

SCHINDLER'S LIST

Screenplay by
Steven Zaillian

Based on the Novel by
Thomas Kenzally

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IN BLACK AND WHITE:

Folding-table legs scissor open. Two or three families wait as a clerk carefully sets out pencils, pens, ink well, forms.

They're on the platform of a small depot set down against monotonous countryside in the far hinterlands of rural Poland. An empty passenger train idles on the tracks.

CLERK

Name.

EXT. TRAIN STATION, CRACOW, POLAND - DAY

TRAIN WHEELS grinding against track, slowing.

SEVERAL FOLDING TABLES opening. Levers of a train doors being pulled.

NAMES ON LISTS on clipboards held by an ARMY OF CLERKS moving alongside the tracks.

CLERKS O.S.

Rossen ... Lieberman ... Groder ...
Wachsberg ...

HUNDREDS OF BEWILDERED FACES coming down off the train. FORMS being set out on the folding tables. HANDS straightening pens and pencils and ink pads and stamps.

CLERKS O.S.

... when your name is called, go over
there ... take this over to that
table ...

TYPEWRITER KEYS rapping a name onto a list. A FACE. Keys typing another NAME. Another FACE.

CLERKS O.S.

... you're in the wrong line, wait
over there ... you, come over
here ...

A MAN is taken from one long line and led to the back of another. A HAND hammers a rubber stamp at a form. Tight on a FACE. Keys type another NAME. Another FACE. Another NAME.

CLERKS O.S.

... Gemeinerowa ... Gottlieb ...
Biberman ... Steinberg ...

As a hand comes down stamping a gray stripe across a registration card, there is absolute silence ... then MUSIC, the Hungarian love song, "Gloomy Sunday," distant, like an echo ... and the stripe bleeds into color, into BRIGHT YELLOW INK.

INT. HOTEL ROOM - CRACOW - NIGHT

The song plays from a radio on a rust-stained sink.

The light in the room is dismal, the furniture cheap. The curtains are faded and the wallpaper's peeling, but the clothes laid out across the single bed are beautiful.

The hands of a man lay a tie against a shirt on the bed, then try it against another. Arm sliding through the sleeve of the first shirt, buttoning it. Pulling cufflinks through holes. Knotting a tie. Folding a handkerchief and tucking it into the pocket of a double-breasted linen jacket - all with great deliberation.

A bureau. Some spare change, cigarettes, shot glass, bottle, passport ... and an elaborate gold-on-black enamel HAKENKREUZ, or swastika, which gets pinned to the lapel of the elegant dinner jacket.

His manicured hand reaches into a drawer and pulls out a small pile of cash - he checks for more - but that's all there is. He counts the bills carefully and slips them into his wallet.

Oskar Schindler steps back to consider his reflection in the mirror. He likes what he sees. He almost looks reputable in his one nice suit. Even in this awful room.

The love song from the radio segues to another, simpler version, without vocals, and -

INT. NIGHTCLUB - CRACOW - NIGHT

A spotlight slicing across a crowded smoke-choked club finds on a small stage, performing the same song, a man embracing an accordion and another bowing a violin (the Rosner Brothers).

Below, drinking, socializing and conducting business, is a strange clientele: SS and Army officers, gangsters and girls and entrepreneurs, thrown together by the circumstance of war.

Oscar Schindler steps into the club and, with a 50 Zloty note pinched between his fingers, gestures, "one." He's shown to a table near the back, where another 50-Zloty note slipped from his billfold lures three waiters to him like fish to bait.

MAITRE D'

Who is that?

WAITER

He doesn't look familiar.

Schindler calmly surveys the room, the faces, stripping away all that's unimportant to him, settling only on details that are:

The rank of this man, the higher rank of that one ... a conspicuously empty table, the best in the place by the stage, with a little "reserved" card on it ...

The owner of the restaurant personally seats an SS Lieutenant Colonel accompanied by his girlfriend and a lower-ranking officer.

SCHINDLER

Bring them a round of drinks.

WAITER

Very good, sir. And who shall I say they're from?

SCHINDLER

You should say they're from me.

