



ORIGINAL SCREENPLAY

THE ESCAPIST

BY RUDI O'MEARA



THE ESCAPIST

by

Rudi O'Meara

Inspired by True Events

rudi@rudiwithaneyeye.com
(415) 806-9527

EXT. WEHRMACHT PERSONNEL OFFICE - DAY

Crisp BLACK AND WHITE. A soulless, marble-clad civic space.

Lines of eager YOUNG CIVILIANS cue up toward a BESPECTACLED BUREAUCRAT behind brass bars. He repeatedly STAMPS sheets of paper with jarring fury. BANG! BANG! BANG! BANG!

BUREAUCRAT
(curtly)
Lichterfelde Barracks. Sundown.

One of the eager young men at the head of the line - KARL LANG (18) a fresh-faced, naive romantic - turns to a man next to him. They're both wearing thick wool sweaters.

KARL
We made it!

The young man next to Karl - FREDDY SHAFFER (18) a clean-cut conformist - nods confidently back.

FREDDY
Of course. Father works wonders.

The Bureaucrat roughly thrusts the papers toward them.

BUREAUCRAT
Seven PM at the very latest.

Karl snatches away the papers.

KARL
Oh, no. We couldn't possibly...

Freddy nudges him. *Shut up!*

KARL (CONT'D)
...we have a gig tonight. And I
have a girl to--

Freddy spins him around, managing a quick salute.

FREDDY
(toward the Bureaucrat)
Heil Hitler!

It's only as they depart that we finally clock the floor-to-ceiling banners. And the swastikas.

EXT. UNTER DEN LINDEN - DAY

Both young men sprint together down a tree-lined boulevard - perhaps the grandest in all of Europe.

KARL

He's bound to say yes now!

Karl LEAPS up and over an iron park bench like Gene Kelly in a Busby Berkeley number. Dreamily dextrous.

Freddy frowns.

KARL (CONT'D)

(imitating)

Lichterfelde. Sundown.

(beat)

Mindless goons, every single last one of them.

Freddy slows.

FREDDY

Tell me this isn't all just some stupid scheme to--

Karl snags a tree trunk, SWINGS full-circle back around to meet him, grinning maniacally.

In the distance, more long banners flutter from windows.

KARL

Mother's ring. I'm sure it'll fit.

Freddy wags his head side-to-side. Karl bounds away.

KARL (CONT'D)

It just *has* to.

INT. HAUS VATERLAND, BALLROOM - NIGHT

Still in luminous BLACK AND WHITE. A vast, gilded ballroom full of monied German PATRONS - most in Nazi uniforms.

Smoke hangs low in the air. Stern OFFICERS whisper sweet nothings to YOUNG WOMEN who bob their heads to an oddly stiff simulacrum of AMERICAN SWING.

SUPER: BERLIN, NOVEMBER, 1943

Band leader LUTZ TEMPLIN (40s) keeps time like a metronome. Next to him, the band's founder, CHARLIE SCHWEDLER (40s), SINGS into an oversized mic.

A LIT SIGN above them indicates they're live on-air.

CHARLIE

(faint German accent)

From one o'clock till nine,

(MORE)

CHARLIE (CONT'D)
*I'll dream you're mine.
 I'll steal a kiss.
 See what you're gonna miss.*

Behind Charlie, Karl is seated on the bandstand - playing a gleaming trombone with an odd abandon - seeming entirely oblivious to the over-abundance of swastikas in the room.

CHARLIE (CONT'D)
*Honey, that's all right,
 But I'll get even with you tonight.
 'Cause you can't stop me... from
 dreaming.*

Freddy, playing clarinet, sits just a few seats away. Karl's threadbare suit fits poorly. Freddy's fits like a glove.

CHARLIE (CONT'D)
*You can stop me romancing you,
 You're the boss now.
 But we're not through.*

Karl cracks one eye open, then another - letting them both drift sideways toward a nearby table.

CHARLIE (CONT'D)
*You can turn me down,
 honey, that's all right.
 But I'll get even with you tonight,*

At the table sits a stern-looking SS OFFICER and a coquettish, wild-eyed, young woman.

Her gaze says they know each other. All too well.

This is META FISCHER (20s), the love of Karl's life.

CHARLIE (CONT'D)
*'Cause you can't stop me... from
 dreaming.*

Meta lifts a cocktail glass by its stem, returns Karl's stare without even flinching.

Karl looks away - and then back again. Riveted (and jealous). Freddy seems to be blocking them both out.

Up on stage, Charlie shifts from singing to SPEAKING:

CHARLIE (CONT'D)
I'll dedicate this to England.

Meta crosses her legs. Penciled-in silk stockings.

CHARLIE (CONT'D)
Germany is beating you.

Propaganda-weary, Karl closes his eyes again - trying to throw himself back into his music.

Freddy shoots him a nervous glance.

CHARLIE (CONT'D)
You deny it. But it's true.

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

As the MUSIC continues (tinnier, as if from a radio), we find ourselves suddenly transported from the ballroom to what appears to be the set of a LAVISH HOLLYWOOD MUSICAL.

Everything is rendered in early TWO-STRIP TECHNICOLOR. Pastel pinks, milky greens, dense blacks.

Seated atop a gigantic silver Steinway piano instead of the stage, the band plays on.

CHARLIE (O.C.)
(heavier accent)
You tell the world that you're
alright. But the German V2 is
crushing your might.

Now wearing a crisply-tailored tuxedo, Karl stands, sets down his trombone, and leaps gracefully from the bandstand and onto the mirror-polished floor.

CHARLIE (CONT'D)
And all your towns... are burning.

His formerly scruffy hair slicked back and shining, Karl strides suavely across the dance floor, reaches a hand down toward Meta, and winks at the officer opposite her.

CHARLIE (CONT'D)
You can't stop the Germans. You're
in their hands.

As if on-cue, Meta takes Karl's hand and jumps to her feet.

CHARLIE (CONT'D)
You'll have to listen to their
commands.

And, together, Karl and Meta dance across the space like Fred Astaire and Ginger Rodgers. Poetry in motion.

The fascist fever dream monologue fades away. Only the MUSIC remains - as Karl and Meta meticulously fend off officer after officer, each looking to cut in.

And while they dance, Meta grins devilishly ear-to-ear.

META
(barely winded)
I wondered when you'd finally come
to your senses.

Karl spins, bending Meta deeply - saying nothing and looking like a silent film star.

META (CONT'D)
What's a matter? Trombone got your
tongue?

He snaps her back up, just in time to barely miss a pair of hands-y, monocled GESTAPO OFFICERS.

KARL
Who's the goon?

Meta CHUCKLES, in for the ride.

META
Friend of Father's nephew, I think.
What? You're jealous?

Karl spins her away with one arm.

KARL
Of course I'm jealous.

She crouches down, still clutching one of his hands.

META
Then why'd you stop calling on me?

Karl kicks one leg over her head, swivels away, grabs Meta's other hand, crosses his arms - and then pulls her through his splayed legs and into the air.

She lands gracefully back down the floor with barely a sound and they're suddenly face-to-face again.

KARL
Because your father called me a
pitiful little orphan with zero
prospects.

Now Meta dips Karl to avoid the grasp of yet another Nazi.

KARL (CONT'D)
A degenerate deserter who didn't
deserve you.

Meta pulls him back up - their faces only inches apart.

META
Maybe you don't.

Karl looks like he's been slapped in the face.

And as they continue to dance, the MUSIC abruptly shifts -
beginning to unravel. The PERCUSSION is getting louder and
louder, out-of-time.

Karl can barely keep up.

META (CONT'D)
I didn't--

The DRUMS are near-deafening.

META (CONT'D)
What's wrong?

Karl looks frantic, loses a step - skidding on one heel,
saying nothing. Nazis converge from all angles.

And, out of nowhere, Charlie's disembodied VOICE returns:

CHARLIE (O.C.)
Keep on denying German victories,
that's alright.

Karl lets go of Meta's hands - his face drained of color.

META
What's happening?

Behind them, up on the now towering bandstand (seemingly ten
stories taller than it was), the THUNDEROUS DRUMS pound on
and on over Charlie's singsong INCANTATION:

CHARLIE (O.C.)
(singing again)
The Germans get even with you and
fight. They're wide awake...

Karl can't move - the soles of his shoes seem glued to those
of his reflection in the floor.

CHARLIE (CONT'D)
...and they're not dreaming.

Suddenly, another VOICE cuts in over the DIN:

FREDDY (PRE-LAP)
(urgently)
Get up! Get up! Get up!

END DREAM SEQUENCE.

INT. HAUS VATERLAND, BALLROOM - SAME

Back to stark BLACK AND WHITE as the roof of the ballroom shudders and sways to the deafening reverberation of nearing BOMB BLASTS.

Freddy surges toward Karl, SHOUTING:

FREDDY
Air raid! Air raid!

A massive blast SHATTERS the nearby windows, sending shards of glass flying everywhere. It's total bedlam. Everyone is running for the exits. Crawling over each other.

Karl is stunned mute - his empty eyes staring at the now overturned table where Meta was just sitting.

FREDDY (CONT'D)
She's fine!

Freddy rips the trombone from his hands.

Outside, bombs fall from the night sky - SHRIEKING.

FREDDY (CONT'D)
Grab your case, let's GO!

Freddy, shoves his clarinet case into Karl's hands as a GERMAN SOLDIER near the door to the stairs SCREAMS:

GERMAN SOLDIER
To the u-bahn! To the underground,
schnell!

Bending, Freddy scoops up Karl's case and runs.

FREDDY
(over his shoulder)
NOW!

BOOM! BOOM! BOOM!

This seem to rouse Karl from his reverie. He leaps from the bandstand and runs after Freddy.

EXT. POTSDAMER PLATZ - NIGHT

Freddy and Karl sprint from the exit with the last stragglers - to be confronted by a horrific sight.

Nearly every building in the vicinity is pulverized and on fire. Huge craters dot the once bustling thoroughfare. Glass, brick, and twisted steel as far as the eye can see.

The same soldier from earlier roughly shoves Freddy toward the obliterated stairs down to the nearest metro stop.

Above, a fleet of bombers DRONE menacingly amid the wash of Klieg lights and the BANG! BANG! BANG! of distant anti-aircraft flak batteries.

GERMAN SOLDIER
Hurry! More are coming!

I/E. U-BAHN STATION, STAIRS - CONTINUOUS

Further off in the distance (as Freddy tumbles down the stairs with Karl hot on his heels), we can hear more violent EXPLOSIONS just beyond the *Tiergarten*.

The German soldier follows Karl and Freddy into the darkness.

KARL
Is it--

On the run, Freddy disassembles Karl's trombone with one hand and slams it into Karl's velvet-lined case.

KARL (CONT'D)
(oddly hopeful)
Is it the Americans?

GERMAN SOLDIER
No!

BOOM! BOOM! BOOM!

Each concussion shakes the stone stairs - lit only by the FLASHES of each blinding blast (and the strange, contorted shadows they cast across every surface).

GERMAN SOLDIER (CONT'D)
RAF! British! Lancasters!

INT. U-BAHN STATION, ENTRANCE - CONTINUOUS

Skidding to a stop at the foot of the stairs, the soldier points Freddy toward a thicket of people clustered further off down the platform.

The normally immaculate tile walls shudder and shake with every above ground explosion. The air is thick with dust. But the lights are still on.

Karl slows to a stop - spying Meta (alone) in the distance. Her eyes are glued to the quaking tile ceiling.

GERMAN SOLDIER (CONT'D)
Sure picked a hell of a day to join
the *Leibstandarte*!

Freddy pauses. *Do I know you?*

GERMAN SOLDIER (CONT'D)
(extending a hand)
Bruno Keller. Trumpet. From
auditions!

Freddy shakes his hand amid ever-closer EXPLOSIONS.

GERMAN SOLDIER (CONT'D)
See you at *Lichterfelde*!

The soldier - BRUNO (20s) a model Aryan with unusual leanings - lets go of Freddy's hand and charges back up the stairs to the street.

BRUNO
(over his shoulder)
And tell your friend to pull his
head out of the clouds!

Karl, his eyes still locked on Meta, suddenly realizes he's carrying a clarinet case, not his trombone case.

BRUNO (CONT'D)
She's far beyond his league.

Ignoring Bruno (and seemingly no longer even hearing the carnage at street-level) Karl takes a half step toward Meta.

Freddy stops him - yanking away his clarinet and shoving the partially-closed trombone case into Karl's arms.

FREDDY
(to Karl)
So much for one last night on the
town.

KARL

So much for one last paid gig.

Karl winks Freddy's way - almost exactly like he winked at the Nazi officer at Meta's table - just as a huge BOMB BLAST above rocks the platform.

KARL (CONT'D)

C'mon.

INT. U-BAHN STATION, PLATFORM - LATER

The bombing has stopped and the huddled masses sit dazed in clusters along the platform.

It's far past midnight. The lights in the station are still on, still flickering. But the air inside is thick with dust and smoke.

Karl and Freddy sit next to Meta with their feet dangling down to the tracks. All three smoke to calm their nerves.

FREDDY

Mine are in the south. Near Munich.
Near the factory.

KARL

(mockingly)

Gotta keep the war machine running
like a ticking clock.

META

Easy there, orphan.

Karl does his best to plaster on a smile. His way of coping.

KARL

Freddy and my music are all the
family I need.

META

Then why leave conservatory? Why
join the--

Above, a low RUMBLE of collapse.

KARL

Because I want to survive this
circus without firing a shot.

Freddy wags his head side-to-side.

KARL (CONT'D)
 Plus, there's no way your father
 could turn me away in my ceremonial
 blacks.

FREDDY
 Bah!

META
 (incredulous)
 But the SS?! How is that even--

FREDDY
 The *Leibstandarte*-SS.

META
 The Führer's personal guard?!

FREDDY
 The *Musikkorps Leibstandarte*.

KARL
 The Führer's personal... band.

Freddy looks away. *Maybe this was a terrible idea.*

KARL (CONT'D)
 The most elite collection of
 musicians in the entire *Wehrmacht*!
 In all of Germany! Playing marches
 and rallies at home instead of
 getting shot at who the hell knows
 where. That's all I want. That,
 and, well... you.

She looks him up and down - as if for the first time.

META
 Father's right.
 (beat)
 You are delusional. A fantasist.
 Unwilling or unable to see the
 world *all* around you.

Karl, looking stung, STAMMERS.

META (CONT'D)
 (lowering her voice)
 Mussolini, arrested. North Africa,
 collapsed. Tonight.
 (beat)
 The Allies are pushing into Sicily.
 FDR, Churchill...

FREDDY
Greedy old windbag.

META
...and Stalin telling *the world*
about German atrocities.

KARL
Atrocities?

Meta takes one last draw of her cigarette - blowing smoke.
And then she leans closer to Karl's ear, whispering:

META
(almost seductive)
Tyrants like him only come to power
because of people like you.

That is clearly not what Karl expected to hear. Meta pulls
back, indomitable. A stubborn force of nature.

KARL
But--

Meta snuffs out her cigarette, reaches into her pocket.

META
Here.

She hands him a small ivory calling card.

META (CONT'D)
Write me when you finally wake up.

Pushing herself to her feet, she turns to go.

META (CONT'D)
If I'm still here, I'll be sure to
write back.

FREDDY
But, where will you go?

META
Home. If it's still standing.

And, with that, she marches off through the dust and debris
toward the stairs to the street.

Karl and Freddy share a quick look. Karl flicks his
cigarette away and leaps up to chase after her.

KARL
Wait. We'll come with you.

META

No need.

He skids to a stop right next to her.

META (CONT'D)

I can take care of myself.

KARL

Then, here.

He reaches up and throws open the top buttons of his dress shirt - pulling out a small silver necklace. Opening its clasp, he takes it off and slides a small ring off it.

Meta looks at him like he's lost his mind.

KARL (CONT'D)

This was Mother's. All that--

Before she can even react, he lifts her right hand and tries to slide the ring onto her finger. Too small.

META

But I-- I couldn't--

She hesitates, lifts her finger to her lips, wets it. The ring slips past her knuckle and down. A fit. Barely.

KARL

Keep it safe for me while I'm away.

The small diamond on it flickers faintly.

KARL (CONT'D)

When I come back...

Without even so much as a kiss, he turns and heads back toward Freddy (who's doing his best to act natural).

KARL (CONT'D)

...when I wake up, I'll find you.

Karl's gait changes. It's almost as though he's dancing a soft shoe foxtrot. An incongruous sight, given the context.

KARL (CONT'D)

And you can give it back. Or move it to the other hand.

With an almost balletic flourish, Karl slips back down to the platform edge next to Freddy - pocketing Meta's calling card like a magician working in reverse.

KARL (CONT'D)
Entirely up to you.
(in subtitled German)
See you later.

Karl flicks his hand out toward Freddy - who knocks another cigarette out of his case and hands it his way.

Still stunned (and normally far better at hiding it), Meta turns and disappears slowly into the shadows.

After a second, Freddy lights his lighter and lifts it to the butt end of Karl's cigarette.

FREDDY
Did you two just get married?

KARL
(inhaling)
I think so, yeah.

Blowing smoke, Karl smiles.

FREDDY
Finally.

EXT. POTSDAMER PLATZ - DAWN

Karl and Freddy stand at the top of the stairs to the U-Bahn station clutching their instrument cases, slack-jawed.

The sun is barely up and most of the fires are out. But as far as the eye can see it's utter devastation. Only the steel frame of the Haus Vaterland dome remains.

And, in the distance, the silhouetted steeple of the Kaiser Wilhelm church has been shattered. The whole top is missing. Smoke and burning embers pour out of it like a chimney.

In the street, old men and young boys are already busy slowly clearing debris - as if no survivors could possibly be found. It's a soul-crushing sight.

KARL
Back to conservatory? See what--

Freddy's face hardens.

FREDDY
No.

He tightens his grip on his clarinet case. Simmering rage.

FREDDY (CONT'D)

No.

EXT. LICHTERFELDE BARRACKS, ASSEMBLY - DAY

We leap to the massive, snow-dusted interior courtyard of an old Prussian cadet training school - now the headquarters of Hitler's personal guard.

Standing in neat rows in jackboots, thick wool coats, and helmets emblazoned with the SS lightning bolt insignia are a long line of NEW RECRUITS. Each man shoulders a rifle.

In the distance, standing on a small platform before four long, swastika-emblazoned banners fluttering in the wind, is a square-jawed LIEUTENANT GENERAL.

Above, two more Nazi flags and a hulking bronze sculpture of an eagle.

LIEUTENANT GENERAL

Weapons alone mean nothing, as The
Führer himself has said, unless
backed by the human will!

As we move slowly down the line of mostly petrified young men, we pause to see Karl and Freddy (and Bruno from the night before) - all now uniformed and standing at attention.

They look nothing like the boys we first met.

LIEUTENANT GENERAL (CONT'D)

The National Socialist Party will
never allow itself to be
discouraged by setbacks!

Freddy's face radiates an unexpected fury - a thirst for revenge. Bruno, like Karl, seems out of place. But, unlike Karl, he's doing his level best to blend in. Disappear.

