

INVITATION TO VALHALLA

Adapted for the screen by

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Screenplay written by

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Based on the novel By

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Inspired by true events

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I/E APARTMENT - PARIS - NIGHT

We're looking through a window into a humble apartment, where the striking ISABELL SANTOS (19) dries dishes and places them in various cabinets on either side of her. She hums to herself. It's a quiet night.

We pull away from her, revealing that this apartment is on the third floor of a building in a not-so-great part of town. Snow flurries drift about outside.

TEXT: Paris, France, February, 1942

We continue pulling back, until we're all the way across the street and can barely see her.

The person watching her through a pair of binoculars, however, has a much better view of her.

EXT. ROOFTOP - NIGHT - CONTINUOUS

It's too dark to get a good look at Isabell's voyeur, but what we can see is that the person watching her is a blonde woman, mid-twenties. She lays on a rooftop, barely moving, barely blinking.

She checks a watch, then scans the street, where not a soul stirs. It's a quiet night.

BINOCULARS POV: Isabell is done with the dishes. She dries her hands and goes into the adjacent bedroom, turns on a light, and begins to get ready for bed.

Back in the kitchen / dining room, the door to her apartment silently opens and THREE MEN enter, each bigger than the last, all in Gestapo uniforms. Isabell is unaware.

The woman watching her across the street lowers her binoculars, concerned. We get a brief look at her face.

EXT. PARIS, FRANCE - EVENING

A car comes into view, its hood parking directly in front of us, showing the Nazi flags which adorn the front corners.

TEXT: Three Months Later

The very Aryan driver, KLEIN (30s), emerges, runs around to the passenger side, and opens the door.

Out comes REINHARD HEYDRICH (38, Aryan, sexy, and evil, known as "The Blonde Beast"), dressed in his uniform.

We are at the base of the EIFFEL TOWER, which sparkles majestically as the sun sets over Nazi-occupied Paris.

Heydrich glares up at the tower for a moment. Klein waits nervously, awaiting his next order.

TYPEWRITER TEXT: Reinhard Heydrich - Director of the Reich Main Security Office, Reichsprotector of Bohemia and Moravia

And below that, more importantly:

Chief Architect of the Holocaust

HEYDRICH

(in German)

There is one woman in Europe who has yet to spread her legs for me. Care to guess who that is?

KLEIN

Erika Lehmann?

HEYDRICH

Erika FUCKING Lehmann. I should've had her shot when she said no. And now this.

He heads toward one of the tower's four legs; Klein follows. Their path is lined by soldiers giving the Nazi salute; they practically shake in fear at Heydrich.

KLEIN

She claims she was acting on your orders.

HEYDRICH

MY ORD - I swear to God I'll kill her myself. I'll throw her over the railing tonight, make an example of her for every bitch in Paris to see.

KLEIN

Understandable. But her father-

HEYDRICH

Yes, her father who she's hidden behind her whole life. Let's see him get her out of this one.

I/E. EIFFEL TOWER LIFT - EVENING

Paris in all its golden-hour glory is revealed as Heydrich and Klein ascend. The lift OPERATOR, an old Parisian man, cowers behind them.

HEYDRICH

I'm tired of that prick Canaris,
I'm tired of his Abwehr, and most
of all, I'm tired of Erika Lehmann
acting like she's the Führer's
daughter.

KLEIN

She practically is. And she's
easily the Abwehr's best agent.

DING - the doors open, revealing the restaurant atop the Eiffel Tower. A French wait staff nervously stands at attention. The city sparkles below.

EXT. EIFFEL TOWER RESTAURANT - EVENING - CONTINUOUS

Heydrich and Klein exit the lift and enter the restaurant.

A GESTAPO AGENT with a widow's peak stands at attention by the elevator. He gives a "Sieg Heil" and a salute.

HEYDRICH

Then let's see how long she could
last against ten Gestapo agents.
They can all have their way with
her before they finish her off for
all I care.

(to the guard)

When she arrives, frisk her. I
don't want her armed.

GESTAPO AGENT

Of course, but she's--

HEYDRICH

But she's WHAT.

GESTAPO AGENT

She's already here.

ERIKA

Reinhard!

All heads turn, and there's ERIKA LEHMANN (24), wearing a formal gown that shows her off in every way.

She's blonde, beautiful, and Aryan - the definition of what Hitler wanted his people to be. Also, *this is the woman from the rooftop.*

HEYDRICH

(broad smile)

Erika! So good to see you! Good God, next to you, this city looks like a dump.

ERIKA

You're too kind.

(looks around)

Is this all for me?

HEYDRICH

No, it's for me, as are all things.

He gestures to a candle-lit table for two.

HEYDRICH (CONT'D)

But as I've said before, what's mine is yours.

He snaps his fingers and two waiters set two mouth-watering meals at the table.

HEYDRICH (CONT'D)

Please. Sit.

She does so. They begin their meal.

ERIKA

This is quite the display, and yet...something tells me for once in your life you're not trying to seduce me.

HEYDRICH

Ah, one of the many things I like about you - you're much smarter than you look.

ERIKA

Oh, I'm not *that* smart, I'm eating dinner with you, aren't I?

Heydrich laughs a big fake laugh and ends it with:

HEYDRICH

What the *hell* happened in February?

EXT. STREET SCENE - PARIS, FRANCE - FLASHBACK

We pick up exactly where we left off - Erika holds her binoculars, horrified.

ERIKA

No, no, no, no...

She throws down the binoculars and runs to a POWER LINE to her right. She has a rucksack on her back. From it she pulls a leather strap, which she slings over the lowest hanging power line. Her hair stands on end.

The power line stretches across the street to the building Isabell is in, which has one story less than the one Erika is on. So the power line angles down toward Isabell's building.

In Isabell's room, she is now being dragged out by the Gestapo, who have put a hood over her head.

Erika lifts her feet up and slides down the power line toward Isabell's building's roof. She picks up speed fast - sparks crackle from where her quickly-overheating strap makes contact with the line.

Now over Isabell's roof, Erika releases and HITS the roof, rolling gracefully and quickly getting to her feet. She makes a beeline for the roof-access door.

We move down to Isabell's window to see Erika rush into her apartment and find it empty. She rushes back out.

Next we move over to windows that look in at a stairwell, where the Gestapo agents rush Isabell down toward the street-

Erika RAMS into one of them from behind with enough force to send him toppling down the stairs - he doesn't let go of Isabell, and neither do the other two, so all five of them fall down the stairs into a heap.

Because we are looking in through the window, we don't see every punch and kick that follows as Erika takes on the three Gestapo agents, but we see enough to know that it's messy and painful for both sides. What Erika lacks in brute strength she makes up for in skill, speed, and fearlessness.

In the confusion, Isabell manages to get away and pull her hood off. She runs down the stairs. We follow her and leave the fight. She reaches the first floor and races out the front door -

Where she is NABBED by two more GESTAPO AGENTS. They cover her mouth and lift her off the ground with ease.

A military truck awaits a few feet away, its bed covered in canvas, like an awning. They throw Isabell into it, and the truck begins to drive off. There's a brief moment of quiet, as if they were never here -

ERIKA emerges from the front door, bruised and sporting bloodstains - some hers, some not. She sees the truck pulling out and races after it. She's almost got it, but then it picks up speed. So does Erika. Just as it looks like it's going to get away, Erika grabs onto one of the metal poles that make up the awning and pulls herself up -

She's been spotted. THREE GUNSHOTS tear through the canvas, missing her by inches. She slides over to the left. Three more holes are blasted through the cloth exactly where she just was.

One of the agents pokes his gun through the gap in the awning-

Erika GRABS him and HURLS him out the back. He tumbles into the night. Erika jumps into the covered truck bed. Isabell recognizes her.

ISABELL

Sarah?

ERIKA

Bonjour, Isabell.

The other agent frantically reloads his gun. Erika makes sure he doesn't finish. She SLAMS into him - his head TEARS through the canvas. He hangs out the side.

Ahead, the road narrows to an alley - he is going to be decapitated. Right as he's about to hit the oncoming wall, Erika pulls him back in. He tumbles to the ground and reaches for his gun. Erika KICKS it out the back of the truck.

He produces ANOTHER from his side. Before he can point it at Erika, she grabs his wrists and points the gun away. They arm-wrestle while Isabell watches in fear. He is stronger. The gun begins to point toward Erika's head-

Isabell SLAMS into him, sending his shot INTO THE DRIVER'S ARM. He forgets to let go of the wheel as he collapses in howling pain. The truck is JERKED off-course and SLAMS straight into an antique shop.

The impact sends Erika and Isabell into the back of the driver seat. The Gestapo agent, who was standing in the middle, goes through the windshield and into the shop. He doesn't get up.

A moment of silence. The driver mumbles, unconscious. Erika stumbles to her feet and offers Isabell a hand.

ERIKA (CONT'D)
 (in French)
 Do you trust me now?

Erika pulls her up.

ISABELL
 I'm so sorry, they, they told us
 not to trust anyone. That we can't
 be too careful.

Erika gestures to the wreckage around them.

ERIKA
 Clearly.

They both laugh weakly. Erika puts an arm around her.

ERIKA (CONT'D)
 Isabell. Look at me. If they had me
 strapped to a table, pulling my
 fingernails out, I still wouldn't
 talk. Why? Because what you and
 your people are doing is more
 important than my life.
 (beat)
 Besides, you're my friend.

The sound of sirens grows.

ERIKA (CONT'D)
 So please...let me help you. Put me
 to use.

Isabell thinks - she has to make a snap decision - the sirens are getting closer. Finally:

ISABELL
 We meet at 11 Rue de Babylone. Come
 tomorrow night and ask for Boris,
 Anatole, or Jules. There will be
 others there too. Don't be offended
 if they aren't friendly at first.
 Now we must leave. Quickly.

Isabell turns to exit the truck.

ERIKA
 Isabell?
 (Isabell turns)
 Thank you.

Erika SHOTS Isabell in the stomach. She falls, clutching Erika, staring incredulously, helplessly. Erika pushes her off and exits the truck.

She slips into the night just as the authorities arrive.

EXT. EIFFEL TOWER RESTAURANT - NIGHT

Heydrich stares at her, slack-jawed. Some time has passed; the sun has set. Not a single light twinkles outside - wartime Paris goes dark at night.

ERIKA

(in German)

They were all hanged a week later. An entire resistance cell crushed, their printing press silenced forever, all because *I* did my job...and stopped your finest from doing theirs. It couldn't have been more successful. And yet I have a feeling you didn't call me here to thank me.

HEYDRICH

Because you humiliated me. And the entire Gestapo.

ERIKA

She was the last lead we had on that group. If they'd killed her, then that's it, we've got nothing. I was looking out for our country. Were you?

HEYDRICH

Yes, but I'm not who you need to worry about. It's Himmler. He already knows about what you've done, and he's out for blood. The reason you're still *alive* is because he doesn't know that *you* did it. Yet. He *will* eventually find out it was you. And when he does, *you will be executed.*

Heydrich lets this sink in. He then reaches into his coat pocket...

HEYDRICH (CONT'D)

There is, however, a way I can save you from the noose.

He produces a BADGE that he offers to her.

HEYDRICH (CONT'D)

As an SS agent, you'd be
untouchable. I'm the only person
who can do this for you.

Erika takes the badge. It reads, in German (with a subtitle
in English): **SS Special Investigator Executor.**

HEYDRICH (CONT'D)

Now please, leave your useless
Abwehr spy ring, and join the heart
of the Reich.

Erika looks at the badge briefly...then offers it back.

ERIKA

I leave tomorrow morning to train
for my next mission.

HEYDRICH

I'm not taking it back. That's for
you to keep, whether you want it or
not--

She TOSSES it over the edge, where it is lost in the night.

ERIKA

If you ever cared to get to know
me, Reinhard, then you'd know my
entire life is devoted to the
Abwehr, and I'd die before I'd
leave them.

Heydrich is nonplussed.

HEYDRICH

Admirable. Loyalty is one of your
most attractive qualities.

ERIKA

(sensing where this is
going)

Thank you. I hope your trip back to
Prague is a safe one.

She starts to get up. Heydrich catches her hand.

HEYDRICH

There is...another way I can
protect you from Himmler.

(MORE)

HEYDRICH (CONT'D)

A report is being made for him now, naming you as the perpetrator of the violence against his agents. I suspect it will be on his desk in a few days' time. I can see to it a fictional name goes on the report instead of yours. That is, if...

ERIKA

No.

HEYDRICH

My flat is only a five minute drive from here.

(beat)

A night with me is a small price to pay for your life, don't you think? You could do much worse...

ERIKA

I said no.

HEYDRICH

Take a moment for once to *think-*

She tries to pull away from him, but he holds his grip.

ERIKA

Heydrich, *please -*

Heydrich stands up, no longer playing nice for her.

HEYDRICH

I will be in Himmler's office in two days, and unless you do every last command I give tonight, I will personally tell him what you did to his agents.

Erika gazes up at him in fear...and then a switch flips somewhere inside her. Using her thumb, she pushes into the pressure point on his wrist.

He tries to pull away, but now it's Erika who won't let go. She puts her other thumb on the spot, doubling the pressure, then TWISTS his wrist to an uncomfortable angle, forcing him back down to his seat.

He tries to call out, but Erika places her hand over his mouth and checks over her shoulder - the guard hasn't noticed yet. Erika gets to kissing distance of his ear.

ERIKA

During training at Quenzsee, a boy once made a similar proposition to me. I broke both of his wrists so he couldn't relieve himself for a month. I'm tempted to do the same to you.

And she means it - her eyes are dark flames. Her thumbs dig in harder, causing him to moan in pain -

ERIKA (CONT'D)

(sweetly)

But instead, I'll simply say 'good night, and thanks for dinner.'

She lets go and stands up straight, then turns on her heels and heads for the elevator, leaving Heydrich to clutch his injured wrist.

HEYDRICH

You're a dead woman, Erika. Never mind Himmler, I'll see to it myself!

A servant holds the lift door open for her. She turns back to Heydrich.

ERIKA

Are you forgetting who my father is?

She gets on the lift.

HEYDRICH

There's no one who can protect you anymore, and there's nowhere in Europe you can hide.

ERIKA

I don't need protection. And I won't be in Europe for long. Didn't you hear? My next mission is in America.

Title Card: INVITATION TO VALHALLA

INT. GESTAPO HEADQUARTERS - BERLIN - DAY

Heydrich marches down a large, mostly empty hallway sporting Nazi flags. Secretaries sit at desks on either side of him. Just like in Paris, each one of them stands up, at attention, and gives the Nazi salute as he passes them.

SECRETARY 1
Guten Morgen, Herr Heydrich.

SECRETARY 2
Guten Morgen, Herr Heydrich.

To Heydrich's left, a man emerges from a door which leads to the basement. We only catch a glimpse of the dark staircase leading down...and briefly hear the sounds of agonized, uncontrollable screams coming from below.

TYPEWRITER TEXT: Gestapo Headquarters, Berlin, Germany

Heydrich reaches a door at the end of the hall, gathers himself, and enters.

INT. HIMMLER'S OFFICE - DAY - CONTINUOUS

HEINRICH HIMMLER (42, a worm of a man) stands at his desk, facing KARL LEHMANN (53), a man with an impressive, thick mustache who does not look his age.

Neither of them fear Heydrich or give the salute like the others. We focus on Himmler.

TYPEWRITER TEXT: Heinrich Himmler - Reichsführer-SS, Commander of the Gestapo

Below that, to clarify:

TYPEWRITER TEXT: Hitler's Right-Hand Man

HIMMLER
I never take last-minute meetings, and Karl was supposed to leave for Lisbon yesterday, so I will assume for your sake that this meeting is of the utmost of importance.

HEYDRICH
I know who attacked our Paris agents in February.

Himmler's eyes light up.

HIMMLER
Outstanding. Justice prevails.

KARL
Congratulations. As this has nothing to do with me, I'll see myself out, and thank you for wasting my time.

Karl turns to leave -

HEYDRICH

Stay. It has everything to do with you. After all, it was your daughter who attacked them.

ON KARL: Facing away from them, they don't see the dread that comes over his face. He hides it and turns to face them.

KARL

We all know my daughter would never hurt her own countrymen.

HEYDRICH

If they got in her way on a mission she would. Which is precisely what happened.

HIMMLER

Heydrich, are you positive, or is this-

HEYDRICH

She told me herself two nights ago. I'm sure you know what this means.

An awkward moment of silence between the three. Finally:

KARL

Tell me, Heydrich, are you close with the Führer?

HEYDRICH

Of course.

KARL

You spend your Christmas holidays with him?

HEYDRICH

(realizing where this is going)

No...

KARL

Does Eva Braun invite your children to spend weekends with her swimming in the lake at Berchtesgaden?

HEYDRICH

I don't believe so.

KARL

No, I don't believe so, either. You see, the Führer calls Erika his Tschapperl, his darling, every time he sees her. He asks me about her whenever we meet, which is often, and he deeply enjoyed spoiling her with gifts when she was a child. What I'm saying is: As far as the Führer is concerned, *she outranks both of you*. I'd hate to think of the wrath you would face if she were harmed at your orders.

HIMMLER

Karl, calm down. That's not going to happen. Have a talk with her, remind her of her limits as an Abwehr spy, and we'll put this all behind us.

Heydrich is fuming.

KARL

Thank you, Reichsführer.

HIMMLER

You may go.

Karl snaps to attention, gives the obligatory salute, and leaves. As soon as he's gone:

HIMMLER (CONT'D)

I want that bitch dead.

Beat.

HEYDRICH

It will be difficult.

HIMMLER

Why? She's a woman.

HEYDRICH

The only woman to make it through all of basic training at Quenzsee.

EXT. QUENZSEE - DAY - QUICK CUT

A group of men struggle to pull their way up the ropes hanging from a twenty-foot wall in an obstacle course. One rope is unoccupied -

Erika RUSHES the wall, GRABS the rope, and scrambles up, past the other men, then FLIPS herself over the top, free-falling to the ground on the other side, where she lands in a crouch.

INT. HIMMLER'S OFFICE - DAY - RETURN TO PRESENT

HEYDRICH

During combat training she was suspended for breaking one man's arm and another's nose.

EXT. QUENZSEE - DAY - QUICK CUT

The training grounds. Erika is surrounded by three men, all larger than herself, all with wooden batons. Erika RUSHES TRAINEE #1, the largest of them. He SWINGS at her, but at the last second, she DROPS and SLIDES under his legs like she's sliding into home. She then grabs his arm from behind and PUSHES him forward and pulls the arm back -

CRACK - we hear the bone snap like a tree branch.

Another man, TRAINEE # 2, rushes her from behind -

As Trainee #1 goes down, Erika steps up onto his shoulders and uses them as a launching pad to send a KICK straight back into Trainee #2's face. Blood gushes from his broken nose.

She's now face to face with the third and final trainee...who drops his baton and holds his hands up, not willing to fight.

INT. HIMMLER'S OFFICE - DAY - RETURN TO PRESENT

HEYDRICH

She was then promoted.

