

WARSAW

by

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FADE IN:

A beautiful pair of blue eyes open, blink. The head moves slightly, a curl of hair falls onto a makeup-less face.

STEFANIA BENMAN, 43, still beautiful but looks older than her age, strong-willed, likes to be in charge.

Stefania sits up, looks around her furnished, well-used --

STEFANIA'S BEDROOM - MORNING

A tall lamp, a mirror on a door, photos of young boys, a dresser, a bureau with neatly organized pieces of jewelry.

The door opens. In walks JOSEK, 15, like his mother in many ways, and JULIAN, 13, quiet, awkward. Both well-dressed.

JOSEK

Mama, is there school today?

STEFANIA

We'll go find out.

JOSEK

They had no lunch again.

STEFANIA

We'll bring some. But, keep it in your bag and eat outside.

JOSEK

Can we go to the shop instead?

STEFANIA

We'll find out about school first.

Stefania touches Julian's hair.

JULIAN

Most of the kids don't go anymore.

Stefania takes a deep breath.

EXT. WARSAW STREET - DAY

Apartment buildings and stores damaged, bricks and debris in piles. A car passes. A trolley on an elevated track nearby.

Stefania walks among a mix of JEWS, ARYANS (NON-JEWISH POLES), and a small group of GERMAN SOLDIERS in front of a cafe. The Germans hold weapons, but don't look busy.

INT. COMMUNITY MEETING PLACE - DAY

A small room packed with local LEADER-TYPES, RADICALS, interested RESIDENTS, all Jewish. Stefania near the back.

A JEWISH OFFICIAL, 46, bearded, tall, speaks.

JEWISH OFFICIAL

If you own a shop, you may have to move it into the designated area-

MAN IN THE CROWD

To what location exactly?

JEWISH OFFICIAL

The Council's discussed this with-

FAT MAN

They'll be no room for us.

WELL-DRESSED WOMAN

It's only eighty blocks.

MAN IN THE CROWD

I heard fifty.

FAT MAN

From the cemetery to Nowolipki-

JEWISH OFFICIAL

Hold on. Nothing's happened yet. We can't panic. Nor can we assume that any of these proposed changes are permanent. I still say be patient.

MAN IN THE CROWD

I say protect yourself. They squeeze us more each day. What's yours is yours, keep it, hide it-

JEWISH OFFICIAL

What if they pull out tomorrow?

MAN IN THE CROWD

They're not.

Stefania stands, walks to the back. A MIDDLE-AGED WOMAN touches her arm, smiles.

MIDDLE-AGED WOMAN

Excuse me, was the school open?

STEFANIA

For eleven students.

Stefania walks out.

INT./EXT. JEWELRY SHOP - DAY

Stefania in front of damaged jewelry store. Glass litters the sidewalk, the door is wide open, and the store name above the door is painted over with black paint.

She walks inside and assesses the damage -- broken cases with no jewelry, glass everywhere, pieces of a chair on the floor.

KIMMEL (O.S)
I tried my best.

Stefania turns, faces short, spectacle-wearing KIMMEL, 55. He wears a nice suit, holds a clipboard.

STEFANIA
Why not just board it up?

Kimmel gently steps over pieces of glass as --

KIMMEL
I am only the Business
Commissioner. I take orders.

STEFANIA
You took all of it.

Stefania watches Kimmel continue to walk around.

KIMMEL
Jewelry stores are being treated
differently. For example, any gold-

STEFANIA
Is restricted. I already registered
half of my inventory-

KIMMEL
Last week, it mattered. Today?

STEFANIA
What do I do? You froze my bank
accounts. I have nothing left.

Kimmel removes papers from the clipboard, holds them out.

KIMMEL
Keep these safe. Technically, you
still own it. After the war, you
file for reclamation.

Stefania takes the papers.

STEFANIA

Will these be good after the war?

KIMMEL

Since you and I have gotten along these past months, I have some advice for you. First, consider from here on out being... creative. Second, Germans are not very good at recognizing the Jewish look. You do not look like a Jew. Do you understand me, Stefania?

Stefania nods. Kimmel heads to the door.

KIMMEL (CONT'D)

Good luck.

He walks out. Stefania rushes behind a counter, pushes away a broken radio, removes a wall tile, finds a bag hidden inside the wall, shoves the bag into her coat.

EXT. JEWELRY SHOP - DAY

Kimmel climbs into a waiting car. Closing the car door is EUGENE, 30, skinny, clean-shaven, nice clothes.

STEFANIA (O.S.)

You work for him?

Eugene turns, faces Stefania.

EUGENE

I have taken up the position of house Jew for Herr Kimmel.

STEFANIA

I knew your mother, Eugene.

EUGENE

She's gone now.

Eugene steps around to the driver's side, opens the door.

EUGENE (CONT'D)

The hospital will be moved soon to Lazno. There are... friends there.

(he hesitates)

Good day, Frau Benman.

Eugene climbs in, starts the car, it pulls away.

INT. STEFANIA'S BEDROOM - NIGHT

Stefania sits in front of the bureau, jewels lined up. She holds a coat, pokes a hole the lining with scissors, puts three jewels into the hole, threads a needle, sews.

Josek walks in, holds books.

JOSEK

Books?

STEFANIA

I think just clothes. And, the big photo in the living room, the one with Papa in it. Take that one.

Julian appears behind Josek, holds a decorative concertina (an accordian-like musical instrument).

Stefania sees the concertina, frowns.

STEFANIA (CONT'D)

Let's find a bag for it.

Julian smiles, Stefania searches the bedroom.

A bomb explodes somewhere outside, distant, but the sound makes them freeze, listen.

Stefania looks at her sons, resumes her search.

EXT. WARSAW STREETS - NIGHT

Gunfire.

Silence. Empty streets.

A truck full of GERMAN SOLDIERS drive by.

A fallen building, rubble.

FADE TO BLACK.

INSERT: MAP OF WARSAW SHOWS 1/3 OF THE CITY DEDICATED TO THE JEWISH GHETTO. THE REST IS OCCUPIED BY GERMANS AND ARYANS.

EXT. JEWISH GHETTO GATE - MORNING

A check-in line, long, slow. JEWS wait. They wear coats, hats, and Jewish Star of David armbands, hold belongings.

Stefania with Josek and Julian on line. TWO MEN nearby.

MAN #2

I hope to work for something
official with the Council.

MAN #1

I have a friend who got me on the
bricklayer battalion. He told me
they're building a fence.

MAN #2

Where?

STEFANIA

Around us.

The Two Men look at Stefania, turn back.

Stefania looks at her wedding ring. She quickly removes it,
takes the concertina bag from Julian, hides the ring inside.

Stefania sees a man, PETER TALINSKI, 30, unkempt hair, dark
eyes, no armband walk past them. He briefly exchanges eye
contact with Stefania, continues past.

Stefania watches Peter show a pass to a GERMAN GUARD at the
gate. The Guard inspects it, allows Peter to enter.

EXT. JEWISH HOSPITAL - DAY

A stately building with scars of war, steps lead to the main
entrance, BLUE POLICE (Polish police) and GERMANS nearby.

Peter shows his pass to a Blue Policeman, is allowed inside.

INT. HOSPITAL LOBBY - DAY

Peter walks past CROWDS OF PEOPLE -- Some sit, most stand.
TWO NURSES move slowly among them. Coughing, sickness.

INT. HOSPITAL ROOM - DAY

The door is closed. Peter places a SLEEPING YOUNG GIRL in a
laundry cart. He piles towels on top of her.

PARENTS watch silently, clutch each other.

Peter opens the door, pushes the cart out.

INT. HOSPITAL HALLWAY - DAY

Peter walks steadily, pushes the cart down the hallway.
Well behind, the parents emerge, watch Peter disappear.

EXT. JEWISH HOSPITAL LOADING DOCK - DAY

Peter pushes the laundry cart onto a truck, closes the back door. He nods at the SHORT TRUCK DRIVER, the truck pulls out.

EXT. CHECK POINT - DAY

A truck inspection. The Short Truck Driver waits in his truck, tries to contain his nervousness.

CAPTAIN ROLF SCHMIDT, 39, chiseled, proper, a model German soldier, lights a cigarette. An SS OFFICER in a darker uniform, an even more perfect German, is nearby.

SS OFFICER

You smoke too much.

CAPTAIN SCHMIDT

Perhaps for every cigarette I
smoke, I will kill one Jew.

ROLF SCHMIDT JR, 16, gray uniform, short blonde hair, laughs.

ROLF JR.

Let me have one.

CAPTAIN SCHMIDT

You don't smoke.

S.S. OFFICER

The boy wants to kill Jews.

CAPTAIN SCHMIDT

He does as he's told.

S.S. OFFICER

And, so do you. I'm officially
putting you in charge of shutting
down this smuggling. I want you to
do whatever it takes.

(he looks at Rolf Jr.)

You're lucky, Schmidt, you get to
train your son first hand.

The SS Officer gestures, German soldiers to open truck.

Rolf Jr. and the Soldiers hop inside, begin to search carts and boxes as the SS Officer and Schmidt look on.

The Short Truck Driver grips the steering wheel tightly.

EXT. TRUCK/ORPHANAGE - NIGHT

The Short Truck Driver lifts the Young Girl out of the cart, carefully climbs down, carries the girl inside.

FADE TO BLACK.

SUPER: FEBRUARY, 1942

EXT. JEWISH GHETTO - MORNING

Battered buildings, but most are standing. DISPLACED JEWS are everywhere, some hold belongings, others have them on push carts. They beg for homes, argue, gossip.

JEWISH POLICE walk in pairs, ignore the homeless.

INT. BAGNO STREET APARTMENT - MORNING

A long living room, three windows, pieces of furniture covered with newspaper, an upright piano. The walls marked where photos used to hang, a few knickknacks.

TOMAS, 24, dressed in a gray uniform with a Jewish Star of David armband, puts on his boots, walks out.

At a table is RACHEL, 35, not pretty, hunched over a portable sewing machine, works on pants, wears a coat, rubs her hands.

DAVID, 60, short but muscular, wears a long coat, next to PAVIL, 58, clean-shaven, wears two coats, on the couch.

OTHER APARTMENT-MATES come and go.

DAVID

My assistant disappeared. You can come and help me.

PAVIL

I know nothing about baking.

DAVID

The Germans protect bakers, that's all you need to know.

PAVIL

That may change, my friend.

KUBA, 70, rail thin, nervous, bundled up, hustles into the room. David and Pavil notice him, stop talking.

KUBA

When did the heat get turned off?

PAVIL

In the middle of the night.

KUBA

We need more coal.

He walks out.

Stefania, in a coat and hat, plays the piano. She stops when ROZA MENDAL, 38, short, stocky, bundled, joins her.

ROZA

You should go. I'll cover for you.

Josek and Julian appear behind Roza. Both wear bulky coats, long pants, and two shirts each. Julian holds two bags.

Stefania stands, opens one bag, pulls out the concertina.

JULIAN

I can't take it?

STEFANIA

I'll save it for you.

Stefania touches his shoulder, looks at Josek.

STEFANIA (CONT'D)

It's time to go.

Stefania pulls out a family photo, looks at it, tucks it into Josek's pocket.

STEFANIA (CONT'D)

You keep this safe.

She puts the concertina on the mantel. She leads them to the door and they walk out.

EXT. JEWISH HOSPITAL - MORNING

Crowds of PEOPLE rush to jobs, homes, or inside the hospital.

Josek carries Julian in his arms. Stefania, behind them, looks worried. They stop in front of a BLUE POLICEMAN.

STEFANIA

We think it's the fever.

The Blue Policeman takes a perfunctory glance, but not too close. He backs away, lets them enter.

INT. JEWISH HOSPITAL HALLWAY - DAY

Stefania on a bench between Josek and Julian. They wait.

INT. MORGUE - DAY

Peter leads Stefania, Josek, and Julian inside, closes the door behind them.

PETER

How did you hear about us?

STEFANIA

A friend on the outside.

PETER

Payment?

Stefania reaches in a pocket, removes a jewel.

PETER (CONT'D)

One for each of them.

STEFANIA

That's a steep price.

PETER

I'm not filling my pockets.

Stefania frowns, pulls out a second jewel, hands both to him. Peter points at two coffins.

STEFANIA

You can't be serious.

PETER

They never check them.

Peter gives Josek and Julian some papers.

PETER (CONT'D)
 These are your new identities.
 Don't lose them. Memorize all of
 it, names, birth dates, everything.

STEFANIA
 Can they stay together?

PETER
 It's safer if we separate them.

JOSEK
 How long will we need these?

PETER
 As long as it takes.

Peter backs off as Stefania hugs them. He coughs--time's up.

JOSEK
 Mama, will we see you again?

Stefania tries to smile, touches their shoulders.

EXT. JEWISH HOSPITAL HALLWAY - DAY

Stefania sees homeless JEWS and PASSERSBY. Peter joins her.

STEFANIA
 Where will they go?

PETER
 It's better if I don't tell you.

STEFANIA
 "Better." "Safer." Do you know what
 I just did? I may never see them
 again. They may even...

She stops.

PETER
 Getting children out is the better
 way. You believe it too, or else
 you wouldn't have done it.

Stefania is quiet.

PETER (CONT'D)
 If you're interested, I could use
 another person inside.

Stefania stares at him.

STEFANIA
To help... smuggle?

PETER
If you believe in it.

Peter takes a few steps away, returns to Stefania.

PETER (CONT'D)
Choose two replacements for your
home from the train depot.

STEFANIA
The Council will assign two.

PETER
Have you reported it yet?

Stefania shakes her head. Peter looks over the homeless.

PETER (CONT'D)
Bypass the Council and get ones off
the trains. They're in better shape
and not covered in lice.

Peter walks away.

INT. ZELAZNA STREET FACTORY OFFICE - DAY

Stefania walks in. ZEBULON COHEN, 55, grizzled and wrinkled,
sits behind a desk, wears an armband.

STEFANIA
I'm missing two today-

ZEBULON
Stefania, this is Herr Kimmel.

Stefania turns, Kimmel, in uniform, reaches out his hand.

KIMMEL
We meet again.

STEFANIA
Why are you here?

KIMMEL
New assignment inside. Factory
inspector, and they put this on me.

He pulls at his uniform.

KIMMEL (CONT'D)
It's too tight.

ZEBULON
I take you two have met?

STEFANIA
I owned a jewelry store. Herr
Kimmel was in charge in my area.

