

RED ORCHESTRA

Based on a true story

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FADE IN:

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

The village of Nowi-Targ is under heavy blizzard. The streets are nearly empty. Children play in the snow building a snowman and throw snowballs at each other.

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

The ground floor at the TREPPER residence is used as a small general store. Large canvas sacks, filled with seeds, lie on the floor with other farming supplies. Household products are displayed on improvised shelves.

Mr. TREPPER, a man with a well-groomed beard, is in his late thirties but looks much older than his age. He's nervously pacing the floor.

Upstairs, a woman's moan is replaced by cries of a newly born baby. A MIDWIFE puts the baby in his mother's arms.

INT. UPSTAIRS BEDROOM -- CONTINUOUS

Mr. Trepper enters the room.

MIDWIFE
Mazel Tov, It's a boy!

Trepper leans over and kisses his wife and the baby. He beams with pride.

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)
...Baruch ata Ado-noy, Elo-hainu
Melech ha-olam, asher kidishanu,
b'mitzvosav v'tzivanu l'hachniso
biv-riso, shel Avraham Avinu.

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 placed on the desk.

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

LEOPOLD (V.O.)

It's a year now since I requested
to leave Poland. Separated from my
children and wife, who were allowed
to leave, I'm a prisoner in my own
home.

Leopold types:

"I was born in Nowi-Targ, Galicia on February 23, 1904. My
first..."

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

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

INT. BUTCHER STORE -- NOWY-TARG -- MORNING

Mrs. Trepper is shopping; young Leopold is with her.

BUTCHER

(To a customer)

Did you hear? The Police caught a
Russian spy in Poronin. They are
bringing him here on the next
train.

Leopold, who overhears the conversation, runs out of the store without asking his mother.

MRS. TREPPER
 (Assertive)
 Leo! come back! Where're you going?

LEOPOLD
 (Without stopping)
 To the station, Mama -- I'll come back later.

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

Leopold joins a group of children who are playing on the street. The children form a ring around him when he tells them the news.

LEOPOLD
 Follow me!

The children, with Leopold in front, run toward the railroad station.

EXT. RAILROAD STATION NOWI-TARG -- DAY

A sign: Nowi-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, did you ever get your money back from that Russian spy?

The customers react with laughter to the question.

The MAILMAN arrives at the shop.

MAILMAN
 I have a letter for you.

SHOPKEEPER
 Where from?

MAILMAN

It's 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.

LENIN (O.S.)

"My apologies for leaving three years ago without paying you. Please accept this late payment."
Signed - Vladimir Ilyich LENIN.

He proudly passes the letter to his customers who applaud him.

EXT. NOWY-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 --

With tears in his eyes and a choking voice, Leopold, 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 crying 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 store are empty. With great pain, Mrs. Trepper addresses 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. We will
 stay with your uncle.

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

We see Leopold working in a blacksmith shop.

EXT. DOMBROVA STREET -- LATE AFTERNOON

Dozens of workers assemble on the street. Carrying red
 flags and banners calling for a strike as they march toward
 the coal mine. Leopold, in his blue work clothes and a blue
 cotton cap, leads 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. TURKISH FREIGHTER MEDITERRANEAN SEA -- EARLY MORNING

Leopold stands at the bow of the ship, caresses by the
 wind.

LEOPOLD (V.O.)
 With nothing but a gloomy future in
 Poland, I left for Palestine.

A storm begins. The small freighter sails through the
 stormy sea

LATER

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

There is a commotion on board the vessel. The passengers
 anxiously gather on deck gazing at the Promised Land.
 Leopold is overcome by emotions.

LEOPOLD
 This year in Jerusalem!

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 ship.

The passengers line up for passport control that is conducted by the British policemen.

It is Leopold's turn. He is anxious.

POLICEMAN
Your passport, Sir.

Leopold extends his passport to the policeman who checks it against Leopold's face.

POLICEMAN (CONT'D)
Polish, ehi? (Beat)
What brings you to Palestine?

Leopold hands a document to the policeman.

LEOPOLD
Immigration Sir, I am here to stay.

POLICEMAN
(Sarcastic)
For heaven's sake! Why would any sane person come here?

LEOPOLD
With all respect Sir, I don't think you'll understand.

The policeman grins, then stamps Leopold's passport.

POLICEMAN
Next ...

EXT. PORT OF JAFFA -- MORNING

Barges bring the passengers ashore.

EXT. JAFFA STREET -- CONTINUOUS

We see Leopold and another PASSENGER walk through a market. They move through 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.

Leopold notices a group of men, engaged in an animated discussion. They use intense hand gestures as they talk.

Leopold talks to the Passenger:

LEOPOLD
(Whispers with a
smile)
Look -- they are just like us!

PASSENGER
(Puzzled)
What do you mean?

LEOPOLD
(Triumphant)
They talk with their hands!

EXT. JAFFA CLOCK SQUARE -- CONTINUOUS

Next to the crowded Clock Square, Leopold boards 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 they leave the square.

INT. MOVING BUS -- CONTINUOUS

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

EXT. TEL AVIV STREET -- CONTINUOUS

Tel Aviv is a small town surrounded by sand dunes. Most of the buildings are one or two stories high. Newly planted trees enhance the sidewalks and the yards

EXT. MOVING PICK-UP TRUCK -- MORNING

Leopold and 3 other men sit on the back of a pick-up truck that travels on a dirt road. The land is barren. Occasionally, 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, consisting of four tents.

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.

(MORE)

SUPERVISOR (CONT'D)

I will show you to your tent. The guards will wake you at 5 o'clock in the morning.

Leopold is astonished.

LEOPOLD

Five o'clock?

SUPERVISOR

That's right! We start work at five thirty here.

EXT. ORANGE GROVE -- EARLY MORNING

In an cleared lot by the orange grove, 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.

A group of men and women, Leopold among them, harvest oranges.

Leopold notices LUBA, a pretty woman in her early twenties. The two exchange a curious look.

EXT. OUTSIDE AN ORANGE GROVE -- NIGHT

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 boil water in a large tin can over an open fire.