HIMMLER

So she can throw a punch. Am I supposed to be frightened?

HEYDRICH

I don't think you understand, Reichsführer. Less than ten percent even pass their final exam, which is to break into one of our own facilities and steal a document.

INT. HIMMLER'S OFFICE - NIGHT - FLASHBACK

The door handle to Himmler's office jiggles, then POP - the door swings open, and in comes Erika, wearing all black, holding a small flash light and lock-picking kit.

HEYDRICH (V.O.)
 She passed hers by breaking into
this building and stealing
 letterhead from *your desk*.

Erika does so. She exits and shuts the door behind her, as if she were never here.

INT. HIMMLER'S OFFICE - DAY

Himmler straightens the stack of letterhead on his desk, uncomfortable.

HEYDRICH
 Of the graduates, less than one
 percent are sent overseas. And of
 those, even fewer come back alive.
 She leaves for America next week.

Heydrich slides a file folder across the desk to Himmler.

HEYDRICH (CONT'D)
 They're calling it Operation
 Vinland. Her code name: Lorelei.

HIMMLER
 The siren who leads men to their
 doom. Fitting.

HEYDRICH
 (rubbing his injured wrist)
 Quite.

But Himmler isn't really listening.

HIMMLER
That's how we kill her. Off
 European soil.

HEYDRICH
 Are you sure?

HIMMLER
 And I know exactly who to send.

INT. ISABELL'S APARTMENT - PARIS - NIGHT

Three men tear through every cabinet & drawer in Isabell's kitchen, looking for something.

Careful viewers will note that these are the same three who attempted to kidnap her: ERNST HANNEKEN (40s, intimidating), HANS SCHWARTZ (40s, more intimidating), and TOBIAS GRETTLER (30s, most intimidating).

HANNEKEN

This is ridiculous. What could possibly be so important about a dead girl's necklace?

GRETTLER

Does it matter?

HANNEKEN

Yes. It does. Since when has Himmler concerned himself with finding a piece of jewelry? God knows we've got enough work to do without this nonsense. Something doesn't add up.

Behind them, an open door leads into Isabell's bedroom, which is in total darkness. In the middle of that darkness, a dull, orange dot begins to glow, then fades to nothing. A cigarette. None of them notice.

SCHWARTZ

It adds up perfectly. We're being punished, plain and simple. A woman half our size kicks our asses and steals our target? We're lucky we're being sent on a wild goose chase and not to the Russian front.

Again, the cigarette briefly glows behind them. Closer.

HANNEKEN

You know, you're probably right. Why would he tell us to only search the kitchen? The damned thing's probably sitting in plain sight by her bed. Maybe this is Himmler's idea of a joke, or --

GRETTLER

Shh. You smell that? Smells like cigarettes.

HANNEKEN

Yeah, so the broad smoked, who cares?

Gretler looks toward the empty door to the bedroom.

GRETTLER

Didn't smell like smoke when we came in.

This time, when the cigarette glow appears, they all SEE IT and immediately draw their weapons -

A giant of a man steps through the door (he can barely fit) and into the dim light. They are now face-to-face with AXEL RYKER (40s, 6'8", Lithuanian, a man God forgot about long ago). He holds a Mauser, a gun that seems comically small for this huge man.

The Gestapo agents all lower their weapons and breathe a sigh of relief.

HANNEKEN

Ryker! You scared the hell out of us! What are you doing here?

RYKER

My orders are to kill you.

Silence. More confused than afraid.

HANNEKEN

You do realize we report directly to Himmler, yes?

POP POP POP - Ryker SHOOTS ALL THREE OF THEM IN THE HEAD. They fall like dominoes.

RYKER

As do I.

INT. HALLWAY OUTSIDE CANARIS' OFFICE - DAY

Erika approaches a door at the end of a hall. It's cracked open, and we can see a sliver of an ornate office on the other side.

Erika starts to knock, then pauses to listen:

CANARIS (O.S.)

(hushed tone)

No. Not some of them. All of them.

(pause)

(MORE)

CANARIS (O.S.) (CONT'D)

I understand the difficulty. Issue them the papers they need; I'll sign them all and no one will question it.

(pause)

I'm not asking, I'm telling - we get them out, alive.

(pause)

Because. Whatever Heydrich is doing with the Jews, the Abwehr and I want nothing to do with it.

(pause)

I'm doing what I can. I have to go.

The sound of a phone returning to its cradle.

INT. CANARIS' OFFICE - DAY - CONTINUOUS

Erika enters to find her boss, WILHELM CANARIS (55, still has all of his hair, though it is grey), looking frazzled. He is startled to see her.

CANARIS

Erika! Early as usual.

ERIKA

You're looking well, Admiral.

CANARIS

Now, now, don't lie to your boss. Let's get to it. Have a seat.

Erika does so. Canaris reaches over and turns on his desk-lamp, which has Medieval Gregorian sheet music for a shade.

TYPEWRITER TEXT: Admiral Wilhelm Canaris - Chief of Abwehr

CANARIS (CONT'D)

(in English, German accent)

And let's practice our English, shall we? I speak it so rarely anymore.

(collects himself)

First off, how are you?

ERIKA

(also English, no accent)

I'm good; I've been training non-stop. Last week I broke our long-distance swimming record.

CANARIS

Again? Excellent, that will serve you well on your next mission. Tell me: When you and your father lived in America, what was your impression of the people?

ERIKA

I was only there four years.

CANARIS

And?

ERIKA

And, they seemed...weak.

CANARIS

And what is your impression of our Führer?

ERIKA

He's a good man. A bit of an enigma, but a good man.

Canaris cringes ever so slightly. Erika notices.

ERIKA (CONT'D)

Was that the wrong answer?

CANARIS

Well...that good man has our country in a bind.

ERIKA

How? We're winning the war.

CANARIS

Yes. That's what Goebbels has everyone thinking. And if the United States didn't exist, then he would be correct. We can invade Paris, London, Moscow, and the rest of the world, no problem. But the United States will not take Pearl Harbor lying down. They will come for us, Erika. And when they do, we have no chance of stopping them. Unless...we were able to know when, where, and how they plan to invade.

Canaris unravels an old, worn map of the United States. He points to a spot in the Midwest.

CANARIS (CONT'D)

Tell me, when you were in the States, did you ever hear of a town called Evansville, Indiana?

ERIKA

Heard of Indiana, not Evansville.

CANARIS

Exactly. That's why it's happening there.

He then lays out headshots of eight Abwehr agents.

CANARIS (CONT'D)

Eight of your comrades landed on US soil a few days ago. We just received their first transmission: The Americans are sending their resources, by rail, by barge, by plane...all to Evansville. *Something big is happening there.* They're building something top-secret. Something that would end the war. But we don't know what "it" is, and to make matters worse, I suspect there's a mole among the eight. So I'm sending you to find out what they're building.

ERIKA

Is this a sabotage mission?

CANARIS

No. They must think we're oblivious. Women are moving to Evansville by the thousands. You're going to be one of them. You will stay in Evansville and report everything you find, via shortwave transmitter, until we send you the message "Wotan invites you to Valhalla," which means your work is done, and you may return to the Fatherland via U-Boat.

Canaris leans forward, getting to the point.

CANARIS (CONT'D)

It's not bullets and tanks that win wars - it's information.

(MORE)

CANARIS (CONT'D)

And the information we need is how they plan to invade, because if their troops so much as set foot on our soil, then the war is lost. We can't fight the Americans and the Russians on our soil. We can't win a war on two fronts.

ERIKA

I understand.

CANARIS

I heard about your success in Paris. You did truly fine work. But this won't be Paris. Every day you spend in America, your chances of being caught go up. Significantly. And every time you send us a message, you will reveal your location to them. After too much time and too many transmissions, your capture will be inevitable. So I have arranged for you to see your father before you go. Just in case.

The implication hits Erika hard.

EXT. BAVARIAN ALPS - DAY

We're FLYING over the Bavarian Alps. Far below us, the Konigssee sparkles primary blue in the summer sun. The rest of the world may be at war, but you'd never know it here.

We move up, away from picturesque town of Berchtesgaden, and focus on two tiny dots making their way up a mountain toward a sprawling three-story house at the top.

TYPEWRITER TEXT: The Berghof, Berchtesgaden, Bavaria, Germany

Closer, we see that the two figures working their way up the mountain are Erika and EVA BRAUN (29, baby-faced). Their hair is wet and they carry towels - they've been swimming.

EVA

Tell me about Hollywood.

ERIKA

I've told you before: I've never been there.

EVA

I can't believe you were in America all those years and you never visited Hollywood. That would be first on my list.

ERIKA

America is a huge country, Eva. My father and I lived on the East Coast, 5,000 kilometers away from Hollywood. You don't just take a Sunday drive there from Washington.

EVA

I don't care. Hollywood is the first place I'm going after the war is over.

KARL

I have a feeling Hollywood will disappoint you.

They've reached the top of the mountain, where the forest gives way to the open field surrounding the Berghof. Karl Lehmann awaits them.

ERIKA

Father!

Erika runs to her father and throws her arms around him, nearly tackling him. Deadly Abwehr agent or not - she loves her papa.

KARL

He's here.
(beat)
He wants to see you.

Erika looks up at the Berghof nervously.

INT. HITLER'S STUDY - DAY - MOMENTS LATER

Erika looks out the window at the unbelievable view of the Alps. In the foreground, Eva Braun and Karl set up lunch on the veranda, assisted by wait staff.

Erika moves over to a painting of Frederick I.

HITLER

Do you believe in the legend?

Erika is STARTLED - ADOLF HITLER, yes, you read that correctly, stands behind her.

ERIKA
Mein Führer, you startled me.

HITLER
Well, do you? Do you believe
Barbarossa will return someday and
destroy our enemies?

Erika pauses to think.

ERIKA
No.
(Not the answer he wanted)
You're beating him to it.

The slightest of chuckles from him.

HITLER
I'm trying.

He moves on to a painting of Valkyrie on winged horses,
taking a fallen Viking soldier to Valhalla, which glows in
the sky.

HITLER (CONT'D)
And what about this one? That any
warrior who dies a noble death is
escorted to Valhalla?

ERIKA
Now *that* one, I believe.

HITLER
Good. Tell me, my Tschapperl, are
you enjoying your stay?

ERIKA
Very much, I always do. I'm going
to miss it.

HITLER
What do you think of Canaris? Be
completely frank with me.

Hitler's demeanor has changed. His blue eyes study Erika
carefully. She's thrown off.

ERIKA
I- I only know him on a
professional basis. He's efficient.
Competent. Keeps me well-trained. I
don't know any of his politics or
personal convictions.

Silence from Hitler, who continues to stare her down.
Finally:

HITLER
Would he betray us?

ERIKA
What? No, of course not, he's...

INT. HALLWAY OUTSIDE CANARIS' OFFICE - FLASHBACK

Replay of Erika standing outside Canaris' office, listening to his strange hushed conversation on the phone.

INT. HITLER'S STUDY - DAY - RETURN TO PRESENT

ERIKA
(not sure of herself)
He's...a patriot.

Another agonizing, accusatory moment of silence as Hitler keeps Erika locked in his gaze...then, like someone threw a switch, his demeanor changes, and he's back in friendly mode.

He goes to the window and looks out at Karl and Eva.

HITLER
He wants to send you to America.
How does your father feel about it?

ERIKA
Oh, you know him. Like any father, he's forgotten I'm not five years old, and he's always worried sick about me unless I'm standing right in front of him.

Hitler continues to watch Eva and Karl for an uncomfortably long time. Erika waits patiently.

HITLER
When your father was first courting your mother, he went an entire winter without heat just so he could save up enough money to buy her a dress for her birthday. Nearly coughed himself to death. And he wouldn't let me loan him a single mark, the proud bastard.

ERIKA
He never told me that.

HITLER

Of course not. Those were hard times. If I'd known what was going to happen to her in Maryland, I never would've assigned Karl to the American embassy.

ERIKA

It was an accident. No one's fault but the driver.

Hitler turns away from Karl and to Erika.

HITLER

And now I'm about to send his daughter back to the same country that got his wife killed.

ERIKA

It's my duty.

HITLER

I asked Canaris to send me an analysis of your chances of success. They weren't good.
(takes Erika's hand)
Your father isn't the only one who's worried about you. There are other agents, not as skilled, perhaps, but certainly more...disposable, who we could send. All you have to do is give me the word, and the mission will be re-assigned, no questions asked.
(almost pleading)
May I do that for you?

Erika looks out over Germany, then back into her leader's concerned face.

EXT. BERGHOF VERANDA - DAY - MOMENTS LATER

Erika steps out onto the veranda. Eva and Karl both turn to her with expectant, nervous faces - awaiting a verdict. Erika notices. Before she can speak, though:

HITLER

I did my best, Karl. But your daughter is as stubborn as you.

Though no one notices, Karl is quietly heartbroken. It seems he also knows her odds of success.

Hitler goes over to a bed of flowers.

EVA

I told you both it was a waste of your time. And to think someone else could do her mission, ha!

Hitler returns, holding an Edelweiss.

HITLER

Your father has raised you to be the perfect image of our country. Canaris has given you the tools you need to ensure your success. That leaves little for me to give you.

He puts the flower in her hair.

HITLER (CONT'D)

So I give you my protection. Grüß Gott, my Tschapperl. No. You're no longer my little Tschapperl, are you? No. You are now...*Lorelei*.

INT. HIMMLER'S OFFICE - NIGHT

Ryker sits across from Heinrich Himmler. It's dark and moody - a meeting of villains.

RYKER

(in German)

Paris orders have been carried out.

HIMMLER

Good. Those men were embarrassments.

Himmler slides a briefcase across his desk.

HIMMLER (CONT'D)

This is everything you'll need in America: Passport, US currency, maps. There's a freighter leaving from Sweden in two weeks. You're going to be on it.

RYKER

Who am I killing this time?

HIMMLER

Erika Lehmann.

The slightest look of uncertainty from Ryker.

RYKER

Another of our own?

HIMMLER

Yes. I'd have you do it here, but if the Führer found out, we'd both be killed. Well, you would be. But now she's on a suicide mission to America. Abwehr doesn't expect her to return. Your job is to make sure their expectations are met.

RYKER

So I must make it look like an accident?

HIMMLER

No. Do whatever you want to her.

EXT. ATLANTIC OCEAN - NIGHT

Erika and a crewman, ANTON BAUER (50s, gruff sea dog) are in a pathetically small inflatable raft, rowing for their lives through a FIERCE STORM. Thirty-foot waves roam about, threatening to topple them. A bulky briefcase is strapped to the raft.

LIGHTNING FLASHES, illuminating the ominous silhouette of a U-Boat behind them.

TYPEWRITER TEXT: Kure Beach, North Carolina

BAUER

I can't see the coast!

Erika scans the horizon, but the rain blocks any visibility.

ERIKA

We're close, just keep rowing-

The water dips them low, between two waves, where a BOULDER materializes right in front of them -

They SLAM straight into it. Bauer, who is in front, is bashed into the rock and knocked unconscious. He falls over the side. Erika is knocked to her hands and knees on the floor of the raft.

As the raft is pushed past the rock, it almost capsizes. When it's almost at a ninety degree angle, it rights itself, slamming back to the surface. The impact causes the briefcase to break free from its straps and drop into the water.

Without hesitation, Erika DIVES in after it. Underwater, she is able to grab the briefcase before it sinks to the black depths below. She starts to head back to the surface -

She spies Bauer, floating lifelessly in the water, with blood floating out of his head.

Only able to swim with one arm, Erika struggles to make her way to him. Once she's reached him, she hoists her free arm over his shoulders to get a good grip. Now with briefcase and crewman in tow, she kicks up and BURSTS back to the surface, exhausted.

The North Carolina shore is within reach. The raft has already beached itself there. Erika pulls herself to land and dumps Eric's lifeless body.

EXT. KURE BEACH - NIGHT - CONTINUOUS

Erika shakes Bauer. Nothing.

ERIKA

Wake up!

She paces in the rain, panicking.

ERIKA (CONT'D)

Shit, shit, shit, shit.

She stops, calms herself, and thinks. Goes back to him. Pulls his arms over his head. Starts compressions on his chest -

Water SPEWS out of his mouth. He is JOLTED awake, coughing furiously. It sounds painful. He reaches for her - she takes his hand and pulls him up into a sitting position.

ERIKA (CONT'D)

(in English)

Good. Keep coughing. You're ok.

There is a low, distant GROAN from the U-BOAT on the horizon.

BAUER

(also in English)

Damn them, they're following my orders.

ERIKA

You have five minutes to get back before they leave. You can make it.

She helps him to his feet. They go to the raft. The oars are attached. As he pushes it back toward the water:

BAUER

I wish you luck on your mission,
Lorelei.

He starts to get in the raft, but pauses.

BAUER (CONT'D)

Regardless of what Abwehr tells you
about the lax security of the
Americans, make no mistake: the FBI
are quite capable. They're
listening, 24/7, for anything they
think is Enigma Code. If the FBI
gets on your trail, they are like
hellhounds and not easily eluded.
Do not underestimate them.

EXT. SIOUX INDIAN RESERVATION - NORTH DAKOTA - DAY

AGENT CHARLIE PULASKI (50s, honest American face) and AGENT
HARRY FALLON (late 30s, strong, hard-headed, unstoppable
mustache) sit side-by-side in their government car, wearing
FBI badges. They chew sandwiches and look bored out of their
minds. This is a stake-out.

FALLON

Okay dickhead, explain to me just
why, instead of doing our jobs in
Chicago, we're in the middle of
goddamn North Dakota, watching...
this.

They're parked in front of a brick radio station. The North
Dakota plains stretch in all directions around them.

PULASKI

I already explained it last night.
(nothing from Fallon)
At the restaurant? In Dalene?

FALLON

Right! I wasn't listening. Remember
the waitress?

PULASKI

Sharon.

FALLON

Have some respect, her name was
Karen.

(beat)

No, wait, you're right, it was
Sharon.

A moment of silence to remember Sharon. Or Karen.

PULASKI

Okay. What do you think we're about to do?

FALLON

Raid the station, capture an Enigma machine, come home heroes.

PULASKI

Wrong. The Germans would NEVER put an Enigma Machine in enemy territory. Whoever's broadcasting in there is using a crypt sheet - it's as close to the Enigma Code as they can get without having a physical machine. We get that sheet, and the Enigma Code is as good as cracked. *Then* we come home heroes.

FALLON

And you think there's a Nazi... broadcasting from a Sioux Indian Reservation? Did they sign an alliance I don't know about?

PULASKI

It doesn't make sense to me either. But I've been listening for three months, and it's as close to the Enigma Code as anything I've ever heard. We can't ignore it.

FALLON

And I can't believe Elliott approved this.
(finishes his sandwich)
All right, Dick Tracy, let's do it.

They exit the vehicle and head toward the brick building. Pulaski lets Fallon go ahead of him, and we see why: Behind Fallon's back, Pulaski produces a flask, takes a swig, and returns it without Fallon noticing.

They reach the front door and draw their side-arms.