LIEUTENANT GENERAL (CONT'D)

It is our hard-drumming spirit that
provides the German people solace
in these difficult hours. And from
wanton and cowardly attacks from
the air!

Karl seems utterly unmoved by the Lieutenant's address. It's as if his mind is elsewhere again. Distant. Like Meta said, in a world of his own.

LIEUTENANT GENERAL (CONT'D)
We shall strike anywhere and
everywhere at any time and never
tire! Because defeatism is non-
existent among the German people!

Karl lets his eyes drift to the line of soldiers just opposite him. They too stand stiffly at attention - more like props than people. Their uniforms, costumes.

He closes his eyes and we SMASH TO --

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

Back in TWO-STRIP TECHNICOLOR, we're inside the same glistening Hollywood sound stage from before. The same unscuffed, mirror-polished floor. The same vivid backdrop.

Although, this time, the soldiers from the review grounds are now seated on a long black plinth and clad in nothing but glittering silver bathing costumes.

Instead of helmets, they're wearing pale pink flapper's cloches fringed in feathers. Their legs are wrapped in cream-colored stockings.

Their painted nails rest on their knees, and their pink patent leather pumps TAP lightly on the glimmering floor - with pink satin bows on each foot.

Suddenly, a rollicking RAGTIME TUNE kicks in. And the men begin a synchronized, seated dance routine.

Hands to shoulders, back to knees - then crisscrossing to back and forth to each other's knees.

SIDE-ANGLE:

From one end of the row, we watch as the men launch into a complicated series left/right Nazi salutes in time with the music. Then, a piano playing pantomime on their thighs.

REVERSE ANGLE:

From the other end of the row, the routine evolves into a dizzying flurry of hand-clapping and knee-slapping - and then a rapid simulation of goose-stepping (but with arms).

The nearest MUSTACHIOED OFFICER (with rouge on his cheeks and mascaraed eyes) winks our way.

WIDE SHOT:

Back to the front, we begin a slow DOLLYING CLOSE-UP on the line of grinning soldiers as they tap their own shoulders and then their neighbor's knees with a delicate precision.

Over the MUSIC, a STERN VOICE cuts in:

LIEUTENANT GENERAL (PRE-LAP)
(full of fury)
What makes you think you deserve
this... SASH?!

END DREAM SEQUENCE.

EXT. LICHTERFELDE BARRACKS, ASSEMBLY GROUNDS - DAY

Back in stark BLACK-AND-WHITE, the imposing Lieutenant stands only inches away from Karl's face.

Before Karl (who looks like a sleepwalker awakened rudely from a dream) can respond, the Lieutenant rips the rifle from Karl's shoulder - tosses it to the ground. CLANK!

Freddy and the others stand with their boots frozen to the ground, too terrified to move a muscle, as the Lieutenant furiously unbuttons Karl's wool overcoat.

LIEUTENANT GENERAL (CONT'D)
You don't belong in this unit!

Unable to argue that point, Karl does his best to avoid eye contact as the Lieutenant yanks his coat off and tosses it to the snow - lifting Karl's left arm violently up.

Around the cuff of his jacket is wrapped a black and white sash embroidered with the words: ADOLF HITLER in an oddly delicate, looping script.

LIEUTENANT GENERAL
The Führer demands ultimate
loyalty!

Karl's eyes drift down to the band around his wrist - as if it's the first time he's noticed it. The Lieutenant looks like he wants to tear Karl's arm out of its socket.

LIEUTENANT GENERAL (CONT'D)
(at the top of his lungs)
WHAT DO YOU HAVE TO SAY FOR
YOURSELF?!

Spittle flying into his face, Karl just stares at the sash.

KARL
(thinking fast)
My... my... parents...
(beat)
...perished.

Long pause.

KARL (CONT'D)
In the--

He can't quite bring himself to say it: *Bombing*.

The Lieutenant's face drains of color.

And then, wholly unexpectedly, he LUNGES at Karl - wrapping him up in a terrifying, back-slapping bear hug.

Karl can barely move, barely breathe.

LIEUTENANT GENERAL
(overcome with emotion)
There, there. There, there.

The Lieutenant lifts Karl briefly off the ground, then sets him back down gently in front of his rumpled wool coat - dusting him off.

LIEUTENANT GENERAL (CONT'D)
(tenderly)
Now the father of our Fatherland is
your father, too.

The Lieutenant clasps Karl's shoulders with both meaty palms and then bends to pick up his jacket and rifle.

Bruno leans toward Freddy, eyes on the Lieutenant.

BRUNO
(hushed)
Did his parents really--

Freddy wags his head side-to-side.

FREDDY
No.

INT. MOVIE PALACE - DAY [FLASHBACK]

Grainy HAND-CRANKED 35mm SEPIA TONE.

YOUNG KARL (14) sits next to his stern-looking NANNY (50s) inside a vast movie palace. Lush velvet seats. Dimmed cut crystal chandeliers.

His dewy eyes are glued to the screen.

FREDDY (V.O.)
The Hindenburg, both of them.

On the screen ahead of Karl, two stories tall, the now infamous newsreel footage of The Hindenburg airship BURSTING INTO FLAMES flickers on silently.

FREDDY (CONT'D)
His governess didn't have the nerve
to tell him herself. Let the
newsreel break it.

We focus in on young Karl. Heavy tears stream down his face, each silvery droplet reflecting the inferno.

But he can't look away. Won't look away. Transfixed.

END FLASHBACK.

EXT. LICHTERFELDE BARRACKS, ASSEMBLY GROUNDS - DAY

Back in stark BLACK AND WHITE. The Lieutenant fastidiously tugs Karl's lapels back into place.

FREDDY
(still to Bruno)
Or break *him*, as the case may be.

INT. LICHTERFELDE BARRACKS, BUNK ROOM - LATER

Now in their rustic bunk room, Karl, Freddy, and Bruno shine their boots and clean their rifles.

BRUNO
(to Karl)
What the hell were you thinking?

Karl looks down the barrel of his rifle - something you should do precisely never.

FREDDY
He wasn't thinking. He was
dreaming.

BRUNO
Dreaming?!

FREDDY
(to Karl)
Maybe Meta--

KARL
Please don't.

FREDDY
Maybe the woman you finally married
last week...

BRUNO
Married?!

FREDDY
(ignoring Bruno)
...was right. It's time to wake up.
Face the music.

Karl sets his rifle down on his lap. It's aimed at Bruno.
Bruno slaps it away with the boot on his hand.

FREDDY (CONT'D)
Thanks to *my* father, we have a duty
now. A role to play to protect the
Fatherland. The Reich.

Karl rolls his eyes. Bruno is visibly aghast.

BRUNO
What is wrong with you?!

KARL
I'm not a... political person.

BRUNO
(hushed)
Political?!

Karl plucks one of his boots up off the table - ogling it
like it's a mysterious artifact from an alien culture.

BRUNO (CONT'D)
(still quietly)
This is war! What could you
possibly--

Karl flicks a bit of dirt off the toe of the boot.

KARL
(elaborating, too loud)
Contrary to what my new, adoptive
father might vociferously
postulate...

Karl silently mimes Hitler gesticulating wildly behind a
lectern with one boot on his arm.

KARL (CONT'D)
...one man can't change the course
of history.

Bruno looks to Freddy, eyes wide.

BRUNO
(whispering)
This kid's gonna get us all killed!

Karl grabs a rag with his free hand and swirls it through an open can of shoe polish - gathering a thick glob.

KARL
(polishing the boot)
I'm a musician, not a soldier.

Karl's eyes wash across the room. Inside an open armoire, someone's uniforms and helmet are neatly arrayed.

KARL (CONT'D)
We all are.
(beat)
But you know what they say. Keep
your friends close and your enemies
closer.

Freddy loudly SLAMS his finished boots to the floor.

FREDDY
(angrily)
Quiet!

Karl looks stunned.

KARL
What's happening to you?

FREDDY
My family... we lost *everything*
after Versailles! Everything!

Karl looks away.

KARL
At least you have a family.

Bruno stares at Freddy, deciphering.

FREDDY
(roughly, toward Karl)
Don't play that card with me!

Freddy stands, his cheeks flushed with anger.

FREDDY (CONT'D)
Everything is political!

KARL
 Listen, I'm sorry. I just--

Karl pauses, searching.

KARL (CONT'D)
 Wanted to win her back. Impress her
 father. Show him I deserved her
 hand. That's all. The rest of it--

Karl trails off, the gravity of their situation finally
 beginning to hit him hard.

Freddy softens, but only slightly.

FREDDY
 Don't make me regret asking my
 father to help you.

Freddy leans down toward Karl's ear.

FREDDY (CONT'D)
 (hissing)
 And don't you talk about The Fürher
 that way ever again.

Karl nods wordlessly. A brief detente.

EXT. TRAINING GROUNDS - DUSK

Now in their field uniforms and carrying (presumably
 unloaded) MP-40 sub-machine guns, Karl, Freddy and Bruno lie
 on their backs inside a recently-dug slit trench.

All three are breathing heavily - as if having just sprinted
 across a field while being fired at.

In the distance we can barely make out the figure of another
 soldier lighting some sort of pot-bellied smudge pot -
 filling the air around himself with smoke.

BRUNO
 (gasping, to Karl)
 Who's better... Basie or Ellington?

KARL
 (also winded)
 Ellington, hands-down.

The soldier in the distance scrambles away, into the
 billowing smoke. *Part of the exercise?*

FREDDY
 (breathless, to Bruno)
 He's got a thing... for Billy
 Strayhorn.

BRUNO
 Billy who?

KARL
 Strayhorn.

The smoke wafts over them thickly, obscuring almost
 everything entirely from view.

KARL (CONT'D)
 "Take the A Train".

Karl HUMS first few notes while quickly TAPPING out the
 drums on his chest.

FREDDY
 (as if quoting Karl)
 Johnny Mercer found it Billy
 Strayhorn's trashcan.

Above their voices we can barely discern a far off BUZZING -
 like the hum of a thousand circling dragonflies.

KARL
 He thought it was too much like a
 Fletcher Henderson arrangement.

FREDDY
 (still quoting Karl)
 AABA form. In the key of C.

Suddenly, someone we can't see lets loose a loud, shrill
 WHISTLE - some sort of cue to go. But the boys don't budge.

KARL
 (picking up the thread)
 Rising to E-sharp after the second
 chorus.

Above and beyond the slit trench, some sort of chaos ensues
 - a scuffle of some sort. The sound of BOOTS ON THE RUN
 across frozen ground. Bodies THUDDING into one another.

The far off BUZZING grows even louder.

KARL
 A masterpiece.

FREDDY
 A masterpiece.

For half a second, it seems as though both boys might slip into one of Karl's jazz-obsessed Hollywood reveries.

Instead, a distant AIR-RAID SIREN sounds - and the light from far-off spotlights slashes through the billowing smoke.

An urgent VOICE cuts in from off:

VOICE (O.S.)

Raus! Raus!

Something in all three boys faces suggests that this is not the drill they were prepared for.

VOICE (CONT'D)

Go, hurry!

The BUZZING in the sky is getting louder and louder. Closer and closer.

VOICE (CONT'D)

To the flak batteries! NOW!

All three boys scramble to their feet - to see through the smoke as a series spotlights all around Berlin aimed up toward the sky - barely discernible through the smoke.

KARL

Scheiße.

In the sky: more bombers. English bombers. Lancasters.

FREDDY

You heard him. Go!

As if on cue, all three boys turn and run through the smoke - through the self-induced haze. And as they go:

BANG! BANG! BANG!

A faraway flak gun starts FIRING WILDLY into the sky.

In the smoke, it's anarchy. Uniformed soldiers largely unaccustomed to battle are running every which way.

All we can see are their shrouded silhouettes.

BRUNO

This way! This way!

The boys take a bend, following Bruno's voice, just as the first plane in the sky drops its payload. All we can hear is the WHISTLE of the bombs as they drop.

BRUNO (CONT'D)
Here! Here! Here!

Bruno skids to a stop in front of a low concrete wall - beyond it we can barely make out the long 88 mm barrel of a Schweinfurt flak cannon draped in lacy camouflage netting.

BRUNO (CONT'D)
In! IN!

Bruno lifts the netting just in time for Freddy and Karl to leap over the wall and in. He follows them quickly.

EXT. FLAK GUN BATTERY - NIGHT

At the foot of the gun, furiously cranking at two handles to raise the barrel, stands the Lieutenant General from the review grounds, earlier.

Beyond him is a single SPOTTER gazing skyward though a pair of binoculars. Smoke is everywhere.

LIEUTENANT GENERAL
Shells! NOW!

Karl wheels around to see a stack of shells just to their left. But, before he can bend to grab one, a deafening CATAclysm knocks him sideways into the wall.

Bombs are falling far too close. Blanketing the city for a second night in a row.

LIEUTENANT GENERAL (CONT'D)
Hurry!

Karl forces himself back to his feet, hefting up one of the shells and running toward the Lieutenant - his ears RINGING.

A grizzled, one-armed GUNNERY SARGEANT wrenches the butt end of the barrel open.

LIEUTENANT GENERAL (CONT'D)
(toward Karl)
IN!

Karl, operating entirely on instinct, shoves the shell into the chamber while Freddy and Bruno grab two more.

A thick wash of smoke subsumes them all.

LIEUTENANT GENERAL (CONT'D)
Goddammit! Where? Where?!

SPOTTER
I don't-- I can't see!

The smoke is too thick. They can't see a thing.

The Lieutenant cranks the gun a few degrees and he BARKS:

LIEUTENANT GENERAL
CLEAR!

Not realizing he's still standing right behind the barrel, Karl doesn't move.

LIEUTENANT GENERAL (CONT'D)
CLEAR!

With a heavy shell cradled in his arms like a stack of firewood, Freddy slams his body into Karl - knocking him out of the way.

LIEUTENANT GENERAL (CONT'D)
FIRE!

The Lieutenant, the spotter, and the Sargaent all duck clear, covering their ears.

BOOM!

The shell soars skyward, entirely obscured by smoke. Then, BANG! It explodes, filling the sky above with shrapnel.

The Sargaent wrenches a lever on the device with his one arm and the smoldering shell shoots backward onto the ground with a hollow, metallic TING!

Karl covers his ears. Eyes full of terror. The sound is distorted, muted. As if heard underwater.

Another couple of frightened boys tumble in over the wall.

LIEUTENANT GENERAL (CONT'D)
(also muted)
More! Now!

For some reason, the also muffled faraway EXPLOSIONS don't sound random. Instead, they sound increasingly rhythmic. Purposeful. Almost musical.

Suddenly, an incongruously calm DISEMBODIED VOICE chimes in over the almost drum-like THUNDERING.

PAUL WHITEMAN (PRE-LAP)
 (not muted)
 The most primitive and most modern
 musical elements are combined in
 this rhapsody.

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

Again, we're back in RED/GREEN TECHNICOLOR.

But this time, we're staring at a charmingly rotund man with a tiny waxed mustache. He's wearing a black tuxedo and clutching a skinny conductor's baton.

This is American bandleader PAUL WHITEMAN (40s) - the star of "King of Jazz", a 1930 musical review.

PAUL WHITEMAN
 For jazz was born in the African
 jungle.
 (theatrical flourish)
 To the beating of the voodoo drum!

Paul lifts the hand holding the baton and we WIPE TO --

INT. STYLIZED GUN BATTERY - CONTINUOUS [DREAM SEQUENCE]

Standing with his empty arms extended, a faceless FIGURE clad in nothing but two WWI gas masks and a form-fitting glossy black body suit throws his head from side-to-side.

Sprouting from his head is a long, jet-black feathered headdress nearly six feet tall.

Two more identically costumed figures emerge from his left and right, flanking him. Both are carrying blacked-out 88mm flak shells and sporting matching headdresses.

They're lit from the wings by a blood-red flood light. And the floor beneath them is no longer concrete. It's apparently the taut skin of a giant drum.

Together, all three figures - ostensibly Karl, Freddy, and Bruno - launch into an eerily stark, increasingly angry, modern dance sequence across the skin of the drum.

Each of their THUNDEROUS STOMPING DANCE STEPS mirror the sound of earlier explosions.

And, behind them, their giant black shadows chase every move, rippling over a light green camouflaged scrim as they dance and swirl - passing the shells back and forth in-time.

Faster and faster, the BEAT grows and grows until it's near-deafening. And then:

BRUNO (PRE-LAP)

But why?

END DREAM SEQUENCE.

EXT. FLAK GUN BATTERY - NIGHT

The firefight having long since slowed, the city burns in lustrous BLACK AND WHITE.

Karl, Freddy, and Bruno sit on the wall of the gun battery with their backs to the still steaming barrel. The smoke is gone. The sky is empty.

In the distance, we can see a huge fire burning in a normally dark portion of the city.

BRUNO

Why would they bomb the *Tiergarten*?

Karl passes him a lit cigarette. All three of their faces are beaded with sweat and blackened by soot.

KARL

Maybe Churchill has a thing against zoos.

Freddy wipes the back of his hand against his face.

FREDDY

Don't be an ass.

BRUNO

(to Freddy re: Karl)

He would fit right in in the zoo,
now wouldn't he?

From behind them, the gravelly, beleaguered voice of the Lieutenant BELLOWS:

LIEUTENANT GENERAL (O.S.)

Back to barracks. Now!

(beat)

You'll have plenty of time to exact
your revenge soon enough.

Only Freddy seems to share the Lieutenant General's thirst for vengeance.

INT. LICHTERFELDE BARRACKS, BUNK ROOM - DAY

Seated at the small wooden table inside their bunk room, Karl quickly scans sheet music, studying.

KARL

This *music* is such... garbage.

Freddy, busy cleaning his pistol, barely acknowledges the observation.

KARL (CONT'D)

Nothing but overheated, histrionic folk tunes.

Freddy looks up, irritated.

FREDDY

Will you please just--

Suddenly, the door BURSTS open and Bruno tumbles into the room, GASPING:

BRUNO

Do you know?! Have you heard?!

Karl sets down the sheet music.

KARL

Heard what?

Bruno slams the door shut behind himself, surging toward the nearby armoire and throwing it open.

BRUNO

We leave tonight!

He scoops out a neatly-folded stack of undershirts - turning to set them down on his bunk.

BRUNO (CONT'D)

The Russian Front!

Karl and Freddy share a quick look. Freddy slips the bolt on his Luger back-and-forth - fully reassembled.

KARL

What?!

Bruno wheels back around, grabbing a stack of wool trousers.

KARL (CONT'D)

What the hell does that have to do with us?!

Bruno, still clutching his trousers, spins to face Karl. His face is an odd blend of enthusiasm and fright.

BRUNO

They're sending us East overnight
by rail! To Poland first. Then...

He trails off, the fear taking hold.

BRUNO (CONT'D)

...God only knows.

Freddy stands, holstering his pistol and throwing a hand down onto the stack of sheet music on the table before Karl.

FREDDY

(to Karl)

Well, it's a good thing you can
sightread.