KIMMEL
Two things you must know as floor
supervisor... I will inspect all
materials to ensure quality and no
shipment will be accepted until I
approve of its tracking. I must
know the origin of all materials.
Second, I'll be in charge of
inspection and completed
products... not discipline.

ZEBULON
We still have our lieutenant.

KIMMEL
Who is in charge of this factory. I
am now second in charge.

STEFANIA
We always make our quota.

KIMMEL
Good. I'd hate to think you'd miss
it today... with two missing. Be
warned, Stefania, I'm being watched
very closely... No favors inside.

Kimmel walks out. Stefania looks at Zebulon.

INT. TRAIN - DAY

Wall to wall JEWS, all shapes, all sizes, no one sits.

Among them is PAULINA TEMPEL, 23, dark features and pretty.
She holds HENRYK TEMPEL, 4, cute but frightened and a small
bag. She switches Henryk to her other side.

She closes her eyes.

FLASHBACK

EXT. POLISH FARMHOUSE - DAY

Idyllic, rolling hills, a small but quaint home and barn.

GERMAN SOLDIERS point guns at Paulina and TADEK TEMPLE, 27, Paulina's handsome, muscular husband. Henryk nearby.

AN OFFICER roughly grabs Paulina, drags her toward the house.

TADEK breaks free, pushes the Officer to the ground.

Gunfire.

Tadek falls, hits the ground hard.

Paulina screams.

The Officer drags her into the house by her hair. The door closes as Henryk watches it all, shaking.

INT. PLOCK HOME - DAY

Sparse but homey feel, a large fireplace and stove. Windows.

The Officer shoves Paulina against a heavy kitchen table.

PAULINA

Please. I am with child.

OFFICER

I do not care.

The Office unzips his pants, Paulina crumples to the floor.

END FLASHBACK

Tears stream down Paulina's eyes.

The train jolts.

A train whistle.

EXT. TRAIN DEPOT - EVENING

Stefania searches the crowd of Jews pouring out of boxcars. She stares at mostly women and children. She sees a GERMAN push a MOTHER to the ground. Her THREE SMALL CHILDREN nearby.

A HOMELY MOTHER holds onto her VOMITING SON.

Stefania sees a BULKY WOMAN lay a CHILD onto a bench. The Child's eyes are open, dead. The Woman cries over the body.

A DARK-HAIRED GIRL holds a flower out to Stefania.

STEFANIA

For me?

The Dark-Haired Girl nods.

Stefania is about to take it when a short GRANDMOTHER snatches it, roughly takes the hand of the Dark-Haired Girl.

GRANDMOTHER

Leave us be. We no belong here.

The Grandmother returns the girl to a large family.

Next to a building, Stefania sees Paulina. She watches her lean down to straighten Henryk's socks, tuck in his shirt.

Stefania approaches them.

STEFANIA

Where are you from?

PAULINA

Plock.

STEFANIA

Farmers?

PAULINA

How do you know?

Stefania gestures to Paulina's rough-looking hands. She holds up her own hands for Paulina's inspection.

PAULINA (CONT'D)

You're definitely not a farmer.

STEFANIA

Jeweler. I grew up here.

PAULINA

This is not where I want to be.

STEFANIA

I have space for two in my apartment. Would you like to come?

PAULINA

We were told to report to a transfer point.

STEFANIA

Then, you'll live in the street.

EXT. JEWISH GHETTO GATE - DAY

A MAN pushes a cart filled with boxes. A GERMAN GUARD stops the Man, inspects his papers.

CAPTAIN SCHMIDT (O.S.)
Hold him!

Captain Schmidt approaches, Rolf Jr. behind him.

GERMAN GUARD
(to the Man)
Stand back.

The Man backs away from the cart, breathes heavy.

CAPTAIN SCHMIDT
(to Rolf Jr.)
You do it.

Rolf Jr. begins to search the cart.

The Man takes off.

Gunfire.

The Man falls to the ground face first.

Rolf Jr. straightens, looks at his father, who holds a pistol. Captain Schmidt snarls at his son.

CAPTAIN SCHMIDT (CONT'D)
I didn't tell you to stop.

Rolf Jr. returns to searching.

INT. BAGNO STREET APARTMENT - NIGHT

Candles lit. Three apartment-mates sit at a long table, eat bread. Two others go into a back room, close the door.

Stefania walks in with Paulina and Henryk. Pavil on the couch next to Roza, they sit on newspaper. Kuba at the window.

KUBA
Who are they?

STEFANIA
Replacements from the train depot.

KUBA
Are they approved? Were they processed?

STEFANIA

I know what "processing" people from outside Warsaw means. I brought them here to live with us.

KUBA

We only have six beds and no heat.

PAULINA

It's warm in here.

KUBA

We get three hours a day. And only five hours a turn per bed.

STEFANIA

We'll continue to rotate.

KUBA

Does she have a job? What does the boy do when she's working?

STEFANIA

He'll do nothing.

She glares at Kuba, then points to a chair and small table.

STEFANIA (CONT'D)

You can put your things there for now. You can have my bed tonight.

HENRYK

You don't sleep?

STEFANIA

Not very often. But, when I do, I dream only of colors. A bright red, an orange sky, purple socks.

Stefania leans down, tugs at Henryk's socks. He giggles.

HENRYK

Mine white, not purple.

He giggles some more.

Tomas, in coat and uniform, walks in.

KUBA

Ask him about this.

TOMAS

What's going on?

STEFANIA
(gestures to Paulina)
We have two new ones.

Tomas shrugs, removes his coat.

TOMAS
Okay.

KUBA
We're too many. Do something.

TOMAS
What would you have me do?

KUBA
You're helping to restore order,
aren't you? Six beds for sixteen?

Tomas removes his shoes, tosses them and his coat, sits.

TOMAS
Leave me alone, old man.

Kuba scowls, disappears in a bedroom.

STEFANIA
(to Paulina)
You'll work with me. We leave at
seven. He can go to the kitchen.

PAULINA
The kitchen here?

STEFANIA
It's our school in the basement.

PAVIL
They don't want us to educate our
children.

ROZA
We call it "the kitchen" so they
won't know it's a school.

Tomas stands.

TOMAS
I told you to stop talking about
stuff like that in front of me.

STEFANIA
What will you do, Tomas?

Tomas squares off with Stefania.

TOMAS
I'll report it.

They stare at each other, Tomas backs down first, disappears.

PAVIL
He's an angry one.

ROZA
He's working for them, not for us.

PAULINA
(to Stefania)
Can Henryk come to work with me? We
have not been separated.

Stefania shakes her head.

STEFANIA
He must stay here.

Paulina puts down her bag, sits, puts Henryk on her lap.

Stefania squeezes between Roza and Pavil on the couch. She touches the newspaper.

STEFANIA (CONT'D)
Is this newspaper fresh?

ROZA
What does it matter? There's lice
on everything these days.

STEFANIA
I think I'm going to take on
another job tomorrow.

ROZA
Don't you have enough already?

STEFANIA
This one is... important.

She stares at Henryk.

EXT. JEWISH HOSPITAL - DAY

Sirens. Some Jews react, most don't.

A German car passes, loud music from open windows.

Peter walks, shows his pass, enters the hospital.

INT. HOSPITAL ROOM - DAY

Beds full, close together. PATIENTS cough, some are dead. A DOCTOR and a NURSE attend to Patients.

Peter with MARCEL WYZINSKI, 24, wiry, thin face, scars.

MARCEL

It happened at the east end.

PETER

The Wynn boy?

MARCEL

And William. What do we do?

PETER

Find other ways for traveling.

Stefania walks in, sees Peter, approaches him.

PETER (CONT'D)

Why are you in here?

INT. HALLWAY - DAY

Peter leads Stefania out of the room, closes the door.

PETER

Unless you're visiting the sick,
stay out of the rooms.

STEFANIA

I've decided to help you smuggle
out children from the ghetto.

Peter gently grabs her, pushes her away from prying ears.

PETER

First, we call it "traveling." It's
a code word to protect yourself.
Second, to be absolutely clear,
this is dangerous. We just lost a
driver and his cargo last night.

STEFANIA

Cargo? A child?

PETER

Do you understand me?

STEFANIA
 Didn't you ask me?

PETER
 I did. We need help. It's just... I
 knew the driver. And, losing a
 child like that is...

Peter stops.

STEFANIA
 Since the day the Germans came, I
 knew the fate of Jews was not good.
 After my husband was killed, I
 wanted to hide. I wanted it all to
 go away. I realize you're not
 Jewish, but I think it's more about
 survival, Jewish or not Jewish. I
 got my sons out because I wanted
 them to survive. Now that we're
 behind these walls, we're as good
 as dead unless we do something.

INT. ZELAZNA STREET FACTORY - DAY

A small room with a high ceiling. Long tables, poor light.
 FEMALE WORKERS, Paulina, Rachel, and Roza, make suitcases.
 Stefania inspects the work of JANA, 34, puffy face, short.

STEFANIA
 Cover up the seam there.

JANA
 Is it part of the instruction?

STEFANIA
 It is now.

Stefania watches a GERMAN LIEUTENANT, 26, short, uniformed in
 a long coat, walk out a front door with Zebulon trailing.

She sees a THIN MAN carry a box to the back, she follows.

INT. OFFICE - DAY

Stefania escorts the Thin Man inside, closes the door.

THIN MAN
 We'll do it.

STEFANIA
I'll make the arrangements.

MONTAGE

EXT. BAGNO STREET APARTMENT - EVENING

Stefania with PARENTS, their TODDLER plays in a puddle nearby. The parents nod, hand something to Stefania.

Tomas walks out of the building, sees Stefania, walks past.

EXT. JEWISH HOSPITAL - DAY

Stefania holds the hands of TWIN GIRLS. She waits, sees two blue policemen near the door get distracted by an angry homeless man. She slips into the hospital unnoticed.

EXT. APARTMENT STEPS - DAY

Bricks missing from the walls, a window covered by blankets. Stefania sits on the stoop next to Rachel and a DARK-HAIRED WOMAN. Stefania talks, the Dark-Haired Woman nods.

Stefania looks across the street, makes eye contact with Peter, who loiters in front of a store.

Stefania nods, Peter dashes away.

END MONTAGE

INT. ZELAZNA STREET FACTORY BUILDING - DAY

Jana talks to Rachel. She gestures at Stefania who works at a table with a TALL WOMAN.

Jana and Rachel return to their work stations next to Paulina and Roza. They all assemble brushes.

JANA
Inventory is slower lately. Do they
make plans to defeat Germany?

ROZA
She's doing her job.

PAULINA
Ouch.

Paulina winces, grips her hand tightly. Roza checks it.

ROZA
Cut the bristles shorter.

PAULINA
I thought my hands were strong.

ROZA
It's only busy work, they don't
care about quality. The materials
weren't meant to be used like this.

From behind them, Zebulon whistles.

Stefania looks at him, nods, picks up a box, walks away from
the Tall Woman as the German Lieutenant walks in with Kimmel.

Kimmel sees Tall Woman return to her work station, nods at
Stefania as she passes. The German Lieutenant doesn't notice.

EXT. WARSAW STREET - NIGHT

Crowded. Half-dead Jews scattered on the ground, live ones
hustle somewhere, Tomas with a group of OTHER JEWISH POLICE.

Stefania with Roza and WORKERS. She stops, waits for Paulina.

STEFANIA
How far along are you?

PAULINA
Three months I think.

STEFANIA
Keep it hidden.

They look at a dead man.

PAVIL (O.S.)
Six hours I'd say.

Pavil joins them, leans down, inspects the body, sniffs.

PAVIL (CONT'D)
Probably hypothermia. See the
fingernails and the neck veins?

STEFANIA
You're doing it again.

Pavil straightens, cleans his glasses with his shirt.

PAVIL
It's what I know.

STEFANIA

You're the only one in here who is proud of knowing about death.

PAVIL

It was my job. I did quality work before the war. I'd clean up that poor fellow if I had my creams, send him to the afterlife properly. But, no. I think all of the dead in here are just dead.

He looks away, then back at Stefania.

PAVIL (CONT'D)

And, I'm not afraid of death.

Pavil walks away.

PAULINA

This may not be the best place to have a baby.

STEFANIA

It's a bad place for all children. I'd like to talk to you sometime-

PAULINA

Stop. I know what you do, Stefania. Leave me out of it.

Paulina walks away.

EXT. COURTYARD - DAY

Full of LOCAL JEWS taking in a warm day. A small group of MUSICIANS play a classical piece. Calm, peaceful.

Stefania sits with ELIZABETTA, 36, and SOL, 38.

STEFANIA

They'll put her to sleep.

ELIZABETTA

Why?

STEFANIA

She's young and has to be quiet.

Sol and Elizabetta look at each other. Sol takes his wife's hand, touches her cheek, looks at Stefania.

SOL
Make the arrangements.

Stefania makes eye contact with Kuba, he scowls at her.

INT. BAGNO STREET APARTMENT - DAY

Stefania at the piano, watches apartment-mates leave. She looks around, she's alone. She picks up the concertina, removes hidden jewels, puts them in her pocket.

EXT. JEWISH HOSPITAL - DAY

Stefania talks to a blue policeman.

Nearby is Captain Schmidt and Rolf Jr. with other Germans. He sees the Blue Policeman let Stefania enter the hospital.

INT. JEWISH HOSPITAL HALLWAY - DAY

Elizabetta and Sol cry as they walk out of a room. Marcel and Peter push a medical cabinet in the opposite direction.

Peter stops when he sees Stefania, but Marcel continues away.

STEFANIA
They have friends who might do it.

PETER
The friends need to pay.

STEFANIA
I still have-

PETER
You have to stop doing it.

Stefania frowns.

STEFANIA
Do you have any news on my boys?

PETER
I never hear about them once they're out.

STEFANIA
I don't mean to criticize, but you should track the cargo-

PETER

You are criticizing. And, you're taking too many chances. Maybe you need to take a break.

STEFANIA

I'm getting known in there-

PETER

That's the problem.

Stefania paces, shakes her head.

STEFANIA

You can't ask me to start this and then suddenly back off. I can't do.

PETER

Just be more careful.

INT. BAGNO STREET APARTMENT - NIGHT

Windows open, street noise, chatter outside, candles lit. At the far end, Apartment-mates sit around, look bored.

Stefania is at the piano. Henryk is asleep on a coat on the floor. Paulina sits on newspaper on the couch. David and Pavil in chairs, sit on cardboard boxes, play chess.

STEFANIA

You lost your husband?

Paulina nods.

STEFANIA (CONT'D)

Mine was shot at a street fair. A friend had been accused of stealing, he was trying to help.

