

WE'LL ALWAYS HAVE PARIS

written by

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the prequel to the movie

"Casablanca"

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WE'LL ALWAYS HAVE PARIS

FADE IN:

EXT. MAUTHAUSEN CONCENTRATION CAMP - NIGHT

A flat landscape near the barbed wire fence on the northeast side of the concentration camp. CRICKETS CHIRP, and spotlights occasionally flash. SUPERIMPOSE: "MAUTHAUSEN CONCENTRATION CAMP, OSTMARK (AUSTRIA), MAY 1, 1940."

INSERT BLACK AND WHITE PHOTOGRAPHS - MONTAGE

CAMERA SHUTTER CLICK. Prisoners working in the Mauthausen quarry.

CLICK. Camp Commandant Franz Ziereis standing on the wall.

CLICK. Prisoners carrying heavy stones in large backpacks up the 186 "Stairs of Death."

CLICK. SS guards beating the prisoners inside the camp yard.

CLICK. An emaciated prisoner sitting in a bed in a barrack.

CLICK. A dead prisoner's body hanging on the barbwire fence.

BACK TO SCENE

EXT. - PRISONER BARRACKS - NIGHT

A kneeling CZECH PRISONER in his low-to-mid forties is concealed by the darkness between two barracks. He has his head bowed and shows signs of being beaten.

CZECH PRISONER

Hail, Mary, Mother of God, pray for
me now at the moment of my death.

The Czech Prisoner crosses himself, stands, and RIPS the patch with his prisoner number off THE SHIRT of his striped uniform. The patch was above the inverted red triangle on the shirt. He tosses the patch down, stomps it into the dirt, and hobbles into the open, dark courtyard.

As the light from a nearby spotlight illuminates the barbwire fence bordering the camp, the Czech Prisoner bends over to pick up a rock and throws it at the guard tower. The ROCK makes a CLACKING sound as it hits the wood of the tower.

EXT./INT. WATCHTOWER - NIGHT

The WATCHTOWER GUARD pivots the spotlight onto the Czech Prisoner in the yard below him.

CZECH PRISONER

(yelling)

I refuse to be a German slave. I
refuse to be a number. I am Victor
Laszlo, a free Czech.

WATCHTOWER GUARD

(yelling back)

Go back to the barracks, fool!

The Czech Prisoner begins to sing "Kde domov muj," the national anthem of Czechoslovakia.

WATCHTOWER GUARD (CONT'D)

(to self)

You might have rallied people all
over Europe against the Fuhrer, but
you won't rally them here.

The Watchtower Guard picks up his RIFLE, aims it, and SHOTS the Czech Prisoner. He spins around and falls face down in the dirt.

Another camp guard slowly walks through the yard into the spotlight, kicks the prone body, takes out a PISTOL, and SHOTS the Czech Prisoner a second time.

WATCHTOWER GUARD (CONT'D)

A fitting end to a personal prisoner
of Hitler.

After the other camp guard walks away, the Watchtower Guard repositions the spotlight to illuminate the barbed wire fence again. Now, though, the fence has bedding going up the side and over it.

WATCHTOWER GUARD (CONT'D)

What's this?

EXT. MAUTHAUSEN CONCENTRATION CAMP - NIGHT

Three prisoners -- THE REAL VICTOR LASZLO, RADEK, and MIKLOS -- with red triangles on their uniforms are running away from the camp.

Victor looks quite similar to the now dead Czech Prisoner, except that Victor has a serious, open wound above and in his right eye socket. Victor shows signs of exhaustion and limps significantly behind the other two prisoners.

Radek is a short thirtyish Czech with a slight build. Miklos, a Czech in his late twenties, has a sturdier frame.

The sounds of SIRENS and DOGS BARKING come from the camp as Victor trips and falls with a THUD onto the ground covered

with twigs. He GROANS. Radek and Miklos race back toward Victor, and he staggers to his feet.

VICTOR
I'm slowing you down. Leave me.

RADEK
Come on, Victor!

Radek and Miklos haul Victor past some nearby trees and load him into the back of a waiting pickup truck. As the TRUCK ENGINE STARTS, three BARKING GERMAN SHEPHERDS charge the escapees.

MIKLOS
Go, go, go!

The truck's TIRES SPIN on the dirt, and Radek jumps into the back of the truck. Miklos also leaps, but the top part of his body lands on the edge of the back panel of the truck. The dogs are at his heels.

Radek struggles to pull Miklos in. A dog bites the leg of Miklos' pants, and Miklos kicks at the dog.

RADEK
Faster!

The truck continues to accelerate, and the dog releases Miklos. Radek pulls Miklos into the bed of the truck.

EXT. BACK ROADS - NIGHT

The truck bounces as it speeds along a dark, uneven, unpaved road. Victor lies in pain amid several sand bags in the back.

VICTOR
I should never have agreed to draw straws. I should have just volunteered to be the diversion. I can barely stand, much less run.

MIKLOS
Father Novak disagreed. That's why he did this --

Miklos picks a twig off of Victor and snaps it in half.

MIKLOS (CONT'D)
-- when he realized you had the short twig.

RADEK
Shut up, Miklos.

VICTOR

(shocked)

God in Heaven. Why did you two let
him do it?

RADEK

There's only one Victor Laszlo.

GUN FIRE abruptly erupts from the machine gun mounted on the first of two cars chasing them. BULLETS PING off the truck's heavy siding.

MIKLOS

(shouting)

Speed up! Jesus Christ! Speed up!

The truck bounces wildly as it accelerates. Radek and Miklos push the sandbags against the truck's back panel as Victor takes cover. The lead pursuer unleashes another burst of MACHINE GUN FIRE, and more BULLETS PING against the truck.

INTERCUT WITH:

INT. TRUCK - NIGHT

The back WINDOW of the cab SHATTERS, and the bullet penetrates the front window. More BREAKING GLASS. The CZECH DRIVER sharply moves his head to the left to avoid the glass shards.

The truck's lights turn off, and the truck makes a sharp left turn along an even more primitive roadway. The lead car shoots past the turnoff, but the second car manages to make the turn.

The second car, with a similar mounted machine gun, unleashes a burst of MACHINE GUN FIRE, and the truck lurches to the left as a bullet strikes the left rear tire. The Czech Driver makes a sharp left onto another primitive path -- this one leading into a wooded area.

BACK TO SCENE

EXT. WOODED AREA - NIGHT

In a hundred meters the Czech Driver stops the truck to block the tree-lined path to his pursuers and leaps out of the truck.

CZECH DRIVER

Follow me.

The Czech Driver flees down the path. Radek and Miklos help Victor out of the truck's bed and run along the path with Victor held between them. MACHINE GUN FIRE lands all around them.

The car stops at the truck, and the Germans jump out of the car with pistols drawn and pursue.

In about fifty meters Radek trips, and the three escapees sprawl onto the ground. Before Radek and Miklos can pick Victor up, the Germans reach them. One of the Germans points his pistol at the three. Radek and Miklos cringe.

EXT. TRUCK - NIGHT

The truck is setting motionless in the tree-lined path. SHOTGUN FIRE O.S. BOOM, BOOM, BOOM. Great FLAPPING OF WINGS as a large flock of birds bursts into the moonlit sky. Silence.

EXT. PARIS - PERE LACHAISE CEMETERY - AFTERNOON

SAM, a middle-aged black American, and RICK, a white American in his mid-thirties, walk through the cemetery on a hot afternoon. Both men are noticeably perspiring. Rick carries his suit coat over his left arm. Sam wears a straw boater. SUPERIMPOSE: "PARIS, FRANCE, May 3, 1940."

They stop at the grave of "Lothaire Garnier, 1910-1937, Veteran, Spanish Civil War." After a short respectful pause, Rick pulls out a small flag of the Spanish Republic and places it in a small flagholder next to the grave.

SAM

It bothers you when Lothaire's grave isn't right, doesn't it?

RICK

It's the least I could do. He saved my life.

Rick stares briefly at the grave and tilts his head toward the exit. Sam and he walk toward it.

SAM

Another afternoon without anyone else at the grave. Sad.

RICK

Yeah. Lothaire was such a sap. He actually believed his fiancée's promise to visit his grave every day if he was killed.

Rick takes a flask from his coat pocket and takes a swig.

RICK (CONT'D)

So where's God now, Sam? Anyplace?
Is He laughing at Lothaire's
foolishness?

SAM

Boss, God doesn't laugh at people's
love.

RICK

I wish I could believe that -- and I
told you not to call me "boss."

SAM

Right, Mister Richard.

RICK

That either.

SAM

Okay, boss.

RICK

I said --

A disheveled OLD WOMAN holding flowers draws near.

OLD WOMAN

Flowers for sale. Beautiful flowers.
Here, I have a red rose.

She puts out the rose up for both Sam and Rick to see.

OLD WOMAN (CONT'D)

Roses are for lovers!

Sam stops to smell the flower. Rick puts his flask back in
his pocket and glances at his watch.

RICK

Time to go throw out some trash.

Sam looks quizzically at Rick.

EXT. DRESS STORE - AFTERNOON

DANELU, a hard-looking Corsican thug in his late twenties,
comes flying out the front door of a dress shop into the
street. PETRU, his wild-looking younger brother, flies out
next and lands near to him.

Rick emerges in the doorway with five African-American band
members: WILLIE (the oversized drummer), the WIRY TRUMPETER,
the BEARDED TROMBONIST, the Old Clarinetist, and the Scholarly-
Looking Saxophonist.

Each man wears a flashy matching jazz band jacket.

RICK
(to the Corsican
brothers)

I've told you clowns before, don't
mess with people I'm protecting.

*

The Corsicans stand and brush themselves off.

RICK (CONT'D)
Tell Andria to smarten up. You and
all his other Corsican punks, steer
clear of my territory.

DANELU
It isn't yours, Blaine. It's Monsieur
Anciani's.

RICK
(to the black men)
Danelu and Petru here don't seem to
understand what I'm saying. Interpret
for them.

The black men charge the Corsicans, who, after receiving a
few punches and kicks, flee down the street. A ROTUND French
SHOPKEEPER in his sixties emerges from the store.

ROTUND SHOPKEEPER
Monsieur Blaine, thank you so much
for handling these hooligans.

RICK
That's what you pay me for.

ROTUND SHOPKEEPER
You think they'll be back?

RICK
Yeah. They're like hungry dogs.
They'll be back.

INT. DEFENSE PLANT - OFFICE - AFTERNOON

MONSIEUR LEMIEUX, the elderly French owner of the defense
plant, is at his desk. MONSIEUR CHARBONNEAU, a dapper
Frenchman in his early fifties, is standing across from him.

Monsieur Charbonneau dresses immaculately despite his polio
braces and polio crutches. He wears an identification badge
like everyone else in the plant except for Monsieur Lemieux.

MONSIEUR LEMIEUX

You're done reviewing the inventory records already?

Monsieur Charbonneau smugly nods.

MONSIEUR CHARBONNEAU

You were right. A lot of weapons and ammunition is missing.

ILSA, a beautiful dark-blond Norwegian in her mid-to-late twenties, sticks her head in the office doorway.

ILSA

Excuse me, Monsieur Lemieux. I'm leaving for the day. I've told the Norwegians that you can ship their order in about three weeks.

MONSIEUR LEMIEUX

Thank you, Mademoiselle Lund.

Ilsa's eyes fix on Monsieur Charbonneau, and she withdraws from the doorway with a worried expression.

MONSIEUR LEMIEUX (CONT'D)

What a charming young woman. If I were only ten years younger --

MONSIEUR CHARBONNEAU

You'd still be more than twice her age.

Monsieur Lemieux's face betrays irritation at the quip. Monsieur Charbonneau takes a small piece of paper out of his coat pocket and hands it to Monsieur Lemieux.

MONSIEUR CHARBONNEAU (CONT'D)

I'd like to speak with these two workers.

INT. DEFENSE PLANT - STAFF WORK AREA - AFTERNOON

With a sense of urgency, Ilsa walks past rows of desks in a long narrow staff work area with four exits. MAURICE, a short Frenchman in his mid-twenties, is sitting at one of the desks near the Sales Department.

MAURICE

Mademoiselle Lund ...

Maurice stands and walks around the desk toward her.

MAURICE (CONT'D)

Ilsa -- May I call you Ilsa?

Ilsa maneuvers toward the exit, but Maurice steps in front of her.

MAURICE (CONT'D)

Ever since I first saw you, I wanted to ask you out. I think we could have a good time together.

ILSA

That's a kind offer, Monsieur Durand --

MAURICE

Maurice. Just Maurice.

ILSA

-- but I'm not looking for company right now.

Monsieur Lemieux emerges from his office.

MONSIEUR LEMIEUX

(loudly)

Monsieur Durand, we pay you to work, not socialize. Get a guard, and bring these two men to my office.

Monsieur Lemieux hands Maurice the small slip of paper. Ilsa waves slightly at Maurice and walks briskly out of the plant.

EXT. DEFENSE PLANT - AFTERNOON

Ilsa rushes toward a flatbed truck waiting along the side of the defense plant. The truck has a crate laying in its back, and the truck's engine is on.

CHARLES, a tall thin dark-haired Frenchman in his forties, and his helper, a German Jew of similar age, are standing near the back of the truck and looking up.

ILSA

The private investigator who broke up our Herstal operation is here.

CHARLES

Charbonneau?

ILSA

He knows. Charles, get out of here.

CHARLES

In a moment. We're almost done.

ILSA

I said get out now.

With a look of exasperation, Ilsa turns and rushes away.

INT. DEFENSE PLANT - STAIRS - AFTERNOON

Maurice, holding the piece of paper, trots up the steps to the third floor of the plant with the guard.

INT. DEFENSE PLANT - THIRD FLOOR - AFTERNOON

There he finds FRANCOIS, a French factory worker in his late twenties, and another Plant Worker holding a taut rope tied to something heavy out the window.

EXT. DEFENSE PLANT - AFTERNOON

That "something" is a crate of rifles being lowered to the waiting truck.

INT. DEFENSE PLANT - THIRD FLOOR - AFTERNOON

Maurice is incredulous at what he is witnessing.

MAURICE

Francois, what are you doing?

Shocked, Francois and the Plant Worker release the rope.

EXT. DEFENSE PLANT - AFTERNOON

The crate of rifles comes crashing down on the back of the flatbed truck. The CRATE SHATTERS. The rifles fly all over. Charles and the other Frenchman jump in the truck and drive off.

INT. DEFENSE PLANT - THIRD FLOOR - AFTERNOON

Francois shoves the guard aside, and runs past Maurice and down the stairs. The Plant Worker quickly follows.

MAURICE

Stop them! Someone stop them!

EXT. DEFENSE PLANT - AFTERNOON

Francois and the Plant Worker bolt out the front door of the plant with Maurice and the Plant Guard in pursuit. All four run around the back of the plant and past a bus.

INT. CITY BUS - AFTERNOON

Ilsa watches the chase from her seat on the bus and sees Francois and the other worker gradually outrun their pursuers. After a few stops Charles gets on the bus and sits down next to Ilsa. They speak softly.

CHARLES

Did Francois and his friend escape?

ILSA

Yes. We were lucky.

CHARLES

Like in Herstal. We can't count on
our luck holding out.

Charles gets off the bus, and Ilsa rides on by herself. She quietly gazes out its windows at couple after couple who are romantically involved. A feeling of sadness sweeps over her.

INT. DEFENSE PLANT - LOCKER ROOM - AFTERNOON

As workers watch, Monsieur Lemieux and the Plant Guard move rapidly through a long, narrow locker room with Monsieur Charbonneau hobbling behind them. The Plant Guard is carrying a bolt cutter.

The three men stop at some lockers. The Plant Guard cuts the locks off two and flips the lockers open. Both contain personal items, and at the bottom of each are two large identical lunch boxes. Monsieur Charbonneau points to the lunch boxes in on locker with his polio crutch.

MONSIEUR CHARBONNEAU

Open them.

The Plant Guard does so to reveal lunch in one and ammunition in the other.

MONSIEUR CHARBONNEAU (CONT'D)

Nice and simple. They brought their
lunch to work in one and then took
what they were stealing home in the
other.

Monsieur Charbonneau moves items around in the locker with his crutch. A French novel falls out onto the floor, and a piece of paper spills out of the novel. Monsieur Charbonneau awkwardly bends down, picks it up, and examines it.

INSERT NOTE, written in a fine elegant script:

"15h00 today"

BACK TO SCENE

MONSIEUR CHARBONNEAU (CONT'D)

(to Monsieur Lemieux)

According to your personnel records,
neither thief has the moxie to put
together such a large operation. I
need a list of your female employees.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - EVENING

As Ilsa reaches Renee's apartment, the elderly MADAME SIMON
opens her door a crack to peer out.

ILSA

Good evening, Madame Simon.

Madame Simon's door shuts quickly. Ilsa knocks on Renee's
door and enters the apartment.

INT. RENEE'S APARTMENT - EVENING

Ilsa closes the door behind her, and a BARKING, jumping
adolescent guard dog wearing a collar greets her in the
entryway.

ILSA

Down, Odin, down.

She reaches into her purse and pulls out a doggie treat.
The dog eats it, and Ilsa pets the dog.

ILSA (CONT'D)

Good boy.

(calling out)

Renee, he's growing so quickly, he'll
soon be too big for your apartment.

RENEE (O.S.)

I know.

ILSA

I don't know why your uncle gave you
such a big animal. You hardly need
a watchdog with Madame Simon across
the hall. She watches everything in
the apartment building. I know I
just got a telephone, but I'd swear
that she even listens to calls on
the party line.

RENEE (O.S.)

That's because she does.

ILSA
 Things didn't go well at the plant
 today --

Ilsa walks beyond the entryway and is surprised to see ANTONIO, a handsome Italian in his mid-thirties, in the living room, with RENEE, a pretty French brunette in her twenties. A RADIO is SOFTLY PLAYING in the background.

RENEE
 I invited Antonio to join us for
 supper. Monique is running late as
 usual.

ILSA
 (to Antonio with a
 formal tone)
 Good to see you again. Thank you
 for participating in our pro-democracy
 meetings.

Antonio smiles and rises. As Antonio reaches out to take her hand to kiss it, the DOG GROWLS and SNAPS at him. Antonio jerks his hand away from the dog.

RENEE
 Strange. Odin is normally so friendly
 to my friends. I don't know what's
 wrong with him this evening.
 (to the dog)
 Come, Odin.

Renee drags the GROWLING DOG by the collar out of the room.

ANTONIO
 Did you hear the news? German radio
 just reported that Victor Laszlo was
 killed trying to escape from
 Mauthausen.

Ilsa gasps.

ILSA
 Are they sure?

ANTONIO
 Apparently so.

Ilsa rises stiffly and wells up with tears.

ILSA
 Excuse me.

As Renee steps back into the room, Ilsa passes in front of her and out of the apartment.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - EVENING

Ilsa weeps as she quickly walks down the hall. She enters her apartment.

