing him away from Jack. Starts cursing him in Russian. He runs on with the boy--

ROSE

No! Not that way! Come back!

228 DOUBLE DOORS BLAST OPEN. A wall of water thunders into the corridor. The father and child DISAPPEAR instantly.

Jack and Rose run as a wave blasts around the corner, foaming from floor to ceiling. It gains on them like a locomotive. They make it to a stairway going up.

CUT TO:

229 INT. STAIRWELL

Jack and Rose pound up the steps as white water swirls up behind them. PULL BACK to reveal that a steel gate blocks the top of the stairs. Jack SLAMS against the fate, gripping the bars.

A terrified steward standing guard on the landing above turns to run at the sight of the water thundering up the stairs.

JACK

Wait! Wait! Help us! Unlock the gate.

The steward runs on. The water wells up around Jack and Rose, pouring through the gate and slamming them against it. In seconds it is up to their waist.

ROSE

Help us! Please!

The steward stops and looks back. He sees Jack and Rose at the gate, their arms reaching through... sees the water POURING through the gate onto the landing.

STEWARD

Fucking 'ell!

He runs back, slogging against the current. He pulls a key ring from his belt and struggles to unlock the padlock as the water fountains up around them.

The lights short out and the landing is plunged into darkness.

The water rises over the lock and he's doing it by feel.

JACK

Come on! Come on!

Jack and Rose are right up against the ceiling...

Suddenly the gate gives and SWINGS OPEN. They are pushing through by the force of the water. They make it to stairs on the other side of the landing and follow the steward up to the next deck.

CUT TO:

230 EXT. BOAT DECK, STARBOARD SIDE

Cal comes reeling out of the first class entrance, looking wild-eyed. The lurches down the deck toward the bridge. Waltz music wafts over the ship. Somewhere the band is still playing.

CAL'S POV: A little girl, maybe two years old, is crying along in the alcove. She looks up at Cal beseechingly. Cal moves on without a glance back... reaching a large crowd clustered around COLLAPSIBLE A just aft of the bridge. He sees Murdoch and a number of crewmen struggling to drag the boat to the davits, with no luck.

Cal pushes forward, trying to signal Murdoch, but the officer ignores him.

Nearby Tommy and Fabrizio are being pushed forward by the crowd behind.

PURSER MCELROY pushes them back, getting a couple of seamen to help him. He brandishes his gun, waving it in the air, yelling for the crowd to stay back.

CUT TO:

231 EXT. BOAT DECK, PORT SIDE / ROOF OF OFFICERS' QUARTERS

Lightoller, with a group of crew and passengers, is trying to get Collapsible B down from the roof. They slide it down a pair of oars leaned against the deck house.

LIGHTOLLER

Hold it! Hold it!

The weight of the boat snaps the oars and it crashes to the deck, upside down. The two Swedish cousins, OLAUS and BJORN GUNERSEN, jump back as the boat nearly hits them.

CUT TO:

232 OMITTED

233 INT. STAIRWELL

Jack and Rose run up seemingly endless stairs as the ship groans and

torgues around them.

CUT TO:

234 EXT. BOAT DECK, STARBOARD SIDE

Murdoch, at Collapsible A, is no longer in control. The crowd is threatening to rush the boat. They push and jostle, yelling and shouting at the officers. The pressure from behind pushes them forward, and one guy falls off the edge of the deck into the water less than ten feet below.

TOMMY

Give us a chance to live, you limey bastards!

Murdoch fires his Webley twice in the air, then point it at the crowd.

MURDOCH

I'll shoot any man who tries to get past me.

Cal steps up to him.

CAL

We had a deal, damn you.

Murdoch pushes him back, pointing the pistol at Cal.

MURDOCH

Get back!

A man next to Tommy rushes forward, and Tommy is shoved from behind.

Murdoch SHOOTS the first man, and seeing Tommy coming forward, puts a bullet into his chest.

Tommy collapses, and Fabrizio grabs him, holding him in his arms as his life flows out over the deck.

Murdoch turns to his men and salutes smartly. Then he puts the pistol to his temple and... BLAM! He drops like a puppet with the strings cut and topples over the edge of the boat deck into the water only a few feet below.

Cal stares in horror at Murdoch's body bobbing in the black water. The MONEY FLOATS out of the pocket of his greatcoat, the bills spreading across the surface.

The crew rush to get the last few women aboard the boat.

PURSER MCELROY

(calling above the confusion)

Any more women or children?!

THE CHILD crying in the alcove. Cal scoops her up and runs forward, cradling her in his arms.

CAL

(forcing his way through the crowd)

Here's a child! I've got a child!

CAL (CONT'D)

(to McElroy)

Please... I'm all she has in the world.

McElroy nods curtly and pushes him into the boat. He spins with his gun, brandishing it in the air to keep the other men back. Cal gets into the boat, holding the little girl. He takes a seat with the women.

CAL

There, there.

CUT TO:

235 INT. FIRST CLASS SMOKE ROOM

Thomas Andrews stands in front of the fireplace, staring at the large painting above the mantle. The fire is still going in the fireplace.

The room is empty except for Andrews. An ashtray falls off the table.

Behind him Jack and Rose run into the room, out of breath and soaked. They run through, toward the aft revolving door... then Rose recognizes him. She sees that his lifebelt is off, lying on a table.

ROSE

Won't you even make a try for it, Mr. Andrews?

ANDREWS

(a tear rolls down his cheek)

I'm sorry that I didn't build you a stronger ship, young Rose.

JACK

(to her)

It's going fast... we've got to keep moving.

Andrews picks up his lifebelt and hands it to her.

ANDREWS

Good luck to you, Rose.

ROSE

(hugging him)

And to you, Mr. Andrews.

Jack pulls her away and they run through the revolving door.

CUT TO:

236 EXT. BOAT DECK AND VARIOUS LOCATIONS

The band finishes the waltz. Wallace Hartley looks at the orchestra members.

HARTLEY

Right, that's it then.

They leave him, walking forward along the deck. Hartley puts his violin to his chin and bows the first notes of "Nearer My God to Thee". One by one

the band members turn, hearing the lonely melody.