BRUNO

And improvise. Barely.

EXT. NUREMBERG PARADE GROUNDS - DAY [FLASHBACK]

From BLACK AND WHITE we shift to grainy AGFA COLOR - like an old-school 8mm home movie.

Two small boys - YOUNG KARL (8) and YOUNG FREDDY (8) - run through a well-dressed crowd of assembled SPECTATORS amid distant CHEERING.

They bob and weave through coattails and skirts, LAUGHING gleefully. Innocently.

Karl is in the lead. Freddy desperately tries to catch him before KA-THRUMP-PUM! KA-THRUMP-PUM! The sound of seemingly thousands drums.

FREDDY

Slow down! You'll get us--

Karl skids to his right, pushing his way through the crowd.

KARL

In your dreams!

Freddy is almost upon him when they both spill out into the grounds of a massive zeppelin field packed to the gills with BARE-CHESTED MEN toting glimmering silver shovels.

They both skid to a stop.

Ahead of them, there must be a hundred thousand men - all arrayed in neat clusters as far as the eye can see.

Suddenly, a MASSIVE ORCHESTRA dressed all in black launches into the last movement of Bruckner's 5th Symphony.

Both winded boys turn and stare at the orchestra.

Gobsmacked by the TORRENT of sound.

END FLASHBACK.

EXT. RAIL YARD - NIGHT

Back to harsh BLACK AND WHITE.

Under the cover of darkness, an array of BATTLE-WEARY MEN and poorly-tended machines are being loaded onto a seemingly endless series of armored rail cars.

Tanks, trucks, cannons, crates of rockets and ammunition are being hastily anchored and strapped down amid billowing clouds of silvery steam.

Leashed packs of BARKING German Shepherds SNARL and SPIT.

Along with their fellow MUSICIANS, Karl, Freddy, and Bruno look entirely out of place. Trembling young men carrying rifles and instrument cases - their faces full of fear.

KARL

I thought we would be based here!
Playing victory parades, reviews!
Like Nuremberg... like--

FREDDY

(sternly)
Without sacrifice, no victory.

Bruno just gulps - his face drained of color. Karl, his rifle sagging, slows to let a couple of YOUNG INFANTRYMEN roll an ancient-looking field cannon up a ramp.

Freddy surges forward.

FREDDY

I told you to pay attention.
(over his shoulder)
Like the old song says:
(in subtitled German)
*He reaches out for my hand,
While I was loading.
I cannot hold your hand.*

Up on the bed of the open-topped freight car, the young infantry men pushing the cannon SING back, hushed:

YOUNG INFANTRYMEN
(in subtitled German)
Stay in eternal life
My good comrade!

Bruno and Karl stand stone-still on the platform, other troops and musicians swirling all around them like sharks in dark waters.

BRUNO
Who writes these lyrics?

KARL
Precisely.

I/E. ARMORED TRAIN, PASSENGER CAR - NIGHT

Crammed into a shabby passenger car like sardines - their gear stacked to the ceiling in spots and their rifles JANGLING in heaps above them, NERVOUS MUSICIANS sleep.

Amid them, seated shoulder-to-shoulder (both smoking) are Karl and Bruno.

Karl is near the slit-like window. He's got a sheet of paper on his lap and a fountain pen in his free hand.

Bruno's cap is pulled over his eyes. And his body sways back-and-forth as the train RUMBLES over the tracks.

A few rows back, Freddy (also in a window seat) stares out into the darkness. His face is hard to read.

Nipping his cigarette between his teeth, Karl steadies the sheet on his thigh and starts writing:

KARL (V.O.)
My dearest Meta. I fear, as you had predicted, that I may have made the most... grave of mistakes.

At the word 'mistakes' the train BUMPS over a transition in the tracks - sending Karl's pen slashing across the page.

KARL (CONT'D)
We are being sent first to Poland, I think. Then, on for some reason - further forward to the front. Or so the rumor goes.

Bruno shifts positions.

KARL (CONT'D)

After Stalingrad, we, they say,
need a victory. And, someone in
their infinite wisdom has decided
that endless, droning martial music
might be just the thing to lift the
war machine's *esprit de corps*.

Bruno's head dips - resting lightly on Karl's shoulder.

KARL (CONT'D)

Anyway, I hope beyond hope that you
and yours survived last night's
onslaught with barely a scratch.
We, of course, were in the midst of
yet another dreadful, useless drill
when it all commenced again - and
we couldn't return fire accurately
because the smoke from our own
smudge pots. Our own drill.
Couldn't see a thing...

One of Bruno's eyes opens a crack - cast downward toward
Karl's letter.

KARL (CONT'D)

Either way, I will write you as
frequently as I can, regardless the
circumstances. Wherever we happen
to find ourselves.

BRUNO

(quietly)

You know you can't do that.

Karl looks up, lifting his shoulder to flick Bruno's head
off of him.

BRUNO (CONT'D)

Send that. Especially the bit about
Stalingrad.

(beat)

The censors.

Saying nothing, Karl takes a drag from his cigarette.

BRUNO (CONT'D)

You really are a fool, just like
Freddy says.

Karl's face falls. Bruno shifts positions, turning away.

BRUNO (CONT'D)

Take it from me. When you're out of
tune, that's a good time to play...
quietly.

Karl caps his pen, stabs out his cigarette, and turns back
toward the window. Outside, nothing but darkness.

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

Suddenly we're back inside the vast TECHNICOLOR sound stage.

It's dark at first. Pitch black - just like outside.

But then, as the very familiar first few bars of Gershwin's
"Rhapsody in Blue" SWELL, we begin to make out what appears
to be the highly-stylized undercarriage of a train car.

Gleaming, streamlined (vaguely Art Deco) silver pistons,
crank arms, and wheels CHUG along in time with the music.

Then, from our left and right, two pale green feathered fans
enter the frame - swaying like seaweed underwater.

Pulling back, we suddenly see a much more suave-looking Karl
- decked out again in black tie and tails and wearing an
emerald top hat. His youthful cheeks are flushed pale pink.

And beside him, in matching light green satin ball gowns are
an identical pair of Metas - now wearing hulking diamond
necklaces and sporting jet-black, flapper-like bobs.

Together, all three of them dance and sway with infinite
grace and ease as the MUSIC builds and builds.

By the looks of it, only one Meta loves Karl. The other
steadfastly rejects his repeated attempts at an embrace.

It's a brilliantly choreographed *pas de trois* fantasia of
feathers, silk, taffeta, and sequins.

And, as the TUNE builds and builds, we slowly PUSH IN past
Karl and back toward the shimmering pistons of the train.

It's mesmerizing. Hypnotizing. Lulling.

And then, a tiny, dreamy insert of all three dancers is
superimposed in miniature over one spinning wheel - still
SWAYING and DANCING to the building climax.

More in unison now. More united. In love.

But, then:

BRUNO (PRE-LAP)

Hey. Get up.

END DREAM SEQUENCE.

I/E. ARMORED TRAIN, PASSENGER CAR - LATER

Bruno stands over Karl inside an almost empty passenger car. The train has stopped. Almost everyone is gone.

BRUNO

We're stopping to refuel. And
couple with another train.

Karl just stares up at him uncomprehendingly.

BRUNO (CONT'D)

Could be an hour. Maybe longer.
There's a bar at an Inn down the
road. Full of officers.

Bruno thrusts his hand down toward Karl.

BRUNO (CONT'D)

Come. I need a drink. And they've
got requests.

Pulling Karl to his feet, Bruno turns. He's got his trumpet case under one arm.

BRUNO (CONT'D)

Bring your horn. Freddy says you
need all the practice you can get.

EXT. RURAL TRAIN STATION - NIGHT

Bruno rumbles down the stairs and onto the platform just as another freight train GRINDS to a stop on the far tracks.

It's a far shabbier train likely meant for livestock.

Karl tumbles out after Bruno, screwing up his face.

KARL

Jesus! What is that smell?!

Bruno jumps down from the platform and heads off across the tracks toward the slowing cattle car.

BRUNO

(pointing)

Some sort of factory. Outside the
village.

Karl, holding his nose, looks to see a pair of tall smokestacks in the distance, belching out smoke. A fine white dust almost like snow fills the air.

KARL
Where are we?

BRUNO
Poland. Or what's left of it.

Bruno scrambles up to the next platform just as the cattle car ahead of them SCREECHES to a dead stop. No other soldiers (or musicians) are anywhere to be seen.

Karl, still looking groggy and out of place, struggles to keep up - until Bruno slows, his eyes on the cattle car.

Out of the gaps in the worn wooden slats lining the car, STEAM bellows out - like the rapid exhalation of nervous animals.

KARL
What is it?

Bruno doesn't respond. His eyes are glued to the cattle car.

KARL (CONT'D)
Where is every--

Karl, jumping up next to Bruno, cuts himself off.

Finally, we can see it - beyond the slats, human faces. Sunken eyes. Shaved heads. Grizzled, graying beards.

The cattle car is full of MEN in tattered, striped uniforms.

Karl can't believe his eyes. From inside the car, a VOICE:

PRISONER
(weakly)
Please, help us.

Karl squints - unable to move.

PRISONER (CONT'D)
Please...

From behind the prisoner, a low MOANING washes across the car. It's a desperate, haunting, soul-crushing wail. The wordless pleading of the powerless and trapped.

KARL
What... what is this?

Someone behind the prisoner MUTTERS something in Yiddish:

SECOND PRISONER
(in subtitled Yiddish)
It's useless. They are SS.

KARL (CONT'D)
Juden?
(beat, to Bruno)
Jews?

A far off ENGINEER blows a SHRILL WHISTLE. And train's engine re-engages. PUFFF! PUFF! PUFF!

Steam fills the air between Karl and Bruno and the cattle car as it slowly pulls away.

Both men are powerless to respond as the train begins to pick up speed - disappearing into the darkness.

As the caboose rolls past them, the engineer flashes them a stiff *Sieg Heil*.

They both return the gesture weakly, as if not even thinking. Bruno lowers his arm slowly.

SILENCE.

BRUNO
I heard rumors. Innuendo.

KARL
We have to do something. Tell someone.

Karl's face has changed. The light in his eyes, faded.

BRUNO
I-- I can't believe--

Karl grabs him by his arm, pulling him across the tracks. In the distance, we can see a small inn.

From it: DRUNKEN SINGING in German. A beer hall song.

KARL
(hushed and urgent)
Listen, your secret. It's safe with me.

BRUNO
(stunned)
What?

Karl wheels around in front of him, stopping dead.

KARL
You know what I said? Keep your
enemies close?

BRUNO
Yeah?

KARL
Well, that's why we're *both* here.
Imposters. That's why--

Karl cuts himself off, looking around wildly. The SINGING in the distance is getting louder.

KARL (CONT'D)
Freddy told me. Your secret.

Bruno's eyes widen.

BRUNO
What... secret?

KARL
That you're a-- that you're a
confirmed bachelor.

Bruno seems stunned. Karl leans in closer.

KARL (CONT'D)
It's okay. It's okay. We're--

Bruno leaps back.

BRUNO
What?!

KARL
(barely audible)
We're artists.

Bruno STAMMERS:

BRUNO
You can't-- you can't just *accuse*
someone of something like that!

KARL
No, no. That's not--

BRUNO
Days ago we were total strangers!

KARL

And?

BRUNO

Why on Earth do you think I could
trust someone like you with a
secret like that?!

KARL

Because neither of us are supposed
to be here.

Karl looks like all he wants to do is escape. Flee. Retreat.
Disappear. Bruno too.

Then, from out of the darkness, a VOICE:

FREDDY (O.S.)

(sounding drunk)

Oh, there you are.

Karl and Bruno both turn just in time to see Freddy emerge
from the shadows - clutching a stein of beer.

FREDDY

(to Karl)

They're asking for your new
favorite song.

Neither man responds.

FREDDY (CONT'D)

(slurring)

"Abschied der Gladiatoren".

KARL

Listen, Freddy--

Freddy slaps Karl's shoulder hard, sloshing beer out of his
own stein.

FREDDY

I know. I know! I saw it too.

KARL

Those were... people. Men.

Freddy lifts his stein, taking a greedy gulp.

FREDDY

(into the stein)

Were they wearing stripes?

KARL

Yes.

Freddy swallows: GULP!

FREDDY

Then they were prisoners. Of war.

(beat)

Come. Time for practice.

Freddy spins on his heels, tossing off an eerily menacing remark over his shoulder toward Bruno:

FREDDY (CONT'D)

You do know he's married now, don't you?

I/E. INN, PUB - CONTINUOUS

As we approach the rustic entrance to the tiny rural drinking hall, the incongruously (gruesomely) boisterous SINGING grows louder.

Freddy leads the way.

FREDDY

(to Karl, tipsily)

I left my sheet music on the train,
so if you lose your bearings, just
follow my lead. It's not like any
of these louts will notice a missed
note.

Out of the door stumbles a clearly inebriated GESTAPO OFFICER clutching a stein and a tiny glass of schnapps.

A beer coaster with the number 1,000 written on it is pinned to the lapel of his open jacket.

Karl ducks out of his way and he THUDS directly into Bruno. Bruno, his mind still back on the cattle car (and what Karl said) steadies the man with both hands.

BRUNO

(eyeing the coaster)

What's, uh, the uh--

GESTAPO OFFICER

(dead drunk)

Ah, my dear fellow... today I am
celebrating my one-thousandth
execution!

The last two words are nearly indecipherably slurred.

With the officer still far too close, Bruno struggles to free himself.

GESTAPO OFFICER (CONT'D)
To the thousand year Reich!

He downs the schnapps, throwing the glass over his shoulder like salt for luck. It shatters against the stone façade.

Karl pulls Bruno free, leaning in to WHISPER:

KARL
(hushed)
"Abschied der Gladiatoren" into
"Don't Try Your Jive on Me" on my
cue, yes?

Up ahead, Freddy holds the door. The harsh light from within slashes across his face cutting harsh shadows.

BRUNO
(barely audible)
No!

KARL
Pass the word.
(beat)
Like Freddy said. They'll barely
notice.

INT. PUB - NIGHT

Clustered at one end of the homely, rural bar full of DRUNKEN OFFICERS, the ragtag band launches into a jaunty MILITARY MARCH to uproarious SHOUTING and APPLAUSE.

Karl, likely to have only skimmed the sheet music, seems to have total recall - barely missing a beat. Just behind him (and looking far less at-ease) Bruno plays along nervously.

Freddy, having presumably downed the last of his beer, belts out TRILLS and FLOURISHES on his clarinet.

And, across from them, the drunken officers lock arms, swaying side-to-side and stomping their feet to the MUSIC.

Swap their uniforms and helmets for those of their fathers and grandfathers and it would seem as though nothing at all had changed since the last war.

Beer and schnapps rain down on the filthy, straw-dusted floorboards amid SINGING and SHOUTING.

But, as the song hits a tuba-heavy transition, Karl turns and locks eyes with Bruno. Bruno closes his eyes wearily, elbowing the man next him.

And, slowly, we deftly transition from "*Abschied der Gladiatoren*" into an early-career Duke Ellington arrangement of Fats Waller's "Don't Try Your Jive on Me".

Weirdly (and just as Freddy said) almost no one notices the subversive shift from WWI march to swinging bebop - other than Freddy himself, who is clearly livid.

The assembled officers continue STOMPING and SHOUTING until a HAGGARD COLONEL seated in a far corner leaps to his feet.

COLONEL
Halt! Halt! Halt!

Slowly, awkwardly, the band grinds to a stop. The Colonel surges forward, full of fury.

COLONEL (CONT'D)
(in subtitled German)
Stop this degenerate filth!

Lowering his trombone, Karl steps out toward the Colonel.

KARL
Filth?!

COLONEL
What is the MEANING of--

Suddenly, from behind Karl, a window shatters - and a small projectile rips through the smoke-filled air. A rock? A bullet?

Then, THUMP. A single rifle round pierces the Colonel's forehead - sending a chunk of the back of his skull spattering against the stone wall behind him.

SILENCE.

The Colonel just stands there, swaying for a moment, as a dark rivulet of blood cascades down his aquiline nose.

And then, from the darkness outside: BURP! BURP! BURP! Small automatic weapons fire fills the space with shards of glass, stone, straw, and steel!

The drunken officers scatter - dropping their steins of beer and fumbling desperately for their sidearms.

Most of the band just stands in the middle of the melee, dumbstruck. Especially Karl.

From the floor a DRUNKEN SOLDIER shouts:

DRUNKEN SOLDIER
(shouting)
Partisans! Get DOWN!

With debris flying everywhere, Freddy leaps toward Karl - tackling him roughly to the ground.

From inside and behind the bar, soldiers blindly return fire. It's a deafening, chaotic mess.

FREDDY
(toward Karl)
What the hell do you think you're doing?!

KARL
I don't-- I wasn't--

Freddy, on top of Karl, looks to see a cluster of INFANTRY MEN scramble toward a rear door, kick it open, and disappear into the blackness amid FLASHES of muzzle flare.

Still clutching his trumpet, Bruno skitters over on his hands and knees - bullets WHIZZING right over his head.

BRUNO
(to Karl)
This is the last time I listen to one of your stupid--

FLASH! BANG! A single grenade goes off just beyond the wall between them and their attackers.

FREDDY
C'mon!

Rolling off Karl, Freddy grabs his clarinet case and makes a break for the open door.

Bruno, on the floor, kicks his foot out to knock his trumpet case closer.

BRUNO
Of course we left our fucking rifles on the goddamn train!

Yanking the slide out of his trombone, Karl pushes himself up to one knee.

KARL

Like I said. We don't belong here.

And, with that, he leaps up and sprints low across the floor - snatching up his instrument case on the way.

Bullets RICOCHET wildly all around him as he runs, with Bruno right behind him.

EXT. PUB, REAR EXIT - CONTINUOUS

Amid RAPID SALVOS of gunfire from inside and outside the pub, Karl and Bruno skid to a stop in the darkness.

BRUNO

Which way? Which way?

Karl looks to his right.

KARL

Back to the--

BANG! BANG! BANG! Rifle fire from somewhere in the tangle of nearby trees hits the wall behind them.

KARL (CONT'D)

This way!

Karl runs toward a low stone wall behind an ancient wagon piled high with hay - doing his best to slide his disassembled trombone back into its case.

The rifle fire tracks them from afar - BANG! BANG! BANG!

Dirt, rocks, and chunks of ice skitter across the ground just behind them.

Karl leaps over the wall - breathlessly. Bruno lands right behind him.

In the distance, more EXPLOSIONS and distant SCREAMING. And amid it all, a gaggle of geese scamper quickly by. Bruno and Karl just watch, perplexed by the sight.

Behind the geese, a handful of PARTISANS run toward the front of the pub from the trees across the road.

Karl nods toward a nearby barn. Bruno nods back.

And, together, they turn and make a break for it.

I/E. BARN - CONTINUOUS

Karl skids to a stop at the door to the barn, throwing it open and ducking inside. Bruno follows him in.

For half a second, it's nothing but inky darkness. And then: FLICK! WHOOSH!

