RED ORCHESTRA

BASED ON A TRUE STORY

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Joseph Manor
400 Clubhouse court
Coram, NY 11727
Tel. 631 736-6643
Fax. 631 736-4257
E-mail yosmanor@aol.com

FADE IN:

EXT. NOVY-TARG, GALICIA, POLAND -- FEBRUARY 23, 1904

The village of Novy-Targ is under heavy blizzard conditions. The village streets are empty. A stray dog wanders the street.

INT. 5 PULASKI STREET -- TREPPER'S HOUSE -- AFTERNOON

The ground floor at the TREPPER'S residence is a tiny general store. Big canvas sacks filled with seeds lie on the floor along with other farming supplies. Household products are displayed on improvised shelves.

TREPPER, a man with a well-groomed beard, in his late thirties but looks much older, is nervously pacing in the room.

The sound of a crying baby fills the house. Down the stairs comes a MIDWIFE.

MIDWIFE

Mazel Tov MR. TREPPER, It's a boy!

Trepper follows the midwife as she climbs the stairs.

INT. BEDROOM

MRS. TREPPER is lying on the bed with the baby in her arms. Although weak, she smiles at her husband.

TREPPER

How do you feel?

MRS. TREPPER

Tired but happy, thank god.

Trepper kisses his wife then picks up the baby and holds him tenderly.

INT. EIGHT DAYS LATER -- DAY

The ground floor is rearranged. Tables with food and wine are centered in the room. The house is filled with guests. The crowd is mixed - men and women, Jews and Gentiles. Playful children chase each other around and under the tables.

The MOHEL sets up his circumcision equipment. A middle-aged woman hands the baby to the Godfather who stands next to Mr. Trepper and the Mohel. A circumcision ceremony takes place.

MR. TREPPER

(Praying quietly)

...Praised by Thou, O Lord our God, who has blessed us by Thy commandments, and hast bidden us to make him enter into the covenant of Abraham our father.

RABBI

...God of our mothers and fathers, sustain this child through his parents' loving care. Let him be known in Israel by the name of LEOPOLD Trepper. May his name be a source of joy for him and inspire him to serve our people and all humankind. Amen!

GUESTS

Amen!

The ceremony ends, the crowd gathers around the tables to celebrate life with food and wine.

INT. LEOPOLD TREPPER'S STUDY WARSAW -- 1968 -- DAY

Leopold Trepper's study in Warsaw is a well-lit room with wide windows. Contemporary furniture is scattered in a spacious room. Hundreds of books are shelved on two of the study walls.

A typewriter, pictures of his wife Luba and his sons (Michel, Edgar and Pierre) are on his desk.

The weathered 64-year-old Leopold sits at his desk and types. His appearance reflects pain but no bitterness.

LEOPOLD (V.O.)

It is now a year since I have requested to leave Poland. Deprived of my children and wife, who were allowed to leave, I am a prisoner in my own home.

The text on the typewriter page reads-

I was born in NOVY-TARG in Galicia on February 23, 1904.

LEOPOLD (V.O.) (CONT'D)

My first encounter with espionage was during the last days of July 1914. I was only ten years old.

EXT. THE VILLAGE OF NOVY-TARG -- 1914 -- DAY

Children, among them young Leopold Trepper, are playing on the street.

MAN (O.S.)

(Shouting loudly)

They have arrested a Russian spy! They have arrested a Russian spy in Poronin. They bring him over by train!

The children run toward the railroad station.

CHILDREN

(Shouting)

A Russian Spy! A Russian Spy!

EXT. RAILROAD STATION NOVY-TARG -- DAY

A sign NOVY-TARG, a few telegraph poles and a couple of benches make up the small rural station. A crowd assembles at the station as a steam locomotive pulls the passenger train into the station.

The police take the prisoner, a short stocky man with a little red beard and a big cap tilted over his forehead, to the local jail.

INT. GROCERY SHOP IN PORONIN -- 1917 -- DAY

The SHOPKEEPER, a man in his 50's and his wife, 40's, serve their customers.

CUSTOMER

(Sarcastically)

So, Pan Wershavski, have you ever received your money from the Russian spy?

The customers react with laughter to the question.

The MAILMAN arrives at the shop.

MAILMAN

I've got a letter for you.

SHOPKEPPER

Where from?

MAILMAN

I think it is from Moscow.

The shopkeeper opens the envelope. Curious customers watch him pull out a letter and a few bills. The shopkeeper reads

the letter with a triumphant smile on his face. Then he proudly shows the letter to his customers who applaud him.

LENIN (O.S.)

"My apology for leaving without paying you in 1914, as a result of the difficult circumstances. Please accept the late payment." Signed - Vladimir Ilyich LENIN.

EXT. NOVY TARG JEWISH CEMETERY 1917 -- DAY

The Trepper family, Mrs. Trepper, her three children and a small crowd attend Mr. Trepper's funeral. A woman supports mourning Mrs. Trepper who is about to collapse.

In front of the open grave -

RABBI 2

(Chanting)

El male Rachamim H'ashochen
ba'mromim...

Leopold, with tears in his eyes and a choking voice, reads a prayer.

LEOPOLD

It-Gadal ve It-kadash shmey raba. B'alma di-vra k'reuta. V'yamlich malchuta b'cheichon uh b'yomeichon uh b'chaieye d' kal beith Israel ba'agla uh bizman kariv v'imru Amen.

The body is lowered into the grave. Family members are shedding tears as the grave is covered.

LEOPOLD (CONT'D)

(Crying)

Papa, Papa....

Mourners places stones on the fresh grave as they leave.

INT. TREPPER'S HOUSE -- DAY

The house is poverty-stricken. The shelves in the ground floor are empty. With great pain, Mrs. Trepper tells the news to her three children who wear tattered clothing.

MRS. TREPPER

Children, we can no longer stay here. I sold the house to pay for food.

LEOPOLD

Oh no, where will we live?

MRS. TREPPER

We are moving to Dombrova, where we will stay with your uncle.

INT. BLACKSMITH SHOP, DOMBROVA COAL MINE -- 1923 -- DAY

Young Leopold works as a blacksmith.

EXT. DOMBROVA STREET -- LATE AFTERNOON

Dozens of workers assemble on the street. Carrying red flags and banners that call for a strike they march toward the coal mine. Leopold, in his blue work clothes and a blue cotton cap, is leading the parade.

Foot and horse mounted police armed with clubs brutally attack the demonstrators.

Leopold is caught. While resisting arrest, he is ruthlessly beaten. His captors overpower him and take him to jail.

EXT. PORT OF BRINDISI, ITALY -- 1924

Leopold and a group of young men, in formal clothing, board a Turkish freighter. Each of these young men carries nothing but a small suitcase.

LEOPOLD (V.O.)

With nothing but a gloomy future in Poland, I left for Palestine.

EXT. FREIGHTER MEDITERRANEAN SEA -- EARLY MORNING

The small freighter sails through a stormy sea.

TNT. FRETGHTER

The storm subsides and the sky clears revealing the shores of Palestine.

There is a commotion on board the vessel. The passengers, all excited, gather on deck as they gaze upon the Promised Land. Leopold, inspired by this special moment, announces.

LEOPOLD

We finally return to our Fatherland.

A picturesque view of the exotic port of Jaffa is seen as the vessel approaches the shore.

The vessel weighs an anchor outside the port. A British Police boat arrives. Two policemen board the vessel.

The passengers queue in front of a desk set up for passport control and customs, by the British policemen.

It is Leopold's turn. He is anxious.

POLICEMAN

Your passport, Sir.

Leopold hands his passport to the policeman who checks it and then examines Leopold's face.

POLICEMAN

Polish, ha? (Beat)

What brings you to Palestine?

Leopold hands a document to the policeman.

LEOPOLD

Immigration, I am here to stay.

POLICEMAN

(Sarcastic)

For heaven's sake! Why would someone sane do that?

EXT. PORT OF JAFFA-- PALESTINE

Barges bring the passengers ashore.

A YOUNG MAN, in his late twenties, wearing khaki shorts, a faded blue shirt and biblical sandals on his feet, welcomes the group.

YOUNG MAN

Welcome to Palestine! I am here to take you to the Center for Immigrants in Tel Aviv.

EXT. JAFFA STREET -- AFTERNOON

The group of the newcomers walks through a market. They are surrounded by a crowd, mostly Arab, in traditional clothing. Veiled women walk with lowered eyes. Fresh produce is offered on makeshift tables. Merchants are loudly hawking their merchandise.

A group of men is heavily engaged in a discussion. Leopold notices that they use their hands intensely as they talk.

Leopold Addresses a FRIEND:

LEOPOLD

(Whispers with a

smile)

Look, they are just like us!

FRIEND

(Puzzled)

What do you mean?

LEOPOLD

(Triumphant)

They talk with their hands!

EXT. JAFFA CLOCK SQUARE -- MORNING

Next to the crowded Clock Square, the immigrants board a bus. Luggage, canvas sacks and chickens in cages are piled on a metal rack on the bus's roof. The driver, an Arab with a big mustache, honks a hand-operated horn as the bus pulls out of the square.

INT. MOVING BUS -- LATE MORNING

The bus travels the streets of old Jaffa. The scenery changes as the bus enters Tel Aviv.

EXT. TEL AVIV STREET -- NOON

Tel Aviv is a small town surrounded by sand dunes. Most of the buildings are one or two stories high. Newly planted trees and bushes are scattered on the streets and around the buildings.

EXT. CENTER FOR IMMIGRANTS

The group of immigrants arrives at the two-story building.

EXT. MOVING PICK-UP TRUCK -- MORNING

Leopold and 3 other men sit in the back of a pick-up truck that travels on a dirt road. The land is barren. Once in a while the truck passes through small Arab villages surrounded by cactus fences.

The scenery changes to newly planted orange groves and almond orchards.

The truck arrives at a campsite. Three tents serve as living quarters and one serves as a kitchen and mess hall.

EXT. HADERA CAMPSITE -- LATE AFTERNOON

The SUPERVISOR, a tough man in his sixties, approaches the stopped truck. The men get off the truck and face the supervisor.

SUPERVISOR

(With a heavy Russian accent)

Welcome to Hadera, where Malaria thrives. I will show you to your quarters now. The guards will wake you at 5 o'clock in the morning.

Leopold is astonished.

TIEOPOLD

Five o'clock?

SUPERVISOR

That's right! We start working at five thirty.

LEOPOLD

Ohh!

EXT. ORANGE GROVE -- EARLY MORNING

In an empty lot by the orange grove, a group of women, LUBA among them, hand pick oranges from a large pile. Selected oranges are wrapped in thin wax paper and placed in wooden boxes marked JAFFA ORANGES.

In the background, a group of men make boxes.

Leopold is among a group of men and women who harvest oranges. They use special pouches hanging with a strap over their shoulder and neck to hold the fruit.

Carts, pulled by mules, are used to deliver the fruit to a packing area.

EXT. ROAD CONSTRUCTION SITE -- MORNING

Under a scorching sun, dozens of workers, Jews and Arabs, are fitting large stones for a road foundation. In the background a steamroller travels over freshly laid asphalt.

Leopold and other workers carry additional stones in rubber baskets.

LEOPOLD (O.S.)

We worked from dawn to dusk. At night we sat by a bonfire to discuss our new experiences and politics.

EXT. OUTSIDE AN ORANGE GROVE -- NIGHT

A group of young men and women sit on wooden boxes around a bonfire. They are enthusiastically involved in singing a patriotic song.

A few steps away, Leopold and Luba, a pretty young woman in her early twenties, boil water in a tin can over an open fire.

LEOPOLD

Luba, Would you please hand me the coffee and sugar.

Luba hands two brown paper bags to Leopold.

LUBA

Why does everybody calling you Domb?

LEOPOLD

My friends gave this nickname after the Dombrova uprising.

Leopold pours the contents of the two paper bags into the make shift pot and stirs the contents with a branch.

LEOPOLD (CONT'D)

I will be moving to Tel Aviv soon. The exploitation of workers, Arab workers in particular, convinced me to join the Communist Party.

Luba is disappointed.

LUBA

I feel so sad. We've just met.

LEOPOLD

I like you very much, Luba, but this is something I must do.

LUBA

Will I see you again?

Leopold smiles.

INT. HALLWAY COMMUNIST PARTY OFFICE -- TEL AVIV -- DAY

Leopold walks through the hallway. He notices Luba, who sits on the floor and reads a book.

LEOPOLD

What a surprise. I am so glad to see you.

Luba gets up. The two exchange a friendly hug.

LUBA

I missed you Domb. Thanks to the Communist Party, you are easy to find.

LEOPOLD

I missed you too. Can we meet anytime soon?

LUBA

Sure.

LEOPOLD

I have a meeting now. Can we talk later?

INT. COMMUNIST PARTY CONFERENCE ROOM - TEL AVIV -- DAY

The large table in the center of the room is covered with newspapers, books and flyers. Pictures of Karl Marx and Lenin hang on the wall. Two Soviet flags are placed at the head of the table.

CLOSE UP: LENIN'S PICTURE

HILLEL KATZ, a man in his twenties, skinny with a pair of thick glasses, reads the Communist Manifesto when he notices Leopold enter the room. He gets up to greet Leopold. The two men shake hands firmly.

KATZ

(Warmly)

My name is Hillel Katz. I heard about your militant activities in Poland. We need people like you.

The conference room table becomes crowded. LEO GROSSVOGEL, in his twenties, wearing khaki shorts and a white short sleeve shirt, enters the room. Grossvogel is an easygoing man with a good sense of humor. Katz introduces him to Leopold.

KATZ (CONT'D)

(To Grossvogel)

This is Leopold Trepper; he likes to be called Domb.

KATZ

(To Leopold)

Meet Leo Grossvogel.

Grossvogel and Leopold shake hands.

GROSSVOGEL

Another troublemaker?

The meeting is called to order.

SECRETARY GENERAL

I would like to ask for your opinion about integrating Arab workers in our struggle.

GROSSVOGEL

There is a growing concern among Jewish members about the Arab riots.

LEOPOLD

Excluding Arabs defies the idea of unity of the workers.

Everybody looks at him when he makes this radical statement.

EXT. TEL AVIV BOULEVARD -- MAY 1, 1925 -- DAY

People carrying red flags lead a May Day parade. A group of drummers follows behind the flag carriers.

Leopold, Grossvogel and Katz lead the demonstrators. A small group of Arab workers, wearing traditional Kafia's, is among them.

Workers and youth organization groups carry colorful banners.

EXT. SIDEWALK CAFE TEL AVIV -- EARLY AFTERNOON

ALTER STORM is from Novy Targ, Leopold's village. He is a few years older. A dark complexioned waiter serves the two men with Turkish coffee in miniature cups.

LEOPOLD

It has been a long time since Novy-Targ. You look pretty good. The Palestine sun did you good.

STORM

You look pretty good, yourself, Domb.

Leopold pauses as he notices Luba walking on the sidewalk. His eyes follow Luba.

Leopold gets up.

LEOPOLD

I will be back in a moment.

STORM

That's all right, I understand.

Leopold walks towards Luba. She is pleasantly surprised.

LEOPOLD

Hello Luba. I am meeting with my friend Alter, would you like to join us?

LUBA

I'd love to...

Luba and Leopold join Storm who gets up to greet Luba.

STORM

I am pleased to meet you.

LUBA

It is my pleasure to meet Domb's friends.

Leopold signals to the waiter who approaches the table.

LEOPOLD

(To Luba)

Can I get you anything?

LUBA

Thank you, I would enjoy having cold Lemonade.

LEOPOLD

(To the waiter)

Lemonade for my friend, please.

Luba and Leopold exchange meaningful looks. Storm notices the exchange.

STORM

(Tactfully)

I see that the two of you have a lot to talk about.

Storm gets up.

LEOPOLD

That's all right; don't leave.

Storm leaves.

STORM

Thank you; we can continue some other time.

Leopold and Luba's eyes meet again. There is a delicious moment of silence.

LEOPOLD

(Breaks the silence)

Do you have any plans for this afternoon?

Luba smiles.

EXT. TEL AVIV BEACH -- AFTERNOON

Luba and Leopold walk along the beach. Occasionally they observe couples sitting on the sand and children building sand castles.

LEOPOLD

I would like to know more about you. Where do you come from?

LUBA

I am from Lvov. I fled Poland to avoid an arrest for belonging to a Communist group. How about you?

TIEOPOLD

I was born in Novy-Targ. I left Poland after spending 8 months in a Jail for leading a strike.

LUBA

A double trouble, that's what we have here!

EXT. TEL AVIV BEACH -- LATE AFTERNOON

Luba and Leopold sit on an isolated beach, watching the golden sun as it slowly dips below the horizon.

Luba turns towards Leopold.

TIJBA

What a beautiful sunset! It was a lovely afternoon.

LEOPOLD

(Looking at Luba)

The sunset is beautiful and so are you. I enjoyed every minute we spent together.

There is a moment of silence. Leopold and Luba's eyes meet in a spark of passion.

The two get closer. Leopold wraps his arm around Luba's shoulder. Luba gets closer and puts her arm around his back. They get closer. They kiss softly. After a short pause their lips lock again in a passionate kiss, as it gets darker. The only lights on the beach come from a crescent moon and the stars.

INT. COMMUNIST PARTY CONFERENCE ROOM -- LATE AFTERNOON

A meeting is in progress. Twelve people are gathered around the conference table.

LEOPOLD

(Standing)

You all know how I feel about including the Arab workers in our struggle. But I am very concerned about Moscow's support of the Arab riots in Palestine.

EXT. TEL AVIV STREET -- LATER

Several British Police vehicles arrive in front of the Communist Party building.

BRITISH OFFICER

Right lads; Let's get the bloody Communists.

INT. COMMUNIST PARTY CONFERENCE ROOM

Vigorous pounding on the door is heard.

POLICEMAN (O.S.)

Open up! Police.

There is a moment of silence. Nobody moves except for Katz who gets up to open the door.

KATZ

What's the matter? This is a peaceful private meeting.

BRITISH OFFICER

(Sardonically)

There is no such thing as a bloody peaceful Communist meeting. Arrest them all!

All participants are taken into police vehicles. The scene ends with the police vehicles driving away.

EXT. SAINT-JEAN D'ACRE JAIL -- 1928 DAY

Saint-Jean d'Acre jail is located in the picturesque Arab town of Acre. The medieval fortress is surrounded by tall palm trees and overlooks the Mediterranean Sea.

INT. HEARING ROOM -- SAINT-JEAN D'ACRE JAIL -- DAY

British correctional officers heavily guard the room. An administrative judge presides over a hearing. A group of 10 prisoners, Leopold, Grossvogel and Katz among them, sits on the defendants' bench.