Without a word they walk back and take their places. They join in with Hartley, filling out the sound so that it reaches all over the ship on this still night. The vocalist begins: "If in my dreams I be, nearer my God to thee..."

THE HYMN PLAYS OVER THE FOLLOWING SEQUENCE:

237 A seaman pulls off his lifebelt and catches up to Captain Smith as he walks to the bridge. He proffers it, but Smith seems to stare through him. Without a word he turns and goes onto the bridge. He enters the enclosed WHEELHOUSE and closes the door. He is alone, surrounded by the gleaming brass instruments. He seems to inwardly collapse.

238 IN THE FIRST CLASS SMOKING ROOM Andrews stands like a statue. He pulls out his pocketwatch and checks the time. Then he opens the face of the mantle clock and adjusts it to the correct time: 2:12 a.m. Everything must be correct.

239 IN CAL'S PARLOUR SUITE water swirls in from the private promenade deck. Rose's paintings are submerged. The Picasso transforms under the water's surface. Degas' colors run. Monet's water lilies come to life.

240 DOWNANGLE on the two figures lying side by side, fully clothed, on a bed in a FIRST CLASS CABIN. Elderly Ida and Isador Strauss stare at the ceiling, holding hands like young lovers. Water pours into the room through

a doorway. It swirls around the bed, two feet deep rising fast.

241 IN A STEERAGE CABIN somewhere in the bowels of the ship, the young IRISH MOTHER, seen earlier stoically waiting at the stairs, is tucking her two young children into bed. She pulls up the covers, making sure they are all warm and cozy. She lies down with them on the bed, speaking soothingly and holding them.

CUT TO:

EXT. BOAT DECK / BRIDGE

242 IN A WIDE SHOT we see a wave travel up the boat deck as the bridge house sinks into the water.

243 ON THE PORT SIDE Collapsible B is picked up by water. Working frantically, the men try to detach it from the falls so the ship won't drag it under. Colonel Gracie hands Lightoller a pocket knife and he saws furiously at the ropes as the water swirls around his legs. The boat, still upside down, is swept off the ship. Men start diving in, swimming to stay with it.

244 IN COLLAPSIBLE A Cal sits next to the wailing child, whom he has completely forgotten. He watches the water rising around the men as they work, scrambling to get the ropes cut so the ship won't drag the collapsible under.

Fabrizio removes the lifebelt from Tommy's body and struggles to put it on as the water rises around him.

245 CAPTAIN SMITH, standing near the wheel, watches the black water climbing the windows of the enclosed wheelhouse. He has the stricken expression of a damned sould on Judgment Day. The windows burst suddenly and a wall of water edged with shards of glass slams into Smith. He disappears in a vortex of foam.

246 Collapsible A is hit by a wave as the bow plunges suddenly. It partially swamps the boat, washing it along the deck. Over a hundred passengers are plunged into the freezing water and the area around the boat becomes a frenzy of splashing, screaming people.

As men are trying to climb into the callapsible, Cal grabs an oar and pushes them back into the water.

CAL

Get back! You'll swamp us!

Fabrizio, swimming for his life, gets swirled under a davit. The ropes and pulleys tangle around him as the davit goes under the water, and he is dragged down. Underwater he struggles to free himself, and then kicks back to the surface. He surfaces, gasping for air in the freezing water.

247 WALLACE HARTLEY sees the water rolling rapidly up the deck toward them.

He holds the last note of the hymn in a sustain, and then lowers his violin.

HARTLEY

Gentlemen, it has been a privilege playing with you tonight.

CUT TO:

248 EXT. A-DECK AFT, PORT SIDE

Jack and Rose run out of the PALM COURT into a dense crowd. Jack pushes his way to the rail and looks at the state of the ship. The bridge is under water and there is chaos on deck. Jack helps her put her lifebelt on. People stream around them, shouting and pushing.

JACK

Okay... we keep moving aft. We have to stay on the ship as long as possible.

They push their way aft through the panicking crowd.

CUT TO:

249 EXT. FORWARD FUNNEL

Collapsible A is whirled like a leaf in the currents around the sinking ship. It slams against the side of the forward funnel.

CAL

(to the crew in the boat)

Row! Row you bastards!!

250 NEARBY: Fabrizio is drawn up against the grating of a STOKESHOLD VENT as water pours through it. The force of tons of water roaring down the ship traps him against it, and he is dragged down under the surface as the ship sinks. He struggles to free himself but cannot.

Suddenly there is a concussion deep in the bowels of the ship as a furnace explodes and a blast of hot air belches out of the ventilator, ejecting Fabrizio. He surfaces in a roar of foam and keeps swimming.

CUT TO:

251 EXT. A-DECK / B-DECK / WELL DECK, AFT

Jack and Rose clamber over the A-Deck aft rail. Then, using all his strength, he lowers her toward the deck below, holding on with one hand. She dangles, then falls. Jack jumps down behind her.

They join a crush of people literally clawing and scrambling over each

other to get down the narrow stairs to the well deck... the only way aft.

Seeing that the stairs are impossible, Jack climbs over the B-Deck railing and helps Rose over. He lowers her again, and she falls in a heap. Baker Joughin, now three sheets to the wind, happens to be next to her. He hauls Rose to her feet. Jack drops down and the three of them push through the crowd across the well deck. Near them, at the rail, people are jumping into the water.

The ship GROANS and SHUDDERS. The man ahead of Jack is walking like a zombie.

MAN

Yeah, though I walk through the valley of the shadow of death--

JACK

You wanna walk a little faster through that valley, fella?

CUT TO:

252 EXT. FORWARD FUNNEL

The stay cables along the top of the funnel snap, and they lash like steel whips down into the water. Cal watches as the funnel topples from its mounts. Falling like a temple pillar twenty eight feet across it whumps

into the water with a tremendous splash. People swimming underneath it disappear in an instant.