A black-clad YOUNG PARTISAN in the distance lights a cigarette lighter - lifting it to his lips. His grizzled face says it all. *Get out of my country, swine.*

KARL
(in subtitled German)
Please, please...

Karl sets down his case, lifting his hands. Bruno just stands there.

KARL (CONT'D)
(switching to Polish)
We mean you no harm. We're just--

The partisan leaves his lighter lit, taking a long drag. Slung over one shoulder, he's toting a seized Russian PPSH-41 sub-machine gun. The muzzle is steaming.

KARL (CONT'D)
(still in Polish)
We're just musicians!

The partisan cracks a weary smile, closing his lighter. Now the only light is the glow of his cigarette.

PARTISAN
(in subtitled Polish)
Your Polish, it's good.
(switching to German)
Turn around.

KARL
Please--

PARTISAN
(switching to Polish)
You heard me. Turn around.

BRUNO
(hushed)
What is he saying?

KARL
(still in Polish)
We're not like them. We're like
you. We just--

The partisan lifts his rifle - taking a single step their
way.

PARTISAN
(back to German)
Now!

BRUNO
What does he want?!

KARL
He wants us to turn around.

BRUNO
What?! No!

Grinning, the partisan pauses - taking aim.

PARTISAN
(back to Polish)
Poland is not yet lost.
(back to German)
Turn. Around.

Slowly, Bruno and Karl finally oblige - their hands in the
air.

PARTISAN (CONT'D)
(still in German)
Good riddance, fascists.

BANG! BANG!

Two blinding muzzle flairs FLASH. Then, nothing but
darkness. The glow of the partisan's cigarette is gone.

Bruno and Karl (their quaking arms still in the air) turn
slowly back around - to find Freddy standing in the
distance, backlit by the moon and clutching his Luger.

Freddy turns and pushes the back door of the barn open.

FREDDY
You're welcome.

His heart still racing, Karl stands there watching his
friend coldly depart. *What is happening to us?*

INT. BURLESQUE CLUB, BERLIN - NIGHT [FLASHBACK]

From BLACK AND WHITE we shift to creamy, desaturated AGFA COLOR - like the grainy footage of an early 8mm home movie.

Seated at a small table inside a dimly-lit, subterranean cabaret club are a cleaner-cut and fresher-faced YOUNGER KARL and YOUNGER FREDDY (both in their mid teens).

They're far and away the youngest patrons.

Onstage, a JAZZ QUARTET belts out a silky rendition of Ellington's "Black and Tan Fantasy".

KARL
(sounding drunk)
We should get outta here before
everything turns to shit.

Freddy, also drunk, downs the last of his beer.

FREDDY
And go where?

KARL
I dunno. New York? Los Angeles?
Play for the movies.

FREDDY
Hollywood?! You're insane.

KARL
Maybe.

Karl lifts his glass, gazing into it dreamily.

KARL (CONT'D)
Maybe...

END FLASHBACK.

I/E. ARMORED TRAIN, PASSENGER CAR - LATER

Back to BLACK AND WHITE.

Inside the passenger car, the deeply rattled collection of musician/soldiers stare out the window as the first hints of dawn brighten the ashen sky.

Karl looks away - as if trying and failing to will himself into another reality. Back into a dream. But nothing comes.

Behind him, Bruno slowly lowers his window shade. Seated next to Karl, Freddy reaches inside his open coat for his cigarette case.

FREDDY
(toward Karl)
I didn't know you spoke Polish.

Karl, looking ashen, doesn't reply. Freddy offers him a cigarette. He declines.

Freddy nonchalantly lights his own cigarette.

FREDDY
(blowing smoke)
No wonder you do everything ass
backward.

Karl turns away, leaning his head against the window and closing his eyes.

And, slowly, we FADE TO --

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

From the CLATTER of steel wheels on rails to total SILENCE and complete darkness.

Then, FOOTFALL. The sound of one person walking. Then, far off, the CRACKLING of a needle over vinyl.

Then MUSIC, but in reverse. A jazz tune - quite possibly an early recording of Juan Tizol's "Perdido".

Slowly, the house lights come up. And we recognize the same mirror-polished dance floor from before. A huge, BRIGHT GREEN camouflage tapestry adorns the far wall.

It resembles a lushly stylized version of the netting draped over flak cannon from earlier.

Before it, in the center of the vast, empty space, sits an elaborate-looking, hand-crank Gramophone on an elegantly carved, marble-topped table.

A figure enters the frame - walking toward the record player. It's Karl again. But this time he's no longer in black tie and tails.

Instead, he's wearing a tattered infantryman's uniform. His boots are covered in mud - as is his face.

His eyes are empty - like a sleepwalker, a man in a trance.

And, as he nears the Gramophone (the dizzying, nightmarish MUSIC echoing louder and louder), the floor beneath him slowly begins to tilt.

It's barely discernible at first. But then it's all Karl can do to keep himself from slipping.

He falls to the floor, spins onto his chest, and frantically begins to claw at the tilted, shimmering hardwood. But to no avail. It's too slick.

Like an ice climber sliding down a frozen waterfall, he WHOOSHES past the Gramophone (oddly, still affixed to the floor) and falls into a darkened pit with a muted THUD.

In the pit, he flips back over - still trying to claw his way out.

Above him, next to the Gramophone, stands Meta (in full flapper regalia again). She peers down at him impassively, saying nothing.

Below Karl, we can barely make out a seething mass of black fabric. It writhes and undulates beneath his muddy boots.

Then, shockingly, a face emerges beneath him. It's the face of the partisan from the barn - now in black tie. And very much dead.

The fabric - they're suits. People. DEAD PARTISANS dressed to the nines mingled with GAUNT MEN in tattered, striped uniforms.

Unable to scream, unable to dig his way out, Karl is slowly subsumed by the masses before:

FREDDY (PRE-LAP)

We're here.

END DREAM SEQUENCE.

I/E. ARMORED TRAIN, PASSENGER CAR - MORNING

The train has stopped at a heavily-fortified rail station somewhere deep in a vast forest. Freddy stands in the aisle with his rifle over one shoulder.

Karl groggily looks out the window. Nestled in the forest are a series of hulking, bunker-like concrete structures. Soldiers from the train are assembling on the platform.

KARL

Where?

Behind Freddy, Bruno is quickly pulling his gear off the luggage rack.

FREDDY
Der Wolfsschanze.

Karl seems stunned.

BRUNO
The Wolf's Lair. Eastern Front
Headquarters.

KARL
But--

FREDDY
(coldly)
Maybe you'll get to meet your new
father after all.

Outside the window, a cluster of OFFICERS approach. At the forefront is a tall man with a pale, angular face. This is SS-Standartenführer MÜLLER (50s).

BRUNO
Or at least our new impresario.

Bruno turns and run/walks down the aisle. Freddy hops to it after him.

FREDDY
(over his shoulder)
Don't be late.

EXT. WOLF'S LAIR, RAIL PLATFORM - MOMENTS LATER

Standing stiffly at attention, the men from the train car are being inspected at very close quarters by Herr Müller.

MÜLLER
Welcome, gentlemen, to the nexus of
the nexus of the nexus. The place
where victory is wrought. Where,
together, we will rally the spirits
of our heroic soldiers and spur
them on to glory!

Müller slows before Bruno, reaching a hand out and twisting a single button on his jacket into position.

MÜLLER (CONT'D)
I hear you already had a brief
taste of conflict. A little
appetizer, if you will.

Bruno stares beyond him, not moving a muscle.

MÜLLER (CONT'D)
Well, prepare yourselves for the
full feast!

Standing next to Bruno, Freddy clenches his jaw. Müller looks him up and down imperiously.

MÜLLER (CONT'D)
For, as of dawn tomorrow, you will
be summoned to the front to welcome
none other than Reichsmarschall
Göring and General von Manstein as
we lay the groundwork for...

Stepping toward Karl, Müller slows.

MÜLLER (CONT'D)
...the re-taking of Kharkov.
(beat)
At very close quarters.

Müller dusts ash off of Karl's shoulder. Ash from the smokestacks from the night before.

MÜLLER (CONT'D)
Now, who plays piano?

All hands go up.

MÜLLER (CONT'D)
Beethoven Piano Sonata No. 8 Opus
13?

All hands remain raised.

MÜLLER (CONT'D)
Without sheet music.

A few hands go down. Both Karl and Freddy still have theirs raised.

MÜLLER (CONT'D)
Number twenty-nine?

More hands go down.

MÜLLER (CONT'D)
Fourteen?

Even more.

MÜLLER (CONT'D)
Three. Thirty. Seventeen?

Still more.

MÜLLER (CONT'D)
Borodin's Scherzo in A-flat major?

Only Karl's hand remains raised. Müller surges toward him.

MÜLLER (CONT'D)
Come with me. Leave your rifle,
your sidearm, and your instrument.

Still at attention and afraid to make eye-contact, Karl slowly lowers his hand.

MÜLLER (CONT'D)
Someone forgot to forward The
Führer's record collection from The
Berghof. He was shot.
(beat)
Dismissed!

All the men fall out. Karl hastily un-slings his rifle, handing it to Freddy.

MÜLLER (CONT'D)
(to Freddy)
Your father is a great man.

Freddy clicks his heels together loudly. CLACK!

FREDDY
Thank you, sir!

Karl yanks his gun belt free, hands it to Bruno.

MÜLLER
(to Freddy, re: Karl)
How's his articulation.

FREDDY
Excellent sir. Dynamic. The best
I've--

Karl thrusts Bruno his trombone case.

FREDDY (CONT'D)
The best I know.

MÜLLER
Good. Because it's a... *discerning*
audience.

INT. BOMBED-OUT TOWNHOUSE, DINING ROOM - DAY

Still in BLACK AND WHITE, Meta sits alone at the head of a long, ornately-carved wooden dining table. Silver candelabras sit amid fallen plaster and debris.

The wall behind her is entirely missing. Just gone. Dust-clogged beams of silvery light shine in from the sky above.

She's writing.

META (V.O.)

Dearest Karl. It feels so strange to call you that, as I know now that I've never been particularly kind to you. Never treated you as dearly as I could or should have. But please know... please know that you are dear to me. Please know--

She cuts herself off. Her eyes fall to the tiny ring on the third finger of her right hand. Has she been crying?

META (CONT'D)

I don't know whether you have received any of my letters as of yet. I have gotten just one of yours. And it made no mention of my... recent news.

She bites her lip, wills herself to continue.

META (CONT'D)

Father went missing during the last round of bombing. The city is in tatters. Ruins everywhere. And there's not a sign of him. None whatsoever. Mother is beside herself with worry.

Behind Meta, a cluster of starlings cuts through the sky.

META (CONT'D)

I know you never thought the most of him. But, please, if you can, pray for his safe return as we pray for yours.

(beat)

To whom, I no longer know.

INT. WOLF'S LAIR, ANTEROOM - MOMENTS LATER

Still in BLACK AND WHITE, Karl is roughly thrust solo into a small wood-paneled room.

MÜLLER
Remove your clothes. Everything but
your undergarments.

KARL
Sir?

Müller points to a high-backed chair in the corner.

MÜLLER
Leave everything there.

KARL
I'm sorry?

Looking annoyed, Müller grips the doorknob.

MÜLLER
Three weeks ago, a young Major -
over two meters tall, blonde, blue-
eyed, the Nordic ideal - concealed
a landmine in his backpack and
plotted to--

Müller cuts himself off, all-business.

MÜLLER (CONT'D)
Leave your clothes there. Enter
through that door.

Müller points to a matching door across the room.

MÜLLER (CONT'D)
Begin with the Scherzo. You'll know
when you're done.

Karl starts rapidly unbuttoning his shirt.

KARL
I... I...

Müller slams the door shut. BANG!

MÜLLER (O.S.)
(walking away)
Do not say a word. And watch out.
He has a nasty case of influenza.

Karl's face says it all. *He?!*

MÜLLER (CONT'D)
Vegetarians!

INT. WOLF'S LAIR, LOUNGE - MOMENTS LATER

From inside a small, oddly homey wood-paneled room with a stone fireplace and wicker lounge chairs, we watch as an anxious-looking Karl steps out of the anteroom.

No maps. No battle plans. We could just as well be in a charming Alpine cabin somewhere high in the *Obersalzberg*.

Karl, clad solely in his Army-issue ivory boxers and a form-fitting white tank top pads his way across the floor in stockinged feet toward a waiting piano.

As mentioned, no sheet music.

Working quickly, Karl lifts the lid, props it into place, flips open the keyboard cover, and takes a seat on the bench.

His eyes wash over the key quickly. Getting prepared.

Suddenly, a door behind him opens. And a short man in a rumpled gray suit shambles in. We can barely see him. And Karl's afraid to look. *Don't say a word.*

The man crosses the room, throws his body into a nearby lounge chair, and launches into a heavy fit of COUGHING.

His out-of-focus, shuddering figure is instantly recognizable. ADOLF HITLER, the personification of evil - being ravaged by a bout of the flu. Fitting.

HITLER
(catching his breath)
Play. Play.

His voice is barely audible. Just a feral RASP.

Karl lifts his fingers again, picturing the first few bars of the Scherzo in his mind's eye.

Hitler continues HACKING away, his body convulsing wildly.

HITLER (CONT'D)
(oddly polite)
Please.

Closing his eyes, Karl obliges - launching into the swift, almost ethereal first few RAPID NOTES of the Scherzo.

HITLER (CONT'D)
(faintly, gently)
Slower.

Karl slows his fingers ever so slightly. Hitler reaches into his jacket, pulling out a silver vial of pills and shaking more than a few into his mouth.

And, as Karl hits the first crescendo, something in Hitler's demeanor shifts. The coughing subsides. Could be the music. Could be the drugs.

Hitler lets his head tilt backward - his eyes to the ceiling and his forehead bobbing in-time with the MUSIC.

Karl slows at a dangling transition - opening his eyes a crack (as if willing himself not to slip into a dream).

And then he dives back into the piece with a delicate, forceful precision. Mastery. Pure expression.

As the Scherzo continues building and then withdraws slightly - like the passing waves of a hailstorm - Karl finally arrives at the piece's swift, unraveling conclusion.

Lifting his fingers from the keys as the last NOTE dissipates, Karl hesitates - not sure what to play next.

HITLER (CONT'D)
 (apropos of nothing)
 They call themselves generals.
 Traitors, liars, and cowards all.
 (shifting gears)
 I should have been a musician. In
 all of my waking life, in all of my
 dreams, I get the most joy out of
 one thing: music.

His sentence crumbles into another fit of spasmodic HACKING.

HITLER (CONT'D)
"Pathétique".

Nodding, Karl closes his eyes again - and rips into the first THUNDEROUS CHORDS of Beethoven's Piano Sonata No. 8 Opus 13 (also known as "The Sonata Pathétique").

The piece moves from melancholic resignation to stirring eruptions of defiance. Much like its audience.

Hitler, becalmed again, pushes himself to his feet - and then slowly circles the piano as Karl continues playing.

It's like a scene from a horror movie. The devil himself being animated by music that mirrors the tone and tenor of his own stormy public persona.

Then, at a particularly heated passage, Hitler stabs a hand out and unexpectedly SLAMS the key cover closed! Karl barely gets his fingers out in time.

The jangling, discordant BANG mingles with the last note Karl struck, fading slowly.

HITLER (CONT'D)
 (a guttural growl)
 To live is to fight. Struggle is
 the permanent law of life.
 (beat)
 Continue.

Looking like all he wants to do is run, Karl slowly reaches toward the keyboard cover again - steadying his fingers.

HITLER (CONT'D)
 Faster, now! Harder!

Karl draws a shallow breath, too afraid to open the cover.

INT. WOLF'S LAIR, BARRACKS - LATER

Dressed again, Karl lifts his trombone case to a top bunk inside cramped, concrete room peopled only by Freddy and Bruno.

FREDDY
 (breathlessly)
 What was he like?

KARL
 A vegetarian.

BRUNO
 Vegetarian?!

KARL
 Almost took my fingers clean off.
 Twice.

Karl unbuttons his jacket.

KARL (CONT'D)
 Why? I couldn't say.

FREDDY
 Promise me you didn't try and sneak
 in "Take the 'A' Train".

Karl flashes him a look. *Who are you anymore?*

INT. THE WINTERGARTEN, BERLIN - NIGHT [FLASHBACK]

Again in milky AGFA COLOR, we move through a crowd of DANCING PATRONS to the tune of "Mood Indigo" being played by a small trio of MUSICIANS.

At the center of the dance floor, Karl and Freddy take turns slow-foxing with a slightly younger Meta.

META

Have to say, it's hard to choose.

Letting go of Karl's hands, she spins her way toward Freddy.

META (CONT'D)

Woodwind with prospects and a certain inheritance.

Freddy whirls her gently - letting her waft back to Karl.

META (CONT'D)

Or brass with neither.

Karl clutches her hands as if wishing and willing the moment to last forever.

Freddy sashays along to the music solo - ceding victory.

END FLASHBACK.

EXT. VILLAGE - MORNING

To the THUNDEROUS BEAT of marching snares we leap to the tight confines of a nearly-destroyed medieval village somewhere in central Ukraine.

We're back to BLACK AND WHITE.

Rubble and the remains of abandoned Red Army tanks and munitions choke the narrow cobblestone street - which is lined on both sides by SS MUSICIANS in full march regalia.

Snow dusts the blasted buildings which have clearly traded hands many, many times.

Playing stiffly at attention, the band launches into The Third Reich's unofficial anthem, "Horst Wessel Lied", as a thick wall of SOLDIERS approaches in lockstep.

At the head of the snaking line of soldiers are two heavily decorated men - FIELD MARSHAL ERIC VON MANSTEIN (50s) and REICHMARSCHALL HERMANN GÖRING (50s).

Göring's rotund frame is wrapped tightly in his distinctive light gray uniform. Von Manstein - looking none too pleased to be wasting his time with trivialities - marches swiftly.

And, as they approach, we home in on Karl - the slide of his trombone darting back and forth swiftly from low note to high like a piston firing precisely.

His eyes are closed and his mind is clearly elsewhere.

EXT. VILLAGE - MORNING [ANIMATED DREAM SEQUENCE]

Suddenly, the entire scene is re-rendered in vivid, garishly colored ANIMATION. Basically, a mid-30s comic short hand-drawn by George Grosz and inked by a young Walt Disney.

The generals are transformed into ghoulish, goose-stepping reptilian monsters. The men behind them - faceless insects in gleaming jet-black helmets.

And in the air, swirling all around an entirely human (though still hand-drawn) Karl, are a sea of MUSICAL NOTES.

They swirl and dance like the petals of dead flowers whipped by the churning eddies of a turbulent, fast-flowing river.

Low notes hang low - corresponding with Karl's slide pushing directly ahead into the air before him. High notes drift skyward as he draws the slide back in.

In and out, in and out in time with the MUSIC.

Until, as the grinning, greedy, alligator-like apparition of Göring approaches, Karl opens one eye to see a low note approaching in-unison with Göring. In-synch.