A WAITER SETS DOWN DRINKS

in front of the SS Lieutenant Colonel and his group.

WAITER

From the gentleman in the corner.

The waiter indicates a table across the room where Schindler, seemingly unaware of the SS men, flirts with a girl with a big camera.

CZURDA

Do I know him?

His First Lieutenant doesn't. His girlfriend doesn't.

CZURDA

Find out who he is.

Czurda watches his First Lieutenant go to Schindler's table. There's a handshake and introductions before his man - and Czurda can't believe it - accepts the chair Schindler's dragging over.

CZURDA

What's he doing?

Czurda waits. His man doesn't come back; forgetting, apparently, he went there for a reason. Eventually, and it irritates him, Czurda has to get up and go over there. To his girlfriend -

CZURDA

Stay here.

His girlfriend watches him cross toward Schindler's table. Before he even arrives, Schindler stands up, smiling from across the room:

SCHINDLER

You'd leave a beautiful woman alone at a table? We've got room for everybody!

(waving at the girl)

Come, come on over!

-- as Schindler motions to waiters to slide some tables together.

CZURDA

Have we met, sir?

SCHINDLER

I'm Oskar Schindler.

CZURDA

I'm Fredrick Czurda.

SCHINDLER

Now we've met.

(to passing waiter)

We'll require two more chairs and several more drinks...Pernot for the frauline -

(to Czurda)

- and you look like Vodka from the breast of Mother Russia.

WAITERS ARRIVE WITH PLATES OF CAVIAR

and another round of drinks for the party in Schindler's corner that has swelled to eight people. Czurda takes his vodka straight...from the bottle! He's drunk.

CZURDA

The SS doesn't own the trains, somebody's got to pay. Whether it's a passenger car or a livestock carriage - which, by the way, you have to see - you have to set aside an afternoon, come down to Prokocim and see this.

SCHINDLER

I've been meaning to.

CZURDA

Let me get this one.

Czurda makes a half-hearted move for his wallet. Schindler, holding his cigarette in one hand, uses his other to reach out to stop him.

SCHINDLER

(to a waiter, passing him some money)

See that his billfold stays in his pocket.

-- and with a sly grin, Schindler's money appears from between two fingers of the hand covering Czurda's, where a moment before there was nothing.

CZURDA

(laughing)

Very good, Schindler. A man who can
conjure money from nowhere - your
government could use you!

He smiles and pays the waiter, tipping him extravagantly, and
sweeps the room with his eyes again.

CZURDA

In any case, since we're the ones
moving them from the middle of
nowhere to the cities, logically we
should pay.

SCHINDLER

But this is a lot of money.

CZURDA

This is thousands of fares.
(pause)

The Jews. They're the ones riding
the trains, they should pay.

He laughs at the audacity of the SS making the Jews pay for their
own fares on cattle cars, and looks to Schindler, but his
attention is on a table across the room where three more
high-ranking SS men, without dates, watch the girls who have
replaced the Rosner brothers on stage. Schindler's eyes follow
the girls offstage.

THE THREE GIRLS

from the stage show changing out of their costumes. One answers a
knock on the dressing room door and the waiter is revealed with an
armful of flowers.

FROM THE STAGE WINGS

the waiter points out Schindler, across the club, shaking the
hands of the dateless SS men. There -

TOFFEL

Schindler ... You aren't by any
chance related to General Schindler?

SCHINDLER

So he claims!
(gets a laugh)
Actually -
(sees something)
Excuse me.

He's noticed the approaching girls and turns their way, groaning
elaborately.

SCHINDLER

No, no, no, you didn't have to come out here to thank -

CLUB GIRLS

Thank you, sir.

SCHINDLER

No, I told him, Tell them they were wonderful, thank them for the show, tell them they don't have to feel they have to come out here - and now here you are.

He shakes his head in embarrassment, like this is the last thing he wanted, and -

SCHINDLER

I'm sorry, let me introduce you to my friends here.

(to the girl photographer)

Take a picture!

He gestures to the three SS officers at the table.