Fabrizio, a few feet away, is hurled back by a huge wave. He comes up, gasping... still swimming. The water pouring into the open end of the funnel draws in several swimmers. The funnel sinks, disappearing, but--

Hundreds of tons of water pour down through the 30 foot hole where the funnel stood, thundering down into the belly of the ship. A whirlpool forms, a hole in the ocean, like at enormous toilet-flush. T. W. McCauley, the gym instructor swims in a frenzy as the vortex draws him in. He is sucked down like a spider going down a drain.

Fabrizio, nearby, swims like Hell as more people are sucked down behind him. He manages to get clear. He's going to live no matter what it takes.

CUT TO:

253 INT. BOAT DECK FOYER / GRAND STAIRCASE

Water roars through the doors and windows, cascading down the stairs like a rapids. John Jacob Astor is swept down the marble steps to A-Deck, which is already flooded... a roiling vortex. He grabs the headless cherub at the bottom of the staircase and wraps his arms around it.

Astor looks up in time to see the 30 foot glass dome overhead EXPLODE INWARD with the wave of water washing over it. A Niagara of sea water

thunders down into the room, blasting through the first class opulence. IT
is the Armageddon of elegance.

CUT TO:

254 OMITTED

255 INT. BELOWDECKS

The flooding is horrific. Walls and doors are splintered like kindling.

Water roars down corridors with pile-driver force.

The CARTMELL FAMILY is at the top of a stairwell, jammed against a locked
gate like Jack and Rose were. Water boils up the stairwell behind them.

Bert Cartmell shakes the gate futilely, shouting for help. Little Cora
wails as the water boils up around them all.

CUT TO:

256 EXT. STERN

Rose and Jack struggle to climb the well deck stairs as the ship tilts.

Drunk Baker Joughin puts a hand squarely on Rose's butt and shoves her up
onto the deck.

JOUGHIN

Sorry, miss!

Hundreds of people are already on the poop deck, and more are pouring up every second. Jack and Rose cling together as they struggle across the tilting deck.

257 As the bow goes down, the STERN RISES. IN BOAT 2, which is just off the stern, passengers gape as the giant bronze propellers rise out of the water like gods of the deep, FILLING FRAME behind them.

People are JUMPING from the well deck, the poop deck, the gangway doors. Some hit debris in the water and are hurt or killed.

258 OMITTED

259 OMITTED

260 EXT. STERN

ON THE POOP DECK Jack and Rose struggle aft as the angle increases. Hundreds of passengers, clinging to every fixed object on deck, huddle on their knees around FATHER BYLES, who has his voice raised in prayer. They are praying, sobbing, or just staring at nothing, their minds blank with dread.

Pulling himself from handhold to handhold, Jack tugs Rose aft along the deck.

JACK

Come on, Rose. We can't expect God to do all the work for us.

They struggle on, pushing through the praying people. A MAN loses his footing ahead and slides toward them. Jack helps him.

261 THE PROPELLERS are twenty feet above the water and rising faster.

262 JACK AND ROSE make it to the stern rail, right at the base of the flagpole. They grip the rail, jammed in between other people. It is the spot where Jack pulled her back onto the ship, just two night... and a lifetime... ago.

Above the wailing and sobbing, Father Byles' voice carries, cracking with emotion.

FATHER BYLES

...and I saw new heavens and a new earth. The former heavens and the former earth had passed away and the sea was no longer.

The lights flicker, threatening to go out. Rose grips Jack as the stern rises into a night sky ablaze with stars.

FATHER BYLES

I also saw a new Jerusalem, the holy city coming down out of heaven from God, beautiful as a bride prepared to meet her husband. I heard a loud voice from the throne ring out this is God's dwelling among men. He shall dwell with them and they shall be his people and He shall be their God who is always with them.

Rose stares about her at the faces of the doomed. Near them are the DAHL FAMILY, clinging together stoically. Helga looks at her briefly, and her eyes are infinitely sad.

Rose sees a young mother next to her, clutching her five year old son, who is crying in terror.

MOTHER

Shhh. Don't cry. It'll be over soon, darling. It'll all be over soon.

FATHER BYLES

He shall wipe every tear from their eyes. And there shall be no more death or mourning, crying out or pain, for the former world has passed away.

CUT TO:

INT. SHIP-- VARIOUS

As the ship tilts further everything not bolted down inside shifts.

263 CUPBOARDS burst open in the pantry showering the floor with tons of china. A PIANO slides across the floor, crashing into a wall. FURNITURE tumbles across the Smoking Room floor.

264 ON THE A-DECK PROMENADE passengers lose their grip and slide down the wooden deck like a bobsled run, hundreds of feet before they hit the water. TRUDY BOLT, Rose's maid, slips as she struggles along the railing and slides away screaming.

265 AT THE STERN the propellers are 100 feet out of the water and rising. Panicking people leap from the poop deck rail, fall screaming and hit the water like mortar rounds. A man falls from the poop deck, hitting the bronze hub of the starboard propeller with a sickening smack.

266 SWIMMERS LOOK UP and see the stern towering over them like a monolith, the propellers rising against the stars. 110 feet. 120.

267 AT THE STERN RAIL a man jumps. IN HIS POV we fall seemingly forever, right past one of the giant screws. The water rushes up--

CUT TO:

EXT. TITANIC / BOAT 6

268 TRACKING SLOWLY IN on Ruth as the sounds of the dying ship and the

screaming people come across the water.

269 REVERSE / HER POV: IN A WIDE SHOT we see the spectacle of the Titanic, her lights blazing, reflecting in the still water. Its stern is high in the air, angles up over forty five degrees. The propellers are 150 feet out of the water. Over a thousand passengers cling to the decks, looking from a distance like a swarm of bees.

The image is shocking, unbelievable, unthinkable. Ruth stares at the spectacle, unable to frame it or put it into any proportion.

MOLLY BROWN

God Almighty.

The great liner's lights flicker.

CUT TO:

270 INT. ENGINE ROOM

In darkness Chief Engineer Bell hangs onto a pipe at the master braker panel. Around him men climb through tilted cyclopean mahcines with electric hand-torches. It is a black hell of breaking pipes, spraying water, and groaning machinery threatening to tear right out of its bedplates.