Leopold dispenses coffee with an improvised ladle. When coffee is ready, Luba serves it to the crowd.

LATER

Leopold and Luba walk alone on a sandy path. They are both shy and innocent. Luba is initiating a conversation.

LUBA

Why is everybody calling you Domb?

LEOPOLD

It's short for Dombrova, the town I lived in Poland.

LUBA

Is it true that you're moving to Tel Aviv?

LEOPOLD

Yes, I am leaving in a few days.

Luba is disappointed.

LUBA

I feel so sad. We've just met.

LEOPOLD

This is something I must do. The exploitation of workers, Arab workers in particular, convinced me to join the Communist Party.

LUBA

Will I see you again?

LEOPOLD

Why wont you join me in Tel Aviv?

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 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. I will talk to you 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. A few people assemble in the room.

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.

LEO GROSSVOGEL, in his twenties, wearing khaki shorts and a white short sleeve shirt, enters the room. Katz introduces him to Leopold.

KATZ (CONT'D)

(To Leopold)

I would like to introduce you to Leo Grossvogel. He's a fine communist.

KATZ (CONT'D)

(To Grossvogel)

This is Leopold Trepper; his friends call him Domb.

Grossvogel and Leopold shake hands.

GROSSVOGEL

Another troublemaker?

The meeting is in session. The SECRETARY GENERAL, a sixty years old man, is standing up.

SECRETARY GENERAL

I would like to discuss two major issues today: The matter of integrating Arab workers into the Communist Party and the growing danger of Adolf Hitler.

GROSSVOGEL

(Emotionally)

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

LEOPOLD

(Assertive)

I understand the concern, at the same time, excluding Arabs defies the idea of unity of the workers.

Everybody looks at Leopold as he makes this radical statement.

LEOPOLD (CONT'D)

I am more concerned with the rise of Fascism in Germany. The threat goes beyond Germany's borders.

EXT. TEL AVIV BOULEVARD -- DAY

A man is reading the PALESTINE TELEGRAPH at a street corner newsstand. The date is May 1, 1925. Headline: Workers to celebrate May Day worldwide.

CU on a article with a picture of Adolf Hitler. The heading: Hitler's National Socialist Labor Party revived.

At the background we hear a beating of drums that is getting louder.

A parade of workers and youth, carrying flags and colorful banners appears around the corner.

Leopold, Grossvogel and Katz with a small group of Arab workers, wearing traditional Kafia's, lead the demonstrators.

EXT. SIDEWALK CAFE TEL AVIV -- EARLY AFTERNOON

Leopold meets with ALTER STORM, late 20's. A dark complexioned waiter serves the two men with Turkish coffee in miniature cups.

LEOPOLD

It has been a long time since Nowi-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

Excuse me; I will be back in a moment.

Luba is pleasantly surprised to see Leopold.

LEOPOLD (CONT'D)

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

LUBA
(Enthusiastic)
I'd love to...

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

STORM
I'm pleased to meet you.

LUBA
It is my pleasure to meet Domb's
friends.

The Waiter serves a glass of Lemonade to Luba.

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.

As Storm leaves.

STORM
Thank you; we'll 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 the
afternoon?

Luba smiles.

EXT. TEL AVIV BEACH -- AFTERNOON

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

LEOPOLD
Tell me a little about yourself.

LUBA
I am from Lvov.

(MORE)

LUBA (CONT'D)

I fled Poland to avoid an arrest.
The Communist group I belonged to
was accused of murder.

LEOPOLD

(Stunned)

Murder?

LUBA

Off course it wasn't true; they
tried to frame us. (Beat)
What's your story?

LEOPOLD

I was born in Nowi-Targ. We moved
to Dombrova after the death of my
father. I left Poland after
spending 8 months in a Jail for
leading a miner's strike.

LUBA

Oh my! You and me that's a double
trouble.

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.

LUBA

What a beautiful sunset! It was a
lovely afternoon.

LEOPOLD

(Looking at Luba)

The sunset is beautiful and so are
you.

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.

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 calmly gets up and opens 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!

The prisoners are loaded on police prisoner trucks and taken 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, sit on the defendants' bench.

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?

(MORE)

JUDGE (CONT'D)

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

LEOPOLD

We demand our immediate release.

JUDGE

Consider yourselves 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's the matter?

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've got bad news.

LUBA

What is it? What happened?

Leopold hands Luba 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 facade. 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 hat, 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, feel free 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 of Hotel de France is a small space with a reception desk and a key bin behind it. 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

Oh, Monsieur Storm? He is in room 212.

Leopold takes the elevator.

INT. TOP FLOOR CORRIDOR

Leopold exits the elevator and walks towards Storm's room. He knocks on the door. Storm opens the door and welcomes Leopold. The two embrace each other.

STORM

Welcome to Paris, Old Man.

Storm helps Leopold with his luggage.

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. A Small coffee table with two chairs are positioned in front of the window. The two men sit down.

LEOPOLD

Thanks for inviting me. (Beat)
You have a nice spot here.

STORM

(With a slight grin)
It's not so nice; I call it Hotel
De Vance.

LEOPOLD

Like fleas in Yiddish? (Beat)

Both men laugh.

LEOPOLD (CONT'D)

I am on my way to the Soviet Union.
I need to contact the Party.

STORM

I can help with it.

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. The two shake hands and walk away.

EXT. STREET, PARIS -- CONTINUOUS

Leopold and Storm stop in front of a three-story building.

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

INT. COMMUNIST PARTY OFFICE -- CONTINUOUS

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

STORM

(To Leopold)

Jacques is the Secretary of the
Party in Paris.

STORM (CONT'D)

(To Jacques)

Leopold is an old friend of mine.
He'd just arrived from Palestine.

Jacques gets up and shakes hands Leopold's hand.

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.

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.

EXT. PARIS STREETS -- DAY

Leopold and Luba much in love, roam through 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

Loud knock on the door

Leopold gets up and stumbles toward the door. He opens the door. A stocky man, wearing a suit and fedora, stands there. His short, styled, waxed mustache and his demeanor suggest that he is a FRENCH POLICEMAN.