PAULINA

I was taken... into my house by a German. Tadek tried to stop it. They shot him. Henryk saw it all.

David and Pavil look up, the others didn't hear.

PAULINA (CONT'D)

The baby belongs to Tadek.

STEFANIA

Traveling for Henryk-

PAULINA
Is not an option.

STEFANIA
And what will you do with the baby?

The door opens, Rachel walks in with Jana behind her, who carries a small, round suitcase, wears a heavy coat.

RACHEL
Everyone in her apartment is sick.

STEFANIA
So, she comes here?

JANA
I'm not sick.

RACHEL
Please, Stefania. She's the only family I have left.

Stefania glances at David and Pavil, the others, Paulina.

STEFANIA
What's one more?

INT. ZELAZNA STREET FACTORY - DAY

Paulina rubs her sore hands, Stefania is behind her.

PAULINA
What happens if they're too short?

STEFANIA
They don't measure, they count. If we keep them shorter than the instructions, we can make quota.

ROZA
We need to do some sort of Seder tonight. I'll tell the others.

STEFANIA
It'll be skimpy.

ROZA
It's the ceremony that counts.

Stefania nods. She walks away, almost runs into Kimmel.

KIMMEL
Ten more each.

STEFANIA

Ten?

KIMMEL

Those are my orders.

Kimmel walks away.

EXT. WARSAW STREET - DUSK

Stefania walks, avoids a BEGGING JEW.

Ahead, she sees Kuba duck into an alley. She follows, watches Kuba help a BOY climb out of a hole in the wall of a building. The Boy hands Kuba a bag, they walk away together.

INT. BAGNO STREET APARTMENT - EVENING

David asleep on the couch. Henryk at the piano, pretends to play, it sounds bad. The door opens, in walks Paulina, Stefania, and some of the others. Paulina rushes to Henryk.

PAULINA

No, Henryk.

STEFANIA

Wait, let him stay.

Stefania sits next to Henryk. Roza and the others file in.

STEFANIA (CONT'D)

Would you like me to teach you?

Henryk smiles, looks at Paulina.

HENRYK

Yes, mama?

Paulina shrugs, sits on a chair. Roza kicks off her shoes. Rachel and Jana disappear into a bedroom with others.

STEFANIA

I taught my boys how to play. The sound here is bad, but it'll do.

(she places his fingers)

Index finger goes on middle "C."

Pavil rushes in, looks around, wakes David.

PAVIL

They're hunting bakers.

DAVID
(groggy)
What? We're protected.

PAVIL
Not tonight you're not.

STEFANIA
Get him into the basement. I'll
find Peter, see if he can help.

ROZA
Hurry, it's close to curfew.

Pavil rushes out with David. They pass Tomas in the hallway.
He enters, stops Stefania from leaving.

TOMAS
Where's David going?

STEFANIA
Somewhere else.

TOMAS
I have to go after him.

ROZA
Tomas, it's your turn to clean out
the furnace.

TOMAS
It was cleaned out yesterday.

ROZA
The toilet is backed up.

TOMAS
It's always backed up.

ROZA
Then, go in back and talk to the
others. Take a break.

TOMAS
I... it's hard. I'm supposed to...

Tomas stops, tries to hold back tears.

STEFANIA
We know, Tomas.

Tomas sits on the couch, puts his head in his hands.

TOMAS

They've killed ten already. Bakers,
printers, this just happened today.

Tomas removes his coat, tosses it on the floor.

TOMAS (CONT'D)

I can't do this anymore.

He cries, Roza sits next to him, holds him.

Stefania looks at Henryk, then Paulina. She rushes out.

INT. HOSPITAL HALLWAY - DAY

Peter wears a dirty white coat, walks next to Marcel who
pushes a bed with what appears to be a sheet-covered corpse.

PETER

We changed drivers this morning and
Noah wants a count for last week.

Marcel nods, they see Captain Schmidt and Rolf Jr. at the end
of the hallway. Marcel heads away from them, Peter at them.

Peter passes Captain Schmidt and Rolf Jr., makes eye contact.

CAPTAIN SCHMIDT

Halt.

Peter stops, turns back.

CAPTAIN SCHMIDT (CONT'D)

What are you doing here?

PETER

I'm a hospital employee.

Captain Schmidt reads Peter's nametag, "Fredrich Hossinberg."

CAPTAIN SCHMIDT

Come with me.

PETER

I have work to do.

CAPTAIN SCHMIDT

Not now you don't.

EXT. WARSAW STREET - DAY

Loud bangs somewhere. Shouts. Germans march by. A tram passes on the elevated track as Paulina, Stefania, and Roza walk.

SHORT GERMAN OFFICER (O.S.)
You three!

A SHORT GERMAN OFFICER in a flawless uniform stops the women.

SHORT GERMAN OFFICER (CONT'D)
Clean our boots.

He leans against a wall, sticks out one foot. He gestures at TWO FELLOW OFFICERS nearby.

Stefania goes to the Short German Officer, removes a handkerchief, kneels, wipes the Officer's boots.

Roza pulls out a handkerchief, looks at Paulina, who shakes her head. She pulls out a second handkerchief, hands it Paulina. They choose their Officer, kneel, clean the boots.

SHORT GERMAN OFFICER (CONT'D)
(quietly, to Stefania)
Bring the child tomorrow. There will be a trash truck at the factory. Arrive ten minutes before the morning role call.

KIMMEL (O.S.)
Excuse me.

Stefania stops wiping, looks up at Kimmel.

SHORT GERMAN OFFICER
Why are you interrupting?

KIMMEL
They work for me.

SHORT GERMAN OFFICER
Right now they work for me.

The officers others laugh.

KIMMEL
I know you, don't I?

SHORT GERMAN OFFICER
We've never met.

Kimmel frowns, walks away.

EXT. BACK OF ZELAZNA STREET FACTORY - DAY

A TRASH TRUCK DRIVER closes the back of a trash truck, gets in the truck, starts it.

As the truck pulls away, Stefania picks up an empty trash can, turns. The German Lieutenant is in the doorway.

GERMAN LIEUTENANT
Why are you back here?

Stefania holds up the trash can, grabs two others nearby.

STEFANIA
I have to get to role call.

Stefania passes the German Lieutenant, returns to the factory as the Lieutenant watches the trash truck pull away.

EXT. STREET/ARYAN SIDE - DAY

Closing time at a farmers market, vendors pack goods.

Henryk hides underneath stairs, emerges, runs to a table, grabs a potato as --

MAN AT THE BIZARRE
Hey, kid! Stop!

Henryk, frightened, drops the potato, runs away.

EXT. ANOTHER STREET/ARYAN SIDE - DAY

Henryk hides behind a trash can, scared. DERRICK, 12, dirty, very skinny, hides near him.

DERRICK
I'll show you how.

Henryk nods.

EXT. WARSAW STREET - DAY

Stefania with Roza, Paulina, and others walk on a sunny, windy day. Stefania sees Peter nearby, she joins him.

PETER
My superiors want me to tell you
you're getting too exposed.

STEFANIA
You want me to stop?

PETER
We're concerned about your safety.

STEFANIA
In the ghetto?
(she shakes her head)
Tell your bosses this is about
survival. If I stop, I die.

Stefania walks away.

INT. BAGNO STREET APARTMENT - NIGHT

Candle light. Paulina and others walk in. Kuba sits by the window, other apartment-mates around, but no Henryk.

Paulina goes into the back, returns.

PAULINA
Where's Henryk?

KUBA
He'll be back.

Kuba heads toward the bedroom, Stefania grabs his arm.

STEFANIA
Not Henryk!

KUBA
I needed someone small.
(to Paulina)
And they don't contribute.

PAULINA
What's going on?

Kuba yanks his arm free, disappears in the back. Stefania looks at Roza and Paulina. Rachel and Jana nearby.

STEFANIA
Kuba sent him for food.

ROZA
To the Aryan side.

PAULINA
How can he send my son anywhere?

RACHEL
Besides Pavil, it's how we eat.

JANA
It's how a lot of us eat.

Paulina looks around, shakes her head.

PAULINA
My son is running around out there?

A curfew siren wails. Stefania takes Paulina's arm.

STEFANIA
Come with me.

EXT. DESERTED WARSAW STREET - NIGHT

Empty. Windows with curtains are closed. A few lamps lit.

A German truck roars past.

Silence.

A pair of brown eyes look through a dirty window, stare, the eyeballs shift up and down the street, catch any movement.

INT. FIRST FLOOR/STREET-FACING APARTMENT - NIGHT

Stefania and Paulina on a couch. Paulina stares out the window. Stefania looks at Roza and an OLD WOMAN nearby.

STEFANIA
Kuba runs the operation for this block. He uses kids to trade things for food with the Aryans. They use tunnels, holes in the fence.

Paulina scans every inch of the street; a broken basement window, an empty box, stairs, a gutter, a light pole.

Suddenly, she sees two small figures move behind a broken piece of concrete.

Paulina rushes to the door, leaves.

Stefania jumps to her feet, follows.

INT. BUILDING FOYER

Paulina opens the front door, steps out to the --

EXT. FRONT STEPS - NIGHT

Paulina stops, searches, spots the two figures.
She is suddenly grabbed from behind by Stefania.

STEFANIA
(quiet)
Let him come to you.

Roza is behind them. All three wait and watch.
The two figures, Derrick and Henryk, walk toward them.
Paulina tries to get free, Roza helps Stefania hold her.

PAULINA
Henryk!

Stefania slaps a hand across Paulina's mouth.

STEFANIA
Quiet!

When the boys reach the bottom of the stairs, Paulina breaks free, rushes down, bear hugs Henryk.

Stefania pulls Paulina up the stairs.

STEFANIA (CONT'D)
Inside! Now!

Paulina and Henryk are led inside by Stefania. Roza brings Derrick inside.

INT. FOYER - NIGHT

Roza closes the door. Paulina is on the steps with Henryk.

Stefania looks at Derrick, who holds out a bag, smiles.
Stefania kneels in front of Derrick.

STEFANIA
You must tell Kuba it was stolen.

DERRICK
But, I got it. That boy didn't know
what to do and I helped him.

STEFANIA

Thank you for helping him, Derrick,
but you must promise to say nothing
about the food. In exchange, I can
get you something I know you want.

DERRICK

A harmonica?!

STEFANIA

I will get one for you. If... you
keep your promise. Agreed?

Derrick nods enthusiastically. Stefania straightens. She
looks at Paulina and Henryk. They haven't moved.

EXT. BAGNO STREET - NIGHT

SIX GERMAN SOLDIERS, rifles pointed, surround THREE JEWISH
YOUTHS. Soldiers search the boys, find food.

The Germans position the boys in front of a wall, aim rifles.

INT. BAGNO STREET APARTMENT - NIGHT

Loud gunfire in the streets. Paulina in a chair, holds a
sleeping Henryk, she sits upright, looks at the window.

She looks Stefania on the newspaper-covered couch and
apartment-mates on the floor, all remain asleep.

She leans her head back, tears fall down her cheeks.

EXT. BAGNO STREET APARTMENT BUILDING - MORNING

Roza and Paulina descend the steps behind Rachel and Jana.

PAULINA

Where is Stefania?

ROZA

She'll be a few minutes late.

PAULINA

Her "business" again?

ROZA

She's doing you a favor.

Roza frowns, walks away.

CUT TO:

Kuba is asleep when a dirty, slim hand is placed across his mouth. He wakes, eyes wide. He stares up at Stefania in --

INT. BAGNO STREET APARTMENT/BEDROOM - MORNING

She straddles Kuba, sits on his chest, a knife at his throat. Her hands are steady.

STEFANIA

The Jewish Elder tells me council members have given you items to trade and you have sometimes claimed your runners "lost" their food. At the same time, people on the block buy your food. I would not like the Jewish Elder to think you are taking goods from them and selling their food, Kuba.

Stefania removes her hand from Kuba's mouth, not the knife.

KUBA

What do you want?

STEFANIA

Leave Henryk out of your operation.

KUBA

I know all about your activities, Stefania. Everyone in the apartment knows. You're going to get caught.

Stefania presses the knife into Kuba's skin.

STEFANIA

Do we have a deal? Leave him alone.

Kuba nods. Stefania pulls the knife away.

KUBA

This will end badly.

INT. ZELAZNA STREET FACTORY OFFICE - DAY

Zebulon at the window. Stefania walks in, opens a drawer puts the knife inside, closes the drawer.

ZEBULON
This place is overexposed.

STEFANIA
So is the hospital.

ZEBULON
Time to find another way.

Stefania walks out.

INT. HALLWAY OUTSIDE OFFICE - DAY

Stefania almost runs into Jana. They silently pass each other. Jana watches Stefania disappear.

EXT. BAGNO STREET APARTMENT - EVENING

Busy street, people wear coats on a warm day, walk slowly. Stefania talks with DERRICK'S FATHER, 34, big, bearded.

DERRICK'S FATHER
He's over there now.

STEFANIA
You can't keep sending him.

DERRICK'S FATHER
The boy is careful.

STEFANIA
"The boy" is your son.

DERRICK'S FATHER
I'm not smuggling him anywhere.
He's with me and my wife. He's
helping us survive and proud of it.

Derrick's Father walks away.

Stefania walks down the street in the opposite direction.

TWO MEN WEARING HOODS grab her, pull her into an alley.

EXT. ALLEY - EVENING

The two men pin Stefania against a brick wall.

MAN #1
Kids need to help with the food.

MAN #2
You stay out of it.

STEFANIA
I'm protecting the children.

MAN #1
Protect them that way again and
you'll be dead. Understand?

Stefania nods. The men release her, walk away.

Stefania slides to the ground, covers her face, cries.

INT. HALLWAY - EVENING

Stefania carries a harmonica, turns a corner, stop outside an open apartment door.

Derrick's Father shakes a THIN BOY. OTHERS watch.

DERRICK'S FATHER
(voice cracks)
What happened?

THIN BOY
They shot him.

The Thin Boy cries.

A WOMAN screams inside the apartment.

Derrick's Father lets go of the Thin Boy, disappears inside, slams the door shut. Onlookers wipe at tears, walk away.

Stefania drops the harmonica, leans against a wall.

INT. BAGNO STREET APARTMENT - NIGHT

Stefania plays the piano. Apartment-mates mill about. Roza sits at a table, sips water.

Gunfire outside.

Loud screams.

Silence.

Paulina walks in from a back room, glances out the window.

PAULINA
Henryk is asleep.