JUDGE

Mr. Trepper, you have been selected to represent this group.

Leopold gets up. He speaks softly but firmly.

LEOPOLD

May I ask why we are kept in jail under subhuman conditions? We have violated no law! You treat us like criminals.

JUDGE

Subhuman? My dear fellow, after all being a Communist by itself is a serious offense.

T.EOPOT.D

We demand our immediate release.

JUDGE

You are lucky; your arrest circumstances have reached the Parliament in London. I have received instructions to release all of you without trial. You are free to go!

EXT. LEOPOLD'S APARTMENT HOUSE -- TEL AVIV -- MORNING

Two British policemen and a civilian REPRESENTATIVE approach the door. The representative knocks on the door.

LEOPOLD answers the door.

LEOPOLD

What is it now?

REPRESENTATIVE

(Hands a document to Leopold)

By the order of the British Governor, you must leave Palestine at once.

EXT. TEL AVIV STREET -- LATE AFTERNOON

Leopold and Luba walk on the street.

LEOPOLD

(Upset)

I have got some bad news.

LUBA

What is it? What happened?

Leopold Hands her the deportation paper. Luba begins to cry. Leopold hugs her and wipes her tears with a handkerchief.

LEOPOLD

I am leaving for Paris in a few days. I will write to you.

EXT. HOTEL DE FRANCE -- PARIS DECEMBER 1929 -- DAY

Hotel de France is a small building with a gray façade. A faded inscription near the entry reveals the hotel's name and address "HOTEL de FRANCE - 9 rue d'Arras".

Leopold, wearing a suit and a fedora, is carrying a small suitcase in his hand. Leopold rests his suitcase on the sidewalk in front of the hotel and pulls a crumpled letter out of his pocket.

LEOPOLD reads the letter -

STORM (O.S.)

Dear Leopold. I heard about your difficulties with the British police. If things get worse, you are welcome to join me in Paris. I am staying in the Hotel de France, 9 Rue d'Arras in Paris. Give my regards to Luba. Your friend, Alter Storm.

INT. HOTEL LOBBY -- DAY

The lobby is a small space with a reception desk and a key bin on the wall. A stairway and an open elevator with a folding metal door are located opposite the entrance door.

The reception counter is unattended. Leopold approaches the counter and rings the bell. The RECEPTIONIST appears from a nearby room.

RECEPTIONIST

We have no vacancies, Monsieur!

LEOPOLD

I am looking for Monsieur Storm. He is expecting me.

RECEPTIONIST

Take the elevator to the top floor. Monsieur Storm's room is the first one on the left.

Leopold takes the elevator.

INT. TOP FLOOR CORRIDOR

The elevator stops. Leopold opens the folding metal door and walks towards Storm's room. He knocks on the door. The door opens. Storm welcomes Leopold with a warm hug.

STORM

Welcome to Paris, Old Man.

INT. STORM'S ROOM

The room has two beds that occupy most of the room. There is a little washbasin in one of the corners. Small coffee tables with two chairs are positioned in front of the window.

The two men sit down.

TIEOPOLD

Thanks for inviting me. (Beat) Nice spot you have here.

STORM

(With a slight grin)

I call this place Hotel De Vance rather than Hotel De France.

LEOPOLD

Like fleas in Yiddish? (Beat)

Both men laugh.

LEOPOLD (CONT'D)

I plan to stay in Paris for a short time. I am going to the Soviet Union.

STORM

Are you serious about this?

T-EOPOT-D

Yes, I am. I want to join the forces of progress.

STORM

Let me try my connections. You may need some help with your plan.

EXT. A BUILDING CONSTRUCTION SITE -- LATE AFTERNOON

In the background is a bare steel structure. Workers are engaged in construction activities. Leopold and another worker are carrying a heavy steel rail on their shoulders.

After lowering the steel rail, Leopold and his co-worker join the other workers as they leave the construction site. Storm meets Leopold at the gate of the construction site.

STORM

How was your first day at work?

LEOPOLD

Work is work; I guess it was all right.

EXT. STREET, PARIS -- AFTERNOON

The two men walk through a busy street. They stop in front of a three-story building.

A sign adjacent to the entry announces: "THE LEV TOLSTOY CULTURAL SOCIETY - SECOND FLOOR".

INT. COMMUNIST PARTY OFFICE -- LATE AFTERNOON

The Tolstoy Foundation is a front for Communist activities. Nothing about the decor suggests what it really is. The walls are lightly decorated with paintings. JACQUES, a bald man in his early forties, is seated at his desk. Storm and Leopold enter the room.

STORM

(To Leopold)

Meet Jacques, he is the Secretary of the Party in Paris.

STORM (CONT'D)

(To Jacques)

Leopold is an old friend of mine. We are from the same village in Galicia and worked together for the Party in Palestine.

Jacques gets up and shakes hands with Leopold.

JACQUES

Welcome to Paris, Comrade. We can use good people like you here.

Leopold is flattered, yet he asserts his plan.

LEOPOLD

Thank you for your compliments. However, I would like to continue on my way to the Soviet Union at the earliest possible date.

JACQUES

I am sure that you know how slow are the bureaucrats in Moscow. I will see what can be done. In the meantime, your help here will be valued.

LEOPOLD

You can count on my help while I am in Paris.

INT. HOTEL DE FRANCE LOBBY -- EVENING

Leopold and Storm enter the lobby.

RECEPTIONIST

(To Leopold)

Monsieur Trepper, I have a telegram for you.

LEOPOLD stops at the desk and picks up the telegram.

CLOSE UP: TELEGRAM DATED MAY 3, 1930.

LUBA (O.S.)

Had to leave Palestine. Leaving

Marseille tonight.

Will arrive at Gare de Lyon

tomorrow morning at 10:05. Love,

Luba.

INT. GARE DE LYON RAILROAD STATION -- MORNING

Leopold walks through the station toward the platforms. The arrival of the 10:05 train from Marseille is announced over the Public Address System, as the train pulls into the station.

The platform is crowded. Leopold is searching for Luba. He makes an eye contact with Luba. The two wave to each other.

Leopold approaches Luba. Luba rests her small suitcase on the platform and falls into Leopold's arms. After the emotional meeting, Leopold picks up Luba's suitcase and both walk out of the station.

LEOPOLD

I am so glad to see you.

TIJBA

I missed you, Domb.

LEOPOLD

I missed you too.

TJJBA

I want to hear everything about Paris and about your life here.

LEOPOLD

There is so much to talk about. It will take days.

LUBA

I am so excited. I have always dreamed of Paris.

EXT. PARIS STREETS -- AFTERNOON

Leopold and Luba much in love, roam Paris streets. From time to time they stop and kiss passionately as they visit Paris boulevards and monuments.

INT. LEOPOLD'S ROOM HOTEL DE FRANCE -- NIGHT

Leopold and Luba are in bed making love.

INT. NEXT MORNING

A loud knock on the door is heard.

Leopold gets up and, half asleep, walks to the door. A short man, wearing a suit and fedora, stands in front of the door. His short, styled, waxed mustache and his demeanor suggest that he is a FRENCH POLICEMAN.

LEOPOLD

(Irately)

What business have you knocking on my door so early in the morning?

FRENCH POLICEMAN

I am from the police, Monsieur.

LEOPOLD

Your appearance leaves no doubt as to your identity. What is it that you want?

FRENCH POLICEMAN

I am sorry to disturb you, Monsieur. But your wife has been here for over a month but never reported to the authorities.

Leopold leans forward towards the policeman, puts his arm around his shoulder and whispers in his ear.

LEOPOLD

This woman is not my wife, Monsieur. She is my mistress. She will be gone in a day or two.

FRENCH POLICEMAN

(With a provocative smile)

' C ' 1 '

Oh, if this is the case, it is all right.

EXT. PARIS STREET SIDE CAFE -- MORNING

Leopold and Luba are having breakfast. A pot of tea and a basket of croissants are placed on the table.

LEOPOLD

I am meeting with MARCEL CACHIN, the editor of l'Humanite. It seems that he has a job offer for me.

LUBA

Don't you think that your involvement with l'Humanite will delay our entry to the Soviet Union?

LEOPOLD

The reality is that there is no promise that the entry to the Soviet Union is going to be granted at any time soon. In the meantime I will have to provide for us.

INT. L'HUMANITE OFFICE -- DAY

Cachin, the publisher, a man in his sixties, meets Leopold in his office.

CACHIN

It is nice to see you, Comrade. How are things in the Jewish Communist circles?

Cachin pauses for a second and continues without waiting for a reply.

CACHIN (CONT'D)

The growing threat of the Nazi Party in Germany is alarming. We must expand our propaganda in Jewish circles. I need someone to edit a Yiddish Newspaper; this is why I wanted to see you.

Leopold thinks for a moment.

LEOPOLD

Why me?

CACHIN

Your friend, Storm, told me about your writing skills and command of the Yiddish language. (Beat) He also told me how strongly you feel about the rise of the Nazi Party.

LEOPOLD

Did he also tell you that I would soon leave for the Soviet Union?

CACHIN

He did. However I will take the risk and worry about a replacement later.

LEOPOLD

This job will require my undivided attention. Can you afford paying me?

CACHIN

I was already taking care of. Will you accept the editor's position?

LEOPOLD

I would do anything for a good cause. Besides, it will be far better than my construction job.

EXT. THE MORNING NEWSPAPER BUILDING -- PARIS -- MORNING

ANGLE ON: A plaque "The Morning-Yiddish Newspaper", placed adjacent to the entry door.

A courier is loading batches of newspapers into a Citroen car. The courier drives through Paris streets and delivers the newspapers to newsstands.

EXT. STREET CORNER NEWSPAPER STAND -- MORNING

CLOSE UP: NEWSPAPER FRONT PAGE.

The date: October 14, 1930. The text is in Yiddish with translation in subtitles.

"BROWN SHIRTS MARCH INTO THE REICHSTAG!"

"Dressed in their brown shirts, elected Nazi deputies marched in unison into the Reichstag and took their seats. When the roll call was taken, each one of them stood up and shouted, Present! Heil Hitler!"

A pedestrian picks up a paper and slips a coin to the newsstand attendant.

INT. LEOPOLD'S APARTMENT HOUSE -- ONE YEAR LATER

Leopold is in an armchair reading the newspaper. MICHEL, a baby boy begins to cry. Luba rocks the cradle.

Leopold gets up and takes Michel into his arms. He rocks him softly. Michel stops crying and smiles. Shortly after, Michel falls asleep in Leopold's arms.

A loud knock on is heard.

Leopold is alarmed. He gets up and walks toward the door.

LEOPOLD

Who is it?

STORM (V.O.)

It is me, Storm; open up.

Leopold opens the door. He is shocked by Storm's appearance.

TIEOPOLD

Come in, what is the matter? You are white as a ghost!

STORM

(Frantic)

Did you get my letter?

LEOPOLD

What letter?

STORM

I sent you a very important letter.

LEOPOLD

Regarding what?

STORM

The police are looking for me. They may be coming for you too. I have to go now; please be careful.

INT. LE FIGARO PRINTING PRESS -- MORNING

Newspapers roll out of the printing press.

CLOSE UP: NEWSPAPER

Date: June 15, 1932

Headline: "THE PHANTO-MARX CONSPIRACY."

"The Paris police exposed a Soviet spy network operating out of a Paris apartment, arresting its leader, Isaiah Bir, whom the police nicknamed The Phantom, and his deputy, Alter Storm. Both men are members of the Communist Party that arrived in Paris from Palestine. Other accomplices are sought."

Pictures of both of the men also appear on the cover page.

INT. TOLSTOY CULTURAL SOCIETY OFFICE -- MORNING

Leopold enters the office. He is frantic.

LEOPOLD

I am sure that you read the news. After Storm's arrest, it won't be too long before the police will pay me a visit. I need to leave Paris at once!

JACQUES

Calm down, I have good news for you.

LEOPOLD

(Puzzled)

With all the bad news lately, I wonder what good news you might have.

JACQUES

With our strong recommendation, your application to enter the Soviet Union was granted. You may leave at any time now.

Leopold's tension is somewhat relieved. He slumps in a chair.

LEOPOLD

This is great news. I will leave Paris as soon as possible!

JACQUES

... And there is more good news.

LEOPOLD

Now I am really getting nervous. Good news always comes with bad things attached. Give me the bad first.

JACQUES

No bad news, my friend. You have been accepted to the Marchlevski University in Moscow.

Jacques pauses for a moment.

JACQUES (CONT'D)

It would be wise if your wife and son will join you at a later time. You have to convince the French police that your absence is of a temporary nature.

LEOPOLD

...And you said that there is no bad news?

INT. LEOPOLD'S ROOM - HOTEL DE FRANCE -- MORNING

Leopold is dressed up ready for the trip. There is a feeling of sadness. Luba embraces Leopold with tears in her eyes. Michel who picks up the anxiety begins to cry. Leopold takes Michel and holds him.

LUBA

Is it really necessary for us to stay here?

T.EOPOT.D

Just for a short time, we will soon reunite in Moscow.

LUBA

(With tears in her

eyes)

I already miss you. Be careful.

LEOPOLD

I love you!

Leopold tears himself from Luba and Michel. He picks up his suitcase and leaves.

INT. GARE DU L'EST RAILROAD STATION -- MORNING

Leopold walks through the crowded station, avoiding policemen and possible undercover detectives. The departure of the 8:06 train to Berlin is announced over the public address speakers.

Leopold boards the train.

INT. TRAIN CAR -- WINDOW VIEW -- MORNING

Leopold and several passengers sit in the cabin. As Leopold's train pulls out, another train is seen entering the station.

AERIAL SHOT:

The train travels through valleys and mountains.

EXT. TRAIN STATION -- AFTERNOON

The train is stopped at the station.

INT. TRAIN CAR

Leopold's POV: through the train window:

A station sign - "STRASBURG".

After a short stop, the train continues its travel.

INT. TRAIN CAR -- WINDOW VIEW

The light fades. It gets darker.

EXT. BERLIN'S HAUPTBAHNHOF -- JUNE 1932 -- EARLY MORNING

The station is crowded. Nazi militants in brown shirts wearing armbands with a Nazi swastika are all over.

Leopold moves through the crowd and out to the street. He takes a taxi to Hotel Hamburg, just a few blocks from Hauptbahnhof.

INT. LEOPOLD'S HOTEL ROOM -- AFTERNOON

Leopold watches the street from his second floor window.

A group of Nazi Brownshirts marches on the street, singing the Horst Wessel Nazi Anthem. An anti-Nazi group confronts them.

It gets ugly. Nazi militants shoot several of their opponents. German police are present but do not intervene.

Leopold is horrified.

INT. TRAIN CAR -- WINDOW VIEW

Leopold appears troubled.

LEOPOLD (O.S.)

The violence I witnessed in Berlin convinced me that a catastrophe is inevitable.

The scenery continuously changes as the train continues its journey.

As night falls, the car lights are turned on.

EXT. USSR BORDER -- CHECK POINT -- DAY

The train pulls into a station. Russian border police board the train. Leopold looks out the window. His POV: A big portrait of Lenin and a large banner "Workers of the world, unite." After a brief inspection of papers, the train continues. A RED ARMY OFFICER joins Leopold in his cabin.

INT. TRAIN CAR -- CONTINUOUS

Leopold and a young RED ARMY OFFICER are the only occupants.

RED ARMY OFFICER

(In a friendly tone) Where from, Tovarich?

T-EOPOT-D

(With humor)

Galicia, Palestine and France.

RED ARMY OFFICER

How so?

TIEOPOLD

I was born in Galicia, fled to Palestine, deported to France and am voluntarily coming to the Soviet Union.

RED ARMY OFFICER

(Puzzled)

May I ask you why?

LEOPOLD

(Decisively)

I am a Communist. The Soviet Union is where I belong.

The officer shakes hands with Leopold.

RED ARMY OFFICER

Welcome home, Comrade.

EXT. MOSCOW LENINGRADSKY TRAIN STATION -- 1932 -- MORNING

The mixed crowd assembled on the platform includes soldiers, workers, men, women and children. Leopold walks through the crowd and to the street. All excited, he happily looks around him.

EXT. MOSCOW STREET

Leopold takes a streetcar. The streetcar travels through Moscow's streets. The view includes the Kremlin and Red Square.

EXT. OUTSIDE APARTMENT HOUSE -- CONTINUOUS

Leopold gets off the streetcar and crosses the street. He climbs a flight of stairs and stops in front of the door.

A small plaque next to the doorbell reads - "LEV ELENBOGEN"

Leopold rings the bell. ELENBOGEN, a man in his late thirties, opens the door and warmly welcomes Leopold.

ELENBOGEN

(With a big smile)

Welcome to Moscow, my dear friend. You are just in time for breakfast.

LEOPOLD

It is good to see you again.

INT. ELENBOGEN'S APARTMENT -- CONTINUOUS

Elenbogen's apartment is modestly furnished. The two men sit to eat breakfast. The table is loaded with bread, butter, sausages and vodka. Leopold looks surprised.

LEOPOLD

I thought that things were bad here; I was told that people were on rations.

ELENBOGEN

Not me; I am an engineer and college professor. These are black market goods.

LEOPOLD

You? Black Market? I don't believe it! How about your principles?

ELENBOGEN

I am afraid that it is not a perfect world, Domb.

LEOPOLD

I quess it is not.

EXT. MARCHLEVSKI UNIVERSITY CAMPUS -- DAY

A big sign at the university entry reads - "MARCHLEVSKI INTERNATIONAL UNIVERSITY".

Leopold walks through the busy campus.

INT. CLASSROOM

Leopold and 24 students, men and women, are assembled in the classroom. The professor, Elenbogen, enters the room. Leopold and Elenbogen are surprised to see each other.

ELENBOGEN

Before we begin, I would like to introduce you to my friend Leopold Trepper from Palestine.

All eyes are turned toward Leopold who gets up and waves at his classmates.

ELENBOGEN (CONT'D)

Comrades, with your indulgence, I would like to show you a newsreel from Germany, instead of our planned class.

A movie projector is brought into the classroom. The shades are drawn down for the newsreel.

NEWSREEL BEGINS

NARRATOR (O.S.)

In Berlin, Adolf Hitler accepted President Hindenburg's request to become Germany's new Chancellor.

Thousands of members of the SA and SS march through the Brandenburg Gate and along the Wilhelmstrasse to the presidential palace carrying torches and singing the Hörst Wessel song.

They are cheered by thousands of people who wave small Nazi flags as they march. The rhythmic pounding beat of jackboots, drums and blaring military parade music is heard everywhere.

JOSEPH GOEBBELS appears on the front at the presidential palace.

CROWD

Seig Heil! Seig Heil! Seig Heil!