A TABLECLOTH BILLOWS

as a waiter lays it down on another table that's been added to Schindler's growing encampment. The girl sit on either side of the SS officers. Schindler motions to a waiter to refill the men's drinks, as three of the men, Czurda, Toffel and Reeder, are having a private conversation with him. The party rages on around them.

CZURDA

You should speak to the German Trust Agency. They would simply give you the factory.

SCHINDLER

I'm a capitalist by temperment. I don't like being regulated.

TOFFEL

You'll need a cooperative Jew, someone with close ties to the investment community.

REEDER

I'll tell you what I mean by cooperative. Two days after the law's passed that all Jews have to wear the star, Jewish tailors are turning them out by the gross in a variety of fabrics at three zloty each. It's as if they've no idea what sort of law it is. As if it's the emblem of a riding club!

Schindler laughs along with the others while supervising the placement of more arriving food. That interests him much more than politics.

SCHINDLER

(to someone else)

How're you doing, everything all right here?

TOFFEL

They'll be cooperative to avoid worse. It's human nature. "We'll do this, to avoid that."

REEDER

But then it's something else. Which they do to avoid the next thing. Which they do to avoid the next thing.

Returning to the head of the table, Schindler sweeps the room again with his eyes, noting the arrival of - and the fuss that's made over - an SS Oberfuhrer, or colonel.

TOFFEL O.S.

They'll manage. They always do. Beg, borrow, steal, bargain, it's what they do. They weather the storm.

REEDER O.S.

This storm's different. This is not the Romans. This storm is the SS.

CZURDA

(writing on a napkin)

I think you'll find him very cooperative.

SCHINDLER

As I think you'll find me, Herr Czurda.

(snags girl photographer)

Just the two of us --

FLASH!! Schindler folds the napkin and slides it into his pocket.

As the colonel and his date are led across the club to the reserved table by the stage, great deference is afforded him by waiters, the maitre 'd and the businessmen in the club.

A CHEER ERUPTS

from Schindler's party in the corner. His guests have increased to ten or twelve and they're cheering him on as he fills a line of shot glasses from a bottle held several feet above the table.

Across the room, at the reserved table, the SS colonel, Scherner, stares; nobody's having a better time than those people over there. The drinks on his own table are empty and he gestures to a waiter who gestures back, "In a minute," as he hurries with an ice bucket to Schindler's party. The Maitre D' arrives at Scherner's table.

SCHERNER

(to Maitre D')

Martin, who is that man?

The Maitre D' looks at the Colonel politely, but it's as if this is common knowledge

MAITRE D'

That's Oskar Schindler.

FLASH!! The photographer catches Schindler raising his glass. All the important people, including Scherner, are over at Schindler's table(s).

SCHINDLER

My friend, Oberfuhrer Scherner here, asked earlier if I've come to Cracow for business or pleasure.

Scherner's right there, in the chair next to Schindler's.

SCHINDLER

I told him, and I swear this is the truth, I've never been able to tell the two apart.

He gestures very subtly to the girl with the camera to get ready to take a picture, and picks up his glass.

SCHINDLER

Does everybody have a drink?

They do, the last of many, and raise them for a toast.

SCHINDLER

I'd like you to drink with me to this city - which, with its industries, its nightlife, its beauty - holds for us all greater opportunities for both business and pleasure than we've yet imagined. To Cracow.

EVERYBODY

To Cracow.

As they all clink their glasses, Schindler nods to the girl with the camera. The bulb flashes and the noise of the club suddenly drops out as the moment is caught forever - Oskar Schindler, surrounded by his many new friends, smiling urbanely.

EXT. CRACOW - DAY

From a loud speaker mounted on a truck negotiating a narrow street issues a voice alerting the Untermensch (the subhumans) of Cracow to the latest of many restrictive edicts.

It's September, 1939 (title card). General Sigmund List's armored divisions, driving north from the Sudetenland, have taken Cracow, and the signs of the Occupation are everywhere:

A poster on a wall depicting a virginal Polish girl handing food to a hook-nosed Jew with a shadow like Satan's. Another with the slogan (Subtitle) "Jews = Lice = Typhus."