INT. RENEE'S APARTMENT - EVENING

Renee turns to Antonio.

RENEE

Let me see what's going on.

She leaves.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - EVENING

Renee knocks on Ilsa's door.

RENEE

May I come in?

After waiting for a moment, Renee opens the door.

INT. ILSA'S APARTMENT - EVENING

Renee sees Ilsa sitting on a sofa and weeping. Renee sits down with her.

RENEE

You still care for Victor? I thought that was all over when he went back to Czechoslovakia.

ILSA

He told me to think of him as dead if the Germans caught him. He told me to move on with my life. I just couldn't do it. I only have room in my heart for one man.

RENEE

You can't keep clinging to someone who's gone.

ILSA

You don't understand. Victor and I didn't just have a fling. We were in love.

RENEE

Oh?

ILSA

We never told anyone.

(MORE)

ILSA (CONT'D)

Victor thought it would endanger me.
Before he left, we were married.
Victor's my husband.

Renee hugs Ilsa.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - EVENING

Antonio is quietly listening to the conversation through the open door to Ilsa's apartment.

INT. CATHOLIC CHURCH - DAY

A high Tridentine mass is ending. The congregants are standing. The women have head coverings, and many people, including Ilsa and Renee, are dressed in all black.

Baroque organ music fills the church as a male crucifer bearing a Catholic cross solemnly leads a procession down the center of the church away from the altar. He is flanked by two acolytes holding large lit candles and is followed by three priests.

The last priest steps out of the procession and climbs the stairs leading to a raised pulpit. The music ends, and he gestures for the people to sit down. They do so.

FRENCH PRIEST

The memorial mass for Victor Laszlo has ended. Let's not forget him, a man of peace in a violent world. Let's remember his courage and seek to emulate it. Let's remember his mission and be inspired by it. We can go and change the world. God be with you as you do so.

CONGREGATION

And also with you.

People start filing out of the church. Sam gets up and joins the exiting throng. Several rows behind him, Renee rises as does her companion MONIQUE, a N/S Frenchwoman in her mid-thirties with short brown hair. Ilsa, dressed in black, continues to sit and looks off quietly.

RENEE

(to Monique)

Why don't you go ahead, Monique?

Monique leaves.

RENEE (CONT'D)

(to Ilsa)

You're thinking of leaving Paris,
aren't you?

ILSA

Everything here reminds me of Victor.

Renee gently takes Ilsa's hand and lifts her up out of her seat.

EXT. CATHOLIC CHURCH - DAY

Renee leads Ilsa down the steps of the church.

RENEE

We've armed all Victor's cells in
the Low Countries, but we're not
close to done with the French cells.

ILSA

I'm not up to anything right now.
Do it without me. Charles and Monique
can help.

As Ilsa and Renee walk through the crowd forming at the foot
of the steps, Charles climbs on top of a nearby car to speak.

CHARLES

French and British troops are fighting
to stop Nazi aggression in Norway.
Let's show solidarity with our sons
and brothers! They fight for us,
for liberty. In the name of Victor
Laszlo, take up your signs and march!

Antonio and two youthful Frenchmen distribute signs.

CHARLES (CONT'D)

(to all)

Don't be silent any longer! March!

CROWD

March!

EXT. PARIS STREET - DAY

Ilsa and Renee hear behind them the crowd chanting as it
marches.

CHARLES

Stop Germany now!

CROWD

Stop Germany now!

CHARLES
Stop Germany now!

CROWD
Stop Germany now!

Suddenly Ilsa and Renee hear CHANTS FROM an unseen OPPOSITION CROWD nearby.

OPPOSITION CROWD (O.S.)
End the war! End the war! British
war, French lives! British war,
French lives!

The Opposition Crowd, holding anti-war signs, turns the corner directly in front of them. A few men in the crowd wear white hoods.

RENEE
My God. Communists, fascists,
together. Run.

Before Ilsa and Renee can get away, the front lines of both crowds meet, and pushing matches erupt into violence. A wild melee ensues.

In the chaos someone knocks Ilsa down. A white-hooded man wielding a short metal pipe strikes a pro-democracy demonstrator and then turns to face Ilsa. She cringes.

Renee steps between the two, pulls a knife from her purse, and points the knife at the hooded man. Maurice removes his hood.

MAURICE
Ilsa, tell your friend I won't hurt
you.

ILSA
You're a fascist? A Cagoulard?

Antonio grabs Maurice from behind and draws him back into the fight.

RENEE
Let's get out of here.

Ilsa and Renee flee from the fighting. As they slow to a walk, Renee puts the knife back in her purse.

RENEE (CONT'D)
Why didn't you defend yourself?
I've seen the gun you carry in your
purse.

ILSA

I -- I hate blood and violence. I couldn't even stand to kill a chicken for dinner on my grandma's farm.

RENEE

All your time in Paris and all your work for Victor, and you're still little Else from Oslo. Why do you even carry the gun?

ILSA

Victor insists --

Ilsa's face shows that she just caught herself speaking about Victor as if he were still alive.

ILSA (CONT'D)

-- I mean, insisted. Oh, God ...

She begins to sob. Renee moves to comfort her, but Ilsa steps away from her into an intersection being crossed by Rick and his five band members. She bumps into Rick.

RICK

Toots, look where you're going.

They lock gazes and momentarily freeze.

A CAR'S TIRES SCREECH. Rick shoves Ilsa out of the way of an oncoming car. The car barrels through the intersection, knocks Rick over the side of the hood onto the ground, and immediately turns the corner out of sight. Ilsa rushes to Rick's side.

ILSA

Help! Call an ambulance. Help!

INT. RICK'S HOSPITAL ROOM - DAY

Ilsa is sitting beside Rick's hospital bed. A NURSE approaches with a small wet towel.

ILSA

I'll take that.

The Nurse hands Ilsa the towel and steps away. Ilsa gently wipes Rick's forehead. As she moves from wiping his forehead to his face to his upper chest, Ilsa's face takes on a more sensual look.

Rick's eyes flicker open, and Ilsa, startled, pulls back from him. As Rick looks at Ilsa, the light from the ceiling lamp glows around her head and makes her appear almost angelic.

Rick tries to change the position of his body.

ILSA (CONT'D)
You look uncomfortable.

She leans over him to adjust how his head hits his pillow.
Her breasts brush his face.

INT. HOSPITAL WAITING ROOM - DAY

Willie, the Bearded Trombonist, and the Wiry Trumpeter are peering through the window at Rick and Ilsa. The Scholarly-looking Saxophonist is reading while the Old Clarinetist is lying back in a chair with his eyes shut.

WILLIE
Woie. Look at that.

WIRY TRUMPETER
She can fluff my pillow any day.

BEARDED TROMBONIST
You said it. She's so fine. Mm,
mm.

Sam walks into the room. Scholarly-looking Saxophonist peeps up from his book, and the Old Clarinetist opens his eyes.

SAM
Is he okay?

Sam peers through the window.

WILLIE
The doctor say he'll be fine in a
few days.

SAM
Looks like he's fine now. Who's
she?

WILLIE
She told the nurse that she his niece.

SAM
His niece? I thought I knew all of
his "nieces" in Paris.

Sam's expression becomes pained.

SAM (CONT'D)
You know, guys, even though the police
can't identify the car, Anciani's
got to be behind the accident.
(MORE)

SAM (CONT'D)

Eugene Lambert is already back selling junk, and Anciani's boys are shaking down all Mister Richard's clients.

Sam looks at the other five African-Americans.

SAM (CONT'D)

He's going to owe a lot of people money to cover these shakedowns when he gets out of here. You want to tell him?

WILLIE

The boss got the first dollar he ever earned hanging over his mantle. He also got the arm of the first guy who tried to take it from him. No way.

SAM

Me either.

INT. DRUG STORE - DAY

Danelu gestures for the druggist to hand over his protection payment, but he refuses. Petru pulls out a revolver, and the druggist changes his mind. Petru playfully smacks the druggist's face as the Corsicans exit the store.

INT. DRESS STORE - DAY

The Corsican brothers invade the Rotund Shopkeeper's dress store, beat and stomp him, demolish his displays, and take everything in his cash register.

INT/EXT. FLOWER SHOP - CONTINUOUS

The Corsicans then head into the flower shop next door and accost the florist inside.

INT. WINE STORE - DAY

Danelu restrains the wine merchant, and Petru hits him in the gut. The merchant doubles up and falls to the floor. Danelu reaches into the merchant's cash drawer and takes all the money. Petru gives the merchant a kick goodbye.

INT. RICK'S HOSPITAL ROOM - NIGHT

Ilsa is still sitting next to Rick's bed. A glass of water, the small towel, and some other hospital items are on a table nearby. The Nurse is reading in a chair about ten meters from the door. Most patients are resting or asleep, but Rick's sleep is restless and he is sweating heavily.

FLASHBACK - EXT. SPANISH TOWN - NIGHT

Bursts of light from BOMBS EXPLODING and ANTI-AIRCRAFT GUNS FIRING interrupt the darkness. AIRPLANES ROAR overhead.

INT. RICK'S HOSPITAL ROOM - NIGHT

Rick mumbles something, suddenly opens glazed eyes, and grabs Ilsa's lower arm. Ilsa is shocked.

FLASHBACK - EXT. SPANISH TOWN - ILL-LIT STREET - NIGHT

Rick's hand extends out of his aviator jacket and tightly clasps the lower arm of Carlos, a forty-five year old leader of a Republican militia. Carlos wrests his arm out of Rick's grasp.

RICK

(loudly)

Carlos, I said don't do it. The Republic gains nothing by killing the religious.

Carlos and Rick glare at each other. Nearby a Spanish Priest, a Spanish Nun, and a Layman are kneeling on the ground with their heads lowered. Armed militia men surround them.

RICK (CONT'D)

(louder)

They never harmed anyone. I won't --

INT. RICK'S HOSPITAL ROOM - NIGHT (BACK TO PRESENT)

The patients in nearby beds turn to face Rick.

RICK

(just as loud)

-- let you hurt them.

INT. HOSPITAL WAITING ROOM - NIGHT

Sam sees what Rick is doing through the window. Only Bearded Trombonist of the five band members is still present.

SAM

Uh, oh.

INT. RICK'S HOSPITAL ROOM - NIGHT

Sam bursts into the room. The Nurse stands to obstruct his path to Rick.

NURSE

Monsieur, you don't belong in here.

Sam pushes her aside and rushes past Ilsa, who is now standing at Rick's side just out of his grasp. Sam seizes both Rick's arms and holds them down.

SAM
I'm here, boss. Calm yourself.

RICK
(yelling)
I said to let them go.

Rick screams and thrashes about wildly to break Sam's hold on him. Everyone in the hospital room who was not already looking at Rick turns to see what is happening.

SAM
(to Ilsa)
Help me. He's still asleep. The water.

Ilsa grabs the glass of water and tosses it in Rick's face. Rick wakes up. Sam releases his hold on Rick's arms.

SAM (CONT'D)
(to Rick)
You're okay now, boss. Calm down. Everything's all right.

ILSA
(rattled)
I've never seen anyone asleep with his eyes open before.

SAM
He's done it since Spain.

Rick shakes as he tries to compose himself. The Nurse sits and watches quietly as the other patients turn their attention away from Rick and lie back down.

RICK
(still upset)
So, who are you?

ILSA
Ilsa.

RICK
Ilsa's a German name. You German?

ILSA
Norwegian. My birth name is Else.

RICK
You changed it?

ILSA

A friend told me that Else was a name for a Norwegian milkmaid.

RICK

His opinion must have been important to you.

ILSA

(sadly)

It was.

INT. HOSPITAL WAITING ROOM - NIGHT

Sam is reading a magazine while sitting alone in the waiting room. Ilsa enters from Rick's hospital room.

SAM

How is he?

ILSA

Better, I think. Is he suffering from shell shock?

SAM

It's too up close and personal for shell shock--at least for any shell shock I saw in the war.

ILSA

You served?

SAM

Yes, mam. I ...
(with a smile)
I was an army cook.

ILSA

That doesn't sound too exciting.

SAM

You haven't seen combat soldiers when they're hungry.

INT. CORNER MARKET - DAY

Rick, walking with a cane, is followed by Willie, the Old Clarinetist, and the Scholarly-looking Saxophonist as he enters a corner market. The owner, EUGENE, is rearranging a display. Rick picks up an apple and takes a bite.

RICK

Eugene, nice apples. Got any Cadillacs?

Eugene turns toward Rick, blanches in fear, and flees into the backroom of the store.

SMASH O.S. GLASS FALLING O.S. The Wiry Trumpeter and the Bearded Trombonist shove Eugene out of the backroom toward Rick.

RICK (CONT'D)

Going some place?

EUGENE

I didn't know. I didn't know.

RICK

What? That I'd survive?

Rick throws the apple at Eugene. Eugene dodges, and the apple hits the wall. THWAP.

EUGENE

I'm sorry.

RICK

You know the rules in my territory.
No drugs. Ever. Where's the heroin?

EUGENE

I sold it all.

RICK

Don't give me that. Boys, tear this
place apart. Find it.

The band attacks the displays with a relish, and merchandise scatters all over the store. The Wiry Trumpeter empties the cash drawer onto the ground. COINS SPLATTER across the floor. The Bearded Trombonist opens various containers behind the counter. Eugene drops to his knees in a begging position.

EUGENE

Stop. Stop. You're destroying
everything. There's nothing here.

Bearded Trombonist pulls some money and small packets of heroin out of a flour container, and holds them up for Rick to see.

RICK

(to Eugene)

You've got twenty-four hours to clear
out. Don't make me come back.

Rick and his men leave with a number of flower containers and their contents.

EXT. PRAGUE - STREET - NIGHT

Three patrons of a tavern stagger out the front door at closing time and proceed down the street. Two are dressed in SS uniforms. MATTHIAS is in normal, though rumpled, office attire. SUPERIMPOSE: "PRAGUE, PROTECTORATE OF BOHEMIA AND MORAVIA (WESTERN CZECHOSLOVAKIA)."

MATTHIAS

You two go ahead, I'll catch up in a minute.

Matthias faces the wall of a building. He UNZIPS his fly and relieves himself. He looks down the street and fails to see his comrades. He trots after them and spies an SS hat just outside an alley. Matthias picks the hat up and steps into the alley.

EXT. PRAGUE - ALLEY - NIGHT

The alley is exceptionally dark.

MATTHIAS

One of you dropped your ...

Matthias sees the two SS men's dead bodies on the ground before them, and bends down to examine them.

MATTHIAS (CONT'D)

Mein Gott.

Suddenly Matthias feels himself shoved against the alley's wall, and a fist repeatedly strikes him in the right side. THUMP, THUMP, THUMP. When he doubles over in pain, a shotgun butt slams into his head. THUD. He falls to the ground and groans.

Victor and four other men stand over him. Those men are Miklos, Radek, a FARMER, and the FARMER'S SON. The Farmer is holding a double-barrel shotgun, and his son is holding a single barrel. Victor's head wound has reopened.

VICTOR

(angrily)

Look at me, Matthias.

MATTHIAS

(looking up shocked)

You're still alive?

VICTOR

My guardian angels here were watching over me.

(beat)

So you've become like the others, Matthias? Joining the party? Informing on your friends and neighbors?

Matthias looks up in pain.

MATTHIAS

All Sudeten Germans joined the party. I couldn't stand out. I would have lost my job.

MIKLOS

Your job? Is that why you betrayed us to the Gestapo? How many others have you betrayed?

MATTHIAS

The party wanted a demonstration of my loyalty. They promised me no one would be harmed.

VICTOR

I was tortured. If the SS guards had broken me, hundreds would have died. Now get up.

Matthias slowly does so. Victor leans into him.

VICTOR (CONT'D)

You need to atone for your treachery.

MATTHIAS

How ... How can I do that?

Victor plunges a large knife into the torso of Matthias. Matthias shudders, and his face contorts in pain.

VICTOR

Dying, old friend ...

Victor stabs him a second and a third time.

VICTOR (CONT'D)

Dying.

Victor steps back, and Matthias falls forward dead.

INT. DEFENSE PLANT - OFFICE - DAY

Monsieur Charbonneau stands before Monsieur Lemieux's desk with a disappointed look on his face. SUPERIMPOSE: "PARIS, FRANCE, May 9, 1940."

MONSIEUR CHARBONNEAU

I just don't understand it. I spoke with every one of your female employees and came up with nothing. Are you sure that the list is complete?

MONSIEUR LEMIEUX

Quite sure.

MONSIEUR CHARBONNEAU

How about that translator?

MONSIEUR LEMIEUX

Mademoiselle Lund? She's not an employee. She works under contract. Besides, it can't be her. She's a sweet young thing.

MONSIEUR CHARBONNEAU

A sweet young thing ... Hmm ...

INT. RICK'S NIGHTCLUB - EVENING

Photographs of pilots and aircraft hang on the walls of Rick's chic and expensive nightclub. A leather helmet and flight goggles cover the top of a magnum of madeira on the inside of the bar away from the customers.

A large metal plate with rivet and bullet holes in it is on the wall behind the bartender. The plate has a pair of dice painted on it.

Rick is smoking, drinking bourbon, and playing chess by himself at an isolated table near the kitchen. His cane is propped on the side of the table.

Formally dressed people at the dinner tables chatter as waiters rush in and out of the kitchen. The CLATTER of plates knocking together and occasional yells between the kitchen staff are audible when the kitchen door opens. The band with its five French accompanists plays in the background.

Sam walks up to Rick's table.

SAM

I had those flowers delivered to Miss Elsa like you wanted.

RICK

Good. She stuck with me in the hospital. Most dames would have bolted like a scared nag when I had that nightmare.

SAM

Miss Elsa's got a lot of gumption, that's for sure.

A BACKROOM ATTENDANT approaches Rick's table and shows him a slip of paper on a tray.

BACKROOM ATTENDANT

Monsieur Rick, from the game in the back.

Rick glances at the paper, rips it up, and puts the pieces back on the tray.

RICK

No more credit. Tell Bob that he has lost enough. He needs to go home while he still has one.

The Backroom Attendant picks up the tray and steps away. Rick shifts his gaze to Sam, who is still hovering about the table.

RICK (CONT'D)

Okay, spill it. What else is on your mind?

SAM

The guys are sort of nervous. Now that you taken back your territory from Anciani, they're waiting for the second shoe to drop.

RICK

What makes them think there's a second shoe? A gang war like the last one doesn't help anyone.

SAM

So you're letting bygones be bygones? That's pretty damn white of you, boss.

RICK

Yeah, that's me. Mister Nice Guy.

INT. RICK'S NIGHTCLUB - NIGHT

Rick is still sitting at his table with the chessmen, liquor, and cane. The customers, the band, and the other nightclub staff have gone home.

SAM

Mister Richard, ready to leave yet?