JOSEPH GOEBBELS

This is like a dream - a fairytale. The new Reich has been born. (Beat) Fourteen years of work have been crowned with victory. The German revolution has begun!

CROWD

Seig Heil! Seig Heil! Seig Heil!

HITLER and other Nazi leaders join Goebbels on the porch.

CROWD (CONT'D)

Seig Heil! Seig Heil! Seig Heil!

Hitler raises his right arm. The loud crowd becomes silent in an instant.

HITLER

SA and SS, Heil! (Beat) Germany's great time has begun. Germany is now awakened! Together we shall restore our national pride! Jews, Communists and democrats are the enemy of the German people! We shall destroy our enemies!

CROWD

Seig Heil! Seig Heil! Seig Heil!

The Reichstag building is burning, lighting the sky of Berlin with a red halo.

NARRATOR (O.S.)

On February 27, 1933, just a few days after Adolf Hitler became the Chancellor of Germany, a mysterious fire consumed the Reichstag building. The Nazi propaganda machine headed by Joseph Goebbels, unleashed a major attack on all the Nazi Party opponents.

NEWSREEL ENDS

EXT. BERLIN APARTMENT BUILDING -- FEBRUARY 1933 -- MORNING

A convoy of SS cars stops in front of the building. The SS soldiers surround the building. HEINZ PANNWITZ, a short bulky Nazi in his twenties, wearing heavy glasses leads a group of soldiers. Pannwitz is a mean and angry man.

INT. STAIRWAY APARTMENT HOUSE -- MORNING

The soldiers climb the stairs.

A door sign reads - "HARRO SCHULZE-BOYSEN"

A soldier pounds vigorously on the door.

PANNWITZ

(Shouting) Open up, SS!

INT. SCHULZE-BOYSEN'S APARTMENT

Twenty-four year old SCHULZE-BOYSEN opens the door. The soldiers push him to the floor as they storm in.

HENRY ERLANGER, in his twenties, is also in the room.

Both men are horrified by the intrusion.

The table is loaded with leaflets and booklets containing anti-Nazi materials.

A copy of "Der Genger - a Political Review" published by Schulze-Boysen and edited by Henry Erlanger is also on the table. The title reads - "The Enemy"

The storm troopers start a violent search of the apartment. They empty closets and drawers; throwing the contents all over the place.

The troopers continue to tear the place apart, missing the obvious material on the table.

STORM TROOPER 1

(With conviction) Absolutely nothing!

STORM TROOPER 2

Let's go! But don't you worry. We will be back.

The Storm Troopers leave, one of them being clumsy, trips over a chair and lands on the table.

CLUMSY STORM TROOPER

(With a childish

smirk)

I found it! I found it!

PANNWITZ

(To ERLANGER)

And who are you?

ERLANGER

My name is Erlanger.

STORM TROOPER2

A dirty Jew!

The storm troopers leave dragging Schulze-Boysen and Erlanger with them.

EXT. AN EMPTY FIELD IN A FOREST -- LATE MORNING

The SS troopers strip both men to the waist and tie their hands behind their backs. The storm troopers line up in two rows making the two prisoners run back and forth in the center while they beat them with riding crops. Both prisoners are severely wounded, but their captors won't stop.

Every time when Schulze-Boysen reaches the end of the line he stops, turns toward his tormentors, salutes Pannwitz and announces:

SCHULZE-BOYSEN

You can do it again, if you wish. It will not change a thing.

PANNWITZ

That's enough. Shoot the Jew!

One storm trooper pulls out a pistol and shoots Erlanger in the head in front of his friend.

PANNWITZ (CONT'D)

(To Schulze-Boysen)

As a German aristocrat you should be on our side. You have the choice of joining us, or ending up like your pig friend. Think about it.

The storm troopers leave both men lying on the ground.

Schulze-Boysen is leaning over the dead Erlanger with eyes full of tears.

SCHULZE-BOYSEN

I swear to you, dear Henry, I shall not rest until the Nazi beasts and their helpers are punished.

EXT. CHOCOLATE HOUSE -- MOSCOW 1937 -- DAY

The sign on the small building, painted in chocolate brown, reads - "RED ARMY CENTRAL INTELLIGENCE SERVICE"

Leopold arrives at the building.

INT. SAME

Leopold enters the recruiting office. In a big room by individual desks, officers interview potential agents. A RECRUITER greets Leopold and leads him towards his desk. A file bearing Leopold's name is on the desk.

RECRUITER

Have a seat, please. (Beat) I understand that you wish to volunteer for service.

LEOPOLD

Not that I am a hero, but this is a call of conscience.

The recruiter goes through Trepper's file as he conducts the interview.

RECRUITER

Very impressive! Your command of several languages and your experience in international travel are assets. (Beat) Your record as a Party member is also superb. When can you become available?

LEOPOLD

As soon as I resign from my editing position at the "Truth".

INT. CHOCOLATE HOUSE -- COUNTERFEITING LAB -- DAY

A Technician holds a Canadian passport in his hands. He carefully examines the document.

CLOSE UP: PASSPORT

Name: Michael Dzumaga. Place of birth: Winnipeg, Canada. Date of birth: August 2, 1908

LEOPOLD enters the lab. The Technician leads Leopold to a chair for a photo. He adjusts Leopold's posture and gets behind a camera. He raises his left hand.

TECHNICIAN

Over here!

A camera's click is heard.

TECHNICIAN (CONT'D)

All done! The passport should be ready by the end of the day.

INT. GENERAL BERZIN'S OFFICE -- CONTINUOUS

Leopold enters the General's office. GENERAL BERZIN in Red Army uniform welcomes him.

GENERAL BERZIN

It is nice to see you again. Let's hear your plan?

LEOPOLD

I intend to start up a legitimate business with branches throughout Western Europe to conceal our underground activities.

GENERAL BERZIN

I want you to remain inactive until you receive the Center's instructions. (Beat) Do you have any radio training?

LEOPOLD

No, I am a journalist. Remember?

GENERAL BERZIN

Radio equipment will be sent to you at a later time. You will have to recruit Pianists.

LEOPOLD

(Startled)

Pianists?

GENERAL BERZIN

This is our jargon for radio operators.

Berzin pauses briefly.

GENERAL BERZIN (CONT'D)

Your contact in Brussels is the commercial attaché of the Soviet Embassy. Never go there. He will contact you.

That's all. Good luck!

The Technician enters General Berzin's office. He hands Leopold a passport.

TECHNICIAN

Here is your passport.

Leopold takes the passport and opens it.

CLOSE UP: PASSPORT

Leopold's picture - Name: ADAM MIKLER - Place of birth: Winnipeg, Canada - Date of birth: August 2, 1908

General Berzin walks Leopold to the door. He shakes his hand firmly and gives him a big bundle of dollars bills.

GENERAL BERZIN

Here, you are going to need this.

INT. SCHULZE-BOYSEN RESIDENCE BERLIN -- 1937 -- EVENING

Civilians and Nazi officers are gathered at a party. A huge gramophone is playing waltzes. Couples are dancing as hors d'oeuvres and drinks are served. HERMANN GOERING, in his uniform, approaches Schulze-Boysen and his wife LIBERTAS.

SCHULZE-BOYSEN

Glad to see you, Herr Marshal.

LIBERTAS

I am glad you could come.

Goering turns toward Libertas. He kisses her hand.

HERMANN GOERING

How is your father, Herr Hass?

LIBERTAS

He is all right, Herr Marshal.

HERMANN GOERING

Please give him my regards.

LIBERTAS

I certainly will. I would like to introduce you to some of our friends.

Libertas leads Goering towards a group of people who are engaged in conversation.

LIBERTAS (CONT'D)

I would like to introduce you to Marshal Goering, a close friend of my family.

The guests shake hands with Goering as they introduce themselves. ARVID and MILDRED HARNACK approach Goering. Arvid shakes hands with the Marshal.

ARVID

It is my pleasure to meet you, Herr Marshal. My name is Arvid Harnack. This is my wife Mildred.

LIBERTAS

Mildred comes to us from America.

Goering shakes Mildred's hand.

HERMANN GOERING

American? What brings you here?

MILDRED

(Points at her

husband)

This fine German man, whom I met in college in Wisconsin.

In a corner, Schulze-Boysen is conducting a discreet conversation with several of his guests. Goering and Libertas approach the group.

HERMANN GOERING

I must leave now. I was delighted to meet your friends. (Beat)
Your friends are my friends, Harro.

GOERING grabs SCHULZE-BOYSEN'S arm and leads him to an isolated corner.

HERMANN GOERING (CONT'D)

I am told that you are advancing rapidly in the ranks of the Luftwaffe.

SCHULZE-BOYSEN

(Humorously)

I guess that marrying the granddaughter of Prince Philippe von Eulenburg was not a bad idea, after all.

HERMANN GOERING

The Fatherland needs people like you. Led by our beloved Fuehrer, Adolf Hitler, we will soon march through Europe, bringing glory to the Third Reich.

The guests leave, except for a small group that includes Arvid and Mildred.

SCHULZE-BOYSEN

(To the group)

I will meet you in my study where we can have some privacy.

INT. SCHULZ'S STUDY -- CONTINUOUS

Schulze-Boysen checks the hallway. Then he enters the study and closes the door.

SCHULZE-BOYSEN

The situation in Germany is becoming grim. It is obvious now that Hitler is going to drag us into a bloody war.

MILDRED

From now on we will have to conduct our activities cautiously. The Gestapo is already spying on everyone. (Beat)
Children are taught to turn in their parents for anti-Nazi activities.

ARVID

We need to establish some connection outside Germany.

MAN

Some of my colleagues may be in a position to help.

LIBERTAS

It's getting late. It is time to go. Please be careful!

As the people leave, the lights are dimmed slowly.

EXT. IN FRONT OF SCHULZE-BOYSEN HOME -- MORNING

A military Mercedes convertible stops in front of the house. The door opens and Schulze-Boysen, dressed in Luftwaffe uniform, leaves the house and walks towards the car. The DRIVER steps out of the car and opens a door for Schulze-Boysen.

DRIVER

(Salutes)

Heil Hitler! Good morning, Herr Schulze!

Schulze-Boysen returns a military salute.

SCHULZE-BOYSEN

Take me to the Air Ministry.

The two get into the car and drive away.

EXT. OUTSIDE BRUSSELS NORTH TRAIN STATION -- 1938 -- DAY

Leopold is searching for his friend, Leo Grossvogel. Grossvogel, who drives a fancy Mercedes, leaves the car to greet Leopold. The two men shake hands and exchange a warm hug.

GROSSVOGEL

Good to see you again, Domb. You look great.

LEOPOLD

(Secretive)

It's great to see you, too. I am here as Adam Mikler, a Canadian businessman.

GROSSVOGEL

Mikler? What is this all about?

LEOPOLD

I will explain later.

The two men get into the car. The Mercedes merges into traffic and disappears.

INT. MOVING CAR -- CONTINUOUS

The two men engage in a conversation.

GROSSVOGEL

I am so anxious to hear your story.

LEOPOLD

I am sure you also have a story to tell. You must have changed a lot since I last saw you in Palestine!

GROSSVOGEL

What do you mean?

LEOPOLD

I remember you as a young idealistic socialist.
... and what do I see now?
A common bourgeois who wears expensive clothes and drives a fancy Mercedes!

GROSSVOGEL

(With a touch of

Humor)

Nothing has changed. However, I must support my family and myself until the revolution! (Beat)
Now tell me what are you up to. I am sure that you have a better story to tell.

LEOPOLD

After Alter Storm's arrest, I left Paris for the Soviet Union. (Beat) Concerned with the rise of Nazism, I joined the Red Army Intelligence.

GROSSVOGEL

You haven't changed, Domb. I see troubles again.

LEOPOLD

This is different now. We must do something to stop the Nazis.

GROSSVOGEL

Tell me about your family. How is Luba?

T-EOPOT-D

Luba is fine. She and our children, Michel and Edgar will join me soon.

EXT. GROSSVOGEL'S APPARTMENT HOUSE -- CONTINUOUS

Grossvogel's Mercedes stops at the curbside. As the men leave the car, a doorman helps them with the luggage.

GROSSVOGEL

... and what is your plan?

EXT. 155 RUE BELLIARD BRUSSELS -- DAY

The office of The Raincoat King Company is in a three-story building located on a busy street.

A sign adjacent to the building entrance reads - "Roi du Caoutchoue".

SUBTITLE: The Raincoat King

A man installs the new sign under the existing sign. The new sign reads - "The Foreign Excellent Trench Coat Company"

INT. THE RAINCOAT KING COMPANY OFFICE -- DAY

A small reception area leads to a spacious office where Leopold, Grossvogel and JULES JASPAR are seated at their respective desks.

SERIES OF SHOTS:

Grossvogel's table.

CLOSE-UP: Nameplate "Leo Grossvogel Director"

GROSSVOGEL

The principal goal of this meeting is to devise a plan that promotes the sale of raincoats throughout Europe.

Leopold's table.

CLOSE-UP: Nameplate "Adam Mikler Senior Partner"

LEOPOLD

The first priority is to expand our base in Belgium. Opening branches in Italy, Germany, Holland will follow.

Jaspar's table.

CLOSE UP: NAMEPLATE

"Jules Jaspar General Manager"

JASPAR

With the political influence of my family, I am sure that that we will have no problem for such an expansion.

Leopold

LEOPOLD

It is essential that the company will be managed as a profitable organization. Doing business with governments, the Germans in particular is a priority.

EXT. PASTRY SHOP, BRUSSELS STREET -- MORNING

Leopold enters a pastry shop across the street from his office.

INT.

It is a busy hour. The baker, a man in his forties, and a woman, in her thirties take orders from customers. Leopold is browsing the shelves when he notices GEORGIE, a pretty young woman, in her twenties.

Leopold picks up a handful of bakery products and stands on line behind the woman. While paying the bill, the woman accidentally drops a glove. Leopold picks up the glove.

LEOPOLD

(To the woman)

Excuse me Madame; I think this glove is yours!

GEORGIE

(Gratefully)

Oh, thank you Monsieur!

Georgie lays her eyes on Leopold. She stays in the store. When Leopold is ready to leave, he notices that Georgie is still there. Somewhat hesitatingly, he approaches her.

GEORGIE (CONT'D)

(With a distinctive

American accent)

It was very nice of you to pick up my glove Monsieur. My name is Georgie, Georgie de Winters.

LEOPOLD

American I presume. Is it Madame or Mademoiselle? (Beat)
My name is Adam Mikler. You can call me Eddy.

GEORGIE

It is Miss Winters, American.

LEOPOLD

I am Canadian. It is a pleasure to meet you.

GEORGIE

You are a real gentleman.

LEOPOLD

It would be nice to meet you again, neighbor.

Leopold writes his name and phone number on a piece of paper and hands it to Georgie.

LEOPOLD (CONT'D)

Please give me a call if you feel like it.

INT. GEORGIE'S APPARTMENT -- EVENING

The doorbell rings. Georgie answers the door. Leopold enters the room that is tastefully decorated.

Georgie is dressed elegantly. She looks a little nervous. Her voice is trembling.

GEORGIE

Glad you could come.

Leopold is confused. So far he was faithful to Luba.

LEOPOLD

I am glad you invited me.

GEORGIE

Can I get you a drink?

Leopold notices a bottle of red wine and two glasses on the table.

LEOPOLD

Thanks, how about wine?

Georgie fills the glasses and with a shaky hand. She hands one to Leopold. The two raise glasses.

LEOPOLD (CONT'D)

To a new friendship!

GEORGIE

To friendship!

LEOPOLD

Forgive my curiosity. May I ask you what is a pretty American woman doing alone in Brussels?

GEORGIE

I was born in The United States to an American father and a Belgian mother. Here look!

Georgie pulls out a picture of mother and father from her purse.

Her mother is pretty and her father is handsome, like a movie star.

GEORGIE (CONT'D)

My father is a set designer for Paramount Studios in Hollywood. He is pursuing an acting career. (Beat)

I came to Belgium with my mother.

LEOPOLD

The apple does not fall far from the tree.

GEORGIE

Thank you! You are very kind Eddy.

Leopold and Georgie become hormone driven. Their eyes meet momentarily. The two get closer and kiss softly. Shortly thereafter Georgie withdraws.

GEORGIE (CONT'D)

I can't do it!

LEOPOLD

What is it? What is the matter?

GEORGIE

I am a little pregnant!

LEOPOLD

I have a small problem myself.
(Beat)

I am a little married.

The two laugh and then fall into each other arms.

EXT. OUTSIDE BRUSSELS TRAIN STATION -- DAY

Leopold arrives at the station in a taxi. He enters the station and continues to the platforms.

INT.

The arrival of the train from Paris is announced on the public announcement speakers. The train stops at the platform. Leopold walks through the crowd, looking for Luba.

Luba and Edgar (One and a half years old) get off the train. A train employee in uniform helps Luba with the luggage.

Leopold discovers Luba who holds Edgar in her arms. He rushes through the crowd to meet them. The meeting is emotional. Leopold hugs and kisses both Luba and Edgar. In a moment he realizes the Michel is not with them.

LEOPOLD

(Anxiously)

Where is Michel? Oh no! Don't tell me that... Bastards!

LUBA

They said... you know... Michel has to get educated in the Soviet spirit.

LEOPOLD

(Angrily)

Of course, The Soviet Spirit all right! They always keep hostages. They trust nobody!

LUBA

At least he is safe in Moscow. Who knows what the future holds for us!

Leopold carries the luggage and the three of them walk towards the exit.

EXT. SOVIET EMBASSY IN BRUSSELS -- DAY

Leopold arrives at the embassy. He walks toward the main entrance where a DOORMAN stops him.

DOORMAN

Do you have an invitation Monsieur? Entrance is by invitation only.

LEOPOLD

This is important. I must meet Dimitry BOLCHAKOV.

DOORMAN

Your name please.

LEOPOLD

My name is Adam Mikler. Bolchakov knows who I am.

DOORMAN

Please wait here.

INT. LOBBY -- CONTINUOUS

The Doorman signals to a person in the lobby. The two men exchange words quietly. The other person walks away and disappears into a corridor.

Bolchakov, a formally dressed stern person, appears in the lobby. He approaches Leopold who is still waiting by the entry door. The two men shake hands.

Bolchakov grabs Leopold under his arm and leads him to an isolated corner where the two sit down.

BOLCHAKOV

(Firmly)

Weren't you instructed not come to the embassy?

LEOPOLD

(Assertively)

I wonder if I am forgotten. I have been here for almost a year but no one contacted me.

BOLCHAKOV

(Humorlessly)

Patience is a virtue, Mr. Mikler. Your visit here is your first, last and one too many.

LEOPOLD

So what do you expect me to do?