Stefania stops playing, looks at Paulina.

STEFANIA
If it's about money-

PAULINA
Stop bullying me. I said no.

Paulina sits on a newspaper-covered chair.

STEFANIA
Henryk is not your biggest problem.
Soon, you'll have two to feed. What
are you going to do then?

PAULINA
Keep my children with me. Die with
them if I must.

Paulina storms out. Roza stands, joins Stefania at the piano.

ROZA
You need to give with that one.

Stefania shakes her head.

STEFANIA
I'll do whatever it takes.

Roza stares at Stefania as she quietly plays.

INT. ZELAZNA STREET FACTORY - EVENING

Paulina on a line behind Rachel, Jana, Roza, and other workers. Paulina sees the German Lieutenant walk past.

She hands a completed box of work to Stefania, who sits at a table. Stefania looks in the box, counts.

STEFANIA
You're two short.
(makes a notation)
I'll add two before it goes out.

PAULINA
But, I only did twenty-eight.

STEFANIA
You don't want to be short.

PAULINA
I am. Write it down.

Stefania glares at Paulina.

STEFANIA
Are you sure?

Paulina nods. Stefania glances at the Lieutenant at the other side of the room, corrects the notation. Paulina walks away.

EXT. ZELAZNA STREET FACTORY - EVENING

Stefania, Paulina, and others leave.

Captain Schmidt, Rolf Jr., and their guards are across the street. They watch Stefania.

She glances their way, but doesn't break stride. Captain Schmidt puffs on his cigarette.

INT. HALLWAY/BAGNO STREET APARTMENT - NIGHT

Peter, with bruises and cuts, sits on the floor, a candle next to him. Stefania sees him, sits down next to him.

STEFANIA
The hospital said you were missing.

PETER
I went on a German vacation.

STEFANIA
Are you okay?

PETER
They've questioned me before.

STEFANIA
It looks like they do a good job.

PETER
I put one inside your apartment.
When the dead are picked up in the morning, give him this.

He hands her a full syringe.

PETER (CONT'D)
In the arm like you've seen me do.
Lay him on top of the cart. The collectors will be expecting you.

Stefania stares at the syringe.

STEFANIA

Have we been reduced to this?

PETER

We have.

INT. BAGNO STREET APARTMENT - NIGHT

Stefania walks in. She sees Roza, Tomas, Pavil, and the others watching Henryk at the piano next to a SMALL BOY. Henryk teaches him a scale. He makes a mistake, they laugh.

Stefania looks at Paulina, who sits by herself on a chair, not looking at the kids. She holds her belly, looks sick.

STEFANIA

Are you okay?

Paulina nods, does not look up. More laughter is heard.

EXT. WARSAW STREETS - MORNING

JEWISH PEOPLE sit, walk, look half-dead. Roza walks.

CAPTAIN SCHMIDT (O.S.)

Do you work?

Captain Schmidt appears, cigarette in hand, Rolf Jr. nearby.

ROZA

On Zelazna Street. I was visiting my sick sister. She has the fever.

CAPTAIN SCHMIDT

I'm not afraid of the fever, do you know why? I'm clean.

He looks at Rolf Jr.

CAPTAIN SCHMIDT (CONT'D)

Rolf?

ROLF JR.

Jews are dirty. That's why they're getting the fever and dying.

CAPTAIN SCHMIDT

Exactly.

He gets into Roza's face.

CAPTAIN SCHMIDT (CONT'D)
 Be careful of the sickness. All of
 you inside, should be more careful.

Roza stares at him, she slowly backs off, walks away.

INT. BAGNO STREET APARTMENT - NIGHT

A breeze blows in from open windows, a candle goes out.

Pavil and Jana on the couch on cardboard boxes. Rachel sews a
 shirt. Henryk and Stefania at the piano, Paulina in a chair.

Henryk and Stefania play "Mary Has a Little Lamb" together.

STEFANIA
 This was the first song my sons had
 to learn.

HENRYK
 Where did my friend go?

STEFANIA
 He went away.

HENRYK
 Back to his Mama and Papa?

STEFANIA
 A different kind of away.

HENRYK
 Where are your kids?

STEFANIA
 They had to leave, too.

HENRYK
 I like it here. I want to stay.

The song ends. Stefania glances at Paulina.

Roza walks in, shakes, paces. Stefania notices.

STEFANIA
 Are you all right?

ROZA
 I think I was just threatened by a
 German officer. I was coming back
 from taking those two girls and...

She stops, paces.

STEFANIA
 Roza, stop helping me if you want.

ROZA
 And watch you get yourself killed?

Stefania takes a deep breath, plays the piano. Roza watches.

EXT. WARSAW STREETS - MORNING

Stefania walks, stops when she sees Kuba talking with Captain Schmidt across the street. She stares at the pair.

ROLF JR. (O.S.)
 My father knows about you.

Rolf Jr. emerges from a doorway, smokes a cigarette.

ROZA
 He's talking about you right now.
 Doesn't that old one live with you?

STEFANIA
 If the officer knew anything-

ROLF JR.
 You'd be dead. He said soon enough.

Rolf Jr. puffs on the cigarette.

STEFANIA
 How old are you?

ROLF JR.
 I'll seventeen in three months.

STEFANIA
 I hope you make it.

Stefania walks away.

INT. HOSPITAL EXAMINATION ROOM - MORNING

Stefania leans against a counter, Peter across from her.

STEFANIA
 They're calling it a labor camp.

PETER
 Don't believe it.

STEFANIA
Can you take a baby?

PETER
We had babies in the beginning, but
it's very difficult now. You need a
reliable contact on the outside.
We've used up all ours.

Peter hands Stefania papers.

PETER (CONT'D)
We have a toddler that can be
carried. Pick him up at 355 Bagno,
apartment fourteen. Take him to the
north gate tonight. We bribed a
guard named Bray. He'll be on duty.

STEFANIA
What if he isn't?

PETER
Then abort. If Bray lets you go,
take the toddler to the Catholic
cemetery. Drop him under the
headstone for William Tomsyk.

STEFANIA
And walk away?

PETER
You want to keep doing this, right?
You want to stop having to ask your
friends to do it?

STEFANIA
It's just... strange. I think I'll
feel safer inside than out there.

EXT. NORTH GATE - NIGHT

Under lamp light, Stefania carries a long, square bundle, it
could be a handful of files. A Polish guard, BRAY, inspects
a pass, hands it back to Stefania.

STEFANIA
Thank you, Mr. Bray.

He hesitates, nods. She walks through the gate.

EXT. CATHOLIC CEMETERY - NIGHT

Stefania lays the bundle under a headstone, walks away.

EXT. ARYAN STREET - NIGHT

Stefania walks at a steady pace. She hears loud music coming from a club. A BOUNCER stands guard outside the club.

A car pulls up and Eugene gets out of the driver's side. He goes to the passenger side, opens the door. Kimmel and KIMMEL'S WIFE, 35, heavy but pretty, climb out, head inside.

Kimmel glances across the street, locks eyes with Stefania.

He ignores Stefania, leads his wife past the Bouncer and inside the club. Eugene follows them inside.

Stefania rushes away.

EXT. NORTH GATE - NIGHT

More Germans than before, no Polish Guards.

Stefania hides behind a car. She looks around, rushes away.

EXT. CATHOLIC CEMETERY - NIGHT

Stefania walks amongst headstones. She looks at a headstone, it reads, "William Tomsyk." The toddler bundle is gone.

At a fence, she begins to climb.

MAN'S VOICE (O.S.)

They patrol the Jewish cemetery.

Stefania looks back at Eugene. She climbs down.

STEFANIA

I need to get back in.

Eugene nods.

EUGENE

Follow me.

EXT. WARSAW STREET/BUILDING - NIGHT

Quiet. A street lamp lit. Kuba next to a hole in a brick wall, helps a KID out. The Kid hands Kuba a bag of food.

Gunfire. Kuba falls to the ground, shot in the back, dead.
 The terrified Kid turns, faces Captain Schmidt and Rolf. Jr.
 Captain Schmidt casually hands Rolf Jr. his own pistol.

CAPTAIN SCHMIDT
 Do your first one with mine.

Reluctantly, Rolf Jr. takes the pistol. He walks up to the Kid. The Kid holds out his hand, shows Rolf Jr. what's in it, red dice. He gestures for Rolf Jr. to take the dice.

CAPTAIN SCHMIDT (CONT'D)
 Do you plan on hugging the brat first?

Rolf Jr. cannot look at his father, he stares at the Kid. The Kid smiles, pleads with his eyes.

Rolf Jr. raises the pistol, his hand shakes. He pulls the trigger, the reverb surprises him, but not as much as the smiling face of the Kid who falls to the ground dead.

Captain Schmidt takes the pistol out of Rolf Jr.'s hand.

CAPTAIN SCHMIDT (CONT'D)
 Next time do not embarrass me.

He walks away.

EXT. WARSAW GHETTO - NIGHT

A manhole cover opens, Stefania climbs out. She hesitates, gets her bearings, walks away.

INT. BAGNO STREET APARTMENT - NIGHT

Dark. One candle hangs on. Apartment-mates asleep on the floor and the couch. Quiet through the open windows.

The door opens, Stefania slips inside. She sits on a chair, puts her head in her lap, rocks gently, breaths deeply.

She looks up, Roza stands over her.

ROZA
 Kuba's dead.

EXT. COURTYARD - EVENING

A small stage with musicians, they play Beethoven.

Stefania, Roza, Paulina, Henryk, and others listen. Tears roll down Paulina's cheeks. She puts Henryk on her lap. Stefania and Roza notice.

INT. ZELAZNA STREET FACTORY - DAY

A leather strap is pulled through a loop by Paulina. She inspects her work, shakes her stiff hands.

From behind her, a MAN'S hand slams the suitcase closed.

Paulina turns, faces the German Lieutenant.

GERMAN LIEUTENANT

Your count was short again.
Outside. Twenty lashes.

Roza and others stop their work. Stefania toward the back, rushes up front, but she's stopped by two blue policemen.

Paulina follows the German Lieutenant outside. He leaves the door wide open as he begins to whip Paulina.

Stefania locks eyes with Zebulon. He shrugs.

TALL GERMAN OFFICER (O.S.)

We'll take the boy now.

Stefania turns, faces a handsome, tall officer.

STEFANIA

What?

TALL GERMAN OFFICER

The one in the office. Get him now.
Bring him out back. Hurry.

Stefania hears Paulina scream. She flinches, rushes out.

INT. BAGNO STREET APARTMENT - NIGHT

Paulina lies on the couch on her side. Henryk nearby. A DOCTOR examines her by candlelight.

DOCTOR

The baby sounds okay. She'll have
to miss work for a day or two.

Stefania looks at Roza.

STEFANIA
Jobs are a protection from the
trains. If she loses it, she'll
never get it back.

Roza nods.

ROZA
I know someone who can fill in.

INT. ZELAZNA STREET FACTORY - DAY

Zebulon and Stefania inspect work. Zebulon sees the Old Woman from the front-facing Bagno apartment at the table.

ZEBULON
Who's that woman?

STEFANIA
Officially, she's Paulina Tempel.
If the Lieutenants asks, she's new.

INT. BAGNO STREET APARTMENT - NIGHT

Stefania and Henryk at the piano, Paulina hands her a dress.

PAULINA
I can contribute this week.

STEFANIA
Is that your only spare?

Paulina nods.

STEFANIA (CONT'D)
What about the man's shirt?

PAULINA
It belonged to my husband.

STEFANIA
Food or a winter coat for Henryk
are more important than the shirt.

PAULINA
The shirt is all I have of Tadek.

STEFANIA
Fine, then use it to wrap your
belly. You're showing too much.

EXT. ZELAZNA STREET - DAY

Activity in front of the factory. German trucks parked, officers line up Jews. The German Lieutenant and Kimmel among them. LOITERING JEWS wait off to the side.

Stefania, Paulina, and Roza join Zebulon.

ZEBULON
They're selecting.

STEFANIA
For what?

ZEBULON
We got lucky. Our factory has been chosen as a staging ground for a unique selection process. If an employee is chosen to go to the right, they will remain here. If they're chosen to go to the left, they'll be put on a train today and sent to the Eastern labor camps.

STEFANIA
They're not labor camps.

ZEBULON
Of course they're not.
(RE: the loitering Jews)
Those folks wait to get the open jobs. Stefania and I are exempt.

Stefania looks at Roza and Paulina.

STEFANIA
Can they be exempt? My assistants?

ZEBULON
I doubt it.

He looks at Jana in front of the Lieutenant.

JANA
We do it like that all the time. The instructions say twelve, but we make the brushes eleven. We make them shorter so we can make more.

Jana sees Stefania, points.

JANA (CONT'D)
It's her doing!

The Lieutenant and Kimmel join Stefania and her group as does Jana. The Lieutenant looks at Roza and Paulina.

GERMAN LIEUTENANT
You work here?

They nod. The Lieutenant points to the factory door.

GERMAN LIEUTENANT (CONT'D)
Go to the right of the door.

JANA
They're in on it!
(points at Roza)
She's her best friend.

ZEBULON
Jana was chosen to go to the left.

JANA
Wrongly chosen. I want to do the
work the way the instructions say.
I cannot because of her.

She points at Stefania. The Lieutenant looks at Stefania.

GERMAN LIEUTENANT
What was the measurement for the
cushions from yesterday?

STEFANIA
Fourteen by fourteen.

JANA
Twelve, not fourteen. She said to
make them smaller for the quota.
She says you don't measure them.

STEFANIA
The instructions said fourteen.

JANA
She doesn't know, she was too busy.

GERMAN LIEUTENANT
Busy with what?

STEFANIA
Trucks came in. I was logging
materials most of the day.

The German Lieutenant looks at Kimmel.

GERMAN LIEUTENANT

True?

KIMMEL

I had been summoned to the Major's headquarters for a brief meeting. When I returned, the materials had been logged properly. I checked the instructions, they said fourteen.

JANA

No! That's a lie! They all lie-

Gunfire.

Jana falls to the ground, a bullet hole in her head. The Lieutenant holds a pistol, holsters it.

Rachel rushes to the body, tries to lift Jana's head as --

RACHEL

She was my cousin. She was the only family I had left. Why?

The Lieutenant grabs Rachel's hair, lifts her up.

GERMAN LIEUTENANT

Go to the left.

RACHEL

Right. I was on the right side.

GERMAN LIEUTENANT

Now you're on the left.

He drags Rachel to the Jews who wait near a truck.