A shop window displaying a picture of a human skull with lines indicating the smaller circumference, and therefore lesser intelligence, of the Judaic brain.

A soldier docking the side-locks of an Orthodox man with his infantry bayonet.

INT. JUDENRAT OFFICES, CRACOW - DAY

Moving across the faces of representatives of the Judenrat - or Jewish Council - empathic but ultimately powerless administrators dealing as best they can with the huge influx of Jews arriving every day on the SS trains.

The place is crowded beyond belief, like a post office gone mad, the dispossessed and disoriented people in need of housing and jobs that just don't exist. The lines stretch back across the large room, through the door -

EXT. JUDENRAT OFFICES - CONTINUOUS - DAY

- onto the sidewalk, down the street, around the corner and down that street - around which a Moto-Guzzi motorcycle roars into view, comes past the last person in line, past those curving around the corner and those on this sidewalk, downshifts and rolls to a stop.

Schindler, looking very much like the Gestapo in his leather riding gear, climbs down, strolls past the people funnelling in through the doorway -

INT. JUDENRAT OFFICES - CONTINUOUS - DAY

- past those in the lines splaying across the room and to the front of one of them where, unceremoniously, he interrupts the man standing there in order to address the administrator -

SCHINDLER

I'm looking for Itzhak Stern.

A bespectacled man at a desk in the corner glances up at the mention of his name. He has the face and manner of a Talmudic scholar, and tries not to look too long at the German being given elbow room by the Jew at the head of the line.

SCHINDLER

(to Stern)
Are you him?

Stern seems unable to answer, wondering perhaps if his number has just come up. His silence begins to annoy Schindler.

SCHINDLER

Are you Iszhak Stern or not?

Others look away, grateful the imposing German isn't demanding to know their names.

STERN

(finally managing a nod)
I am.

SCHINDLER

Where can we talk?

INT. JUDENRAT OFFICES - HALLWAY - CONTINUOUS

They walk in awkward silence down the short hall until they reach:

INT. JUDENRAT OFFICES - VACANT OFFICE

Schindler follows Stern in and shuts the door to the small room. Out of sight of the crowd, Schindler's manner softens. He sits down, takes a flask from his pocket, and pours a shot of cognac in the cap.

SCHINDLER

There's a company you did the books
for on Lipowa Street, made what pots
and pans?

Stern stares at the cognac Schindler's offering him. He doesn't know who this man is, or what he wants. He could be a member of the Gestapo for all Stern knows.

STERN

By law, I have to tell you, sir I'm
a Jew.

Schindler looks puzzled; then shrugs, dismissing it.

SCHINDLER

Well I'm a German, so there we are.
Good company, you think?

He keeps holding out the drink. Stern declines it by not reaching for it.

STERN

Modestly successful.

Schindler nods, drinks, takes out a streamlined cigarette case and holds it out in offering. Stern declines again and Schindler tamps a cigarette and sets it between his lips.

SCHINDLER

I don't know anything about enamelware, do you?

STERN

I was just the accountant.

SCHINDLER

Simple engineering, though, wouldn't you think? Change the machines around, whatever you do, you could make other things, couldn't you?

He fires the cigarette with the flame of a lighter and lowers his voice in case anyone is listening in.

SCHINDLER

Field kits, mess kits ...

He spits out a speck of tobacco and waits for a reaction. It doesn't come; Stern is waiting for the other shoe to drop. Schindler misinterprets his silence for a lack of understanding.

SCHINDLER

Army contracts.

His shrug adds, Right? Stern nods mechanically.

SCHINDLER

Once the war ends, forget it, but for now it's great, you could make a fortune, don't you think?

He smiles broadly, good-naturedly, perhaps imagining the fortune he could amass. Stern dampens contempt with a matter of fact tone.

STERN

I think most people right now have other priorities.

Schindler tries to imagine what they could possibly be.

SCHINDLER

Like what?

Stern smiles despite himself. The man's manner is so simple, so in contrast to his own and the complexities of being a Jew in occupied Cracow in 1939.

STERN

I'm sure you'll do just fine if you get the contracts. In fact the worse things get the better you'll do.