Something in his face changes. His air of gleeful abandon melts away into a paroxysm of fear and dread.

The music continues. Göring nears. The low note hovers.

KARL (V.O.)
(as if writing a letter)
I knew in that moment, there was
only one decision to be made. Miss
the note and have Reichsmarschall
notice. Or stay at attention and
hit the note - consequences be
damned.

The MUSIC abruptly halts.

END DREAM SEQUENCE.

EXT. VILLAGE - MORNING

Back in BLACK AND WHITE, we watch as the bumper of Karl's trombone slide hits a stunned Hermann Göring directly in the temple - knocking him stumbling sideways.

His Luftwaffe visor cap falls to the cobbles, spinning.

Everyone freezes.

Including Karl, whose eyes drift to his slide - which is now blunted and bent by the impact with Reichsmarschall's head.

Karl slowly lifts his lips from the mouthpiece as if to say something in his defense - and is promptly jumped by his fellow members of the SS!

Total chaos ensues.

Freddy instantly LEAPS to Karl's aid. Bruno, however, stands stone-still - stunned mute.

INT. BARN - DAY

Karl hangs from a hook by his bound wrists, his feet barely able to touch the hay-strewn floor.

Freddy is right next to him, also bound and suspended.

Both men have been stripped of their uniforms and are being savagely beaten by a pair of HULKING LIEUTENANTS.

Before each punch, a question:

MÜLLER (O.S.)
Who are you working for?

It's the SS-Standartenführer again - looming somewhere in the shadows.

KARL
(pained)
No one!

THUD! Müller steps into the light.

MÜLLER
(to Freddy)
Who have you conspired with?

FREDDY
(barely audible)
No one! It was an accident!

THUD! Freddy's body swings sideways. Blood streams from his lips and nose. His eyes are narrow, bruised slits.

MÜLLER
(to Karl)
Who are you in league with?

KARL
The Leibstandarte-SS.

THUD! THUD! Karl takes two heavy body blows. Even his ears are bleeding.

MÜLLER
Who gave you your orders?

FREDDY
You! The Führer. The Reich.

THUD! THUD! THUD!

MÜLLER
I will ask one more time.

Müller steps up, grabs Karl's bloody, smashed face with his bare hand. The hulking Lieutenant behind him steps back.

FREDDY
Please, you have to--

MÜLLER
Who are you working with?

KARL
(in agony)
I swear on my mother's grave. It was an accident.

FREDDY
His mind... it was in the music.
The notes. He had to hit the--

Freddy trails off, nearing unconsciousness. Müller lets go of Karl's face. It just hangs there, dripping blood.

Müller reaches into his jacket pocket, pulls out a cigarette case, pops it open.

He pulls out three cigarettes, lights each. Then, he reaches back into his pocket, WHIPS Karl's face with a pair of leather gloves - rousing him.

MÜLLER

Not that I care. That fat windbag's
mismanagement of the Luftwaffe is
the only reason we can't defend
Berlin from the air.

Oddly, he offers both Karl and Freddy cigarettes. Karl parts
his swollen, bloody lips, bites down on one.

Freddy obediently does the same, barely able to see.

MÜLLER (CONT'D)

Such a pity.

Karl inhales, GAGGING.

MÜLLER (CONT'D)

(still to Karl)

The Führer so appreciated your...
technique.

Müller nods his head toward the Lieutenant behind Freddy. He
obediently departs. Four more ARMED GUARDS enter the space.

MÜLLER (CONT'D)

(matter-of-fact)

Effective immediately, your ranks
have been stripped and you are both
being transferred to Army Group B
under von Weichs.

(blowing smoke)

As *Gefreite*. Privates.

KARL

Where... where's my horn?

Müller wags his head disparagingly.

MÜLLER

I'm afraid you won't be needing
that where you're headed.

Müller turns, looks Freddy up and down.

MÜLLER (CONT'D)

(to Freddy)

You, young man, should be more
selective in your choice of
friends.

Freddy tries to speak, can't.

MÜLLER (CONT'D)
 (to the guards)
 Take them away.

Müller pauses, pulls something out of his pocket, tosses it to the floor.

It's a small cream-colored calling card with crinkled edges.

MÜLLER (CONT'D)
 (to Karl)
 And they found this in your jacket.

I/E. TRANSPORT TRUCK / COUNTRYSIDE - AFTERNOON

Now clad in an ill-fitting uniform that nearly matches the one he was wearing when he slid into the pit, Karl sits hunched near the cab of a RUMBLING transport truck.

Freddy, bruised and battered, sits next to him in an identically paltry uniform.

Across from them, a line of battle-hardened INFANTRYMEN stare at their bloodied and battered new Privates.

INFANTRYMAN
 (to his fellow soldiers)
 Fucking fruit tried to brain Herr
 Göring with a goddamn tuba.

KARL
 (barely audible)
 Trombone.

The Infantryman flashes him a condescending Nazi salute.

INFANTRYMAN
 (mockingly)
Jawhol mien kommandant.
 (back to his compatriots)
 Fucking SS. Think they're better
 than the rest of us.
 (back toward Karl)
 Bet they doesn't last the week.

INT. FIELD TENT - NIGHT

His swelling finally subsiding slightly, Karl sits alone at an impromptu table made out of a wooden crate of ammunition - putting pen to paper by candlelight while everyone sleeps.

Outside, the frozen wind WHIPS the canvas tent. And on the table before him is Meta's calling card - his only Earthly possession.

KARL (V.O.)
Dearest Meta. This may be my last
letter for some time, as they are
sending us further forward.

He lifts his pen, uncertain how to proceed.

KARL (CONT'D)
You were right. I *am* the only
reason people like him come to
power. But now...

Karl pauses again, reaches his free hand out to pick up her
card. He caresses it lightly with his thumb.

Behind him, we can see Freddy asleep on a cot with his back
to us. His wrists are bruised and torn.

KARL (CONT'D)
But now, I'm awake.

I/E. TRAIN CAR / COUNTRYSIDE - DAWN

Sitting shoulder-to-shoulder packed like freight into a
crowded, dilapidated, seized Soviet passenger car, Karl and
Freddy shiver and quake - saying nothing.

What their orders are or who their commanding officer is,
it's hard to discern whether anyone knows.

Everyone is armed to the teeth and clutch backpacks likely
more full of grenades and ammunition than rations or
blankets. They all wear battered helmets.

A young Private in the row facing Karl and Freddy leans
forward. This is GERD WEBER (20s). His face is open.
Inviting. Not frightened in the slightest.

GERD
So, you're the musicians?

Karl, his eyes still blackened and his swollen lips still
split, nods slowly.

Freddy looks away, brimming with spite.

GERD (CONT'D)
(leaning closer)
Don't listen to them. You'll do
just fine.

Freddy SIGHS, fogging the window. Karl looks down. Guilt.

GERD (CONT'D)
(to Karl)
Is it true?

Karl turns to face him. *Is what true?*

GERD (CONT'D)
That you played for... *him.*

Karl nods again. Freddy MUTTERS under his breath:

FREDDY
(to Karl)
Ruined my fucking life.

Outside, a large barn with a thatched roof comes into view. German SOLDIERS WITH FLAME-THROWERS stand all around it. The train slows slightly.

Gerd's eyes drift to the window and the barn. He shakes a small metal tin toward Freddy. Mints? Medicine?

GERD
(distracted)
Pervitin.

As the train continues to slow we see another cluster of MEN WITH MACHINE GUNS standing opposite the barn.

FREDDY
What?

GERD
Amphetamines. For energy.

The soldiers with flamethrowers begin to set fire to the barn. And as the smoke begins to rise, a tall pair of doors on the near side of the barn BURST open.

And throngs of CAPTURED UKRAINIAN RESISTANCE FIGHTERS claw over each other to escape the inferno.

Instead, they're mowed down by quick bursts of MACHINE GUN FIRE. Through the glass it sounds like fireworks.

Karl and Gerd both look away, trying and failing to hide their shock and revulsion.

GERD (CONT'D)
(quietly)
None of it's right.

Freddy snatches away the tin of pills, pops one in his mouth, swallows. His face hardens.

FREDDY
Cry me a river.

The train begins to pick up speed. The burning barn slowly disappears from view.

EXT. DEPOT - DAY

From high above, we see the same train slow again to a HISSING stop at what appears to be an abandoned rural depot.

The only structure for miles is a bombed-out, smoke blackened station with no remaining windows or doors.

Off in the distance, vague hints of an ongoing, snow-bound tank battle. Billowing clouds of smoke and muted EXPLOSIONS.

I/E. TRAIN CAR / DEPOT - CONTINUOUS

Inside the train, an AMPHETAMINE-ADDLED CAPTAIN stands at the head of the car, rapidly BARKING instructions:

ADDLED CAPTAIN
The Red Army drive south has been
spearheaded by four tank corps
under Lieutenant-General...

KA-BOOM!

A mortar shell lands dangerously close. Only Karl flinches.

ADDLED CAPTAIN (CONT'D)
...Popov.

Outside, the WHINE of two more inbound shells.

ADDLED CAPTAIN (CONT'D)
Crossing the Donets River...

BOOM! BOOM!

The whole train car shakes. Nobody moves a muscle.

ADDLED CAPTAIN (CONT'D)
...pressing into our rear flank
and threatening to hold...

BOOM! BOOM! BOOM!

Three more shells EXPLODE in quick succession - one right outside the ruined station.

ADDLED CAPTAIN (CONT'D)
...Zaporizhia.

Then, outside, the WHISTLING of more incoming shells.

ADDLED CAPTAIN (CONT'D)
Cross the plain, fall in with 3rd
Panzer, retake the city, and hold
it no matter what it...

BOOM! BOOM! BOOM!

ADDLED CAPTAIN (CONT'D)
...requires.

Suddenly, the entire car is engulfed by rounds of high-caliber MACHINE GUN FIRE from seemingly every direction.

Shards of glass, wood, and steel fill the air. The Captain's body is torn in two, mid-sentence. Total pandemonium.

A single round hits Gerd square in the forehead, just below his helmet, killing him instantly.

Freddy hits the deck, pulls a stunned Karl down with him.

FREDDY
Down! Down!

The BARRAGE is ear-shattering. Over-loud. Sharp.

Men fall one after the other, SCREAMING. Blood and bits of wool fly everywhere. It's an ambush.

In the distance, a DESPERATE SOLDIER kicks open a door and is immediately mowed down. Others pull themselves hand-over-hand toward him, toward the exit - sub-machine guns drawn.

FREDDY (CONT'D)
THERE! GO! GO!

Karl reaches back to his seat for his pack and then follows Freddy across the floor, toward the open door.

Ahead, a GRIZZLED INFANTRYMAN lays on the ground, returns fire desperately. A single round grazes his face - sending his unstrapped helmet flying.

GRIZZLED INFANTRYMAN
(to Freddy, unfazed)
The trees! They're in the--

KA-BOOM! Another mortar round lands just outside the open door - sending up a huge plume of smoke and snow.

GRIZZLED INFANTRYMAN (CONT'D)
NOW!

He leaps to his feet, his face bleeding, lunges out into the snow, fires blindly every which way.

All instinct, Freddy and Karl follow him out. Only Freddy seems to know how to operate his MP-40.

And as they run for cover behind the ruined station, bullets WHIZ and WHINE overhead.

GRIZZLED INFANTRYMAN (CONT'D)

There! There!

Muzzle flares can be seen amid the shadows of a nearby stand of trees. The Infantryman fires toward them, skids across the ice and ducks behind the stone walls of the station.

As Karl runs, still not having fired a round, more men are being cut down as they emerge from the train behind him.

Suddenly, from above, the DEAFENING ROAR. An incoming shell.

It hits just outside the copse of trees - splintering the stand and momentarily stopping the enemy fire.

The Infantryman wheels around, lunges toward the far side of the building.

In the distance, survivors run for their lives away from the trees and into a snow-choked plain. Poor cover.

But, to their left, we can barely make out the GRINDING of invisible German tanks cutting slowly through the snow.

GRIZZLED INFANTRYMAN (CONT'D)

Panzers!

He steps out, readying to run, and is immediately hit in the head. His body spins sideways and falls to the ground like a bag of rocks. Dead instantly.

Freddy, gulping down air, reaches a quivering hand up, tightens the cinch on his own helmet.

FREDDY

We have to get to the tanks!

KARL

What tanks?!

Freddy's eyes fall to Karl's gun. It's not steaming.

FREDDY

Why do I fucking bother!

Karl stares at him.

KARL
I'm... I'm sorry!

FREDDY
Now was that so fucking hard?!
(beat)
C'mon!

And, together, both men sprint through the snow.

EXT. KHARKOV, OUTSKIRTS - AFTERNOON

Across the snowy plain, Karl and Freddy chase VAGUE SILHOUETTES of other men as they run blindly toward what appears to be a sprawling cityscape.

The air carries the sound of a RAGING TANK BATTLE. Distant EXPLOSIONS and invisible GUNFIRE. A staccato symphony of wanton destruction.

A young man in a tattered winter uniform - LANCE CORPORAL WEISS (20s) - cuts his way over toward Karl and Freddy.

WEISS
(to Karl and Freddy)
You two, come with me.

Freddy nods, grips his gun, eyes wild. Karl hesitates.

WEISS (CONT'D)
That's an order, Private!

Karl nods warily, takes off after them toward a tall row of brutalist Soviet apartment blocks.

WEISS (CONT'D)
(on the run)
2nd Army spotted a sniper, there.

He points toward the tower at the top of the nearest structure. It's a good twenty stories up.

WEISS (CONT'D)
They're pinned down on the other side. Unable to move.

Karl, struggling to understand, nearly trips over himself.

WEISS (CONT'D)
I'll cover the entrance. You two get to the top. Take whoever is up there out. Yes?

FREDDY

Sir, I have to warn you--

Weiss lifts two gloved fingers to his lips and veers away - toward what remains of a bomb-blasted delivery truck.

Karl and Freddy watch him go.

FREDDY (CONT'D)

(to Karl, hushed)

You heard the man.

From high above, we hear a single gunshot - angled down and away. Small arms fire answers back from the men trapped down in the square below.

EXT. APARTMENT BLOCK - SAME

Followed by Karl, Freddy zigzags across the rubble-strewn street. The place is a ghost town - having been taken and lost by the Germans twice previously.

Still more SNIPER FIRE from above and away. Each round ECHOES eerily off of every adjacent husk of a building.

Reaching the entrance, Freddy skids to a stop next to a twisted, soot-dusted steel door. His chest is heaving.

Karl lands right beside him, his back to the wall.

Before doing anything, Freddy reaches over and snatches away Karl's sub-machine gun.

In a quick flurry of wordless gestures, he flips out the shoulder stock, yanks out the magazine to make sure that it's loaded, slams the magazine back in.

FREDDY

(hushed)

More?

Without saying a thing, Karl taps his bag, then his jacket.

Freddy nods back, making a show of how to hold the grip and magazine guide - and where to look.

Karl nods again.

Freddy swiftly pulls the cocking handle back - arming the weapon and handing it back to Karl.

FREDDY (CONT'D)
(quietly)
Thirty-two round magazine. So make
it count.

With that, he grips his own gun and ducks inside. Karl follows him wordlessly in.

INT. APARTMENT BLOCK, LOBBY - SAME

Together, both men move quickly through the decimated lobby. The floor is nothing but smashed glass and brick. The remains of shredded furniture hint at a former normalcy.

Freddy gestures toward a nearby stairwell as, above, we hear more MUTED GUNFIRE.

INT. APARTMENT BLOCK, STAIRWELL - SAME

Sticking close to Freddy (and gripping his MP-40 like a nervous novice), Karl takes two stairs at time as quietly as he possibly can.

Both men have their backs to the wall.

And, as they climb (stepping gingerly over empty brass shell casing and burned bits of carpet and wood), we hear the hollow BANG of round after round getting louder.

BANG! SNAP. SNAP! KA-DINK! CLICK. CLICK. BANG!

A rifle being fired, reloaded and aimed with a metronome-like precision.

Beyond the walls, short burst of RETURN FIRE seem to have little to no effect.

And on and on the men climb, saying absolutely nothing.

INT. APARTMENT BLOCK, TOP FLOOR LANDING - SAME

Slowing at the top of the stairs, Freddy motions *stay quiet*. Then he slowly pushes open a door that's barely hanging on by its hinges.

Beyond the door, we can see a carpeted hallway cluttered with rubbish. Bricks and splintered picture frames.

Further off, the same sound of the sniper calmly, deliberately firing ECHOES.

Freddy nods and then nips silently out the door and into the hall. Karl hesitates, tightens his grip on his gun.

INT. APARTMENT BLOCK, TOP FLOOR HALLWAY - SAME

Slowly, warily following Freddy out, Karl steps carefully across the filthy carpet.

Ahead of both men, we see another open door. Beyond it, lies a dead RED ARMY SOLDIER. A pool of jet black, highly reflective blood pools all around him.

And, reflected in the blood, is the prone figure of a sole SNIPER. The barrel of their gun is trained out a smashed window to the street down below.

Karl and Freddy silently advance, their guns trained on the shooter. The sniper calmly squeezes the trigger:

BANG! SNAP. SNAP!

A single smoking casing tumbles into the air, falls next to the dead soldier on floor with a hollow: KA-DINK!

CLICK. CLICK.

The sniper reloads.

Freddy veers left and slows, gestures for Karl to hug the far right wall. He obliges.

Freddy lifts his gun, stares down the sight, grips the trigger, trying to slow his heartbeat.

When, all of a sudden, the sniper rolls over onto their back and squeezes off a single round.

BANG!

The bullet hits Freddy in the chest - sending him rocketing backward. His gun STRAFES the ceiling as he falls.

KARL

NO!

The sniper - by the looks of it, a boy of no more than eleven or twelve - quickly reloads.

KARL (CONT'D)

Please--

The boy lifts his rifle, trains it on Karl.

KARL (CONT'D)

There has to be a--

The boy hesitates. Karl tightens his grip.

KARL (CONT'D)
You're just a--

The boy fires.

BANG!

The bullet grazes Karl's shoulder.

BURP! BURP! BURP!

Karl squeezes the trigger, filling the air between himself and the boy with smoke and smoldering shells.

SILENCE.

The smoke clears and we see it. The boy is dead.

INT. APARTMENT BLOCK, ROOM - SAME

Karl surges deeper into the room, falls to his knees before Freddy, gently turns him over.

FREDDY
Don't think we're even.

KARL
Oh, thank god! You're--

The front of Freddy's uniform is saturated in blood.

KARL (CONT'D)
I can get you out of here!

Freddy, clearly in pain, tries to smile, fails.

FREDDY
You fucking better, half-wit.

Karl looks quickly to the body of the boy, shoves both hands under Freddy's body, lifts him to his feet.

KARL
What have I done?

With Karl steadying him, Freddy looks to the window.

FREDDY
Followed orders, for once.