Stefania, Zebulon, Paulina, and Roza watch Rachel fall to the ground. Stefania looks down at Jana.

EXT. WARSAW STREET - EVENING

A light rain falls as Stefania, Paulina, and Roza walk. Stefania sees a SICKLY MOTHER with TWO SMALL CHILDREN.

ROZA

You've talked to that one already.

STEFANIA

The mother doesn't look well. I can take them when she's dead.

ROZA
Stefania! Are you wishing it?

STEFANIA
She'll die anyway. I can save those kids, Roza.

PAULINA
What if she doesn't want it?

STEFANIA
It won't matter when she's dead.

PAULINA
That's all you care about? Finding a time to do your good deed, you're right and the rest of us are wrong?

Paulina walks away. Stefania looks at Roza.

ROZA
Would you kidnap them?

STEFANIA
I said I was going to-

ROZA
Wait until she died. Why bother, Stefania? Just go over there and take them. Go on. Do it now. It doesn't matter, right?

STEFANIA
Do you think I like doing this? Do you think I enjoy it? I never thought I'd be like this. Ever. I help with a choice. I believe that choice is better than...that.

She points at the Sickly Mother.

ROZA
So you'd do anything?

They stare at each other.

ROZA (CONT'D)
Even without children of my own, I have supported you. I love you. Many in here believe in you. But, you do not know for sure you're doing the right thing. You do not know that out there is better.
(MORE)

ROZA (CONT'D)
 Worse than that, you've lost
 yourself, Stefania. You're gone.

Roza walks away. Stefania sits on the trash can, tears fall,
 mix with raindrops. She squeezes her eyes shut.

EXT. COURTYARD - DAY

Stefania, Paulina, Roza and others sit. Henryk plays nearby.

STEFANIA
 Treblinka.

PAULINA
 A labor camp.

STEFANIA
 A death camp.

JEW #1
 My brother volunteered and his
 family got bread for a week.

JEW #2
 I know a whole family who went.

STEFANIA
 With their children?

JEW #2
 Of course.

Stefania frowns, looks at Roza, shakes her head.

PAULINA
 Relocation in the country.

STEFANIA
 It's not a farm, Paulina.

Stefania storms out of the courtyard.

Paulina holds her stomach, looks at the others.

PAULINA
 It kicked.

EXT. ZELAZNA STREET FACTORY - MORNING

Stefania, Paulina, Roza and others approach locked doors.

Three blue policemen stand guard.

BLUE POLICEMAN #1
Closed. Go home.

Stefania looks at the others.

STEFANIA
I'm going for a walk.

EXT. WARSAW STREET - DAY

Stefania turns a corner, sees TWO TEENAGERS helping a SMALL CHILD climb out of a hole in a wall.

They don't see Captain Schmidt and Rolf Jr. watching them.

Stefania hides behind a chunk of fallen concrete.

When the Small Child is out, they stand and face Captain Schmidt. The Teenagers and the Small Boy raise their hands.

Captain Schmidt raises his own hand, signals two officers who point rifles at the boys. He lets his hand fall.

Rapid gunfire. All three kids fall, dead.

Stefania covers her mouth, closes her eyes.

She crawls away, her armband catches on a sharp edge of concrete. It tears. She is about to leave it when she changes her mind, crawls back, grabs it, gets away.

SUPER: AUGUST, 1942

INT. BAGNO STREET APARTMENT - EARLY MORNING

Rain heard through an open window.

Voices, shouts.

Doors pounding.

Stefania sits up, wide awake. Apartment-mates wake up.

GERMANS IN THE HALLWAY
Out! In the Street. Now!

Whistles blow.

Everyone goes the door, head into the --

HALLWAY

PEOPLE file out, all apartments are emptied. GERMAN SOLDIERS force everyone down the hall, while they enter apartments.

EXT. BAGNO STREET APARTMENT BUILDING - DAWN

Hard rain falls. The beginnings of daylight.

Germans everywhere, trucks with flood lamps line the street.

Jews pour into the street, line up in front of buildings.

A German Soldier roughly grabs Henryk from Paulina's arms.

PAULINA

Wait! No! Henryk? Henryk?

Stefania and Roza grab Paulina to keep her in their line. They watch the German Soldier put Henryk with OTHER JEWISH CHILDREN lined up against a wall facing the street.

CAPTAIN SCHMIDT (O.S)

Ready formation!

German riflemen position themselves across from the children, point their rifles at the children. They wait.

Captain Schmidt stands in the back of a flatbed truck, holds a bullhorn. A young officer holds an umbrella over his head.

Rolf Jr. stands on the ground, waits, gets wet.

All is quiet. No one moves.

The Germans stand ready. The rain lightens.

CAPTAIN SCHMIDT (CONT'D)

(into the bullhorn)

Jews that obtain food from the other side or conspire against the German nation will step out of line and admit your guilt.

He hesitates.

CAPTAIN SCHMIDT (CONT'D)

Only you will die today. If you do not step forward, a child will die. You have a choice to save a child.

Silence, only rain.

Stefania looks at Roza. Nearby they hear quietly --

WOMAN'S VOICE
How many children are there?

MAN'S VOICE
Twenty or so.

OLD WOMAN'S VOICE
I never stole anything.

Stefania looks frightened. Her breath quickens.

Gunfire is heard.

Stefania jumps. She looks two rows to her left, sees a German soldier hover over a man with a bullet hole in his head.

Stefania looks at the kids, sees a soldier remove a child from the far end of the line, returns the child to the line.

A SINGING MAN steps out of line.

SINGING MAN
(sings)
*Shlof mine kind, shlof keseyder,
zingen vel ich dir a lid az du mayn
kind vest elter vern vestu visn an
untershid. (Sleep my child, keep
sleeping, I will sing you a song,
As you, my child become older, you
will know there is a difference)*

Gunfire.

The Singing Man falls to the ground.

Captain Schmidt looks down at Rolf Jr.

CAPTAIN SCHMIDT
You go do it.

Rolf Jr. hesitates.

CAPTAIN SCHMIDT (CONT'D)
Go now! Kill Jews!

He removes his pistol, rushes into the lines of Jews as --

POLITICAL MAN
(shouts)
We will not stop fighting! As God
is our witness -

Gunfire.

Rolf Jr. shoots the Political Man. Rolf Jr. breathes hard, his hand shakes as he stares at the dead body.

More gunfire up and down the street. More adults die, more kids are removed from the wall and returned to the line.

Stefania can hardly breath, her hands sweat.

Gunfire.

Stefania jumps, a bearded Jew falls to the ground nearby.

Stefania looks at Paulina who stares at the wall, at Henryk. Tears stream down her face, anguish.

Stefania takes one step to the left when -- she's roughly grabbed and held back by TWO JEWS. They pin her between them.

STEFANIA

What are you doing?

MAN #1

We think you should stay.

STEFANIA

I must go. Let me out.

She stares at Paulina.

MAN #2

Hold still now.

Gunfire.

More children are safely returned as adults are killed.

Henryk remains.

Gunfire -- gunfire -- gunfire.

Rolf Jr. shakes as he waits behind Stefania's line.

Near him, a JOKING MAN steps out.

JOKING MAN

Mosh the tailor had two smiling
clients, one says to the other --

Rolf Jr. shoots him. The dead man falls into Rolf Jr.'s arms. He lets him fall to the ground, but has blood on his coat.

Six left. One is Henryk.

Pavil steps out of the line, looks at Paulina, then Stefania.

PAVIL

You are good people.

Rolf Jr. holds the pistol with two hands, shoots him Pavil in the head. He falls to the ground.

Tears stream down Stefania's cheeks as she looks at the line, Henryk is not removed.

She tries to break free but can't move.

Stefania looks at a nearby line, she locks eyes with Zebulon.

STEFANIA

No, Zeb.

He smiles, winks at her, steps out.

A German soldier points his pistol at Zebulon's head, squeezes the trigger. Zebulon falls.

Stefania closes her eyes. When she opens them, she sees a child is returned, but it's not Henryk. Three remain.

PAULINA

Henryk.

Paulina is about to step out when Tomas grabs her, holds her.

TOMAS

Wait. He'll be okay.

Gunfire.

Two remain. Henryk and a GIRL.

PAULINA

Please.

Stefania looks at Paulina, tears flow, her hands shake.

A hand is placed on Stefania's shoulder. She turns slightly, looks into the face of Roza.

ROZA

Our future must survive.

STEFANIA

Not you. Please don't go.

ROZA

Don't forget who you are.

Roza touches Stefania's cheek, steps out of the line.

Rolf Jr. goes to her, but stops when he locks eyes with Stefania. He points his pistol at Roza's head, hesitates.

CAPTAIN SCHMIDT
(into the bullhorn)
Do it!

Rolf Jr. squeezes the trigger. Roza falls.

At the brick wall, a soldier returns Henryk to the line.

PAULINA
Henryk!

Paulina grabs him, hugs him close to her pregnant belly.

One child left.

Gunfire.

Stefania sees a nearby old man fall to the ground.

She sees Rolf Jr. staring at her, tears roll down his eyes.

CAPTAIN SCHMIDT
(into the bullhorn)
It's simple, is it not? You should
all feel good that your babes were
saved today. Now you understand.

Rolf Jr. lowers his pistol, walks back to the truck.

At the truck, he wipes at his tears. He looks up into the hateful eyes of his father.

With his foot, Captain Schmidt steps on Rolf Jr.'s hand. Rolf Jr. holds his painful hand, stares at the ground.

Stefania's bodyguards let her go, she hugs herself, shakes.

INT. BAGNO STREET APARTMENT - DAY

Stefania walks in with what's left of the Apartment-mates. She sees the piano in pieces. She digs through debris, finds the smashed concertina. She searches inside it, finds her wedding ring, pulls it out and puts it on.

PAULINA
What if they do that everyday?

Stefania turns, faces Paulina.

STEFANIA

They just helped me make my point.

PAULINA

What would that be? That you like watching your friends die for you?

STEFANIA

If you don't get Henryk out soon, he'll die.

PAULINA

I saw sacrifices today, Stefania and not from you. You did not step out for a child, yet you would hand one over with payment to a stranger and never know what happens.

Paulina heads to the door.

STEFANIA

Where are you going?

Paulina turns back.

PAULINA

If you hadn't been smuggling, your friends wouldn't have died.

Stefania goes to her, grabs her as --

STEFANIA

No, Paulina.

PAULINA

Let go of me. I'm reporting you.

She pushes Stefania away, looks at the others. No one moves.

Paulina opens the door, walks out.

Stefania looks at the others, sees Henryk sitting on a chair. She looks at her wedding ring, then back at Henryk.

INT. HOSPITAL HALLWAY - DAY

Peter stands next to Marcel.

MARCEL

The hospital won't get any more coffins. The orders were stopped.

Peter sees Stefania, she holds Henryk's hand.

STEFANIA

This boy needs to go today. Now.

Peter looks at Marcel, frowns. He leans down to Henryk.

PETER

How old are you?

HENRYK

I turned six last week.

PETER

Six. That's old.

Peter straightens, looks at Stefania. She removes her wedding ring, hands it to Peter.

INT. BAGNO STREET APARTMENT - DAY

Paulina walks in, Tomas and a JEWISH POLICEMAN behind her. They leave the door open.

TOMAS

I just think you should calm down.

PAULINA

She endangers us all, Tomas.

JEWISH POLICEMAN

It's tricky business. Early on, you were rewarded, but not now.

PAULINA

What are you saying?

TOMAS

He's telling you it won't do any good to report her.

Paulina looks around, the apartment appears to be empty.

PAULINA

Henryk?

She goes to the back, returns, looks some more.

PAULINA (CONT'D)

Where's Henryk?

The Jewish Policeman sees the Two Jews who held back Stefania during the adult/child killings in the doorway.

JEWISH POLICEMAN
 (to Paulina)
 You need to stay here.

INT. HOSPITAL HALLWAY - DAY

Stefania on a bench next to Henryk. She pretends her lap is a keyboard as they "practice" piano. Henryk likes it, giggles.

HENRYK
 Mama should see.

STEFANIA
 I'll show your Mama. I promise.

Stefania looks up, Peter stands over them.

PETER (V.O.)
 Are you sure you want to do this?

INT. MORGUE - DAY

Peter stands over Stefania, she holds Henryk in her lap.
 Stefania takes a deep breath, her face anguish. She nods.
 Peter pokes him with a syringe as --

STEFANIA
 When you wake up, Henryk, you be a
 good boy, okay? Remember that your
 Mama loves you.

Henryk falls asleep, Stefania holds back tears.
 Peter opens the door. Stefania lifts Henryk, carries him out.

EXT. ALLEY BEHIND THE HOSPITAL - DAY

Stefania behind Peter, she carries Henryk. She stares at a large wheelbarrow cart piled with dead children.

STEFANIA
 Not like this.

PETER
 They took our coffins away. They
 look in every bag, box, cart. This
 is the only way now.

Stefania cries, looks down at Henryk.

Peter removes a red handkerchief, ties it to Henryk's wrist.

PETER (CONT'D)
So they'll know which one.

Stefania looks into Peter's eyes.

STEFANIA
We've lost ourselves.

Stefania looks at the cart, carefully lays Henryk on the top.

Marcel appears. Peter nods him. He lifts the wheelbarrow, pushes it out of the alley.

INT. BAGNO STREET APARTMENT - DAY

Paulina paces. The Two Men near the door. Tomas in front of the Jewish Policeman.

TOMAS
Stefania can't just take her son.

JEWISH POLICEMAN
It's already done.

PAULINA
No!

Paulina holds her belly, winces.

TOMAS
Paulina?

Tomas goes to her. She screams in pain.

TOMAS (CONT'D)
Help me lie her down.

As the three other men help with Paulina, Tomas pushes a floorboard, reaches into a hole, pulls out a small gun. He points it at the three men.

TOMAS (CONT'D)
Paulina?

Paulina stands on her own power, looks better, but not great.

TOMAS (CONT'D)
Go.

Paulina walks out, still holds her stomach.

JEWISH POLICEMAN
It won't do any good.

TOMAS
We'll just wait here a bit.

Tomas motions with the gun for the men to sit.

EXT. WARSAW STREETS - DAY

Paulina runs, stops, bends over, holds her belly. She catches her breath, runs again.

EXT. JEWISH HOSPITAL - DAY

Peter and Stefania at the bottom of the stairs. Stefania sees Marcel push the wheelbarrow down the street.

PAULINA (O.S.)
Where is my son?

Stefania turns, Paulina gets in her face.