SCHINDLER

Oh, I can get the signatures I need, that's the easy part. Finding the money to buy the company, that's hard.

He laughs again. But then, just as abruptly, he's dead serious. Stern stares nonplussed.

STERN

You don't have any money?

SCHINDLER

Not that kind of money. You know anybody?

Stern takes a long astonished look at him, sitting there taking another sip of his cognac, placid as a large dog.

SCHINDLER

Jews, yeah. Investors.
(pause)

You must have contacts in the Jewish business community, working here.

STERN

What "community?" Jews can no longer own businesses, that's why this one's in receivership.

SCHINDLER

Well, they wouldn't evn it, I'd own it. I'd pay them back in product.

STERN

(pause)

Pots and pans.

SCHINDLER

Something they can hold in their hands. They can trade it on the black market, do whatever they want, everybody's happy.

He shrugs; it sounds more than fair to him. In fact, so taken with the spirit of his own largesse, he offers even more:

SCHINDLER

If you want, you could run the company for me.

Stern studies him. This man sitting before him is not the Gestapo. He's just a carpetbagging salesman with a pitch.

STERN

Let me understand. They'd put up all the money and I'd do all the work. What, if you don't mind my asking, would you do?

Schindler takes no offense; he reads it as an honest question deserving of an honest answer -

SCHINDLER

I'd make sure it's known the company's in business. I'd see that it had a certain ... panache. That's what I'm good at, not the work, the ... presentation.

He waits for Stern's response. It's eventually given, imbued with cool finality -

STERN

I'm sure I don't know anybody who'd be interested in this.

SCHINDLER

(a slow knowing nod)
Well, they should be, Itzhak Stern.
Tell them they should be.

EXT. ALLEY AND CENTRUM, CRACOW - DAY

A young man emerges from an alley pulling off his Jewish armband. Crossing the Centrum past German soldiers and trucks, he pockets it and approaches a high-spired and ornate cathedral. The ubiquitous loud speakers on trucks rumbling past announce another edict, this one reducing Jewish Poles' rations to half that of non-Jewish Poles'.

INT. ST. MARY'S CATHEDRAL - DAY

A dark and cavernous place. A priest at the altar performing Mass to scattered parishioners.

The young Polish Jew from the street, Poldek Pfefferberg, drags a finger through the water in the font and genuflects before moving down the center aisle past others in the shadows, Jewish black marketeers like himself, each with a little notepad, conducting whispered business -

BLACK MARKETEERS

I've got a client who'll sell Marks for Zloty at two-poin~~t~~ four-five to one ... trade furs for ration coupons ... truckload of wicks ... bolts of cloth ... Irish whiskey ... Persian carpets ... cigarettes ...

Pfefferberg slides into a pew beside two other young man - Goldberg and Chilowicz - going over figures and notes scribbled on their little pads. He pulls a cracked container of shoe polish from his pocket and waits for Chilowicz to look at it.

CHILOWICZ

(bored)

What.

PFEFFERBERG

You don't recognize it?

CHILOWICZ

It's shoe polish. You asked for shoe polish.

PFEFFERBERG

In metal containers, you gave me glass, that's not what I asked for.

Chilowicz all but ignores Pfefferberg, noting instead a gentleman changing pews (Schindler), moving closer to a couple of Jewish hustlers who, noticing him too, get up and leave.

PFEFFERBERG

My client sold it to his client who sold it to the Army. Only by the time it got there - because of the freezing cold - it broke - all ten thousand units.

Chilowicz doesn't care; he resumes scribbling in his little notebook as though Pfefferberg weren't there. Goldberg smiles to himself, pleased he's not involved in this particular deal, and glances to the gentleman changing pews again, moving past them.

CHILOWICZ

This isn't my problem.

PFEFFERBERG

This isn't your problem? Everybody wants to know where I got it from and I'm going to tell them.

Chilowicz's look says, You wouldn't. Pfefferberg's says, I would. Chilowicz finally makes a notation in his little pad.

CHILOWICZ

Metal containers.

There's a creak of wood as someone sits in the pew behind them, and they all, at once, intone responses to the priest's prayers. After a moment -

SCHINDLER O.S.