FALLON (CONT'D)

How many?

PULASKI

I counted four.

FALLON
Standard routine?

PULASKI
Standard routine.

INT. SIOUX RADIO STATION - DAY - CONTINUOUS

Four elderly SIOUX MEN work in silence at their desks, each at opposite ends of the station. One of them is asleep.

BAM - The front door is KICKED OPEN. Pulaski and Fallon burst in, guns drawn, startling everyone.

FALLON
FBI!! PUT YOUR HANDS IN THE AIR!
EVERYONE ON YOUR FEET!

The elderly men do their best to stand up.

PULASKI
Everyone listen up! We have detected several suspicious transmissions from this station and will be searching for-

WHAM -- A TOMAHAWK slams into a wooden post, not ten inches from Pulaski's face. It came from the Native man at the back of the station. He shakily holds another and is prepared to throw it when Fallon TACKLES HIM to the ground.

While Fallon wrestles and cuffs the Native man, Pulaski steps over to one of the desks, which has a complex chart spread out on it, and examines it. The old Native man who was at that desk stares at him in fear.

PULASKI (CONT'D)
(to old Native man)
What language is this?

NATIVE MAN
Assiniboine.

PULASKI
Harry...

Pulaski gestures for Fallon to come over; he does so. Pulaski points at the oversized chart. Fallon only glances at it.

FALLON
Son of a bitch. You goddamn crazy Pollock, we got 'em! We did it!

He holds the crypt sheet up triumphantly.

PULASKI

Yeah. We did it. We stopped them from broadcasting the weather.

FALLON

What?

PULASKI

Look closer. Those are weather reports. In the Sioux language.

FALLON

You spent three months tracking down weather reports?

EXT. SIOUX RADIO STATION - DAY - MOMENTS LATER

Pulaski and Fallon hurriedly retreat back to their car. The four old Sioux Indians watch them expressionlessly from the station's front porch. Pulaski holds the tomahawk like a consolation prize.

FALLON

You boys take care! Keep doin' what you do!

No response from them.

FALLON (CONT'D)

(to Pulaski)

I can not WAIT to tell the boys about this one.

But Pulaski isn't laughing.

PULASKI

This isn't funny, Harry. You realize I could lose my badge over this?

FALLON

Hey, it's not all bad. At least they let you keep the tomahawk.

EXT. NORTH CAROLINA COASTAL ROAD - DAY

Erika is in the foreground, looking innocent with tears running down her face. The North Carolina coast is in the background. Erika wears a bright sun dress.

ERIKA

(THICK Southern accent)

I never saw a boy with so many hands. Well, I resisted his advances of co-urse, but the third time he pulled over, when it was obvious to me he was of a set mind, I slapped him across his face as hard as ah could and exited his daddy's Ford.

She is talking to a portly, gray-haired GOOD-OLD BOY named ED (late 60s) in a rusted pick-up truck.

ED

(also Southern accent)

Good Lord, missy! And he drove off and left you?

Erika nods, doe-eyed.

ERIKA

Now I'm never gonna get to mah sister's place in Norfolk.

ED

Now, now, Wilmington's not thirty minutes from here, and they gotta train station that'll take you just about anywhere in the USA. I can get you that far. That work for ya?

EXT. WILMINGTON TRAIN STATION - DAY

Ed's rusty truck comes to a stop in front of Wilmington's train station. Erika climbs out.

ERIKA

Thank you so much, mister.

ED

Now you be careful. There's lots of questionable folks traveling on them trains now, headed to the big cities for jobs. Don't you be talkin' to no salesman, jews, or niggers, ya' hear? They're nothing but trouble. Take care.

INT. TRAIN - NIGHT

The train comes to a grinding STOP next to a sign that reads **CHATTANOOGA**. Erika is the only white person on this particular car. A sign reads:

COLORED IN BACK TWO ROWS ONLY

And those back two rows are PACKED, while the remaining ten rows are empty except for Erika. The black people in the back two rows watch Erika with varying degrees of contempt and curiosity.

Erika reads a newspaper. She turns the page, to see the headline:

NAZI SABOTEURS DIE IN ELECTRIC CHAIR

Below that are pictures of the men Canaris told Erika about.

While she reads about their fate with growing concern, a black couple boards and heads to the back. The wife looks like she's ten months pregnant. Her husband helps her walk.

As the back is completely full, the husband gestures for his wife to sit in the back row of the white section. She sits, immediately relieved to be off her feet.

CLERK

I guess you coons don't know how to read.

A middle-aged CLERK with a twitchy eye stands at the front of the car. He points to the sign.

CLERK (CONT'D)

You blind or just plain dumb?

HUSBAND

Mister, all the seats in the colored section are full and all these are empty. I thought my wife might sit here for just a few minutes.

CLERK

(point to the sign again)
You thought wrong.

WIFE

I just need to sit for a minute, and I'll move on back.

CLERK

Okay. I see. Y'all wanna get uppity with me.

The clerk marches to the back. Erika watches.

CLERK (CONT'D)

I'm gonna call the poe-leese, and they gonna take you away. This nice white lady here's gonna be my witness.

Erika now looks concerned - she didn't agree to this.

CLERK (CONT'D)

They gonna take everybody's picture. They gonna get everybody's information, and they gonna make sure you don't ever ride a train again-

Erika stands.

ERIKA

No police.

Beat. The black folks and the clerk are united in shock.

CLERK

Excuse me?

ERIKA

No need for police, I don't mind. They can sit there, it's fine.

The clerk slowly advances on Erika.

CLERK

(low)

Are you a nigger lover?

ERIKA

No. Just a paying customer.

Tense moment as the clerk struggles to control his rage.

CLERK

(to the couple)

I don't want no trouble. I'll be watchin'.

He retreats. Everyone relaxes. Erika sits back down and returns to her paper. With a JOLT, the train begins to move.

The black section now looks at her in admiration.

WIFE
Ma'am? Ma'am?

Erika turns to her.

WIFE (CONT'D)
Thank you.

ERIKA
Oh. It's not a big deal.

WIFE
Yes it is. This country needs more
people like you.

EXT. NASHVILLE TRAIN STATION - MORNING

Erika exits the train, briefcase in tow. The sign at the station reads **NASHVILLE**. The husband stands in the train doorway.

HUSBAND
You just go down to Charlotte
Avenue and turn left. It's at the
corner of McMillin. You tell 'im
Charles sent you, he'll give you a
price he don't give anybody else.

EXT. AUTO DEALERSHIP - DAY - TRAVEL - MONTAGE

Erika drives off the lot in a 1936 Ford Coupe, giving a friendly wave to the elderly black owner.

I/E. RADIO STORE - DAY - TRAVEL MONTAGE

-- Erika pulls up in front of a radio store in Nashville. She goes inside.

-- Brief shots of Erika picking out various radio parts and dropping them into a crate.

-- The cashier makes no attempt to hide his staring as he rings up her items.

-- Erika carries the overloaded crate out to her car. It can barely fit in her trunk.

EXT. HIGHWAY 41 - DAY - TRAVEL MONTAGE

Erika flies down Highway 41 in her Coupe with the windows down and the wind blowing through her hair, looking 100% all-American. A sign reads **EVANSVILLE - 125 miles**.

EXT. OHIO RIVER - DAY

Erika approaches the Audubon Memorial Bridge, a giant mass of metalwork that spans over the Ohio River, connecting Kentucky to Indiana. The river is a mile wide. She reaches the Indiana side, where a sign reads **Welcome to Evansville**.

She pulls over to look at her destination. Evansville is perched on the Ohio River's north bank in the distance. But that isn't what's caught her eye.

The left half of the city's riverfront is a MASSIVE SHIPYARD which looks like a city unto itself. GIANT WARSHIPS (LSTs - Landing Ship Tanks - more on that later) are being constructed by the dozen.

Erika stares, stunned. Canaris was right. America is gearing up for invasion, and they're doing it in Evansville, Indiana.

EXT. MAIN STREET, EVANSVILLE - DAY

Erika drives down Main Street, which bustles with activity. The Sonntag Hotel advertises rooms for rent. It's attached to the Evansville Victory Theatre, which displays posters for "The Pride of the Yankees." Drug stores and hardware stores line the streets, all busy. This city is thriving.

At the end of the street are the gates to the shipyards, which loom ominously.

EXT. RIVERSIDE DRIVE - DAY - MOMENTS LATER

Erika pulls her car over at the intersection of Main & Riverside Drive, practically gawking at the shipyards, which tower over her across the street. Above the several entrances are the words **Auxiliary Shipyard, US Navy**.

Erika exits her vehicle, briefcase in hand, and stands before the Evansville LST Shipyards. On one side of the street: The full might of the US Navy. On the other: Erika Lehmann.

From within, the lunch whistle blows. Within seconds, the crowds come pouring out - by the thousands: Rosie the riveters in blue denim overalls and bandanas, secretaries, engineers, and welders.

As they cross the street toward Erika, it's like an invading horde bearing down on her. The wave hits her. At first she stands her ground, watching them all pass (they don't notice her).

Then Erika turns around and joins the stream. She is one of them, indistinguishable from the rest. She watches and listens as people pass by her:

ROSIE THE RIVETER

-They said we're gonna have a
barbecue for the first launch-

SECRETARY

-dating this guy in building 12-

ENGINEER

-There's a seam problem with the
ballast pumps, nothing I can't fix-

WELDER

-I'm telling you, it's the best
catfish sandwich you'll ever have.

A group in front of Erika splits away from the masses and toward a mom 'n' pop restaurant called The Cross-Eyed Cricket. Erika follows.

INT. CROSS-EYED CRICKET - DAY - CONTINUOUS

Erika enters the most Americana diner you've ever seen in your life. It's busy, but about to get a whole lot busier. Erika grabs one of the last remaining stools at the counter as the crowd continues to pour in behind her.

She tries to wave down, JUDY, the stressed waitress behind the counter, but is ignored.

ERIKA

Hi there. Ma'am?

(The waitress passes her)

Ma'am?

HIGH SCHOOLER

JUDYYY!

A TEENAGE BOY in the throes of puberty sits to Erika's right.

HIGH SCHOOLER (CONT'D)

Don't worry, I got this. She's
friends with my mom. Can I buy you
a pop?

(MORE)

HIGH SCHOOLER (CONT'D)
 (off Erika's unimpressed
 look)

I'll be eighteen in two months.
 Then I'm off to fight the krauts.
 You new here?

CAROL
 Stephen! Would you get away from
 her?

CAROL WEISS (23, blonde, mousy, and cute) emerges from the crowd, wearing a dress and a blue armband, marking her as a secretary. She has a Southern accent.

CAROL (CONT'D)
 Go on, go. Scat.

He does so. Carol takes his place.

JUDY THE WAITRESS
 Oh, hey Carol! What can I get you?

CAROL
 Two catfish sandwiches, one for me
 and one for my friend...

Carol looks at Erika...

ERIKA
 Sarah.

CAROL
 One for my friend Sarah. And I'll
 take a lemonade.

SARAH
 Me too.

CAROL
 Sorry about the kid.

SARAH
 I'm pretty sure there's horny
 teenagers everywhere.

Stephen the teenager is now hitting on another secretary at the other end of the cafe.

CAROL
 So you're not a welder; you're not
 a riveter; and I don't see an
 armband, so you're not a secretary,
 so...you're new here.

SARAH
Just got in this morning.

Carol sticks out a hand.

CAROL
I'm Carol. Welcome to Evansville.
You here to work in the shipyards?

SARAH
Yes. But I don't even know where to
begin or who to talk to.

CAROL
Oh, that's easy, I can get you in,
I'll talk to Jenny, I told her
we're short-staffed - some of these
girls don't quite have their heads
screwed on right - but YOU,
however, you gotta head on your
shoulders, I can tell. Can you
type? Wait - can you read?

SARAH
Yes and yes.

CAROL
Can you deal with a bunch of sex-
starved men staring at you all day
but not having the good Christian
decency to make a move?

SARAH
Y-yes?

CAROL
Cause I can't.

A pair of engineers walk behind them, checking them out.

CAROL (CONT'D)
I mean, if they're gonna look at me
like a hungry wolf, they could at
least come take a bite.
(puts her hand on Sarah's)
We're gonna have a lot of fun.

Judy sets two lemonades in front of them.

CAROL (CONT'D)
Starting now. Watch this.

Carol takes a sip.

CAROL (CONT'D)

Mmm, that's good. It's gonna be a shame to waste it.

Amused, Erika watches her cross the cafe to HOWARD TURNBULL (29). Everything about him is big - his gut, his laugh, his personality, and, most of all, his mouth.

Carol pretends to trip - and spills her lemonade ALL OVER HIM, causing the other engineers around him to erupt into laughter. He jumps up, shaking his wet shirt. He spins around, furious - then sees Carol, and his demeanor immediately changes.

Erika can't hear what they're saying, but Carol's plan is working. Erika laughs as Carol begins wiping his chest down with napkins.

JUDY THE WAITRESS

Two catfish sandwiches.

SARAH

Thank y-

But Judy is gone. Erika takes a bite - and nearly melts in her seat. It's a damn good sandwich. Carol returns and slaps a napkin down on it. It has a phone number written on it.

CAROL

Desperate times call for desperate measures. So where you stayin'?

SARAH

I just got here an hour ago. You know any decent hotels around here?

CAROL

Forget about that, my neighbor's cousin's mother-in-law's got a room for rent across town. But...

(deathly serious)

She will not allow any gentlemen visitors.

EXT. KNOTTY PINE - DAY

A small, two-story building in a nice part of town. The first floor is a diner called The Knotty Pine. The second floor is an apartment, where a **VACANCY** sign hangs in a window.

Erika and an older-looking, stern woman: EMMA (60s) climb the stairs on the left side of the building to the apartment. Erika carries her briefcase and a small purse.

EMMA

...And I serve breakfast downstairs
7 AM, every morning, no exceptions.
Now. Your apartment.

Emma unlocks and opens the door to a small, plain studio apartment. Erika pans the room, taking it in.

ERIKA

It's lovely.

EMMA

I know. Now, it's your apartment,
but I do live behind the diner, so
I hear every bump and creak in this
place. So if you decide to bring
some sailor up here--

ERIKA

You don't need to worry about that.

EMMA

Good, because then I'd evict you.
I'll need your first month's rent
now.

Erika pulls a wad of cash from her purse. As she counts it:

EMMA (CONT'D)

Remind me your name.

ERIKA

Klein, Sarah Klein. I'm
interviewing at the shipyards
tomorrow. I'm a little nervous.

She hands Emma the money. Emma hands her the keys.

EMMA

As you should be. But if you mess
up, just flirt it up and show em
some leg. I'll see you tomorrow
morning.

She exits, leaving Erika to chuckle to herself. She looks out the window, watching Emma descend and go back into the restaurant.

Once she's gone, Erika locks the door, sets the briefcase on the bed, and opens it:

The bottom half is packed with THOUSANDS OF DOLLARS, changes of clothes and fake IDs, and her handgun.

But more impressively, the top half is packed with gadgets -- this is a WWII James Bond kit.

She begins unpacking it. The money and IDs go under her mattress. The clothes go in the closet. She takes the gun to her bedside table and puts it in the drawer.

Lastly, Erika takes a book out and opens it - it's hollow. All that's inside, though, is Hitler's edelweiss flower he gave her. She gives it a smell, then returns the flower to the book, and sets the book in the drawer with the gun.

INT. QUONSET HUT - EVANSVILLE SHIPYARDS - DAY

Erika (Sarah Klein) sits at a typewriter. She wears a blue armband, marking her as a secretary. Carol sits next to her.

TEXT: Two Weeks Later

To her left is a door marked **Authorized Personnel Only**. The door BURSTS open and out walks Howard Turnbull and JOE MAYER (late 20s / early 30s, nerdy, a bit manic), in the middle of an intense conversation. They stop right in front of Sarah, neither noticing her.

JOE

We need to eliminate the rivets and replace them with welds, but since these are new alloys; we don't know how much weight they can bear after they're welded. It's a critical location in the superstructure; the tests are gonna keep us busy for weeks. So when are we going to figure out the chromium seals?

HOWARD

We? I've already got a prototype, and as of this morning, approval to begin testing on 157.

JOE

Bullshit.

HOWARD

Follow me, and please, try to contain your jealousy when they name one of these after me.

The two friends continue their walk. Sarah watches them go.

CAROL

Mm-hmm.

SARAH
What?

CAROL
I see you lookin'.

SARAH
What? No...

CAROL
It'd be a cryin' shame if you weren't. You know who he is?

SARAH
No.

CAROL
That's Joe Mayer. Every one of these ships is designed by a team of five men...and he's one of 'em.

SARAH
Wow.

CAROL
Yeah. Every broad that works here's got more designs on him than he's got hangin' on his wall. But does he care? No. Apparently all he wants is a nice Jewish girl.

SARAH
I see.

On Erika, as she makes a snap decision.

SARAH (CONT'D)
Carol...you just so happen to be looking at a nice Jewish girl.

CAROL
(shocked)
Well how 'bout that. Okay. Let's go.

SARAH
Go where-

Carol GRABS her wrist and YANKS her out of her seat-

EXT. SHIPYARDS - DAY - MOMENTS LATER

Carol pulls Sarah across the shipyards toward Joe.

CAROL
Joe! Joe!

SARAH
(under her breath)
Shouldn't we call him Mr. Mayer?

CAROL
Probably, I don't know.

They catch up to him.

JOE
What's wrong? What happened?

CAROL
Nothing, my name's Carol, I'm a
secretary in building 11, and
this...is Sarah. She's Jewish.

Awkward beat.

JOE
(extends a hand)
Nice to meet you, Sarah. I haven't
seen you at Temple.

Sarah is about to respond-

CAROL
She's new here! Just got in two
weeks ago, didn't know a soul here
until she met me. And now, you...

JOE
Well you know you're welcome at
Washington Avenue Temple, anytime.

Sarah is about to respond-

CAROL
Oh, that's great, you could pick
her up and take her sometime. And
get dinner afterwards. Kosher.

Another awkward beat. Joe's not interested.

JOE
Uh huh. Well I'd love to chat but
I'm running a bit late for a
meeting. Also, this whole area is
restricted.

CAROL

Oh my God, I didn't know! She was just so excited to meet you, we weren't paying attention-

SARAH

Nice to meet you, Joe Mayer.

Sarah politely but firmly pulls Carol away.

CAROL

I think that went great. He likes you!

SARAH

No he doesn't.

CAROL

You're right. Drastic times call for drastic measures.

INT. BUILDING 11, SHIPYARDS - DAY

Carol thrusts a cup of lemonade into Sarah's hands. They're looking out over the shipyard, where Joe is hunched over a set of blueprints, giving directions to a team of engineers.

SARAH

(whisper)

This is a bad idea.

CAROL

Trust me, it works every time.

SARAH

Assaulting him?

CAROL

What? No, it's not assault, you're just reminding him you exist.

SARAH

Then why don't I just go over and talk to him?

CAROL

Because then he won't get mad at you.

SARAH

Why would I want him mad at me?