Stefania puts a hand to her mouth, cries.

PAULINA (CONT'D)
I'll kill you.

Paulina lunges at Stefania, but Peter blocks her.

PETER
You two are out in the open.

Peter glances at Blue policemen and Germans nearby.

Bombs explode around the hospital, one after another.

Smoke.

Debris.

Falling bricks.

Broken windows.

Screams.

Chaos.

Peter, Stefania, and Paulina duck, look around. Stefania tries to find the wheelbarrow, but can no longer see it.

Peter grabs the women, shoves them against a brick wall. He uses his body to shield them.

Germans run for cover, holler orders.

People run in every direction, some are hurt, dead.

Peter sees a MAN IN RAGS emerge from a building. The man runs into the street, falls on all fours at a manhole cover.

He tries to pry open the cover, gets frightened, bolts back to the building, hides inside.

From underneath, the cover is pushed up.

Another bomb explodes.

Peter grabs Stefania with one hand and Paulina with the other, drags them toward the manhole cover.

The manhole cover is off. Peter on his knees, looks down.

PETER (CONT'D)
Bright stars in the night.

A man's hand gestures.

Peter grabs Stefania, forces her, feet first, down the hole.

He grabs Paulina and helps her down.

When Paulina is down, Peter pushes the cover, replaces it.

Peter rushes away.

INT. SEWER - DAY

Dark.

Dripping water.

A lamp is lit.

A SEWER MAN, bald, scars on his face, missing a finger, holds out the lamp, inspects at Stefania.

Paulina screams, holds her belly.

Stefania grabs her.

STEFANIA
Is it coming?

Paulina nods.

STEFANIA (CONT'D)
 (to the Sewer Man)
 We need a doctor.

INT. SEWER BUNKER - NIGHT

A "crossroad" of sewer tunnels, a taller section, holds crates of weapons, boxes, some food.

Water slides down the walls.

Rats appear, check out their guests.

Paulina screams. Stefania holds her hand, wipes her brow.

Men approach. A DOCTOR leans down, checks out Paulina.

DOCTOR
 How far along is she?

STEFANIA
 Thirty-six weeks or so.

Paulina breathes hard.

PAULINA
 Another ones coming.

She screams.

DOCTOR
 That's not the only thing coming.

The Doctor goes to work.

LATER

The NEWBORN, wrapped in the man's shirt, is asleep in Paulina's arms. She tries to stay awake, fights it.

Stefania nearby, kicks at a rat.

They hear footsteps down a tunnel. Three men appear. One is MIETEK BREMLEIN, 29, war-hardened rebel soldier, forgotten how to smile. He points to a box, his buddies go through it.

PAULINA
 How do I get out?

MIETEK

The same way you came in. You don't look like you'll get very far.

PAULINA

I need to find my other son.

MIETEK

I spoke to Peter. He said the boy is on a truck on his way south.

Paulina tries to stand up, has trouble. The baby wakes up.

PAULINA

How far away is the truck?

MIETEK

Too far. You can't find it.

Paulina sits back down, tries to calm the baby down.

STEFANIA

Who are you?

MIETEK

Mietek. I'm in charge down here.

STEFANIA

In charge of the sewers?

MIETEK

I run 79 bunkers connected by 300 tunnels. We run many operations from here. I expected a man with information, not women and a baby. I don't know what to do with you.

STEFANIA

I'm Stefania Benman. I've been smuggling children out of the ghetto for over a year now.

MIETEK

Peter filled me in. You can help.
(looks at Paulina)
But, not her. She has to go back.

PAULINA

I never asked to be down here in the first place. I never asked for my son to be stolen from me.

Stefania ignores her, stands, goes to at Mietek.

STEFANIA

I know about traveling. I will help you. But, I'll only work if you keep her out of the ghetto.

PAULINA

That's not your decision.

MIETEK

You're right, it's my decision. You're my problem now.

Mietek hesitates, stares at Stefania.

MIETEK (CONT'D)

I'll make some arrangements.

EXT. WARSAW STREET/JEWISH HOSPITAL - DAY

A cigarette butt is tossed to the ground. The street is calm, but debris is everywhere, so are Germans.

Captain Schmidt strolls casually, Rolf Jr. behind him. He stops at a manhole cover, stares at it.

INT. SEWER BUNKER - NIGHT

Paulina and the baby appear to be asleep.

Stefania paces, hugs herself. She looks down at her armband, removes it, balls it up, tosses it at a rat.

PAULINA

You may still need that.

STEFANIA

I'm done with it.

Paulina gets up slowly, does not wake the baby. She staggers, grabs the wall for support. She sees a lamp and takes it. She chooses a tunnel and walks away.

STEFANIA (CONT'D)

Where are you going?

INT. TUNNEL - NIGHT

Paulina follows along a wall, she slips but doesn't fall.

STEFANIA (O.S.)

Paulina? Wait for me.

Paulina walks, slips, drops the lamp, it falls into a stream of water, flickers.

STEFANIA (O.S.) (CONT'D)
Paulina, let me talk to you.

Paulina tries to go faster, slips, falls. She manages to protect the baby, but cannot get back up.

Stefania appears, holds out her hands.

STEFANIA (CONT'D)
Let me help you up.

PAULINA
Don't touch me.

STEFANIA
Hand me the baby.

Paulina glares at Stefania.

PAULINA
You'll never touch my son.

Stefania kneels down in front of her.

STEFANIA
Paulina, if we don't survive, we'll never see them again. Henryk, Josek, Julian. They'll forever be separated from us.

PAULINA
That's what you want.

STEFANIA
I never... I know you'll never forgive me. But, let me help you survive. Let me help you find him.

Paulina cries. Stefania puts her arms around her.

STEFANIA (CONT'D)
I'm sorry. I'm so sorry.

Paulina tries to push her away, but Stefania won't budge. Paulina screams, cries, her sounds echo.

INT. SEWER BUNKER - DAY

Lit lamps. Stefania and Paulina eat bread, dried peas. Paulina holds the newborn.

Peter and Mietek stand nearby.

PETER

You have to learn the tunnel system. We've dug new ones.

MIETEK

They can't live down here. They're going to flood us out soon.

STEFANIA

Show me the exit at the hospital. I'll start there, work my way out.

MIETEK

They shut hospital down. We think they'll start up the trains again.

PETER

They want the ghetto cleared out.

STEFANIA

What's the new transfer point for traveling?

MIETEK

Various locations on both sides. We'll do it day by day.

The baby starts to cry. Paulina opens her top, begins to feed it. The men look away.

PETER

We want you at another part of the ghetto, where you're lesser known.

Stefania nods.

STEFANIA

When can we live somewhere else?

PETER

We're working on it.

MIETEK

Aryans are harder to work with now. The Germans kill them if they discover they're hiding Jews. We'll need to find two hiding places-

STEFANIA

One. We stay together.

INT. SEWER BUNKER - DAY

Stefania paces. Paulina sits with the baby.

PAULINA

Tadek.

Stefania stops pacing, looks at Paulina.

PAULINA (CONT'D)

He's called Tadek.

STEFANIA

A good name.

PAULINA

Whenever I look at you, it reminds me of Henryk.

Stefania kneels down in front of Paulina.

STEFANIA

I will not take Tadek from you.
And, I will do everything I can to keep you, and him, alive.

Shuffling feet noises startle them. A SCARRED MAN appears, holds a lamp. TWO SMALL CHILDREN are behind him.

SCARRED MAN

I was told they go with you.

Stefania straightens, nods.

EXT. WARSAW STREET/MANHOLE COVER - NIGHT

Stefania helps the Two Small Children climb out. When they're next to her, the Scarred Man sticks his head out.

SCARRED MAN

The transfer point is at the synagogue at the end of Sienna. Know where that is?

STEFANIA

I used to.

SCARRED MAN

Be there at four. Don't be late or they miss their ride.

The Scarred Man grabs the manhole cover, replaces it. Stefania stands, looks at the Small Children.

INT. LIVING ROOM/ARYAN SIDE - DAY

Peter sips tea, sits across from ISSAC, 46, short and frumpy. Next to him is his wife, RENE, 45, a female version of Issac.

PETER

We can up it to forty a week.

ISSAC

What about the killings?

PETER

They're random. Make sure the Jews stay inside during the day. And, don't talk to your neighbors.

Issac looks at his wife, nods at Peter. He stands.

PETER (CONT'D)

Thanks for the tea.

He heads to the door, stops to inspect a table packed with knickknacks -- photo frames, vases, small statuettes, a concertina. He picks up a decorative dish, examines it.

PETER (CONT'D)

Would you take a baby?

ISSAC

For fifty.

Peter frowns.

EXT. ARYAN STREET - NIGHT

Stefania is alone, walks at a steady pace.

GERMAN OFFICER (O.S.)

Halt.

Stefania stops, faces a German Officer.

GERMAN OFFICER (CONT'D)

Where are you going?

STEFANIA

Home. I live on Cynsyk. I'm a seamstress at Glodindorf's.

GERMAN OFFICER

Papers?

Stefania reaches into a pocket on her dress, searches.

STEFANIA

They're in my bag... at home.

The German Officer glares at her.

GERMAN OFFICER

Poles must carry papers.

STEFANIA

I know it.

GERMAN OFFICER

If I see you tomorrow, I will expect you to have them.

Stefania nods.

GERMAN OFFICER (CONT'D)

Go.

She walks away.

The German Officer crosses the street. Captain Schmidt and Rolf Jr. emerge from a building. Schmidt sees Stefania from a distance, stops the German Officer.

CAPTAIN SCHMIDT

Who was that woman?

GERMAN OFFICER

A seamstress. She had papers.

The German Officer walks away. Captain Schmidt nods.

INT. SEWER BUNKER - DAY

Stefania returns. She sees Paulina, who holds the baby while hovering over a dead teenage boy.

PAULINA

They brought him two hours ago.

Stefania kneels, checks for a pulse, there is none.

She stands, looks around, grabs a tarp, covers the Boy.

LATER

REBELS remove boxes, weapons. Mietek in front of the women.

MIETEK

Ready?

STEFANIA
I'll pack my bags.

MIETEK
Funny.

He hands them two burlap sacks.

MIETEK (CONT'D)
On the bricks, tie these on your
feet. It'll keep you quieter.

Mietek removes papers from a pocket.

MIETEK (CONT'D)
These should be good, for now.

Stefania and Paulina take the papers.

STEFANIA
Thank you.

Mietek reaches in a box, grabs a handgun, holds it out.

MIETEK
Ever fire one of these?

Stefania and Paulina shake their heads.

Mietek demonstrates.

MIETEK (CONT'D)
Bend your arm like this. Use two
hands to cock it. Point it and
squeeze the trigger hard.

He holds it out to Stefania.

MIETEK (CONT'D)
Try not to use it.

EXT. ARYAN STREET - NIGHT

Stefania and Paulina, who carries the baby, walk steadily
behind Mietek. They stop next to a BALD MAN.

Mietek nods to the Bald Man, he smiles at Stefania, then
disappears down the street.

INT. BATHROOM - NIGHT

Stefania and Paulina in front of a hole in a wall. The toilet is pushed away, the space behind the wall barely visible.

The Bald Man hovers in the doorway.

BALD MAN
Two women should fit.

STEFANIA
I don't want to complain, but-

PAULINA
But, she wants to know how long we are expected to be in there?

BALD MAN
I was told she can leave, but only at night. If she's gone, I suppose you can remain out here. The more you stay in there, the safer it is.

The baby fidgets, begins to cry.

BALD MAN (CONT'D)
You're gonna have to keep that thing quiet.

PAULINA
I'll do my best.

Paulina flashes the wisp of a smile, Stefania notices.

STEFANIA
What do we do for...?

She stops, looks at the toilet.

The Bald Man hands her a bucket. She frowns.

INT. HOLE BEHIND THE BATHROOM WALL - DAY

An interior wooden frame, the beams crisscross. Writing is scratched on a plank, it reads, "Mordechaj was here."

Stefania and Paulina wedged in the tight space. They face each other with their respective legs tucked underneath the other person's legs or tucked close to their bodies.

The baby sits on Paulina's legs, she plays with him.

Stefania appears to be uncomfortable.

STEFANIA

I don't do well in small spaces.

PAULINA

You wanted this.

Paulina picks up the baby.

PAULINA (CONT'D)

I had a dream last night that I had Tadek while underneath our big oak tree. It was a beautiful day. Then, my husband and Henryk fell through a hole and disappeared. I held Tadek and looked for them, but I could not find them. Then, a German came and took Tadek from me. It was the same German who...

She stops, covers her mouth.

PAULINA (CONT'D)

I feel shame.

STEFANIA

Don't feel that way, Paulina. You should have no shame.

Paulina composes herself.

PAULINA

Your plan was to get out your sons. And many others. You make plans. But, you don't feel. I had a child ripped from my arms. That was the only way Henryk would have been separated from me. I felt it. My body still feels like a part of me is gone. I can never forgive you.

Loud bangs close by.

Muffled shouts.

A raid next door.

Stefania and Paulina hold hands, stare at each other.

Yelling, shouts of mercy.

Loud voices shout, "Out," "Move," "Stinking Jews."

The women wait.

INT. BATHROOM - DAY

Stefania eats. Paulina tries to eat, but Tadek fusses.

STEFANIA
Why don't I hold him?

Paulina hesitates, shakes her head.

PAULINA
I can do both.

Stefania stands.

STEFANIA
I'm going out.

PAULINA
It's the morning.

STEFANIA
I have papers. I know how to get
back in. I need to feel useful.

Stefania walks out.

EXT. GHETTO STREET - DAY

Stefania talks with a RAIL THIN WOMAN. The woman shakes her head, walks away from Stefania.

She approaches a SMALL GROUP OF MEN. She talks to them, they wave her away.

EXT. GATE - DAY

Stefania hides behind a car on its side. Next to her is a SMALL DIRTY GIRL. She holds the girl's hand.

Smoke appears from an alley near the guard shack.

The Guards notice. They yell, scream for buckets, panic.

During the chaos, Stefania slips past the gate with the girl.

EXT. POLISH HOSPITAL - DAY

Stefania walks out, she's alone. She heads down the street.

EXT. ARYAN STREET - DAY

Stefania walks, turns a corner, freezes, stares at a small carnival set up in the middle of the street.

Happy POLES and their CHILDREN play games, ride on a small Merry-Go-Round. A horse pulls a small box-like trolley. Children sit on top, enjoy the ride.