Nice shirt.

Their backs to him, Goldberg, Chilowicz and Pfefferberg consider each other's shirts, wondering which of them the German is addressing.

SCHINDLER O.S.

You don't know where I could find a shirt like that.

All three of them know the wise thing would be to get up now and leave. Even a civilian German could have you arrested for no reason whatsoever. But Pfefferberg can't resist a deal. He gives the others a look that says, I have the nerve, you don't, and glances back gesturing to his shirt.

PFEFFERBERG

Like this?

GOLDBERG

It's illegal to buy or sell anything on the street, we don't do that. We're here to pray.

Goldberg "prays," and tries to discourage Pfefferberg from pursuing this transaction any further with a just a look. Pfefferberg ignores it.

PFEFFERBERG

You have any idea what a shirt like this costs?

Goldberg and Chilowicz have had enough. They get up to leave.

SCHINDLER

You forgot to cross yourselves?

Chilowicz and Goldberg awkwardly cross themselves, and move out of the pew. Pfefferberg and Schindler watch them go before -

SCHINDLER

Nice things cost money.

PFEFFERBERG

How many?

SCHINDLER

I don't know, ten or twelve. Dark blues, grays.

(re: Pfefferberg's)

That's a good color.

Schindler takes out his money and begins peeling off bills, waits for Pfefferberg to nod when it's enough. He's being overcharged, and he knows it, but Pfefferberg keeps pushing it, More. The look Schindler gives him lets him know that he's trying to hustle a hustler, but that in this instance at least, he'll let it go. He hands over the money and Pfefferberg gives him a notepad.

PFEFFERBERG

Write down your measurements.

As Schindler writes down the information, Pfefferberg catches Chilowicz's glance from a doorway on his way out. Coward, Pfefferberg's look back to him says.

SCHINDLER

(as he writes)

I'm going to need some other things, too. As things come up.

EXT. LIPOWA STREET - DAY

The Moto-Guzzi motorcycle parked in the courtyard of an abandoned factory.

INT. FACTORY - DAY

A long line of furnaces, cold, empty. Steam-presses. Metal scrap.

INT. UPSTAIRS OFFICES - DAY

Paperwork strewn across desks, ledgers, files, invoices.

INT. DIRECTOR'S OFFICE - DAY

Schindler, in his leather riding gear, at a wall of windows, peering down at the abandoned machines below.

EXT. CRACOW - DAY

Thousands of families pushing barrows piled high with chairs, mattresses, grandfather clocks. On a mass forced exodus from their homes in Kazimierz, they trundle their belongings across the Vistula bridge as speakers mounted on trucks blare Edict #44/91 -

LOUD SPEAKERS

In the interest of reducing racial conflict in the Government General of Poland, a Jewish quarter has been created south of the Vistula in Podgorze -

INT. APARTMENT - STRASZEWSKIEGO STREET

An elegant apartment from which its wealthy inhabitants, the Nussbaums, are being unceremoniously evicted at gunpoint. They quickly gather as much as they can carry - suitcases, jewelry, a case of silver-ware, a landscape in a gilded frame - and are herded out. A framed photograph falls unnoticed to the floor. Mr. Nussbaum quickly pockets the mazuzah from the door.

EXT. STRASZEWSKIEGO STREET

As Nussbaums and their Polish maid emerge from the fashionable building - No. 7 Straszewskiego Street - they pass Schindler waiting patiently astride his motorcycle, calmly smoking a cigarette, the big Nazi pin in his lapel, and join the throngs of people carrying furs and kettles and furniture and children,

EXT. VISTULA BRIDGE - DAY

The procession of refugees from Cracow Centrum pushes its way across the bridge. A German soldier kicks apart an outlawed radio.

LOUD SPEAKERS

Residency in the closed Jewish quarter is compulsory. Failure to register with housing authorities by March 20th violates edict 44/91 and will result in summary execution.

Crowds of Poles line the sidewalks like spectators on a parade route. Some wave. Some take it more soberly, as if sensing they may be next.

POLISH GIRL

Goodbye, Jews.