BULCHAKOV

Just wait!

INT. UNIVERSITY OF BRUSSELS CAFETERIA -- NOON

KENT, early thirties, smoking a pipe, enters the cafeteria. He scans the room and without stopping walks directly toward Luba who is eating lunch.

KENT

Mrs. Mikler?

Luba is surprised.

LUBA

Yes. Who are you? How do you know my name?

KENT

My name is Vincent Sierra; I am known as Kent. (Beat)
I have a message for your husband.

LUBA

Please join me.

Kent joins Luba.

LUBA (CONT'D)

Do you mind if I ask you how did you find me?

KENT

I am a student here. I have been tracking you for sometime.

LUBA

(Provocative)

There must be something wrong with me not noticing a man pursuing me. (Beat)

So, you said you have a message...

KENT

An agent will contact your husband in the pastry shop across from his office exactly at 8 O'clock tomorrow morning.

INT. PASTRY SHOP, BRUSSELS STREET -- MORNING

Leopold arrives at the shop. He looks at his watch. The time is 7:50. He glances at the pastry cabinets when he sees Georgie.

LEOPOLD

(To Georgie)

Bonjour Georgie, I haven't seen you for a while. Don't tell me that you are...

Realizing his mistake, Leopold stops.

GEORGIE

What?

LEOPOLD

Never mind!

GEORGIE

You are a mysterious man Eddy.

ALAMO, a man in his late twenties, enters the pastry shop. With a serious look, he scans the customers. He notices Leopold and Georgie who are chatting in a corner. Alamo approaches Leopold.

ALAMO

Monsieur Mikler?

T-EOPOT-D

Yes.

ALAMO

May I have a word with you?

LEOPLOD

(To Georgie)

Excuse me for a moment. I will be right back.

Leopold and Alamo retreat to a corner where they conduct a secretive conversation. Leopold returns to Georgie.

LEOPOLD

I must leave now. I will call you.

Leopold rushes out of the store. Alamo waits a short while, then follows Leopold. After making sure that they are not followed, Alamo catches up with Leopold.

ALAMO

I will meet you in half an hour at the entry to the Botanical Park.

The two break away.

EXT. BOTANICAL PARK -- CONTINUOUS

Leopold and Alamo sit on an isolated bench. Alamo introduces himself.

ALAMO

Carlos Alamo; Red Army Officer. I am a citizen of Uruguay. I have instructions to work with you.

LEOPOLD

(Raises an eyebrow)

A Uruguayan citizen, ha? Can you speak the language?

ALAMO

I recently returned from Spain where I fought on the Republican's side.

LEOPOLD

May I ask you about your activities in Spain?

ALAMO

I was assigned to the Third Squadron of the Republican Air Force...

Alamo pauses and continues his story.

ALAMO (CONT'D)

The situation in La Granja battlefield was grim. Generalissimo Franco's forces made dangerous advances. Something had to be done.

Leopold looses his patience.

LEOPOLD

Can you get to the point?

ALAMO

The squadron was short in pilots. I took advantage of the battle turmoil and flew the La Granja mission.

LEOPOLD

So you are a pilot, why didn't you say so?

ALAMO

Not exactly, I was only a mechanic!

LEOPOLD

It sounds very stupid but at the same time it was a courageous act.

ALAMO

I have instructions to work with you.

Leopold writes a note and hands it to Alamo. The note reads "Monsieur Grossvogel - The Raincoat King Company, 155 Rue Belliard. Telephone 72750."

LEOPOLD

First, you must be integrated into our network. I would like you to contact Monsieur Grossvogel.

INT. LEO GROSSVOGEL'S OFFICE -- DAY

Alamo enters the office. Grossvogel greets him at the reception area. He grabs Alamo's arm and leads him into his office.

GROSSVOGEL

Come in Monsieur Alamo. My friend Mikler explained your status to me. (Beat)
You will be appointed as the Director of our Ostend branch.

ATIAMO

What exactly does it mean?

GROSSVOGEL

It means exactly that. You will manage the Ostend branch. This is a legitimate business.

INT. LEOPOLD'S RESIDENCE -- SEPTEMBER 1, 1939 -- MORNING

Luba and Leopold are home having breakfast. Little Edgar cries in his crib. Leopold takes Edgar out of the crib and tries to sooth him. A radio is playing classical music as it is abruptly interrupted.

ANCHOR (V.O.)

We are interrupting our scheduled program to make this announcement. Early this morning, at 04:30 hours German forces invaded Poland from East Germany, East Prussia and Slovakia. The Germans used heavy artillery, tanks and air power. Heavy fighting is reported on all fronts. We will resume our scheduled program now. More news dispatches will be broadcast as events develop.

Luba looks horrified.

LUBA

From now on, it is all downhill. I wonder how long it will be before all of Europe goes on fire?

LEOPOLD

Unfortunately, Stalin still entertains the idea of a separate peace with Germany. This will only increase Hitler's appetite.

LUBA

I just hope that Great Britain and France have learned a lesson after what happened in Czechoslovakia.

INT. FOREIGN EXCELLENT TRENCH COAT COMPANY OFFICE -- DAY

Leopold, Grossvogel and Alamo meet in the conference room.

LEOPOLD

We gathered here today to move the network into an operational phase.

(MORE)

LEOPOLD (CONT'D)

It seems that we have our organization in place. Our commercial cover is working well; as a matter of fact we are making nice profits.

A knock on the door is heard.

GROSSVOGEL

Come in!

KENT enters the room.

KENT

Sorry for being late.

Leopold is annoyed.

LEOPOLD

Have a seat. Please don't make it a habit. The Lives of many may be at risk if we fail. Can you tell us a little about your background?

KENT

I am a Red Army Officer. I served in the Spanish Civil War where I carried out many secret missions.

LEOPOLD

Sounds impressive.

LEOPOLD turns to GROSSVOGEL.

LEOPOLD (CONT'D)

Leo, would you report our financial status and the extent of the company's operations?

GROSSVOGEL

The company's sales exceeded 30,000 dollars, mostly by doing business with the German military. We have tripled the amount of the initial investment, with branches in Sweden, Norway and Denmark.

LEOPOLD

(To Alamo)

I want you to take the radio to Knokke-le-Zoute and set it up for operation.

LEOPOLD (CONT'D)

(To Kent)

Before taking over the Denmark office, I need you to stay in Brussels and continue the liaison with the Soviet Embassy.

LEOPOLD (CONT'D)

A war in Europe is inevitable. It is only a matter of days before all hell breaks loose.

INT. LEOPOLD'S RESIDENCE A FEW DAYS LATER -- MORNING

LEOPOLD opens the door and picks up a newspaper. He joins Luba who sits at the table.

CLOSE UP: NEWSPAPER

Date: September 4, 1939.

Headline: "Britain and France declare war on Germany." Small print: "Following the German invasion of Poland three days ago, Great Britain and France declared war on Germany last night."

LEOPOLD

(To Luba)

The war is escalating. Britain and France declared war on Germany.

LUBA

I am scared Domb; what will happen to us?

LEOPOLD gets up and approaches Luba. He holds her hand. Luba gets up and the two hug.

LEOPOLD

Things do not look good. I am concerned that Belgium is next.

INSERT: Maginot Line Map. Date: MAY 10, 1940

Red arrows depict the advancement of German tanks and troops through the "impenetrable" Ardennes Forest in neutral Belgium. Flames consume the map.

CROSSFADE:

EXT. MAGINOT LINE -- DAY

German tanks followed by infantry and supported by fighter planes attack Villy la Ferté Fort.

EXT. BRUSSLES -- DAY

Loud sirens indicate an imminent air raid. Shortly thereafter German planes drop their load over Brussels. An all-clear siren ends the raid.

INT. RADIO ROOM KNOKKE-LE-ZOUTE

Leopold and Alamo gather in a small room. Alamo is tuning the transmitter. Leopold hands a copy of Teramond's "Le Miracle" to Alamo who is encoding the message.

INT. INTELLIGENCE CENTER RADIO ROOM MOSCOW -- DAY

A group of radio operators are working their equipment. In the background, the sound of Morse code communications is heard.

An operator, wearing a set of earphones listens to a transmission. He intercepts the following transmission.

SUBTITLE: Scroll the decoded transmission.

TEXT: "KLH DE PTX" Repeated twice.

The RADIO OPERATOR replies: "PTX DE KLH Standby."

RADIO OPERATOR

(To a nearby co-worker)

. . . .

This is important, go find the DIRECTOR.

The CO-WORKER rushes to the Director's office.

CO-WORKER

(To the Director)

You are wanted at the radio room. A PTX transmission just came through.

The Director rushes to the radio room.

INT. RADIO ROOM

LEOPOLD and KENT are leaning over a transmitter. A Morse code message is coming through.

SUBTITLE: Scroll the decoded transmission.

TEXT: "PTX DE KLH - continue over."

Kent continues to transmit:

German airplanes bombarded Brussels at 1100 hours.

The CENTER'S response:

TEXT: "PTX DE KLH Message received. Is there anything else?"

LEOPOLD shakes his head to gesture no.

KENT transmits:

TEXT: " KLH DE PTX NEGATIVE - OTTO OUT."

INT. LEOPOLD'S RESIDENCE -- AFTERNOON

There is a knock on the door. Luba opens the door. Three Belgian policemen stand in front of the door.

LUBA

Don't stand outside. Come on in!

BELGIAN POLICEMAN 1

We have orders to arrest all nationals of the Third Reich and move them to interment camps.

LUBA

What does that have to do with us?

BELGIAN POLICMAN 2

You and your husband, in our best judgment, are of German descent.

LUBA

This is not true. We come from Sambor, which is in a Polish territory.

Luba picks up a Larousse Encyclopedia from a shelf and hands it to Belgian Policeman 1

LUBA (CONT'D)

Here, see for yourself.

Luba points on the word Sambor. Belgian Policeman 1 looks at the Encyclopedia.

BELGIAN POLICMAN 1

I will check it with my supervisor. In the meantime, you and your husband must not leave the house.

The policemen leave. A few minutes later Leopold returns.

LUBA

We had a visit from the police!

LEOPOLD

What was the nature of the visit?

LUBA

The Belgian government issued an order to detain all residents of German decent.

T-EOPOT-D

I am sure they will return. We are no longer safe here.

EXT. LEOPOLD RESIDENCE -- EARLY EVENING

A car with diplomat's markings and a Soviet flag stops in front of the building. Leopold escorts Luba and Edgar to the car. The separation is emotional.

LEOPOLD

I am going to miss you. Be careful!

Leopold grabs both; he hugs and kisses them.

LUBA

Who knows when we will see you again?

LEOPOLD

This is a war. I have a battle to fight.

LUBA

I love you Domb.

LEOPOLD

I love you too.

The car leaves.

EXT. SOVIET EMBASSY -- EVENING

The car approaches the gate of the Soviet Embassy. A gate opens and the car drives through. The car disappears behind the closing gate.

INT. LEOPOLD RESIDENCE -- EVENING

Leopold stuffs his personal belongings into several suitcases and exits the house.

EXT.

Leopold takes a taxi to Grossvogel residence.

INT. GROSSVOGEL RESIDENCE -- EVENING

Grossvogel greets Leopold at the door.

GROSSVOGEL

Where do we go from here?

LEOPOLD

It is essential that we go underground immediately. We have to change identities. (Beat)
Do you know anybody that knows how to forge documents?

GROSSVOGEL

How soon do you want that?

LEOPOLD

Tonight.

Grossvogel picks up the phone and dials.

GROSSVOGEL

Hallo! Operator? 40192 please.

INT. REICHMAN'S RESIDENCE -- EVENING

The phone rings. REICHMAN picks up the phone.

REICHMAN

Hallo!

GROSSVOGEL (O.S.)

Reichman? It's me Leo! (Pause) I need identification papers for two. I mean tonight! (Beat) This is an emergency.

REICHMAN

Come on over.

GROSSVOGEL (O.S.)

Thanks, we will be right there.

Leopold and Grossvogel arrive at the Reichman residence. Reichman gives both men a warm reception.

ANGLE ON: Reichman forges two Belgian identification papers.

CLOSE UP: IDENTIFICATION PAPERS

Name: JEAN GILBERT Born in Antwerp December 22, 1905.

Profession: Industrialist.

Name: HENRY PIPER Born in Antwerp October 1, 1908.

Profession: Merchant

EXT. LEOPOLD'S RESIDENCE -- EARLY MORNING

Belgian policemen arrive at the residence. Policeman 1 knocks on the door.

BELGIAN POLICEMAN 1

Police! Open up!

Nobody answers the door.

BELGIAN POLICEMAN 2

Let's break in!

One of the policemen is trying to open the door. He finds the door to be unlocked. As they enter the residence:

BELGIAN POLICEMEN 1

Don't move! We are coming in!

The policemen go through an empty residence.

INT. GEORGIE'S APARTMENT -- AFTERNOON

A knock on the door is heard. GEORGIE opens the door. She is surprised.

BELGIAN POLICEMAN 1

May we come in? We would like to ask you a few questions.

GEORGIE

What is the matter? Did I do anything wrong?

BELGIAN POLICEMAN 2

It is not about you Madame. It is your friend Mr. Mikler.

GEORGIE

Is he in trouble of some sort?

BELGIAN POLICMAN 2

You may say so. He is German. Did you see him lately?

Georgie is laughing.

GEORGIE

You are kidding me. Mr. Mikler is German? This must be a joke. He is Canadian, Monsieur.

BELGIAN POLICMAN 2

Mr. Mikler is as Canadian as you are French, Madame.

GEORGIE

I am sorry I cannot be of much help to you. I haven't seen Adam for weeks.

INT. APARTMENT HOUSE, RUE ROYAL BRUSSELS -- DAY

Leopold, Grossvogel and Alamo meet. Leopold is somewhat troubled.

LEOPOLD

Knokke-le-Zoute has fallen into German hands. We must go there and retrieve the transmitter.

ALAMO

When?

LEOPOLD

Tomorrow morning. I want you to go with Grossvogel.

Alamo seems unhappy.

ALAMO

I am afraid that I can't do it. I've made plans to spend the weekend in Ostend. Besides, this can wait a few days.

LEOPOLD

(Disgusted)

There is a war going on and all that you can think of is sleeping with Madame Hoorickx.

EXT. BRUSSELS CAFE -- MORNING

Leopold and Grossvogel are having Breakfast. PETROV, a Bulgarian diplomat, stops his official car in front of the café. Leopold and Grossvogel leave join Petrov and drive away.

GROSSVOGEL

(To Leopold)

I believe you have met my friend Petrov before?

LEOPOLD

Yes, we have met.

GROSSVOGEL

(To Petrov)

Thanks for your generosity.

PETROV

The pleasure is mine.

EXT. KNOKKE-LE-ZOUTE -- DAY

Petrov's car arrives at the deserted village. Houses' contents are scattered on empty streets. The car stops next to a villa. Leopold and Grossvogel are ready to leave the car.

PETROV

The Germans really ransacked the village. What a mess!

GROSSVOGEL

(To Petrov)

Would you wait in the car? It will take us only a couple of minutes.

PETROV

Do you think that the Germans left anything behind?

LEOPOLD

We hope so. I am sure that the Germans had no interest in our manufacturing accounting.

Leopold and Grossvogel enter the villa. The villa is practically empty. Leopold enters a walk-in closet and pulls down a false ceiling.

GROSSVOGEL

Do you see anything?

LEOPOLD

It is here!

Leopold pulls out a suitcase from the ceiling. He rests the suitcase on the floor and opens it.

CLOSE UP: RADIO TRANSMITTER

Carrying the suitcase, Leopold and Grossvogel return to the car.

PETROV

(Surprised)

You actually found what you looked for!

The two get into the car and drive away.

EXT. HIGHWAY TO BRUSSELS -- DAY

The road is filled with German convoys of tanks and trucks as well as columns of refugees and prisoners of war. Petrov's car is stopped at a roadblock.

GERMAN SOLDIER

Bulgarian?

PETROV

Yes, we are from the consulate in Brussels.

GERMAN SOLDIER

You may continue. Be careful, this is a battle zone now.

The soldier signals to the gate operator to let the car drive through.

After driving a few miles, the car's engine starts to miss and comes to a full halt shortly thereafter.

The men get out of the car with their transmitter suitcase and signal passing German vehicles to stop. Not before long, two luxurious cars carrying high-ranking SS officers stop.

SS OFFICER

(Politely)

Car trouble?

PETROV

We were on our way to our consulate in Brussels when the car quit on us.

SS OFFICER

(To his driver)

HANS, could you check this car?

The driver opens the hood of Petrov's car. After several unsuccessful attempts to start it, he quits.

HANS

There is nothing I can do. The fuel pump is not working.

SS OFFICER

Please join us. We are going to Brussels too.

SS OFFICER

(To the driver)

Help these gentlemen with their luggage, Hans.

Hans picks up the transmitter's suitcase and loads it into the trunk.

Leopold gets into the first car while Petrov and Grossvogel enter the second car. The cars drive away. Upon arrival at Brussels the car stops in front of a bar.

SS OFFICER

(To Leopold)

Would you join us for a drink?

Leopold

It will be our pleasure!

INT. BRUSSELS BAR -- EVENING

The men sit at a table in the bar. They seem to have fun as the German officers drink one beer after another. SS OFFICER 1 raises his glass.

SS OFFICER 1

(Intoxicated)

To the Third Reich and our beloved Fuehrer!

All raise their glasses.

Leopold gets involved in a one on one conversation with SS OFFICER 1.

LEOPOLD

How is the war going?

SS OFFICER 1

In just a few days we will cross the channel and take England. The Soviet Union will be next!

LEOPOLD

(Conning)

You must be joking. Aren't the Russians allies like us?

SS OFFICER 1

This is a dynamic world!

LEOPOLD

I don't believe you.

SS OFFICER 1

What if I tell you this? (Beat) My high school mate, Walther von Brauchitsch, who is now a Fieldmarshal, has received orders to prepare for the offensive.

LEOPOLD

Impossible!

SS OFFICER 1

You'll see! Mark my words. It will happen in May of 1941, the latest in June.

LEOPOLD

I am sure that Stalin will react furiously.

SS OFFICER 1

Stalin is a fool!

Intoxicated SS OFFICER 2 gets up.

SS OFFICER 2

It is getting late. Let's take these gentlemen home.

LEOPOLD

Thank you but it will not be necessary. We all live in the neighborhood.

SS OFFICER 2

Are you sure? We would not mind.

LEOPOLD

Positively, you already helped us a great deal.

After leaving the café, Leopold, Grossvogel and Petrov take a taxi to get home.

INT. TAXI -- NIGHT

PETROV

I have enjoyed the trip. I will certainly drive you again.