Water sprays down, hitting the breaker panel, but Bell will not leave his

post. CLUNK. The breakers kick. He slams them in again and-- WHOOM! a blast of light! Something melts and arcing fills the engine room with nightmarish light--

CUT TO:

271 EXT. TITANIC

WIDE SHOT. The lights go out all over the ship. Titanic becomes a vast black silhouette against the stars.

IN COLLAPSIBLE C: BRUCE ISMAY has his back to the ship, unable to watch the great steamer die. He is catatonic with remorse, his mind overloaded. He can avert his eyes, but he can't block out the sounds of dying people and machinery.

A loud CRACKING REPORT comes across the water.

CUT TO:

272 EXT. BOAT DECK

Near the third funnel a man clutches the ship's rail. He stares down as the DECK SPLITS right between his feet. A yawning chasm opens with a THUNDER of breaking steel

LOVEJOY is clutching the railing on the roof of the Officers' Mess. He

watches in horror as the ship's structure RIPS APART right in front of him.

He gapes down into a widening maw, seeing straight down into the bowels of the ship, amid a BOOMING CONCUSSION like the sound of artillery. People falling into the widening crevasse look like dolls.

The stay cables on the funnel part and snap across the decks like whips, ripping off davits and ventilators. A man is hit by a whipping cable and snatched OUT OF FRAME. Another cable smashes the rail next to Lovejoy and it rips free. He falls backward into the pit of jagged metal.

Fires, explosions and sparks light the yawning chasm as the hull splits down through nine decks to the keel. The sea pours into the gaping wound--

CUT TO:

273 INT. ENGINE ROOM

It is a thundering black hell. Men scream as monstrous machinery comes apart around them, steel frames twisting like taffy. Their torches illuminate the roaring, foaming demon of water as it races at the through the manchine. Trying to climb they are overtaken in seconds.

CUT TO:

274 EXT. TITANIC - NIGHT

The STERN ALF of the ship, almost four hundred feet long, falls back toward

the water. On the poop deck everyone screams as they feel themselves plummeting. The sound goes up like the roar of fans at a baseball stadium when a run is scored.

Swimming in the water directly under the stern a few unfortunates shriek as they see the keel coming down on them like God's bootheel. The massive stern section falls back almost level, thundering down into the sea and pushing out a mighty wave of displaced water.

Jack and Rose struggle to hold onto the stern rail. They feel the ship seemingly RIGHT ITSELF. Some of those praying think it is salvation.

SEVERAL PEOPLE

We're saved!

Jack looks at Rose and shakes his head, grimly.

Now the horrible mechanics play out. Pulled down by the awesome weight of the flooded bow, the buoyant stern tilts up rapidly. They feel the RUSH OF ASCENT as the fantail angles up again. Everyone is clinging to benches, railings, ventilators... anything to keep from sliding as the stern lifts.

The stern goes up and up, past 45 degrees, then past sixty.

People start to fall, sliding and tumbling. They skid down the deck, screaming and flailing to grab onto something. They wrench other people

loose and pull them down as well. There is a pile-up of bodies at the forward rail. The DAHL FAMILY falls one by one.

JACK

We have to move!

He climbs over the stern rail and reaches back for Rose. She is terrified to move. He grabs her hand.

JACK

Come on! I've got you!

Jack pulls her over the rail. It is the same place he pulled her over the rail two nights earlier, going the other direction. She gets over just as the railing is going HORIZONTAL, and the deck VERITCAL. Jack grips her fiercely.

The stern is now straight up in the air... a rumbling black monolith standing against the stars. It hangs there like that for a long grace note, its buoyancy stable.

Rose lies on the railing, looking down fifteen stories to the boiling sea at the base of the stern section. People near them, who didn't climb over, hang from the railing, their legs dangling over the long drop. They fall one by one, plummeting down the vertical face of the poop deck. Some of

them bounce horribly off deck benches and ventilators.

Jack and Rose lie side by side on what was the vertical face of the hull, gripping the railing, which is now horizontal. Just beneath their feet are the gold letters TITANIC emblazoned across the stern.

Rose stares down terrified at the black ocean waiting below to claim them.

Jack looks to his left and sees Baker Joughin, crouching on the hull, holding onto the railing. It is a surreal moment.

JOUGHIN

(nodding a greeting)

Helluva night.

The final relentless plunge begins as the stern section floods. Looking down a hundred feet to the water, we drop like an elevator with Jack and Rose.

JACK

(talking fast)

Take a deep breath and hold it right before we go into the water. The ship will suck us down. Kick for the surface and keep kicking. Don't let go of my hand. We're gonna make it Rose. Trust me.

She stares at the water coming up at them, and grips his hand harder.

ROSE

I trust you.

Below them the poop deck is disappearing. The plunge gathers speed... the boiling surface engulfs the docking bridge and then rushes up the last thirty feet.

278 IN A HIGH SHOT, we see the stern descend into the boiling sea. The name TITANIC disappears, and the tiny figures of Jack and Rose vanish under the water.

Where the ship stood, now there is nothing. Only the black ocean.

CUT TO:

279 EXT. OCEAN / UNDERWATER AND SURFACE

Bodies are whirled and spun, some limp as dolls, others struggling spasmodically, as the vortex sucks them down and tumbles them.

280 Jack rises INTO FRAME F.G. kicking hard for the surface... holding tightly to Rose, pulling her up.

281 AT THE SURFACE: a roiling chaos of screaming, thrashing people. Over a thousand people are now floating where the ship went down. Some are stunned, gasping for breath. Others are crying, praying, moaning, shouting... screaming.

Jack and Rose surface among them. They barely have time to gasp for air before people are clawing at them. People driven insane by the water, 4 degrees below freezing, a cold so intense it is indistinguishable from death by fire.

A man pushes Rose under, trying to climb on top of her... senselessly trying to get out of the water, to climb onto anything. Jack PUNCHES him repeatedly, pulling her free.

JACK

Swim, Rose! SWIM!

She tries, but her strokes are not as effective as his because of her lifejacket. They break out of the clot of people. He has to find some kind of flotation, anything to get her out of the freezing water.