Rick stares at Sam with a deadpan expression.

SAM (CONT'D)

You sit there drinking by yourself almost every night. It's not natural. It's not healthy. Come on, Mister Richard. Let's go.

RICK

We've been over this before. Drop it.

Sam turns off the lights.

RICK (CONT'D)

Turn them back on.

SAM

No sir.

RICK

Now you're making me mad.

SAM

I hope so.

RICK

Fine, then.

Taking hold of his cane, Rick gets out of his chair to leave.

EXT. PARIS STREET - SUNRISE

People in the street stare up at the French FIGHTERS ROARING above them, and residents of upper apartments open their windows and crane their necks to identify the source of the roars and the BOOMS OF ANTI-AIRCRAFT FIRE in the distance.

INT. ILSA'S APARTMENT - SUNRISE

Ilsa looks down on the street beneath her apartment window. Renee adjusts the dial of the CRACKLING RADIO in the living room. A bouquet of flowers is in a vase on top of the radio.

EXT. SOLDIER'S APARTMENT BUILDING - SUNRISE

A young French Soldier, still putting on his uniform, rushes out of the building across the street from Ilsa's apartment. The SOLDIER'S WIFE and young daughter emerge from the building, and his wife calls out to him.

RADIO ANNOUNCER (V.O.)

We repeat. We interrupt our regularly scheduled programming to bring you this breaking news. Before sunrise today the armed forces of Nazi Germany attacked Holland, Belgium, and Luxembourg.

The soldier returns, and his wife gives him a long sorrowful kiss goodbye.

RADIO ANNOUNCER (V.O.) (CONT'D)

While German aircraft and artillery shelled their cities and German paratroopers fell from the sky, these small countries have courageously begun to fight the invaders.

The daughter clutches her father. He peels her off of him, bends over, kisses her, reassures her, and then runs off.

RADIO ANNOUNCER (V.O.) (CONT'D)

Declaring that Nazi aggression cannot be allowed to stand, the French and British governments have started to move armies toward the front.

INT. ILSA'S APARTMENT - SUNRISE

Ilsa continues to stare out the window. Renee is standing behind her.

ILSA

Victor believed that France would fall quickly once the Germans finally attacked.

RENEE

Then, Charbonneau or no Charbonneau, we need to make one big final grab at the weapons and get out. We'll need your access to the plant.

ILSA

(wearily)
I know.

RENEE

We can start by lining up the trucks
and additional drivers. Antonio
could drive, and --

Renee looks at the bouquet of flowers.

RENEE (CONT'D)

-- perhaps Monsieur Blaine and his
men would help if you asked him
"kindly"?

INSERT NOTE near flowers, which reads:

"Ilsa,

Thanks for sticking with me in the hospital.

Rick"

BACK TO SCENE

ILSA

I have my doubts.

RENEE

You underestimate your effect on
men. Vamp him. He'll go for it.

INT. RICK'S APARTMENT - SUNRISE

Rick, wearing pajama bottoms, is asleep in bed with the
curtains closed. Sounds of AIRPLANES ROARING overhead and
ANTI-AIRCRAFT FIRE are audible in the distance.

DREAM - EXT. SPANISH TOWN - NIGHT

These sounds are accented by bright bursts of light which
briefly illuminate the area. The three religious are kneeling
with their heads lowered. Rick is screaming and struggling
to free himself from the militiamen holding him.

The Spanish Priest looks up and gestures to bless Carlos.
Carlos pulls out a PISTOL and SHOOTS the priest. Two militia
men SHOOT the Spanish Nun and the Layman in the back of their
heads WITH RIFLES. The two militia men and Carlos laugh and
jeer at Rick.

Their faces morph into the faces of the Corsican brothers
and ANDRIA, a heavy-set Corsican in his late fifties.

INT. RICK'S APARTMENT - SUNRISE

Rick abruptly sits up in bed, tears his covers off, and
angrily gets out of bed.

NEWSREEL FOOTAGE OF GERMAN ATTACK ON THE LOW COUNTRIES -
MONTAGE

German cannons firing, German troops advancing, German airplanes attacking.

Belgian and Dutch cities undergoing German attack.

French troops heading north to assist in the defense of the Low Countries.

BACK TO SCENE

INT. RICK'S NIGHTCLUB - MORNING

Sam and the band watch Rick, using his cane, enter the nightclub. Sam approaches him anxiously.

SAM

Boss, what do you think the German attack means?

RICK

I don't know.

SAM

Aren't you worried?

RICK

I take each day as it comes.

SAM

So what's today going to bring?

RICK

A social call on Mister Andria Anciani. I'd hate for him to think I've gone soft.

SAM

But yesterday you said --

RICK

(to the band)

Check your weapons, and let's go.

EXT. PARIS STREET - MORNING

Rick and the band walk down the street toward Andria's large gaudy indoor bistro. Rick is using a cane and wearing a fedora.

A LARGE CORSICAN BUTTON MAN and his fellow gang member stand outside chatting and looking up in the sky at the occasional airplane flying overhead.

The bistro is not yet open for the day.

RICK
 (to the band)
 Deal with those two.

The Wiry Trumpeter and the Scholarly-looking Saxophonist draw their pistols and disarm the Corsicans.

INT. BISTRO'S BACKROOM OFFICE - MORNING

The door from the bistro opens; and Rick, Willie, the Bearded Trombonist, and the Old Clarinetist enter. The three African-Americans point their pistols at the Corsican brothers and at Andria, who is wearing a watch-fob medallion bearing the Moor's head crest of Corsica.

RICK
 Andria, I don't appreciate your shaking down my clients when I was laid up. You cost me a lot of money. How are we going to settle accounts?

Andria stares nervously at Rick. Rick looks around the room.

RICK (CONT'D)
 My, my, what an incredible collection of pottery and bric-a-brac. I heard about it -- the best private collection in Paris.

Rick picks up an ornate vase.

RICK (CONT'D)
 This piece is magnificent. Where's it from originally?

ANDRIA
 Versailles.

RICK
 Impressive. Don't you agree, Willie?

Rick tosses the vase to Willie, who tries to catch it with his free hand. The VASE falls to the floor and SHATTERS.

WILLIE
 Sorry, Mister Blaine. You ain't going to withhold it from my salary, is you?

RICK
 Accidents happen. I'm sure that Andria here doesn't mind.
 (MORE)

RICK (CONT'D)
 After all, he would be hard pressed
 to put a price tag on replacing it.

ANDRIA
 It was irreplaceable.

RICK
 Exactly. And look at this.

Rick turns to examine another item in the collection but the
 foot of his cane, tucked under his arm, knocks over another
 VASE. It too BREAKS as it strikes the floor.

RICK (CONT'D)
 Oh, dear.

He turns again, and his cane strikes another VASE, which
 falls to the floor and CRACKS apart. Using his cane, Rick
 wipes away a ledge of BRIC-A-BRAC, which CRASHES onto the
 floor, just as ANDRIA'S WIFE walks in. Rick tips his hat to
 her.

RICK (CONT'D)
 (to Andria's wife)
 Madame Anciani.

He turns back to Andria.

RICK (CONT'D)
 How much you figure I cost you so
 far?

ANDRIA
 75,000 francs.

RICK
 Not quite enough.

Rick tips over an URN. It CRACKS open when it hits the floor,
 and ashes spill out.

RICK (CONT'D)
 What was in that?

ANDRIA
 Aunt Doria.

ANDRIA'S WIFE
 Aunt Doria?

RICK
 Give her my apologies. Let's go,
 boys.

With a wave of his hand, Rick and his men leave.

ANDRIA'S WIFE

Why didn't you stop him?

Andria stands and gives his wife a vicious SLAP in the face.

ANDRIA

I told you never to come in here
when I'm working.

She flees from the room in tears.

ANDRIA (CONT'D)

You idiots should have killed Blaine
in the intersection when you had the
chance. Now it's not enough to kill
him. He must suffer first.

INT. RICK'S NIGHTCLUB - EVENING

The nightclub hums from the chatter and laughter of the
formally dressed people at the tables.

Rick is smoking, drinking bourbon, and quietly playing chess
by himself in the far corner of the club. He is wearing a
tuxedo and no longer has his cane. Sam, the band, and the
five French accompanists are on break.

A thin thirty-year-old gypsy using the third and fourth
fingers of his left hand for chord work plays a popular song
on a guitar. A dowdy, heavy-set French female vocalist in
her late forties is singing.

Ilsa, Renee, and Monique are sitting at a table in the
nightclub. Monique has slicked back her hair, has dressed
in a man's evening wear, and wears a monocle. Ilsa and Renee
are wearing long tango dresses.

ILSA

I'm getting reports from our northern
cells that the Germans are rapidly
advancing. For some reason, though,
German aircraft aren't firing on the
French troops moving through Wallonia.

RENEE

Maybe the Germans are saving their
bullets.

ILSA

They haven't been anywhere else.
The Germans must be luring the French
army into a trap.

SACHA, a young Russian bartender, approaches the table with a champagne bottle.

SACHA
Beautiful ladies. Champagne.
Compliments of the house.

Sacha pours the champagne, and Ilsa notices Antonio waiting on tables nearby. He sees her and suggestively winks.

ILSA
(frowning)
Antonio works here?

SACHA
Part-time to let him work on his
novel.

As Sacha finishes pouring, Ilsa turns toward Rick and mouths a silent "thank you." Rick smiles back at her. Once Sacha departs, Ilsa picks up her glass to make a toast.

ILSA
To heroes and their sacrifices.

All at the table somberly clink glasses and drink.

RENEE
(quietly to Ilsa)
I'm worried. Francois wants to come
back to Paris to see his fiancée.
He figures the excitement about the
thefts will die down in a few weeks.

Monique nods her head to confirm Renee's statement.

ILSA
That would be idiotic.

The band begins an Argentine tango. Two French accompanists play bandoneons, and Sam plays the piano.

RENEE
That would be Francois.

Renee leads Monique onto the dance floor as Ilsa watches. After a few moments Rick approaches Ilsa's table.

RICK
Your friends dance well together.
Where do you fit in?

ILSA
Nowhere. I prefer to dance with
men.

Renee and Monique dance close to them. Rick extends his right hand palm up to Ilsa.

ILSA (CONT'D)

I'm sorry. I'm not really, um ...

Behind Rick's back, Renee nods her head "yes" and gestures for Ilsa to get up to dance. Ilsa takes Rick's hand and joins him on the dance floor. Rick and Ilsa dance slowly, simply, and elegantly as they get a feel for the other's dancing ability.

Rick does a few non-standard tango steps, and Ilsa starts to giggle as she struggles to perform them. He laughs. He pushes her away from him, releases his hand from hers, and dances to the middle of the dance floor.

With a grin Rick looks back at her, nods his head for her to join him, and turns his head away. She playfully rushes to embrace him from the rear. He turns back toward her and their bodies press together. Rick and Ilsa dance with a fierce joy.

The erotic nature of their tango becomes increasingly pronounced as the dance draws on. Ilsa and Rick end the dance almost lip to lip.

INT. RICK'S NIGHTCLUB - NIGHT

The crowd has largely gone home, and the waiters are clearing the tables. Antonio pauses briefly to write something in his pocket notebook. Sam sings "As Time Goes By," the closing dance of the night. The room seems to spin for both Rick and Ilsa, who are lost in their dancing. They gently kiss.

INT. RICK'S NIGHTCLUB - NIGHT (LATER)

Ilsa, Renee, and Monique pack up to leave the nightclub.

RENEE

So, Monsieur Blaine is "in," right?

ILSA

I'll ask him later this week.

Ilsa waves good-bye to Rick.

RENEE

"Later this week"? You're planning to go out with him?

ILSA

He takes my mind off Victor.

INT. RICK'S NIGHTCLUB - NIGHT (EVEN LATER)

Rick is finishing counting money near the cash register at the bar. Behind Rick is an open safe, previously hidden behind the large metal plate. Sam is standing at the exit. No one else is in the nightclub.

SAM

You staying, boss?

RICK

Go ahead. I'll be right behind you.

SAM

Good.

Sam steps outside and closes the door behind him. Rick puts the money in the safe, shuts its door, and conceals the safe once again behind the plate.

Rick steps from behind the bar, assumes a dance position, and takes a few large fox trot steps toward the door. He opens it, flips off the lights, and joyfully exits.

EXT. WESTERN CZECHOSLOVAKIA - FARMHOUSE - DAY

A FARMER and the teenage FARMER'S SON stand near a large woodpile and watch a Waffen-SS truck driving up to their house. SUPERIMPOSE: "PROTECTORATE OF BOHEMIA AND MORAVIA (WESTERN CZECHOSLOVAKIA)."

FARMER

(to the woodpile)

They're coming.

INT. WOODPILE - DAY

Victor, Miklos, and Radek are lying in a covered space inside the woodpile. They are dressed as Czech farmers, and Victor has a bandage over the right side of his forehead and his right eye. Dirt falls from the covering onto the bandage and Victor's face.

EXT. WESTERN CZECHOSLOVAKIA - FARMHOUSE - DAY

Six Waffen-SS soldiers climb out of the truck with two male German Shepherds.

FARMER

(to his son)

Go tell your mother to bring Vondra out.

The Farmer's Son runs inside the farmhouse. The SS ATTACK SQUAD LEADER approaches the Farmer.

SS ATTACK SQUAD LEADER
Heil Hitler!

FARMER
Heil.

SS ATTACK SQUAD LEADER
We're searching for three escaped prisoners.

The SS Attack Squad Leader gestures for two soldiers to search inside the farmhouse and for two to check out the barn. The four follow orders.

The uniformed DOG HANDLER with a SS rank of Band Leader advances with the dogs. They sniff and pull him in the general direction of the pile of lumber.

The FARMER'S WIFE, holding a female Pumi, and the Farmer's Son step out of the farmhouse. Suddenly, despite the commands of the DOG HANDLER, the German Shepherds ignore him and completely focus on the smaller dog.

DOG HANDLER
I'm never going to get their attention back as long as that little bitch is within two kilometers of here. She must be in heat.

SS ATTACK SQUAD LEADER
(to the Farmer's Wife)
Put your dog down.

The Farmer's Wife does as instructed. Just as the SS Attack Squad Leader pulls out his luger and points it at the dog, the German soldiers exit the barn and the farmhouse. The SS Attack Squad Leader looks up to see that the soldiers leaving the farmhouse are holding up two shotguns.

SS ATTACK SQUAD LEADER (CONT'D)
(to the Farmer and his family)
Shotguns killed the Mauthausen guards. You three are coming with us for questioning.

The German soldiers pull the Farmer, his wife, and his son toward the truck.

FARMER'S WIFE
Please, no.

FARMER'S SON

Dad? Dad!

FARMER

Steady, son. Steady.

The Germans load the family into the truck and depart. The little dog chases after the truck.

The three escapees emerge from the pile of lumber. Victor's bandage is soiled.

RADEK

Are you well enough to travel?

VICTOR

I have to be. Those three won't last long.

EXT. BARN - DAY

Miklos and Radek stand by two bicycles in front of the barn. Victor walks a third bicycle out.

VICTOR

I have a contact in Munich who will help us.

MIKLOS

We're going into the heart of Germany? Are you insane?

VICTOR

He's a specialist in making identification papers and exit visas.

Miklos and Radek get on their bicycles and pedal slowly near Victor.

VCTOR

Then we'll head through Switzerland to Paris.

Victor mounts his bicycle.

VICTOR

(to self)
To Paris and to Ilsa.

The three escapees ride away.

EXT. PARIS BOULEVARD - DAY

Rick drives a small, open car slowly along the boulevard near the Arc de Triomphe. He puts his arm around Ilsa.
SUPERIMPOSE: "PARIS, FRANCE."

EXT. COUNTRY ROAD - CONTINUOUS

The background scenery changes to a country road as Ilsa snuggles close to Rick and puts her head on his shoulder.

EXT. EXCURSION BOAT - DAY

Rick and Ilsa stand at the rail of an excursion boat on the Seine. They seem to be transported by each other as Ilsa laughs.

EXT. EIFFEL TOWER - NIGHT

Rick and Ilsa kiss beneath the lights of the Eiffel Tower. Unseen in the dark shadows nearby, Monsieur Charbonneau and a pretty young Frenchman -- both a little ruffled -- watch.

INT. RICK'S NIGHTCLUB - EVENING

Ilsa and Rick seem to be in their own world as they sit at a dining table with setups but no food. Rick puts his hand on Ilsa's while Willie, the Bearded Trombonist, and the Old Clarinetist look on from the band platform.

BEARDED TROMBONIST

Would you look at that. Mister Blaine never dined here with any of his girls before.

WILLIE

His chess table must be getting mighty lonely.

WIRY TRUMPETER

He must really like Miss Lund. She's making him sloppy. He ain't asking us to protect his back when he goes out with her.

BEARDED TROMBONIST

Two's company and three's a crowd, when you're with a woman like her.

WILLIE

Maybe Mister Blaine would appreciate a little special service tonight, eh?

Willie winks at the Bearded Trombonist. As the waiter brings in soup, Willie and the Bearded Trombonist take the plates, and come over with big grins on their faces and serve Rick and Ilsa. The rest of the band along with the accompanists moves back to its platform and plays a slow fox trot.

WILLIE (CONT'D)

Ma'am, you looks like you needs to dance.

RICK

Beat it.

ILSA

Now, Rick, he's right. I would enjoy a dance.

The Bearded Trombonist returns to the band to play. At Willie's nod, the performers break into a rapid jitterbug. Sam, Rick, Willie, and the rest of the musicians all smile or grin at Ilsa.

RICK

You asked for it.

Ilsa takes Willie's hand and jitterbugs with him. At the end of the dance Ilsa curtsseys toward Rick, Sam, and the band. Sam and the performers cheer and whistle, and Rick slowly claps and smiles in approval.

EXT. PARIS STREET - NIGHT

The lights of Paris glitter as Rick and Ilsa pass the American embassy.

RICK

I hope you had a good time tonight. The guys can be sort of crazy.

ILSA

They make me laugh.

RICK

Yeah, but sometimes they just drive me nuts.

ILSA

Do you smell something burning? Out in the courtyard?

A few pieces of partially burnt paper float down from above, and one lands near Ilsa. She picks it up.

ILSA (CONT'D)

It's diplomatic correspondence.

RICK
They're burning their files? They'd
only have one reason to do that.

INT. RICK'S NIGHTCLUB - DAY

Rick is sitting at the table with his chess board on it and staring at the pieces unhappily. With a sweep of his hand, he knocks the pieces off the board. Sam appears concerned.

SAM
What's wrong, boss?

RICK
Everything.

SAM
Everything?

RICK
Paris is going to fall to the Germans.

SAM
So fast? How is that possible?

RICK
I don't know. I just don't know.

SAM
Well, you can't wait for the Germans
to arrive. After what you did in
Spain, the Gestapo will kill you.
I'll put the word out you want to
sell the club. You'll find a buyer.
Don't worry.