Leopold's expression suggests that he had come up with an idea.

LEOPOLD

We will be delighted to share more trips with you.

PETROV

Anything soon?

LEOPOLD

Possibly, I am interested in visiting the battlefields. Maybe even go to Paris one of these days.

PETROV

I love Paris!

EXT. 101 RUE DES ATREBATES -- NEXT MORNING

Leopold and Alamo arrive separately. Leopold is carrying the transmitter with him.

INT. SAME

LEOPOLD

We need to set up the transmitter. I have an important dispatch.

The men begin installing the radio equipment. Using a ladder, both climb into the attic carrying wires and tools.

INT. DARK ATTIC

Using copper wires and porcelain insulators the men install a horizontal loop antenna.

As they get down they lay down a twin lead wire. They install the transmitter on a table.

LEOPOLD

(Points at the radio)
Will this work?

ALAMO

There is one way to find out.

Leopold stands behind Alamo who tunes the transmitter. Alamo is testing the equipment.

SUBTITLE: Scroll the decoded transmission.

KLH DE PTX, KLH DE PTX

After several attempts KLH Replies.

PTX DE KLH - Over

Alamo replies

KLH DE PTX - standby.

CLOSE UP: TERAMOND'S LE MIRACLE BOOK

Leopold writes notes as he flips through the book's pages. After he completes encoding the message, he hands his notes to Alamo.

ALAMO continues the radio transmission.

SUBTITLE: Scroll the decoded transmission.

Germany plans to cross the English Channel in a few days. Plans are made to attack the Soviet Union in May or June of '41.

Will confirm information with other sources.

Taking a trip to see the front lines.

Signed, OTTO.

EXT. BELGIAN COUNTRY ROAD - MAY 27, 1940 -- DAY

Petrov's car is traveling trough columns of German forces, wrecks of military vehicles and lines of refugees.

The car arrives at a crossroads. Three road signs on a single pole, point toward Brussels, Dunkirk and Calais.

Passing the road sign, Petrov turns his car towards Dunkirk.

EXT. OUTSKIRTS OF DUNKIRK -- DAY

From a top of a hill Leopold and his companions watch the advancement of the German Panzers and infantry while the German Luftwaffe is fiercely bombarding the British and Belgian positions.

British and German fighter planes are engaged in dogfights as the British desperately try to shoot down the German bombers.

LEOPOLD

It is amazing how fast the German forces move. The combination of air strikes followed by an immediate move of artillery, tanks and infantry is fascinating.

PETROV

Now I understand what a Blitz Kreig means.

GROSSVOGEL

At this rate, Europe will all be taken in a matter of weeks.

LEOPOLD

...and England.

GROSSVOGEL

It is a shame that the USA and the Soviet Union stay out of this.

LEOPOLD

Soon enough all of this will change. They will be dragged into this war whether they want to or not.

EXT. 101 RUE DES ATREBATES -- A FEW DAYS LATER

Leopold and Kent prepare to send an encoded message to Moscow. Kent is at the transmitter.

SUBTITLE: Scroll the decoded transmission.

KLH DE PTX, KLH DE PTX

KLH Replies.

PTX DE KLH - Over

OTTO to Center.

Just returned from Dunkirk. A big battle is being fought there. Hundreds of German tanks supported by hundreds of fighter planes and bombers are overwhelming the British and Belgian forces. A German victory in Dunkirk will open the channel for an invasion on England.

OTTO, Out.

INT. GEORGIE'S APARTMENT - BRUSSELS -- EVENING

Leopold arrives at Georgie's Apartment carrying presents for Georgie and her son Patrick. Georgie is in the kitchen.

GEORGIE (V.O.)

Hi Eddy, How are you? I will be right there!

Georgie enters the room. She hugs Leopold.

GEORGIE

The police were looking for you.

LEOPOLD

Really?

GEORGIE

What are you? Are you a spy or something like it? (Beat)
Who are you working for? The Brits?
Or may be for the Germans?

Leopold smiles.

LEOPOLD

Don't let your imagination go wild.

Georgie notices the packages in Leopold's hand.

GEORGIE

And what are these?

LEOPOLD

That's a surprise.

Georgie walks into kitchen and returns with a tray. She places the food on the table.

GEORGIE

Would you have supper with me?

Leopold sits at the table.

LEOPOLD

Thank you! I brought you and Patrick presents.

Leopold gives the presents to Georgie.

LEOPOLD (CONT'D)

I would like to discuss a serious matter with you.

GEORGIE

What is it?

LEOPOLD

Please take Patrick and go to the United States. Things are turning pretty ugly here.

Georgie becomes jealous.

GEORGIE

Did you also send Luba home?

T-EOPOT-D

As a matter of fact, I did.

GEORGIE

Eddy, I am not leaving.

EXT. CHAMPS ELYSEES PARIS -- AUGUST, 1940 -- AFTERNOON

Leopold, Georgie and Patrick (3 years old) arrive in Paris driven by Petrov. They drive through the famous Boulevard. Paris streets are filled with German soldiers. Nazi flags fly on buildings and monuments. The car stops in front the Family Hotel adjacent to the Hotel Majestic, the German headquarters in Paris.

LEOPOLD

(To Petrov)

We will stay in Paris for a while. Please feel free to return to Brussels without us.

PETROV

That's all right; I enjoy Paris.

LEOPOLD

I appreciate your generosity.

Petrov drives away.

INT. HOTEL LOBBY -- CONTINUOUS

Leopold and Georgie stop at the reception desk. The clerk hand Leopold a registration form. Leopold fills it out.

CLOSE UP: REGISTRATION FORM

Name: Jean and Georgie Gilbert

Address: 2233 Avenue Prudent-Bols, Brussels, Belgium

Nationality: Belgian

INT. LEOPOLD'S HOTEL ROOM -- CONTINUOUS

Assorted cheeses and Salami are neatly placed on the table along with a bottle of wine and Baguette bread. Leopold and Georgie sit to have supper when the phone rings.

Leopold answers.

LEOPOLD

Hallo!

Leopold listens.

LEOPOLD (CONT'D)

I was waiting for your call. Will you join us for supper?

Continues listening.

LEOPOLD (CONT'D)

Yes, right now.

Leopold hangs up.

LATER

Hillel Katz arrives. Leopold and Katz embrace each other in an emotional reunion.

LEOPOLD

I have not seen you for years. You look the same.

KAT7

You have not changed much either. (Beat)

... and who is this young lady?

LEOPOLD

Oh, I am sorry. This is my friend Georgie; we travel together.

Katz and Georgie shake hands.

KATZ

It is my pleasure to meet you, Georgie.

GEORGIE

I am glad to meet you too. Eddy speaks highly of you.

Katz is puzzled by the name "Eddy", but does not question it.

The three sit at the table. They continue their conversation during supper.

LEOPOLD

(To Katz)

How is your family?

Without waiting for an answer, Leopold continues.

LEOPOLD (CONT'D)

... and what are you doing these days?

KATZ

My family is fine. As for myself, I fought with the French army until its capitulation. Now, I am about to join the resistance.

LEOPOLD

If offered, would you accept a leading position in our network?

KATZ

(Without hesitation)
Of course, I will. However I will need means to support myself.

LEOPOLD

I will take care of that. I would like you to assume the position of SIMEX's director in Paris.

KATZ

What is Simex?

LEOPOLD

It is a division of SIMEXCO, our commercial cover in Brussels. (Beat)
By the way, I need a radio expert.

INT. FERNAND PAURIOL'S (DUVAL) RADIO LAB -- EVENING

Electronic testing equipment and a couple of bare radios are scattered on DUVAL'S workbench.

A group of six, men and women is assembled around a large table. Leopold and Katz are present.

The class is set for Morse code training. A Morse code key and an amplifier are connected to individual earphones.

A chart of the alphanumeric characters in both print and Morse code is positioned at the head of the table.

Leopold introduces Duval.

LEOPOLD

We are happy to have Duval, a veteran merchant marine radio operator. He is a journalist and a dedicated communist.
(Beat)

In the next few weeks, Duval will train us in sending and receiving Morse code messages.

DUVAL

Thank you, Domb.
Dear friends, at the beginning all this may look impossible to you.
But don't despair; it will get better with practice.

Duval gets up and points to the chart.

DUVAL (CONT'D)

A Morse code is nothing more than a combination of dots and dashes. We will begin with one letter or a digit at the time. Please put your earphone on. When you hear the tone, try to identify the letter and write it down.

Using the key, Duval begins to transmit single characters at slow intervals.

The trainees concentrate on the transmission, and write down the decoded characters.

INT. FERNAND PAURIOL RADIO LAB -- A FEW DAYS LATER

Duval surrounded by his trainees, transmits groups of five characters at a speed of seven characters a minute. The trainees, armed with paper and pencils, listen and decode his transmission.

EXT. LEIPZIG FAIR -- APRIL 1941 -- DAY

The Leipzig Trade Fair is held in the center of the city in an area that includes several city blocks.

Kent and his mistress MARGRETE BARCZA, a pretty blonde woman, are visiting the fair pavilions.

At the end of the day -

KENT

I am off to Berlin to meet with the German group. If I am not back in a few days, return immediately to Brussels and report it to Alamo.

Margarete is troubled.

MARGARETE

This is frightening!

KENT

We are at war. War is frightening.

The two hug and kiss as they separate.

MARGARETE

Be careful! I don't want you to get hurt.

EXT. BERLIN ZOO -- DAY

Kent arrives at the zoo. He is wearing a striped suit and dark glasses. Kent is smoking a pipe while waiting in front of the aquarium entry.

ARVID and MILDRED HARNACK arrive at the aquarium. They are looking for KENT. They spot Kent.

Arvid approaches Kent.

ARVID

Herr Kent?

KENT

It is a wonderful day, is it not?

MILDRED

It sure is; would you join us?

The three exchange polite handshakes.

KENT

I will be delighted.

The three walk through the ZOO.

ARVID

We have accumulated a significant amount of information.

KENT

I have a music box for you. We will switch luggage at the zoo's bus station on Sunday at 10 O'clock.

MILDRED

Things are getting difficult here. Everybody is a suspect.

KENT

We will devise new methods of communication.

The three exit the zoo separately.

EXT. THE ZOO'S BUS STATION -- NEXT DAY

The clock on a nearby church shows 10 O'clock. The chimes are heard as Arvid and Kent arrive at the station. They sit next to each other without saying a word, subtly switching luggage and walk away.

INT. TRAIN STATION, LEIPZIG -- EVENING

Kent and Margarete meet at the Nazi swamped station. Happy to see each other, they hug.

Margarete is emotional.

MARGARETE

I am so glad to see you. Was everything all right?

KENT

Things went well.

INT. TRAIN CAR -- CONTINUOUS

Kent and Margrete are in their sleeping berth when a CONDUCTOR taps on door with his ticket puncher. Kent opens the door.

CONDUCTOR

Tickets, please.

KENT hands the tickets to the conductor.

CONDUCTOR (CONT'D)

Sorry for the interruption, Monsieur. Enjoy the rest of your trip.

Kent takes several rolls of microfilm out of his suitcase. He rolls them tightly and inserts them into a hollow pen.

A FEW MINUTES LATER.

Kent opens the berth door and checks the corridor. It is empty. Kent walks through the corridor and stops in front of a door marked "RESERVED". He enters the berth, unscrews a light fixture and hides the pen in it. After completing, he returns to his berth.

EARLY MORNING NEXT DAY.

The train stops in a station.

EXT. TRAIN STATION -- CONTINUOUS

German soldiers surround the train. SS and Gestapo agents board the train and conduct door-to-door inspection. Waiting on the ramp is Alamo.

INT. KENT'S SLEEPING BERTH -- CONTINUOUS

Two Gestapo agents knock on the door. Kent opens the door.

GESTAPO AGENT

What was the nature of your visit to Germany?

KENT

I attended the Leipzig Trade Fair.

GESTAPO AGENT

We have to check your luggage.

KENT

Of course.

Kent hands them his luggage. The two Gestapo agents go through the contents of the suitcase and leave.

After the border inspection is complete, passengers are allowed to board the train. Alamo boards the train. The train moves out of the station.

Alamo enters the "Reserved" berth. He recovers the pen from the lighting fixture.

INT. 101 RUE DES ATREBATES -- DAY

Alamo and Kent meet in the radio room.

ALAMO

I saw that your visit was productive. You brought some good stuff with you.

KENT

True! We've got our hands full now.

Kent encodes the messages while Alamo tunes the radio.

ALAMO transmits.

SUBTITLE: Scroll the decoded transmission.

KLH DE PTX OVER

Reply

PTX DE KLH

Alamo

Source Harry - A major offensive, Operation Blue, against the Soviet Union is being planned for the summer of 1941. The offensive will begin with massive bombardments of Leningrad, Kiev, and Vyborg.

Source Kent - Just returned from Berlin. Music Box was delivered. Good information from Arvi.

Source Arvi - Germans are developing a T6 Tiger tank. Details will follow through diplomatic mail.

Source Harry - The Germans have increased production of the Messershmidt ME-109 from 9 to 10 airplanes a day.

EXT. KRANZ, EASTERN PRUSSIA - JUNE 26, 1941 -- SUNSET

A large antenna farm surrounds the Kranz Detection Center complex.

INT. detection center -- CONTINUOUS

A group of 20 men and women with headphones intercept radio transmissions.

CLOSE SHOT: RADIO OPERATOR

SUBTITLE: Scroll the decoded transmission.

AR 503 85 KLK DE PTX followed by senseless groups of letters.

The radio operator documents, in writing, the message. After the transmission ends he leaves his post and walks to the COMMANDING OFFICER'S office.

RADIO OPERATOR

(Hands the transcript to the commanding officer)
I have just intercepted this. The entire transmission is senseless. It must be in code.

The commanding officer enters the monitoring room and addresses the entire group.

COMMANDING OFFICER

This is important. All transmission by PTX with the format AR 503 88 or similar must be reported immediately.

The commanding officer returns to his office and calls the Abwehr headquarters in Berlin.

INT. ABWEHR HEADQUARTERS -- BERLIN -- LATE NIGHT

MAJOR GENERAL HANS OSTER is asleep when the telephone rings.

OPERATOR

Herr General, you have an urgent message from Kranz.

GENERAL OSTER

Put the call through. (Beat)
Major General Oster here. I hope
you have a good reason for waking
me up in the middle of the night.

COMMANDING OFFICER (O.S.)

I apologize for the late call Herr general. This is important. We intercepted a suspicious transmission tonight.

GENERAL OSTER
Very good job! Please telegraph the

format immediately. (Beat)
I want a tight surveillance on both sending and receiving station.
Report any further communications immediately.

General Oster gets into his uniform and enters the Abwehr operation room. A big map of Europe covers one of the walls. Loop antenna symbols are scattered over the map representing radio tracking equipment.

A telegram is received on a fabric strip. A SOLDIER picks up the strip from the telegraph and hands it to the general.

SOLDIER

Herr General, this just came for you!

The general grabs the strip out of the soldier's hand. He carefully examines the message.

INT. BRUSSELS CABARET -- NIGHT

The cabaret is crowded with German officers and questionable women. A high-ranking GERMAN OFFICER makes eye contact with a woman in a provocative dress.

The woman signals the officer to come over. He gets up and walks towards her table.

GERMAN OFFICER

(Politely)

Is it all right if I join you Madame?

PROSTITUTE

Please do!

A BAR WAITER approaches the table.

BAR WAITER

May I offer you a drink?

GERMAN OFFICER

Madame?

PROSTITUTE

(Winks at the waiter)

Cherry brandy for me.

GERMAN OFFICER

I will have Schnapps, Monsieur.

The two keep drinking and giggling as the bar waiter keeps filling the glasses. The German officer becomes loose.

GERMAN OFFICER (CONT'D)

I will be leaving Brussels soon.

PROSTITUTE

Going back to Germany?

GERMAN OFFICER

Unfortunately, I will be going east. Soon we will fight another battle.

PROSTITUTE

(Seductively)

I am sure you could use some indulging. Would you like to come to my apartment?

INT. APPARTMENT -- NIGHT

The Prostitute is dressed in lacy lingerie, is teasing the officer while she undresses him.

PROSTITUTE

Tell me; If I were Russia, what would you do with me?

GERMAN OFFICER

I would forcefully conquer you.

PROSTITUTE

And how would you do that?

GERMAN OFFICER

With my 24th Panzer Division!

The aroused officer and the prostitute indulge in raucous sex.

Later, the officer gets dressed. On his way out he leaves a few money bills on the night table.

PROSTITUTE

Perhaps we will meet again?

GERMAN OFFICER

Unfortunately, the Russian front is where I am going.

PROSTITUTE

But there is no Russian front.

GERMAN OFFICER

Soon there will be one.

EXT. RED LIGHT ZONE STREET -- EVENING

Alamo walks through the street. He meets the prostitute. The two engage in a short conversation. She hands him a note and they separate.

INT. 101 RUE DES ATREBATES -- NIGHT

Kent and Alamo transmit messages to Moscow. Morse code signals are heard but no text is displayed.

INT. ABWEHR HEADQUARTERS OPERATION ROOM BERLIN -- NIGHT

Red flags are scattered on the wall map. Several lines of position intersect at three main positions. Area 1 is a circle covering Northern Germany, Northern France, Holland and Belgium. Area 2 covers a circle with a radius of 100 miles around Berlin. Area 3 covers a circle with a radius of 100 miles around Moscow.

A team of Abwehr, Gestapo and German intelligence officers headed by ADMIRAL CANARIS is assembled in the operations room.

ADMIRAL CANARIS

For several months we intercepted thousands of encoded dispatches. It appears that we have three central transmitters here. One probably somewhere in Holland or Belgium, one in Berlin and...

HEINRICH MULLER

(Interrupting)
Berlin? Impossible.

ADMIRAL CANARIS

The third area is definitely somewhere around Moscow.

REINHARDT HEYDRICH

A RED ORCHESTRA! That's what we have here. Treacherous Stalin - We will teach him a lesson!

GENERAL OSTER

My men are in touch with Loewe-Opta-Radio Company engineers. We are working on pinpointing the transmitters' locations.

EXT. PARIS OFFICE BUILDING -- CHAMPS ELYSEES -- DAY

Nazi flags fly at the building entrance that is heavily guarded by German soldiers.

The sign in front of the building reads - "THE THIRD REICH - DEPARTMENT OF PUBLIC WORKS - TODT ORGANIZATION"

MADAME LIKHONIN, A Russian woman in her forties who lives in exile, arrives at the building. She is a skilled manipulator. INT. SAME

A TODT OFFICIAL welcomes Madame Likhonin and leads her to his office.