I/E. APARTMENT BLOCK, ROOM - FREDDY'S POV

Down on the snow-dusted square below, we see the troops Karl and Freddy were sent to protect quickly fleeing for some reason. *It was all useless. All of it.*

INT. APARTMENT BLOCK, ROOM - BACK ON KARL

Karl struggles to heft Freddy with him toward the door.

Their reflections ripple across the blood pooled on the debris-strewn parquet.

EXT. APARTMENT BLOCK - MOMENTS LATER

Karl emerges from the building and stumbles out onto the street with Freddy barely hanging on. Tears have run in rivulets down Karl's soot- and dust-caked face.

Freddy's face is ghostly. He's on the verge of shock.

Karl glances toward where Lance Corporal Weiss had taken cover. But he's nowhere to be seen. Everybody's gone.

From behind, something catches Karl's ear.

And he wheels around to find himself confronted by an angry squad of RED ARMY SOLDIERS.

One of them roughly RIPS Freddy from Karl's grasp, drags him by the collar across the cobbles leaving a bloody smear.

KARL

No, no, no! He needs--

Before Karl can utter a another syllable, another soldier rears back his rifle and cold-cocks him with its wooden stock - right between the eyes.

Karl crumples instantly to the ground.

CUT TO BLACK:

Over black --

SUPER: **FOUR YEARS LATER**

FADE TO:

INT. SOVIET COAL MINE - AFTERNOON

Amid the CLINKING of crude tools - pickaxes, hammers, and shovels - we hear a handful of GERMAN PRISONERS prying coal from a seam somewhere deep underground.

Their figures are barely discernible.

All of the men have shaved heads and sunken eyes. Their former uniforms, now covered in coal dust, hang from their gaunt frames while they work.

One of the miners BARKS, his voice breaking:

MINER #1
(in subtitled German)
The war is over! They can't keep us
here like this... forever.

Another SHOUTS weakly back in German:

MINER #2
(also subtitled)
The war is not over!

Between them, a third miner impassively continues picking away at the seam before him in total silence.

MINER #1
The Führer is dead!

MINER #2
A curse on you.

MINER #1
Probably hung himself from a
crystal chandelier at the Berghof
before the Soviets could--

A nearby GUARD shouts from the shadows in crude German:

GUARD
(in subtitled German)
Quiet! WORK!

The two weary miners continue on, *sotto voce*:

MINER #2
Only reason they can keep us here
is because our troops - our
brothers - are still on the
battlefield. Still fighting to
liberate us.

Miner #1 turns to Miner #2 - looking almost precisely like the haggard men in the cattle car.

MINER #1
Don't be a fool. The Führer
deserved to die. We all do.

From somewhere closer to the surface, a STEAM WHISTLE BLOWS.
The two men drop their tools.

The guard steps out of the shadows, brandishing a Tommy gun.

GUARD

Go. Rest.

The two miners turn and stagger away. The third lets his
pick fall from his hands and slowly turns around.

It's Karl. And he's a man utterly transformed.

His empty eyes stare back at us. His drawn, soot-covered
face betrays no emotion. His nose has apparently been broken
more than once.

He's a damaged wreck - a shattered husk of his former self.

INT. IMPROMPTU GOVERNMENT OFFICES, BERLIN - DAY

Still in BLACK AND WHITE, we move to the ruins of a once
palatial government building back in Berlin.

Meta stands before a stone-faced BUREAUCRAT in a dust-
saturated wool coat. The best coat she has left.

META

That's preposterous! They can't
continue to hold over a *million* of
our men without explanation
forever!

BUREAUCRAT

Technically--

META

How long is this going to go on?!

BUREAUCRAT

I can't--

META

Something must be done!

BUREAUCRAT

Something can be done. As I said...

He shuffles a few papers, tired of having the same
conversation with everyone endlessly.

Above, the sky is visible through the missing roof.

BUREAUCRAT (CONT'D)

The Russians are only repatriating citizens who are claimed directly, in-person by spouses or next of kin at their place of internment.

Meta leans in, fierce.

META

And where is that, precisely?

The bureaucrat's bespectacled eyes fall nervously to the papers on the desk.

BUREAUCRAT

By all indications, here.

He plants a meaty finger on a small dot on a crude map.

BUREAUCRAT (CONT'D)

At a labor camp identified by the Ukrainian Nationalist--

He cuts himself off, looks up.

BUREAUCRAT (CONT'D)

In the Donbass. Western Ukraine.

Meta reaches across the desk, roughly YANKS the map away.

BUREAUCRAT (CONT'D)

You'll need a visa to--

She spins on her heels to depart without another word.

EXT. SOVIET LABOR CAMP, GROUNDS - DAY

As the sun blazes down, animating the humid summer air clogged with clouds of swarming black flies, a battalion of GERMAN INMATES trudge their way back to the camp.

All are clad in whatever is left of their tattered, threadbare, coal-clogged *Wehrmacht* uniforms.

All of their heads are shaved. And their eyes, like Karl's, are empty. Ruined.

The guard slams the butt end of his rifle between Karl's shoulder blades - and he staggers forward, seeming immune to pain, immune to feeling. Dead inside.

In the distance, a BALD COMMANDANT sits on the stoop of a barracks building with his dirty boots up on a table - on which sits a small hand-crank Victrola.

From its bell, a faint RUSSIAN FOLK TUNE echoes.

Karl can't even hear it.

INSERT MONTAGE:

-- Karl digs a ditch next to a steaming, recently-paved road while RED ARMY GUARDS pummel a DISOBEDIENT PRISONER --

-- Karl and a host of other GAUNT PRISONERS hand carry fallen stones away from the walls of a bombed-out factory --

-- Karl sits in a chair half buried in falling snow as another GUARD roughly shaves his bleeding head --

-- Karl uses a centuries-old wooden scythe to cut down tall stalks of winter wheat as a combine trails him slowly --

-- Karl gets the shit kicked out of him by a seething WEHRMACHT OFFICER for seemingly no reason whatsoever --

-- Karl collapses, alone, at the foot of a tall razor wire fence, his nose bleeding and his sunken eyes swollen shut --

END MONTAGE.

EXT. SOVIET LABOR CAMP, GATE - DUSK

From tall guard towers, MEN WITH MACHINE GUNS peer imperiously down at their malnourished inmates. The razor wire surrounding the camp is three layers deep.

Seemingly impenetrable.

Up ahead, another couple of ARMED SOVIET GUARDS push open a heavily-fortified gate. Outside the gate, a truck full of PRISONERS loudly IDLES - spewing fumes.

The same two miners from earlier pipe up again:

MINER #1

Fresh meat.

MINER #2

What I wouldn't do for a taste of meat once again.

MINER #1

Boiled horses' head soup isn't to your satisfaction?

Miner #2 runs his calloused hand through the stubble on his formerly lice-ridden head.

Just behind him, Karl doesn't say a word. His vacant expression is precisely the same as it was in the mine.

Gone.

Once inside the gate, the truck disgorges its payload of equally gaunt (but slightly cleaner) prisoners.

Two are instantly familiar. It's Bruno and Freddy.

Bruno is still in his (now ruined) black *Leibstandarte*-SS uniform. His Adolf Hitler sash has been violently torn off.

Freddy wears another man's jacket over another man's shirt.

MINER #1 (CONT'D)
(angrily re: Bruno)
Might as well put the fucking SS to
work rebuilding this goddamn
country. They ruined it to begin
with.

Karl marches with the miners through a second open gate under the watchful eyes of the guards up above - not noticing the presence of old comrades up ahead.

EXT. SOVIET LABOR CAMP, GROUNDS - DUSK

While the two masses of men swirl around each other inside the camp - half searching for friendly faces, half aiming to assert dominance or pick a fight - Karl continues walking.

And, as he passes, Bruno (looking like he's aged twenty years) does a stunned double-take.

BRUNO
(not believing his eyes)
Karl?!

Karl just keeps on walking like he can't hear a thing - like what's left of his mind is entirely elsewhere.

Bruno nudges Freddy urgently.

BRUNO (CONT'D)
Isn't that-- it can't be!

Freddy's battle-hardened face lights up instantly.

FREDDY
Karl?! Karl Lang!

Karl doesn't react in the slightest. Freddy limps off after him in a hurry. Bruno follows, his eyes cast nervously up toward the guards in the towers with the machine guns.

FREDDY (CONT'D)
Karl! It's me, Freddy!

Freddy grabs Karl's shoulders, spins him around. The sight of Karl rocks him to his core.

FREDDY (CONT'D)
What have they-- what have they
done to you?

Nothing changes in Karl's expression. Freddy throws his arms around him.

FREDDY (CONT'D)
(into Karl's chest)
You saved me. You saved my life!
Well, you ruined it first. Then--

Bruno nudges Freddy discretely as another BURLY GUARD approaches. Freddy lets go of Karl, on the verge of tears.

FREDDY (CONT'D)
(his voice wavering)
Who's better... Basie or Ellington?

Something flickers faintly in Karl's eyes.

FREDDY (CONT'D)
That's right. Ellington hands-down.

The guard in the distance slows. Freddy leans back in closer to Karl's soot-covered face.

FREDDY (CONT'D)
(quietly)
We have to get out of here. Get
back to-- just follow my lead.

Bruno winks toward Karl - almost exactly the way Karl used to way back in the early days.

BRUNO
(slyly)
"Take the 'A' Train" home.

BURLY GUARD
(in bungled German)
Everybody new to the showers for
delousing. NOW!

And with that, both men depart with the rest of the newly arrived prisoners.

Karl just stands there. A man in a trance.

INT. MINESHAFT - LATER

Who knows how many days later (or months or years) and we're back in the vast, darkened mine once again.

This time, Freddy and Bruno (both now with their heads roughly shaven as well) join the rest of the HAGGARD MINERS as they chip and hammer at the black stone walls.

PLINK! PLINK! PLINK! PLINK!

Slowly, Freddy and Bruno start landing their picks in-time - hammering out an almost WALTZ-LIKE BEAT.

Karl, his coal dust blackened face to the wall ignores them both. Entirely out of time, out of tune.

Suddenly, Bruno starts SINGING faintly over the beat:

BRUNO
(hushed)
*My ship has sails
That are made of silk...*

Freddy, immediately recognizing the tune ("My Ship" by Kurt Weill and Ira Gershwin), leaps in:

FREDDY
(also hushed)
*The decks are trimmed with gold
And of jam and spice,*

Slowly, and handful of other miners chime in as well:

MINERS
(quietly in unison)
There's a paradise in the hold.

His eyes stifling even the slightest hint of recognition, Karl simply lowers his pickaxe and shambles away - deeper into the darkness.

Now, everyone joins in (everyone but Karl, that is):

ALL
*My ship's aglow
With a million pearls!
And rubies fill each bin.
The sun sits high
(MORE)*

ALL (CONT'D)
*In the sapphire sky,
 When my ship comes in!*

Ignoring them all, Karl lifts his pick and we CUT TO--

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

Utter and total darkness. COMPLETE SILENCE.

It's as if Karl has intentionally removed himself from the world of sound, of music. Purposefully. Out of spite.

Slowly, we begin to realize that we're sinking. Sinking, sinking, into the black. Lowered (as if by unseen pallbearers) like a coffin tethered to black velvet ropes.

Above, hints of a lattice-like rigging. A sound stage light grid rendered in barely-exposed BLACK AND WHITE.

Eventually, the descent slows - and we're engulfed by what appears to be a collection of stone-faced SEATED FIGURES.

They're all entirely motionless - eyes open, wearing battered SS helmets and threadbare striped uniforms. Each one clutches a gleaming musical instrument.

But no one is playing a sound. They're each frozen stiff. Lips to their mouthpieces. Immobilized. Paralyzed.

The velvet ropes fall from the ceiling and we stand - finally realizing that we're in the center the vast orchestra from the Nuremberg rally, earlier.

Hundreds and hundreds of MUSICIANS not playing a note.

Opposite the frozen orchestra stands Meta in her glittering gown from earlier. She tries to surge toward us. But the orchestra, it's too vast, too thick. There's no way in.

Slowly, we turn away from her - pushing our way back through the silent players as if we're walking waist-deep in dark waters against a heavy, heavy tide.

But, just as we reach the other side, the first row, Meta skids to a stop before us - again in TOTAL SILENCE.

Her face is grief-stricken, frantic.

She lifts her hands to our shoulders. There are no rings on any of her fingers.

META
 Come back to me.

A single tear runs down her cheek.

META (CONT'D)
(silently)
Come back.

Another tear. It glitters like the tiny diamond in Karl's mother's ring.

BRUNO (PRE-LAP)
(singing wistfully)
*If the ship I sing
Doesn't also bring
My own true love to me.*

The whole scene vanishes from view as we swiftly IRIS DOWN to nothing but blackness.

END DREAM SEQUENCE.

INT. MINESHAFT - SAME

Still clutching his pickaxe, Freddy lifts a hand to Karl's other shoulder. He doesn't react in the slightest.

Like a man a million miles away.

FREDDY
There must be thousands of us
stranded here, maybe more, still
working for these... *monsters*.

He taps Karl's shoulder lightly. A black puff of dust.

FREDDY (CONT'D)
But not for long, my friend. Not
for long.

I/E. TRAIN CAR / COUNTRYSIDE - DAY

Still in stark BLACK AND WHITE, Meta sits alone in a threadbare passenger car staring out a train window as a nearly-empty train passes a scene of total devastation.

SUPER: SIX DAYS EARLIER

Hulking, bombed-out factories and block after block of buildings reduced to rubble as far as the eye can see.

A TICKET TAKER approaches.

TICKET TAKER
(in subtitled Polish)
Leaving Poland. Tickets. Papers.

Not making eye contact, Meta reaches inside her coat, pulls out her documentation.

The ticket taker snatches them away roughly.

EXT. SOVIET LABOR CAMP, FENCE - NIGHT

While the rest of the prisoners (new and old alike) line up for their nightly rations, Karl sits near the fence staring out into the dark.

Alone. Like a monk on a mountaintop.

Two ARMED GUARDS regard him curiously from a distance.

ARMED GUARD #1
(in subtitled Russian)
Always like that. Staring out at
who knows what.

ARMED GUARD #2
(also subtitled)
Well, I guess that's one less
fucking master race mouth to feed.

As we slowly PUSH IN toward Karl we FADE TO --

INT. HAUS VATERLAND, BALLROOM - NIGHT [DREAM SEQUENCE]

Still in stark BLACK AND WHITE, not Technicolor, we find ourselves transported to the same vast ballroom from earlier. Although, it's after the bombing, not before.

The massive domed roof is now just a tangle of twisted steel beams open to the sky. Beyond them, stars dot the ink black sky. No spotlights. No planes. Just destruction.

Suddenly, Karl, still dressed in his tattered uniform, enters the frame - slowly crossing the debris-strewn dance floor. His head is still shaved.

In the distance sits an incongruously immaculate piano. Oddly, it matches the one in the Wolf's Lair - the one he played for Adolf Hitler.

The lid is open.

Again like a man in a trance, Karl approaches the piano, pauses briefly, and then climbs inside - laying down on top of the strings.

Then, with one hand, he KNOCKS the lid prop clear. And the lid falls with a resounding BANG! And an eerie DISCORDANT CLANG rings out - as if all the keys were struck at once.

As if his body were not inside - not anywhere.

The haunting sound just hangs there and hangs there with seemingly little decay until:

FREDDY (PRE-LAP)
(a hiss)
Open your eyes!

END DREAM SEQUENCE.

EXT. SOVIET LABOR CAMP, INSIDE THE FENCE - CONTINUOUS

From out of nowhere, a pair of hands YANK Karl to his feet by his collar and drag him backward along the fence under cover of darkness.

It's Freddy and Bruno and three other PRISONERS running silently in silhouette along the thick barbed wire fence!

FREDDY
(barely audible)
Keep your mouth shut!

Karl, bewildered (and having likely not uttered a syllable in months) awkwardly finds his stride, saying nothing.

The men up ahead slow, eyes on the empty guard tower above.

One of them pulls out a scavenged pair of wire cutters. SNIP! SNIP! SNIP! He makes quick work of the first layer of fencing. Karl, stunned, slows.

The second prisoner lays a salvaged board across the razor wire. Bruno pushes his way through. And then Freddy pulls Karl with him between the fences.

One of the other prisoners tosses Bruno the shears. And SNIP! SNIP! Down goes the second layer. And all six men now run for the outer fence.

SNIP! SNIP! SNIP! No gunfire. No shouting.

SMACK! Down goes the board - covering the severed outer layer of fencing. And all six men make a furious break for the trees in the distance. Toward safety.

EXT. SOVIET LABOR CAMP, OUTSIDE THE FENCE - CONTINUOUS

We TRACK swiftly with Karl as he runs - dazed and malnourished but suddenly full of purpose.

Abruptly, from high above, we hear the ROAR of high-caliber AUTOMATIC WEAPONS FIRE.

Bullets shred the ground at Karl's feet - and then quickly mow down all three other prisoners behind him.

Now chasing Freddy like Freddy chased him at Nuremberg when they were boys, Karl barely makes it into the trees. Bruno veers right, scrambling for cover before --

BANG!

A single round rings out. The bullet catches Freddy in the shoulder. The force spins him fully around to face Karl.

BANG!

A second bullet takes Freddy dead center, just right of his sternum. It knocks him backward off his feet.

Karl falls to his hands and knees, pulls himself desperately across the pine needles toward Freddy.

KARL
(hoarse and desperate)
Freddy! Freddy!

More MACHINE GUN FIRE in the distance. And the sound of MEN SHOUTING and DOGS BARKING.

Karl frantically drags Freddy behind the wide trunk of a tall tree - leaving a dark trail of blood.

KARL (CONT'D)
No, no. No!

With bloody lips and a faint glimmer in his eyes, Freddy does his best to answer back:

FREDDY
(weakly)
So you can speak, after all.

Karl rips open Freddy's shirt to staunch the bleeding. But it's too late. It's too much. It won't stop.

FREDDY (CONT'D)
Told you I could get you out of there.

Karl tries to cover the wound. Freddy winces.

FREDDY (CONT'D)
It's too late. Go.

KARL
Don't leave me!

FREDDY

In my jacket, there's a map. And a letter. See that Father gets it.

KARL

No!

FREDDY

Please, Karl. It's alright.

The two of them lock eyes. In the distance, Bruno cowers as more machine gun fire SHREDS every tree around him.

FREDDY (CONT'D)

(oddly calm)

Find her. Find Meta.

Searchlights sweep the trees. Dogs BARK, getting closer.

FREDDY (CONT'D)

(pained)

Move the ring.

Overcome by a fit of silent, convulsive sobbing, Karl desperately cradles Freddy's head.

FREDDY (CONT'D)

She always did like you better. Go.

KARL

No! No! Stay. Stay!

From out of the shadows, a frantic Bruno skids to stop right next to Karl.

BRUNO

(under his breath)

We have to go!

The MACHINE GUN FIRE in the distance quiets. The sound of FOOTFALL nears.

BRUNO (CONT'D)

Karl. Please!

Karl clutches Freddy's head. But it's too late. His eyes are empty. Gone.