LEOPOLD

(Iratly)

Who are you? Why are you knocking on my door so early in the morning?

FRENCH POLICEMAN

I am from the police, Monsieur.

(Beat)

I am so 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)

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

INT. L'HUMANITE OFFICE -- DAY

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

CACHIN

It's 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 Nazism in Germany is alarming. We must expand our propaganda in Jewish circles. I would like to offer you the editor position of our Yiddish Edition.

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 mentioned your strong feelings about the rise of Nazism.

LEOPOLD

This job will require my undivided attention.

CACHIN

I am offering you a full time position. You'll be paid generously.

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

ANGLE ON: A sign "The Morning-Yiddish Newspaper"

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 vendor.

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.

Frantic pounding on the door.

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

LEOPOLD
Who is it?

STORM (V.O.)
(Frantic)
It is me, Storm; open up.

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

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

STORM
(Anxious)
Did you get my letter?

LEOPOLD
What letter?

STORM
I sent you a very important letter.
(Beat)
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 Jacques' office. He is frantic.

LEOPOLD

I am sure that you read the news
about Storm. I must 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

Your application to enter the
Soviet Union was granted. You may
leave at any time.

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

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

Leopold is all 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

I'm so sad. I wish we could travel
together.

LEOPOLD

It's too dangerous.

LUBA

(With tears in her
eyes)

I already miss you. Be careful.

LEOPOLD

Everything will be all right; we
will soon reunite in Moscow.

Leopold separates 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

Daylight fades to darkness.

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 the station.

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 looks at the street from his second floor window.

A group of Nazi Brown-shirts 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."

INT. TRAIN CAR -- CONTINUOUS

A BORDER POLICE OFFICER opens the sliding door.

BORDER POLICE OFFICER
Papers!

Leopold hands his passport and a travel document.

The Officer examines the documents and returns them to Leopold.

BORDER POLICE OFFICER (CONT'D)
Thank you comrade Trepper. Welcome
to the Soviet Union.

EXT. MOSCOW LENINGRADSKY TRAIN STATION -- MORNING

The station is decorated with red flags and banners. 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 boards a tram. The tram travels through Moscow's streets. The view includes the Kremlin and Red Square.

EXT. OUTSIDE APARTMENT HOUSE -- CONTINUOUS

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

A small sign 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're just in time for breakfast.

LEOPOLD
 It's good to see you again.

INT. ELENBOGEN'S APARTMENT -- CONTINUOUS

Elenbogen's apartment is modestly furnished. The two men sit for breakfast. The table is loaded with bread, butter, sausages and vodka.

Leopold is 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. I get things in the black market.

LEOPOLD
 You? Black Market? I don't believe it! What happened to your principles?

ELENBOGEN
 I am afraid that it's not a perfect world, Domb.

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.

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 Horst Wessel.

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!

(MORE)

HITLER (CONT'D)

(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 Schulze-Boysen reaches the end of the line he stops, turns toward his tormentors, and announces:

SCHULZE-BOYSEN

You can do it over and over again.
It won't 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 bastards 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

I understand that you are interested in volunteering for service.

LEOPOLD

To be honest officer, I am no hero. The Nazi threat is real. I can't be a bystander.

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'll 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 flash and a camera's click.

TECHNICIAN (CONT'D)

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

INT. GENERAL BERZIN'S OFFICE -- LATER

Leopold enters the General's office. GENERAL BERZIN, in his fifty's, who wears Red Army uniform welcomes him.

GENERAL BERZIN

It is nice to meet you again,
comrade.

General Berzin's SECRETARY enters the office with Leopold's new passport.

SECRETARY

(To Leopold)

This is for you.

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

LEOPOLD

Impressive.

GENERAL BERZIN hands Leopold a big bundle of dollars bills.

GENERAL BERZIN

Here, you are going to need this
too. (beat)

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

That's all. Good luck!

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 LIBERTAS Schulze-Boysen's wife. 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. Let me introduce
you to some of our friends.

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

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)
I met this fine German man in a
Wisconsin college.

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
Our 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)
Let's meet 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

(Somber)

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's 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's 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

(Sarcastic)

I'm sure you also have a story. You must have changed a lot Leo.

GROSSVOGEL

(Defensive)

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, Domb. 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. I see trouble
again.

LEOPOLD

It's different this time. We must
do something to stop the Nazis.

GROSSVOGEL

Tell me about your family. How is
Luba?

LEOPOLD

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

... So what's 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
-Simexco"

INT. SIMEXCO OFFICE -- CONTINUOUS

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's 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; you dropped your glove.

GEORGIE

(Gratefully)

Oh, thank you Monsieur!

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

GEORGIE (CONT'D)

(With a distinctive
American accent)

Thanks again, 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

Thanks; I wonder if we could meet again. I'm all-alone in this city.

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

LEOPOLD (CONT'D)

I will be happy to hear from you.

INT. GEORGIE'S APARTMENT -- 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 has been faithful to Luba.

LEOPOLD
I'd hoped you call.

GEORGIE
It wasn't easy; 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
My father is American and my mother
is Belgian.

Georgie pulls out a picture of mother and father from her purse. She shows the picture to Leopold.

LEOPOLD
Your mother is pretty and your
father is handsome. 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's the matter?

GEORGIE
I'm... I'm a little pregnant!

LEOPOLD

I have a small problem myself.
 (Beat)
 I'm 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, holding her year and a half years old son, gets off the train. A porter, in uniform, helps Luba with the luggage.

Leopold notices Luba and Edgar. 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 lies.

LEOPOLD

My name is Adam Mikler. Bolchakov
expects me.

DOORMAN

Please wait here.

INT. LOBBY -- CONTINUOUS

Bolchakov, a formally dressed stern person, appears in the lobby. He approaches Leopold. 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)
You shouldn't have come here!

LEOPOLD

(Assertively)
I've been here for almost a year
without anyone contacting me.

BOLCHAKOV

(Humorlessly)
Patience is a virtue. Mr. Mikler,
this is your first, last and one
visit too many.

LEOPOLD

So what do you expect me to do?