RICK
That's not it. I was hoping that
Ilsa and me would ...

SAM
Make a go of it?

RICK
Yeah.

SAM
Don't give up hope, Mister Richard.
There's still a little time.

INT. ILSA'S APARTMENT - MORNING

Renee, dressed for work at the telephone company's switchboard, is sitting with Ilsa at her kitchen table. Ilsa looks distracted.

RENEE

What did Monsieur Blaine say last night? Will he help us?

ILSA

I didn't ask him.

RENEE

You're kidding, right? Charles has already lined up the three trucks.

Ilsa's look tells Renee that she is not kidding.

RENEE (CONT'D)

You can't keep putting off asking for help. Even if Monsieur Blaine refuses, at least we'll know where we stand. What are you afraid of?

Ilsa averts her gaze from Renee.

RENEE (CONT'D)

I thought Monsieur Blaine was just a diversion. You're not actually falling in love with him, are you?

ILSA

I don't know.

RENEE

You know.

ILSA

I'll ask him tonight. Is that good enough for you?

EXT. PARIS STREET - NIGHT

Rick and Ilsa, both dressed in formal wear, are leaving a theater with "Cyrano de Bergerac" on its marquee. Several refugees from the north pass by.

ILSA

These people -- the Dutch, the Belgians. Have you looked at them? Really looked at them?

Ilsa stops walking and faces Rick near a poster plastered on a wall for the movie "Chantons quand meme!"

ILSA (CONT'D)

Wouldn't you like to help them?

RICK
War always grinds people up. There's
not much anyone can do.

ILSA
But there is. If you and your men
helped my friends and me, we could --

RICK
(sarcastically)
Change the world? Is that what you
really want -- me making other
people's sorrows my own and my boys'?

ILSA
No, Richard, I ...

RICK
I was wondering why you'd go out
with a mug like me.

Rick gestures at the poster.

RICK (CONT'D)
The Parisians have the right attitude:
"Sing anyway."

ILSA
That's a pretty callous attitude.
Did you get it in Spain? I heard
that you were a hero there, an ace.

RICK
I'd rather not talk about Spain.
I'd rather not even think about it.

Rick faces Ilsa.

RICK (CONT'D)
But what about you? How did you get
to be such a do-gooder? And how can
you get by on a part-time translator's
income?

ILSA
Perhaps we shouldn't ask each other
such questions.

Rick holds his hand up as if to make a pledge.

RICK
Agreed. No questions.

Ilsa raises her hand too.

ILSA

No questions.

RICK

So there's a tomorrow for us?

Ilsa pauses for a moment and then kisses Rick.

INT. ANDRIA'S AUTOMOBILE - NIGHT

Unnoticed by Rick or Ilsa, Andria's automobile passes by. Danelu is driving with Petru on the passenger's side.

PETRU

That was fun.

DANELU

Yeah.

In the back seat a bound and gagged Eugene lies beneath a blanket.

INT. BISTRO'S BACKROOM OFFICE - NIGHT

Andria sits before a seated Eugene. The Corsican brothers stand on each side of Eugene's chair. Eugene is terrified.

ANDRIA

Eugene, I love you like a brother. Why do you treat me like this? Losing all my heroin? Running and hiding from me?

EUGENE

It wasn't my fault. Blaine, he --

ANDRIA

Ah, Monsieur Blaine, he is troublesome, isn't he? But I didn't provide the heroin to him on consignment, did I?

EUGENE

My store --

ANDRIA

Your little shop isn't worth half of what you cost me.

EUGENE

I'll get your heroin back. Just give me a chance.

Eugene grovels.

EUGENE (CONT'D)

Please ...

ANDRIA

You have two weeks.

EUGENE

Thank you. Thank you. I won't fail you.

ANDRIA

Mon ami, don't.

NEWSREEL FOOTAGE OF ALLIED RETREAT - MONTAGE

French soldiers surrendering.

British soldiers boarding ships at Dunkirk to escape to England.

British soldiers exhausted and asleep on the ships.

Dunkirk burning.

BACK TO SCENE

INT. DEFENSE PLANT - ASSEMBLY AREA - MORNING

Ilsa and Monsieur Lemieux are leaving the assembly area of the defense plant.

ILSA

It's too bad that the fighting forced Norway to put that large order on hold.

MONSIEUR LEMIEUX

Too bad for the Norwegians. Their order included the most advanced small arms we make. With them two dozen Norwegians could have tied down an entire battalion of Germans.

ILSA

So what are you going to do?

MONSIEUR LEMIEUX

I just need to be patient. In a few weeks the Germans will be in Paris. They'll pay for the weapons.

ILSA

(shocked)

Sell the merchandise to the Germans?

MONSIEUR LEMIEUX

The past is past. The Germans are
the future.

INT. DEFENSE PLANT - STAFF WORK AREA - MORNING

Ilsa and Monsieur Lemieux enter the staff work area, and
Monsieur Charbonneau is waiting for them.

ILSA

Thank you for taking the time to
show me the plant.

MONSIEUR LEMIEUX

You should have asked me for a tour
long ago.

MONSIEUR CHARBONNEAU

Excuse me, Monsieur Lemieux. Could
I speak with Mademoiselle Lund?

Monsieur Lemieux nods.

INT. DEFENSE PLANT - CONFERENCE ROOM - MORNING

Ilsa steps into a nearby conference room with Monsieur
Charbonneau. She takes a seat across from him at a long
table.

MONSIEUR CHARBONNEAU

Can you describe the thieves in the
truck to me?

ILSA

I wasn't really paying attention. I
was rushing to a dinner date.

MONSIEUR CHARBONNEAU

With Rick Blaine, the gangster?

ILSA

(bristling)

You mean Richard Blaine, the war
hero and restaurateur.

MONSIEUR CHARBONNEAU

So what has Monsieur Blaine to do
with you?

ILSA

It's none of your business.

MONSIEUR CHARBONNEAU

But it is my business.

Ilsa shifts uneasily and then leans forward in a seductive manner.

MONSIEUR CHARBONNEAU (CONT'D)
Mademoiselle, that won't work with me.

Ilsa draws back.

ILSA
Oh, I forgot. I heard that you had plenty of gay times in Berlin years ago.

MONSIEUR CHARBONNEAU
Who -- who told you that?

ILSA
It's true, isn't it? I'll make you an offer. I'm willing to answer your questions about my personal life if you're willing to answer mine about yours.

Monsieur Charbonneau glares at her.

ILSA (CONT'D)
I thought not.

An angry Ilsa leaves the conference room.

INT. DEFENSE PLANT - STAFF WORK AREA - MORNING

Ilsa heads toward a far desk and retrieves her purse from it. Monsieur Charbonneau steps out of the conference room, and Monsieur Lemieux immediately confronts him.

MONSIEUR LEMIEUX
Why is Mademoiselle Lund angry?
What did you say to her?

MONSIEUR CHARBONNEAU
I asked her what she saw.

MONSIEUR LEMIEUX
I don't want you to bother her any more. Do you hear me?

MONSIEUR CHARBONNEAU
She's playing you for a fool. She's involved. She's the third person.

MONSIEUR LEMIEUX
I said keep away from her.

Monsieur Lemieux returns to his office, and Ilsa steps through the door leading out of the plant. Monsieur Charbonneau looks on with suspicion.

INT. ILSA'S APARTMENT - EVENING

Ilsa, Charles, Renee, and Monique converse in the living room. Monique is now normally dressed.

ILSA

I can't believe that Monsieur Lemieux would sell to the Germans.

CHARLES

He'd sell bullets to his executioner if he could make a profit.

RENEE

Maybe we can get him to sell most of the Norwegian order to us.

CHARLES

Even if we had the money -- which we don't -- the Gestapo would be able to trace the weapons back to us.

ILSA

Not if we can get our hands on one of the company's sales order forms.

INT. DEFENSE PLANT - STAFF WORK AREA - MORNING

Ilsa places her notebook down on top of a blank sales order form on the desk of the Sales Department's SECRETARY. Ilsa opens the notebook, pulls out a paper, and hands it to the secretary.

ILSA

Here's the translation of that Portugese letter.

Ilsa picks up her notebook with the sales order tucked on the bottom and starts to step away.

SECRETARY

Excuse me, Mademoiselle Lund. You have a sales order form stuck to the bottom of your notebook.

ILSA

Sorry.

Ilsa returns the form to the Secretary, who places it in a nearby file cabinet. Ilsa steps away.

INT. DEFENSE PLANT - STAFF WORK AREA - AFTERNOON

Seeing that no staff is in the Sales Department, Ilsa swoops into its work area and heads directly to the file cabinet. She reaches to open it.

MAURICE
(calling out from his
nearby desk)
Can I help you, Ilsa?

ILSA
No.

Maurice quickly approaches her.

MAURICE
I wanted to talk with you about the
street fight.

ILSA
There's nothing to talk about. And
it's Mademoiselle Lund to you.

She unhappily walks away.

INT. LA BELLE AURORE - EVENING

Rick and Ilsa are dining at La Belle Aurore, a small but elegant cafe with its name printed on the front window. Rick has noticed that she is just quietly picking at her food.

RICK
So, what's wrong?

Ilsa opens her mouth as if to say something and then catches herself.

ILSA
I'm sorry. I guess I'm not much
company tonight.

RICK
You're all the company I need.

With a wan smile, Ilsa reaches out and holds Rick's hand.

INT. CUSTOMS HOUSE (GERMAN-SWISS BORDER) - DAY

A German BORDER BUREAUCRAT sits at a counter while he processes the people in line. Two German border protection guards with rifles stand watch.

SUPERIMPOSE: "GERMAN-SWISS BORDER, MAY 28, 1940."

Victor, Miklos, and Radek, dressed in city clothes, stand in line with their bicycles to enter Switzerland from Germany. Miklos groans and holds his belly.

MIKLOS

I think I overate.

RADEK

If you weren't such a pig, you wouldn't feel sick.

MIKLOS

We hadn't eaten well in days. I was starving.

RADEK

(to Victor)

Are you able to keep going?

Though Victor is flush with fever, he nods and wearily wipes sweat from his brow with his right sleeve. The Border Bureaucrat stamps and returns the passport of a German businessman, who then walks out of the room.

BORDER BUREAUCRAT

Next.

Victor and Radek step up to the head of the line. Miklos holds back.

BORDER BUREAUCRAT (CONT'D)

Exit visas.

Victor and Radek hand them to him.

BORDER BUREAUCRAT (CONT'D)

Business in Switzerland?

VICTOR

Debt collection. We're after a Jew who owes us money.

BORDER BUREAUCRAT

Then you might as well not go. He won't pay. They never do, except to their own.

(beat)

Hmm, you look familiar somehow. Come over here to the side of the counter, and remove that bandage from your head, please.

Victor does so. The wound shows signs of infection.

BORDER BUREAUCRAT (CONT'D)

A bad wound. How did you get it?

VICTOR

A prior attempt to collect the debt.

BORDER BUREAUCRAT

It can be dangerous to try to part a Jew and his money.

The Border Bureaucrat starts to dig through the papers on his desk.

BORDER BUREAUCRAT (CONT'D)

(to Victor)

I'm sure I've seen you someplace.

Miklos eyes grow large as he sees the wanted poster with Victor's picture on it on the wall behind the Border Bureaucrat. Miklos puts his hands to his mouth, sticks his finger down his throat, vomits, falls to his hands and knees, and groans.

The other people in line turn their attention to Miklos, and the Border Bureaucrat peers over the counter. As he leans forward, Victor sees the wanted poster posted on the wall behind him. A person in line near Miklos looks up at the Border Bureaucrat.

PERSON IN LINE

Are you just going to stand there,
or are you going to help him?

The Border Bureaucrat steps out from behind the counter, moves to Miklos' side, looks down at him, and gestures for the border guards to come and assist. They do so.

As the other people focus on Miklos, Victor reaches behind the counter and tears his wanted poster off of the wall. He stuffs the poster in his pocket and steps away from the counter.

The Border Bureaucrat returns to the counter.

VICTOR

Please don't hold us here any longer.
Our prey may escape.

The Border Bureaucrat grunts, looks through a few more papers at the counter, glances at the wanted posters on the wall, stamps the exit visas, and hands them to Victor and Radek. The two fugitives rapidly proceed out of the room with their bicycles toward the adjacent Swiss-run border station.

EXT. RICK'S APARTMENT BUILDING - DAY

Near Rick's apartment building soldiers build barricades on side-streets, shopkeepers board up their shops, and Parisians join the exodus passing through the streets. SUPERIMPOSE: "PARIS, FRANCE."

INT. RICK'S APARTMENT - DAY

A chipper Ilsa fixes flowers at the window as Rick sits on the sofa with a bottle of champagne in his hands.

RICK

It's nice you could get off work to be with me today.

ILSA

It is, isn't it? My work schedule hasn't always been so flexible. My life changed when I became a translator a few years ago.

Rick POPS off THE CHAMPAGNE TOP, and Ilsa walks over and joins him.

RICK

Who are you really? And what were you before? What did you do and what did you think? Huh?

ILSA

We said "no questions."

RICK

(beat)
Here's looking at you, kid.

They drink.

The AIR RAID SIREN WAILS.

Surprised, Rick and Ilsa go over to the window and look out.

EXT. RICK'S APARTMENT BUILDING - DAY

People in the street are looking up to see the cause of the siren. A few are pointing up toward the sky.

EXT. SKY OVER PARIS - DAY

German BOMBERS appear as black shapes in the gray sky and loudly ROAR.

EXT. RICK'S APARTMENT BUILDING - DAY

BOMB BLASTS in the distance. People scramble to get to a bomb shelter. The EXPLOSIONS get closer.

INT. RICK'S APARTMENT - DAY

A nearby BLAST.

Rick tosses his clothes out of a closet and gestures for Ilsa to join him in it for protection.

RICK
Paris is in for it now. It's too
late to get to the shelter.

Rick and Ilsa huddle there. Several BOMBS BLAST nearby.

The WHISTLE of a falling bomb and a moment of silence. A BOMB EXPLODES terrifyingly close AND RATTLES THE WINDOWS of the apartment.

ILSA
Hold me. If I die, I want to die in
your arms.

Rick tucks Ilsa closer to him. More BOMB BLASTS occur in the immediate vicinity of the apartment, and then decrease in proximity and volume. A few silent moments go by as Rick and Ilsa quietly caress each other.

RICK
It's over.

ILSA
It doesn't have to be.

They kiss passionately.

INT. RICK'S APARTMENT - NIGHT

Rick and Ilsa are in bed together, and are looking up from the bed out the window at a dark Paris.

ILSA
Paris without lights. It doesn't
seem as magical.

RICK
I don't believe in magic.

ILSA
What do you believe in then?

RICK
The power of money, loyalty to
friends, and you.

She turns to kiss Rick, and he responds with fervor.

EXT. RICK'S APARTMENT BUILDING - NIGHT

The lights of Paris flicker on.

EXT. PARIS STREET - NIGHT

Rick and Ilsa walk arm in arm down a lonely street. Rick glances up at the sky, and then stops and looks at Ilsa face to face.

RICK
Ilsa, bombs and nightclubs don't
mix. I've decided to accept an offer
I got to sell my --

Eugene emerges from the darkness into the light from a nearby lamp-post. He has a pistol pointed at Rick in his right hand.

EUGENE
Blaine, I want the heroin back.

RICK
You'll have to fish it out of the
sewer.

EUGENE
You're lying. No one would throw
that much heroin away. Now tell me
where it is, or I'll kill you. Right
here. Right now.

Ilsa slowly slips her hand into her purse and grips the pistol there. Eugene COCKS THE TRIGGER of his pistol. Ilsa freezes. She no longer sees or hears anything other than that pistol.

Rick steps toward Eugene.

RICK
Rutabaga.

EUGENE
Ruta -- ?

Rick seizes Eugene's right hand with his right hand and steps into him so that Rick's back is to Eugene's front. Rick repeatedly strikes Eugene's hand into the lamp-post. The PISTOL FIRES and then flies to the ground. CLACK.

As Ilsa stands in the background, Eugene drives Rick into a storefront window. GLASS SHATTERING. Eugene picks up his pistol, but Rick grabs him from behind and slams into a parked car. THUD. Again the pistol drops to the ground. CLACK.

Eugene pulls away from Rick and throws two wild hay-makers at him. Rick responds with a series of professional looking short jabs, which bloody Eugene's lip.

Outclassed, Eugene pulls out a knife. Rick steps back, takes off his jacket, and holds it like a gladiator's net. As Eugene charges, Rick tosses his jacket into Eugene's face, grabs Eugene's weapon hand with one hand, and repeatedly pounds him in the stomach with the other.

Eugene drops his knife and crumples to the ground.

EUGENE (CONT'D)

No more. Please no more.

Rick stops his attack. Eugene begins to cry.

EUGENE (CONT'D)

Anciani's going to kill me.

RICK

You made your bed. Now lie in it.

Rick turns toward Ilsa and discovers that she has a pistol pointed at Eugene in her shaking hands. Rick gently lowers it.

RICK (CONT'D)

Let's get out of here before the police come.

Rick picks up his jacket and Eugene's pistol, and takes Ilsa's arm. She pulls it away from Rick.

ILSA

I -- I couldn't ... I can't ...
Oh, God ...

With tears in her eyes Ilsa flees down the street.

RICK

What the ...?

EUGENE

Please ...

RICK

Oh, shut up.

INT. ILSA'S APARTMENT - NIGHT

Ilsa, dressed in a nightgown, is sitting on the side of her bed. She stares at her pistol. With a feeling of self-loathing, she puts the pistol back in her purse, turns off the light, and goes to bed.

Her attempts to sleep are futile. She tosses and turns. A TRUCK BACKFIRES. She bolts up out of bed, runs to the window, and sees the truck drive away. She weeps.

INT. ILSA'S APARTMENT - MORNING

Though awake, Ilsa is lying motionless in bed with the shades drawn. The telephone starts to RING and RING and RING.

INT. RICK'S APARTMENT - MORNING

Rick has his telephone to his ear and listens to the unanswered RINGS. Perplexed and concerned, he hangs up.

INT. ILSA'S APARTMENT - MORNING

Ilsa, still lying in darkness, hears KNOCKING on her door.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - MORNING

Renee is at the door of Ilsa's apartment.

RENEE

Ilsa, get up.

ILSA (O.S.)

Go away. Leave me alone.

RENEE

Francois is back in Paris. Monique says he and his fiancée are planning to stay. Their entire life is here, and they have no place to go to. You've got to do something. He'll listen to you.

Renee keeps KNOCKING. Madame Simon opens her door to peek out. Renee notices and scowls. Madame Simon shuts her door.

Ilsa finally opens hers. She is an emotional wreck.

RENEE (CONT'D)

What's wrong?