BRUNO (CONT'D)

He would want--

KARL

Oh, Freddy. I'm so... I'm so--

CRACK! Another shot. CRACK! Yet another - splintering the trunk of the tree just above their heads.

Roused, Karl gently lowers Freddy's head, slides a hand into his jacket, pulls out the note and the map.

Then he kisses two of his own blood-covered fingers and presses them to Freddy's forehead.

KARL
(his voice breaking)
Ellington, hands-down.

Pushing himself to his feet, Karl grabs Bruno by the jacket - and they run for their lives through the trees.

EXT. UKRAINIAN VILLAGE - NIGHT

Still in BLACK AND WHITE, Meta steps down from a steam-belching train car clutching a single suitcase. She casts her weary gaze to a lone inn across the tracks.

With a DEEP BREATH, she heads slowly toward the inn. Alone.

EXT. FOREST - NIGHT

Also in BLACK AND WHITE, Karl and Bruno zig and zag through a seemingly endless forest full of towering trees.

Far off in the distance, the sweeping of spotlights. Dogs BARK. Men SHOUT in Russian.

Karl and Bruno - tapping the last of their strength - just run and run and run saying nothing.

Grieving free men on a mission.

INT. RECORD STORE, LISTENING BOOTH - DAY [FLASHBACK]

Back in grainy AGFA COLOR, younger Freddy and Karl are crammed together inside a streamlined listening booth sharing a single pair of headphones - one cup to each ear.

At their waists, a record spins.

We can barely hear the MUSIC. It's "Clarinet Lament" by, well, you know who.

As the clarinet and trumpet WAIL, both boys mouth the sound as if singing it. Then the rest of the band joins in.

And Karl and Freddy vamp together in-tune. Ecstasy.

END FLASHBACK.

EXT. FOREST - CONTINUOUS

Back in the forest - back in BLACK AND WHITE - Karl and Bruno run for their lives as the SAME TUNE ramps up to blazing full volume.

On the run, tears stream from Karl's eyes as if he can hear each and every MOURNFUL NOTE.

Eventually, the MUSIC begins to fade as the trees thin and a ramshackle barn and small farmhouse come into view.

INT. BARN - NIGHT

Careful not to make a sound, Karl slowly opens the door to the barn. Over his shoulder, Bruno keeps an eye on the house and the forest behind them.

No lights are on in the house.

Karl steps in, squints as his eyes adjust.

In the distance, a single cow stands - regarding him curiously. He lifts a bloody finger to his lips.

KARL

Shhh.

The cow just keeps on chewing its cud.

Spying a dented pail and a small wooden stool, Karl tiptoes quickly across the straw, scoops up both, and takes a seat. The cow stares at him patiently.

Karl places the pail beneath the cow's swollen udder, rubs his hands against his pants to warm them (and wipe away the blood), reaches out, slowly starts milking.

With the sound - ZING! ZING! ZING! - Bruno slowly closes the door, standing guard outside.

KARL (CONT'D)

(to the cow, hushed)

Easy girl. Easy.

The cow seemingly nods. More tears roll down Karl's cheeks.

EXT. PASTURE - NIGHT

Seated with their backs to a high, mounded haystack with nothing but pasture for as far as the eye can see, Karl and Bruno take turns guzzling the steaming milk.

On the ground between them is the unfolded map (drawn on sheet music). On top of the map, a hunk of stale bread.

Karl rips off a chunk of the loaf.

KARL
Where'd you get the bread?

BRUNO
(swallowing)
Freddy. Traded away the last of
his-- his cigarettes.

Bruno passes him back the pail.

BRUNO (CONT'D)
I just can't--

Karl nods, taking a sip.

KARL
He was more than a brother. More.
Better-- The one I always--

Karl trails off, sets down the pail, gazes up at the moon.
There are no words.

BRUNO
What now?

Karl forces his eyes back to the map. *Focus.*

KARL
Now... we walk.

BRUNO
Walk?!

Karl spins the map around. It's bathed in moonlight.

On it we can see a vast, crudely-drawn expanse of forest and fields stretching from Ukraine to Poland to Germany. A seemingly *impossible* distance.

BRUNO (CONT'D)
That must be two thousand
kilometers! Maybe more!

KARL
We need clothes. Food. Water. Money
if possible. Once we get to--

BRUNO
Wait, wait, wait.

KARL

What did you expect?! You'd stroll
out of the camp and hop a first
class rail car back to Berlin?!

Bruno STAMMERS.

KARL (CONT'D)

Just like Freddy drew. We stick to
country roads. Forests. Try to
blend in. Don't mix. Once we get to
Poland, I can speak the language.

BRUNO

What about the borders?! Guards?

KARL

We can do this. Day and night, with
enough fuel.

(beat)

Trust me.

Karl snatches up the map, pushes himself to his feet, looks
back to the sky to glean which way is west.

KARL (CONT'D)

I got a girl to see.

Folding the map and slipping it into his pocket, Karl tromps
off through the wheat toward a dark stand of tall trees.

Bruno hesitates.

Above, stars shimmer like pinpricks in black velvet.

Bruno takes one last gulp of milk from the pail, scoops up
the last of the stale bread, stands.

His *Wehrmacht*-issue boots look to be comprised more of coal
dust than leather.

BRUNO

Shoes. We need shoes.

INSERT MONTAGE:

From various vantage points and alternating between day and
night we watch as:

-- Karl (under cover of darkness) moves quickly through a
filthy chicken coop, filling his pockets with eggs --

-- Bruno (in bright daylight) ducks between white sheets,
stealing pants, shirts, and a jacket from a clothes line --

-- Karl (under cover of darkness) unties a swayback draft horse corralled outside a tumbledown barn --

-- Bruno (in bright daylight) reaches up to a window ledge (dressed as a civilian) and steals a cooling babka --

-- Karl (under cover of darkness) leads Bruno and the horse through the ruins of a decimated village --

-- Bruno (in bright daylight) bends to drink from a narrow stream as heavy, dark clouds loom in the distance --

-- Karl (under cover of darkness) uses an impromptu spit to cook a stolen chicken over a crackling fire --

He too is dressed now in baggy woolen trousers and a dirty canvas jacket. The clothes of a farmer, not a soldier.

END MONTAGE.

EXT. CLEARING - NIGHT

By the light of the flickering fire, both men stare at the chicken greedily.

The stolen horse behind them is tied to a tree. No saddle.

A small creek clogged with weeds trickles between them and the horse. Next to the creek, a dirty section of tarpaulin tied between two trees for shelter.

Again, the moon is out - casting strange shadows.

BRUNO

Wine. Why did we not think to steal some wine?!

No response from Karl.

BRUNO (CONT'D)

Or vodka! What I wouldn't give for a sip of--

KARL

(sternly)

Enough.

Bruno glares at him through the flames. After a second:

BRUNO

She can't possibly have waited for you. Saved herself for you.

Karl bites his lip, turns the chicken roughly.

BRUNO (CONT'D)
 And heaven knows what we'll find
 when we get back. If we--

Another pained moment of silence.

Bruno stares at his boots. They're still a shambles. Karl's too. And a dead give away. German army boots.

BRUNO (CONT'D)
 Say she *is* there, say she survived.
 There can't be much else left... of
 the city, of Germany, of--

Karl pulls the chicken from the flames, blows out a section of wing that has caught fire.

BRUNO (CONT'D)
 I mean, that village. There was
 nothing left. Still!
 (beat)
 They would be right to want
 revenge. Retribution.

PLINK. PLINK. PLINK.

The light beginnings of a rain shower. Karl looks up.

And, suddenly, the shower morphs into a drenching, heavy downpour. Torrential.

Both men leap to their feet and run for the cover of the tarpaulin (with the still smoldering chicken).

The fire goes out.

INT. APARTMENT BLOCK, TOP FLOOR HALLWAY - [FLASHBACK]

Back to the apartment block, now in grainy AGFA COLOR.

Freddy's body falls in SLOW MOTION backward to the floor. His gun STRAFES the ceiling. He hits with a THUD.

The frame rate RAMPS BACK UP to full-speed.

The boy reloads, takes aim.

KARL (CONT'D)
 You're just a--

The boy fires.

BANG!

Karl squeezes the trigger.

BURP! BURP! BURP!

The boy is cut nearly in half.

END FLASHBACK.

EXT. CLEARING - DAWN

Karl JOLTS awakes with a start still beneath the tarpaulin (now sagging with a heavy load of rainwater).

We're back to BLACK AND WHITE.

He looks around frantically, as if having fully forgotten where they were.

Bruno doesn't stir.

POP! POP! POP!

The sound of distant GUNFIRE. Again, it almost sounds like fireworks. Jubilant not dangerous.

From further off, in the opposite direction, BANG! BANG! BANG! Heavier fire in return.

The sound of an ONGOING FIREFIGHT somewhere in the deep woods all around them.

KARL
Wake up. Wake up!

He shakes Bruno roughly.

BRUNO
What?! What is--

BURP! BURP! Automatic weapons fire.

Without another word, both men scramble to their feet.

Karl gathers whatever he can find. Bruno hurries to untie the horse.

KARL
No! Leave it!

WHIZ! A single bullet whips right over Bruno's shoulder - hitting the horse in the neck.

The horse rears up, WHINNYING loudly. Blood gushes down its withers and flanks in thick rivulets.

KARL (CONT'D)

GO!

More bullets THUD into the trees all around them.

EXT. FOREST - DAWN

Karl leaps across the stream and runs frantically full-bore through the trees.

Bruno is right behind him, in a daze.

Suddenly, BURP! BURP! BURP! The distinctive and now far too familiar sound of Red Army PPs-43s.

But the sound is coming from dead ahead of them - from right where they're running toward.

Karl skids to a stop.

To their left, a steep downward slope to a narrow, boulder-dotted ravine. He leaps over the edge and runs downhill as more GUNFIRE swarms all around them.

Bruno follows him down, barely able to keep a firm footing.

BRUNO

Where is it coming from?! Where--

KARL

I don't know! I don't--

Karl trips over a fallen log, tumbles end-over-end through the underbrush.

Above and below them, the sound of MEN'S VOICES hurling epithets while exchanging gunfire.

By the sound of it, they're all speaking Russian. Or possibly Ukrainian? Or both.

EXT. RAVINE - DAWN

Karl rights himself, his face bleeding, and skids to a stop behind a jagged boulder. Bruno shoves himself behind the same boulder.

Their chests are heaving and their eyes are full of fear.

From high above and behind:

MAN'S VOICE (O.S.)
 (in subtitled Russian)
 It is useless to run! Surrender! We
 outnumber you ten to one!

A smattering of RETURN FIRE from unseen shooters.

MAN'S VOICE (CONT'D)
 Chuprynka is a traitor! A
 collaborator! A war criminal!
 (beat)
 The fight is over! Surrender or
 die, each of you! And your
 families!

Karl and Bruno share a quick, nervous glance. Only Karl is
 able to pick up bits and pieces of what's being said.

From out of nowhere, a heavy-set BEAR OF A MAN dressed in a
 worn leather jacket and a wool cap ducks behind the same
 boulder next to Karl and Bruno.

He's clutching a hunting rifle and has a pair of battered
 binoculars dangling from his neck.

ARTEM
 (in subtitled Ukrainian)
 Where are your weapons?!

Meet ARTEM MELNYK (30s) a hardened Ukrainian insurgent with
 a mischievous glimmer in his eyes.

Both Karl and Bruno simply stare back.

ARTEM (CONT'D)
 Never mind. Come. This way. Rear
 flank!

He wags his head to his right - where we see, in the
 distance, a small group of ragtag UPA SOLDIERS moving from
 tree-to-tree back up the slope.

They're not wearing uniforms and look like men more
 accustomed to clutching scythes than scavenged rifles.

ARTEM (CONT'D)
 Hurry!

Artem leaps to his feet, runs diagonally across the steep
 pitch back toward his men.

In the distance, more RED ARMY GUNFIRE - headed in the wrong
 direction. Away.

Karl and Bruno turn and run, hunched as low as they can to the ground, toward the Ukrainian fighters.

Artem wordlessly gestures for them to fall in behind his men. And they do - drawing apprehensive stares from a few of them. *Who the hell are these two?*

But no one stops. Higher and higher and higher they climb until we reach --

EXT. RAVINE LIP - DAWN

Artem's men crest the lip of the ravine and scurry through the trees toward where we last heard gunfire.

Artem pauses behind a tree, directing traffic. At the sight of Karl and Bruno again, he puts a hand up.

ARTEM
(still in Ukrainian)
German?

Both men seem stunned.

ARTEM (CONT'D)
Your boots.

Karl switches to broken Polish:

KARL
(in subtitled Polish)
Prisoners. We escaped from--

Artem lifts a hand to silence him. *No need explain.*

ARTEM
(in subtitled Polish)
The enemy of my enemy is my friend.

He thrusts a hand inside his jacket, pulls out a well-tended pistol, tosses it Karl's way.

Karl catches it awkwardly.

ARTEM (CONT'D)
(to Bruno in Polish)
Sorry, that is all I have.

BRUNO
(to Karl)
What is he saying?

Artem gestures forward with his rifle and then takes off quickly after his men.

Karl stares at the pistol in his hand.

KARL

He says he's our friend.

Karl pushes off the tree, on the run after Artem.

BRUNO

What?!

EXT. CLEARING - MOMENTS LATER

Karl and Bruno follow Artem and his men into the same clearing they were camped in earlier.

The same water-logged tarpaulin. The same smoldering embers. The same horse, now dead - its head held gruesomely aloft by the lead tied to a tree.

Artem slows, his eyes cast to the trees in the distance - where close to forty RED ARMY SOLDIERS fan out in the opposite direction.

One of Artem's men, PAVEL (40s) takes aim. Artem reaches a hand out and lowers the barrel of his gun.

ARTEM

(hushed)

No, Pavel. Too many.

In the distance, the Red Army soldiers slowly disappear into the trees. It's like the forest is swallowing them whole.

PAVEL

But...

ARTEM

We will have our chance. For now...

He turns, casts his eyes toward the dead horse.

ARTEM (CONT'D)

...it is better to save ammunition.

Reaching inside his jacket, he pulls out a half-full, clear glass flask of brandy.

ARTEM (CONT'D)

Until then, we deal with these...

CLINK! He pops the lid open and takes a huge swig.

ARTEM (CONT'D)

...horse killers.

KARL

No, wait. That wasn't-- We didn't--

Artem charges at Karl - wrapping him up in a ferocious embrace. The pistol Artem gave him falls to the ground with a muted CLACK!

ARTEM

Maybe if we fed you a decent meal...

Artem lets him go. Karl stumbles backward. Bruno watches, petrified - having no idea what's going on.

ARTEM (CONT'D)

...you'd stop stealing my uncle's--

POP! BANG!!

A single bullet fired from somewhere behind Artem and his men WHIZZES through the air and shatters the flask in his hand. Shards of glass go flying.

Before anyone can react:

RUSSIAN COLONEL (O.S.)

Hands where we can see them!

EXT. WHEAT FIELD - DAY

Their weapons confiscated and their hands bound behind their heads, Artem and his MEN march slowly across yet another vast field of wheat.

A handful of WEARY RUSSIAN SOLDIERS follow at a safe distance, guns drawn.

Artem, Karl, Bruno, and Pavel are side-by-side.

ARTEM

To Berlin, on foot? Are you mad?

Catching one word but not the drift, Bruno volunteers:

BRUNO

Or the front, whichever comes first.

ARTEM

(to Karl)

How much did they tell you? At the camp.

BRUNO
 (to Karl)
 What did he say?

RUSSIAN SOLDIER
 (from the rear)
 Quiet!

KARL
 (to Artem, hushed)
 About what?

ARTEM
 The end of it all.

KARL
 Nothing.

Artem wags his head.

ARTEM
 Bastards. Not that you deserved to
 know. But the war ended *years* ago.
 In 1945. They tried to burn his
 body in a trench so that nobody
 could find it. Parade it around
 like Mussolini's.

Karl seems both stunned and heartened by the news.

In the distance, we see the steam of an approaching
 locomotive on a set of tracks on top of a tall gravel berm.

The only sign of normalcy, civility, the wider world.

KARL
 Then what are you-- what are you
 fighting for?

ARTEM
 The liberation and friendship of
 all peoples. A free Ukraine rid of
 fascist occupiers.
 (beat)
 First the Poles. Then the Germans.
 Then the Bolsheviks. Perhaps the
 Americans next.

RUSSIAN SOLDIER
 You there. Shut your mouth!

ARTEM
 (under his breath)
 Freedom of speech.

For a moment, the men continue tromping along in silence.

KARL

Where are they taking us?

ARTEM

Jaworzno most likely. One of your concentration camps. Or further on into Poland like the rest. Doesn't matter. Wherever we go, the fight comes with us.

We slowly CRANE up as the train TRUNDLES by.

I/E. TRAIN CAR / WHEAT FIELD - DAY

Looking as though she hasn't slept or eaten in days, Meta gazes out the window at the men being ushered at gunpoint across the wheat field.

META

(toward the window)

Will it never end?

Inside the train, a BEARDED MAN a few rows back squeezes out a delicate flurry of SWELLING NOTES on a tiny concertina. She turns away from the window, toward the MUSIC.

Of course she doesn't know that all that separates her from Karl is half an acre of wheat and a thin pane of glass.

EXT. TROOP TRANSPORT - DAY

With their hands still tied behind their heads, Karl and Bruno climb up into an open-topped troop transport along with Artem and his men.

A TEENAGED GUARD with a long gun BARKS up into the thicket of haggard resistance fighters:

TEENAGED GUARD

(in subtitled Russian)

One more word out of any of you and
I will kill all of you myself!

The truck RUMBLES to life. Another YOUNG GUARD, hefts the tail gate closed with a BANG!

And the truck peels off to who knows where.

Karl (and most of the rest of the men) slowly draw their hands up and over their heads while their bodies jostle.

Not a peep from anyone.

Exhausted, starving, and entirely helpless, Karl reaches up, pulls the brim of his pilfered hat down over his eyes, and tries to catch some rest.

And, slowly, we FADE TO --

INT. WOLF'S LAIR, LOUNGE - DAY [FLASHBACK]

From BLACK AND WHITE we're back to milky AGFA COLOR. But this time, we're not somewhere lost in Karl's imagination.

Instead, we're back at the Wolf's Lair - at precisely the moment Hitler nearly smashed Karl's fingers to bits with the piano keyboard cover.

It's a memory, not a dream.

The same discordant DECAY of every note struck at once hangs in the air as Karl (still in his undergarments) stares at his trembling hands.

Abruptly, Hitler (again, now in color) reaches across himself to a nearby bookcase, pulls down a wooden metronome, SLAMS it down onto the music shelf, hard.

THUD! Every sound is too loud, too bright.

Karl does not know what to do. But his face says it all:
Run! As fast as you can. RUN!

But, before he can, Hitler, WHEEZING, throws himself down onto the piano bench right next to him (to his left).

Slowly, Hitler reaches a hand out, adjusts the gravity slider on the metronome, and releases the pendulum.