BOLCHAKOV

Just wait 'till we contact you!

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 having 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 how you fond
 me?

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

LUBA
 (Provocative)
 There must be something wrong with
 me... a man pursuing me unnoticed?
 (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.
 He checks out the customers then approaches Leopold.

ALAMO
Monsieur Mikler?

LEOPOLD
Yes.

ALAMO
I need to talk to you in private.

LEOPOLD
(To Georgie)
Excuse me for a moment. I will be
right back.

Leopold and Alamo move 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
have instructions to work with you.

LEOPOLD
What's your cover?

ALAMO
I am a Uruguayan businessman.

LEOPOLD
(Raises an eyebrow)
Uruguayan, ha? Can you speak
Spanish?

ALAMO
I do. I fought on the Republican's
side in Spanish war.

LEOPOLD
In what capacity?

ALAMO

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

Alamo pauses and continues his story.

ALAMO (CONT'D)

... the squadron was assigned to attack Generalissimo Franco's forces after they made some dangerous advances.

Leopold loses his patience.

LEOPOLD

Get to the point!

ALAMO

I jumped into a plane and flew mission.

LEOPOLD

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

ALAMO

Not exactly, I was a mechanic but the squadron was short in pilots.

LEOPOLD

That was a stupid but courageous act.

Leopold writes a note and hands it to Alamo.

LEOPOLD

Here, take this. Call Monsieur Grossvogel for an appointment.

The note reads "Monsieur Grossvogel - The Foreign Excellent Trench Coat Company, 155 Rue Belliard. Telephone 72750."

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.

ALAMO

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

I wonder how long it will be before all of Europe goes on fire? It's time for the Soviet Union to act.

LEOPOLD

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

LUBA

How about the English and the French?

LEOPOLD

I don't believe they've learned the lesson after Czechoslovakia either.

Luba changes the subject.

LUBA

About your American friend...

LEOPOLD
(Surprised)
Georgie?

LUBA
Yes. What happened to her husband?

LEOPOLD
She's not married.

LUBA
(Somewhat jealous)
So where did her baby come from?
(Beat) I hope it has nothing to do
with you!

LEOPOLD
You read too much, Luba.

INT. SIMEXCO OFFICE -- DAY

Leopold, Grossvogel and Alamo meet in the conference room. A map of Europe is displayed on a wall. Half a dozen pinned flags represent the company branches throughout the continent.

Leopold looks at his watch. He's upset.

LEOPOLD
Kent is late; reliability is
essential in our operation. I will
not tolerate such behavior.

A knock on the door.

GROSSVOGEL
Come in!

KENT enters the room.

KENT
Sorry for being late.

LEOPOLD
(Irritated)
This isn't a game! Failing to
accurately adhere to schedules will
put our and others' lives at risk.

LEOPOLD turns to GROSSVOGEL.

LEOPOLD (CONT'D)
We will begin with a short
statement on the company's
operations... Leo.

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

I've received instructions to activate our spying activities. Secret information will be disclosed on a need to know basis only. (Beat)

LEOPOLD (CONT'D)

Our instructions include maintaining a continuous contact with a group in Berlin.

LEOPOLD (CONT'D)

(To Kent)

You will continue the liaison with the embassy and become our contact in Berlin.

LEOPOLD (CONT'D)

(To Alamo)

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

LEOPOLD (CONT'D)

The 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 Ferte Fort.

EXT. BRUSSELS -- 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 KNOCKE-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 Alamo are leaning over a transmitter. A Morse code message is coming through.

SUBTITLE: Scroll the decoded transmission.

TEXT: "PTX DE KLH - continue over."

Alamo 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.

Alamo 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 there.

LUBA
 Don't stand outside. Come on in!

The three policemen enter the residence.

BELGIAN POLICEMAN 1
 (Polite but firm)
 We have orders to arrest all
 nationals of the Third Reich and
 move them to interment camps.

LUBA
 I don't understand. What does all
 of this have to do with us?

BELGIAN POLICEMAN 2
 According to our records, Madame,
 you and your husband are of German
 descent.

LUBA

Us? Germans? We are Canadians.
Please wait.

Luba leaves the room and returns with two passports. She hands the passports to Belgian Policeman 1.

LUBA (CONT'D)

Here, see for yourself.

Belgian Policeman 1 inspects the passports.

BELGIAN POLICEMAN 1

We will have to check our records again. 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! They have orders to detain all residents of German decent. They instructed us not leave the house.

LEOPOLD

We are no longer safe here. You and Edgar must leave for Moscow immediately.

LUBA

How about you?

LEOPOLD

I'll move out tonight.

LUBA

(Suspiciously)

Moving to Georgie's place, ha?

LEOPOLD

Don't be ridiculous, Luba. Why would I risk her?

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'll see you again?

LEOPOLD
It 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 -- CONTINUOUS

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. REICHMAN'S RESIDENCE -- EVENING

Leopold and Grossvogel arrive at REICHMAN's residence. Reichman exchanges a warm handshake with Grossvogel.

GROSSVOGEL
I would like you to meet Adam Mikler. He is my business partner and long time friend from the Palestine days.

The two men shake hands.

LEOPOLD
It's a pleasure to meet you.

REICHMAN
What kind of documents you need?

LEOPOLD
We need Belgian Identification Papers.

REICHMAN
It's going to take a while.

LEOPOLD
I understand; we will wait.

Reichman is forging the documents. When finished he hands the documents to Leopold who examines them carefully.

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

LEOPOLD (CONT'D)

What a superb job. We may need more
 of these in the future.

EXT. LEOPOLD'S RESIDENCE -- EARLY MORNING

Belgian police arrive at the residence. One of the officers
 knocks on the door.

BELGIAN POLICEMAN 1

Police! Open up!

The policeman call remains answered.

BELGIAN POLICEMAN 2 is trying to open the door. He finds
 the door to be unlocked. As they enter the residence:

BELGIAN POLICEMEN 2

Don't move! We are coming in!

The policemen carefully check the residence. The place is
 empty.

BELGIAN POLICEMAN 1

Merde; they got away.