EXT. GHETTO GATE - DAY

The ghetto gate greets its new citizens with a mixed message. Its scalloped ramparts at once suggest Arabesque elegance and gravestones, and the sign in Hebrew above its arches, "Jewish Town," strives to reassure while the broken glass cemented along its nine-foot rim dissuades thoughts of escape.

The little folding tables have been dragged out and set up again, and at them sit the clerks, making lists, stamping cards and assigning housing vouchers. The Rosner brothers and their families can be glimpsed.

Chilowicz, of all people, has somehow managed to elevate himself to a station of some authority. Armed with something more frightening than a gun - a clipboard - he moves through the crowds aiding the Gestapo.

PFEFFERBERG

What's this?

Pfefferberg, with his wife Mila, in a line that seems to stretch back forever, flicks at Chilowicz's armband.

CHILOWICZ

Ghetto Police, Poldek. I'm a policeman now, can you believe it? I know, it's hard to believe.

PFEFFERBERG

Not at all.

CHILOWICZ

It's a good racket. It's the only racket here. Maybe I could put in a good word for you with my superiors.

The SS officers standing all around.

PFEFFERBERG

Your superiors ...

CHILOWICZ

They're not as bad as everyone says. Well, maybe they are, but -
(whispers)
There's a way to make a lot of money here.

They consider each other for a long moment until Pfefferberg notices, some distance away, Goldberg waving to him. He's wearing an OD armband, too. That figures.

PFEFFERBERG

Give me my housing voucher.

Pfefferberg is handed a piece of paper and leads his wife past Chilowicz and into the ghetto.

INT. NUSSBAUM BUILDING - DAY

An SS officer leads Schindler along the ground floor hall and into an elevator. As the gate closes -

EXT. GHETTO GATE - DAY

The Nussbaums are confronted by Goldberg.

GOLDBERG

That's as far as she goes.

The Nussbaums' maid who is trundling the bulk of their belongings. The Nussbaums stare at him like he must be mad.

MRS. NUSSBAUM

That's our maid.

GOLDBERG

Your Polish maid. She stays out.

The faintest of smiles appears on the maid's face as she unburdens herself of the cart. The Nussbaums stare after her as she leaves, then at the heavy cart. Goldberg curtly hands over a voucher.

INT. NUSSBAUM APARTMENT - DAY

Schindler moves through the Nussbaums' vacated apartment considering its many fine appointments - polished hardwood floors, Persian rugs, nice furniture, French doors, modern kitchen -

INT. GHETTO APARTMENT BUILDING - DAY

An impossibly crowded staircase leading up past four landings and hallways. Families, including the Nussbaums, hauling their belongings, entangled with one another hunt for their assigned living quarters.

INT. GHETTO APARTMENT - DAY

Clothes boiling in big pots on the stove, stirred by a woman in rags, sheets hanging from lines stretched across the room over a few sticks of furniture and some children with coughs, the Nussbaums staring in dismay from the doorway -

INT. NUSSBAUM APARTMENT - CONTINUED

Schindler picks up the framed photograph, wonders what to do with it, sets it on the mantle. It's a picture of a dog.

INT. GHETTO APARTMENT - CONTINUED

Nestled among their few possessions in a corner of the dingy room, the Nussbaums stare at the other family, who are staring back at them. In a whisper -

MRS. NUSSBAUM

Wilhem?

(silence)

It could be worse.

Very slowly, he turns his head to look at her.

MR. NUSSBAUM

How? Tell me. How on earth could it possibly be worse?

He's answered not by her, but by the scuffle of shoes of another family, Orthodox Jews, dragging their things in from the hall and staring at the Nussbaums in dismay.

EXT. NUSSBAUM APARTMENT - STRASZEWSKIEGO STREET - DAY

Schindler steps out onto a balcony that overlooks a quiet park. His glance up the street finds, not half a block away, Wawel Castle. This is nice. This is a nice place.

EXT. GHETTO - NIGHT

A mason trowels mortar onto a brick, taps it into place, scrapes off the excess cement. Under lights, a crew of brick-layers is almost done erecting a ten-foot scalloped wall where a street once ran unimpeded.