JACK

Keep swimming. Keep moving. Come on, you can do it.

All about them there is a tremendous wailing, screaming and moaning... a

chorus of tormented souls. And beyond that... nothing but black water stretching to the horizon. The sense of isolation and hopelessness is overwhelming.

CUT TO:

282 OMITTED

283 EXT. OCEAN

Jack strokes rhythmically, the effort keeping him from freezing.

JACK

Look for something floating. Some debris... wood... anything.

ROSE

It's so cold.

JACK

I know. I know. Help me, here. Look around.

His words keep her focused, taking her mind off the wailing around them.

Rose scans the water, panting, barely able to draw a breath. She turns and... SCREAMS.

A DEVIL is right in from of her face. It is the black FRENCH BULLDOG, swimming right at her like a seamonster in the darkness, its coal eyes bugging. It motors past her, like it is headed for Newfoundland.

Beyond it Rose sees somehting in the water.

ROSE

What's that?

Jack sees what she is pointing to, and they make for it together. It is a piece of wooden debris, intricately carved. He pushes her up and she slithers onto it belly down.

But when Jack tries to get up onto the thing, it tilts and submerges, almost dumping Rose off. It is clearly only big enough to support her. He clings to it, close to her, keeping his upper body out of the water as best he can.

Their breath floats around them in a cloud as they pant from exertion. A MAN swims toward them, homing in on the piece of debris. Jack warns him back.

JACK

It's just enough for this lady... you'll push it under.

MAN

Let me try at least, or I'll die soon.

JACK

You'll die quicker if you come any closer.

MAN

Yes, I see. Good luck to you then.

(swimming off)

God bless.

CUT TO:

284 EXT. COLLAPSIBLE A / OCEAN

The boat is overloaded and half-flooded. Men cling to the sides in the water. Others, swimming, are drawn to it as their only hope. Cal, standing in the boat, slaps his oar in the water as a warning.

CAL

Stay back! Keep off!

Fabrizio, exhausted and near the limit, makes it almost to the boat. Cal

CLUBS HIM with the oar, cutting open his scalp.

FABRIZIO

You don't... understand... I have... to get... to America.

CAL

(pointing with the oar)

It's that way!

CLOSE ON FABRIZIO as he floats, panting each breath agony. You see the spirit leave him.

FABRIZIO'S POV: Cal in SLOW MOTION, yelling and wielding the oar. A demon in a tuxedo. The image fades to black.

CUT TO:

285 EXT. OCEAN

JACK AND ROSE still float amid a chorus of hte damned. Jack sees the ship's officer nearby, CHIEF OFFICER WILDE. He is blowing his whistle furiously,

knowing the sound will carry over the water for miles.

JACK

The boats will come back for us, Rose. Hold on just a little longer. They had to row away for the suction and now they'll be coming back.

She nods, his words helping her. She is shivering uncontrollably, her lips blue and her teeth chattering.

ROSE

Thank God for you Jack.

People are still screaming, calling to the lifeboats.

WOMAN

Come back! Please! We know you can hear us. For God's sake!

MAN

Please... help us. Save one life! SAVE ON LIFE!

CUT TO:

286 EXT. LIFEBOATS / OCEAN

IN BOAT 6: Ruth has her ears covered against the wailing in the darkness.

The first class women in the boat sit, stunned, listening to the sounds of hundreds screaming.

HITCHINS

They'll pull us right down I tell ya!

MOLLY

Aw knock it off, yer scarin' me. Come on girls, grab your oars. Let's go.

(nobody moves)

Well come on!

The women won't meet her eyes. They huddle into their ermine wraps.

MOLLY

I don't understand a one of you. What's the matter with you? It's your men back there! We got plenty a' room for more.

HITCHINS

If you don't shut that hole in yer face, there'll be one less in this boat!

Ruth keeps her ears covered and her eyes closed, shutting it all out.

287 IN BOAT ONE: Sir Cosmo and Lucile Duff-Gordon sit with ten other people in a boat that is two thirds empty. They are two hundred yards from the screaming in the darkness.

FIREMAN HENDRICKSON

We should do something.

Lucile squeezes Cosmo's hand and pleads him with her eyes. She is terrified.

SIR COSMO

It's out of the question.

The crewmembers, intimidated by a nobleman, acquiesce. They hunch guiltily, hoping the sound will stop soon.

TWENTY BOATS, most half full, float in the darkness. None of them make a move.

CUT TO:

288 EXT. OCEAN

Jack and Rose drift under the blazing stars. The water is glassy, with only the faintest undulating swell. Rose can actually see the stars reflecting on the black mirror of the sea.

Jack squeezes the water out of her long coat, tucking it in tightly around her legs. He rubs her arms. His face is chalk with in the darkness. A low MOANING in the darknes around them.

ROSE

It's getting quiet.

JACK

Just a few more minutes. It'll take them a while to get the boats organized...

Rose is unmoving, just staring into space. She knows the truth. There won't be any boats. Behind Jack she sees that Officer Wilde has stopped moving. He is slumped in his lifejacket, looking almost asleep. He has died of exposure already.

JACK

I don't know about you, but I intend to write a strongly worded letter to the White Star Line about all this.

She laughs weakly, but it sounds like a gasp of fear. Rose finds his eyes in the dim light.

ROSE

I love you Jack.

He takes her hand.

JACK

No... don't say your good-byes, Rose. Don't you give up. Don't do it.

ROSE

I'm so cold.

JACK

You're going to get out of this... you're going to go on and you're going to make babies and watch them grow and you're going to die an old lady, warm in your bed. Not here. Not this night. Do you understand me?

ROSE

I can't feel my body.

JACK

Rose, listen to me. Listen. Winning that ticket was the best thing that ever happened to me.

Jack is having trouble getting the breath to speak.

JACK

It brought me to you. And I'm thankful, Rose. I'm thankful.

His voice is trembling with the cold which is working tis way to his heart.

But his eyes are unwavering.

JACK

You must do me this honor... promise me you will survive... that you will never give up... no matter what happens... no matter how hopeless... promise me now, and never let go of that promise.