TOCK! TOCK! TOCK! TOCK! It hammers out time.

Then, with an alarming gentility, Hitler slowly lifts the piano key cover again - CRRRREAK!

HITLER
(quietly)
Sonata number 29 in B Flat Major.
(beat)
Four hands.

What the hell?!

Hitler nods his head in time to the music, hands up, eyes to the keys. The heel of his shoe SQUEAKS across the floor.

Karl, stunned, mirrors his posture - his mind racing to recall the opening to the sonata (one of the most technically difficult pieces in all of piano literature).

With a heavy nod - sending beads of fever-driven sweat down his forehead and onto the keys, Hitler sends the cue.

And they're off!

After the THUNDEROUS opening, we drift into a lacy river of fleet-footed HIGH NOTES - all on Karl's side of the piano. He handles them deftly.

But then, as Hitler BANGS out a few contrasting deeper chords, it quickly becomes painfully obvious. He's a hack, a dilettante. Barely able to keep up.

His stubby fingers struggle to cleanly strike increasingly complex combinations of notes until Karl can no longer stand it. He reaches across himself and his Führer to...

Everything stops.

Hitler lifts his fingers from the keys, clenches his jaw. His cheeks flush with rage. Or is it embarrassment?

Karl sits frozen, beside himself. *What to do? What to do?*

And, in a fit of anger, Hitler slaps the still TICKING metronome with the back of his hand. It skids across the ebony, smacks the far wall, and hits the floor with a THUD!

HITLER

AGAIN!

EXT. RAIL YARD - DUSK

The troop transport GRINDS to a halt. Karl awakens with the jolt. We're back to BLACK AND WHITE.

A hard-nosed COMMANDER throws open the tailgate, SHOUTING:

COMMANDER

(in subtitled Russians)

Everybody out!

Across from Karl, even Bruno understands. But Karl, visibly shaken, barely budes.

BRUNO

(to Karl)

What is it?

Bruno pulls Karl to his feet with his bound hands.

COMMANDER
Hands behind your heads!

Karl complies. But something in his face has changed. A hint of fury. Guilt transformed into anger. A rekindled will to claw his life back, at all costs.

Never. Again.

Saying nothing (his eyes scanning Karl's) Bruno leaps from the bed and onto the ground. Karl follows.

And, together, they fall-in behind a large crowd of DISHEVELED REFUGES being marched toward a waiting train.

The cars of the train are eerily familiar. Freight cars meant for animals, not people.

Artem and his men are, for some reason, nowhere to be seen.

KARL
(hushed, to Bruno)
On my signal, *prestissimo*. Run.

BRUNO
(barely audible)
What? No!

Karl looks quickly around. All of the assembled RED ARMY SOLDIERS have their eyes (and their weapons) fixed on the train, not on the masses snaking toward it.

BRUNO (CONT'D)
Are you insane?! This is our ticket home. Our way to--

KARL
(ignoring him)
Now!

Karl, with his hands still tied behind his head, turns and sprints away from the queue - bobbing and weaving through the shuffling throngs.

BRUNO
Dammit!

Bruno finally takes off after him, reluctantly.

The glazed eyes of everyone he passes - MEN, WOMEN, CHILDREN - glare exasperatedly back at him as he passes.

Up ahead, we see a vast brick warehouse. One corner has been blown out by a long ago bomb blast.

Karl runs for it. Bruno struggles to keep up.

So far, SILENCE. Not a shot. Until:

YOUNG SOLDIER (O.S.)
(in subtitled Russian)
Stop! Halt!

Neither man does.

And, as they claw their way up the mountain of bricks blocking the warehouse's open corner, shots ring out:

BURP! BURP! BURP!

EXT. WAREHOUSE - DUSK

Bullets THUD and RICOCHET all around Karl and Bruno as they frantically scramble up the pile.

Karl reaches the top first, leaps down the other side. Bruno dives face-first over after him.

And the two of them topple down into the darkness, miraculously unscathed. Or so it seems.

INT. WAREHOUSE - DUSK

Even with the missing section of wall, the building is so vast it takes a moment for our eyes to adjust.

Karl gets to his feet first, struggles to lift his bound hands over his head.

BRUNO
What the hell are you doing?!

As the GUNFIRE subsides, Karl takes off running through the warehouse. Bruno sprints after him.

BRUNO (CONT'D)
Stop trying to get me killed!!

Up ahead stand massive, hulking piles of material. At first they're hard to make out. But then, as Karl slows, we finally get a clearer glimpse.

To his right, a heap of hundreds and hundreds of fur coats. To his left, a tangle of suitcases. Each suitcase has a name written on it in smudged chalk.

KARL
What is this place?

Bruno passes him by - his eyes drawn toward a glittering pile up ahead.

BRUNO

Oh my god.

Karl looks.

It's a giant mound of MUSICAL INSTRUMENTS. Woodwinds, brass. Tubas, flutes, trombones - all likely seized years ago and presumably waiting to be melted down by the Russians.

By the looks on their faces, both men know instantly. These are *stolen* belongings. Nazi plunder. The possessions of the dead, the murdered.

Karl's feet falter and he drops to one knee, overcome.

But then a shadow cuts across the space - RUSSIAN SOLDERS climbing over the bricks after them.

Bruno grabs Karl by collar with his bound hands, yanks him to back his feet.

And, together, run for their lives.

EXT. SOVIET LABOR CAMP, GATE - NIGHT

Meta stands in her dust-suffused wool coat outside the gate to the labor camp from earlier.

The same bald Commandant stands inside the barbed wire, flipping through a sheaf of papers.

Meta flashes him some documents of her own. The papers she stole from the bureaucrat back in bombed-out Berlin.

META

Lang, Karl. Born--

BALD COMMANDANT

Rank?

META

Gefreiter. Private. Formerly--

BALD COMMANDANT

Who are you?

META

His...

She hesitates briefly, twists the ring on her finger. The wrong finger.

META (CONT'D)

His wife.

The Commandant looks up.

BALD COMMANDANT

Well, I'm sorry to inform you...

He flips over the pages in his hand.

BALD COMMANDANT (CONT'D)

...your travel has been in vain.

META

But-- they told me at the-- they
told me he was here.

BALD COMMANDANT

He was. But he attempted to escape.
Six days ago.

A stunned glimmer of relief washes across Meta's face.

BALD COMMANDANT (CONT'D)

And was killed while fleeing.

Meta's knees buckle. It's as if the same mound of bricks
Karl just climbed has fallen directly down on top of her.

BALD COMMANDANT (CONT'D)

Apparently.

META

Ap-- Apparently?!

The Commandant shoves his papers under one arm and turns.

BALD COMMANDANT

My apologies.

All she wants to do is reach out and pull him backward
through the barbed wire in a fit of rage.

Instead, the Commandant strides confidently away.

BALD COMMANDANT (CONT'D)

I'm sorry we do not document our
victims as *exactly* as you do.

As he walks away, Meta's anger slowly crumbles into a soul-
crushing sorrow. Every ounce of her formerly indomitable
spirit melts away.

Extinguished.

EXT. ORCHARD - NIGHT

Karl and Bruno sprint through an orchard just beyond the ruins of what appears to be a once thriving city. The city they just escaped.

There's still some light in the sky, but not much.

Karl is clearly limping. Injured.

BRUNO

But why?!

KARL

On the map Freddy drew! Görlitz.
The new border. The Oder River runs
right through it! We swim it and
we're back in Germany!

BRUNO

Slow down. Are you--

KARL

It's nothing.

Still on the run, Bruno squints at Karl's boot.

BRUNO

You're bleeding.

Karl refuses to slow.

KARL

I'm fine!

Bruno stops dead, hands on his knees. GASPING.

BRUNO

Stop.

KARL

No! We must--

Bruno bats an arm his way.

BRUNO

You bleeding to death with god
knows how many kilometers to go...
where do you think that leaves me?!

Karl finally slows. The blood has already soaked through to the surface of his right boot.

KARL
Please, I can't get captured again!
We must go HOME!

Bruno stands.

BRUNO
And then what? Wait for the next
fucking war?

Karl hobbles over, wincing with each step.

KARL
Listen--

BRUNO
No, you listen!

Bruno reaches up, RIPS an apple from the nearest tree.

BRUNO (CONT'D)
They're not going to want us back.
Either of us, cowards.

He takes a voracious bite. Just the sound - CRRRACK! - makes
Karl's mouth water.

Chewing, Bruno yanks another apple down, tosses it to Karl.

BRUNO (CONT'D)
Let me see it.

EXT. UKRAINIAN VILLAGE - NIGHT

Utterly alone and entirely overcome, Meta stumbles her way
back through the tiny rural village we saw earlier clutching
nothing but her useless sheaf of papers.

Tears are streaming down her face. *It was all for naught.*

EXT. ORCHARD, TREE - LATER

Bruno kneels - putting the finishing touches on an impromptu
bandage wrapped around Karl's right ankle.

Blood is already blooming through it.

BRUNO
There. Was that so hard?

Karl wags his head, tosses away the core of his apple.

KARL
Thank you.

BRUNO
Can you put weight on it?

Karl nods, uncertain.

KARL
Do you really think--

The WAIL of a distant locomotive cuts him off. Both men look to see a different train (mostly open empty flatbed freight cars meant for fallen trees) CHUGGING along a nearby track.

Karl pushes himself to his feet, slams his bandaged foot back inside his bloody boot.

Bruno quickly fills his pockets with apples.

KARL
Let's go! GO!

Together they run for the tracks.

EXT. TRAIN TRACKS - CONTINUOUS

Both men sprint for the train. It's all Karl can do to block out the pain.

Bruno reaches the gravel berm lining the tracks first, scrambles up and alongside the train.

BRUNO
Hurry!

Karl follows him up.

Bruno LEAPS onto the open bed of the nearest car, spins back around, thrusts a hand down toward Karl.

BRUNO (CONT'D)
Grab my hand!

Karl is flagging. In pain. Exhausted.

BRUNO (CONT'D)
Come on you stupid fucking
daydreamer. Jump!

KARL
I can't--

BRUNO
Do it!

Karl closes his eyes - and jumps.

Bruno barely catches his hand, HEAVING him up onto the bed.

And the two men lay back on the bed, GASPING.

Above, nothing but stars.

After a second:

BRUNO (CONT'D)
(out of breath)
When we make it, what will you do?

KARL
(clearly in pain)
Leave.

BRUNO
To where?

KARL
States.

BRUNO
You and your stupid Hollywood--

KARL
Not Hollywood. Not anymore.
(gasp)
Somewhere normal. Peaceful. Where
people are decent. Kind.
(deep breath)
Michigan. Ohio?
(pronouncing the S)
Illinois.

Bruno just lets this hang there for a moment.

Then, LAUGHING:

BRUNO
The 's', I think it's silent.

EXT. BERLIN - NIGHT

Back in Berlin, Meta walks through the ruins of the decimated city clutching her worn leather suitcase.

Lit by the light of the moon, her face is a study in mind-numbing grief. A woman bereft of a reason to continue.

But where is she going? Leaving? Forever? Starting over?

It's hard to tell. Hard to know.

EXT. GÖRLITZ, POLISH BORDER - DAWN

Crouched in the thick underbrush lining the swift river dividing the city (and now two countries), Karl and Bruno cast their gazes to a narrow bridge.

At either end of the bridge stand armed BORDER GUARDS - tending to their respective sides of the frontier.

Beyond the spires of a small, ornate medieval cathedral on the other side of the river, the sky is slowly brightening.

Under normal circumstances, the setting would seem undeniably pastoral. Bucolic.

KARL
(hushed)
Tell me you can swim.

Cracking a faint smile, Bruno nods.

KARL (CONT'D)
Quick as you can. But don't make a
sound until--

Without so much as a word back, Bruno pushes himself through the reeds and into the water - cutting across the mirror-like surface with barely a sound.

Karl thrusts a hand into his jacket, pulls out the map and Freddy's letter, holds both aloft to keep them dry as he slips into the water.

Above, not a hint of alarm from the guards on either side of the bridge.

Then, much to our surprise, MUSIC. A waltz BURBLING over a phonograph player somewhere far-off across the river on the German side. *Strauss?*

Yes. It's Waltz Op. 316 by Yohann Strauss II (otherwise known as "The Artist's Life").

This time, instead of blocking out the MUSIC, Karl grins weakly at the sound of it - finally letting it in again.

And, as the TUNE wafts out into the darkened night sky, he pushes himself slowly and steadily onward across the river - stroke-by-stroke in-time.

Eventually, the two men make it to the far shore.

Sopping, they crawl from the water into the willows on the other side, and quickly disappear from view.

The WALTZ plays on - mingling with an out-of-tempo TICKING and the now familiar discordant DECAY of a piano.

INT. WOLF'S LAIR, LOUNGE - NIGHT [FLASHBACK]

With the shattered metronome still miraculously TICKING on the floor beside the still HUMMING piano, we're back in grainy AGFA COLOR - back inside the Wolf's Lair.

Karl, petrified, slowly draws his trembling fingers back across to his side of the piano. Beside him, Hitler FUMES.

KARL
(quietly)
The *adagio sostenuto*, centered on F
sharp minor.

Slowly, Karl takes over the whole keyboard - delicately unfurling the doleful third movement.

His only way of coping.

KARL (CONT'D)
Often called the mausoleum of
collective sorrow.

Saying nothing, Hitler watches Karl's fingers as they fly from key to key.

KARL (CONT'D)
Sixteen minutes. Twenty-five. It
all depends on how you play.

Karl slowly plays on, masterfully leaning into his fear.

KARL (CONT'D)
Deep sorrow for which there is no
remedy. Ending in the immeasurable
stillness of utter woe.
(beat)
A Picardy third.

Karl strikes the third, lifts his fingers from the keys. The ethereal sound hovers in the air all around the two men.

KARL (CONT'D)
The most magnificent monologue
Beethoven ever composed.

END FLASHBACK.

INT. HOLLYWOOD SOUND STAGE - CONTINUOUS [DREAM SEQUENCE]

We suddenly leap from the Wolf's Lair back to the sound stage - and from milky AGFA COLOR to TWO-STRIP TECHNICOLOR.

Still seated side-by-side on the piano bench (now alone at the center of the vast stage) Karl and Hitler both stare at the keys as the CHORD Karl just struck fades.

Hitler's fingers still hover over the keyboard.

Suddenly, and without warning, Karl SMASHES the keyboard cover down with a deafening BANG!!

END DREAM SEQUENCE.

EXT. COUNTRY LANE, SAXONY - MORNING

Abruptly back in BLACK AND WHITE, Karl and Bruno trudge along a narrow country lane in a daze. Drenched but alive - and back in Germany once again.

BEEP! BEEP!

The horn of an approaching car BELLOWS.

Karl turns to look. It's some sort of delivery van.

The van slows to a stop. And the driver - a PLUMP MAN with a thin mustache and a welcoming face - cranks the passenger side window down.

SQUEAK! SQUEAK! SQUEAK!

PLUMP MAN
(in subtitled German)
Where are you going? Are you lost?

Both men nod as if they're both about to shout back: yes!
But then Karl ventures, his voice QUAVERING:

KARL
Berlin. We are going to Berlin.

PLUMP MAN
Which sector? British, French,
Soviet, American?

Over the THRUM of the engine, both men draw a blank.

PLUMP MAN (CONT'D)
I can take you as far as Lübbenau
but no further.

The plump man smiles.

PLUMP MAN (CONT'D)
Hop in back. But don't eat all my
bread!

Both Karl and Bruno look as if all they want to do is cover the man's pudgy face with sloppy kisses.

PLUMP MAN (CONT'D)
Well, come on, now! We haven't got
all day!

EXT. BERLIN - DAY

From the countryside of rural Saxony, we're suddenly transported to the harsh, desiccated wasteland of central Berlin. Which sector? Unknown.

KARL
No, no...

His damp jacket dusted with breadcrumbs, Bruno walks slowly along a still debris-lined avenue with his mouth agape and his eyes radiating a deep dismay.

BRUNO
Where did it all go?

Karl slows to a stop below a mangled street sign, recognizing the names.

Looking to his right - again, near-total devastation as far as the eye can see - he pulls his cap off and runs an open palm across his scabbed and stubble-covered head.

KARL
I think-- I think this is me.

Bruno pauses, turning toward him slowly - the thought of the two of them parting ways after everything they've endured together hitting him hard.

BRUNO
Are you sure?

Karl nods.

And then Karl steps toward him and wraps him up in his arms.

Saying nothing, both men erupt into a furious fit of uncontrollable, convulsive sobbing.

Just two men locked in a forceful embrace, weeping.

Slowly, Bruno pulls himself free - tears having cut thick tracks through the grime on his cheeks.

BRUNO (CONT'D)
(his voice breaking)
Don't forget. She's far beyond your league.

And, with that, he quietly turns to go. Neither man bothers to wipe away the tears.

KARL
(not pronouncing the S)
If you're ever in Illinois...

Bruno bats a hand back at him, afraid to look back.

KARL (CONT'D)
...look me up sometime.

Bruno nods. *I will, my friend. I will.*

EXT. BOMBED-OUT TOWNHOUSE - DAY

Still in BLACK AND WHITE, we stand staring at a small, ivory calling card - Meta's calling card.

It's clearly seen better days. But even though it's rumpled and worn and suffused with coal dust, we can still make out the engraved address.

The card comes down, and we see what's left of a ruined townhouse. The whole right side of the building is open to the elements.

And a huge pile of bricks sits below the void as if waiting to be magically thrust back into place.

By all signs, no one could possibly still live here.

Fearing the worst, Karl gently pockets the card, steps across what's left of the street, and solemnly climbs the stairs like a man going to the gallows.

On the way, he dusts his shoulders and tugs at the lapels of his tattered, filthy canvas coat.

Hope beyond hope. Beyond reason.

And as he climbs, Karl's right hand drifts to his dusty pant leg - nervously tapping out a 4/4 tune. It's a tic and a hint of return. Musicality still abiding, against the odds.

Slowing at the crest of the stairs, Karl takes a deep breath, closes his eyes, reaches for the brass knocker.

KNOCK! KNOCK! KNOCK!

Nothing at first. Just as suspected. But then --

EXT. FRONT DOOR - KARL'S POV

The front door unexpectedly FLIES opens - revealing:

Meta standing on the threshold.

Her face is luminous. Radiant. Beaming. A vision.

She GASPS, lifts her left hand to her lips. On that hand, on the ring finger: a tiny glint of light.

The ring.

EXT. FRONT DOOR - ON KARL

Karl and the ruins all around him SLOWLY DISSOLVE from BLACK AND WHITE to MODERN TECHNICOLOR.

Not two-strip, full-color. The color of now. Lush blues. Vibrant reds. Deep, dark grays and greens.

And the aspect ratio swells from 4:3 to 16:9.

Karl, his dirty cheeks flushed a faint pink, parts his trembling lips to speak:

KARL
Good morning.

CUT TO BLACK.

ROLL END CREDITS --

To "Take the 'A' Train" by Duke Ellington and His Orchestra.

THE END