Renee steps through the doorway and shuts the door behind her.

INT. RICK'S NIGHTCLUB - MORNING

Rick is speaking on the telephone. Sam sits nearby on a piano bench with a suitcase on the floor beneath it.

RICK

Yes, I said, "Cancel all my orders."
No, I don't care if there is a
cancellation penalty. Just cancel
them.

Rick hangs up.

RICK (CONT'D)

Some people just don't want to listen.
Can you toss me the suitcase?

Sam tosses it lightly to Rick. The suitcase is obviously empty.

RICK (CONT'D)

We'll go to the bank to fill this up
as soon as I make one more phone
call.

Rick dials.

INT. ILSA'S APARTMENT - MORNING

The unanswered TELEPHONE RINGS and RINGS.

EXT. PARIS STREET - MORNING

Renee and Ilsa are walking through a light rain. They are both appropriately dressed for the weather.

RENEE

He'll forgive you. Why don't you
believe that?

ILSA

Because I can't forgive myself. I
could have gotten Richard killed. I
just stood there and did nothing.

Ilsa and Renee turn the corner toward the apartment of Francois' fiancée and freeze. Unobserved, they see Francois being shoved into the back seat of the squad car by two policemen. Monsieur Charbonneau is handing a local street urchin a few francs.

EXT. CORNER BISTRO - NOON

Charles, Renee, Monique, and Ilsa sit at the outdoor bistro. The rain has become steady and hard.

ILSA

What a mess.

CHARLES

The guarantee money is too much for us to get Francois out of detention.

ILSA

He'll talk.

CHARLES

Then we're completely out of time. We need one of those sales order forms now.

ILSA

There are too many people around for me to get one.

RENEE

Could you get your little Maurice to help?

ILSA

He's not my Maurice. He's a fascist.

RENEE

Maybe you could get him to respond to you as a man first and a fascist second.

ILSA

A terrible idea.

RENEE

Do you have a better one?

Lightning flashing in the distance seems to cause Ilsa to stiffen. The RUMBLE OF THUNDER. Ilsa looks away. RAIN POUNDS on the sidewalk.

INT. RICK'S NIGHTCLUB - AFTERNOON

Rick is preparing the money in the cash registers for the evening as Sam plays on the piano. The accompanists and the staff start to arrive for work. The song ends.

RICK

(to Sam)

The agent for the guy who offered to buy the club still hasn't called back.

The accompanists and most of the staff approach Rick.

ACCOMPANIST ONE

Monsieur Blaine, I have to give notice. Tonight's my last night. I have children, and we can't stay in Paris if the Germans are dropping bombs.

RICK

I understand.

ACCOMPANIST TWO

We want to thank you for the opportunity to work here.

Accompanist Two shakes Rick's hand and steps away. Another staff member shakes his hand, and then another. Sacha steps up to shake Rick's hand.

RICK

You don't have kids.

SACHA

I'm sorry, boss. Bombs make me nervous.

Rick sees Antonio writing in a pocket notebook nearby.

RICK

You staying?

Antonio nods.

EXT. INDOOR CAFE - EVENING

Elegantly dressed, Ilsa and Maurice enter an upscale indoor cafe. She is holding his arm and attempts to appear happy.

MAURICE

Before we dine, I want to explain my politics.

The waiter gestures for them to follow him. They do so.

MAURICE (CONT'D)

I want to keep France strong. I want to free her from the social and economic rot spread by foreigners.

ILSA

Like me?

They sit down next to each other on a semicircular seat at a round table.

MAURICE

Like the apes working at Blaine's nightclub. Like the dirty Jews who came here from the east to graze in a land which isn't theirs.

The waiter hands them menus and departs.

ILSA

How about the Germans? Monsieur Lemieux says that the Germans are the future.

MAURICE

If the Boche are the future, then France has no future.

Ilsa leans forward, holds his hand, and looks into his eyes. The conversation continues almost at a whisper.

ILSA

Monsieur Lemieux plans to sell his stockpiled inventory to the Germans. Are you willing to help stop that?

Maurice's eyes grow big.

MAURICE

You ... You're involved in the thefts?

Ilsa nods and touches her index finger to his lips.

MAURICE (CONT'D)

I'd love to stick it to the old man, but, uh, I don't know. We could get caught.

ILSA

I know that you're not afraid to help your country.

MAURICE

Um, that's true.

ILSA

I so admire a man of action.

Ilsa scoots next to Maurice and lightly kisses him. He embraces her. Maurice's face, not seen by Ilsa, shows worry. Ilsa's face, not seen by Maurice, shows revulsion.

Above them the loosely bolted ceiling fan whirls and rocks back and forth.

INT. RICK'S NIGHTCLUB - NIGHT

Slightly mussed up, Ilsa arrives at the nightclub in a highly agitated state.

SAM
Miss Elsa, are you okay?

ILSA
I'm fine.

SAM
You don't look okay.

ILSA
I said I'm fine.

SAM
Okay, but you don't look fine.

ILSA
Rick, please save me.

RICK
Sam?

SAM
Just trying to help.

RICK
I'll take it from here. Ilsa, what's wrong?

ILSA
I'm so sorry about the other night,
and tonight I did something ... I
just feel ... Oh, Richard, just
hold me.

Rick holds her. She is on the verge of tears.

RICK
Whatever it was, don't think about
it. You're with me now. Everything
is going to be okay.

ILSA
I'll do better.

RICK
Shhhh ...

Sam begins to play "As Time Goes By" on the piano. Rick takes Ilsa in his arms and dances with her. Her eyes glisten.

ILSA
Kiss me. Like the first time.

Ilsa and Rick stop dancing, and Rick kisses her tenderly.

RICK
Stick with me, kiddo. We'll be good
for each other.

ILSA
I'll stay with you forever if you'll
let me.

EXT. CORNER BISTRO - NOON

Ilsa and Charles are walking at the Place de la Concorde.

ILSA
I'm done.

CHARLES
What do you mean you're done?

Ilsa hands a fat address book to Charles.

ILSA
Here's Victor's address book. The
code phrase for contact is
"Josephine's bananas."

CHARLES
Please don't do this. You're just
tired.

ILSA
Yes, tired of playing games with
people. I won't prostitute myself
again. I'm going to be with Richard.

CHARLES
But, Ilsa ...

INT. POLICE STATION - OBSERVATION ROOM - DAY

Monsieur Charbonneau walks in to find two police interrogators
chatting. Through the two-way mirror they can see a bruised
and battered Francois, still with his hands handcuffed behind
him, asleep in a chair in the interrogation room.

FIFTYISH INTERROGATOR
(to Monsieur
Charbonneau)
He finally gave us the names of his
other collaborators.
(MORE)

FIFTYISH INTERROGATOR (CONT'D)

It took a little more persuasion
than I thought it would.

The Fiftyish Interrogator flexes his sore right hand.

FIFTYISH INTERROGATOR (CONT'D)

His accomplices are Rodolphe
Boulanger, Leon Dupuis, and Anne de
Breuil.

MONSIEUR CHARBONNEAU

Those are characters in famous novels,
you illiterate. Must I do everything
myself?

INT. POLICE STATION - INTERROGATION ROOM - DAY

Monsieur Charbonneau sits across the table from Francois,
who is no longer handcuffed. A small lunch pail is near
Monsieur Charbonneau.

MONSIEUR CHARBONNEAU

I was horrified to see that you were
manhandled in here. Monsieur Lemieux
would never have approved of it.
Have they fed you?

Francois shakes his head "no." Monsieur Charbonneau removes
a small paper bag from his lunch pail and places it on the
table.

MONSIEUR CHARBONNEAU (CONT'D)

Here's a pastry which I bought for a
friend. Please eat.

Francois scarfs the pastry down. Monsieur Charbonneau takes
a thermos from the pail, pours coffee into the thermos lid,
and pushes the cup toward Francois. He gulps it down.

Monsieur Charbonneau stands and KNOCKS on the door for a
policeman to open it. It opens.

MONSIEUR CHARBONNEAU (CONT'D)

This poor man is exhausted and needs
some sleep. He and I can do about the
thefts tomorrow.

Monsieur Charbonneau steps into the doorway.

MONSIEUR CHARBONNEAU (CONT'D)

(to Francois)

We'll speak about your fiancee's
plans to leave Paris then too.

Francois' head snaps toward the DOOR as it SLAMS shut.

INT. POLICE STATION - INTERROGATION ROOM - DAY (NEXT DAY)

Monsieur Charbonneau and Francois are again sitting across the table from each other.

MONSIEUR CHARBONNEAU

I see you are doing better today.

FRANCOIS

(anxiously)

Is she really planning to leave Paris?

MONSIEUR CHARBONNEAU

Your fiancee? Oh, yes.

FRANCOIS

When? Where is she going?

MONSIEUR CHARBONNEAU

I'm not sure. Maybe if you tell me something about the thefts that I don't already know, I could find out. It doesn't have to be much.

FRANCOIS

(long beat)

One of the two men in the truck is an artist.

Monsieur Charbonneau smugly smiles and hobbles out.

INT. RENEE'S APARTMENT - EVENING

Charles is looking over Renee's shoulder as she types skillessly at her kitchen table. TAP, TAP, TAP.

CHARLES

Can't you go faster?

RENEE

I'm a telephone operator, not a secretary.

CHARLES

I can see that. You misspelled "Army Procurement" in the "Customer" block on the form. Maurice only gave us one copy. You need to be more careful.

Renee stops typing and repositions the page in the typewriter.

RENEE
I'll fix it later. What should I
put down as the shipping company?

CHARLES
Consolidated Shipping.

Renee resumes typing. TAP, TAP.

INT. RICK'S NIGHTCLUB - NIGHT

The band is packing up its instruments, and the waiters are preparing the tables for tomorrow. Rick and Sam are talking nearby. Willie approaches Antonio, who is busy writing in his pocket notebook.

WILLIE
What'cha doing?

ANTONIO
Taking notes for my novel.

WILLIE
Am I in it?

ANTONIO
Definitely not.

WILLIE
Well, the boss has got to be in it.

ANTONIO
Why do you say that?

WILLIE
Because you write in your notebook
each time someone say something about
him.

ANTONIO
Get away from me, you big black
gorilla.

Willie grabs Antonio by his lapel.

WILLIE
That wasn't nice, not nice at all.

Antonio flips out a switchblade.

ANTONIO
Back off.

Willie drops him. Antonio feels Rick's hand on his shoulder.

RICK
Put it away.

Antonio puts the switchblade back in his pocket.

RICK (CONT'D)
What's going on here?

WILLIE
(beat)
He's showing me something from his
knife collection.

Sam, standing behind both Willie and Antonio, shakes his
head "no" to Rick.

RICK
(to Antonio)
You're fired. Get out of here.

EXT. RICK'S NIGHTCLUB - NIGHT

As Antonio exits the nightclub, the sound of Petru's maniacal
laughing echoes in the street. Andria's car pulls away from
a nearby curb, and Antonio sees a bloody knife tossed out of
Andria's car. CLINK. The car drives out of sight.

Seeing Eugene bleeding out on the sidewalk, Antonio steps
over him. Eugene grabs his pants leg.

EUGENE
Help me.

Angrily, Antonio pulls himself free and keeps walking. Eugene
dies.

INT. COVERED TRUCK - DAY

Radek and Victor are in the back of a truck filled with food
products and their bicycles. Radek finishes unwrapping
Victor's bandage. Radek then holds the back of his hand to
Victor's forehead. SUPERIMPOSE: "WESTERN SWITZERLAND."

RADEK
The fever has gotten a lot worse.
Your infection ---

Victor shakes from the chills.

RADEK (CONT'D)
God, I should never have let you
talk me out of getting you a doctor
in Switzerland.

VICTOR

We have to reach Paris before Ilsa
leaves.

INT. DEFENSE PLANT - STAFF WORK AREA - DAY

Monsieur Charbonneau is going through security records in a lockable filing cabinet. He pulls a picture of Ilsa out of the file. SUPERIMPOSE: "PARIS, FRANCE."

MONTAGE

Monsieur Charbonneau shows Ilsa's picture in art gallery after art gallery, but no one recognizes her.

Next he shows her picture to art dealers and gets no better response.

Then he resorts to showing the picture to artists at a small art festival at the Place du Tertre without any success.

BACK TO SCENE

INT. DEFENSE PLANT - STAFF WORK AREA - DAY

The SALES MANAGER, standing near the Secretary's desk, is examining an arms order.

SALES MANAGER

(to the Secretary)

This order -- Have you heard of
Consolidated Shipping?

SECRETARY

No.

SALES MANAGER

Neither have I. Get Army Procurement
on the telephone for me.

INT. TELEPHONE COMPANY - DAY

A long row of female telephone operators is working a large switchboard. A female supervisor stands behind the operators. A light flashes on the switchboard, and a TELEPHONE OPERATOR plugs a cord into a jack and flips forward a key at the bottom of the board.

TELEPHONE OPERATOR

May I help you?

INT. DEFENSE PLANT - STAFF WORK AREA - DAY

The Secretary is speaking into the telephone at her desk.

SECRETARY

Please put me through to Army
Procurement.

INT. TELEPHONE COMPANY - DAY

The operator taps the end of the cord on a jack and is about to plug the cord in when Renee touches her arm. Renee is the supervisor.

RENEE

It's time for your break. Go on.

TELEPHONE OPERATOR

(over the telephone)
One moment, please.

The Telephone Operator hands her headset to Renee and leaves. Renee sits down on the Telephone Operator's seat, puts on the headset, and plugs the cord into a different jack.

INT. CHARLES' LAW OFFICE - DAY

Charles is working at his desk. Books on French case law line the shelves behind him, and his barrister robes hang in a nearby open closet.

The TELEPHONE on his desk RINGS one long and two short rings a couple of times. With a look of recognition, he picks up the telephone receiver.

CHARLES

You've reached Army Procurement.

INT. SWANK PARIS CAFE - NIGHT

Inside a swank Paris cafe in the Montmartre Rick and Ilsa dance to "Perfidia" and act very much in love.

ILSA

Do you think the song is right? Do
"the gods of love look down and laugh
at what romantic fools we mortals"
are?

RICK

I hope not.

Rick lightly kisses her, and Ilsa puts her head on Rick's shoulder.

EXT. PARIS STREET - NIGHT

Ilsa and Rick walk arm in arm and reach a long major thoroughfare with steel girders laying across it.

RICK

Ilsa, I want to ask you something.

Rick stops walking and turns to her.

RICK (CONT'D)

When I was in Spain, I shot down the son of a Gestapo general. The Gestapo aren't know for their forgiving natures. The old man will come after me when he gets to Paris. I'm going to have to leave. You'll come with me, won't you?

Ilsa looks into Rick's eyes.

ILSA

Richard dear, I'll go with you any place.

RICK

I'm not sure any place is going to be safe.

ILSA

Then we'll get on a train together and never stop.

INT. RICK'S NIGHTCLUB - NIGHT

Rick and Ilsa enter. Sam is playing the piano to an almost empty house. The suitcase taken to the bank is next to Sam's piano stool. The piano music ends, the customers leave, and the band packs up its musical instruments.

RICK

(to the band)

The last public passenger train out of Paris is tomorrow. You guys need to be on it. The Nazis don't cotton to people of the darker persuasion. Sam ...

Sam stands and gives Rick the suitcase. Rick opens it and hands the band members their train tickets and final payroll in cash.

WILLIE

When you three leaving?

RICK

As soon as the sale of the nightclub goes through.

The band picks up its musical instruments and leaves.

RICK (CONT'D)

You want your boxes?

SAM

That would be good, boss.

Rick moves a metal plate, unlocks the safe, and hands Sam three small cardboard boxes.

RICK

Here you go.

Rick shuts, locks, and covers the safe.

RICK (CONT'D)

I'm going to do a final walk-around to make sure everything's secure before we leave.

Rick steps away, and Sam sits down at a nearby table with the boxes. Ilsa walks over to Sam's side, and Sam takes the top off of the two smallest boxes to inspect them. The first has a Croix de Guerre with a bronze palm inside. The other has a Purple Heart.

ILSA

War medals? You told me you were only a cook.

SAM

No offense, Miss Elsa, but I didn't really know you then. In America colored men learn early that tall nails get hammered down. I don't give strangers that chance. Nothing personal.

ILSA

Will you tell me now?

SAM

I was with the three hundred sixty ninth infantry regiment in the Great War. One day, thanks to rotten intelligence, my platoon tried to ambush a much larger German unit. Things went bad fast. The Germans started to overrun our position.

(MORE)

SAM (CONT'D)

My buddy and I stood our ground and provided cover so the rest of our platoon could retreat. We killed dozens of Germans before being torn up by their fire.

Sam puts the lids back on the boxes.

SAM (CONT'D)

After the war I got these two boxes. His mother got a banner with a gold star on it.

Sam pensively lifts the ornamental cover of the third box. The box contains a wedding album and a small felt bag with an unseen engagement ring and a woman's wedding ring in it. He opens the album.

INSERT BLACK AND WHITE PHOTOGRAPH

A happy African-American bride in her early twenties.

BACK TO SCENE

Sam stares at the photo with love and sadness.

ILSA

Your wife?

SAM

The most wonderful woman in the world. After the war, I had steady work, she took care of the house, and every moment we spent together was a joy. And when she became pregnant, we thought we were going to have it all. And then suddenly, we didn't.

Sam's voice cracks.

SAM (CONT'D)

She lost the child and died.

(beat)

The light went out in my life.

Ilsa softly puts her hand on Sam's shoulder.

SAM (CONT'D)

I spent years lost in the darkness. Then one Sunday morning I wandered by a church, heard the piano music, and went in. I finally found a light in that darkness.

Ilsa bends down and gently kisses Sam on the forehead.

INT. ILSA'S APARTMENT - NIGHT

Ilsa is wearing an elegant dressing gown, and Rick, dressed in a suit, is sitting on the sofa. Ilsa flips a coin and then tosses it to Rick.

ILSA
A franc for your thoughts.

RICK
In America they'd bring only a penny.
I guess that's about all they're
worth.

ILSA
I'm willing to be overcharged. Tell
me.

RICK
And I was wondering.

ILSA
Yes?

RICK
Why I'm so lucky. Why I should find
you waiting for me to come along.

ILSA
Why there is no other man in my life?

RICK
Uh huh.

ILSA
That's easy. There was. He's dead.

RICK
I'm sorry for asking. I forgot we
said "no questions."

ILSA
Well, one answer can take care of
all our questions.

They passionately kiss.

INT. ILSA'S APARTMENT - MORNING

Ilsa is washing the breakfast dishes. Rick is drying.

ILSA
You slept well last night.

RICK
Best in years. Worried about me?

ILSA
A bit.

RICK
You shouldn't be. You filled my
dreams. There wasn't room for
anything else.

Rick places a dish in the dish rack.

RICK (CONT'D)
You seem happy today.