TODT OFFICIAL

We are experiencing a shortage of alcohol, cigarettes, delicatessen and other products.(Beat)
I am sure that you possess the expertise needed to locate these products.

Madame Likhonin is gratified by the opportunity.

MADAME LIKHONIN

As you know, the only way to get this sort of merchandise is on the black market.

TODT OFFICIAL

Whatever it takes Madame.

MADAME LIKHONIN

Some protection for my sources will be required.

TODT OFFICIAL

You will get the merchandise and we will provide the rest.

EXT. SIMEX OFFICE CHAMPS ELYSEES -- DAY

Madame Likhonin arrives at the office located within a walking distance from the Todt Organization Headquarters.

INT. SAME

Simex office is a highly modern office. Madame Likhonin approaches the receptionist.

MADAME LIKHONIN

May I speak to a manager?

SIMEX RECEPTIONIST

And you are?

MADAME LIKHONIN

The name is Madame Likhonin.

SIMEX RECEPTIONIST

Please wait here Madame.

The receptionist leaves her desk and exits the reception area. Shortly thereafter Hillel Katz comes out and approaches Madame Likhonin.

Katz

My name is Hillel Katz, please come in Madame Likhonin.

The two sit in a small conference room. In the adjacent room, behind a two-way mirror, Leopold and Grossvogel monitor the conversation.

KATZ (CONT'D)

What is it that we can do for you Madame?

MADAME LIKHONIN

I am here to discuss business.

KATZ

What kind of business?

MADAME LIKHONIN

I am an independent operator. I need black market products for my client. (Beat)
In war times one must do something to survive, you know!

KAT7

This is dangerous, you know! (Beat) We must know who your customer is?

MADAME LIKHONIN

I understand. My customer is the Todt Organization. They will provide the necessary protection.

In the adjacent room, Leopold and Grossvogel exchange meaningful expressions.

KATZ

Please give me a contact phone or address and we will contact you.

MADAME LIKHONIN hands Katz a card and leaves.

Leopold, Grossvogel and Katz meet in the conference room.

Leopold is excited.

LEOPOLD

This is big! The Todt Organization acts as a Corp. of Engineering for all German Armed Forces. (Beat)

LEOPOLD (CONT'D)

(To Grossvogel)

Leo, I would like you to check out Madame Likhonin's background.

Grossvogel

With such a Russian name, I am sure it will not be too difficult.

INT.COCKTAIL PARTY -- PRIVATE RESIDENCE -- FEW WEEKS LATER

Leopold, Grossvogel and Katz arrive separately at a Todt organization party. The crowd includes Todt officials and high-ranking German officers.

The three mix with the crowd. Occasionally switching conversation partners. Grossvogel is engaged in a deep conversation with a TODT ENGINEER, who is intoxicated.

TODT ENGINNER

There is something big about to happen.

Grossvogel feigns interest.

GROSSVOGEL

What do you mean?

TODT ENGINNER

I have just returned from the east. The construction of the fortifications at the German-Russian border in Poland is complete.

GROSSVOGEL

Are you expecting a Soviet attack?

TODT ENGINNER

No, no, no. It is the other way around.

On the other side of the room, Leopold is engaged in a conversation with another TODT EMPLOYEE.

TODT EMPLOYEE

The Wehrmacht placed a large order for raincoats with us. We are experiencing difficulties in locating the merchandise.

LEOPOLD

I may be able to help. Can you give me an idea about the quantity and delivery time?

TODT EMPLOYEE

We are looking for an immediate delivery of 5000 raincoats for units that will be redeployed to the east.

LEOPOLD

Let me see what I can do.

Leopold and the Todt Employee empty another glass.

INT. PANZER DIVISION HEADQUARTER OUTSIDE BRUSSELS -- DAY

Captain HARRY PIEPE, a tank commander, is reporting to the Panzer DIVISION COMMANDER'S office. He enters the office and salutes the commander.

The DIVISION COMMANDER returns a salute.

DIVISION COMMANDER
I have orders from Berlin to
transfer you to the Abwehr. (Beat)
These are your orders. You will
report to the Gestapo headquarters
in Brussels immediately.

CAPTAIN PIEPE

(Wondering)

Gestapo?

DIVISION COMMANDER

These are the orders; there is nothing I can do about it.

Captain Piepe, unhappy, salutes on his way out.

INT. GESTAPO OFFICE BRUSSELS -- DAY

KARL GIERING, a short stocky man in his forties, is in charge of the Red Orchestra investigation. Captain Piepe walks into Geiring's office. After an exchange of salutes, Giering picks up a file from his desks and hands it to Piepe.

CLOSE UP: FILE

Title: Red Orchestra

GEIRING

This file contains the most recent information regarding radio transmissions from Belgium to the Soviet Union. It is your job to investigate this network.

CAPTAIN PIEPE

I am a tank commander, not a spymaster. I am not sure what makes me qualified for this job!

GEIRING

I trust that the Abwehr in Berlin had their reasons for appointing you. We will supply you with manpower and equipment. The transmitter must be found immediately.

INT. SIMEXCO COMPANY BRUSSELS -- DAY

Leopold enters the office. He hangs his hat when he is approached by Kent.

KENT

The center has ordered us to operate under the direction of a Soviet Army Captain named CONSTANTINE EFREMOV. He is here to meet you.

Leopold reacts with dissatisfaction.

LEOPOLD

This is not good.

KENT

I know how you feel. Nobody here trusts him.

T-EOPOLD

We must bite the bullet! War times are not the best time to defy orders.

Leopold enters his office and finds Efremov in his own chair.

LEOPOLD (CONT'D)

Is my chair comfortable for you?

Efremov get the message. He apologizes.

EFREMOV

Oh. I am sorry.

T-EOPOLD

You will work with Alamo who will introduce you to the operation.

INT. NIGHTCLUB BRUSSELS -- NIGHT

A performer sings in the small crowded smoke-choked cabaret.

Captain Piepe, in civilian clothes, scans the crowd. Piepe's examining eyes discover Efremov who is engaged in an intense conversation with a woman. Nothing seems to be sexual about this conversation.

As Efremov leaves the cabaret, Captain Piepe follows him. Efremov notices that he is being followed. He unsuccessfully tries to evade the follower. When he realizes that he cannot escape the follower, he walks calmly and enters his apartment.

EXT. EFREMOV APARTMENT -- LATE NIGHT

A Gestapo car stops in front of the building. Captain Piepe accompanied by two Gestapo men approach the door. A GESTAPO MAN knocks on the door.

GESTAPO MAN

Open up! Gestapo!

Efremov who is asleep gets up and answers the door.

EFREMOV

What's the matter?

CAPTAIN PIEPE

Get dressed! You are coming with us.

EXT. GESTAPO INTERROGATION ROOM -- BRUSSELS -- CONTINUOUS

Two bright lights are directed at Efremov. Geiring and Captain Piepe conduct an interrogation.

CAPTAIN PIEPE

(Bluffing)

We know who you are.

EFREMOV

What do you mean?

CAPTAIN PIEPE

You are a Russian spy.

EFREMOV

I am not.

GEIRING

You are going to stay here until we will find out who are you.

After hours of sleep depravation, Captain Piepe returns to continue his interrogation.

CAPTAIN PIEPE

You surprise me, Efremov. You, a proud Ukrainian, works under a Jew?

Efremov expression remains unchanged by last remark.

CAPTAIN PIEPE (CONT'D)

(Frustrated)

You leave us with no other option but taking action against your family.

EFREMOV

Please keep my family out of this. I need some time for thinking.

CAPTAIN PIEPE

Perhaps a tour to Berlin will help you to decide?

A WEEK LATER -

Efremov walks free out of the Gestapo office.

EXT. BRUSSELS STREETS -- NIGHT

Several Direction Finding vehicles roam through the streets of Brussels.

INT.RADIO PATROL CAR -- CONTINUOUS

A technician interprets the direction finder information and plots lines of position.

INT. GESTAPO OFFICE BRUSSELS -- DAY

Captain Piepe telephones the Abwehr headquarters in Berlin.

INT. ABWEHR HEADQUARTERS OPERATION -- BERLIN

GENERAL OSTER is receiving the call.

GENERL OSTER

Major General OSTER here.

CAPTAIN PIEPE (O.S.)

We have been successful in locating the approximate location of the transmitter in Brussels.

GENERL OSTER

Excellent! Captain.

CAPTAIN PIEPE (O.S.)

We also have an inside lead.

GENERL OSTER

Do not make any arrests. We are interested in the Big Chief. I repeat do not make any arrests without my authorization.

INT. SIMEX OFFICE CHAMPS ELYSEES

A liaison from Brussels arrives at the office. Katz meets the liaison.

LIAISON

I must see Otto at once!

KATZ

You can talk to me; I will relay the message to him.

LIAISON

This is very important, something bad has happened in Brussels.

KATZ

Let me see if Otto will see you?

Katz returns with Leopold.

LEOPOLD

Hello Max, I hope that this is good.

LIAISON

The Gestapo arrested Efremov. However, they set him free after one week.

Leopold is very upset.

LEOPOLD

I am very concerned. This man cannot be trusted! We are at great danger.

INT. ABWEHR HEADQUARTERS CODE-BREAKING ROOM BERLIN -- DAY

A special team, headed by MAJOR KLUDOW, is working on the interpretation of the Red Orchestra transmissions. Frustration characterizes the code breaking team.

GENERAL OSTER is entering the room. He is upset.

GENERAL OSTER

This is a shame. We have practically thousands of dispatches and not even a clue about what is being transmitted.

Major Kludow is defensive.

MAJOR KLUDOW

We assembled a team of experts that work days and nights to find a clue.

GENERAL OSTER

How long will it take? Can you give me a time frame?

MAJOR KLUDOW

It is not a simple matter. We believe that they use passages from certain books to encode the messages.

GENERAL OSTER

(Sardonically)

I hope that you break the code before this war is over.

GENERAL OSTER returns to the Abwehr operations room. He meets fuming Reinhardt Heydrich.

REINHARDT HEYDRICH

This place is full of idiots! As soon as we deploy our radio direction finders in Berlin, all transmissions cease. (Beat) It is either one of us or someone at the Loewe-Opta-Radio Company who tips the enemy.

General Oster with disbelief:

GENERAL OSTER

Impossible!

REINHARDT HEYDRICH

What can you tell me about your genius code-breakers?

GENERAL OSTER

Nothing yet.

REINHARDT HEYDRICH

The Fuehrer is going mad about this.

A telephone call from Brussels for GENERAL OSTER

CAPTAIN PIEPE (O.S.)

Herr General, We have information that the Big Chief is going to be in Brussels tomorrow.

REINHARDT HEYDRICH

I want this man arrested! We need to show progress.

GENERAL OSTER

(On the phone)

Make the arrest. But understand this: We need the man alive; the music of the Red Orchestra must continue.

EXT. 101 RUE DES ATREBATES -- DECEMBER 12, 1941

SS troops and Gestapo men surround the Building. Captain Piepe is in charge.

INT.

A woman is decoding messages in one room. In another room, a man is working the radio.

A loud sound of boots is heard in the staircase. The woman, realizing what happens, starts throwing papers and documents into the fireplace. The Germans arrest both and take them away.

EXT. 101 RUE DES ATREBATES -- NOON THE NEXT DAY

Everything looks normal in front of the building. Alamo, unshaven, carrying a cage with rabbits arrives at the building.

He rings the bell. The housekeeper opens the door. Inside the building Alamo is surprised by two Gestapo men.

INT. SAME

GESTAPO MAN 1

Gestapo! Your papers!

Alamo hands them a Uruguayan passport.

GESTAPO MAN 2

What are you doing here? Where are you coming from?

ALAMO

(Without losing his cool)

I lost my shop in Ostend during a bombing raid. Now I sell rabbits on the black market.

Alamo is trying to leave.

GESTAPO MAN 2

You cannot leave! We must keep you here for now.

Leopold arrives next. He rings the bell. as the door opens he finds himself face to face with GESTAPO MAN 1.

GESTAPO MAN 1

GESTAPO! Your papers!

Leopold remains calm.

LEOPOLD

(With a straight

face)

Excuse me; I must have the wrong address.

Leopold is trying to back out of the building. GESTAPO MAN 2 grabs Leopold's arm and drags him into the building.

GESTAPO MAN 2

You are staying here!

Leopold is taken into one of the rooms. The room is chaotic after the raid. Leopold sees Alamo who sits on the floor.

GESTAPO MAN 1

I have not seen your papers yet.

Leopold pulls out his papers and hands them to GETAPO MAN 1.

The document, issued by the Todt Organization carries an official stamp and signature. The text reads: The bearer, Monsieur Gilbert, had been sent by the president of the Todt Organization in Paris to look for strategic material for the Wehrmacht. We request that all the branches of the army facilitate his search.

Gestapo Man 2 is stunned as he reads the document.

GESTAPO MAN 2

Excuse me but I have to call my boss. I have instructions not to let anyone out without his permission.

Gestapo Man 2 makes a phone call and returns.

GESTAPO MAN 2 (CONT'D)

It is all right you may leave now.

EXT. SAME

Leaving the building, Leopold finds himself face to face with Captain Piepe who is entering the building.

INT. SAME

CAPTAIN PIEPE

(To the Gestapo men)
I want every piece of paper to be picked up. No matter how big or small it is.

GESTAPO MAN 1

They burned everything.

CAPTAIN PIEPE

You will have to try harder.

A Gestapo man picks up a scorched book cover. It is a barely recognizable cover of Le Mircale du professor Wolman.

EXT. PRAGUE -- 1942 -- DAY

REINHARDT HEYDRICH and Heinz Pannwitz, direct a transport of Czech Jews from their convertible car.

EXT. PRAGUE street -- CONTINUOUS

SS soldiers round up Czech freedom fighters. Heydrich and Pannwitz arrive at the scene. Pannwitz leaves the car and joins the SS commander.

PANNWITZ

(To the SS commander)

Shoot them!

The soldiers, using sub machineguns open fire and execute the Czech partisans.

As Heydrich and Pannwitz drive away.

HEYDRICH

Our job here is complete. I am returning to Berlin. You have been assigned to the Gestapo in Paris.

After leaving the atrocity site, a group of Czech partisans ambushes Heydrich's car as it leaves the scene. Heydrich is fatally shot. Pannwitz who pretends to be dead survives.

INT. ABWEHR HEADQUARTERS CODE-BREAKING ROOM BERLIN -- DAY

WILHELM VAUCK and his code-breakers make notes as they analyze a copy of Le Miracle.

With great satisfaction Vauck announces:

WILHELM VAUCK

I have got it!

CLOSE UP: MESSAGE

WILHELM VAUCK (V.O.)

"KLS DE RTX 1010-1725 WDS GBT FROM
DIRECTOR TO KENT/PERSONAL: Proceed
immediately to Berlin ... Work
three Berlin groups ... information
a top priority. Addresses:
Neuwestend, Altenburger allee 19...
Frederiastrasse 26...
Volf-Friedenau, Kaiserstrasse 18...

INT. ABWEHR HEADQUARTERS OPERATION ROOM BERLIN

There is a big commotion at headquarters. Officers group to discuss the latest developments. Telephone calls are made to various individuals. General Oster and Major Kludow enter the room.

MAJOR KLUDOW Dr. Wilhelm Vauck and his team broke the Red Orchestra code. GENERAL OSTER Any message in particular?

MAJOR KLUDOW

Yes, one that exposes Red Orchestra activities right here in Berlin.

Heinrich HIMMLER arrives at headquarters.

HIMMLER

(Angrily)

What a shame, Berlin is full of traitors. I want immediate action. (Beat)
The Red Orchestra must be stopped.

The Red Orchestra must be stopped. Do not destroy the radios. The transmissions shall continue.

EXT. FRONT OF THE SCHULZ'S HOME -- MORNING

A convoy of Gestapo vehicles arrives. They surround the house. A high-ranking GESTAPO AGENT knocks on the door.

GESTAPO AGENT

Open up! Gestapo.

SCHULZE-BOYSEN answers the door wearing his Luftwaffe uniforms.

GESTAPO AGENT (CONT'D)

Herr SCHULZE, you are under arrest for treason.

SCHULZE-BOYSEN

It is Hitler and the Nazis who betrayed the German people.

SCHULZE-BOYSEN is handcuffed and taken away.

INT. GESTAPO HEADQUARTERS -- PARIS OCTOBER 1942-- DAY

The Sonderkommando office is located in the fifth floor of Gestapo Headquarters - Rue des Saussaies. The building is filled with Gestapo, Abwehr and SS personnel. Giering sits at his desk.

Madame Likhonin arrives and enters Giering's office.

GIERING

Next time you deal with SIMEX, I want you to deal directly with Monsieur Gilbert. He is a Soviet agent.

Madame Likhonin smells big money.

MADAME LIKHONIN

That's nonsense. Monsieur Gilbert is a capitalist.

giering

Let me be the judge of that!

MADAME LIKHONIN

Is Monsieur Gilbert a dangerous spy?

GIERING

He is!

Madame Likhonin pretends the she is in great danger.

MADAME LIKHONIN

Now you ask me to put my life at risk. This requires an appropriate compensation.

GIERING

Name your price, Madame.

MADAME LIKHONIN

I want 10,000 Dollars.

GIERING

This is a big sum of money. I don't have that kind of cash, however I can guarantee it in gold and diamonds.

MADAME LIKHONIN

There is a small problem. I have never met Gilbert. How can I be sure that I meet the right man?

GIERING

You are a clever woman, Madame Likhonin; Use your wit.

EXT. BRUSSELS STREET CAFÉ -- MORNING

Leopold is watching Madame Likhonin as she arrives at the café. After assuring that she is not being followed, he approaches her at the café.

LEOPOLD

Madame Likhonin?

MADAME LIKHONIN

Yes Monsieur Gilbert. Please sit down.

Leopold joins her table.

LEOPOLD

Why do you insist on meeting me directly? Didn't we take good care of you?

MADAME LIKHONIN

To be frank with you, Mr. Giering from the Gestapo tells me that you are a Soviet agent. (Beat)
He offered me a deal worth 10,000
Dollars to do business directly with you.

LEOPOLD

So why are you telling me all that?

MADAME LIKHONIN

Although I am anti-Communist, I am a proud Russian. I don't want to turn you into the Gestapo.

EXT. CHAMPS ELYSEES -- FEW DAYS LATER

Madame Likhonin sits down on a bench. Gestapo agents surround the entire area. Madame Likhonin keeps looking at her watch pretending that she is waiting for someone. Time goes by and there is no sign of Leopold. An old drunken bum arrives and sits next to Madame Likhonin.

MADAME LIKHONIN

Please go away. You are in great danger!

BUM

You must be joking Madame!

Several Gestapo agents jump on the bum and drag him away with them.