ROSE

I promise.

JACK

Never let go.

ROSE

I promise. I will never let go, Jack. I'll never let go.

She grips his hand and they lie with their heads together. It is quiet now, except for the lapping of the water.

CUT TO:

289 EXT. LIFEBOATS / OCEAN - NIGHT

Fifth Officer Lowe, the impetuous young Welshman, has gotten Boats 10, 12 and Collapsible D together with his own Boat 14. A demon of energy, he's had everyone hold the boats together and is transferring passengers from 14 into the others, to empty his boat for a rescue attempt.

As the women step gingerly across the other boats, Lowe sees a shawled figure in too much of a hurry. He rips the shawl off, and finds himself staring into the face of a man. He angrily shoves the stowaway into another boat and turns to his crew of three.

LOWE

Right, man the oars.

CUT TO:

290 EXT. OCEAN / BOAT 14

The beam of an electric torch plays across the water like a searchlight as boat 14 comes toward us.

ANGLE FROM THE BOAT as the torch illuminates floating debris, a poignant trail of flotsam: a violin, a child's wooden soldier, a framed photo of a steerage family. Daniel Marvin's wooden Biograph camera.

Then, their white lifebelts bobbing in the darkness like signposts, the first bodies come into the torch's beam. The people are dead but not drowned, killed by the freezing water. Some look like they could be sleeping. Others stare with frozen eyes at the stars.

Soon bodies are so thick the seamen cannot row. They hit the oars on the heads of floating men and women... a wooden thunk. One seaman throws up. Lowe sees a mother floating with her arms frozen around her lifeless baby.

LOWE

(the worst moment of his life)

We waited too long.

CUT TO:

291 EXT. OCEAN

IN A HOVERING DOWNANGLE we see Jack and Rose floating in the black water.

The stars reflect in the mill pond surface, and the two of them seem to be floating in interstellar space. They are absolutely still. Their hands are locked together. Rose is staring upwards at the canopy of stars wheeling above her. The music is transparent, floating... as the long sleep steals over Rose, and she feels peace.

CLOSE ON Rose's face. Pale, like the faces of the dead. She seems to be floating in a void. Rose is in a semi-hallucinatory state. She knows she is dying. Her lips barely move as she sings a scrap of Jack's song:

ROSE

"Come Josephine in my flying machine..."

ROSE'S POV: The stars. Like you've never seen them. The Milky Way a glorious band from horizon to horizon.

A SHOOTING STAR flares... a line of light across the heavens.

TIGHT ON ROSE again. We see that her hair is dusted with frost crystals. Her breathing is so shallow, she is almost motionless. Her eyes track down from the stars to the water.

ROSE'S POV... SLOW MOTION: The silhouetter of a boat crossing the stars.
She sees men in it, rowing so slowly the oars lift out of the syrupy water,
leaving weightless pearls floating in the air. The VOICES of the men sound
slow and DISTORTED.

Then the lookout flashes his torch toward her and the light flares across
the water, silouetting the bobbing corpses in between. It flicks past her
motionless form and moves on. The boat is 50 feet away, and moving past
her. The men look away.

Rose lifts her head to turn to Jack. We see that her hair has frozen to the
wood under her.

ROSE

(barely audible)

Jack.

She touches his shoulder with her free hand. He doesn't respond. Rose
gently turns his face toward her. It is rimed with frost.

He seems to be sleeping peacefully.

But he is not asleep.

Rose can only stare at his still face as the realization goes through her.

ROSE

Oh, Jack.

All hope, will and spirit leave her. She looks at the boat. It is further away now, the voices fainter. Rose watches them go.

She closes her eyes. She is so weak, and there just seems to be no reason to even try.

And then... her eyes snap open.

She raises her head suddenly, cracking the ice as she rips her hair off the wood. She calls out, but her voice is so weak they don't hear her. The boat is invisible now, the torch light a star impossibly far away. She struggles to draw breath, calling again.

292 IN THE BOAT Lowe hears nothing behind him. He points to something ahead, turning the tiller.

293 ROSE struggles to move. Her hand, she realizes, is actually frozen to Jack's. She breaths on it, melting the ice a little, and gently unclasps their hands, breaking away a thin tinkling film.

ROSE

I won't let go. I promise.

She releases him and he sinks into the black water. He seems to fade out like a spirit returning to some immaterial plane.

Rose rolls off the floating staircase and plunges into the icy water. She swims to Chief Officer Wilde's body and grabs his whistle. She starts to BLOW THE WHISTLE with all the strength in her body. Its sound slaps across the still water.

294 IN BOAT 14 Lowe whips around at the sound of the whistle.

LOWE

(turning the tiller)

Row back! That way! Pull!

Rose keeps blowing as the boat comes to her. She is still blowing when Lowe takes the whistle from her mouth as they haul her into the boat. She slips into unconsciousness and they scramble to cover her with blankets...

DISSOLVE TO:

295 INT. IMAGING SHACK / KELDYSH

EXTREME CLOSEUP of Rose's ancient, wrinkled face. Present day.

OLD ROSE

Fifteen hundred people went into the sea when Titanic sank from under us. There were twenty boats floating nearby and only one came back. One. Six were saved from the water, myself included. Six out of fifteen hundred.

As she speaks THE CAMERA TRACKS slowly across the faces of Lizzy and the salvage crew on KELDYSH. Lovett, Bodine, Buell, the others... the reality of what happened here 84 years before has hit them like never before. With her story Rose has put them on Titanic in its final hours, and for the first time, they do feel like graverobbers.

Lovett, for the first time, has even forgotten to ask about the diamond.

OLD ROSE

Afterward, the seven hundred people in the boats had nothing to do but wait... wait to die, wait to live, wait for an absolution which would never come.

DISSOLVE TO:

296 EXT. LIFEBOATS / OPEN SEA - PRE-DAWN

MATCHING MOVE as the camera tracks along the faces of the saved.