Stefania digs into her pockets, pulls out her last zloty. She walks to the Merry-Go-Round. She pays the ATTENDANT, gets on the ride, selects a white horse, climbs on it.

The ride starts.

As it picks up speed, Stefania holds on tight, closes her eyes, enjoys the music and the breeze in her face. It's the first time she's smiled in months.

EXT. SECOND ARYAN STREET - EVENING

Stefania walks, a decent pace but not too fast.

A small band of young, Polish HOOLIGANS see her, they cross the street, plant themselves in front of her.

HOOLIGAN #1
Where you headed, lady?

STEFANIA
Home.

HOOLIGAN #2
You're turned around. Your village is that way.

STEFANIA
I don't live in the ghetto.

HOOLIGAN #1
Sounds like you know about it.

He gets closer, pulls out a knife. Stefania looks at it.

STEFANIA
That's a circumcision knife.

HOOLIGAN #1
How would you know?

The Hooligan waves the knife in Stefania's face.

HOOLIGAN #1 (CONT'D)

Here's the way this works, you give us money, we don't turn you in. If not, we take a walk to the police station around the corner.

Stefania hesitates slightly.

STEFANIA

I'm not Jewish. I have papers.

She removes the papers, Hooligan #2 grabs them, tosses them on the ground.

HOOLIGAN #2

We know what our eyes tell us.

HOOLIGAN #1

What's it going to be, lady?

Hooligan #2 is suddenly shoved from behind by Eugene. Two other POLISH MEN go after Hooligan #1 and the others.

Hooligan #1 pulls out a pistol, aims it at Eugene.

Gunfire.

Hooligan #1 falls to the ground, dead.

Stefania holds a pistol, her hands shake.

The other hooligans take off.

Eugene forces Stefania to lower her pistol. He picks up the papers, hands them to Stefania.

EUGENE

(to his buddies)

Make sure she gets back to where she belongs.

Eugene walks away. The Polish Men wait.

INT. BATHROOM - NIGHT

Paulina holds the baby, sits off to the side.

Mietek paces in front of Stefania. The Bald Man nearby.

MIETEK

And you drop it off at a Polish hospital? No arrangements had been made, that child is probably dead.

STEFANIA
You don't know that.

MIETEK
Like hell I don't. My people bailed
you out and one of them may have
been exposed saving your behind.

STEFANIA
I know him. I played cards with his
mother at the rec hall-

MIETEK
I don't care what you used to do. I
care about now.

Mietek tries to contain his anger, shakes his head.

BALD MAN
They'll have to leave here.

Mietek looks at the Bald Man, nods.

EXT. COURTYARD - NIGHT

Mietek leads Stefania and Paulina into a courtyard. They stop
at an open basement window.

MIETEK
You have to climb in.

Mietek gestures for Paulina to go first. She looks at the
window, hesitates, looks at Stefania.

She hands the baby to Mietek, he awkwardly holds him.

Stefania frowns, helps Paulina climb through the window.

INT. BASEMENT - NIGHT

Paulina gently lowers herself onto a crate.

Stefania climbs through, Paulina helps her onto the crate.

Mietek holds out the baby, Paulina takes him, climbs down.

The women see TEN OTHER JEWS scattered around. Some sleep,
others watch them. All remain quiet.

Stefania looks up at Mietek in the window.

STEFANIA
Who lives upstairs?

MIETEK
He's Issac, she's Rene. They've
been working for us for a while,
but they're getting antsy.

STEFANIA
Can I use the front door?

Mietek shakes his head, Stefania frowns.

MIETEK
They prefer this way. The Germans
flooded us out of the sewers. We
can't use them anymore.

STEFANIA
Will you fight?

MIETEK
We're going to have to eventually.

Mietek waves, disappears.

Stefania walks around, spots an upright piano. She goes to
it, touches the keys. She sees sacks on top of the piano.

A DIRTY MAN stands nearby.

DIRTY MAN
That's our food. We eat once a day.

Stefania nods, sits in front of the piano, plays a soft tune.

EXT. COURTYARD - NIGHT

Peter helps Stefania climb out of the window. When she's out,
she sees THREE KIDS IN RAGS behind Peter.

STEFANIA
Where do they go?

PETER
On this side of the foot bridge.

STEFANIA
Sienna? The small ghetto?

PETER

Those Jews are gone. We have safe houses there now. They'll have to stay there for a few days.

STEFANIA

Practically inside the ghetto.

PETER

Which hopefully means the Germans won't look there.

Peter takes off, Stefania with the kids go the opposite way.

EXT. WARSAW STREET - NIGHT

Stefania and the Three Kids in Rags crouch behind a boulder of concrete. They watch a group of German soldiers in the street. The Soldiers laugh, wander.

A German Soldier drops a bag but doesn't notice.

The Germans disappear.

One of the Kids, a boy, sprints out of the hiding spot.

STEFANIA

No! Come back!

He reaches the bag. Leans down to pick it up.

Gunfire.

The boy falls to the ground.

Stefania puts a hand on her mouth, looks at the two remaining Kids in Rags, pulls them close, gestures for quiet.

ACROSS THE STREET

Captain Schmidt appears, holds a rifle, waits, listens.

He hands the rifle to Rolf Jr., walks to the body of the boy, kicks it, looks around.

He walks away, Rolf Jr. right behind him.

EXT. COURTYARD - DAY

Germans lead dirty JEWS in tattered clothes and ARYANS from a building. They point their rifles, aim.

INT. BASEMENT - DAY

More JEWS fill the basement. The two small windows are open.

Stefania lies on a coat, tries to sleep. An Old Man sits down next to Paulina and the baby.

OLD MAN

I know a rabbi who lives nearby. He can come and perform the bris.

PAULINA

It's been over two weeks already.

OLD MAN

Then, it must be done immediately.

The Dirty Man rolls over, sits up.

DIRTY MAN

Don't let the baby get circumcised. They check down there.

OLD MAN

The baby must get circumcised. It is our heritage.

DIRTY MAN

Then, you sentence it to death.

Gunfire is heard.

GERMAN VOICE (O.S.)

Search those buildings!

Soldiers heard outside.

Whistles.

Stefania sits up. Everyone else is on alert.

OLD MAN

Close the windows.

Men jump onto crates, close the windows.

Issac descends the stairs, looks panicked.

ISSAC

They discovered Jews next door. Everyone must stay here.

Tadek starts to cry.

DIRTY MAN

Feed it.

Paulina attempts to feed Tadek, but he won't latch on.

ISSAC

Keep it quiet.

Tadek's cries get louder.

OLD MAN

That baby will get us caught.

An OLD WOMAN crawls over to Paulina.

OLD WOMAN

Sing to it.

Paulina tries to hum to Tadek, rock him, cradle him.

Loud voices heard outside.

DIRTY MAN

You're going to have to quiet it.

PAULINA

I can't.

OLD MAN

Do something.

STEFANIA

She's trying.

Paulina continues to try to quiet Tadek, but it's no use.

The Old Man looks at Issac.

OLD MAN

Go outside and distract them.

ISSAC

That will draw them right here.

The Old Man rushes to Paulina, leans down.

OLD MAN

Give it to me.

PAULINA

Why?

OLD MAN
Why do you think? There are twenty
here. That's just one.

Stefania shoves the Old Man to the ground.

STEFANIA
Get away from her.

The Dirty Man stands next to Stefania.

DIRTY MAN
He's right.

He stares at Stefania, Tadek howls. Others nod in agreement,
but can't look their way.

The Dirty Man holds out his hands to Paulina.

DIRTY MAN (CONT'D)
I'll do it.

Stefania looks down at Paulina. She cries, "hushes" Tadek,
but he won't stop howling. Paulina's face is a wreck.

Stefania steps between the Dirty Man and Paulina.

STEFANIA
Hand him to me.

Paulina shakes her head. Stefania kneels down, looks her in
the eyes.

STEFANIA (CONT'D)
Trust me.

They stare at each other.

Slowly, Paulina hands the baby to Stefania. She straightens,
goes to the piano, opens the top, lays Tadek down inside,
closes the top. She sits and begins to play.

The piano sounds out of tune, but no one cares.

They all wait, listen.

Stefania continues to play.

EXT. ARYAN STREET - NIGHT

Stefania waits tucked in a dark corner. Peter appears from
around a corner. He signals her, they duck into an alley.

PETER

There's two behind 340 Wyninski.
Take them to the bank building on
the west side. There's a cafe on
the corner of Brie and Zelazna.

STEFANIA

That'll take me all night. What if
I can't get back before morning?

PETER

Then find somewhere to hide and
come back the next night.

Peter takes a few steps away from Stefania.

STEFANIA

Peter!

He stops, looks back.

Stefania goes to him, hugs him.

After a moment, they pull apart. Peter nods, rushes away.

EXT. ARYAN STREET - MORNING

Stefania, hides in a hole in a wall, frightened.

Germans march past, trucks and tanks pass.

Stefania hugs herself, tries not to cry.

EXT. SECOND ARYAN STREET - DAY

Stefania emerges from her hiding spot, sees Aryans walk, a
car pass. It looks like a normal day. She walks.

A German car stops next to her, an OFFICER gets out.

OFFICER

Papers.

Stefania reaches into a pocket, hands him her papers.

OFFICER (CONT'D)

Wait here.

The Officer climbs back into the --

INT. CAR

He holds the papers. Captain Schmidt is busy with other work, the Officer waits to get his attention.

EXT. SECOND ARYAN STREET

Stefania looks at the driver of the car, it's Rolf Jr. He smiles at her.

She tries to remain calm.

INT. CAR

Captain Schmidt finally looks at the papers, takes his time.

He hands the papers back to the Officer.

CAPTAIN SCHMIDT
Interview the woman.

The Officer nods.

EXT. SECOND ARYAN STREET

The Officer gets out of the car, joins to Stefania.

OFFICER
Name?

STEFANIA
Hilde Gorecki.

OFFICER
History.

STEFANIA
I was born in Krakow. My father
moved our family here for work when
I was young. I married here.

OFFICER
When were you born?

STEFANIA
August first 1897.

OFFICER
Where do you live now?

STEFANIA
With my in-laws in Solec. My
husband is fighting.

The Officer studies Stefania, looks at the papers. He holds them out to her, she casually takes them.

OFFICER
You may go.

Stefania walks away.

INT. CAR

Rolf Jr. turns to face his passenger, is about the speak. He stops himself, looks back, watches Stefania walk away.

INT. BASEMENT - DAY

Paulina in front of the Dirty Man and Issac. A man helps Stefania jump down from the open window. She sees Paulina.

STEFANIA
What's going on?

PAULINA
They want us to leave.

Stefania joins Paulina.

ISSAC
(points at the baby)
You have to take that out of here.

STEFANIA
We won't stay where we're not
welcome.

Stefania picks up their sack, heads to the stairs.

ISSAC
Go out the window.

STEFANIA
This time we leave through the
front door.

Stefania ascends the stairs, Paulina follows her.

INT. HALLWAY - DAY

Stefania and Paulina emerge from the basement, look around. They walk down the hall, enter a --

KITCHEN

Rene turns around, looks at them.

STEFANIA
I guess we're leaving.

Rene nods. She grabs a sack, stuffs food inside.

When the sack is half full, she hands it to Stefania.

RENE
I put candles in there, too.

Stefania takes the sack. Issac is behind them.

Stefania sees Issac, passes him. Paulina follows her out.

INT. LIVING ROOM - DAY

Stefania and Paulina head to the door. Stefania stops at the knickknack table, sees the concertina, picks it up, looks at Issac and Rene.

STEFANIA
Yours?

Issac pulls out a pistol, points it at Stefania.

ISSAC
Get out.

RENE
Issac?

ISSAC
Leave! Now!

Stefania puts the concertina back. She adjusts her sack, feels the pistol at the bottom.

Rene puts her hand on Issac's pistol, lowers it, but Issac keeps a firm grip.

RENE
Please go.

Paulina opens the door.

PAULINA
Stefania, let's go.

Slowly, Stefania and Paulina walk out.

EXT. ARYAN STREET - DAY

A beautiful day. A cool September breeze.

The women walk. Paulina looks around a lot.

PAULINA
I'm afraid.

STEFANIA
Don't be. We have passes that say
I'm Hilde Gorecki and you're
Margaret Kozlowski. We will walk
around just like the Aryans do.

Paulina stops Stefania, pulls her off to the side.

She looks at Tadek, bundled and asleep in her arms.

PAULINA
Can you get him out?

STEFANIA
Paulina, no.

PAULINA
I am a fool to think I can keep
safe in here. Maybe... somewhere
else... he'll survive. Smuggle him
out for me. Please, Stefania.

Stefania stares at her.

EXT. ANOTHER ARYAN STREET - DAY

Alone, Paulina hides under a stairwell. Stefania returns.

STEFANIA
I think I know where to go.

EXT. CAFE - DAY

Eugene emerges, picks his teeth with a toothpick.

Stefania steps out from a hidden place, blocks his path.

STEFANIA
I need your help.

Eugene looks behind Stefania at Paulina and the baby.

INT. KIMMEL'S HOUSE/FOYER - NIGHT

Stefania and Paulina sit, wait. Kimmel appears. Behind him is Kimmel's Wife and Eugene.

STEFANIA
Can you get the baby out?

KIMMEL
Impossible.

Kimmel opens the front door.

KIMMEL (CONT'D)
You should not be here.

STEFANIA
Is there someplace safe for him? A high ranking German perhaps?

KIMMEL
You do realize the Americans are in this now. We're not looking quite so powerful anymore.

PAULINA
Do you have children?

Kimmel takes a deep breath.

KIMMEL
Three.

PAULINA
What would you do to protect them?

Silence. Kimmel's Wife steps forward.

KIMMEL'S WIFE
We can help. We've done it before.

KIMMEL
Things are different now.

KIMMEL'S WIFE
But, not so much.

She touches her husband's arm gently. He softens, nods.

Kimmel looks back at the women.

KIMMEL

I need something... some payment.

Paulina holds out her wedding ring. He takes it.

She looks down at her baby, smiles.

PAULINA

My beautiful Tadek. Be well. Be safe. Mama, Papa, and Henryk will always love you.

She holds out the baby to Kimmel's Wife. She takes it.

Kimmel looks at Eugene.

KIMMEL

Give them food. Drive them to Nowolipki. There are houses there.

Eugene nods.

STEFANIA

Thank you.

Kimmel nods at Stefania.

INT. CAR - NIGHT

Eugene drives. Stefania and Paulina in back.

Paulina cries, Stefania reaches out to her, brings her to her chest, holds her.