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 POLICEMAN 2

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

Georgie is laughing.

GEORGIE

You are kidding me. Mr. Mikler?
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
cafe. 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 all 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 leave the car.

PETROV (CONT'D)

The Germans really ransacked the
village. What a mess!

GROSSVOGEL

(To Petrov)

Would you mind waiting in the car?
This will take us only a few 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's 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)
 I didn't believe you'd find
 anything!

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. A GERMAN SOLDIER signal Petrov to stop.

The Soldier checks the occupants.

GERMAN SOLDIER
 (Politely)
 Bulgarians, I presume?

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.

LATER

The car's engine begins to spatter. Eventually, the car comes to a full stop.

The men get out of the car carrying their transmitter suitcase with them. Standing on the roadside, they 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 broke.

SS OFFICER

Please join us. We are going to Brussels too.

SS OFFICER

(To the driver)

Help the 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 seizes the moment.

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 and SS OFFICER 1 are involved in a conversation.

LEOPOLD

How is the war going?

SS OFFICER 1

(Bragging)

We are winning on all fronts. In just a few days we will cross the channel and take England. The Soviet Union will be next!

LEOPOLD
 (Deceitfully)
 You must be joking. Aren't the
 Russians allies, just like us?

SS OFFICER 1
 War has its own dynamics!

LEOPOLD
 (Pressing the issue)
 That's not possible. You wouldn't
 invade the Soviet Union, would you?

SS OFFICER 1
 This information comes from a
 reliable source. (Beat)
 Fieldmarshal von Brauchitsch, a
 long time friend of mine, received
 orders to prepare for the
 offensive.

LEOPOLD
 Impossible!

SS OFFICER 1
 You'll see! Mark my words. This
 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 cafe, 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 likes the idea.

LEOPOLD

Thank you. We will be delighted to share more trips with you.

PETROV

Anytime soon?

LEOPOLD

Maybe in a few days... I would like to visit the battlefields.

(Leopold sets bait)

Possibly going to Paris one of these days.

PETROV

That will be great, I love Paris!

EXT. 101 RUE DES ATREBATES -- NEXT MORNING

Leopold and Alamo arrive separately at the two-story building. Leopold is carrying the transmitter with him.

INT. SAME

LEOPOLD

We need to contact the Center as soon as possible.

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 two men install an antenna.

INT. RADIO ROOM -- CONTINUOUS

The transmitter is ready for operation.

LEOPOLD

(Points at the radio)

What do you think? Will it 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 the front lines.

Signed, OTTO.

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

Petrov's car is traveling through 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 German
bombers.

LEOPOLD

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

PETROV

They strike like lightning. No wonder they named it Blitz Kreig.

GROSSVOGEL

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

LEOPOLD

...and England.

GROSSVOGEL

It's a shame that the Americans 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. Georgie is in the kitchen.

GEORGIE (V.O.)
I'm so glad to see you, Eddy. How
are you? I will be out in a moment!

Georgie enters the room. The two embrace each other.

GEORGIE
The police were looking for you.
What's going on? Are you a spy?
(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
Would you stay for supper?

LEOPOLD
Sure. Thank you.

Leopold and Georgie sit at the table.

GEORGIE
Seriously, why are the police
looking for you? I am worried.

LEOPOLD
Not right now. Things are turning
pretty ugly in Europe. May I
suggest that you take Patrick and
go to America?

GEORGIE
(Slightly jealous)
How about Luba? Did you ask her to
leave too?

LEOPOLD
I did; as we speak she is on her
way to Moscow.

GEORGIE
I'm going nowhere. I'm staying
right here in Brussels.

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. FAMILY 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. Please
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 didn't change.

KATZ

You have not changed much either.
(Beat)
... and who is this young lady?

LEOPOLD

(Apologetic)

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

Katz and Georgie shake hands.

KATZ

It's 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.

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.

LEOPOLD

Are you available for an Anti-Nazi operation?

KATZ

(Without hesitation)

Yes, actually I am about to join
the resistance.

LEOPOLD

Good! I will appoint you as a
director at SIMEX.

KATZ

Simex?

LEOPOLD

It's the French division of
SIMEXCO, our commercial cover in
Brussels. (Beat)
Do you happen to know a trustworthy
radio expert?

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

Electronic testing equipment and a couple of bare-bone
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's also 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 German girlfriend MARGARETE, a pretty blonde woman, are visiting the fair pavilions. We see them happily go from one exhibit to another.

INT. HOTEL ROOM -- LATER

Kent is formally dressed. He puts his small suitcase on the floor and hugs Margarete. His expression becomes serious.

KENT

I have some business Berlin. 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! Must you go?

KENT

I do.

MARGARETE

Please, be careful!

Kent uses his handkerchief to wipe a tear of Margarete's face.

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 checks if he isn't followed, then 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 tomorrow at 10 O'clock.

MILDRED

Things are getting difficult here. Everybody is a suspect.

KENT

We are working on more secure contacts. In the meantime be careful.

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 and kiss.

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 Margarete are in their sleeping compartment 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 of your trip.

After closing the door, Kent inserts tightly rolled microfilms into a hollow pen.

A FEW MINUTES LATER.

Kent opens the cabin 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 cabin, 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 CABIN -- CONTINUOUS

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

GESTAPO AGENT

Papers please!

Kent hands his and Margarete's document.

GESTAPO AGENT (CONT'D)

Are you married?

KENT

No, Margarete is my fiancee.

GESTAPO AGENT

I see... and the purpose of your visit to Germany?

KENT

Business, 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" cabin. 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 Messerschmidt 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

We hear the Morse code.

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 office)

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.

(Slightly upset)

I hope you have a good reason for waking me up in the middle of the night.

General Oster listens.

GENERAL OSTER (CONT'D)

Very good job! Please telegraph the format. (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 ticker tape. A SOLDIER picks up the tape 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)

May 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 am going east, to
Russia.

PROSTITUTE

(Seductively)

I am sure you could use some
indulging. Come let's go to my
apartment.

INT. APARTMENT -- NIGHT

The Prostitute, 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 waiting for me.

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.