DISSOLVE TO: ANOTHER BOAT, and then ANOTHER, seeing faces we know among the survivors: Ismay in a trance, just staring and trembling... Cal, sipping from a hip flask offered to him by a black-faced stoker... Ruth hugging herself, rocking gently.

IN BOAT 14: CLOSE ON ROSE, lying swaddled. Only her face is visible, white as the moon. The man next to her jumps up, pointing and yelling. Soon everyone is looking and shouting excitedly. In Rose's POV it is all silent, SLOW MOTION.

IN SLOW-MOTION SILENCE we see Lowe light a green flare and wave it as everyone shouts and cheers. Rose doesn't react. She floats beyond all human emotion.

DISSOLVE TO:

298 EXT. LIFEBOATS / OPEN SEA - DAWN

Golden light washes across the white boats, which float in a calm sea reflecting the rosy sky. All around them, like a flotilla of sailing ships, are icebergs. The CARPATHIA sits nearby, as boats row toward her.

DISSOLVE TO:

299 EXT. LIFEBOATS / OCEAN / CARPATHIA MONTAGE - DAY

IMAGES DISSOLVE into one another: a ship's hull looming, with the letters

CARPATHIA visible on the bow... Rose watching, rocked by the sea, her face blank... seamen helping survivors up the rope ladder to the Carpathia's gangway doors... two women crying and hugging each other inside the ship... ALL SILENT, ALL IN SLOW-MOTION. There is just music, so gentle and sad, part elegy, part hymn, part aching song of love lost forever.

THE IMAGES CONTINUE to music... Rose, outside of time, outside of herself, coming into Carpathia, barely able to stand... Rose being draped with warm blankets and given hot tea... BRUCE ISMAY climbing aboard. He has the face and eyes of a damned soul.

As Ismay walks along the hall, guided by a crewman toward the doctor's cabin, he passes rows of seated and standing widows. He must run the gauntlet of their accusing gazes.

CUT TO:

300 EXT. DECK / CARPATHIA - DAY

It is the afternoon of the 15th. Cal is searching the faces of the widows lining the deck, looking for Rose. The deck of Carpathia is crammed with huddled people, and even the recovered lifeboats of Titanic. On a hatch cover sits an enormous pile of lifebelts.

He keeps walking toward the stern. Seeing Cal's tuxedo, a steward approaches him.

CARPATHIA STEWARD

You won't find any of your people back here, sir. It's all steerage.

Cal ignores him and goes amongst this wrecked group, looking under shawls and blankets at one bleak face after another.

Rose is sipping hot tea. Her eyes focus on him as he approaches her. He barely recognizes her. She looks like a refugee, her matted hair hanging in her eyes.

ROSE

Yes, I lived. How awkward for you.

CAL

Rose... your mother and I have been looking for you--

She holds up her hand, stopping him.

ROSE

Please don't. Don't talk. Just listen. We will make a deal, since that is something you understand. From this moment you do not exist for me, nor I for you. You shall not see me again. And you will not attempt to find me. In return I will keep my silence. Your actions last night need never come

to light, and you will get to keep the honor you have carefully purchased.

She fixes him with a glare as cold and hard as the ice which changed their lives.

ROSE

Is this in any way unclear?

CAL

(after a long beat)

What do I tell your mother?

ROSE

Tell her that her daughter died with the Titanic.

She stands, turning to the rail. Dismissing him. We see Cal stricken with emotion.

CAL

You're precious to me, Rose.

ROSE

Jewels are precious. Goodbye, Mr. Hockley.

We see that in his way, the only way he knows, he does truly love her.

After a moment, he turns and walks away.

OLD ROSE (V.O.)

That was the last time I ever saw him. He married, of course, and inherited his millions. The crash of 28 hit his interests hard, and he put a pistol in his mouth that year. His children fought over the scraps of his estate like hyenas, or so I read.

301 ANGLE ON ROSE, at the railing of the Carpathia, 9pm April 18th. She gazes up at the Statue of Liberty, looking just as it does today, welcoming her home with her glowing torch. It is just as Fabrizio saw it, so clearly, in his mind.

302 LATER CARPATHIA DISCHARGES THE SURVIVORS at the Cunard pier, Pier 54. Over 30,000 people line the dock and fill the surrounding streets. The magnesium flashes of the photographers go off like small bombs, lighting an amazing tableau.

Several hundred police keep the mob back. The dock is packed with friends and relatives, officials, ambulances, and the press--

Reporters and photographers swarm everywhere... 6 deep at the foot of the gangways, lining the tops of cars and trucks... it is the 1912 equivalent of a media circus. They jostle to get close to the survivors, tugging on them as they pass and shouting over each other to ask them questions.

Rose is covered with a woollen shawl and walking with a group of steerage passengers. Immigration officers are asking them questions as they come off the gangway.

IMMIGRATION OFFICER

Name?

ROSE

Dawson. Rose Dawson.

The officer steers her toward a holding area for processing. Rose walks forward with the dazed immigrants. The BOOM! of photographer's magnesium flashes cause them to flinch, and the glare is blinding. There is a sudden disturbance near her as two men burst through the cordon, running to embrace an older woman among the survivors, who cries out with joy. The reporters converge on this emotional scene, and flashes explode.

Rose uses this moment to slip away into the crowd. She pushes through the jostling people, moving with purpose, and none challenges her in the confusion.

OLD ROSE (V.O.)

Can you exchange one life for another? A caterpillar turns into a butterfly. If a mindless insect can do it, why couldn't I? Was it any more unimaginable than the sinking of the Titanic?

TRACKING WITH HER as she walks away, further and further until she flashes and the roar are far behind her, and shi is till walking, determined.

CUT TO:

303 INT. IMAGING SHACK / KELDYSH

Old Rose sits with the group in the Imaging Shack, lit by the blue glow of the screens. She holds the haircomb with the jade butterfly on the handle in her gnarled hands.

BODINE

We never found anything on Jack. There's no record of him at all.

OLD ROSE

No, there wouldn't be, would there? And I've never spoken of him until now, not to anyone.

(to Lizzy)

Not even your grandfather. A woman's heart is a deep ocean of secrets. But now you all know there was a man named Jack Dawson, and that he saved me, in every way that a person can be saved.