ILSA
I am happy. I feel free. Without
worries.

RICK
I didn't know making a little whoopee
would be so liberating for you. You
want to go back to the bedroom and
be liberated some more?

ILSA
No, silly. I want to go shopping.

RICK
Shopping? Now?

ILSA
I haven't been shopping in a while,
and before we leave Paris, I want to
get some things to remind me of us
... here ... together.

RICK
Alright. My treat. We'll celebrate.

She stops washing, and he dries the last dish. Rick suddenly
looks troubled.

ILSA
What's wrong?

RICK
Do you think that I should have sent
Sam with the band to the train? You
never know what's going to happen
when the boys are thinking for
themselves.

ILSA

Don't be silly. They're already at the station and have their tickets. What could possibly go wrong?

INT. GARE D'AUSTERLITZ - AFTERNOON

The five band members encounter a panicked mob of people waiting at the train station. The CRYING OF several BABIES is audible. Police try to keep the mob from crushing people.

WAITING PASSENGER ONE

Stop pushing.

WAITING PASSENGER TWO

Tell the person behind me to stop pushing.

Waiting Passenger Two gets knocked forward into Waiting Passenger One.

WAITING PASSENGER ONE

I said, "Stop it."

Waiting Passenger One hits Waiting Passenger Two, and a fight erupts between the two. POLICE WHISTLES O.S.

WILLIE

Wow, this place is nuts.

BEARDED TROMBONIST

It's that poster. It's all over Paris.

The Bearded Trombonist points to the poster "Aux Armes, Citoyens!" which a government worker is pasting over a "Chantons quand meme!" poster.

BEARDED TROMBONIST (CONT'D)

If the Parisians fight, the Germans will reduce Paris to rubble, just like Rotterdam.

Over one hundred young girls and several nuns stand in the middle of the mob. The mob is knocking the girls around, and one falls to the ground. Willie rushes to pick her up.

WILLIE

(to the crowd)

Get back. Everybody get back.

A FRENCH NUN near Willie is crying. A YOUNG MAN and his female companion stand nearby.

YOUNG MAN
What is wrong, Sister?

FRENCH NUN
We don't have enough tickets to get
all the girls out of this madness.
We're seven tickets short.

The Young Man looks at his companion, and she nods.

YOUNG MAN
Don't cry, Sister. You can have our
tickets. We're having second thoughts
about leaving our parents here alone.

The French Nun pays the Young Man and takes the tickets.

FRENCH NUN
Thank you so much. God bless you
both and your parents.

YOUNG MAN
I just wish I had the other five
tickets to give you.

Willie pulls out his ticket and looks at the other four band
members who are standing near the girls.

EXT. PARIS STREET - DAY

Monsieur Charbonneau holds up the picture of Ilsa to the
only two artists displaying their works along the street.

STREET ARTIST ONE
Ah, yes, I remember her. Very
beautiful.
(to Street Artist Two)
Wasn't she here about a month ago to
see the artwork of that German Jew?
His name was, umm ... umm ...

STREET ARTIST TWO
Joseph Ehrenreich. The guy the police
shipped off to a detention center
for "enemy aliens."

MONSIEUR CHARBONNEAU
No! It may take weeks for me to
find him now.

STREET ARTIST TWO
Could Charles Leblanc help you? He
was with the woman too.

MONSIEUR CHARBONNEAU

Who is he?

STREET ARTIST TWO

Would you like to buy a painting?

MONSIEUR CHARBONNEAU

No.

STREET ARTIST TWO

My memory isn't very good these days.

MONSIEUR CHARBONNEAU

Oh, I see.

Monsieur Charbonneau digs his hand into his coat pocket for his wallet.

INT. DRESS STORE - AFTERNOON

The dress shop is back in order. The Rotund Shopkeeper, standing on crutches, watches as Rick and Ilsa step into the shop. Rick puts a woman's hat box and Ilsa's other purchases on the main counter.

ROTUND SHOPKEEPER

You're still here? I heard you were leaving Paris before the Boche arrive.

RICK

I don't forget my debts. Besides, the lady here would like a dress.

Ilsa examines dress after dress on the racks. Finally, she holds up an attractive blue dress and presses it to her body.

ILSA

Richard, what do you think?

RICK

Turn around.

Ilsa spins around with the dress.

ILSA

How does this help if I'm not wearing the dress?

RICK

(chuckling)

It doesn't. I just like seeing you spin around.

Ilsa pretends to be exasperated. Rick removes car keys from his suit pocket and tosses them to the Rotund Shopkeeper.

RICK (CONT'D)

Are we even?

ROTUND SHOPKEEPER

More than even.

RICK

You leaving Paris?

ROTUND SHOPKEEPER

Paris is home. I won't leave her
when she's in need.

Rick gathers up Ilsa's prior purchases and escorts a happy Ilsa with her new dress to the shop's exit.

ILSA

I take it we're walking home?

INT. RICK'S NIGHTCLUB - EVENING

Rick and Sam are in the nightclub by themselves. Rick is cleaning his pistol.

SAM

Still sore that the business agent
called and reduced the offer on your
nightclub?

RICK

Yeah, but I just keep telling myself,
though, that something is better
than nothing.

Rick puts the pistol in his shoulder holster.

SAM

You ready for Anciani now that the
band is gone?

RICK

As ready as I'll ever be. I --

A CRASH OF a DRUM AND CYMBALS being dropped O.S.

RICK (CONT'D)

I knew I couldn't trust them!

The Wiry Trumpeter walks into the nightclub.

WIRY TRUMPETER

Don't blame me. I got outvoted.

RICK

Outvoted?

The Scholarly-looking Saxophonist enters next and is followed by the Bearded Trombonist and the Old Clarinetist. Willie with his drums and cymbals passes through the nightclub last.

WILLIE

Mister Blaine, let me explain.

RICK

Don't say anything. Don't say anything at all.

Rick just waves his hand for silence and shakes his head in resignation.

NEWSREEL FOOTAGE OF THE GERMAN OCCUPATION OF FRANCE - MONTAGE

The rubble of a burned-out, demolished building. A sign with an arrow pointed to Paris.

German troops crossing a river.

Tanks rolling down the road toward Paris.

German war planes overhead.

BACK TO SCENE

INT. COVERED TRUCK - DAY

Radek is looking out of the truck. A feverish shaky Victor lies next to him. The truck is moving in the opposite direction than all the refugees. SUPERIMPOSE: "ROAD NORTHWEST TO PARIS."

RADEK

Look at all the people fleeing Paris. There are thousands and thousands, as far as the eye can see.

VICTOR

Paris? Are we near Paris? I must tell you about Josephine's bananas.

RADEK

Josephine's bananas?

VICTOR

Ilsa's joke. You must find Ilsa.

RADEK

Don't worry. I shall. Rest.

INT. DEFENSE PLANT - OFFICE - DAY

An agitated Monsieur Lemieux hangs up the telephone on his desk. SUPERIMPOSE: "PARIS, FRANCE."

MONSIEUR LEMIEUX
(yelling)
Monsieur Durand, get in here.

Maurice rushes into Monsieur Lemieux's office.

MONSIEUR LEMIEUX (CONT'D)
How many guards are still here?

MAURICE
Five. The rest have gone south with their families.

MONSIEUR LEMIEUX
That's not even enough for tonight's shift.

MAURICE
Do you want me to get men off the assembly line to fill in?

MONSIEUR LEMIEUX
Don't be absurd. That would cut production.

MAURICE
So what are you going to do?

MONSIEUR LEMIEUX
Something I'd rather not do. Contact an old acquaintance.

Maurice leaves the office, and Monsieur Lemieux unhappily picks up his telephone.

EXT. CAFE PIERRE - DAY

Smoke clouds veil the sun, and the atmosphere is sooty. Almost no cars are traveling on the street in front of the outdoor cafe.

A man sells newspapers to people crowded around him. There is much excitement. Rick and Ilsa, sitting at a table in the cafe, buy the Paris-soir.

INSERT NEWSPAPER, whose headlines read:

"Paris Ville Ouverte:
Order D'Evacuation Avis a la Population
Lache Agression - L'Italie nous Declare La Guerre"

BACK TO SCENE

Nearby, a group of frightened French people cluster around a loudspeaker on a wagon. A harsh voice barks out the tragic news of the German push toward Paris.

RICK

Nothing can stop them now. Wednesday,
Thursday at the latest, they'll be
in Paris.

ILSA

Richard, they'll find out your record.
It won't be safe for you here.

RICK

I'm on their black list already,
their roll of honor.

INT. ANDRIA'S AUTOMOBILE - DAY

Danelu is in the driver's seat, and Petru is on the passenger side. Andria is in the back.

ANDRIA

So Blaine has a mistress. A beautiful
blonde that he's crazy about. You
know what I want for my birthday
tomorrow?

Petru makes a pistol with his fingers of his right hand.

PETRU

Pow, pow.

Andria and Petru laugh.

ANDRIA

Tomorrow.

DANELU AND PETRU

Tomorrow!

INT. CHARLES' LAW OFFICE - AFTERNOON

Charles, wearing his barrister robes and carrying a brief case, enters the outer room of his law office. He steps past his LEGAL SECRETARY into the interior room, sets down his brief case, removes his robes, and hangs them up in the closet.

CHARLES

Any calls?

LEGAL SECRETARY

Just one from Monique a few minutes ago. She saw Monsieur Charbonneau. He seemed to be on his way over here.

A hint of fear crosses Charles' face. He picks up his briefcase and heads to the front door.

CHARLES

I've got to run an errand.

Charles opens the door, and there stands Monsieur Charbonneau. Charles recognizes him instantly.

CHARLES (CONT'D)

Excuse me.

EXT. CHARLES' LAW OFFICE - AFTERNOON

Charles brushes by Monsieur Charbonneau in the doorway and steps into the street.

MONSIEUR CHARBONNEAU

Monsieur Leblanc?

Charles ignores him and walks down the street.

MONSIEUR CHARBONNEAU (CONT'D)

(calling out)

Monsieur!

Before Monsieur Charbonneau has taken a few steps in pursuit, Charles has already turned the corner and is out of sight.

MONSIEUR CHARBONNEAU (CONT'D)

(to self)

Curse me for a fool. I should have known. He's involved too.

INT. ILSA'S APARTMENT - EVENING

Ilsa answers the KNOCK on her apartment door. Charles steps inside the apartment, and she closes the door.

CHARLES

The pickup is tonight. I've got three trucks. I'll be joined by Antonio and four others. In case something goes wrong ...

He pulls Victor's address book out of his briefcase and presents it to Ilsa.

CHARLES (CONT'D)

Here.

ILSA
No, Charles, I --

CHARLES
Ilsa, you have to take it.
Charbonneau is on my tail.

ILSA
You can't draw me back in. Find
someone else.

Irritated, Charles places the address book on the table in front of Ilsa next to a framed picture of Rick and her at the Eiffel Tower, and walks out of the apartment.

Ilsa curls up with her arms around her legs in a chair and stares at the book as if it were a venomous snake.

EXT. STORAGE FACILITY - NIGHT

Three trucks, including one driven by Charles, roll into the storage facility. Charles hands the SECURITY GUARD some papers. He scrutinizes them, and then unlocks and opens large, nearby storage area. Several crates of guns and ammunition are inside. Charles steps out of the truck.

CHARLES
(to the men in the
trucks)
Let's load up.

The men get out to do so.

EXT. PARIS STREET - NIGHT

As soon as the trucks pull out of the storage area, their headlights reveal a row of Corsican button men aiming an assortment of guns at them. The trucks stop. The Corsicans rush up to them, and pull Charles and his men out. Danelu points his pistol at Charles.

CHARLES
What's going on here?

DANELU
You lose.

Petru laughs as he frisks Charles, and the other Corsicans frisk the other four drivers. Antonio is not among them.

PETRU
He's clean.

Danelu lowers his pistol.

CHARLES

You missed this.

A derringer pointing at Petru's temple is in Charles' hand.

CHARLES (CONT'D)

(to his passenger)

Let's move slowly away.

They step away with Petru between them and the other Corsicans. Charles pushes Petru toward the other Corsicans, and he and his passenger run. GUNFIRE rings out, and the passenger, clutching his leg, falls to the ground. Charles flees into the night.

INT. ILSA'S APARTMENT - NIGHT

An URGENT TAPPING occurs at Ilsa's door. Rising from her bed, she opens the door without turning on the lights, and Charles steps into the apartment. He is out of breath and frantically looks out the window.

CHARLES

The pickup at the storage area was a disaster. Lemieux's men caught everyone except for me. And Antonio. He didn't show. We even lost the trucks.

ILSA

Have we been compromised?

CHARLES

No. The drivers know nothing about you or their final delivery points.

ILSA

Could Maurice have betrayed you?

CHARLES

All I know for sure is that the men who stopped the trucks were Corsicans.

ILSA

Corsicans?

CHARLES

Ilsa, promise me that you'll get arms to the south somehow. If we don't arm the resistance down there, there won't be a resistance.

ILSA

But this fiasco means that I'll have almost no men to help me.

CHARLES

You're making excuses. Victor
wouldn't accept them from you.

Ilsa becomes crestfallen. Charles again peers out the window.

ILSA

You're right. I'll try.

Charles opens the door and looks back at Ilsa.

CHARLES

Don't try. Do it.

As Charles exits, Ilsa shuts her eyes and tries to compose herself.

INT. ILSA'S APARTMENT - DAY

A preoccupied Ilsa is eating breakfast with Renee in the apartment's kitchenette. Renee has bleached her hair to a yellowish blond.

ILSA

I was thinking ... Now that France
and Italy are at war, Antonio is
officially an "enemy alien." The
police might have arrested him. We
need to check.

RENEE

You go ahead. I've got to wait for
the repairman to fix my pipes.
They're acting up again. Otherwise,
I'll never finish bleaching my hair.

ILSA

Good luck.

RENEE

I'm going to need it.

INT. DEFENSE PLANT - STAFF WORK AREA - DAY

Monsieur Lemieux, his office staff, and Anciani and his gang are gathered to celebrate the capture of the thieves. Although Maurice is less than joyful, Monsieur Lemieux, Andria, and several of the Corsican button men are clearly enjoying themselves. Monsieur Lemieux makes a toast.

MONSIEUR LEMIEUX

To success!

Monsieur Lemieux CLINKS GLASSES with Andria. All drink.

MONSIEUR LEMIEUX (CONT'D)

Thank you for coming to my rescue.

Monsieur Charbonneau steps into the room and is shocked to see the Corsicans.

MONSIEUR CHARBONNEAU

(to Monsieur Lemieux)

The Anciani mob? What have you done?

MONSIEUR LEMIEUX

No thanks to you, we caught the thieves.

MONSIEUR CHARBONNEAU

You caught Mademoiselle Lund?

MONSIEUR LEMIEUX

All the thieves were men, even the tall one who escaped.

MONSIEUR CHARBONNEAU

That's got to be Charles Leblanc, an associate of hers.

MONSIEUR LEMIEUX

You'll have to pursue that theory on your own time.

MONSIEUR CHARBONNEAU

You're releasing me from our contract? Don't be a fool.

MONSIEUR LEMIEUX

Arrogant, insulting, and wrong. I don't see much grounds for a future client referral. Do you?

MONSIEUR CHARBONNEAU

(furiously)

You'll see.

EXT. ITALIAN QUARTER (PARIS) - STREET - DAY

Ilsa walks through the Italian Quarter.

INT. ITALIAN MEETING HALL - DAY

Ilsa enters the Italian meeting hall and sees Antonio singing "Giovinezza" along with other Italian men in joyous celebration.

ILSA

The Fascist anthem!

Antonio sees her, and she runs from the hall.

EXT. ITALIAN QUARTER (PARIS) - STREET - DAY

Ilsa flees down the street, but Antonio quickly catches up with her where the street intersects an alley. He grabs her.

ILSA
Don't touch me!

She pushes away from him.

ILSA (CONT'D)
You betrayed us. How could you?

ANTONIO
You're fighting for a lost cause.
The old order is doomed.

ILSA
I'd rather die fighting than live
the rest of my life on my knees.

ANTONIO
Those don't have to be your only
choices. Be with me. I'll protect
you. We'll have the run of Paris.

ILSA
You want to protect me?

ANTONIO
Blaine surely can't do it --

Antonio smugly moves close to Ilsa.

ANTONIO (CONT'D)
-- especially now that I have
forwarded a dossier on him to the
Gestapo.

ILSA
You ... you ... snake!

Ilsa SLAPS Antonio's face. He pushes her back, wipes his cheek, and sees blood from where Ilsa's nails scratched him.

ANTONIO
So you like it rough, eh?

Antonio backhands Ilsa. SMACK. She falls to the ground with her purse landing a meter away from her. She scrambles to retrieve the purse, jams her hand into it, pulls out the pistol, and points it at Antonio.

They both freeze and stare at each other. She stands, and he steps forward menacingly. She grimaces, shuts her eyes, and pulls the trigger. No sound. In disbelief, she opens her eyes and pulls the trigger again. No sound.

She reaches for the handle of the gun with her free hand, but Antonio knocks the pistol onto the ground. CLACK. He laughs, grabs her by her upper arms, and pulls her close to him.

ANTONIO (CONT'D)

Really, my dear, you must learn to turn off the safety before trying to shoot someone.

SIRENS from two approaching French police vans WAIL. Antonio and Ilsa look in the direction of the sirens. Vans pull up outside Italian Hall, and policemen start to run out of their vehicles to arrest "enemy aliens" inside.

ILSA

(screaming)

Spy! He's a spy! Get him! Help!

Antonio tosses Ilsa backwards and flees down the nearby alley.

INT. RICK'S NIGHTCLUB - DAY

Sam is practicing the piano, the band is chatting in the background, and Rick is looking around the nightclub rather wistfully.

SAM

Going to miss this place?

RICK

(sadly)

Yeah.

Rick looks at his watch and then up at Sam.

RICK (CONT'D)

I guess it's time to go meet the buyer and sign the papers.

Rick picks up his fedora, and they leave.

EXT. PARIS STREET - DAY

Rick and Sam are walking down a street near Ilsa's apartment. When they reach the block where the meeting should be, they search in vain for the address.

RICK

The address of the meeting. It's not ... it's not here.

SAM

You think you could have got the address wrong?

RICK

I don't think so. I --

Petru leans out the passenger's side window of a car located behind Rick and Sam. The Large Corsican Button Man is sitting in the driver's seat.

PETRU

Hey, Blaine, want to sign some papers? Come on over to the car. We have them here.

Petru, holding a submachine gun, hysterically laughs. Rick turns toward Petru.

RICK

(to Sam)

Check six. He's got a gat.

Sam and Rick walk away to distance themselves from the Corsicans, but the Corsicans' car creeps along behind them. Sam and Rick quicken their pace, but the car speeds up.

RICK (CONT'D)

Run!

Rick's hat flies off his head as he and Sam try to outpace the car. They get to an intersection.