(Using a pointer)

One in Holland or Belgium, one in Berlin and...

HEINRICH MULLER

(Interrupting)

Berlin? Impossible.

ADMIRAL CANARIS
 ..the third one is definitely
 somewhere around Moscow.

REINHARDT HEYDRICH
 A RED ORCHESTRA! That's what we
 have here. Treacherous Stalin; we
 will teach him a lesson!

HEINRICH MULLER
 We must act immediately. The
 Fuehrer is going to explode when he
 finds out.

GENERAL OSTER
 My men are working with Loewe-Opta-
 Radio Company engineers to zero on
 the location of the transmitters.

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 need your help in getting
 alcohol, cigarettes, delicatessen
 and similar products.

MADAM LIKHONIN
 (Playing hard to
 get)
 These are hard to come by.

TODT OFFICIAL
 (Flatteringly)
 I have confidant in you.

Madame Likhonin is gratified by the opportunity.

MADAME LIKHONIN
 You understand that these are black
 market product?

TODT OFFICIAL
We could care less, Madame.

MADAME LIKHONIN
I do! I will need protection for my sources.

TODT OFFICIAL
You'll get the merchandise; we will do whatever is necessary to protect the source.

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 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 brings you here Madame?

MADAME LIKHONIN
I have a business proposition.

KATZ
What is it?

MADAME LIKHONIN

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

KATZ

This is dangerous, you know?

MADAM LIKHONIN

I do.

KATZ

Who is your customer?

MADAME LIKHONIN

The Todt Organization; are you familiar with it?

KATZ

The Todt Organization, ha?

In the adjacent room, Leopold and Grossvogel exchange expressive looks.

KATZ (CONT'D)

Let me see what we can do. I need a contact phone or an address.

MADAME LIKHONIN hands Katz a card and leaves.

Leopold, Grossvogel and Katz meet in the conference room.

Leopold is excited.

LEOPOLD

The Todt Organization; what a catch! (Beat)
They do all the Engineering for the German Armed Forces.

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 won't 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 ENGINEER
Something big is about to happen.

Grossvogel feigns interest.

GROSSVOGEL
What do you mean?

TODT ENGINEER
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 ENGINEER
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.

The Division Commander hands Pipe a folder.

DIVISION COMMANDER (CONT'D)
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.

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, Geiring picks up a file from his desks and hands it to Piepe.

CLOSE UP: FILE

Title: Red Orchestra

GEIRING
The Red Orchestra investigation is
on the top of Berlin's priorities.
We must track down their Brussels
operation.

CAPTAIN PIEPE
I have no experience in espionage.
I am a tank commander, not a
spymaster.

GEIRING
They're counting on your police
expertise before the war. Follow me
please.

The two men exit the office.

EXT. YARD -- CONTINUOUS

We see a dozen vans with radio detection antennas. Geiring and Piepe enter a van. It is all loaded with radio detection equipment.

GEIRING

This is your equipment.

CAPTAIN PIEPE

That's no good; the antennas must be concealed. We don't want to announce our arrival.

GEIRING

This is all we have now. Time is working against us. Spare no effort; the transmitters must be found immediately.

INT. SIMEXCO COMPANY BRUSSELS -- DAY

Leopold enters the lobby. He hangs his coat and hat when he is approached by Kent.

KENT

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

Leopold reacts with dissatisfaction.

LEOPOLD

The last thing we need is another chief.

KENT

I know how you feel.

LEOPOLD

War times are not the best time to defy orders; we'll bite the bullet!

Leopold enters his office and finds Efremov sitting on his chair.

LEOPOLD (CONT'D)

So you like my chair, don't you?

Efremov gets up to meet Leopold.

EFREMOV

Oh. I am sorry. (Beat)
My name is Constantine Efremov, Red Army Captain.

INT. NIGHTCLUB BRUSSELS -- NIGHT

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

Captain Piepe, in civilian clothes, scans the crowd. Efremov, who is engaged in an intense conversation with a woman, draws Piepe's attention.

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
True, I am Russian, but I'm not a spy.

CAPTAIN PIEPE
What are you doing in Brussels?

EFREMOV
I got stuck here... you know the war...

GEIRING

You are lying; we will keep you
here until we will find the truth.

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

CAPTAIN PIEPE

This war is already decided. Why
not join the winners.

Efremov expression remains unchanged by last remark.

EFREMOV

I am not interested in politics.

CAPTAIN PIEPE

(Frustrated)
Perhaps a Berlin tour will help to
change your mind.

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 VAN -- 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.

GENERAL 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 and the Liaison, firmly shake hands.

LEOPOLD

What happened, Max?

LIAISON

The Gestapo arrested Efremov released him after a week. He is acting strangely after his arrest.

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

It's a shame; we have practically thousands of dispatches and not even a clue about what is being transmitted.

Major Kludow is defensive.

MAJOR KLUDOW

My people work days and nights to find a clue.

GENERAL OSTER

How long will it take?

MAJOR KLUDOW

Breaking the code isn't a simple matter. We have reason to believe that they use passages from certain books to encode the messages.

GENERAL OSTER

(Sardonically)

I hope that you break the code before the 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. SAME

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 can't leave! You are staying!

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
Wait here; I can't let you go
without my supervisor permission.

The Gestapo Man 2 leaves the room. we see him talking on the phone. Gestapo Man 2 returns, he tries to appease Leopold.

GESTAPO MAN 2 (CONT'D)
Accept my apology. 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've 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.

Heinrich HIMMLER arrives at headquarters. He joins Oster and Kludow.

GENERAL OSTER
 (To Himmler)
 We have some good and some bad
 news.

HIMMLER
 I want to hear only the good...

GENERAL OSTER
 We broke the code.

HIMMLER
 It is a reason for celebration.

GENERAL OSTER
 Unfortunately, we discovered the
 high-ranking German participate in
 the Red Orchestra.

HIMMLER
 (Furious)
 What a shame, traitors right here
 in Berlin? I want an immediate
 action. (Beat)
 The Red Orchestra must be stopped.
 But don't destroy the radios. We'll
 continue transmitting.

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!