CAROL
*Because then he's thinking about
 you.*

SARAH
You're insane.

Carol spins Sarah around and gently pushes her to the door.

CAROL
Good luck. I believe in you.

Sarah sends a burning glare Carol's way then exits, lemonade in hand. Carol watches through the window as Sarah approaches Joe. His meeting with the engineers has adjourned and he is alone, looking over his blueprints. Sarah reaches him...

And doesn't spill the lemonade. Carol watches helplessly as the two of them talk.

CAROL (CONT'D)
 What are you doing? Don't talk. No talking. Just spill. Talk later.

Howard approaches Carol from behind and plants a discrete kiss on her cheek.

HOWARD
 Hey honey. Wanna get lunch-

CAROL
 Shut up.

She points out the window to Sarah and Joe.

HOWARD
 What? Ohhh, she's cute.
 (off Carol's look)
 I mean, not as cute you, you're the Taj Mahal of women, don't get me wrong, I'm thankful every day you spilled that lemonade on me and son of a bitch you're doing it again. How many times have you done this?

CAROL
 Doesn't matter. It works every time. But she's not doing it.

HOWARD
 And Joe doesn't know how to talk to women. This is-

CAROL
-A disaster.

They look at each other and nod.

EXT. SHIPYARDS - DAY - CONTINUOUS

Erika is pulling out all of the stops - she bats her eyes at Joe, whose attention is split between her and his blueprints.

SARAH
-And I don't even know any good places to eat here.

JOE
I thought you said you were staying above a restaurant.

SARAH
...I don't know any *other* good places to eat around here. Do you?

JOE
Hornville Tavern's good.

Awkward silence. Joe's work is winning the battle for his attention. Time for a different approach.

SARAH
I've been wondering: what's with all the security around here? Seems excessive. We're just making boats.

NOW she has his attention.

JOE
First of all, ships. Not boats. They're called LSTs - do you not know what we're doing here?

SARAH
I know I'm getting paid to help our country.

JOE
Okay. See those doors there?

He gestures to the nearest LST, which is covered in scaffolding where Rosie the Riveters are welding. Sparks rain down all around it. The bow of the ship is made up of two giant doors which part in the middle.

As he talks, he stands right behind Sarah, gesturing over her shoulder. She watches him more than the ship.

JOE (CONT'D)

These things are gonna carry tanks, armored vehicles, troops, anything we want for the invasion. Now, a normal ship would have to find a port to unload all of that. Makes invading Europe pretty difficult. But these...the LSTs can float right onto any beach, open their doors, and the tanks can just roll right on out, guns blazing. We'll be able to land virtually *anywhere*, which they're not expecting. So, yeah, security's tight here. Can you imagine if the Germans found out about this?

(looks at the LST lovingly)

They're the bane of my existence, but these beauties are going to win the war for us.

SARAH

Boats.

JOE

Great. Glad you were listening. I'll stop boring you.

SARAH

I'm kidding, Joe. This is amazing. I'd love to see inside one sometime.

JOE

(sighs)

Tell you what, maybe after work today-

WHAM - Sarah is shoved from behind, sending her lemonade flying out of its cup and onto Joe Mayer. She stumbles forward, into his chest, nearly knocking him over.

JOE (CONT'D)

Jesus, Howard!

HOWARD

Oh, God, I'm so sorry, Carol, get some napkins!

CAROL

Coming!

Howard helps pull Sarah off of Joe.

HOWARD

Ma'am, I am so sorry, I was reading
and walking-

JOE

This is just great - you know this
is my only good shirt -

CAROL

I'm here! I'm here!

Carol arrives with as many napkins as she can carry. She thrusts them into Sarah's hands.

CAROL (CONT'D)

Sarah, take these, wipe him down.
Nice going, Howard.

HOWARD

What?

As the two of them mock-argue, Sarah pats Joe down. It's not entirely unpleasant for him -

JOE

Oh, God, my blueprints!

He snatches the napkins out of Sarah's hands and begins patting down the stained blueprints. The moment is broken.

SARAH

Can I help?

JOE

No, this is all confidential; I
shouldn't even have it out in front
of you. And I really can't be
showing you around the shipyard; I
don't know what I was thinking.
(to Carol and Howard)
You two dating?

Carol nods her head yes; Howard shakes his no.

JOE (CONT'D)

How long's this been going on?

CAROL

'Bout two weeks!

JOE

Uh huh.

HOWARD

Actually, we're going to the McCurdy tonight. There's a live orchestra playing. You two wanna join?

JOE

(re: Sarah)

I don't know her. Besides it's Friday; I have Temple. I gotta go.

Joe walks away, carrying his blueprints and shaking his wet shirt.

JOE (CONT'D)

And Carol? Please teach Howard how to walk - he can't see straight if there's a beautiful woman around.

He ever-so-slightly gestures toward Sarah when he says "beautiful woman." Sarah notices.

HOWARD

Works every time, huh?

CAROL

Well it worked for me!

INT. WASHINGTON AVENUE TEMPLE - NIGHT

Joe enters Temple Adath B'nai Israel mid-service.

RABBI

Devarim, Chapter 24, verse 16 makes it clear: "Fathers shall not be put to death because of sons, nor shall sons be put to death because of fathers; each man shall be put to death for his own transgression."

As Joe looks for a seat, he spots Sarah, sitting alone at the end of a pew. She brightens up when she sees him. Joe hesitates for a moment...then goes over and sits by her.

Some of the old Jewish ladies in the congregation see this and nudge each other excitedly.

JOE

(almost a whisper)

I see you found us.

SARAH

And you found a new shirt.

JOE
So what did I miss?

SARAH
Let's see, God does not become
human, humans do not become God,
talked about Moses and the Golden
Calf-

JOE
Okay, the usual.

An old man in the row in front of them turns around.

OLD MAN
SHH.

Sarah *shh's* him back. He turns back around. Joe is amused.

SARAH
God, this is boring.

JOE
It's supposed to be boring, it's
Temple.

SARAH
Eh, I guess I'm just hungry.

JOE
You should've eaten beforehand.
(beat)
I'm hungry too.

Sarah eagerly awaits for him to ask the obvious question...
but he doesn't. Exasperated, Sarah leans in.

SARAH
Hey, how late does the orchestra go
at the McCurdy tonight?

JOE
How should I know? Late.

He returns his attention to the service...then the lightbulb
clicks in his head.

JOE (CONT'D)
I guess after we're done here, we
could go check it out if you want.
They have food...

SARAH
Mr. Mayer, is this a date?

JOE

Well, no, I don't want assume, or
be too, uhh...

He catches the eye of the neighboring gaggle of old Jewish ladies, who have been listening to this whole exchange. They all lean in, nodding their heads yes.

JOE (CONT'D)

Yes, it's a date.

The old Jewish ladies are happy.

JOE (CONT'D)

But we'll have to go home first and
get changed.

SARAH

Why?

INT. MCCURDY HOTEL - THE ROSE ROOM - NIGHT

POP -- A champagne bottle is opened amidst drunken laughter. It's poured by a black waiter in a ballroom that looks more Waldorf Astoria than Evansville. We're on the top floor, overlooking the riverfront and the shipyards. The McCurdy's patrons are dressed to the nines. A full orchestra plays swing music...and they sound great.

Howard and Carol are cozied up in a booth, drinking.

HOWARD

(a little slurred)

Three years they were together.
Three years. I knew she wasn't the
one. I tried telling Joe. But did
Joe listen? No. Joe did not listen.
So she leaves him. Two days before
Valentine's Day. Doesn't even tell
'im why.

Carol abruptly sits up straight in the booth, looking in shock at something OS.

HOWARD (CONT'D)

So no, Carol, it doesn't matter how
much lemonade Sarah spills on him,
it's not going to...

He sees what Carol sees.

HOWARD (CONT'D)

...happen...

Sarah Klein stands in the entrance way to the ballroom, wearing a breathtakingly sexy red dress, with a shockingly low cut. She looks like a goddess.

Carol pulls her cleavage line down to match.

Sarah is joined by Joe, who looks surprisingly good in a suit. They scan the room for Howard and Carol.

HOWARD (CONT'D)
Son of a bitch.

CAROL
Works every time.

INT. MCCURDY HOTEL - THE ROSE ROOM - NIGHT - MOMENTS LATER

The four of them sit at the booth, eating dinner.

JOE
So this whole business with the
lemonade was just a setup?

SARAH
Theirs, not mine.

HOWARD
What can I say? You've been
sabotaged.

Laughter from everyone except for Sarah, who almost chokes on her food. Howard fills Carol's glass to the brim with champagne.

CAROL
A girl could get the idea you were
trying to get her drunk!

But she happily takes a drink.

HOWARD
No, that would be tasteless and
disrespectful.

While saying that, he lifts the end of her glass up, causing her to get much more than planned. They both laugh drunkenly.

HOWARD (CONT'D)
I propose a toast!

He lifts his champagne glass high. The rest follow.

HOWARD (CONT'D)

To...Erika!

Beat. Erika freezes, smiling, horrified.

JOE

Wanna try that again, Howard?

HOWARD

Wait, to...AMERICA!

JOE

There it is!

They all drink. Joe, Howard, and Carol are laughing; Erika does her best to hide her panic attack.

PHOTOGRAPHER

Hey!

Still laughing, they all turn to the photographer just in time for a FLASH of the camera, their picture taken. The photographer slips off into the crowd.

The band begins to play Glen Miller's *Moonlight Serenade*, a slower song. Around them, other couples pair off on the dance floor. Sarah gestures for her and Joe to join them.

JOE

I am the worst dancer this side of the Mississippi.

HOWARD

It's true, I've seen it.

SARAH

Prove it.

Joe and Sarah join the other dancers. As the lights turn blue, Joe Mayer finally truly looks at Sarah and only Sarah.

At first they dance stiffly, politely. Then Sarah puts her head on Joe's shoulder, melting into him. Joe pauses, uncomfortable, but soon dances with more ease, putting his arms around her, holding her.

They find themselves surrounded on all sides by other couples in various stages of necking.

JOE

We can go back to the table if you want-

Sarah slides his hand from her back down to her backside. Joe looks more panicked than aroused. He shoots his hand back up to her waist as she grins mischievously at him.

JOE (CONT'D)

Not now.

SARAH

Why not? No one's looking.

JOE

I...I hardly know you.

Sarah leans in so her mouth is a centimeter from his ear.

SARAH

Then get to know me.

She slides his hand to her breast. Again, he moves them back to her waist.

JOE

Fine. Where are you from?

SARAH

Cincinnati.

JOE

Cincinnati? I go there all the time! I'm actually going next weekend, you could come with me, visit your folks--

SARAH

No, no, I'm busy.

JOE

Ahh, never too busy for family; let's do it.

SARAH

(loud)

I said NO.

Now people are watching, ready to step in if needed. Sarah pulls in close to Joe to show all is well.

SARAH (CONT'D)

I don't speak to them anymore, okay?

JOE

Oh God, I'm so sorry, I didn't
know, I mean- Speaking of home, I
think it's time we call it a night.

Joe gestures over to their table, where Howard and Carol are making a beeline to the elevators. They start making out before the doors are even closed.

I/E. JOE'S CAR - NIGHT

Joe drives Sarah home.

JOE

Sorry about Howard. He shouldn't
have plied her with liquor.

SARAH

Hey, she has a choice. I didn't see
him forcing it down her throat.

JOE

I did.

Sarah laughs.

JOE (CONT'D)

Well anyway, here we are.

He pulls over to the curb in front of the Knotty Pine. Sarah makes no move to get out of the car. She only stares at him.

JOE (CONT'D)

I...had fun tonight.

SARAH

Mm-hmm.

JOE

Let's...do it again sometime.

Again, Sarah only stares at him, making it clear she's ready and willing for him to make a move. Instead, he leans over and gives her an awkward "friend hug."

JOE (CONT'D)

See you on Monday.

As they hug, Sarah moves her face, making it as easy as possible for him to kiss her. He still doesn't go for it. He pulls away from her. She leans across to him.

JOE (CONT'D)

What are you--

He's cut short by her planting her lips on his, kissing him firmly, pulling herself tight against him. At first he is tense, then he relaxes and allows himself to kiss her. After a moment she detaches her lips from his. He's bug-eyed, breathing heavily...and so is she. While this is all part of the mission, *that was a really good kiss.*

They reattach with more passion. She lifts her leg over his lap, straddling him. She moves up, sliding his face down to her cleavage, where he begins to kiss whatever he can. When he reaches around to undo her dress--

SARAH

Not now.

He pauses, his eyes pleading with her. She smiles.

SARAH (CONT'D)

I hardly know you.

JOE

I'm sorry, that was wrong -

SARAH

I'm kidding, Joe. I want you to come upstairs with me.

She licks his ear and starts to exit the car-

JOE

I can't.

Sarah pauses - this wasn't part of the plan.

SARAH

Yes you can.

JOE

No. I don't want this to be a one-night thing. If that's ok with you.

Sarah looks him over, trying to figure him out.

SARAH

You're one of the good ones, aren't you, Mr. Mayer?

JOE

I try to be.

SARAH

We'll have to work on that. See you
on Monday.

One last kiss and she leaves, shutting the door behind her.

EXT. KNOTTY PINE - NIGHT - MOMENTS LATER

Erika ascends the stairs to her room, alone. From the top landing she can see the yard, where Emma sits, smoking a cigarette, watching her with a knowing look.

EMMA

Don't worry, I only saw everything.

SARAH

Emma, I can explain-

EMMA

He seems nice.

SARAH

He is.

EMMA

Well, even the nice ones have short attention spans. Better not let him get away from you.

SARAH

Goodnight, Emma.

INT. ERIKA'S ROOM - NIGHT - CONTINUOUS

Erika enters her room, shuts the door, and flops down on the bed, facing up, spread eagle. It's one of the only times we see her alone, just her and her thoughts.

Finally, she looks over to her briefcase. With a sigh, she gets up, picks up the briefcase, and looks out the window. Out back, Emma shuts her door and turns her light off. The coast is clear. Erika sneaks out.

EXT. BOSTON HARBOR - NIGHT

A grungy-looking WORKER approaches an equally grungy-looking car. Behind him, we can see the colossal piers and docks that make up Boston Harbor.

TEXT: Boston, Massachusetts

As he opens his car door, a hand reaches around from nowhere and SNAPS HIS NECK. He falls to the ground, showing us who's behind him: AXEL RYKER. He holds a briefcase like Erika's.

Ryker takes the man's keys and hops into the car. He opens his briefcase, pulls out a map of the United States, and traces his route to Evansville.

In front of the car, the man stirs feebly, pathetically - he's still alive. Ryker starts the car and begins his journey to Evansville - **THUMP THUMP** - by running him over.

EXT. FIELD - NIGHT

Erika's headlights cut across a remote field. She parks under a tree, then gets out of the car, briefcase in tow.

She goes to the trunk and opens it, revealing the radio parts she bought in Nashville. She sets the briefcase inside, and opens it. The gadgets in the top half are still there.

Holding a flashlight between her teeth, Erika rips the carpet out of the trunk. Then, using the gadgets as well as the radio parts, she begins to build something, her hands expertly screwing things in and soldering wires.

After a few QUICK SHOTS of her working, Erika steps back, revealing a shortwave transmitter which sits down in a recess in the trunk's floor, hidden by the carpet when not in use. Every radio part has been used. She flips it on. It works.

Attached to its side is a coil of wire. Erika throws it up into the tree, where the end catches up in the branches -- a makeshift antenna.

She then hunches over it, clicks a button on it in a set pattern, and begins to type, sending out a message.

INT. U-BOAT - NIGHT

Anton Bauer is hunched in front of an Enigma machine in a tiny room full of radio equipment, dozing. A microphone headset is over his ears. It starts beeping.

He's groggy at first, then his eyes snap open as he realizes what he's hearing. He scribbles down her message. He then starts tapping his transmitter, sending one back to her.

EXT. FARM HOUSE - NIGHT

TEXT: South Bend, Indiana

A pimply TEENAGE BOY sits on his front porch, messing around with a radio. Suddenly, he hears an odd, rhythmic beeping coming through -- *Erika's broadcast*. He stands up, looking at his radio fearfully.

INT. RADIO STATION - NIGHT

TEXT: St. Louis, Missouri

A middle-aged RADIO OPERATOR sits up in his chair as his receivers start beeping away, also picking up Erika's broadcast.

INT. RADIO STATION - NIGHT

TEXT: Louisville, Kentucky

AARON (30, skinny) frantically writes down what he hears.

AARON

Scott, I think you'd better get in here.

SCOTT (30s), rolls into the room in a wheelchair, not interested enough to look up from his book. Aaron takes it from him.

SCOTT

Yeah? - Hey!

AARON

Listen, you know how the FCC told us to keep an ear out for any suspicious broadcasts? Well...I'm picking up a real strong signal from the Evansville area. It's a coded message.

SCOTT

So? What do we care? It's probably just some dumb lovebirds sending each other coded love letters. You know not to call me in here for stuff like that.

AARON

No, it's not the message I called you in here for; it's the code.

SCOTT

Why? What are they using?

AARON

I'm not sure, but I think...

We get a good look at Aaron's fearful face as he looks up, eerily lit by the studio lighting.

AARON (CONT'D)

I think it's the Enigma Code.

INT. FBI FIELD HEADQUARTERS - DAY

Charlie Pulaski and Harry Fallon stride through a throng of FBI agents, all screaming into their phones or at each other - this office is in complete mayhem. Pulaski holds a large rolled up sheet of paper. Out the windows we can see the skyline of 1940s Chicago.

TEXT: Chicago, Illinois

Several of the agents turn to Charlie as he passes and ululate to him like Indians.

FBI AGENT

Go get those weather reports,
Charlie!

Pulaski ignores them, while Fallon merrily flies them all the bird. They go through a set of doors marked **Preston Elliott**.

INT. PRESTON ELLIOTT'S OFFICE - DAY

Inside, they find PRESTON ELLIOTT (60s), who has two looks: serious and more serious. He's just now hanging up his phone, which immediately begins to ring again. He unplugs it.

PRESTON ELLIOTT

Well if it isn't the Idiot Who
Cried Wolf. And his idiot friend.

FALLON

It's good to see you too, sir.

PRESTON ELLIOTT

No, it's not. You know how much
your little trip to North Dakota
cost the American taxpayers? Eight
grand. Eight grand for you to be
wrong. Again.

Pulaski unfurls the paper in his hand across Elliott's desk, revealing a map of the Midwest. It covers the whole desk.

PULASKI

Look, we're not wrong about this one. And we're not alone. The *exact* same transmission was picked up by amateur HAM operators in South Bend, St. Louis, and Louisville.

(circles each city)

We don't know *what* was broadcast last night, but we *do* know, for a **FACT**, that the code that was used matches up **EXACTLY** with the Enigma Code. Which means there's a German on the loose.

PRESTON ELLIOTT

Well aren't they just popping up everywhere. Where's this one?