EXT. NOWOLIPKI STREET - NIGHT

The car pulls over across from an empty lot.

A short distance down the street is a white stucco house with a long porch. It looks damaged but still stands, unlike the charred remains of the house next door.

INT. CAR - NIGHT

Eugene looks in the mirror at the women.

EUGENE

It's the white one over there. I'll go in through the back and have a look. Stay here.

Stefania, still holds a quiet Paulina, she nods.

EXT. NOWOLIPKI STREET - NIGHT

Eugene climbs out, heads to the back.

INT. CAR - NIGHT

Stefania rolls down her window.

STEFANIA

I need air.

She takes a deep breath. Paulina closes her eyes.

EXT. BACKYARD OF WHITE HOUSE - NIGHT

Eugene puts his hand on the doorknob. He freezes.

A gun pushes against his head.

Around him are four German Soldiers.

Eugene slowly lifts his hands.

INT. CAR - NIGHT

Silence.

Stefania's and Paulina's eyes are closed.

Gunfire.

The women bolt up, look around.

PAULINA

What was that?

Stefania listens, waits, opens the door.

PAULINA (CONT'D)

He said to stay.

STEFANIA

He's dead.

She opens the door, gets out, looks back at Paulina.

STEFANIA (CONT'D)
Come on. Now.

EXT. NOWOLIPKI STREET - NIGHT

Paulina climbs out of the car. Stefania takes her hand, they run into the empty lot, hide behind a pile of bricks.

They wait, watch the car.

The Four German Soldiers look into the car.

Stefania nods to Paulina, they quietly move away.

EXT. BACKYARD OF A BATTERED HOUSE - NIGHT

Stefania opens an exterior basement door. Paulina nearby.

MAN'S VOICE (O.S.)
Get down there.

The women turn, face MORDECHAJ, 25 going on 55, holds a gun.

The women descend into the basement.

INT. BATTERED HOUSE BASEMENT - NIGHT

Mordechaj lights a lamp, takes a good look at the women, who now sit on the dirt floor.

Mordechaj lights a cigarette, leans against a tall crate.

MORDECHAJ
Fools.

STEFANIA
Excuse me?

MORDECHAJ
You just approach a house and attempt to slip into the basement?

STEFANIA
We're looking for a place to hide.

MORDECHAJ
There was fighting near here last night. In the ghetto.

STEFANIA

That's right, we're on the western side of the fence now.

MORDECHAJ

Exactly where you shouldn't be.

PAULINA

How can we get out of Warsaw?

MORDECHAJ

Plenty of ways.

PAULINA

Will you help us?

MORDECHAJ

I'm going back inside.

PAULINA

Why?

MORDECHAJ

To fight beside my brother and my brethren Jews and Aryan Poles.

Mordechaj tosses his cigarette butt.

MORDECHAJ (CONT'D)

Looking squarely ahead, brave and joyous, at the world. The squads march to work. All that matters to us now is Treblinka. It is our destiny.

He looks at the women.

MORDECHAJ (CONT'D)

At Treblinka, I was chosen as a laborer, our small group had to learn that song overnight, or we would be shot in the morning. The commander wanted the deaths of Jews to be joyful. I helped dig the pits. Jews were told to sit on the edge while each one was shot and pushed in. A German wife took pity on me, put me in the trunk of her car one day, drove me a few miles away, and let me go.

Silence.

STEFANIA

Bring me back into the ghetto. I
want to find children-

MORDECHAJ

There are no children left.

Stefania closes her eyes, takes a deep breath.

STEFANIA

I still want to go. I'll fight.
I'll do whatever I can. That's my
home back there.

Mordechaj nods, looks at Paulina.

MORDECHAJ

You want to leave Warsaw?

Paulina hesitates, looks at her hands.

PAULINA

When I was brought here, I was a
small holder farm girl. We didn't
have much, but we were happy. All
of that is gone now. Taken from me.
I want to feel like... I mattered.

She looks at Stefania.

PAULINA (CONT'D)

I want to fight.

Stefania nods.

MORDECHAJ

Get yourselves back in by the
Lutheran Cemetery. Go to Dzielna
Street. We work out of there now.

EXT. LUTHERAN CEMETERY - NIGHT

Stefania and Paulina hide behind headstones, move slowly.

INT. ROOM - DAY

Stefania and Paulina in front of war-hardened Adas, 36.

ADAS

I can use you to smuggle in arms
and supplies. Do you know a way in
and out of the ghetto?

STEFANIA
The Lutheran cemetery.

ADAS
That's safe for now. I'll give you
a contact name on the outside. You
can start in an hour.

STEFANIA
Do you know Peter Talinski?

Adas nods.

ADAS
Peter's still alive. We're pretty
scattered these days, but he shows
up. Do you have any weapons?

Stefania pulls her pistol out of the bag.

ADAS (CONT'D)
Know how to use it?

STEFANIA
I do.

Adas nods. Stefania glances at Paulina, who says nothing.

QUICK CUTS:

-- At night, Stefania and Paulina move stealthily. They stop,
see a man who lights a cigarette. They move toward him.

-- Stefania and Paulina eat scraps next to a fallen sign,
"Mankov's Bakery."

-- Stefania and Paulina receive a pistol from a bearded man.
Stefania hands him money. The man walks away.

-- At night, a spotlight searches a street. Stefania and
Paulina duck into a corner, let the light pass, move on.

-- Stefania and Paulina are each given a box by a REBEL. They
listen to instructions, nod, walk away.

INT. ROOM - DAY

Stefania searches through trash. She looks behind a cabinet,
finds a hidden vodka bottle. She grabs it.

INT. REBEL HEADQUARTERS/ROOM - NIGHT

Holes in the walls, no furniture or doors. Candlelight.

Stefania moves a bucket, winces at the smell.

She sits next to Paulina.

Other UNDERGROUND REBELS sleep, eat, or pace.

Stefania shows Paulina the bottle of vodka.

STEFANIA

Look what I found.

PAULINA

Let's drink it.

STEFANIA

I took you for a non-drinker.

PAULINA

Plenty of farmers and their wives
drink vodka. Too much vodka.

Stefania opens it, takes a healthy swig, lets it burn. She hands the bottle to Paulina who gulps it, looks at Stefania as she swallows. They smile and pass it back and forth as --

PAULINA (CONT'D)

As a matter of fact, when a farmer
moves into a new home, we hide a
bottle of vodka for good luck.

STEFANIA

Farmers are superstitious?

PAULINA

You know nothing about farms.

STEFANIA

I have heard of them.

PAULINA

Just never been to one?

STEFANIA

There was never a reason.

PETER (O.S.)

I grew up on a farm.

The women look up, Stefania smiles. She jumps up, hugs Peter.

Peter pulls her away, looks serious.

PETER (CONT'D)
You need to leave the ghetto.

STEFANIA
We know what's about to-

PETER
Stefania, they're coming.

EXT. GHETTO STREET - NIGHT

Peter, Stefania, Paulina, all carry pistols. They stop.

PETER
Wait here.

Peter ducks into a building, Stefania and Paulina wait.

Peter returns with TWO REBEL BUDDIES, each hold a Molotov cocktail. They light them, Peter peers around a corner.

He nods to his buddies.

All three toss the cocktails at a small group of Germans.

PETER (CONT'D)
Run!

Peter pushes the women away as the Molotov cocktails explode behind them.

Smoke.

Screams.

EXT. ALLEY/HOLE IN A WALL - DAY

Bombs explode.

Peter crawls into a hole in a wall. The women wait.

Moments later, Peter emerges, signals them to follow.

EXT. ALLEY - DUSK

Marcel helps Peter out of the hole.

MARCEL
They're burning us out.

Peter kneels down, helps Stefania and Paulina climb out.

They leave.

EXT. BACKYARD - NIGHT

Peter, Stefania, and Paulina crouch behind a fence. Peter stands, walks a few feet ahead of the women.

Gunfire from a window.

Peter falls to the ground, hit multiple times, dead.

STEFANIA

Peter!

More gunfire.

Stefania looks up, sees a rifle in a third story window.

She grabs Paulina.

STEFANIA (CONT'D)

Move!

They run hunched over and get away.

EXT. COURTYARD - DAY

Explosions nearby.

Stefania and Paulina run, stop, listen.

Behind them, Stefania spots a TEENAGER. The boy staggers backwards, has trouble standing, falls, holds his leg.

TEENAGER

Help me!

Stefania takes off toward the Teenager.

PAULINA

Stefania, wait.

She doesn't stop.

She reaches the Teenager, kneels down, puts her hand on him.

STEFANIA

It's okay. I'll help you.

He faces away from her. He screams in pain.

Stefania looks around, freezes -- Captain Schmidt is several paces in front of her, points a gun at her.

They stare at each other.

Slowly, Stefania rises, her hands go up in surrender.

Captain Schmidt gets closer. He looks next to her with a smug look on his face -- at Rolf Jr., in civilian clothes.

The boy stands next to Stefania.

Rolf Jr. and Stefania stare at each other.

Stefania looks back at Captain Schmidt.

CAPTAIN SCHMIDT

It was a good hunt, no?

Stefania says nothing. She waits.

A single gunshot.

Captain Schmidt falls, a hole in his forehead.

Behind him is Paulina holding a pistol. She looks at Stefania, shakes her head.

Stefania looks to her right, at Rolf Jr., who holds a pistol, looks down at his fallen father. He has a frozen stare.

He slowly turn to face Stefania, tries to hold back tears.

Paulina approaches.

Rolf Jr. reacts, points the pistol at her.

She points her pistol at Rolf Jr.

STEFANIA

No!

They are frozen. No one moves.

Silence.

Stefania slowly raises a hand, looks Rolf. Jr. in the eyes.

STEFANIA (CONT'D)

Enough.

She gently puts her hand on the pistol, lowers it.

She looks at Paulina, nods.

Paulina lowers her gun.

Stefania looks at Rolf Jr.

STEFANIA (CONT'D)

Go.

He hesitates, takes one more look at his dead father.

He backs away, stops. He looks at the women.

He raises his pistol as if to holster it.

Gunfire.

Rolf Jr.'s body jerks.

STEFANIA (CONT'D)

No!

Stefania rushes to him, helps him to the ground. She holds him in her lap.

She looks up, Marcel holds a rifle, stands over her.

MARCEL

That one's a German. Dead now.

Marcel kicks Rolf Jr.'s foot. Walks away.

Stefania cries. Paulina kneels down, turns her face so she's looking at her.

PAULINA

We must go. Now, Stefania.

Paulina moves Rolf Jr.'s body out of Stefania's lap, helps Stefania to her feet.

Stefania looks down at Rolf Jr., he looks peaceful.

Paulina takes her hand, leads her out of the courtyard.

EXT. WARSAW GHETTO - DAY

Germans carry flamethrowers, burn ghetto buildings.

EXT. WARSAW GHETTO - DAY

A distant view of the ghetto in ruins.

Stefania in a window, looking out.

INT. ROOM SOMEWHERE IN WARSAW - DAY

Barren, cracked walls, debris.

Stefania turns, looks at Paulina.

STEFANIA
It's all gone.

Paulina nods.

SUPER: 1945**EXT. OVERHEAD VIEW OF WARSAW**

Much of the city in ruins.

Two women walk among the rubble.

EXT. BUILDING - DAY

A small sign reads, "Polish Social Services and Relocation."

INT. OFFICE - DAY

Stefania and Paulina fill out paperwork, talk to a female
POLISH OFFICIAL.

STEFANIA
(to Paulina)
I'll take you to my home.

POLISH OFFICIAL
It's no longer your home.

Stefania glares at the Polish Official.

STEFANIA
I owned that apartment with my
husband for fourteen years.

POLISH OFFICIAL
It's now owned by someone else.

STEFANIA
Kick them out.

POLISH OFFICIAL
We cannot do that.

STEFANIA

I don't understand. That's my home
and I'm going there today.

POLISH OFFICIAL

You'll just be turned away. There's
nothing you can do about it.

STEFANIA

It's not fair.

The Polish Official shrugs.

POLISH OFFICIAL

Even without your papers, I'll make
sure you're compensated for your
business-

STEFANIA

But, you don't know when, how much,
or what I'm supposed to live on
until then. And, you certainly
can't help me get my house back!

Paulina touches Stefania's arm. Stefania takes a deep breath.

POLISH OFFICIAL

I'm sorry.

Stefania closes her eyes.

INT. SMALL, CLUTTERED ROOM - DAY

Piles of papers, light from small windows, a social worker,
FELA, 34, limps on a bad leg.

FELA

I think we should focus on the
older ones. Your two, Stefania.
And... Henryk.

PAULINA

What about my baby?

Fela takes a deep breath.

FELA

There's just no way of tracking it.
Herr Kimmel was killed. There's no
trace of his wife. And, honestly,
it's been too long, you wouldn't
recognize him-

PAULINA
Of course I would. He's my son.

STEFANIA
Paulina.

Paulina looks at Stefania.

FELA
This is going to take a long time.
There are no guarantees we'll find
any of your children.

Stefania looks out the window, sees a bird land on a fence.
She watches the bird clean itself, fly away.

SUPER: TWO YEARS LATER

EXT. ORPHANAGE OUTSIDE CRACOW, POLAND - DAY

Old building, not very welcoming.

A car pulls up, Stefania is driving.

She parks the car. Paulina climbs out of the passenger side.

Stefania opens her door, freezes, listens to -- Piano playing
inside a building.

"Mary Had a Little Lamb"

Stefania looks at Paulina.

STEFANIA
Henryk.

Paulina listens to the music.

INT. ORPHANAGE FOYER - DAY

Paulina walks in, turns to her left, into a --

SMALL CLUTTERED ROOM

Two couches, desks, piles of sheet music, other clutter.

A 9-year-old BOY sits at a piano. His back is to the door.

Paulina stops in the doorway, listens.

She slowly falls to her knees.

The Boy stops playing, turns, looks at Paulina. It is Henryk.
Paulina puts her hands to her mouth, cries.
Henryk goes to her, kneels, looks at her face.

HENRYK

Mama.

Paulina nods, spreads her arms wide, Henryk falls into them.
They don't move, just hold each other.
Paulina looks up, Stefania stands behind her.
Tears fall down her face.
She kneels next to them, puts a hand on Paulina's back.

STEFANIA

We'll keep looking for the others.
I'll never stop looking for our
children. I never should have left
them. I should have died with them.

Paulina reaches out a hand, Stefania takes it.
The women clutch each other's hand.

FADE TO BLACK.