SCHULZE-BOYSEN
Are you out of your mind? What are the charges?

GESTAPO AGENT
Espionage and treason.

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. Geiring sits at his desk.

Madame Likhonin arrives and enters Geiring's office.

GEIRING
Next time, I want you to meet
Monsieur Gilbert in person. The man
is a Soviet agent.

Madame Likhonin smells big money.

MADAME LIKHONIN
Soviet agent? You must be joking;
he is a capitalist.

GEIRING
Let me be the judge of that!

MADAME LIKHONIN
Is he dangerous?

Geiring falls for the bait.

GEIRING
Very dangerous!

Madame Likhonin pretends the she is in great danger.

MADAME LIKHONIN
Are you asking me to risk my life?

GEIRING
We will pay you well.

MADAME LIKHONIN
How much?

GEIRING
Name your price, Madame.

MADAME LIKHONIN
I want 10,000 Dollars.

GEIRING
I don't have that much cash. How about gold and diamonds?

MADAME LIKHONIN
That's a deal... How would I recognize Gilbert? I never met him.

GEIRING
You are a clever woman; use your wit.

EXT. BRUSSELS STREET CAFE -- MORNING

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

LEOPOLD
Madame Likhonin?

MADAME LIKHONIN
Monsieur Gilbert? Please sit down.

Leopold joins Madame Likhonin at her table.

LEOPOLD
Do you mind if I ask you why you insisted on meeting me in person?

MADAME LIKHONIN
You are in big danger! Mr. Geiring from the Gestapo offered me a deal worth 10,000 Dollars if I dealt directly with you.

LEOPOLD
Why are you telling me all that?

MADAME LIKHONIN

They say that you're a Russian spy.
I may be an anti-Communist but I am
also a proud Russian.

EXT. CHAMPS ELYSEES -- FEW DAYS LATER

From a distance Leopold watches Madame Likhonin who sits 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.

The Bum swallows more wine then burps.

BUM

Don't you like my company, Madame?

MADAME LIKHONIN

I like you but...

Before Madame Likhonin completes her sentence, several Gestapo agents pin the bum down to the ground. They handcuff him and drag him away.

INT. GESTAPO HEADQUARTERS -- CONTINUOUS

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

GEIRING

So Herr Otto!

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

GEIRING (CONT'D)

(Angrily)

Idiots! How could you confuse this
bum with Gilbert?

INT. SIMEX OFFICE CHAMPS ELYSEES

Katz and Grossvogel are in the office when Leopold enters.

LEOPOLD

We must leave immediately. We are
no longer safe here. We'll meet
later at the Antony Villa.

The three men rapidly cleanup the office.

LEOPOLD (CONT'D)

I staged my own death. Jean Gilbert will die in a few days. The death certificate and the memorial plaque are all ready.

GROSSVOGEL

What happened with Kent?

LEOPOLD

He fell into the hands of the Gestapo after refusing my instructions to leave immediately for Algeria. He wouldn't leave without Margarete who was waiting for a visa.

KATZ

Do you think that he'll talk?

LEOPOLD

He had a plan to play a double game if caught by the Gestapo.

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.

EXT. SIMEX OFFICE -- CHAMPS ELYSEES

A Gestapo motorcade stops in front of the building. We see Madame Likhonin and Geiring in one of the cars. Madame Likhonin points out the building.

The Gestapo Sonderkomando raids the office.

INT. SAME

Gestapo agents ransack the office searching for documents. They find a note reminding Leopold of a dentist appointment.

INT. GEORGIE'S APARTMENT -- SAINT GERMAIN -- LATER

Leopold arrives at the apartment.

GEORGIE

What's the matter? You look awful.

Georgie gets closer. The two hug each other.

LEOPOLD

I have very little time to explain.
The Gestapo is closing up on me. I
must disappear for a while.

GEORGIE

I'm so worried about you!

Leopold hands Georgie a Death Certificate.

LEOPOLD

Here, if the Gestapo ever questions
you about me, tell them that I died
in an accident. (Beat)
I must go now!

With tears in her eyes, Georgie hugs and kisses Leopold.

LEOPOLD (CONT'D)

I'll be back.

GEORGIE

Be careful! I love you!

LEOPOLD

I love you too!

INT. DENTIST OFFICE -- LATE MORNING

Captain Piepe and Geiring 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.
Geiring picks up the phone and
hands it to the assistant.

GEIRING

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

DENTIST ASISSTANT

(Dials)

Operator, 678415 Please.

Geiring grabs the phone.

GEIRING

Dr. Maleplate, this is Karl Geiring
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,
greet's 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 Geiring appear behind the dentist.

GEIRING

Hands up!

Leopold raises his hands.

LEOPOLD

(Calmly)

I am not armed.

A third man appears and blocks the access to the window.
Geiring 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. SAME

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 Geiring and Heinrich Muller, sit at a table. Leopold is brought in and his handcuffs are removed.

GEIRING

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.

GEIRING (CONT'D)

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

LEOPOLD

Obvious reasons? Herr Geiring.

Leopold looks direct into Geiring's eyes.

GEIRING

Did you call me Herr Geiring? 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 your Sonderkomando.

GEIRING

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 like 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 assure 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.

GEIRING

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 a 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

Geiring accompanied by an ANTHROPOLOGIST enter the cell.

GEIRING

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

Get undressed.

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

ANTHROPOLOGIST (CONT'D)

(To Geiring)

He's definitely an Aryan. His
circumcision was faked, probably by
the Soviets before they sent him to
Palestine.

INT. GEIRING OFFICE -- DAY

Leopold's night guards escort him to the office.

GEIRING

(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

A nice collection.

GEIRING

As you can see, we know a lot about
you.

LEOPOLD

The missing information will
jeopardize your plans.

GEIRING

What do you mean?

LEOPOLD

You underestimate the Center. They
aren't fools. Your little RADIO
GAME will become transparent in no
time.

GEIRING

See what they think of you.

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

GEIRING (CONT'D)

Here is the center's reply to your
warning about Efremov's treason.
They seriously discredit your
opinion. (Beat)

LEOPOLD

Can we talk like two professionals?
You would not need me if this was
true.