RICK (CONT'D)

Sam, go left.

Sam awkwardly runs left, and Rick goes right. The Corsicans continue after Rick.

EXT. ILSA'S APARTMENT BUILDING - ENTRYWAY - DAY

Rick dodges into the entryway leading into the front door of Ilsa's apartment building and hides against the side wall from the pursuing car.

Petru, hooting and screaming, and the Large Corsican Button Man ride by. Rick opens the door to the apartment building and backs into the interior hallway to keep an eye on the street. Rick is breathing hard.

INT. ILSA'S APARTMENT BUILDING - STAIRWAY - DAY

Rick feels the tip of a pistol pointed at his head.

DANELU

Don't turn around. Place your pistol
on the ground. Slowly.

Removing his pistol from within his jacket, Rick does so. Petru enters the building with his revolver drawn. The Corsicans evilly grin at each other, and Petru starts to walk up the stairs.

RICK

(panicking)

What are you going to do?

Rick lunges at Petru, and Danelu pistol-whips him from behind. THUMP. Rick falls down onto the stairs.

INT. ILSA'S APARTMENT BUILDING - STAIRWAY - DAY

Danelu drags Rick up by his coat to the top of the stairs.

DANELU

Monsieur Anciani wants you to see
this.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - DAY

Danelu raises the still dazed Rick to his feet and holds him so he faces the door to Ilsa's apartment. Petru KNOCKS on the door.

PETRU

Present from Monsieur Blaine.

Rick's eyes widen. He is suddenly alert.

RICK

Not again! Not like Spain!

The CREAK OF ILSA'S DOOR opening. Petru points the revolver. A woman screams O.S., and the door swings back fast to close. Petru's REVOLVER FIRES through the door. Petru kicks the door open and points the revolver again.

Rick tears himself free of Danelu with a scream and leaps on Petru just as his REVOLVER FIRES. Rick pummels Petru.

RICK (CONT'D)

No! No! No!

Petru drops his revolver. CLUNK. Danelu grabs Rick from behind, tosses him against the wall, and again pistol-whips

him. THUMP. Rick slumps against the wall. Odin bolts out of Ilsa's apartment, and the DOG ATTACKS Petru.

PETRU

Get him off me! Get him off me!

Danelu points his pistol toward the dog and Petru.

DANELU

Get away from him. I can't get a clear shot.

Madame Simon OPENS her apartment DOOR and peers out.

MADAME SIMON (O.S.)

(screaming)

Murder! Murder! Help! Police!

Danelu points his pistol at her. She ducks back into the apartment.

Rick launches himself into Danelu and drives him back to the edge of the stairway. Danelu strikes Rick again in the head with the pistol. As Rick collapses, Danelu steps back to steady himself, but finds nothing but air beneath his back foot.

INT. ILSA'S APARTMENT BUILDING - STAIRWAY - DAY

Danelu falls backwards head over heels down the stairs. He lands at the bottom with a THUD. His pistol, dropped when he fell down the stairs, falls next to him with a CLACK. Stunned, Danelu groans.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - DAY

Petru separates himself from the dog with a kick. The dog resumes its attack but cannot prevent Petru from scrambling on hands and knees to the top of the stairs past Rick, who is lying on the floor.

INT. ILSA'S APARTMENT BUILDING - STAIRWAY - DAY

Petru rolls down the stairs to escape the dog. Danelu stands, and picks up his pistol and then his brother.

PETRU

The dog tore me up. I need a doctor. Did you hear me? Get me to a doctor.

MADAME SIMON (O.S.)

Help! The assassins are still here! Get the police!

INT. ILSA'S APARTMENT BUILDING - HALLWAY - DAY

As the DOG BARKS at the Corsicans from the top of the stairs, Rick tries to push himself up, but his arms give way. Rick's eyes close, and he sinks into unconsciousness.

The SKITTLE OF DOG FEET going down stairs O.S., and the SLAM OF THE DOWNSTAIRS DOOR O.S. The DOG AGGRESSIVELY BARKING AND SCRATCHING at that door O.S.

EXT. ILSA'S APARTMENT BUILDING - DAY

The Soldier's Wife is speaking to Monsieur Charbonneau. They are standing on the sidewalk across the street from Ilsa's apartment building next to his automobile.

SOLDIER'S WIFE

Yes, I'm sure. Some Corsicans shot
a blonde woman living upstairs there.

Monsieur Charbonneau sees the ambulance pull away from the curb and gets into the back seat of his chauffeur-driven automobile.

MONSIEUR CHARBONNEAU

(to the chauffeur)

Take me to the hospital.

The chauffeur starts the car and pulls out into the street.

INT. ILSA'S APARTMENT - BEDROOM - DAY

A battered Rick is in bed with his eyes closed. Ilsa, Sam, and Odin are at his side. Sam has Rick's pistol tucked at his waist. Rick moves slightly.

ILSA

Thank God.

SAM

I told you he'd come around in a
little bit.

Rick's eyes flicker open to see Ilsa standing before him.

RICK

(shocked)

You ... You're alive!

ILSA

But Renee wouldn't be if you and
Odin hadn't saved her.

SAM

(to Rick)

The ambulance folks wanted to take you to the hospital with Renee, but I told them you'd be okay. You got the hardest head I know of, boss.

RICK

Thanks.

Rick sits up, and lightly touches the back of his head with this hand. He grimaces.

RICK (CONT'D)

Ilsa, perhaps I should have told you more about my past. You've been swept into Anciani's vendetta against me.

ILSA

I've heard that a Corsican's vendetta ends only with the death of his foe.

RICK

I intend to have this one end another way.

(to Sam)

Hand me my piece.

Sam does so, and Rick inspects the pistol.

RICK (CONT'D)

If Anciani wants a gang war, he's got it. Me and the boys will --

ILSA

Richard, the Germans will be in Paris any day now. There's not time for settling scores.

RICK

I'll make time.

Ilsa sees the fierce determination on Rick's face.

ILSA

If that's the way it has to be, I might be able to get you some help. You need to be careful, though. These people can be unpredictable and vicious.

RICK

In a war you take your allies where you find them.

Rick holsters the pistol and, holding the back of his head, unsteadily gets up from Ilsa's bed.

INT. POLICE STATION - INTERROGATION ROOM - NIGHT

Monsieur Charbonneau, sitting across the desk from Francois, takes a piece of paper out of his coat pocket.

MONSIEUR CHARBONNEAU

There was an attempt to steal more war material last night. These four people were arrested.

Monsieur Charbonneau flattens the paper, which lists four names, and slides it to Francois, who stares at it.

MONSIEUR CHARBONNEAU (CONT'D)

You know, at least one will break under police questioning. If you don't help me before that, you'll be sent to prison. Your fiancée will disappear into southern France, and you'll never find her. For the last time, who's the inside person?

After a long pause, Francois looks down.

FRANCOIS

Ilsa. Ilsa Lund.

Monsieur Charbonneau hands Francois another piece of paper.

MONSIEUR CHARBONNEAU

Sign this statement.

Francois signs. Monsieur Charbonneau gleefully takes it, stands, and taps the exit door.

FRANCOIS

When can I leave?

A Young Policeman opens the door, and Monsieur Charbonneau steps out without answering. Francois's expression completely changes as he realizes what has just happened.

FRANCOIS (CONT'D)

(yelling)

Liar. You filthy liar.

INT. POLICE STATION - BOOKING AREA - NIGHT

The DESK SERGEANT is examining Francois' statement with Monsieur Charbonneau and the Young Policeman looking on.

MONSIEUR CHARBONNEAU

You have the signed statement. When can you arrest her?

DESK SERGEANT

As soon as you can tell me where she is. We're too short-handed to search.

As an irritated Monsieur Charbonneau turns to leave, two policemen walk in the front door of the station and approach the Desk Sergeant. TRANSFERRING POLICEMAN ONE hands some papers to the Desk Sergeant.

TRANSFERRING POLICEMAN ONE

Transfer papers on the two Corsicans picked up at the hospital -- Danelu and Petru Tottie.

Monsieur Charbonneau halts to listen.

TRANSFERRING POLICEMAN ONE (CONT'D)

They need to be moved to the Sixth Arrondissement Police Station.

The Desk Sergeant flips through the papers.

DESK SERGEANT

The papers seem to be in order.
(to the Young Policeman)
Bring me the prisoners.

The Young Policeman leaves, and Monsieur Charbonneau approaches the Transferring Policemen.

MONSIEUR CHARBONNEAU

Why were the men arrested?

TRANSFERRING POLICEMAN ONE

The attempted murder of some poor woman.

The Young Policeman returns with the two prisoners handcuffed behind their backs. Petru has bandages at his neck and left ear, and is walking slightly hunched over.

DESK SERGEANT

Looks like you are going for a ride.

PETRU

Can't we do this in the morning?
It's late, and I finally got to sleep.

DESK SERGEANT

Ah, my poor boy, how could we think
of inconveniencing you? Justice can
be so cruel. Get going.

EXT. POLICE STATION - NIGHT

The two officers escort the Corsican brothers out of the police station with their hands cuffed behind them and place them in the back seat of a large car. Two rags are in the back seat with them.

INT. LARGE AUTOMOBILE - NIGHT

Transferring Policeman One gets into the back seat behind the Mystery Driver while Transferring Policeman Two gets into the front passenger side of the car next to the driver.

DANELU

What goes? This isn't a police car.

PETRU

Did Monsieur Anciani send you? He
did, didn't he? Get us out of these
cuffs.

TRANSFERRING POLICEMAN ONE

Shut up.

The car travels a bit farther.

DANELU

There's no police station around
here. Where are you taking us?

The car stops on a bridge over the Seine, and Rick turns around. He is the Mystery Driver.

RICK

Right here.

The front passenger door opens. Transferring Policeman Two steps out of the car, and Ilsa sticks her head into it.

ILSA

So these are the men that hurt Renee?

She glowers at the Corsican brothers.

ILSA (CONT'D)

What are you going to do with them?

RICK

I ought to plug them, but the amount I paid these Cagoulard didn't cover me messing up their car.

PETRU

They're Cagoulard? Don't they normally wear hoods?

RICK

These fellows figure that you won't be able to identify them. By the way, can you boys swim?

DANELU

No.

PETRU

I never learned.

RICK

Then you need to learn quickly.

EXT. BRIDGE OVER THE SEINE - NIGHT

Both Corsican brothers, still handcuffed behind their backs but now with rags stuffed in their mouths, are tossed by the Cagoulard over the side of the bridge into the water.

Ilsa and the Cagoulard get into the automobile, and the car drives off. Monsieur Charbonneau's automobile, which is positioned just off the bridge, turns its lights on and follows at a distance.

EXT. PARIS STREET - NIGHT

Three automobiles with Cagoulard drivers stop along the street near the storage facility. Rick, Ilsa, and the band get out of the cars; and the drivers open the trunks filled with musical instruments and luggage.

RICK

(to the band members)

You know what you have to do if things fall apart.

Willie taps a bulge on the left side of his coat where he has a holstered pistol. The other band members have similar bulges.

Monsieur Charbonneau's car is now parked with lights out about one hundred meters away. Monsieur Charbonneau is sitting in the back seat behind the driver and has his street-side window down.

INT. STORAGE FACILITY - NIGHT

Maurice and the Security Guard stand at the front gate of the storage facility. Maurice is holding a large metal flashlight. Inside the enclosed perimeter of the storage area the three large trucks are visible.

MAURICE

Thanks for getting the shipment ready to be taken to the front.

SECURITY GUARD

I hear things are bad there.

MAURICE

France has been betrayed by its leaders' corruption and stupidity.

Ilsa and Rick appear at the gate.

MAURICE (CONT'D)

(to Ilsa and Rick)

The keys are in the ignitions.

Rick gestures. The five band members carrying their luggage and musical instruments enter the storage facility and head for the waiting trucks. The Security Guard turns toward the band members, and his face registers surprise.

SECURITY GUARD

(to Maurice)

These don't look like drivers for a shipment to the front to me.

Maurice immediately leaps upon his back, knocks him down, and repeatedly strikes the Security Guard's head with the flashlight. THWACK, THWACK, THWACK, THWACK. THWACK. Rick pulls Maurice away from the Security Guard, but Maurice fights to free himself with a fear-based fury.

MAURICE

Get your hands off of me! Get off me!

ILSA

What are you doing? Have you lost your mind?

Maurice ceases to struggle and drops the flashlight. CLACK. Rick releases him. Willie bends over the motionless Security Guard.

WILLIE

He dead. He real dead.

ILSA
 (to Maurice)
 You didn't have to kill him.

MAURICE
 I had to erase the trail of evidence
 to me.

RICK
 (sarcastically)
 Swell. Just swell.
 (beat)
 Do you have the carbon copy receipt
 for the merchandise?

MAURICE
 Just like Ilsa asked.

Maurice hands the copy to Rick, who glances at it, folds it,
 and places it in his pocket.

RICK
 (to the Bearded
 Trombonist and the
 Willie)
 Load the body in the back of your
 truck. Strip and dump it outside
 Paris.

The Bearded Trombonist and Willie pick up the body, carry it
 to their truck, and work on stripping it.

WILLIE
 Looks like we ain't going to have to
 shoot Maurice. The little cracker
 jumped into the pool with us with
 both feet tonight.

BEARDED TROMBONIST
 A tough way for him to do so, at
 least for this poor fellow.

The band gets into the trucks, and Maurice looks down in
 dismay.

ILSA
 (to Maurice)
 You don't trust them, do you?

He slowly shakes his head back and forth.

MAURICE
 May God save France -- and us.

EXT. STORAGE FACILITY - NIGHT

The three Cagoulard cars depart. As Monsieur Charbonneau watches the front gate, a squad car stops beside his automobile. One of the two policemen in the squad car leans out of an open window.

POLICEMAN IN SQUAD CAR
You. What are you doing here so late at night?

MONSIEUR CHARBONNEAU
Just clearing my mind.

POLICEMAN IN SQUAD CAR
Clear it someplace else.

MONSIEUR CHARBONNEAU
But, officer ...

Monsieur Charbonneau's voice trails off as he sees the first truck, driven by two band members, leave the storage area.

POLICEMAN IN SQUAD CAR
Well?

The second truck, driven by two more band members, exits.

POLICEMAN IN SQUAD CAR (CONT'D)
Something wrong?

The third truck, driven by the last band member, leaves.

MONSIEUR CHARBONNEAU
No, nothing's wrong. Nothing at all.
(evilly smiling)
In fact, everything's perfect.

POLICEMAN IN SQUAD CAR
Get out of here.

MONSIEUR CHARBONNEAU
Certainly, officer.
(to the chauffeur)
Let's go.

The chauffeur turns on the ignition and, with Monsieur Charbonneau laughing triumphantly in the back seat, drives off.

INT. ILSA'S APARTMENT BUILDING - HALLWAY - MORNING

A man seen only from the rear KNOCKS on Ilsa's door. He waits for an answer but gets none.

He hears the CLICK of a door opening behind him and turns to see Madame Simon standing in a drab dressing gown in her doorway.

MADAME SIMON

Can I help you, monsieur?

Radek turns to face her.

INT. ILSA'S HOTEL ROOM - AFTERNOON

Ilsa is preparing to go out when she hears a KNOCK on the hotel room's door. She opens it cautiously. Radek stands before her.

ILSA

(bewildered)

Radek?

(beat)

Come in.

He steps into the room.

ILSA (CONT'D)

I thought you were in a concentration camp.

RADEK

I was. I escaped. A little birdie told me where to find you when I arrived in Paris.

ILSA

That woman! Listening to party line conversations again.

RADEK

Ilsa, Victor is asking for you. He needs your help.

ILSA

Don't joke with me. It's a bad joke. Victor's dead.

RADEK

No. He survived the escape. He's in a freight car on the outskirts of Paris.

Stunned, she impassively nods.

RADEK (CONT'D)

He told me to tell you to bring Josephine's bananas.

Ilsa gasps and then blanches.

ILSA
My God, he is still alive!

She steadies herself with a nearby chair.

RADEK
He's extremely ill, though, and needs
a doctor right away.

Struggling to maintain her composure, she walks over to a nearby desk, picks up a pen, and writes something on a piece of paper

ILSA
Here's Doctor Reynaud's address.
He's trustworthy.

She hands the paper to Radek.

ILSA (CONT'D)
Tell him I want him to come with you
immediately.

RADEK
You're not coming?

ILSA
I, um ... I have to take care of
something.

RADEK
Bloody hell, Ilsa. What could be
more important than Victor?

Radek reads what Ilsa wrote on the paper.

RADEK (CONT'D)
And this guy's on the other side of
Paris. Bringing him here will take
hours without an automobile.

ILSA
(sternly)
Then you better leave now.

Radek storms out of Ilsa's hotel room. THE DOOR SLAMS behind him. Items on the dresser shake, and the picture of Rick and Ilsa at the Eiffel Tower falls off the dresser onto the floor. CRACK.

Ilsa picks the picture up and examines it. The cracked glass over the front of the picture obscures Rick and Ilsa's happy faces.

She drops the picture in a trash can, breaks down, and weeps.

INT. LA BELLE AURORE - AFTERNOON

A shadow on the floor reflects the cafe sign "La Belle Aurore." Ilsa walks in to find Rick and Sam already there. HENRI, the bartender, is behind the bar.

HENRI

They've been waiting for you.

Rick, at the bar, takes glasses and a bottle of champagne over to Ilsa and Sam at the piano. Sam plays "As Time Goes By," and Rick pours the champagne. His manner is wry.

RICK

Henri wants us to finish this bottle and then three more. He says he'll water his garden with champagne before he'll let the Germans drink it.

Sam drinks his glass.

SAM

This sort of takes the sting out of being occupied, doesn't it, Mister Richard?

RICK

You said it!
(to Ilsa)
Here's looking at you, kid.

Suddenly, a LOUDSPEAKER BLARES out something in German. Rick and Ilsa look at each other and then hurry to the window.

ILSA

It's that sound truck. It's broadcasting German radio.

RICK

My German's a little rusty.

ILSA

It's the Gestapo. They say they expect to be in Paris tomorrow. They are telling us how to act when they come marching in.

She smiles faintly.

ILSA (CONT'D)

With the whole world crumbling, we pick this time to fall in love.

RICK

Yeah. It's pretty bad timing. Where were you, say, ten years ago?

ILSA

Ten years ago? Let's see.

(beat)

Yes, I was having a brace put on my teeth. Where were you?

RICK

Looking for a job.

Ilsa looks at him tenderly. Rick takes her in his arms, and kisses her hungrily. While they are locked in an embrace, they hear the dull BOOM OF CANNONS.

ILSA

Was that cannon fire?

RICK

Ah, that's the new German seventy-seven. And judging by the sound, only about thirty-five miles away.

Another BOOM FROM the CANNONS.