(closing her eyes)

I don't even have a picture of him. He exists now only in my memory.

CUT TO:

304 OMITTED

305 EXT. OCEAN FLOOR / TITANIC WRECK

The Mir submersibles make their last pass over the ship. We hear Yuri the pilot on the UQC:

YURI

Mir One returning to surface.

The sub rises off the deck of the wreck, taking its light with it, leaving the Titanic once again in its fine and private darkness.

CUT TO:

306 EXT. KELDYSH DECK

A desultory wrap party for the expedition is in progress. There is music and some of the (co-ed) Russian crew are dancing. Bodine is getting drunk in the aggressive style of Baker Joughin.

Lovett stands at the rail, looking down into the black water. Lizzy comes to him, offering him a beer. She puts her hand on his arm.

LIZZY

I'm sorry.

LOVETT

We were pissin' in the wind the whole time.

Lovett notices a figure move through the lights far down at the stern of the ship.

LOVETT

Oh shit.

CUT TO:

307 EXT. KELDYSH STERN DECK

Rose walks through the shadows of the deck machinery. Her nightgown blows in the wind. Her feet are bare. Her hands are clutched at her chest, almost as if she is praying.

ON LOVETT AND LIZZY running down the stairs from the top deck, hauling ass.

ROSE reaches the sern rail. Her gnarled fingers wrap over the rail. Her ancient foot steps up on the gunwale. She pushes herself up, leaning forward. Over her shoulder, we see the black water glinting far below.

LOVETT AND LIZZY run up behind her.

LIZZY

Grandma, wait!! Don't--

ROSE TURNS her head, looking at them. She turns further, and we see she has something in her hand, something she was about to drop overboard.

It is the "Heart of the Ocean".

Lovett sees his holy grail in her hand and his eyes go wide. Rose keeps it over the railing where she can drop it anytime.

ROSE

Don't come any closer.

LOVETT

You had it the entire time?!

FLASH CUT TO: A SILENT IMAGE OF YOUNG ROSE walking away from Pier 54. The photographers' flashes go off like a battle behind her. She has her hands in her pockets. She stops, feeling something, and pulls out the necklace. She stares at it in amazement.

BACK ON KELDYSH, Rose smiles at Brock's incomprehension.

ROSE

The hardest part about being so poor, was being so rich. But every time I thought of selling it, I thought of Cal. And somehow I always got by without his help.

She holds it out over the water. Bodine and a couple of the other guys come up behind Lovett, reacting to what is in Rose's hand.

BODINE

Holy shit.

LOVETT

Don't drop it Rose.

BODINE

(a fierce whisper)

Rush her.

LOVETT

(to Bodine)

It's hers, you schmuck.

(to her)

Look, Rose, I... I don't know what to say to a woman who tries to jump off the Titanic when it's not sinking, and jumps back onto it when it is... we're not dealing with logic here, I know that... but please... think about this a second.

ROSE

I have. I came all the way here so this could go back where it belongs.

The massive diamond glitters. Brock edges closer and holds out his hand...

LOVETT

Just let me hold it in my hand, Rose. Please. Just once.

He comes closer to her. It is reminiscent of Jack slowly moving up to her at the stern of Titanic.

Surprisingly, she calmly places the massive stone in the palm of his hand, while still holding onto the necklace. Lovett gazes at the object of his quest. An infinity of cold scalpels glint in its blue depths. It is mesmerizing. It fits in his hand just like he imagined.

LOVETT

My God.

His grip tightens on the diamond.

He looks up, meeting her gaze. Her eyes are suddenly infinitely wise and deep.

ROSE

You look for treasures in the wrong place, Mr. Lovett. Only life is priceless, and making each day count.

His fingers relax. He opens them slowly. Gently she slips the diamond out of his hand. He feels it sliding away.

Then, with an impish little grin, Rose tosses the necklace over the rail. Lovett gives a strangled cry and rushes to the rail in time to see it hit the water and disappear forever.

BODINE

Aww!! That really sucks, lady!

Brock Lovett goes through ten changes before he settles on a reaction... HE LAUGHS. He laughs until the tears come to his eyes. Then he turns to Lizzy.

LOVETT

Would you like to dance?

Lizzy grins at him and nods. Rose smiles. She looks up at the stars.

308 IN THE BLACK HEART OF THE OCEAN, the diamond sinks, twinkling end over end, into the infinite depths.

CUT TO:

309 INT. ROSE'S CABIN / KELDYSH

A GRACEFUL PAN across Rose's shelf of carefully arranged pictures:

Rose as a young actress in California, radiant... a theatrically lit studio publicity shot... Rose and her husband, with their two children... Rose with her son at his college graduation... Rose with her children and grandchildren at her 70th birthday. A collage of images of a life lived well.

THE PAN STOPS on an image filling frame. Rose, circa 1920. She is at the beach, sitting on a horse at the surfline. The Santa Monica pier, with its rollercoaster is behind her. She is grinning, full of life.

We PAN OFF the last picture to Rose herself, warm in her bunk. A profile shot. She is very still. She could be sleeping, or maybe something else.

CUT TO:

BLACKNESS

310 THE WRECK OF TITANIC looms like a ghost out of the dark. It is lit by a kind of moonlight, a light of the mind. We pass over the endless forecastle deck to the superstructure, moving faster than subs can move... almost like we are flying.

WE GO INSIDE, and the echoing sound of distant waltz music is heard. The rust fades away from the walls of the dark corridor and it is

transformed... WE EMERGE onto the grand staircase, lit by glowing chandelier. The music is vibrant now, and the room is populated by men in tie and tails, women in gowns. It is exquisitely beautiful.

IN POV we sweep down the staircase. The crowd of beautiful gentlemen and ladies turn as we descend toward them. At the bottom a man stands with his back to us... he turns and it is Jack. Smiling he holds his hand out toward us.

IN A SIDE ANGLE Rose goes into his arms, a girl of 17. The passengers, officers and crew of the RMS Titanic smile and applaud in the utter silence of the abyss.

FADE OUT

THE END