You keep me because you're unsure of yourself. You fear that your plan will fail if the Center realizes that I disappeared.

GEIRING

That's enough! We will continue tomorrow. (Beat)
Just one more question 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.)

Geiring needs me. I have to play his game and spoil his plan.

A guard opens the sell door. BERG, a fifty years old man, enters the cell.

BERG

My name is Berg; I will care for all your needs.

LEOPOLD

Why do I deserve such an honor?

BERG

I have no idea. These are my orders.

EXT. INNER GARDEN -- AFTERNOON

Within the interior walls of the building is a large yard. The yard is well-maintained 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 this war. 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 feel sorry for you, however my situation 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

I wonder if I could request a few things, Herr Berg.

BERG

What do you need?

LEOPOLD

I want to spend my time here writing.

BERG

That's easy; I'll get you some paper and pencils.

LEOPOLD

One more thing... could I get a daily newspaper?

BERG

I will check with Herr Geiring.

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
Monsieur Gilbert was.

INTERROGATOR
Gilbert was arrested; he's
cooperating with us.

GROSSVOGEL
You're lying; he'll never do
that... I know him for years.

INTERROGATOR
We want you to re-establish your
connection with the French
resistance. It will buy you some
freedom here.

GROSSVOGEL
I have no such connection.

INTERROGATOR
(To Grossvogel)
You are not making it easier. The
decision is in your hands.
(To the other
interrogator)
He is yours.

The second interrogator administers electric shock
treatment then drags Grossvogel back to the chair.

INTERROGATOR (CONT'D)
You can stop this.

GROSSVOGEL
You are wasting your time.

INT. GEIRING OFFICE -- MORNING

Berg escorts Leopold in. Geiring gestures to Leopold to sit
down.

GEIRING
So Herr Otto, Have you decided what
you want to do? (Beat)
Face it; your only choice is to
cooperate.

LEOPOLD

It won't take long for the Center
learns about my disappearance.

GEIRING

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 branch that
reports directly to the Center.

GEIRING

We can arrange daily outing for
you.

LEOPOLD

It's not going to work. There are
others.

GEIRING

Others?

LEOPOLD

Katz ... Grossvogel ...

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.

Leopold is waiting for his guard to fall asleep. When the
tired guard appears to be dozing, he writes notes with the
newspaper covering his activity.

When done, Leopold hides his report under the mattress.

INT. GEIRINGS OFFICE -- DAY

Berg and Leopold are in the office. The door opens and
Hillel Katz is brought in. He's severely bruised. His nails
are covered with band-aids.

LEOPOLD

(To Katz)

You look like hell.

(To Berg)

What have you done?

BERG

Someone did not follow orders.

Leopold sneaks a wink toward Katz.

LEOPOLD

(To Katz)

Our cooperation is essential for the sake of a separate peace with the Soviet Union...

You will be allowed to meet with MADAME JULIETTE to arrange a meeting with me.

Katz joins the game.

KATZ

You must be out of your mind Otto.

BERG

(To Katz)

Here is the plan: I will escort you to meet with her. But don't get any crazy ideas. If you do, you will be shot on the spot.

EXT. CONFECTIONER'S SHOP -- DAY

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 store 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. GEIRING'S OFFICE - FEBRUARY 23, 1943 - DAY

Berg escorts Leopold into the office. Geiring, who was sitting at his desk, gets up and addresses Leopold.

GEIRING

Happy Birthday; Otto. Your friends in Moscow also extended their congratulations for the Red Army anniversary.

LEOPOLD

Thank you.

GEIRING

You are transferred to a new location where you will be able to unite with your friends Katz and Kent.

LEOPOLD

What about Grossvogel?

GEIRING

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 used as 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, Geiring and Kent are also in the room.

GEIRING
(Sardonically)
I'm sure you 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 the Eastern 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?

GEIRING
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.

Geiring approaches Leopold.

GEIRING
We must go now.

EXT. GARDEN -- CONTINUOUS

Geiring and Leopold have a conversation as they walk.

LEOPOLD
The center is testing you. I'm sure
that they know that something went
wrong.

GEIRING
What makes you say it?

LEOPOLD
I'm sure that someone had noticed
that I no longer appear in places
that I was visiting regularly.
If you'll lie to them once, they'll
know that the network was
compromised. This will end your
Radio Game.

INT. LEOPOLD ROOM NEUILLY -- DAY

Berg enters the room.

BERG
We are going on a Paris tour.
Here...

Berg hands Leopold some money and identity papers.

BERG (CONT'D)
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, cafe, 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, this is 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)

My name is Dr. Vauck. I am a code breaker.

LEOPOLD

What do you want from me?

DR. VAUCK

My Berlin team cracked your code.

LEOPOLD

I congratulate you on your success.

DR. VAUCK

I need your help to decode this.

He hands Leopold a typed message.

DR. VAUCK (CONT'D)

If you help me, I may be able to offer you protection.

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 do 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 cannot assist you.

Leopold is desperate.

LEOPOLD
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 Sonderkommando 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 Sonderkommando/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. SAME

The Gestapo/Sonderkommando agents conduct a systematic search leaving a chaotic school behind them.

EXT. SAME

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.

LEOPOLD

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 Resistance.

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 be honored to fight on your side until the Nazis are defeated.

A RESISTANCE FIGHTER approaches Leopold and hands him a German submachine gun.

RESISTANCE FIGHTER 1

Here, this is yours.

The two men shake hands. The rest of the group welcomes Leopold.

RESISTANCE FIGHTER 2

Welcome to the Resistance.

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 (CONT'D)
Search the woman!

An agent discovers Georgie's note.

PANNWITZ (CONT'D)
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 in safe place. (Beat)
Help me find Otto and your son will be returned to you.

GEORGIE
I am afraid I can't help you. We're separated; I have no idea where he is.

PANNWITZ
I am sure he'll come back for his son. Find him!

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. CAFE -- LATE AFTERNOON

Leopold, exercising caution, arrives at a cafe 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 cafe.

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 Goering 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 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.