INT. GESTAPO HEADQUARTERS -- CONTINUOUS

The bum is dragged into Giering's office. Giering gets closer to the bum.

GIERING

So Herr Otto!

The strong alcohol odor deters Giering. He realizes that his men picked up the wrong person.

GIERING (CONT'D)

(Angrily)

Idiots! How could you confuse this bum with Gilbert?

INT. SIMEX OFFICE CHAMPS ELYSEES

Leopold, Katz, CORBIN and Grossvogel meet.

LEOPOLD

The Sonderkomando is closing up on us. We must disappear for a while.

CORBIN

I am afraid that it is not simple.

LEOPOLD

What do you mean?

CORBIN

I never told my wife about my underground activities. Besides, she'll never give up our apartment.

LEOPOLD

I made traveling arrangements for you and your wife. You must leave for Switzerland at once or face arrest.

KATZ

I need few days myself.

LEOPOLD

The sooner the better. (Beat)
As for myself, Jean Gilbert will
die in a few days. My death
certificate and the memorial plaque
are all ready.

GROSSVOGEL

Can you update us on the situation and Kent's surrender to the Gestapo?

LEOPOLD

We suffered a major blow from Efremov going to the other side. (Beat)

Hirsh and Mira Sokol were caught transmitting from Marseilles. It is just a matter of time before the Germans find out their connection with us. (Beat)

As for Kent, he defied my instructions to leave for Algeria because he would not separate from Margarete who was waiting for her passport.

KATZ

Do you think that Kent will talk?

LEOPOLD

Kent had a plan to play a double game if he falls in the hands of the Germans. I warned him that this would be risky. (Beat) But he would not listen to me. This puts us in great danger.

CORBIN

Kent is a Soviet Officer. A Soviet officer wouldn't betray anyone, would he?

INT. RADIO ROOM NEUILLY -- DAY

Maps of Europe cover the walls. Radio transmitters are scattered around the room. German officers surround Kent and few civilians.

The Germans use a copy of Le Miracle to encode messages, and transmit them in Morse code.

SUBTITLE: Scroll the decoded transmission.

TEXT: "KLH DE PTX" Repeated twice.

SHORT PAUSE "PTX DE KLH"

An exchange of transmission is heard but no scrolled text.

INT. SIMEX OFFICE CHAMPS ELYSEES

The Sonderkomando raids the office and arrests Corbin and other office personnel.

INT. PARIS CAFE -- NOON

Leopold and Katz meet for lunch.

LEOPOLD

I will leave for the Antony Villa after my dentist appointment this afternoon.

KATZ

I must wait for my new identification papers before I can leave Paris.

LEOPOLD

After the dentist appointment, I will stop to say goodbye to Georgie and meet with Grossvogel to coordinate further communications.

INT. DENTIST OFFICE -- LATE MORNING

Captain Piepe and Giering arrive at the office. The DENTIST ASSISTANT opens the door, a clock on the wall shows 11:30. Captain Piepe pushes the assistant aside.

CAPTAIN PIEPE

Is Dr. Maleplate in?

DENTIST ASSISTANT
The Doctor is not here. His next appointment is at 1 O'clock.

Giering picks up the phone and hands it to the assistant.

GIERING

We are from the Gestapo. Here, pick up the phone and call him.

DENTIST ASISSTANT

(Dials)

Operator, 678415 Please.

Giering grabs the phone.

GIERING

Dr. Maleplate, this is Karl Giering of the Gestapo. You must come to the office immediately.

The clock shows 12:30. Dr. Maleplate arrives at his office.

Leopold enters the waiting room. There are no other people waiting. He knocks on the door. Dr. Maleplate, anxious, greets Leopold who notices that the dentist's face is pale and that his hands shake.

LEOPOLD

What's wrong Doctor? Are you all right? You look like a ghost!

DR MALEPLATE

I am fine.

The clock shows 1:00. DR. MALEPLATE leads Leopold onto the chair. He gathers his instruments and turns on the overhead light.

Captain Piepe and Giering appear behind the dentist.

GIERING

Hands up!

Leopold raises his hands.

LEOPOLD

(Calmly)

I am not armed.

A third man appears and blocks the access to the window. Giering and Piepe grab Leopold out of the seat. They handcuff and search Leopold.

DR MALEPLATE

(With a shaky voice)
Monsieur GILBERT, I promise you I had nothing to do with this.

EXT. FRESNES JAIL - PARIS SUBURB - EVENING

FRESNES jail, surrounded by barbwire and heavily guarded by

German soldiers, has block-like architecture. Each block has three tiers with 240 cells in each. A convoy of three Gestapo cars arrives at the jail. Leopold and three Gestapo agents occupy the center car. The three men escort Leopold into the jail.

INT.

Leopold is being walked through empty jail corridors. He is pushed into a cell.

INT. CELL

The cell is about eight feet by eight feet with one window. The door, with a small window is closed behind Leopold. A straw mattress and a small table are the only items in the room. Leopold sits on the mattress and put his hands over his head.

INT. CELL - NIGHT

A guard opens the door.

GUARD

Get up! You are leaving.

EXT.OUTSIDE FRESNES JAIL -- NIGHT

Leopold is handcuffed and pushed by Gestapo men into one of three black cars. The convoy travels through a country road. It is very dark. After a short while the car stops and the guards exit the car.

Leopold's POV - moving shadows confer and whisper in the dark.

Leopold's is horrified. The door is open. Leopold is staring into the dark and prepares an escape. Just before he is ready to disappear into the darkness the GESTAPO ESCORT returns.

GESTAPO ESCORT

What an idiot! The driver of the first car got lost again.

INT. GESTAPO HEADQUARTERS PARIS -- NIGHT

In a large room, a group of seven people, among them Giering and Heinrich Muller, sit at a table. Leopold is brought in and his handcuffs are removed.

GIERING

Have a seat.

Leopold sits down at the table; a person brings a sandwich platter and a cup of coffee and places it in front of him.

GIERING (CONT'D)

For obvious reasons, we could not provide you with food in Fresnes.

LEOPOLD

Obvious reasons? Herr Giering.

Leopold looks direct into Giering's eyes.

GIERING

Did you call me Herr Giering? How do you know my name?

LEOPOLD

You don't think much of us, do you? (Beat)

We are in the intelligence business. We know all about this Sonderkomando.

GIERING

It really does not matter. Your entire network has fallen into our hands. However, the transmissions of the Red Orchestra continue under the supervision of the Wehrmacht.

LEOPOLD

If that is the case, I am quite sure that it makes me disposable.

HEINRICH MULLER

(Bluffing)

That is not quite so. The Fuehrer himself is very interested in you. (Beat)

He would likes to use your services in the pursuit of separate peace with the Soviet Union.

LEOPOLD

I still don't understand why you need me.

HEINRICH MULLER

We want to ensure the Center that the entire network is in tact.

LEOPOLD

You are underestimating the Center. They have several means to verify the authenticity of our operation.

GIERING

You do not have to decide right now. In the meantime we will keep you here.

Leopold is taken out of the room.

GEIRING (CONT'D)

How will Berlin react to special treatment of a Jew?

HEINRICH MULLER

It is quite simple. We only have to prove that the Big Chief is not Jewish!

INT. SONDERKOMANDO FLOOR - GESTAPO HEADQUARTERS -- DAY

Two SS Sonderkomando officers escort Leopold through a corridor.

A sign next to Leopold's cell reads - "ATTENTION! SPECIAL PRISONER - DO NOT ENTER - AUTHORIZED PERSONNEL ONLY"

INT. LEOPOLD'S CELL

Leopold's new cell is in a large room divided by metal bars into two sections. A bed, a table and two chairs are in one section while the other section contains only two chairs.

A Sonderkomando guard locks the door with steel bars behind Leopold. Both guards remain on duty. The bright light remains on at all times. Leopold pulls his blanket over his head as he tries to fall asleep.

INT. LEOPOLD'S CELL -- DAYS LATER

Giering accompanied by an ANTHROPOLOGIST enter the cell.

GIERING

This scientist is here to study your origins. It will take only a minute or two.

The anthropologist measures Leopold's skull several times then compares the results with a chart.

ANTHROPOLOGIST

I need you to get your clothes off.

Leopold's undresses and stands naked in front of the anthropologist who examines every detail of Leopold's circumcision.

ANTHROPOLOGIST (CONT'D)

(To Giering)

He is definitely an Aryan. His circumcision was faked. Probably done by the Soviets before they sent him to Palestine.

INT. GIERING OFFICE -- DAY

Leopold's night guards bring him to the office.

GIERING

(To the Guards)

Wait outside.

The guards leave. Leopold's POV: three large files placed on the table marked with large print. "RED ORCHESTRA - BRUSSELS", "RED ORCHESTRA - PARIS" and "THE BIG CHIEF".

LEOPOLD

Nice collection you have got here.

GIERING

It is all about you and your Red Orchestra.

LEOPOLD

What is not in your files is what could jeopardize your plans.

GIERING

What do you mean?

LEOPOLD

You assume that your little RADIO
GAME fools the Center.

GIERING

I know more then you think.

Giering pulls out two documents from his files and hands them to Leopold.

GIERING (CONT'D)

Here is the center's reply to your warning about Efremov's treason. They seriously discredit your opinion.(Beat)
By the way you were absolutely correct about Efremov.

LEOPOLD

Can we talk like two professionals?

GIERING

Why should I allow it? You are my prisoner after all.

LEOPOLD

Because you are not sure of yourself. You have no way of knowing if your assumptions are true.

Besides, if I disappear, the Center will have proof that something went wrong.

GIERING

We will continue tomorrow. (Beat) Just one more question (MORE)

GIERING (CONT'D)

before you return to your cell. What do you know about the Schulze-Boysen's group?

LEOPOLD

I have never heard of them.

INT. LEOPOLD'S CELL -- LATER

Leopold is lying on his back staring at the ceiling.

LEOPOLD (V.O.)

There is something that Giering needs me for. I have to play his game and destroy his plan.

A thump on the door is heard. One of the guards lets Berg in. The guard opens the metal bars door. Berg enters the cell.

BERG

How about a little walk in the garden?

EXT. INNER GARDEN -- AFTERNOON

Within the interior walls of the building is a large yard. The yard is well-groomed and spruced up with trees and bushes. Leopold and Berg walk in the garden. They are alone.

Berg complains.

BERG

I am getting tired of all this. I want to go home.

LEOPOLD

It seems that the war is far from being over.

BERG

My health is deteriorating. I am very unhappy here.

LEOPOLD

I am sorry for you, however my position here does not make me happy either.

BERG

You are a good man Otto. If they will put you in front of a firing squad one day, I will be there to shake your hand.

LEOPOLD

I will do the same for you if you face a Russian firing squad.

Berg escorts Leopold to his cell.

INT. LEOPOLD'S CELL -- CONTINUOUS

Leopold and Berg enter the cell.

LEOPOLD

Would Geiring allow me to get newspapers, writing pad and pencils?

BERG

Let me see what I can do.

Berg leaves. The guard closes the cell door.

INT. PRESNES JAIL INTERROGATION ROOM - DAY

The interrogation room has no windows. Grossvogel is seated in a chair. A bright light is directed into his eyes. He looks sleepless. There are two interrogators in the room.

INTERROGATOR

What was your position in Simex?

GROSSVOGEL

I was a director.

INTERROGATOR

Who was your superior?

GROSSVOGEL

Otto was.

INTERROGATOR

Your life could be easier if you to re-establish your connection with the French resistance.

GROSSVOGEL

I take instructions from Otto only.

INTERROGATOR

(To another interrogator)

He is in your hands now.

The second interrogator administers electric shock treatment then drags Grossvogel back to the chair.

INTERROGATOR (CONT'D)

Right now we are the only who give instructions here.

GROSSVOGEL

You are wasting your time.

INT. Giering OFFICE -- MORNING

Berg escorts Leopold in. Giering gestures to Leopold to sit down.

GIERING

So Herr Otto, Have you decided what to do? (Beat)
Lets face it, you lost and you know it.

LEOPOLD

It will not be long before the Center finds out about my disappearance.

GIERING

Why would they suspect anything while the Red Orchestra plays as usual?

LEOPOLD

Our network is monitored by an independent agency; you may call it a counter-espionage organization that reports directly to the Center.

GIERING

If meeting with your contacts helps, it can be arranged.

LEOPOLD

You will have to allow my lieutenants Hillel Katz and Leo Grossvogel to be seen too.

INT. LEOPOLD'S CELL -- LATE NIGHT

The cell is illuminated with bright lights.

Leopold sits at his desk and reads a Newspaper.

CLOSE UP: NEWSPAPER

Date: January 15, 1943. Headline: "The cold Russian winter halts fight at Stalingrad."

A writing tablet, a few pencils and an eraser lay on his desk.

Once in a while Leopold glances towards his guards. The guards try to fight sleep. Finally, they give in and fall asleep. Leopold positions himself for writing. He holds the newspaper to hide his activity.

After finishing his report, he hides it under his mattress.

INT. GIERINGS OFFICE -- DAY

Berg and Leopold are in the office. The door opens and Hillel Katz is brought in. His appearance leaves no doubt about the torture he went through. His face and arms are covered with black and blue marks. His nails are covered with band-aids.

LEOPOLD

You look like hell, Hillel. (Beat) (To Berg)

See what your people did?

BERG

It was not our people. Someone did not obey our orders.

Leopold sneaks a wink when Berg turned his back.

LEOPOLD

(To Katz)

Our cooperation is essential for the sake of a separate peace with the Soviet Union.

LEOPOLD (CONT'D)

You will be allowed to meet with MADAME JULIETTE. Tell her that I must meet her on regular basis.

Katz joins the game.

KATZ

Are you suggesting that Madame Juliette meet me here? You must be out of your mind Otto.

BERG

(To Katz)

That is not the plan. I will take you to meet her. But don't get any crazy ideas. If you do, you will be shot on the spot.

EXT. CONFECTIONER'S SHOP -- DAY

The Store sign is located above the store window. A car stops at the store's front. Berg and Leopold exit the car and walk into the store. Madame Juliette, who expects the visit, welcomes the gentlemen.

MADAME JULIETTE

It is so nice to see you Monsieur Gilbert.

Madame Juliette and Leopold hug each other. While Leopold hugs Juliette he slips a note into her pocket.

LEOPOLD

It is nice to see you too. Things are better than ever. I hope that the war will be over soon. Please give my regards to all our friends.

MADAME JULIETTE

When will I see you again?

LEOPOLD

Soon I hope. You know how things are.

Berg and Leopold leave. Madame Juliette goes into a back room and reads the note.

CLOSE UP: NOTE

Urgent message - Must be sent to Moscow as soon as possible. Please disappear after this meeting.

The net has fallen into the hands of the Gestapo. Do not fall into their radio game. Upon receiving this report, please congratulate us on February 23, the anniversary of the Red Army and my birthday.

INT. GIERING'S OFFICE - FEBRUARY 23, 1943 - DAY

Berg escorts Leopold into the office. Giering, who was sitting at his desk, gets up and addresses Leopold.

GIERING

Happy Birthday; Otto. Your friends in Moscow also extended their congratulations for the Red Army anniversary.

LEOPOLD

Thank you.

GIERING

You are transferred to a new location where you will be able to unite with your friends Katz and Kent.

LEOPOLD

And what about Grossvogel?

GIERING

Grossvogel was transferred to Germany.

EXT. VILLA AT NEUILLY -- DAY

The villa at Neuilly, a Paris suburb, is a large house surrounded by a metal bars fence. Well guarded by German soldiers, it is a jail for famous prisoners.

Escorted by Gestapo agents Leopold enters the villa.

INT. LEOPOLD'S ROOM NEUILLY -- DAY

Leopold's room is located on the second floor. It is modestly furnished and has a window (without metal bars) facing the garden. Leopold is in his room when the door is unlatched. The door opens. Berg enters the room.

BERG

You have a visitor.

Katz walks into the room. Most of his bruises are gone. The two embrace each other.

BERG (CONT'D)

You may walk in the garden. Just ring the bell when you are ready to go.

Berg leaves the room. Leopold gestures to indicate possible recording devices, then rings the bell.

EXT. GARDEN -- CONTINUOUS

The garden is heavily guarded. Leopold and Katz engage in a conversation as they walk through the garden. They exchange laughs as they walk.

INT. RADIO ROOM NEUILLY -- DAY

The room is filled with German soldiers and Abwehr agents in plain clothes. Leopold, Giering and Kent are also in the room.

GIERING

(Sardonically)

I am sure that you two have met before.

Abwehr experts sit at a large table encoding messages using professor Wolman's Le Miracle.

ANGLE ON: RADIO TRANSMITTER

SUBTITLE: Scroll the decoded transmission.

"Otto please supply information regarding transportation of armaments from France to our front. Also verify the use of gas bombs." There is a big commotion between the Abwehr and the military people.

WEHRMACHT OFFICER

(Protests)

This is it! How many German soldiers must die before you end this stupid radio game?

GIERING

Our orders came directly from the Fuehrer. You people must be able to see the big picture.

WEHRMACHT OFFICER

I must contact my superiors in Berlin before replying on this dispatch.

Giering approaches Leopold.

GTERING

We must leave now.

EXT. GARDEN -- CONTINUOUS

Giering and Leopold have a conversation as they walk.

LEOPOLD

I think that the center is testing you. They must be suspicious that something is wrong with the picture.

GIERING

What brings you to such a conclusion?

LEOPOLD

Their doubts may result from the fact that I no longer appear in places that I was visiting regularly.

INT. LEOPOLD ROOM NEUILLY -- DAY

Berg enters the room.

BERG

We are going on a Paris tour. Here are some money and identity papers. (Beat)

Remember Otto, no tricks.

EXT. PARIS STREETS -- DAY

Two other cars follow Berg and Leopold's car. They make several stops. At each stop both Berg and Leopold meet with a person and continue to the next stop.

The stops:

Tailor, barber, café, bakery and a pharmacy.

INT. GEIRING'S OFFICE AT NEUILLY -- DAY

Pannwitz dressed elegantly, paces back and forth in the office. Geiring escorts Leopold into to the office.

GEIRING

Otto, I would like you to meet Heinz Pannwitz. He will replace me. I must leave for health reasons.

LEOPOLD

I will miss you Karl; you have treated me well.

INT. PANNWITZ OFFICE AT NEUILLY -- A FEW WEEKS LATER

Pannwitz, unlike Geiring, is a wicked person. Leopold is brought to his office.

PANNWITZ

You may not like this, but our people captured a radio transmitter of the Communist Party in Lyon.

LEOPOLD

Why would it make any difference?

PANNWITZ

(Sadistically)

You will soon find out.