FALLON

Each city received the transmission at a slightly different time. So we use that to triangulate where it came from, which leads us to-

Using a compass, he draws three circles of different sizes around each of the three cities. As he draws the last circle, we see that they all intersect at--

FALLON (CONT'D)

About ten miles east of Evansville, Indiana. Now that we know where to look, we can set up more radio posts. Each time this guy broadcasts, we'll be able to lock onto his location more and more.

PRESTON ELLIOTT

Sounds like a lot of fun. But somebody sending one coded message from some backwater town does not mean we go kicking down doors.

PULASKI

It's not just some backwater town! Maybe five years ago it was. But right **NOW** that whole city is one giant a factory getting us ready for war. When we punch Adolf Hitler in his face, that punch will come from Evansville. Which makes it a **VERY** good place for a German to be, and that's why I'm willing to stake my job on this lead.

(MORE)

PULASKI (CONT'D)

If there is even a ten percent chance that I'm right, then we need to go, NOW.

Fallon and Elliott are stunned.

PRESTON ELLIOTT

Ok. We'll go. But you said it yourself: Either there's a Nazi in Evansville, or you're done here.

EXT. REITZ HILL - DUSK

Joe and Sarah lie on Reitz Hill overlooking Evansville, the shipyard, and the river below. It's Golden Hour - the sunset casts Joe, Sarah, and all of Evansville in a beautiful cinematic orange. But the view is lost on them - they're mostly just looking at each other.

SARAH

You think anyone at work knows?

JOE

Well, between Carol and Howard, I'd imagine most of Indiana knows by now.

SARAH

Good.

JOE

Oh, I see. Territorial.

She bares her teeth like a tiger, but that becomes a kiss. We pull back to see there are families picnicking around them. The parents shield their children's eyes and glare at them disapprovingly as they keep kissing. Joe watches something out of the corner of his eye. Erika notices.

SARAH

Hey. What's wrong?

JOE

Sorry. There's two things I think about all day, and they're both right in front of me.

He gestures to her and the shipyard.

SARAH

Ah. The boats.

JOE

We got a call from the FBI over the weekend. They're going to be in town later this week.

SARAH

Why?

JOE

Who knows. Howard's convinced there's a Nazi among us and the Feds are tracking him down.

SARAH

Is that what you think?

JOE

Nah, he wouldn't last a day here.

SARAH

Let's say there *is* a Nazi here. There's no way he could break in, right? Look at it: Looks like Fort Knox down there.

And she's right: There are watch towers with armed guards and high-beam spotlights. A wall topped with barbed wire circles the shipyards' land perimeter. More guards roam the grounds.

JOE

Sure, if he tries to walk in.
(but points to the river)
But look over here. The river's wide open. Not even a fence, nothin'. So if someone swims or comes by boat, it's all over. They're in.

SARAH

Even if someone got in, then what? I personally typed up the memos about never writing down the combos to the safes.

JOE

And yet Howard still carries our department's around in his wallet like an idiot.

Erika can barely conceal her excitement.

SARAH

It's just the blueprints in there,
right? Nothing a spy couldn't just
take a picture of from up here.

JOE

No, not at all, we've got-

Joe leans in and lowers his voice so none of the neighboring
families can hear.

JOE (CONT'D)

We've got all our correspondence
from Allied Command in there.
Anything they tell us about the
invasion, we lock in there.

EXT. JOE'S HOUSE - NIGHT

Sarah drops Joe off at his small but cozy house.

JOE

Thanks for driving.

SARAH

What can I say, I'm a gentleman.

JOE

I had fun today.

SARAH

Mm-hmm.

He leans in, kisses her good night, and gets out of the car.

JOE

Let's do it again sometime.

SARAH

Rude.

JOE

I...I beg your pardon?

SARAH

You spend all day whispering sweet
nothings in a girl's ear then don't
invite her in? Rude.

INT. JOE'S BEDROOM - MOMENTS LATER

Joe and Sarah SLAM against a wall, making out furiously and pulling clothes off. She undoes his pants - he stops her.

JOE

Wait, wait, wait - slow down, slow down. Are you sure?

Sarah pulls him over to the bed, then shoves him onto it. She climbs on top of him.

SARAH

Yes.
 (kisses him)
 Yes.
 (kisses him)
 Yes.

INT. JOE'S BEDROOM - MOMENTS LATER

They make love. She says "yes" several more times.

INT. JOE'S BEDROOM - NIGHT - LATER

The dead of night. Joe is sound asleep. Erika lies in his arms, wide awake. She absent-mindedly rubs his arms, then gently extracts herself from him. She puts on her clothes as quietly as she can, then slips out.

EXT. OHIO RIVER BANK - KENTUCKY - NIGHT

Erika lies in tall grass on the Kentucky side of the Ohio River, looking through a pair of binoculars at the shipyards on the Indiana side. She has a pencil and notepad.

A GUARD passes into view. Erika checks her watch and writes down the time. A huge gantry crane moves a load from right to left, casting a shadow along the shipyard as it moves. Erika times this with her wristwatch.

INT. QUONSET HUT - EVANSVILLE SHIPYARDS - DAY - MOS

Erika sits at her desk, typing away while Carol gabs on and on. Joe is across the room, stuck in a group of engineers hunched over metal samples. Neither he or Sarah pay much attention to anything but each other.

INT. JOE'S BEDROOM - NIGHT - MOS

Joe and Sarah make passionate love.

EXT. OHIO RIVER BANK - KENTUCKY - NIGHT - MOS

Erika lies in the same spot, binoculars trained on the shipyards. The same guard passes into view. Erika writes down the time. Now that she has several entries in her notebook, we can see that a guard passes every two minutes.

INT. QUONSET HUT - EVANSVILLE SHIPYARDS - DAY

Sarah types at her desk, looking sleepy. Howard passes by with a few colleagues.

HOWARD
--finally getting those security
upgrades Joe's been harping about--

INT. JOE'S BEDROOM - NIGHT

Joe and Sarah do what Joe and Sarah do in his bedroom.

INT. JOE'S BEDROOM - NIGHT - LATER

Erika puts her clothes on and opens the door to sneak out-

JOE
...you can stay...

Half-awake, Joe reaches for her. She goes to him and kisses his hand. He's already asleep again. She slips out.

EXT. OHIO RIVER BANK - KENTUCKY - NIGHT - MOS

Erika is at her same spot in the grass, watching the shipyards through her binoculars.

Construction on a fence along the Indiana shore has begun. Thick coils of barbed wire make it completely impenetrable. Once the fence is finished there will be no getting in.

INT. HALLWAY - EVANSVILLE SHIPYARDS - DAY

Erika makes her way down the hall, dropping off daily reports through the mail slots on each door. She reaches Howard's office -

His door is open. His office is vacant.

Erika looks about - no one is around. She pokes her head in.

His wallet is sitting on his desk.

Checking one last time, Erika slips into Howard's office. She approaches the desk and has almost reached it-

JOE

There's that beautiful girl.

Joe, smiling, stands in the doorway. Sarah smiles back.

SARAH

Oh, hello Mr. Mayer.

Joe shuts the door and goes to her.

JOE

Something I want to run by you. I'm going to my parents' place for dinner tonight. It's possible I've told them about you... and it's possible they'd really like to meet you but not if it's too soon, I know it's only been a few weeks, so you can completely feel free to say no if don't want-

SARAH

I'd love to.

JOE

(moved)
Really?

SARAH

Really.

They kiss. HOWARD opens the door. Busted.

HOWARD

No, it's fine, Carol and I use your office all the time.

JOE

What?

INT. JOE'S CAR - EVENING

Joe and Sarah ride in Joe's car down a country road.

JOE

I'm just saying, it'd be nice to wake up with you still there for once. Why you always gotta leave in the middle of the night?

SARAH

I don't know, I just can't fall asleep in that bed.

JOE

I can get a new one.

SARAH

No, no, no, not for me.

JOE

It's no trouble, really.

They're approaching a farmhouse.

JOE (CONT'D)

That's their house. So...there's something you should know. My uncle. He's from Germany and he can be...a little intense.

SARAH

Intense how?

JOE

You'll see. Here we are.

SARAH

Well now I'm a little nervous.

JOE

Don't be. Anyone I love, they love.

Joe hops out of the car and heads inside. Sarah stays, perplexed by what he just said. Finally, she gets out and walks to the porch, where she looks through the open door.

EXT. FARM HOUSE - NIGHT - CONTINUOUS

Inside is a warm household, full of love. Joe is enfolded in a forceful hug from his very Jewish MOTHER (60s, pleasantly plump). His FATHER (60s, balding) claps him on the back.

Sarah can't help but smile to herself. She steps inside.

INT. FARM HOUSE - NIGHT - CONTINUOUS

MRS. MAYER

You must be Sarah. We have heard so much about you!

SARAH

Uh-oh.

Polite laughter from everyone.

MRS. MAYER

Well I'm Ida. This is Joseph's father, Noah.

SARAH

(shakes their hands)
So nice to meet you both.

MRS. MAYER

Well come on into the dining room, we've got dinner ready.

They all move to the dining room, where a solemn man with thick eyebrows sits at the table alone: SAUL (50).

JOE

Uncle Saul, I want you to meet my girlfriend, Sarah.

As soon as Saul sees her, a look of distrust comes into his eyes. Sarah offers her hand; he does not take it.

SAUL

(THICK German accent)
You look familiar.

Erika is startled, but recovers quickly.

SARAH

Oh, do you work down at the shipyards?

SAUL

No. But many German girls look like you. My English forgive.

MR. MAYER

Saul, you're doing great.

(to Sarah)

He's gotten much better at it since he arrived, though. When he got here last year, he couldn't even say "yes" and "no."

MRS. MAYER

Come on, come on, everyone sit
down, no one wants a cold meal.

They all take their seats. Sarah sits across from Saul.

ERIKA

Everything looks delicious, Mrs.
Mayer.

MRS. MAYER

Hear that, Noah? *Someone* thinks I
can cook.

MR. MAYER

(under his breath)
She hasn't eaten it yet...

They all dig in, eating heartily. Several "tastes good" and
"mmms" from everyone.

MRS. MAYER

So, Joe told us you're a secretary
at the shipyard.

SARAH

Yes, ma'am. I type, take dictation,
do filing...boring stuff. But your
son is so demanding, it's very
difficult for us to keep him happy.

As everyone but Saul laughs at that, Joe slides his hand into
Sarah's under the table.

MRS. MAYER

Well let me tell you, when Joey was
a little boy it was no different.

MR. MAYER

Because YOU spoiled him rotten.

MRS. MAYER

It's my job! And not every mom has
the perfect son like I do!

MR. MAYER

Oh God...

She pinches Joe's cheeks, loving the hell out of embarrassing
him (he secretly loves it too). Laughs from everyone.

SARAH

That reminds me of a joke: How do
we know Jesus was a Jew?

The table pauses uncomfortably. Joe stares at her: *Abort this joke. Abort now.*

SARAH (CONT'D)

Because he thought his mother was a virgin and she thought he was the son of God.

The Mayers erupt into genuine laughter.

SAUL

You do not look like a Jew, Miss Klein.

And the moment is dead. AWKWARD silence from everyone.

MRS. MAYER

And just what is a Jew supposed to look like, Saul? Are you telling a joke as well?

Ignoring Mrs. Mayer, Saul STARES Erika down.

SAUL

Where is your family comes from, again?

MRS. MAYER

Really, Saul. Let's not be rude to our guest.

SARAH

No, that's alright, Mrs. Mayer.
(to Saul)
Actually, I'm only half-Jewish. My mother converted after she married my father. And her father was an Englander from Dover. And her mother was Norwegian. I guess I look like her.

JOE

You never told me any of this.

SARAH

You never asked.

SAUL

You know your blood lines very gut, Miss Klein. Strange for American.

MRS. MAYER

Saul, you sound like those Nazis
you tell us about, questioning
people about their ancestors.

Saul throws down his napkin and gets up with a cane.

SAUL

I only ask.

He leaves. The table is quiet and awkward.

MR. MAYER

He has a lot on his mind. His wife
and son are missing in Europe. They
were supposed to come here a few
weeks after him, and they never
made it. We don't know what
happened to them.

SAUL (O.S.)

I know what happened.

Saul re-enters.

SAUL (CONT'D)

They are in concentration camps.

SARAH

We don't even know if those exist!

SAUL

I was like you. Unable to believe.
For years, Noah writes to me, tells
me to leave, get my family out
while I can. But I did not believe.
I had engine shop in Potsdam. The
Nazis make me put Star of David in
window. Not much business after. I
still did not believe. Then Nazis
make me wear Star of David. Still
did not believe. Then Nazis burn my
shop down on Krystallnacht. I hid
on roof and watched them. They
throw rocks, light fire, chase
people, have fun. They were boys. I
think: "They do not know what they
do." Then they put people with Star
of David - my friends - on trucks.
And I knew: They know exactly what
they do. But what I remember most
was a little boy. Had lost his Star
of David.

(MORE)

SAUL (CONT'D)

So they hold him down, cut his shirt off, and carve one into his arm while he scream for his Mutti.

SARAH

(shaken)

You said you were up on the roof, right? That had to be very far away. It'd be hard to know what you did and didn't see from up there...

SAUL

And that is how it begins. Denial. Any truth but the truth. I saw it. And still even I might have said the same as you.

Saul begins rolling his shirt sleeve up.

SAUL (CONT'D)

But then they found me. No Star of David. So they gave me one.

Scarred into his arm is a grotesque Star of David.

SAUL (CONT'D)

Only then did I believe. When it was too late.

Her hands shaking, Sarah puts down her knife and fork in a cross on her plate. Tears form in her eyes.

SARAH

I-- I have to go.

She tries to get up in an orderly fashion, but she bumps the table and causes all of the wine glasses to SPILL.

Mrs. Mayer tries to clean up; Joe hurries after Sarah. He pauses on his way out the door:

JOE

Goddammit, Saul.

EXT. FARM HOUSE PORCH- NIGHT - CONTINUOUS

Joe steps out onto the porch, where Sarah paces.

SARAH

They're not all like that. They're not all like that. They're not all like that.

JOE

Everything he said is true. And it will happen in every country they invade. That's why my ships have to work: We have to win this war. We have to stop them.

SARAH

They can't all be bad.

JOE

Who, the Germans? Of course not. But a country's only as good as their leader. And this one's bringing out their worst. He's got them under a spell, and it's not going to break until he's gone. Given the right circumstances, it could happen anywhere. Even here.

SARAH

They're not *all* doing it! It's just the soldiers, the secret police...

JOE

Sure, but they know. They all know something is wrong, whether they admit it or not. Even if they're not the ones doing it, it's their friends, brothers, cousins...their fathers.

SARAH

But the people would DO something about it; they wouldn't allow it.

JOE

Not if they refuse to believe it's happening. Sometimes the truth is too big to see.

He wipes the tears out from under her eyes with his thumb.

JOE (CONT'D)

Enough philosophizing for one night. Let's go back inside, okay?

He turns to go back in, but Sarah stops him. She hugs him tightly. Not sensually - she just needs a hug. Joe is content to hold her, and she's content to be held.

SARAH

I'm so sorry.

JOE

For what?

EXT. DACHAU - DAY

RUTH MAYER (42) and DAVID (4), are starving. They're standing in *Zahlappell*: Being forced to stand in rows of five for however long the guards tell them to.

Bits of snow (and ash) come down on them. They're coughing, dying. David can barely stand. Ruth offers an arm to hold him up, but she immediately puts it down as a guard passes them. David whimpers as her hand leaves him.

A few rows in front of them, a woman collapses. A guard immediately SHOTS HER IN THE HEAD.

A DOCTOR makes his way through the group with a stethoscope, checking each prisoner. When he reaches a sick one, he taps them on the shoulder and they step out of line, where they are then loaded onto a truck.

The guard then pulls out a clipboard and begins to read names.

The dialogue is in German.

GUARD

Aumann...Bakst...Brauer...Denker...
Ehrlich...Goldberg...Haas... Klein.

Ruth closes her eyes in fear as they reach the M's...

GUARD (CONT'D)

Lanzmann... Liebermann...
Mannheimer... Neuhaus...

Tears of relief run down her face. The selected names are escorted toward a metal building behind them.

DAVID

I wanna go with them, momma...

Ruth looks to the windowless building they're led into. Black smoke billows from its chimney.

RUTH

No you don't, David.

The doctor reaches Ruth. As he listens to her breathing, David coughs a deep, bronchial cough.

RUTH (CONT'D)
 Doctor, good doctor, please-

He gets down on one knee and listens to David's labored breathing. He is sick. The doctor taps him on the shoulder.

RUTH (CONT'D)
 NO! Please, give him one week. One week, he'll be better, I swear.

DOCTOR
 He is dying.

Ruth leans in close, so David can't hear.

RUTH
 (whispers)
 I know where that truck is going.
 Let him die here with me. Not alone
 and afraid.

The doctor looks to the boy, then back to Ruth.

DOCTOR
 I will return in one week. If his condition has not improved we will take him away.

RUTH
 Thank you, thank you--

He has moved on. David coughs again, even worse. Ruth cries in fear - *there is no way David will be better in one week.*

INT. SEEDY MOTEL LOBBY - NIGHT

A man wearing thick glasses, the HOTEL CLERK (any age) reads H.P. Lovecraft's *At the Mountains of Madness*. He's sitting behind the counter at what could be the world's saddest-looking motel. The lights flicker unsteadily, and you can almost smell the mildew.

Behind him are posters saying **BUY WAR BONDS** and of course the classic **HE'S WATCHING YOU** poster. Another says: **If You Question It, Report it!** It features a sinister-looking man who holds a human-like mask to his face. Beneath the mask is Hitler.

There is a tinkling of bells as the door opens and AXEL RYKER enters. The hotel clerk is too absorbed in the book to notice that something worse than Lovecraft's monsters has entered his life.

After a moment of being ignored, Ryker clears his throat.

RYKER

I need room.

Ryker makes no attempt to hide his accent. His fragmented English makes him sound Russian.

The hotel clerk doesn't look up from his book.

HOTEL CLERK

It's three bucks for the night-

He notices Ryker glaring down at him. He shrinks in size. Ryker reaches into his jacket...and produces the money.

RYKER

That is good rate.

It sounds like a threat. The clerk takes his money and gets a key:

HOTEL CLERK

Are you...from around here?

RYKER

No. Do not disturb.

He leaves. The clerk collapses back into his chair. He starts to pick up his Lovecraft book, then he looks at the poster looming over his head. **If You Question It, Report It!**

He gets up and checks outside. No sign of Ryker. He goes to his phone and dials the number listed on the poster.

HOTEL CLERK

Hi, I'm calling from the Sunnyside Inn outside of Cincinnati, Ohio, and I've just encountered a guest who seems--

The power goes out.

The hotel clerk freezes, then begins to shake. He tries to dial again. Nothing happens.

HOTEL CLERK (CONT'D)

Shit.

EXT. SEEDY MOTEL - MOMENTS LATER

The clerk makes his way along the back of the motel, lighting his way with a dull flashlight. It's drizzling.

HOTEL CLERK
Shit. Shit. Shit.