RICK (CONT'D)

And getting closer every minute. Here. Drink up. We'll never finish the other three.

SAM

The Germans'll be here pretty soon now, and they'll come looking for you. And don't forget, there's a price on your head.

Ilsa reacts to this statement worriedly.

RICK

(wryly)

I left a note in my apartment. They'll know where to find me.

Ilsa looks at Rick.

ILSA

Strange. I know so very little about you.

RICK

I know very little about you, just the fact that you had your teeth straightened.

He chuckles.

ILSA

But be serious, darling. You are in danger, and you must leave Paris.

RICK

No, no, no, no. We must leave.

ILSA

Yes, of course, we --

RICK

The train for Marseilles leaves at five o'clock. I'll pick you up at your hotel at four-thirty.

ILSA

No, no. Not at my hotel. I, uh, I have things to do in the city before I leave. I'll meet you at the station, huh?

RICK

All right. At a quarter to five.

(beat)

Say, why don't we get married in Marseilles?

Rick chuckles again.

ILSA

That's too far ahead to plan.

RICK

Yes, I guess it is a little too far ahead. Well, let's see. What about the engineer? Why can't he marry us on the train?

ILSA

Oh darling.

Suddenly Ilsa turns away and starts to cry.

RICK

Well, why not? The captain on a ship can. It doesn't seem fair that -- Hey. Hey, what's wrong, kid?

ILSA

I love you so much, and I hate this war so much. Oh, it's a crazy world. Anything can happen.

(MORE)

ILSA (CONT'D)

If you shouldn't get away, I mean,
if, if something should keep us apart,
wherever they put you and wherever
I'll be, I want you to know ...

She cannot go on. She lifts her face to his. He kisses her gently.

ILSA (CONT'D)

Kiss me. Kiss me as if it were the
last time.

He looks into her eyes, then he goes to kiss her as though it were going to be the last time. Her hand falls to the table and knocks over a glass.

EXT. ILSA'S APARTMENT WINDOW - EVENING

Ilsa, wearing the recently purchased blue dress, sadly stares out the window as rain runs down it like tears.

INT. ILSA'S HOTEL ROOM - EVENING

Ilsa hears a KNOCK on the door and opens it. Radek and the DOCTOR enter with umbrellas furled. The fiftyish doctor is in street clothes, but carries a medical bag and a small lantern. His skin shows hypo- and hyperpigmentation.

RADEK

Coming?

Ilsa reaches for her rain gear.

ILSA

Go on. I'll be down in a minute.

Radek and the Doctor leave.

Ilsa bends down to remove the picture frame from the trash can. She slips the picture out of the frame and into her purse, and exits the room.

INT. HOTEL LOBBY - EVENING

A few men are loitering in the lobby of the hotel. One is reading an old newspaper so that his face is not visible to passers-by. Ilsa talks with the FRONT DESK CLERK. Radek and the DOCTOR stand nearby. Ilsa glances at the lobby.

ILSA

You're right. It was good I was
cautious Thank you.

Sam walks in from outside the hotel. He is dripping wet and carrying two suitcases.

SAM

You ready, Miss Elsa? Mister Richard is waiting for you at the train station.

ILSA

I'm not coming, Sam.

SAM

You're not coming? You're kidding, right?

ILSA

No.

SAM

This is out of the blue. It'll kill Mister Richard.

ILSA

Sam, don't make this harder than it is.

SAM

Please, please, Miss Elsa, don't do this. You make Mister Richard so terribly happy. He's not even having nightmares any more.

Ilsa moves Sam out of the earshot of Radek and the Doctor.

ILSA

I can't be responsible for Richard's happiness. I can't even make myself happy.

SAM

I don't understand. You love each other.

Ilsa hands Sam a note.

ILSA

I have no choice. Give this to Richard. It tells him everything he needs to know.

Ilsa, joined by Radek and the Doctor, heads out the front door of the hotel.

SAM
 (calling loudly after
 Ilsa)
 Elsa, you have a choice. You always
 have a choice.

Antonio, the man reading the newspaper, puts it down and follows Ilsa and her companions outside into the rain.

INT. GARE DE LYON - NIGHT

The rain is coming down hard at the train station. Hectic, fevered excitement is evident in the faces of the people that pass by. This train is the last one -- private or public -- out of Paris. Rick appears in the crowd. He stops and puts his suitcase down and glances at his watch.

CONDUCTOR
 All aboard, last train leaving in
 three minutes.

Rain pours over his head and shoulders, but he does not seem to notice. He nervously checks his watch again.

Suddenly Sam appears.

RICK
 Where is she? Have you seen her?

SAM
 No, Mister Richard. I can't find
 her. She checked out of the hotel.
 But this note came just after you
 left.

Sam pulls an envelope from his pocket. Rick grabs it, opens it, and stares down at the letter.

INSERT LETTER, which reads:

"Richard,

 I cannot go with you or ever see you
 Again. You must not ask why. Just
 believe that I love you. Go, my
 Darling, and God bless you.

Ilsa"

Raindrops pour down the letter and smudge the writing.

BACK TO SCENE

A WHISTLE BLOWS.

SAM (CONT'D)

That's the last call, Mister Richard.
Do you hear me? Come on, Mister
Richard. Let's get out of here.
Come on, Mister Richard. Come on.

Sam pulls a stunned, reluctant Rick to the train. The train starts to move just as he boards.

From the steps he looks off into the distance. Then he crumbles the letter and tosses it away as the steam from the engine clouds over him.

EXT. TRAIN YARD - NIGHT

Ilsa, the Doctor, and Radek trudge in the POURING RAIN through a train yard. Ilsa gets a puzzled expression on her face. She stops and looks into the darkness behind her. The other two pause and wait for her to catch up with them. Ilsa points to a one-meter piece of rebar laying on the ground.

ILSA

Radek, could you please bring that
with us?

Radek picks it up. The three approach a freight car.

RADEK

Here.

INT. FREIGHT CAR - NIGHT

Radek opens the freight car door and crawls inside. He puts the rebar down, and helps Ilsa and the Doctor in. The Doctor lights his small lantern. Its light reveals Victor, shaking and feverish, lying on the car's floor. Ilsa rushes to caress her husband. Radek closes the freight car door.

ILSA

Victor, I never thought I'd see you
again.

VICTOR

You have too little faith in me.

ILSA

(turning to the doctor)
Can you help him?

The Doctor examines Victor and takes his pulse.

DOCTOR

His pulse is low. The infection
from the wound has spread. He has
blood poisoning.

The Doctor pulls out some pills and a flask from his medical bag.

DOCTOR (CONT'D)

Let's see what these sulfa pills do for him.

The Doctor hands the pills and flask to Victor. Victor weakly raises himself up and downs the pills with water from the flask. Victor lies back down and takes Ilsa's hand.

VICTOR

(to Ilsa)

I knew you'd be waiting for me. I knew you'd come.

Ilsa kisses Victor, removes her rain gear, and lies next to him. Her eyes glisten with tears. The Doctor stands and steps away from the couple to give them more privacy. All speak softly.

RADEK

What are his chances?

DOCTOR

Not good. All we can do now is wait to see how he is in the morning.

INT. BISTRO'S BACKROOM OFFICE - MORNING

Andria is eating a typical French breakfast of coffee and bread. His wife pours him more coffee and goes back to the kitchen. The Large Corsican Button Man walks into the backroom from the front.

LARGE CORSICAN BUTTON MAN

Monsieur Anciani, a guy left this letter for you. He said an American paid him fifty francs to deliver it.

Andria grabs the letter and tears it open. Andria pulls out a large door key and a note.

INSERT NOTE, which reads:

"You win."

BACK TO SCENE

He grins and holds up the key.

EXT./INT. MERCEDES 260D - SUNRISE

A Mercedes 260D with three Gestapo officers in it travels unhindered through the largely deserted streets of Paris.

One of the Gestapo officers is holding a map of Paris and pointing directions.

EXT. RICK'S APARTMENT BUILDING - MORNING

They park, get out of the car, and enter the building.

INT. RICK'S APARTMENT BUILDING - HALLWAY - MORNING

GESTAPO OFFICER ONE is looking at a small scrap of paper outside of Rick's apartment. He is accompanied by the other two Gestapo officers holding machine guns. GESTAPO OFFICER ONE carries a luger.

GESTAPO OFFICER ONE
This is Blaine's apartment.

All three Gestapo officers ready their weapons, and Gestapo Officer One kicks in the front door.

INT. RICK'S APARTMENT - MORNING

The Gestapo officers fan out through the apartment. Gestapo Officer One picks up the creased note on the table as the other two officers look around.

GESTAPO OFFICER ONE
Blaine left us a note challenging us
to come and get him.

GESTAPO OFFICER TWO bends over slightly to look at the back of the note.

GESTAPO OFFICER TWO
Something is on the back of the note.

Gestapo Officer One turns the note over.

GESTAPO OFFICER ONE
A carbon copy of a receipt for arms
and ammunition. A considerable amount
in fact.

He places the note in his pocket.

GESTAPO OFFICER ONE (CONT'D)
Let's go.

They exit the apartment.

INT. RICK'S NIGHTCLUB - MORNING

Happily smoking a cigarette, Andria sits with his feet propped upon Rick's table. The Large Corsican Button Man and a gang comrade stand nearby.

LARGE CORSICAN BUTTON MAN
 So how does it feel? To take over
 Blaine's territory and nightclub, to
 sit in his chair, to smoke his
 cigarettes?

ANDRIA
 Exquisite. Just exquisite. I just
 wish I had been there to see Blaine's
 face when Danelu and Petru shot his
 woman.

LARGE CORSICAN BUTTON MAN
 Strange we haven't been able to locate
 them since their arrest. You
 think Blaine could have bribed the
 police to ...

The three Gestapo officers enter the nightclub.

GESTAPO OFFICER ONE
 Where's Blaine?

ANDRIA
 Not here. I own this nightclub now.

GESTAPO OFFICER ONE
 And who are you?

ANDRIA
 Andria Anciani.

GESTAPO OFFICER ONE
 Ah, your name is on the receipt we
 found in Blaine's apartment. Herr
 Anciani, what are you planning to do
 with all that war material?

ANDRIA
 What are you talking about?

Gestapo Officer One tosses Andria the creased copy of the
 receipt. Andria examines it.

ANDRIA (CONT'D)
 I don't have any of this stuff.

Gestapo Officer One points his luger at Andria.

GESTAPO OFFICER ONE
 Herr Anciani, you better come along
 with us.

ANDRIA
 No, I didn't do anything.

Andria gets up to flee. Gestapo Officers Two and Three point their machine guns while the Andria's men reach for their pistols.

EXT. RICK'S NIGHTCLUB - MORNING

SHOOTING from pistols and machine guns erupts O.S. Silence. The three Gestapo officers -- one holding his arm -- exit the nightclub, get into their car, and drive off.

INT. PASSENGER TRAIN - LAST COACH - MORNING

The train is not moving, and the passengers in the last coach of the train are half-asleep or fully asleep. Rick and Sam are lethargically looking out a coach window. The rain has stopped, and the sun is out.

RICK

I can't believe the train is still stuck here. We're not even out of Paris.

The CONDUCTOR walks by.

CONDUCTOR

We'll be moving in a few minutes. They've fixed the damage to the track.

SAM

You anxious to get out of Paris, boss?

RICK

Yeah. I'm done with Paris.

Sam leans closer to the window.

SAM

Uh oh. Over in the distance. Are those German troops?

EXT. PARIS STREET - MORNING

German troops, dressed in gray, are goose-stepping like mechanical men along a road next to the train yard. Along side them walk a few happy Italian civilians holding small Italian flags.

Parisians line the road. One is the Rotund Shopkeeper. Most show fearful curiosity. Some are applauding the Germans.

FRENCHMEN IN THE CROWD

Bravo! Bravo!

The Rotund Shopkeeper angrily limps away from the spectators. He stops to spit.

ROTUND SHOPKEEPER
Bootlickers.

INT. PASSENGER TRAIN - LAST COACH - MORNING

Rick and Sam are peering out the train window at the German troops. Other passengers are rousing themselves to look out the coach windows at the Germans too.

RICK
We're in luck. The Germans are too busy marching around to worry about this little private train.

The Conductor scurries out of the coach toward the front of the train. Sam continues to look out the window at the German troops.

SAM
Looks like you're right, Mister Richard. They're moving away.

INT. FREIGHT CAR - MORNING

Ilsa rises from being seated near Victor.

ILSA
We need to get some light in here.

She opens the door of the freight car, and the light of a bright summer day streams in. She steps into the doorway, stares out into the train yard as if drawn by the light, and spots the motionless train in the distance.

ILSA (CONT'D)
(to self)
Oh, Richard, are you there? What am I doing? What have I done?

INT. PASSENGER TRAIN - LAST COACH - MORNING

The passengers continue to stare out the windows for more signs of Germans. Rick and Sam both suddenly see Ilsa in door of the freight car.

RICK
Way over there. See her? That's Ilsa. She's wearing the dress I got her.

SAM

Boss, you're imagining things. There must be at least ten thousand women in Paris with a dress like that one.

RICK

I tell you it is Ilsa!

Rick heads toward the door at the rear of the coach, but Sam steps between him and the door.

SAM

Don't do anything silly. The train is about to leave. If you get off, the Gestapo will get you. You're a dead man.

RICK

Get out of my way.

SAM

No sir.

Rick tries to push himself past Sam, but Sam pushes Rick back.

RICK

Damn it, Sam. I said to get out of my way.

SAM

She don't want you any more.

Rick punches Sam, and Sam falls backward against the rear exit door and slides down onto the floor.

SAM (CONT'D)

You're going to have to hit me a lot harder than that, Rick, for me to let you kill yourself.

Seeing Sam on the floor, Rick halts. Rattled, Rick extends his hand and pulls Sam to his feet.

RICK

I'm ... I'm sorry. This Ilsa thing is making me crazy.

SAM

I know, boss.

Trying to compose himself, Rick steps back and pulls out a cigarette.

RICK
 Sam, you know, you just called me
 "Rick." You haven't done that since
 I was a kid in Brooklyn.

SAM
 Mister Richard, you're all confused.
 You know I promised Ma that I'd stop
 calling you "Rick."

Uncertain, Rick watches Sam carefully for a reaction but
 sees none.

RICK
 Got a light?

SAM
 No.

RICK
 You're useless.

SAM
 I try to be, boss.

INT. FREIGHT CAR - MORNING

Radek bends over to examine Victor, who is lying down.

RADEK
 Victor seems to be doing better.

Ilsa goes over to Victor to look.

ILSA
 You're right.

INT. PASSENGER TRAIN - LAST COACH - MORNING

Rick is still trying to get a light. A Male Passenger flips
 open a lighter and lights Rick's cigarette.

RICK
 (to Sam)
 I think I'll have the smoke outside.

Rick opens the door leading out to the platform at the end
 of the train and steps outside as Sam suspiciously eyes him.

EXT. PASSENGER TRAIN - LAST COACH - MORNING

Rick stands on the platform and smokes. He no longer sees
 Ilsa but does see a man crawling into the freight car.

INT. FREIGHT CAR - MORNING

That man is Antonio. He points an already drawn pistol at Ilsa and Radek.

ANTONIO

You two, get back.

They move back toward where Victor is lying. Antonio follows.

ANTONIO (CONT'D)

I lost you last night, but I figured you couldn't be too far away. And then, this morning, there you were, Ilsa, in the freight car door.

Victor sits up.

ANTONIO (CONT'D)

Good to meet you, Signor Laszlo. The pictures I've seen of you in OVRA files aren't particularly flattering. I didn't expect to find you here with your wife.

ILSA

You know?

ANTONIO

Everyone will know when I turn the famous Victor Laszlo over to the Gestapo.

ILSA

Not today, Antonio.
(beat)
Doctor, now.

Charging out of the shadows behind Antonio, the Doctor raises the rebar to strike Antonio. Antonio turns and raises his weapon hand to block the blow. The rebar solidly strikes the pistol. CLUNK.

The pistol flies out of Antonio's hand and lands with a CLACK at Radek's feet. Panicked, Antonio dodges another swing of the rebar and jumps out of the freight car.

ILSA (CONT'D)

Stop him!

Radek picks up the pistol and leaps out after Antonio.

EXT. TRAIN YARD - MORNING

Radek races after Antonio. Antonio sees the passenger train starting to move in the distance and runs after it.

Rick is still smoking on the platform at the back of the coach. Even though the train is accelerating, Antonio gets closer and closer to the back of the train. He reaches out for the back rail. It is only an arms length away.

ANTONIO

Help me! For the love of God, help me!

RICK

The love of God?

Rick flicks his lit cigarette in Antonio's face. Antonio's pace is broken, and he stumbles.

RICK (CONT'D)

Joke's on you ...

Rick turns to reenter the coach.

RICK (CONT'D)

(to self)

And on me.

Behind Rick, an armed Radek reaches Antonio, who ever so slowly picks himself off the ground, raises his hands, and turns to face Radek. When Antonio does so, he finds that Ilsa, carrying her purse, has just run up to them.

ILSA

(to Radek)

Stand back.

Radek does so. She shoves her hand in her purse, pulls out her pistol, and points it at Antonio for a killing shot.

INT. PASSENGER TRAIN - LAST COACH - MORNING

Rick sits next to Sam in the coach. The TRAIN WHISTLE blasts, almost drowning out the CRACK OF PISTOL FIRE.

SAM

All done smoking?

RICK

Yeah. Give me my flask.

SAM

I'd rather not.

RICK

Do it anyway.

Sam reaches into Rick's suitcase and hands him the flask.

SAM

It won't help. You'll only feel emptier.

Rick takes a drink and bitterly stares out the window.

EXT. PARIS - PERE LACHAISE CEMETERY - MORNING

LOTHAIRE'S FIANCEE, a pretty dark-haired Spanish woman in her mid-to-late twenties, walks along a path in the cemetery with a red rose in her hand. She stops at Lothaire's grave and sadly stares at it. A tear trickles down her cheek.

LOTHAIRE'S FIANCEE

(softly)

Lothaire, my life's so empty without you. God help me ...

*

She bends down and places the rose on his grave.

LOTHAIRE'S FIANCEE (CONT'D)

I still love you. I'll always love you.

She kisses the index and middle fingers of her right hand, and presses them to Lothaire's headstone.

LOTHAIRE'S FIANCEE (CONT'D)

Until tomorrow, my love.

She stands and slowly walks away.

When she is out of sight, the Old Woman's hand scoops up the rose. The Old Woman blows a little pollen off of it, places it in her bouquet, turns, and smiles. She steps forward and holds her flowers up as if to show them to a potential buyer.

OLD WOMAN

Flowers! Flowers for sale. I've got flowers. Here, I've got a beautiful red rose.

She pulls the rose out of her bouquet and holds it out for special viewing.

OLD WOMAN (CONT'D)

Roses are for lovers!

FADE OUT.