EXT. PARIS STREET -- DAY

BERG and Leopold are in a moving car.

BERG

(Complains)

For a week I have this splitting headache.

LEOPOLD

I told you a long time ago to see a doctor. (Beat)
If you want we can stop at
Pharmacie Bailly and get you a
medication.

BERG

Not now. They expect us at Gestapo headquarters. Dr. Vauck, a code breaker from Berlin wants to see you. We can stop at the pharmacy on our way back.

LEOPOLD

Why does he want to see me?

BERG

I believe it has to do with a message that was sent from the Lyon transmitter.

Leopold, fearing that his message to the Center was intercepted, becomes colorless for a moment but recovers immediately.

INT. GESTAPO HEADQUARTERS -- CONTINUOUS

Sitting at his desk, Dr. Vauck tries to decode a message. Berg accompanies Leopold in.

DR. VAUCK

(Introducing himself)

I am Dr. Vauck. I am a code breaker.

LEOPOLD

What do you need from me?

DR. VAUCK

My team cracked your code in Berlin.

LEOPOLD

I congratulate you on your success.

DR. VAUCK

I need your help to decode this. If you do, I may be able to offer you protection.

He hands Leopold a typed message. Leopold returns it after a brief examination.

LEOPOLD

I am afraid I can't help you. This code is totally meaningless to me.

EXT. BERG'S CAR -- LATER

Berg appears to suffer a severe pain.

BERG

My head is killing me. Could we stop for medicine?

LEOPOLD

(To the driver)

Take us to Pharmacie Bailly. The address is 15 Rue de Rome.

EXT. PHARMACIE BAILLY -- CONTINUOUS

The car stops in front of the pharmacy.

LEOPOLD

(To Berg)

Are you coming?

BERG

No, Just go in and get my medicine. After all this time I have confidence in you.

INT. SAME

The pharmacy has two entry doors, one is on Rue de Rome and the other is on Rue du Rocher. Leopold enters the pharmacy from Rue de Rome and without a second thought he rushes out on Rue du Rocher.

EXT. RUE THE ROCHER -- CONTINUOUS

Leopold runs through the streets toward the Metro station.

ANGLE ON: STATION ENTRANCE

INT. HAUSSMANN METRO STATION -- CONTINUOUS

Leopold anxiously waits for the train. He carefully selects a car, avoiding police.

INT. METRO -- CONTINUOUS

The train arrives at a station. Leopold's POV: Station marking "Pont De Neuilly". He leaves the train just before it leaves.

INT. PONT DE NEUILLY METRO STATION -- CONTINUOUS

"SORTIE" signs mark the exits. Leopold rushes out of the station.

EXT. PONT DE NEUILLY METRO STATION -- CONTINUOUS

A bus destined for "Saint Germain" is ready to leave the depot. Leopold runs towards the departing bus. He pounds on the bus door. The bus stops and the door opens. Leopold get in the bus and takes a seat.

INT. PANNWITZ'S OFFICE -- AFTERNOON

Berg enters Pannwitz's office. Shaky, he is about the break the news.

BERG

Otto disappeared!

PANNWITZ

What do you mean disappeared?
Nobody disappears, you mean
escaped. People do not disappear;
they just change their location or
identity. (Beat)
I hold you responsible for this.
You know the rest of the routine.

Berg exits Pannwitz's office and enters another office.

INT. office

Berg closes the door and gets a pistol from the desk draw.

INT. PANNWITZ'S OFFICE -- CONTINUOUS

Pannwitz face remains frozen as shot is heard.

EXT. GESTAPO HEADQUARTERS -- MOMENTS LATER

Dozens of Sonderkomando and Gestapo agents rush out of the building and drive away from the building in various directions.

EXT. PHARMACIE BAILLY -- CONTINUOUS

The Gestapo and Sonderkomando agents surround the pharmacy.

INT. SAME

The task force raids the pharmacy and arrests everyone in it. After the arrest they search the entire store.

EXT. GARE SAINT LAZARE - TRAIN STATION -- CONTINUOUS

A heavy Gestapo and Sonderkomando force arrives at the station. While some block all the exits, others rush onto the platforms.

INT. GARE SAINT LAZARE

Gestapo agents search the platforms and all departing trains.

EXT. PARIS SUBURB SAINT GERMAIN

Leopold's bus enters Saint Germain.

The bus stops. Leopold leaves the bus. He approaches an old man who stands next to the bus stop.

The two men are engaged in a conversation. The old man uses his hands giving directions. Leopold walks away.

EXT. BOARDING SCHOOL -- CONTINUOUS

Leopold knocks on the door. A YOUNG GIRL answers the door.

YOUNG GIRL

Oui Monsieur.

Two nuns appear behind the girl. They pull her inside.

NUN 1

What is it that you want Monsieur?

LEOPOLD

I am looking for a child. His name is Patrick De Winter.

NUN 1

Patrick is no longer here.

LEOPOLD

(Hesitant)

This is important. I am a friend of his mother. I must find her.

NUN 2 becomes suspicious.

NUN 2

I am afraid we can not assist you.

Leopold is desperate.

TIEOPOLD

I must find her. The Gestapo is on my trail.

The two nuns consult each other privately.

NUN 1

Wait here please.

Nun 2 goes into the school.

INT. BOARDING SCHOOL

Nun 2 picks up the phone. She conducts a short conversation and hangs up. NUN 2 returns to the door.

NUN 2

Please come in.

INT. SHORTLY AFTER

Georgie enters the room. With tears of joy in her eyes she hugs Leopold.

GEORGIE

I was so worried about you. I missed you, Eddy!

LEOPOLD

I missed you too!

INT. GEORGIE'S VILLA SURESNES -- LATER

Georgie and Leopold are engaged in a discussion.

LEOPOLD

I need to renew my contact with the Communist Party.

GEORGIE

I think that you should avoid the streets. I will be your messenger.

LEOPOLD

My escape may jeopardize the radio game and with it compromise the Red Orchestra prisoners. (Beat)
Can you find someone to mail a letter to the Sonderkomando from a remote location?

Leopold and Georgie close all of the villa's shutters. As they separate, Leopold hands Georgie a letter. Georgie leaves, locking the door from the outside.

EXT. BOARDING SCHOOL

Georgie knocks on the door. NUN 2 opens the door and steps out. The two exchange words. Georgie hands the letter to the NUN 2.

EXT. TRAIN STATION BESANCON

The train arrives at the station. NUN 2 gets off the train and walks towards the station's mailbox. She deposits a letter and sits on a bench until she boards the return train.

INT. PANNWITZ OFFICE -- FEW DAYS LATER

PANNWITZ'S ASSISTANT enters his office.

PANNWITZ'S ASSISTANT This is strange. You have a letter from Otto.

Pannwitz opens the letter.

LEOPOLD (O.S.)

Herr Pannwitz, I did not escape. I was forced to disappear.

FLASH BACK:

INT. PHARMACIE BAILLY

Leopold enters the pharmacy. Two strangers approach him and give him a note. They are seen leading Leopold out of the pharmacy into a car parked on Rue du Rocher. The car speeds away.

LEOPOLD (O.S.)

The counterespionage group had orders to get me out of France. We are on our way to Switzerland.

INT. PANNWITZ OFFICE

PANNWITZ

(Furious)

I will get the elusive pig. I am sure he is still in Paris.

EXT. BOARDING SCHOOL -- MORNING

A Sonderkomando/Gestapo convoy stops in front of the school. The agents surround the building. Pannwitz, accompanied by Kent, approach the door. He knocks on the door.

PANNWITZ

Gestapo, Open up.

NUN 2 answers the door.

NUN 2

Please keep quiet; this is a school.

PANNWITZ

We are looking for Georgie de Winter and her son Patrick.

NUN 2

I am sorry that I can't help you. They left this area early in 1942.

INT.

The Gestapo/Sonderkomando agents conduct a systematic search leaving a chaotic school behind them.

EXT.

Pannwitz and his people drive away.

EXT. APARTMENT HOUSE - LE VESINET -- CONTINUOUS

Pannwitz's and his squad arrive at the building. His men cover all possible escape exits. Pannwitz and Kent walk to the door.

PANNWITZ

I want you to do the talking.

Kent rings the bell.

A woman opens the door.

KENT

Is Mademoiselle de Winter home?

WOMAN

...And you are?

KENT

My name is Kent. Mlle de Winter knows me.

WOMAN

Sorry to disappoint you. She is no longer living here.

KENT

Do you have any idea she is?

WOMAN

No, she left no address.

INT. GEORGIE'S VILLA SURESNES -- early MORNING

Leopold and Georgie are in bed. Neither of the two can sleep.

LEOPOLD

What are you thinking about?

GEORGIE

I am thinking about us and what will happen after the war is over.

T-EOPOT-D

We don't even know if we will survive the war.

GEORGIE

Will you go back to Luba when this is over?

LEOPOLD

I will have to think about it. Right now, I am confused.

GEORGIE

I love you Eddy, regardless to what will happen in the future.

LEOPOLD

I love you too.

Leopold and Georgie are asleep when persistent knocks on the door are heard. Georgie shakes Leopold's shoulder.

GEORGIE

Wake up Eddy.

The knocking continues. Leopold reaches the night dresser and grabs a pillbox as he gets up. He gets dressed quickly and walks towards the back door. Georgie walks to the door. She looks out through a door viewer.

GEORGIE (CONT'D)

Wait; don't do anything stupid.

GEORGIE'S POV: Her LANDLORD, a man and a woman in front of the door.

Georgie opens the door.

LANDLORD

Is everything all right Mlle de Winter? I notice that the windows have been closed for quite awhile. (Beat)

Monsieur and Madame Rocher are interested in renting the villa.

GEORGIE

I am fine. Come in please.

The landlord and the Rochers enter through the main door while Leopold slips out the back door.

LATER

The phone rings. Georgie picks up and listens (Pause).

GEORGIE (CONT'D)

Kent?

She hangs up.

GEORGIE (CONT'D)

The Gestapo and Kent looked for us at the Boarding School.

LEOPOLD

Pannwitz will stop short of nothing. (Beat)
We must leave immediately.

EXT. QUEYRIE HOUSE - SURESNES

Georgie arrives at the Queyrie's house with her son Patrick. MADAME QUEYRIE greets her at the door.

GEORGIE

I must leave Paris for a while. Would you mind looking after Patrick?

MADAME QUEYRIE

Certainly Mlle.

Georgie picks up Patrick and hugs him.

GEORGIE

(To Patrick)

You are going to stay with Mamma Annie for some time.

PATRICK

Yes Mamma.

Georgie puts Patrick down. He runs towards Madame Queyrie.

PATRICK (CONT'D)

Mamma Annie! Mamma Annie!

Madame Queyrie and Patrick disappear behind the closing door.

EXT. RETIRMENT HOME MAISON BLANCHE -- DAY

Leopold and Georgie arrive at a two-story city building.

A faded sign next to entrance reads - "HOME FOR THE RETIRED - MAISON BLANCH"

INT. ROOM

Leopold and Georgie settle in the room.

LEOPOLD

No place is safe anymore. It is only a matter of time before Pannwitz catches up with us.

GEORGIE

I am getting tired of this. I will get Patrick and hide in La Beauce.

LEOPOLD

Under the circumstances, it seems a wise thing to do. (Beat)
As for myself, I will join the French Résistance.

EXT. RETIRMENT HOME MAISON BLANCHE -- MORNING

Georgie is leaving. She is escorted by MADAME MAY, a lady in her sixties.

MADAME MAY

Please be careful!

Georgie pulls a note out of her coat pocket and hands it to Madame May.

GEORGIE

Madame May, could you please give this note to Monsieur Gilbert?

Madame May takes the note and puts it in her pocket.

EXT. GEORGIE'S VILLA -- MORNING

A Gestapo/Sonderkomando convoy arrives at the villa. The villa's shutters are closed. Pannwitz opens a car door. Katz sits handcuffed in the car. His face is pale. The villa is surrounded.

PANNWITZ

Out! Remember no tricks or I will shoot you.

Pannwitz removes Katz's handcuffs. Both men walk to the door. Pannwitz rings the bell.

KATZ

Open up Otto. It's me Hillel.

Realizing that nobody is answering the door, Pannwitz commands his people to break in.

INT. same

The squad searches the premises leaving havoc behind. Leaving the building, Pannwitz brutally handcuffs Katz and pushes him into the car.

EXT. QUEYRIE'S HOUSE

The Gestapo/Sonderkomando squad storms the house. They drag Madame Queyrie and young Patrick out and push them into a car.

EXT. QUEYRIE'S HOUSE -- A FEW HOURS LATER

Georgie arrives at the house. She finds a sign posted on the entry door.

The sign reads - "KEEP OUT - BY GESTAPO ORDERS."

INT. PARIS BASEMENT

Leopold meets with men and women of the French resistance. The fighters, young and old carry weapons. MICHEL, a representative of the Communist Party introduces Leopold.

MICHEL

Monsieur Gilbert, a long time member of our Paris branch, recently escaped from Neuilly.

LEOPOLD

I will fight on your side until the Nazis are defeated.

A RESISTANCE FIGHTER approaches Leopold and hands him a German submachine gun.

RESISTANCE FIGHTER

Here, this is yours.

The two men shake hands. The rest of the group follows Leopold's greeting. Welcome to the Résistance.

EXT. RETIRMENT HOME MAISON BLANCHE -- MORNING

Pannwitz and his squad arrive at Maison Blanche.

INT. SAME

Madame May meets Pannwitz at the lobby.

PANNWITZ

Who is in charge here?

MADAME MAY

I am.

PANNWITZ

I am looking for a Monsieur Gilbert.

MADAME MAY

We don't have a Monsieur Gilbert here.

PANNWITZ

You are lying.

Instruct his people.

PANNWITZ

Search the woman!

An agent discovers Georgie's note.

PANNWITZ

Take her away.

EXT. FARMHOUSE - LA BEAUCE -- LATER

Georgie goes out for a walk. Pannwitz surprises her when she returns. His men arrest her.

GEORGIE

Where is my son? What did you do to him?

PANNWITZ

He is safe. (Beat)
I need to find Otto.

GEORGIE

I am afraid that I cannot help you. We separated; I have no idea where he is.

PANNWITZ

I am sure that he will come back for his son.

GEORGIE

You mean Patrick? (Beat)
Otto is not Patrick's father. You are wasting your time.

EXT. RETIRMENT HOME MAISON BLANCHE -- CONTINUOUS

Pannwitz and his men return to Maison Blanche.

INT. SAME

Pannwitz takes over the office.

EXT. CAFÉ -- LATE AFTERNOON

Leopold, exercising caution, arrives at a café across the street from Maison Blanche. His POV: Several suspicious cars are parked in front of the building. Plain-clothes agents are seen around the building. Leopold enters the café.

LEOPOLD

(To the bartender) May I use your phone?

BARTENDER

You know where the phone is. Help yourself, Monsieur Gilbert.

Leopold dials.

LEOPOLD

Operator? 342257 please.

INT. RETIRMENT HOME -- MAISON BLANCHE

The phone rings.

Pannwitz picks up the phone.

PANNWITZ

Hallo!

LEOPOLD

Madame Parrend, please.

PANNWITZ

Madame Parrend is not here.

Leopold hangs up.

PANNWITZ (CONT'D)

(To his people)

We are getting closer. Soon we will put our hands on him.

EXT. PARIS STREETS -- LATE AFTERNOON

With no place to go, Leopold is wandering through Paris streets. His first stop, a movie theatre.

INT. MOVIE THEATRE -- CONTINUOUS

Leopold enters the theatre while the movie is playing. He sits in a smoky theater watching a German movie.

INSERT: Movie clip from: Achtung, Feind Hoert Mit!(1940)

Leopold leaves while it is still dark in the theater. His next stop is a cabaret. The cabaret is located in a Montparnasse basement.

INT. CABARET -- CONTINUOUS

The cabaret includes a bar, a stage and bistro tables in a large room with arched ceiling.

A male singer, accompanied by a pianist sings French chansons.

The occupants in the room are mainly couples.

Leopold enters the smoky cabaret. He sits in an isolated corner. A cabaret waiter approaches him. The two exchange words.

The cabaret waiter returns with a bottle of wine and a glass.

After drinking for a while, Leopold falls asleep.

LATER: A CABARET EMPLOYEE is cleaning the floors. He arrives at Leopold's table.

CABARET EMPLOYEE

Time to get up Monsieur.

Leopold gets up, stretches and rubs his eyes.

LEOPOLD

I am sorry. I must have fallen asleep.

EXT. -- EARLY MORNING

Leopold leaves the cabaret at dawn. The dark sky gradually gets brighter.

INT. PARIS BASEMENT -- AUGUST 17, 1944 -- MORNING

The resistance fighters gather around a radio receiver.

Big-Ben chimes are broadcasted over the radio.

ANCHOR (O.S.)

This is the BBC world service broadcasting from London. We are interrupting this broadcast to announce the liberation of Paris.

EXT. CHAMPS ELYSEES -- DAY

Tens of thousands of Parisians take to the street in a big celebration. Charles de Gaulle and his generals lead the Victory Parade followed by the 2nd French Armored Division.

INT. LEOPOLD TREPPER'S STUDY -- WARSAW 1968 -- DAY

Leopold pulls out a page from the typewriter and reads.

LEOPOLD (V.O.)

After the Paris Liberation, I was flown to Moscow in Stalin's personal plane. My hero's reception was short lived.

My criticism of the Director's mistakes during the war landed me in the Lubianka Prison where I spent 10 years until cleared from any wrongdoing.

Two years later, we returned to Poland.

The doorbell rings. Leopold answers the door.

Two representative of the Polish government are at the door.

LEOPOLD

Come in please.

A REPRESENTATIVE hands Leopold an envelope.

REPRESENTATIVE

(Cordially)

Go on; open the envelope. You are a free man Leopold Trepper.

With tears of joy in his eyes, Leopold reads the document.

NARRATOR (O.S.)

Leopold reunited with his family in Copenhagen in 1968. In 1973 he moved to Israel where he died at the age of 72.

FADE OUT:

TEXT:

Georgie survived the war and married a Polish colonel in 1965.

It is believed that Georing spared Alamo's life.

The Russians executed Kent.

The Nazis executed Grossvogel and his wife.

Katz disappeared in November 1943. It is unknown when and where he was murdered.

The Nazis executed Corbin.

The Nazis executed Arvid and Mildred Harnack as traitors.

The Nazis executed Harro Schulze-Boysen and his wife Libertas as traitors.

A total of one hundred forty three fighters of the Red Orchestra were executed or murdered during interrogation or in concentration camps.

Sixty-Five persons escaped arrest. Twenty in Germany, thirty-one in France, nine in Holland and five in Belgium.