He reaches the breaker box, oblivious to the cigarette glowing in the darkness behind him.

Sure enough, someone has flipped the main power breaker to OFF. Barely keeping it together, he reaches to flip it back to ON-

But he sees it: The breaker has been wrapped in aluminum foil, which has been attached to the electrical wires. The rubber coating on the wires has been shaved off. Flipping this breaker will kill him.

Behind him, Ryker cocks the Mauser and pushes it gently into the back of the clerk's head.

RYKER
Did you call them?

Crying, the clerk nods.

RYKER (CONT'D)
Did you tell them about me?

The clerk violently shakes his head.

HOTEL CLERK
The power went out. I didn't get a word out, I swear.

RYKER
Good.

HOTEL CLERK
So I can go?

RYKER
No. Turn power on.

HOTEL CLERK
Please don't make me, please don't make me...

RYKER
Turn power on.

HOTEL CLERK
Why? *Why do you do this??*

Ryker lowers the gun and considers the question.

RYKER

I wanted to be a doctor. Was no good. I wanted to be husband, have family. Was no good. I wanted, I wanted, I wanted. But was no good. But *this* I am good at. It is all I am good at.

He covers the clerk's hand with his own and places it on the breaker. He wears a rubber glove. The clerk tries to bolt, but before he can, Ryker FLIPS THE BREAKER. Every muscle in the clerk's body contracts as he is burned alive from the inside. His hand begins to burn and spark at the point of contact with the breaker.

Ryker's eyes glow from the sparks as he watches the clerk fry. A halogen light over the hotel glows on and off.

RYKER (CONT'D)

And I enjoy it.

The light overhead BURSTS and goes out, leaving us in darkness.

EXT. LITTLE BOHEMIA LODGE - NIGHT - FLASHBACK

Charlie Pulaski is in the middle of a GUN BATTLE. He and his partner, ROY McGUIRE (40s, fat and sweaty), are hunched behind their car, which is getting peppered with machine gun fire. They each hold Thompsons of their own.

Pulaski is thinner and younger - 8 years younger to be exact. He's afraid. He reaches for his flask - the same one he still owns. His hands shake.

TEXT: Little Bohemia Lodge, April 20th, 1934

ROY

Cover me, Charlie!

Roy makes a run for another car, but Charlie is still taking a swig from his flask. He drops it and pops up to cover Roy-

But he's too late. Roy is shot to bits before Pulaski's horrified eyes. Roy looks helplessly to Pulaski as he dies, but there's nothing Pulaski can do. The gunfire ceases. Pulaski lays against the car, hyperventilating.

BABY FACE NELSON (O.S.)

Good shot, Homer!

BABY FACE NELSON (25, lives up to the name) walks into frame, smoking Thompson in hand. He grins like a demented clown.

BABY FACE NELSON (CONT'D)
 Hey boys, look who I got. It's
 Charlie Pulaski, been chasin' us
 all year!

Nelson bows theatrically.

BABY FACE NELSON (CONT'D)
 Well ya found us! Now watch me make
 some scrambled eggs.

He puts the barrel of his machine gun against Charlie's head.
 It burns him.

PULASKI
 It'll backfire that close.

BABY FACE NELSON
 Hey, he is smart! No wonder he
 caught us!

Nelson takes Pulaski's advice and backs up. He levels the gun
 at Pulaski's head.

BABY FACE NELSON (CONT'D)
 Now don't think I don't appreciate
 you, 'cause I do.

JOHN DILLINGER
 Hold it!

JOHN DILLINGER (31, pure gangster) walks into frame. His face
 exudes evil and malice - there is nothing to romanticize
 here. He twinkles his fingers at Pulaski.

JOHN DILLINGER (CONT'D)
 Charlie. You don't look so good.
 (to Nelson)
 Let's go.

BABY FACE NELSON
 Hold on, Johnny. I'm gonna send
 this guy back to J. Fat-Ass Hoover
 minus his brains.

Dillinger leans in to kissing distance of Pulaski's face.

JOHN DILLINGER
 If you do that...who's gonna tell
 the story about tonight?

He kisses Pulaski's cheek.

JOHN DILLINGER (CONT'D)
 Don't you forget about me, Pulaski.
 'Cause you ain't ever gonna catch
 me. And you ain't ever gonna catch
 this Nazi either. 'Cause you're a
 deadbeat. Everyone knows it. You're
 just a bum hidin' behind a badge.

Roy McGuire's corpse looks up from the grass.

ROY
 You were supposed to cover me,
 Charlie...

Dillinger picks Pulaski's flask up and puts it in his hands.

JOHN DILLINGER
 Nah, he kept his real partner at
 his side. Didn't ya, Charlie?

Dillinger stands up.

JOHN DILLINGER (CONT'D)
 But you never told anyone about
 tonight, did ya? In that case, no
 use keeping you around.

He levels the machine gun at Charlie's head.

JOHN DILLINGER (CONT'D)
 Goodbye, Charlie.

He BLASTS him-

INT. MCCURDY HOTEL ROOM - NIGHT - RETURN TO PRESENT

Pulaski WAKES from the nightmare with a start. For a moment
 he can only lay there, out of breath. He reaches for his
 flask and takes a swig. Then he picks up the phone and dials
 a number.

FALLON (O.S.)
 Yeah?

PULASKI
 I don't care what it takes. We're
 gonna catch this guy.

FALLON (O.S.)
 Did you just wake me up at...3 AM
 to tell me that we're going to
 do...what we came here to do?

PULASKI

Yes.

FALLON (O.S.)

You're thinking about Dillinger again, aren't you?

(silence)

He's dead, Charlie. And as far as I'm concerned, so is this kraut. We'll get him. Now go back to sleep. We got interviews tomorrow.

EXT. HOTEL SONNTAG - DAY

Establishing shot of the Hotel Sonntag. Joe Mayer goes in.

INT. PULASKI'S OFFICE - DAY - MOMENTS LATER

JOE

My name is Joseph Mayer.

He's speaking to Pulaski, who looks like hell. His office is a cluttered mess. Pulaski checks his name off of a list.

PULASKI

Thank you for coming in, Mr. Mayer. As you may or may not know, I am with the FBI and we are interviewing all military personnel here at the shipyards.

JOE

That puts you here til about 1963.

Pulaski laughs, but it's a tired laugh.

PULASKI

That sounds about right. So, these are just routine questions we ask everyone, nothing to worry about. Let's start with you telling me about your background. Your life in thirty seconds.

JOE

Well, I'm a metallurgical engineer, originally from Indy. I got my degrees from Notre Dame, then took a job doing alloy research for the government.

(MORE)

JOE (CONT'D)

Tried to join the army when the war broke out but they sent me here instead, and I've been here since day one. But you know all of that, don't you?

PULASKI

Just making sure you did. Rumor on the street is that your tellurium work is one of the biggest breakthroughs of the War effort.

JOE

Can't answer that.

PULASKI

Do you see your father much?

JOE

(caught off-guard)

I...just visited him and my mother last weekend.

PULASKI

I came across his war record and saw he won a Bronze Star in 1918. You must be proud of him. I also saw that after Germany surrendered, your father applied for permission to travel there? Sightseeing, I take it?

JOE

No, he went there looking for relatives. He had an uncle and some cousins in Potsdam. My father's parents were from there originally.

PULASKI

So did he find them?

JOE

His uncle was dead, but his cousin, Saul, still lived there and they met up.

PULASKI

Hey, that's great. I have some relatives in Poland my mother used to exchange Christmas cards with. Did your dad ever hear from Saul again?

JOE
He lives with him.

Pulaski stops scribbling for the first time and looks up.

PULASKI
Excuse me?

JOE
Yeah, he escaped from Germany after Kristallnacht, but his wife Ruth and his son David didn't make it. They're still stuck in Europe. Saul thinks they're at a concentration camp.

Pulaski looks at him long and hard.

PULASKI
Mr. Mayer, please contact me if you ever see anything suspicious no matter how insignificant you feel it might be. Here's my card.

He hands it to him. They shake hands; Joe turns to leave-

PULASKI (CONT'D)
Oh, shoot, I forgot, one more question: Uh, I see you're not married. Are you dating anyone?

JOE
...Yes. A gal in Building 11. Sarah Klein. You interviewed her yet?

PULASKI
No, I don't think so. Fallon? Can you bring the file for Sarah Klein? Building 11.

FALLON (O.S.)
Yeah, gimme a sec!

Pulaski and Joe wait patiently while Fallon swears up a storm in the adjacent room, opening and slamming file cabinets.

FALLON (O.S.) (CONT'D)
A-ha!

The file sails onto Pulaski's desk from the other room.

PULASKI
(sarcastic)
Wow, thanks, Harry!

Joe chuckles and waits while Pulaski looks it over.

PULASKI (CONT'D)

Hmm. She sure left a lot of boxes blank. Not much about her. We'll move her up on the list.

JOE

Sure. Also, if you're at all interested, a few of us are going to the Trocadero tonight. She'll be there. I'll buy you a drink.

PULASKI

Sounds nice. Thanks for coming in.

INT. HOWARD TURNBULL'S OFFICE - DAY

CU of a door labeled HOWARD TURNBULL. Erika knocks on it, holding a stack of files.

ERIKA

Howard?

(no answer)

Howard, you in there?

Erika checks to see if anyone is around. No one is. She lets herself into his empty office, lays the papers on his desk, turns to leave, then spots:

His leather bomber jacket hangs on a stand in the corner.

She comes in for a closer look, and sure enough, his wallet can be seen in one of the pockets. She reaches in, grabs the wallet, and fishes around in it until she finds the combination to the safe. It's long.

She hurries to his desk, grabs a sheet of paper and a pen, and begins to copy it down -

JOE (O.S.)

Howard, you don't have to bullshit me, I'm not your priest.

HOWARD (O.S.)

No, I swear to God, I'm telling the truth.

Joe and Howard are approaching. Erika looks about - there are bars on the windows and no other exits. She's trapped.

There is, however, a closet. Erika dashes to it, but realizes: The wallet and combination are still on his desk.

She grabs them, shoves the wallet back into the jacket pocket, and slips into the closet without a second to spare.

Joe and Howard enter the office.

JOE

You expect me to believe you and Carol haven't slept together? You were practically tearing each other's clothes off at the McCurdy.

HOWARD

Yeah. She was asleep the second her head hit the pillow.

(moment of realization)

I probably shouldn't have given her all that liquor.

JOE

Well there's progress.

HOWARD

It's the opposite of progress. It's a dark day for me when Joe Mayer is scoring faster than me.

Howard is headed right for the closet. Realizing she's about to be caught, she produces her PISTOL from a thigh holster under her dress. She points it at the door.

JOE

It's not scoring if you love her.

This stops Howard dead in his tracks. Erika watches intently.

JOE (CONT'D)

I want to show you something.

Howard turns back to his friend, who is on one knee, holding an open jewelry box containing an engagement ring.

HOWARD

Wow. Ever since our first day working together I knew this was coming.

Joe laughs and gets up. Erika lowers her gun.

JOE

What do you think?

HOWARD

I think you've lost your mind.

Joe laughs again, but Howard is dead serious. Joe deflates.

JOE

Really?

HOWARD

How long you known her? A month?
You get to really know her in that
time? Or do you just know a great
pair of tits when you see one-

Joe **SHOVES** Howard against the closet door, causing it to open slightly. *Erika is exposed. All they have to do is look.*

JOE

You take that back.

HOWARD

Am I wrong?

JOE

Yes.

HOWARD

Really? What do you know about her?

JOE

She's from Cincinnati, she's
Jewish, she's beautiful, she's
perfect...she's a good person.

HOWARD

You *know* she's a good person? You
know that? If I pulled a priest or
a rabbi out of my ass right now
you'd exchange vows with her?

JOE

Yes.

Howard studies his friend closely.

HOWARD

This is the real deal, isn't it?

JOE

Yes. I finally know what I want.

HOWARD

To marry a blonde named Sarah.

JOE

Yes. But I'm not doing it unless
YOU are my Best Man.

HOWARD

Can I at least get wildly
intoxicated and make a complete ass
of myself at the reception?

They both calm down. Friends again. Joe releases Howard.

JOE

I will throw you out...if you don't
do that.

HOWARD

Then it's settled. Since you're in
such a hurry, you can pop the
question tonight at the Trocadero.

JOE

Not so fast. I still need to tell
my family first, and see if she
wants me to meet hers.

HOWARD

Good. I'm happy for you.

He envelops Joe in a bear-hug. Joe is now directly facing Erika, unobstructed over Howard's shoulder, but his eyes are closed for the hug.

HOWARD (CONT'D)

(whispers)

But I still think you're crazy.

JOE

Yeah, yeah, yeah.

(they split)

Oh, while we're here: I'd been
meaning to ask you to give me the
safe combo in your wallet. If
anyone other than me knew you wrote
it down, you'd be minus a job.

Erika looks down and realizes: *She's still holding the combination. She never returned it to his wallet.*

HOWARD

Don't worry about it, Joe, I
already threw it out.

JOE

Really? If I check your wallet it
won't be there?

Howard pulls out his wallet.

HOWARD
(bluffing)
Check it. Go ahead.

Tense moment.

JOE
I'll take your word for it. Just
looking out for you.

HOWARD
Thanks. And, for what it's worth, I
think you're right about Sarah.

JOE
Of course I am. Let's get lunch.

They leave. Erika collapses against the back wall of the closet in relief. After a moment, she silently cracks open the closet door and eases her way out. She works her way across the room, stops to put the original combination back in Howard's wallet, then heads to the door, to freedom...

And makes it out safely, as if she were never there.

INT. TROCADERO NIGHT CLUB - NIGHT

Pulaski enters - it's a multi-colored, crowded mess of wildly dancing couples with a live brass band. Pulaski's age, suit, and suspenders make him look out of place.

He spots Joe, Sarah, Howard, and Carol at a table. Joe waves him over. As he crosses the dance floor, he walks right past Axel Ryker. He reaches the table.

JOE
Everybody, this is Charlie Pulaski.
He's one of the FBI agents here
from Chicago. Charlie, this is
Howard Turnbull - I think you two
met - his girlfriend Carol, and my
girlfriend who I was telling you
about, Sarah Klein.

SARAH
How do you do, Agent Pulaski?

PULASKI
Please, call me Charlie.

HOWARD
We have a spy in town and Charlie's
going to find him.

CAROL
Is that true??

All heads turn to Pulaski.

PULASKI
I doubt we have anything as intriguing as a spy in our midst. But, somebody up top thinks there's a problem here, so we're investigating. Personally, I think we're wasting a lot of taxpayer money, and I told my boss that.

HOWARD
I told you! He said it himself: The FBI thinks there's a spy. What did I tell you, Joe?

JOE
(re: Howard)
Are you allowed to arrest him, just on principle?

Laughter from everyone. The band begins to play Benny Goodman's *Stompin' at the Savoy*.

CAROL
Howard. Dance.

It's not a question. Howard obediently follows her.

SARAH
Joe?

JOE
Is it okay if I sit this one out?

SARAH
Yes. Charlie?

PULASKI
I came here to find spies, not steal girlfriends.

But he gives Joe a wink and offers his arm to Sarah. Once they reach the dance floor, Sarah pulls herself close to him. Joe watches from one side. Ryker watches from the other.

SARAH
Chasing spies must be exciting work.

PULASKI

To tell you the truth, it's usually very, very tedious.

SARAH

You've never fired your gun at a bad guy?

PULASKI

Only once.

They dance in silence for a moment.

PULASKI (CONT'D)

Listen, while it's just the two of us. I interviewed Joe today, and I'm a little worried about him. He told me he's got a Jewish family stuck in Europe. Couple that with his high rank here, and a new girlfriend from out of town, and it paints a pretty clear picture.

Erika barely hides her panic.

PULASKI (CONT'D)

He's a target. Which means you're a target. Now I don't want to alarm anybody, but someone could try to hurt him by hurting or taking you. So, starting tomorrow, you might notice some people following Joe and maybe following you. Nothing to worry about, just keeping you safe.

The song ends. They part.

SARAH

Thank you. I'm glad we met.

EXT. JOE'S HOUSE - NIGHT

Sarah drops Joe off at his house. He leans in and starts kissing her neck. She doesn't respond.

JOE

What's wrong?

SARAH

Nothing at all, just...not tonight.

JOE

You okay?

SARAH
 Yes. Just tired.
 (kisses him, bites his lip)
 Tomorrow night?

JOE
 Sure. Yeah. Goodnight.

He exits the vehicle. She waves and drives off. He goes to his front door-

Which is open. He cautiously steps inside.

INT. JOE'S HOUSE - NIGHT - CONTINUOUS

It's dark. There is the slightest bit of movement in the dining room - *someone is in his house*. Joe grabs a bat and moves to the dining room.

JOE
 Hello?

SAUL (O.S.)
 You are in danger.

Joe JUMPS and turns on the light. SAUL sits at his table, looking solemn as ever.

SAUL (CONT'D)
 Woman bring you lies.

INT. ERIKA'S APARTMENT - NIGHT - MOS

Erika appears to be gearing up for battle. She puts on all black clothing.

JOE (V.O.)
 Saul, what the hell is this about?

She paints her face black.

SAUL (V.O.)
 No Jew. Danger.

She puts a combat knife in a sheath at her side.

JOE (V.O.)
 And how do you know this?

She takes her pistol out of the side-table, wraps it in plastic, and straps it to her other side.

SAUL (V.O.)
I see her look at you. It is love.

Erika is ready to raid the shipyards. She stops at the door and looks at a picture by her bed of her and Joe.

SAUL (V.O.)
But she is still a liar.

Erika turns from the picture, braces herself, and leaves.

INT. JOE'S KITCHEN - NIGHT - CONTINUOUS

SAUL
At dinner. She call grandfather
"Englander." That is a *German* word.
Not English.

JOE
She uses a German word so now we
don't trust her?

SAUL
She cross her plate after meal.

JOE
What do you mean "cross her plate?"

SAUL
Sit down.

JOE
Saul, really--

SAUL
Sit down.

Joe does, and sees why: A dinner plate and silverware have been set up.

SAUL (CONT'D)
Now. Set down silverware like
you're done eating.

Joe sets the knife and fork down, parallel. Saul nods.

SAUL (CONT'D)
Mm-hmm. Any Jew set silverware
however you wish. But a Roman
Catholic always finish meal--

Saul reaches across the table and *crosses* the knife and fork
across each other--

SAUL (CONT'D)

Like *this*. The cross being a silent reminder of Christ.

JOE

Saul. I know you've been through a lot, and I know you mean well, but this is paranoia.

SAUL

I know what I know. Don't you find it interesting that girl like her ...with man like you?

JOE

Get out.

SAUL

Go to her now.

JOE

I SAID GET OUT.

Saul takes his cane and goes to the door.

SAUL

Truth is always difficult.

EXT. KNOTTY PINE - NIGHT

Joe comes SCREECHING to a stop in his car. He hops out and runs up the side steps to Erika's apartment--

EMMA

You here for Sarah?

Joe stops. Emma stands at the foot of the stairs.

JOE

Yes.

EMMA

Well she just left an hour ago. Who are you?

JOE

I'm Joe.

EMMA

So...you're the bad boy who's been keeping her out all night, every night, hmmm?

JOE

I'm sorry?

EMMA

Oh, don't play innocent with me, she hasn't gotten home before five in the morning for the past two weeks.

(winks at him)

I'm Emma, by the way. Would you like a slice of pie?

JOE

No...thanks...

Dejected and worried, he makes his way down the stairs, past her, and to his car. He waits for her to go inside, then quietly backs his car across the street and into the dark, where he waits for Erika, watching her apartment.

EXT. RIVER BANK - KENTUCKY - NIGHT

Erika's car is parked in the mud, by the river, on the Kentucky side. We move up toward the mile-wide Ohio River and fly across it. Halfway across, we come upon ERIKA, who is *swimming across the entire river*. To her right, the Audubon Memorial Bridge looms in the distance.

EXT. OHIO RIVER - NIGHT - MOMENTS LATER

Erika surfaces close to the Indiana shore. Her mud-covered face makes her almost invisible. She checks her watch and looks toward the shore. Construction on the barbed-wire fence has progressed, but it still only stretches along the left side of the shipyards -

A guard is staring STRAIGHT AT HER. She freezes, wide-eyed.

GUARD'S POV: It's too dark. Out over the water he sees nothing but pitch black. He moves on, uninterested.

Erika waits for him to get out of sight, then slips onto shore.

EXT. SHIPYARDS - NIGHT - CONTINUOUS

Erika emerges from the river and slinks to the shadows, past the unfinished fence. She totes a small bag behind her, in which she puts her goggles and swimming cap.

She heads down a row of crates, toward the Quonset huts up on higher ground. She pauses behind a stack of crates and checks her watch again. Right on schedule, a guard passes by on the other side. The second he's moved on, so does she.

She works her way through the maze of crates. She rounds a corner--

And finds herself face to face with a guard, sitting in a chair. Erika crouches, ready to fight -

But the guard is asleep. Relieved, Erika tip-toes past him, rounds another corner, and reaches a fence that surrounds the Quonset hut. From the ground, she's in the shadows, but the top of the fence is covered in light which will expose her.

Ahead, the gantry crane towers over the shipyard. As its current load slides along, it casts a shadow, moving like an eclipse along the fence. Erika hunches down, waiting to run the second the shadow reaches her part of the fence.

To her left, a guard makes his way through the crates. He'll reach her row soon--

The shadow reaches her -- She BOLTS, leaps onto the fence, scales it in a matter of seconds, and hoists herself over, dropping down just as the shadow passes away.

Now that she's in, a searchlight circles toward her. She makes a beeline for the Quonset hut and dives and rolls behind it just as the searchlight passes by.

Safely in the shadows, she hunches over a gridiron, opens her bag, digs in, and pulls out a screwdriver, which she uses on the screws in the gridiron. All of them are off in a matter of seconds. She pulls the gridiron off and crawls in.

INT. HALLWAY - NIGHT - CONTINUOUS

A gridiron in the floor covering a heating duct begins to lift up, revealing Erika. She's in.

She makes her way to Joe's office, which is locked. She pulls a lock-picking kit from her bag, slides the pins in, and pops the lock in less than ten seconds.

INT. JOE'S OFFICE - NIGHT - CONTINUOUS

She hunches over the safe, pulls out her copy of Howard's combination, tries it -- *and it works*. The safe opens.

Inside are stacks of papers, manuals, blueprints, diagrams -- *everything*. She lays it out on the floor, pulls a microcamera from her bag, pulls film from a waterproof bag within the bag, loads the camera, and begins to photograph each page.

As she goes through the pages, she comes upon an envelope titled **CONFIDENTIAL - ALLIED COMMAND**. She opens it.

Inside is a map of northern France with **Utah, Omaha, Gold,** and **Juno** circled. Arrows point to them from England.

Written at the bottom of the map: **Projected Invasion: June, 1944.**

She stands up, overloaded. *She has everything she came for.* Erika photographs the pages.

INT. JOE'S OFFICE - NIGHT - LATER

Erika photographs and returns the last paper to the safe. She notices a small case in the back, which she opens.

Inside is a pile of metal shavings. The underside of the lid reads **Tellurium**. Erika carefully takes a few pieces and puts them in an envelope. She puts the case back, leaving it exactly as she found it, then puts the film and envelope with the tellurium in her bag.

Her work done, she shuts the safe and makes sure it's exactly as she left it. It is. Satisfied, she turns to leave--

And finds herself face-to-face with the PHOTOGRAPH taken of them at the McCurdy on their first date. Joe has framed it and put it on his desk. She moves on.

EXT. SHIPYARDS - NIGHT

Not ten feet from the gridiron, three GUARDS are hunched over a table. One is showing the other two racy pictures of a pin-up girl. Behind them, Erika carefully slides out of the crawlspace and rotates the gridiron back into place...

She makes it out and slips around the back of the building just as the guards turn back around. At the back of the building, she once again has to make a mad dash to jump the fence in time to beat the searchlight.

She lands like a cat and takes off through the crates, past the sleeping guard, until she reaches the river. She pulls her goggles and swimming cap out, seals the bag back up, and takes off swimming.

Operation Vinland is complete.

EXT. KNOTTY PINE - EARLY MORNING

Joe is roused from his sleep as Sarah's car pulls into the parking lot. The sun is just coming up.

He watches her sneak up the stairs, fixing her clothes, sweaty, with messy, ruffled hair. He collapses in his seat, resting his head on the steering wheel.

When he looks back up, though, he's not sad...he's angry. He gets out of the car and heads for the restaurant.

INT. KNOTTY PINE - MORNING

Sarah steps into the restaurant, still looking like a mess--

Joe sits at a table, smiling sardonically. He is the only person in the restaurant, except for a man at the other end of the counter reading the newspaper.

Erika freezes.

SARAH

... Joe! What are you doing here?

JOE

(smiles bitterly)

I came to check on you. How are you feeling? You don't look so good.

SARAH

You're wondering where I was last night, aren't you?

JOE

Not just last night. Emma said you'd been out every night this week...

SARAH

She told you why, didn't she?

(re: Joe's blank stare)

Well, she should have told you the rest of the story: A friend of mine is pregnant, and she's due any day now, so I've been staying at her place--

Emma arrives with breakfast.

EMMA

Mmm, the two lovers return from a night of reckless abandon.

She places a plate in front of Joe.

EMMA (CONT'D)

Here's your scrambled eggs and hash browns, honey, and for you, Sarah, your regular breakfast. I'll bet you're both pretty hungry...

She leaves with an awkward wink.

JOE

Yeah, she seems to know all about this friend of yours. What's her name?

SARAH

Rachel.

JOE

Hmm. Interesting. It's just, I've never met this Rachel. Or heard of her. How about I go tonight so you can get some rest?

SARAH

Joe, you're being an ass.

She begins to DEVOUR her breakfast. As Joe watches her eat like a starved person, this is the last straw - he throws down his fork and gathers his things.

JOE

I hope he makes you happy, whoever he is.

SARAH

Joe, it's not-

But he's out the door.

EXT. KNOTTY PINE - MORNING - CONTINUOUS

As Joe leaves, he looks over at her car and sees that her car is caked in mud.

INT. KNOTTY PINE - MORNING - CONTINUOUS

Sarah runs out, leaving the rest of her breakfast untouched. As soon as she's gone, the man behind her with the newspaper SLAPS it down--

It's HARRY FALLON. Emma returns from the back. He stops her.

FALLON

Excuse me, ma'am, I need to use your phone.

EMMA

It's not for customers--

Harry flashes his FBI badge.

EMMA (CONT'D)

Oh. I like a man with a badge. Right this way.

She takes him back to the kitchen, where he dials a number on her phone.

FALLON

Charlie. Get your ass over to The Knotty Pine NOW.

EXT. HOTEL SONNTAG - MORNING

Charlie hustles out to his car, which is parked in front of the hotel, and takes off, screeching tires.

Behind him, another car pulls out and follows him...driven by Axel Ryker.

EXT. KNOTTY PINE - DAY

Erika ascends the stairs to her apartment, upset from her altercation with Joe - and freezes.

A note has been taped to her door. It reads:

i know what you are

Erika looks around, panicked, but sees no one. She crumples the note up and stuffs it in her purse. Worried, she enters her apartment and shuts the door.

Downstairs, Charlie pulls up to the curb, almost hitting the car in front of him. He takes a swig from his flask and gets out. Fallon emerges from the restaurant.

FALLON

Joe and Sarah just had a fight.

PULASKI

You called me over here to inform me that our marks just had a fight?

FALLON

They just had a fight because she's lying to him.

As their conversation continues, we pull further and further away from them until we reach Ryker's stolen car, where he listens in, unnoticed by them.

PULASKI

Yeah? About what?

FALLON

Apparently she's been out all night, every night, and Joe doesn't know where or why. She claims to be helping take care of a pregnant friend but Joe ain't buying it, and I ain't either.

PULASKI

Wait, wait, wait, are you saying our Nazi spy is a woman?

FALLON

Doesn't look like much else.

PULASKI

Son of a bitch. You should have followed her home, Harry.

FALLON

I did. She lives upstairs.

PULASKI

Well, let's question her--

He turns for the stairs, but Fallon stops him. Anxious, Ryker fishes out his Mauser, ready to stop them if they go up.

FALLON

Wait. If she is our spy, the second we show up with badges, she's gonna disappear. We can't let her know we're onto her.

Pulaski nods, understanding.

PULASKI

Okay. Let's keep the interviews going for now, but make sure she's on today's list. I think we're onto something.

They get into Pulaski's car and leave. As soon as they're gone, Ryker gets out of his car, cocks his Mauser, and heads up the steps to Erika's apartment.

INT. ERIKA'S APARTMENT - DAY - MOMENTS LATER

Erika is asleep in her tiny bed--

The door clicks open, almost silently. Erika doesn't stir. Ryker steps into the room and shuts the door behind him.

He moves toward her with his gun...then passes her bed and goes into the kitchen. He snoops around in the cabinets, looking for something. He gets down on his knees, opens the door under the sink and YANKS one of the pipes right off of the sink--

It's a fake pipe, placed among the real ones as a disguise. Inside is an envelope. He thumbs through it. It contains her microfilm and her metal samples.

He puts the envelope in one of his jacket pockets and heads back to Erika's room--

Her bed is EMPTY.

He turns to the right and raises his gun--

But he's too slow. A vase SLAMS into his face and he drops the gun. It may as well have been a paper ball, though -- he barely flinches.

He lowers himself to retrieve the gun--

Erika DROPS to the ground and spins, KICKING the gun under the bed. She sends her other foot into his head, which does nothing. He GRABS for her foot, but she's too quick.

Erika dives over him and hangs onto his back like a monkey. She slides a belt around his neck. She puts her feet on his back and PULLS, tightening it, cutting off his air.

Ryker tries to reach around behind him, but he can't reach her. He turns redder and redder--

He LEAPS up, sending her head straight into the light fixture, which shatters around her. Her grip slips, and in one motion, Ryker BREAKS the belt right off his neck.

He falls straight back onto the bed, CRUSHING Erika under his back. She screams out. Ryker gets up and with one arm FLIPS the bed with Erika on it. It crashes into a wall with Erika under it.

He retrieves his Mauser, goes to the bed, and pulls it down, revealing Erika, who is a bruised mess. He pushes the Mauser against her eye so hard it looks like it's going to pop.

RYKER
(in German)
Good evening, Sonderführer. Himmler
sends his regards.

He KICKS her in the ribs. Hard.

ERIKA
Who are you?

RYKER
A comrade. The name is Ryker. I was
sent to kill you, Sonderführer
Lehmann.

ERIKA
Then kill me.

Erika spots her pistol poking out from the wreckage of her night stand. She makes a show of pulling herself up to a sitting position against the bed, stretching her arms casually but slowly reaching for the gun.

ERIKA (CONT'D)
But you know once this is done
Himmler can't let you live.

RYKER
Of course not, I know your
importance. That is why you are
still breathing. As soon as our
illustrious Reichsführer briefed
me, I knew I was a dead man.

With surprising speed, *Erika grabs the gun from the night stand and points it straight at him.*

RYKER (CONT'D)
Unless, we work together.

Beat.

ERIKA

Excuse me?

RYKER

Listen carefully: You will contact Abwehr and inform them you have convinced your target to cooperate in exchange for 200,000 American dollars. The money will be sent via wire transfer from one of the Swiss banks your Abwehr keeps for such purposes. You will then give me the money in three days at the Trocadero at 11:00 PM.

ERIKA

And if I refuse?

RYKER

Then you won't get *this* back.

From his jacket he pulls out the envelope that contains the film and metal samples.

RYKER (CONT'D)

You think I don't know your Abwehr tricks?

Erika keeps her gun trained on him.

RYKER (CONT'D)

I assume you know the authorities are following your target, and not ten minutes ago the FBI was outside wanting to take you in. They know who you are. *You are trapped.* Cooperate and we both get to live. I will use the money to disappear to South America through the Bolivar Network. Two-hundred thousand dollars is a small price to pay to live and come home a hero, don't you think?

(still nothing from Erika)

Now I suggest, Sonderführer, we both depart this place.

Ryker clasps her hands and lowers the gun away from him. She's too beaten up to resist.

RYKER (CONT'D)

Congratulations on the success of your mission.

Ryker leaves her, shaking and bleeding. She starts to get up, then sees: Sticking out of the wreckage is her edelweiss flower from Hitler. She crawls over and picks it up.

Struggling, she stands up, goes to the bathroom...and flushes it down the toilet.

INT. JOE'S OFFICE - DAY

Joe enters, dejected. He sits his bag down by his desk, turns to his safe, and opens it. Something catches his eye. He reaches for it, and it all comes crashing together in a

RAPID-FIRE SERIES OF FLASHBACKS:

SARAH

It's just the blueprints in there, right? Nothing a spy couldn't just take a picture of from up here.

SAUL

You do not look like a Jew, Miss Klein.

EMMA

She hasn't gotten home before five in the morning for the past two weeks...

Erika's mud-stained car.

SAUL

Woman bring you lies.

INT. JOE'S OFFICE - DAY - RETURN TO PRESENT

The montage ends with Joe holding up what was in the safe:

A single strand of blonde hair.

INT. HOTEL SONNTAG - DAY

All hell has broken loose. In one room, Joe is in a chair, surrounded by G-Men, getting slammed with questions, none of them distinguishable.

Next door, in Pulaski's office, four phones have been set up - all of them are ringing off the hook. Pulaski tries to answer them all.

EXT. HOTEL SONNTAG - DAY

G-Men and police officers swarm from the hotel and into their cars, where they all go screeching off en masse.

Joe watches them through a window, looking miserable.

We cross the street to the Evansville Police Headquarters, where more police officers pour out the front door and into their cars, where they join the hunt, sirens blaring.

EXT. SHIPYARDS - DAY

Production has STOPPED as dozens of policemen invade the shipyards, lining the women up and checking each of them.

POLICEMAN

(into a megaphone)

All personnel remove your welding masks, handkerchiefs, anything that obstructs your face.

Down the lines, dozens of women pull off their masks and handkerchiefs. Policemen run up and down the lines, searching for "Sarah Klein." One of the women they check is CAROL.

EXT. KNOTTY PINE - DAY

Pulaski and Fallon come screeching in, this time actually hitting the car in front of them. They unholster their weapons and storm up the steps, two at a time.

PULASKI

Sarah Klein, this is the FBI, we are coming in!

Pulaski KICKS the door down and they RUSH in - only to find the apartment ABANDONED. It's still trashed from the battle with Ryker.

PULASKI (CONT'D)
GodDAMMIT!!

FALLON
Someone's found her already!

EXT. DOGTOWN TAVERN - DAY

Erika drives down a dirt road that runs along the Ohio River. She is WAY out in the boonies. The only sign of civilization is a building with a sign that reads **Dogtown Tavern**.

She parks at the river's shore and gets out. Her face shows something we haven't seen on it yet: Complete, unchecked fear. She bends over and VOMITS.

With shaking hands, she opens the trunk. She hunches down to the shortwave transmitter, turns it on, throws the wire up into a tree, and clicks away, sending her final broadcast.

INT. U-BOAT - DAY

Anton Bauer is hunched over the same tiny desk we last saw him at, bored out of his mind. His headset begins to beep. Upon receiving it, he sends her a message back.

EXT. FARM HOUSE - DAY

The pimply teenager from South Bend comes running to his radio as it starts to pick up Erika's message.

INT. ST. LOUIS RADIO STATION - DAY

The middle-aged radio operator sits up again as his radio starts to beep.

INT. LOUISVILLE RADIO STATION - DAY

Scott and Aaron go crazy in their seats.

AARON
*Keep broadcasting, baby, the whole
country is listening!*

INT. PULASKI'S OFFICE - DAY

Pulaski's office is even crazier than before - five more phones have been brought in; all ring nonstop.

SECRETARY

She's broadcasting again!

A policeman turns on the radio, starts twisting the dial around, until finally we hear it: **BEEEEEP, BEEP, beep beep, BEEEP, BEEEP...**

Fallon unfurls a map across Pulaski's desk.

PRESTON ELLIOTT

We're getting reports from all over. Where's it coming from?

FALLON

Just a second, sir...

He scribbles down his calculations, marks the different stations on the map, then begins to cross lines between the different spots.

FALLON (CONT'D)

It's coming from...

He draws the last line.

FALLON (CONT'D)

Not ten miles southwest of here.

EXT. OHIO RIVER BANKS - DAY

A convoy of police and government vehicles scream down the same road Erika was just on.

EXT. DOGTOWN TAVERN - DAY

Erika scrambles to decode the message relayed back to her from the U-Boat.

W. O. T. A. N...

Erika moves away, revealing the entire message:

WOTAN INVITES YOU TO VALHALLA

Her mission is over. She can leave.

EXT. DOGTOWN TAVERN - DAY

They all come pouring into the parking lot and out of their cars. Pulaski signals for everyone to be silent.

They all withdraw their weapons, and Pulaski leads them down the embankment toward Erika's car.

As Pulaski gets closer to the car, he keeps his eyes peeled for any sign of movement. It's still as a grave.

PULASKI

*Sarah Klein, we have you
surrounded. Come out with your
hands above your head.*

Silence from the car. He moves forward--

And finds the car empty.

PULASKI (CONT'D)

What the--

He opens all the doors. Nothing.

FALLON

She's gone.

Pulaski POPS open the trunk, where he finds the shortwave transmitter BUSTED to pieces. Pulaski scans the river.

PULASKI

*She's on the run. Fine. She won't
get far.*

Pulaski takes out his flask, then stops himself. He THROWS the flask into the river, where it disappears.

INT. JOE'S HOUSE - NIGHT

TEXT: Three Days Later

It's dark. A police officer patrols the house with a flashlight.

Someone CLAPS a hand over his mouth and sticks a HYPODERMIC NEEDLE into his neck, injecting something into him. He falls unconscious.

INT. JOE'S BATHROOM / BEDROOM - NIGHT

Joe finishes shaving. He comes back out into the bedroom--

ERIKA (O.S.)

Hello, Joe.

Erika sits in a chair in the corner. Her bruises from Ryker are covered with makeup, but they still show.

JOE

Sarah...

He stares at her, unsure of how to react. Anger wins.

ERIKA

Go. Get on with it.

Joe opens his dresser drawer and pushes past underwear and socks, revealing a box. He opens it - it's empty.

ERIKA (CONT'D)

Is this what you're looking for?

She tosses a pistol onto the bed, then makes a show of dumping all of the bullets out of her other hand and into the trash can.

Joe pulls her engagement ring from the drawer.

JOE

Actually I was checking on *this*,
but never mind. How did you get in?

Erika pulls out a key and also tosses it onto the bed.

ERIKA

I made a copy of your key a few
weeks ago just in case. You never
noticed it was gone.

JOE

That's it, I'm getting the guard.

Joe goes to the living room, where he sees the policeman slumbering.

ERIKA

He's fine. He'll wake up in a few
hours with a slight hangover.

Joe then goes to the adjacent kitchen, grabs a paring knife, and heads back to the bedroom. Before entering, he pauses, not wanting to go through with this. After a beat he enters.

JOE

You know I have to call the FBI.

Joe picks up the phone, but the cord has been CUT. He HURLS the phone against the wall, where it breaks.

ERIKA

Sit down. We have business to discuss.

JOE

The only business I have with you is to turn you over to the authorities.

(waves knife)

We're going straight to my car, Sarah, or whatever your name is.

ERIKA

Erika. My name is Erika Lehmann.

Joe pauses and looks at her closely.

ERIKA (CONT'D)

Joe, I really think you should sit and listen to what I have to say.

JOE

Not interested, let's go.

He grabs her by the arm and pulls her up, but she grabs his wrist and points the knife straight at her chest.

ERIKA

You have three seconds to use this knife or sit down and listen to what I have to say.

(Joe doesn't move)

One... Two... Three--

Angry and embarrassed, Joe throws down the knife. It lands in the hardwood, sticking straight up.

JOE

All right, get on with whatever you have to say, then we're going-

Erika sweeps her leg under his and trips him, sending him to the floor, where she pins him down, straddling him.

Joe fights to get up, but Erika pulls a handgun with a silencer out from behind her back and puts it to his chin.

ERIKA

Easy...

JOE

Is this part of your mission?

Erika gets up but keeps the gun on him. She grabs the knife from the floor and slides it down the side of her boot.

ERIKA

No, it's not. You know I couldn't kill you. But I *will* shoot you.

JOE

Maybe you would, maybe you wouldn't-

Joe starts to get up-

She SHOOTs the wrecked telephone not two feet from his head.

ERIKA

Please do not find out.

She sits back down on the chair. Joe warily watches from the floor.

JOE

Why did you come here tonight? To take something else from me? There's nothing left. You've taken everything.

ERIKA

I've come to give something back.

Erika throws a stack of papers onto his bed.

ERIKA (CONT'D)

By this time tomorrow I will either be dead or gone. One of those papers has the name of a bank in Nashville, Tennessee, along with an account number. There is \$200,000 being held in an escrow account there with Saul Mayer's name on it. Tell him it's repayment for his business being destroyed on Kristallnacht.

JOE

And that's supposed to repay Saul for everything? His family's probably dead--

ERIKA

They're not dead. One of those papers is a letter I've written in German. By the time you have it translated you'll know why I wrote it. Now, get up.

Joe does so with raised hands. Erika approaches him, gun trained on him. She leans in to kiss him. He turns away.

JOE

No.

She tries again, and despite everything...he kisses her back.

JOE (CONT'D)

Was *any* of it real?

ERIKA

Shhh.

She kisses him again, this time more passionately. *Somehow they are both turned on.*

PTHUMP-- Erika SHOOTS HIM IN THE LEG. The gunshot is somewhat muffled by the silencer. She clamps her hand over his mouth to stifle his scream, then lowers him to the ground.

ERIKA (CONT'D)

I only grazed the leg; just get some pressure on it and you'll be fine. It had to be done. I've got you under suspicion from the FBI, and it wouldn't help if you came away from our meeting without a scratch.

Tenderly, she cleans her lipstick off of his mouth. He can only look up at her in pain.

LIGHTS splash across the room - a car is pulling into the driveway. Erika turns to leave.

JOE

Did you love me?

Erika freezes, even as she hears the sounds of Pulaski and Fallon getting out of their cars.

ERIKA

(smiles sadly)

You made me fail my mission.

She slips into the hallway and out the back door just as Pulaski and Fallon come through the front.

PULASKI (O.S.)

Ah shit. Oh my God...

In severe pain, Joe gathers up the papers and slides them under the bed just as Pulaski and Fallon burst into the room.

PULASKI (CONT'D)
 What happened, where is she?

Joe opens his mouth to say, but catches a glimpse out the window of Erika running into the woods.

JOE
 ...I don't know.

EXT. TROCADERO - NIGHT

The Trocadero is packed. Jazz music comes from within. Several cars are out in the parking lot. Dozens of people come in. One of them is ERIKA.

Behind the Trocadero, the Audubon Bridge looms ominously, stretching over the Ohio River.

INT. TROCADERO - NIGHT

Erika steps into the madness. It's easy to spot AXEL RYKER, who sits at a table alone, not moving. Erika crosses the busy floor toward him.

On the other side of the room, HOWARD and CAROL watch her as she sits down across from Ryker.

HOWARD
 I don't believe it. How could she do this to Joe? I'm going to go give her a piece of my mind.

He goes to cross the dance floor; Carol stops him.

CAROL
 Wait, Howard, I think you've got the wrong idea. Maybe he's just a friend. Look at them.

Howard looks at Erika and Ryker, seeing how formal and deathly serious they are.

HOWARD
 Maybe. I'm still giving him a call.

He goes over to the payphone, shuts himself in, puts some coins in, and dials the number.

HOWARD (CONT'D)
 Joe? Hey, you okay?
 (pause)
 Well you don't sound so good.
 (MORE)

HOWARD (CONT'D)

Anyway, you might want to get over
to the Trocadero - Sarah's here.
You should probably come see her.

INT. JOE'S HOUSE - NIGHT

Joe is at the phone in his living room, surrounded by a few dozen policemen and FBI agents. Joe hangs up. The room virtually EXPLODES - everyone makes a beeline for the door, shouting and screaming.

PULASKI

Your friend is a goddamned hero!

But Joe isn't even listening.

EXT. STREETS OF EVANSVILLE - NIGHT

The convoy, now consisting of dozens of police and government cars, RACES across town, not minding any traffic rule.

INT. TROCADERO - NIGHT

RYKER

I have your envelope in my car.

ERIKA

And I have your money in mine.

RYKER

Funny. Considering you walked here.

ERIKA

I promise you I have it.

RYKER

I don't think you do. You see, I was listening to transmission you made. I decode. You're not only one trained in Enigma. So I know you did not follow my orders. You sent my money to a Jew. And now I'm going to kill you.

We move down below the table, his Mauser is pointed at her stomach.

ERIKA

Please don't do it here. I don't want these people to see this.

RYKER

I do not care about these people.

ERIKA

No, but I bet there's a hundred witnesses in this room. Even if you escape, you're an easy man to track. We'll go out in the woods. You'll still have a chance at getting away after it's done.

Ryker only looks at her, the tension building as he puts his finger on the trigger --

Then changes his mind. He hides his Mauser temporarily.

RYKER

Fine. You go first. If you do anything but walk, I will kill you right here and take my chances.

ERIKA

That's a good deal.

She gets up. Ryker is right behind her, close enough that they touch. They've almost made it to the door, when--

HOWARD

Just what the hell is going on here? Who is he? You her brother or something?

ERIKA

Not now, Howard.

HOWARD

Joe loves you, Sarah, you know that? He thought you were the perfect girl. He wants to spend the rest of his life with you, and you're here slumming around with this ugly-

Ryker, who's had enough, pulls out his Mauser and points it at Howard's head, but Erika LAUNCHES herself at him--

POW -- the shot misses Howard's head by inches and goes over the crowd. Everyone SCREAMS and erupts into chaos. Erika seizes her chance and bolts for the parking lot -

EXT. TROCADERO - NIGHT

Where a dozen spotlights SLAM on. An army of G-Men and police officers are waiting for her. They have their weapons trained on her from behind their cars.

PULASKI

FREEZE!!

BAM BAM BAM BAM -- Pulaski's men duck for cover as Ryker steps out of the club, firing his Mauser. When he runs out of bullets, the men IMMEDIATELY return fire. Ryker grabs Erika and they DIVE behind Ryker's car. Ryker reloads.

Club-goers run in every direction in panic, complicating things even more. Bullets RICOCHET off Ryker's car.

ERIKA

(to Ryker)

*YOU'LL NEVER MAKE IT OUT OF THIS
WITHOUT ME!!!*

Ryker reluctantly accepts this, opens his car's passenger door, and pulls out a THOMPSON SUBMACHINE GUN.

RYKER

*And you'll never make it out of
this without me.*

ERIKA

HOW THE HELL DID YOU GET THAT?

He loads it with a satisfying CLICK.

RYKER

Easily. God bless America.

He stands up and opens fire.

The agents and fleeing Trocadero customers dive for cover as the parking lot becomes a war-zone. Ryker sprays the entourage of police and government vehicles. Agents drop left and right. Ryker smiles, truly happy as the machine gun shakes his body.

Over by the cars, Pulaski and Fallon are in the exact same position that he and McGuire were in his nightmare.

FALLON

Cover me, Charlie!

Ryker's stream of death is headed straight toward them - Fallon will die if he stands up-

Before he can, Charlie STANDS UP, drawing Ryker's attention to himself. He fires a few shots at Ryker, but there is a muffled **POP POP** as Ryker's bullets find him first. Pulaski drops to the ground, losing blood fast.

FALLON (CONT'D)

CHARLIE!!

Fallon drops to Charlie. In doing so, Ryker's spray of bullets pass safely overhead.

Back at the club entrance, CAROL comes running out. While the agents are ducked behind their cars, Ryker seizes his chance. He GRABS Carol, who screams madly, throws her into his car, and he and Erika screech out of there.

Fallon is still hunched over Pulaski.

PULASKI

*Don't let them--
(coughs up blood)
--get away.*

Fallon stands up, grabs Pulaski's gun, and gets in his car. Fallon and the full force of the FBI follow Ryker's car. As they leave, HOWARD emerges from the club.

HOWARD

CAROL!!!

EXT. AUDUBON MEMORIAL BRIDGE - NIGHT

Erika and Ryker pass under the yawning mouth of the Bridge. Carol is crying.

RYKER

Kill her.

CAROL

NOO!!

RYKER

She served her purpose. Kill her.

CAROL

Sarah, pleassssee!!

ERIKA

I'm not killing her.

RYKER

Why?

ERIKA
She's...my friend.

RYKER
Not for long.

He pulls out his Mauser again, but ahead, a group of cars form a ROADBLOCK on the Kentucky side of the bridge.

RYKER (CONT'D)
Scheiße!

He WHIRLS the car around in a high-speed U-Turn. As they spin, Erika KICKS the door open and lets centrifugal force pull Carol out of the car. She goes tumbling out onto the asphalt, screaming. Now it's just Erika and Ryker.

They're now headed back toward the Indiana side, but the battered army of FBI agents and policemen have reached *that* end of the bridge. Erika seizes her opportunity and goes for Ryker's Mauser.

They fight over it, sending wild shots through the roof of the car and through the windshield, inches from their faces. As the fight escalates, Erika is no match for Ryker, but she manages to KICK THE STEERING WHEEL-

The car redirects straight into the guardrail, hurling both of them STRAIGHT THROUGH THE WINDSHIELD and over the railing. They both land on the ledge, mere inches from going over the edge and into the river hundreds of feet below. Ryker gets up, cut all over with glass, but barely fazed.

While Erika tries to get up, he goes to KICK her over the edge when-- **POP POP** -- Fallon puts two bullets in him from fifty feet away and closing. Dozens of FBI agents and police officers are closing in from both sides of the bridge

Ryker still doesn't go down. He turns back around to finish Erika-- who is gone. He looks up: She's climbing up the metal beams that arch over the bridge. Ryker follows, not in the slightest bit slowed from being SHOT.

As they climb higher and higher, the agents take pot-shots at them from below. Bullets ricochet off of the metal in every direction. Ryker has almost reached her.

RYKER (CONT'D)
You betrayed your country.

RAPID-FIRE SERIES OF FLASHBACKS

-- Heydrich grips her atop the Eiffel Tower, threatening her.

-- Canaris is hunched over his phone.

CANARIS
We get them out, alive.

-- Karl Lehmann holds her tightly at the Berghof.

-- Adolf Hitler puts the edelweiss in her hair.

-- Saul Mayer rolls his sleeve up, exposing his Star of David scar.

EXT. AUDUBON BRIDGE - NIGHT

ERIKA
 No. They betrayed themselves.

She GRABS the knife from her boot and *lets go, knowing full well the fall will kill her.* As she drops, she PLANTS the knife straight into Ryker's neck. She hangs from it as blood spews everywhere. Ryker still doesn't drop-

Fallon puts THREE MORE BULLETS IN HIM. Finally, Ryker's eyes glaze over, and he LETS GO.

As he and Erika fall in slow-motion, they pass the shocked G-Men and rocket towards the Ohio River with Ryker's blood trailing like a comet. Erika closes her eyes, resigned, as they SLAM into the Ohio River at over sixty miles an hour--

RAPID-FIRE MONTAGE

We see various scenes replayed, but from Erika's POV:

- Dancing with Joe at the McCurdy on their first date. From her POV, and from the lighting, we see just how handsome he was to her.

- Lying atop Reitz Hill with him, watching the sunset.

- Lying in bed with him in his room, post-coital.

- His hand slipping into hers under the table as his family laughs around them.

- His mock-proposal to Howard. But the way it lines up from Erika's POV, it looks like he's proposing to her.

And then things take a fantastical turn:

- Joe bursts into her apartment above the Knotty Pine, beaming. He throws down a newspaper declaring **PEACE PROCLAIMED!**

- Erika stands with Joe, his parents, and Saul at a crowded train station as a train unloads passengers. Among those passengers are RUTH and DAVID MAYER, who are healthy and as far from death as can be. They run into Saul's arms and tearfully reunite with their family.

- Rice is thrown in every direction as Erika emerges from Washington Avenue Temple with Joe. Howard's at the end of the crowd, smiling in front of a car decked out with newlywed garb. Carol is at his side, sporting a ring of her own.

- Erika stands in front of an applauding crowd incongruously made up of her father, her mother, Joe and his family, Howard, Carol, Emma, Canaris, Isabell, and even Pulaski. There's a large banner marked **US Citizenship and Immigration Services**. Pulaski hands her the certificate officially declaring citizenship.

- In a hospital room, a nurse hands Erika a crying newborn baby. A slightly aged Joe is at our side, overcome with emotion.

- Now considerably more aged, Erika and Joe pose for pictures in a high school gymnasium with a beautiful 18-year-old DAUGHTER wearing high school graduate robes. Everyone beams with pride.

- Finally, Erikas sit with Joe (now elderly) atop Reitz hill watching the sunset...except we're not looking over the shipyards. It's the Alps, and they couldn't be more beautiful. The sun gets brighter and brighter until we can't see anything -

EXT. OHIO RIVER - UNDERWATER - NIGHT

Erika Lehmann's eyes flutter shut, at peace. She fades into darkness as a kindly bearded vision of Wotan flocked by Valkyries carry her to Valhalla.

EXT. GRAVEYARD - DAY

Harry Fallon, Preston Elliott, and what looks like the entire FBI stand around a coffin, in which Charlie Pulaski rests with his eyes closed, at peace. The coffin is then closed. Fallon struggles to keep it together.

PRESTON ELLIOTT

It's okay to be emotional, Harry.

FALLON

He died saving my ass. I'm not worth it.

PRESTON ELLIOTT
You were to him.

FALLON
(clears his throat)
So. Any news on "Sarah Klein"?

PRESTON ELLIOTT
No. We found the man's body about fifty feet from the bridge...but we never found the woman. I'm sure it'll wash up sooner or later.

FALLON
Unless she's still alive.

PRESTON ELLIOTT
God, I hope not.

FALLON
You know it's strange: the man who killed Charlie - she was fighting him. I don't know who she was...but she wasn't like him.

PRESTON ELLIOTT
Ehh, sure she was. A kraut is a kraut. They're all the same.

He leaves Fallon, who isn't so sure if that's true or not.

EXT. HALLWAY - DAY

Howard and Joe walk down the hallway. Joe walks with a cane. Howard carries a bouquet of flowers. They reach a door and quietly go in.

INT. HOSPITAL ROOM - DAY - CONTINUOUS

CAROL lies on a hospital bed, asleep. Bandages cover her road rash. Joe takes a look around to see the room is decked with dozens upon dozens of flowers.

JOE
Face it, Howard. You've gone soft.
You love this girl. Maybe I'm not
the only crazy one around here.

Howard turns to Joe, and we can't believe what we see: Howard is misty-eyed. He takes Carol's hand without waking her.

HOWARD

You're not.

JOE

She's going to be fine, Howard.
Other than being stuck with you.

A much-needed laugh from Howard.

HOWARD

She really did love you Joe, that's
why she left you that note.

JOE

Well, I just had it translated.
Turns out she didn't even write it
for me - she wrote it for my little
cousin, David. Listen to this:

He pulls out the note and begins to read:

JOE (CONT'D)

"Dear David, if the worst is true
then there will be no need for an
apology. Such words would be
insults to you."

EXT. DACHAU - DAY

Ruth and David are huddled, once again, in the *Zahlappell*,
being forced to stand in the cold. A guard approaches with
the dreaded clipboard.

Joe's voice reading the note becomes *Erika's* voice.

ERIKA (V.O.)

"The blind hatred for your people
will become the downfall of mine.
We should have welcomed you as
fellow Germans. Instead we chose to
make you the enemy and with that,
destroy ourselves."

The guard reads from the clipboard:

GUARD

"Mayer. Ruth and David Mayer."

Ruth closes her eyes in despair. As they're led away, Ruth
holds her son close.

RUTH

I love you so much...you're a
wonderful boy.

But instead of going to the building with the smoke, the guard instead turns toward the front gate. *They are being released.* The guards open the gates and usher them out.

ERIKA (V.O.)

"I myself allowed the worst. I gave my loyalty to a leader undeserving. In doing so I have handed over my honor as a German. Everything for me is in vain."

As Ruth and her little boy walk away in the falling snow, we get a good look at young David Mayer, whose whole life is still ahead of him. The gates close behind them. As they get farther and farther away, they fade into the snow.

ERIKA (V.O.)

You, however, David, have your honor. Use it more wisely than I used mine. Shalom Little David, and Grüß Gott. Your countryman, Erika Lehmann."

Fade to black.

THE END