From somewhere comes the liturgical solo of a cantor.

Stern leads two men through the ghetto streets to just outside the gate, where Schindler waits in his car.

INT. SCHINDLER'S CAR - NIGHT

Crowded into the car, Schindler, Stern and the investors begin a non-Orthodox business meeting. Outside the window, the brick wall is going up.

SCHINDLER

For each thousand you invest, I repay you with two hundred kilos of enamelware a month - to begin in July and to continue for one year - after which time, we're even.

(he shrugs)

That's it. It's very simple.

He lets them think about it, pours a shot of cognac from his flask and offers it to Stern, who brought this group together and now sits at Schindler's side. The accountant declines.

INVESTOR 1

Not good enough.

SCHINDLER

Not good enough? Look where you're living. Look where you've been put. "Not good enough."

(he almost laughs at the squalor)

A couple of months ago, you'd be right. Not anymore.

INVESTOR 1

Money's still money.

SCHINDLER

No it isn't, that's why we're here. Trade goods - that's the only currency that'll be worth anything in the ghetto.

Schindler lights a cigarette and waits for an answer. Which doesn't come. Which irritates him.

SCHINDLER

Did I call this meeting? You told Mr. Stern you wanted to speak to me. I'm here. I've made you a fair offer.

INVESTOR 1

Fair would be a percentage in the company.

SCHINDLER

Forget the whole thing. Get out.

He caps his flask, pockets it and reaches for the door. The investors glance among themselves.

INVESTOR 2

How do we know you'll do what you say?

SCHINDLER

Because I said I would. What do you want, a contract? To be filed where? To be upheld by what court? I said what I'll do, that's our contract.

The investors study him. This is not a manageable German. Whether he's honest or not is impossible to say. Their glances to Stern don't help them; he doesn't know either.

Silence. Broken only by the trowels scraping at bricks outside. Finally, one of the men nods, He's in. Then another. And another.

INT. FACTORY FLOOR - DAY

A power button is pushed, starting the motor of a metal press. The machine coughs to life, and -

EXT. PEACE SQUARE - GHETTO - DAY

Lines of people queue up, but the lines are not quiet and orderly - they are disintegrating, loud with apprehensions, aggressions. Several trucks and many soldiers seem only to complicate the process of sorting the "essential" from the "non-essential" workers, as the Jews of Cracow nervously wait to see if they'll get a Blauschein.

Stern, as a member of the Jewish Council, is assisting near a table where blue stickers are being issued. He looks desperate as he appeals in vain to the surging crowd -

STERN

Everybody, please! Will you please stop shoving?!

Not every face is anonymous. We see the Nussbaums, Mr. and Mrs. Dresner, holding their children close to them.

We see people who don't have names yet, but will, Josef Bau standing with Rebecca Tannenbaum, the Horowitzes, the Rosners, Wulkan, the jeweler.

Simultaneously, men and women with "blue cards" flash them at the gate guards, desperately relieved to be getting out of what the growing, disorganized mob, on their way to work outside the ghetto. Pfefferberg and his wife Mila are among them. They look anxiously behind them as a truck crowded with those too old, too young or too infirm to work are driven away through the ghetto gates. Mila looks to her husband, her face filled with worry.

MILA

Where are they taking them?

Pfefferberg doesn't answer. He just holds his wife by the shoulders as they move through the crowd. He doesn't want to think about it.

STERN (V.O.)

Without the Blauschein, you're dead.

INT. SCHINDLER'S OFFICE - DAY

Schindler, at the wall of windows, peers down at a lone technician making adjustments to the machine. Row after row of presses, lathes and furnaces, all in bad shape, sit on the floor that's awash in debris.

Stern is showing Schindler his blue card. We haven't seen Stern like this before - he's making an appeal.

STERN

The blue card means you are what they call and "essential worker"...you can leave the ghetto to work...

This is going to be a long speech for him - with every pause, Schindler waits until he goes on. Schindler doesn't seem to have his mind on the matter. Stern is trapped into breaking silence.

STERN

...when more people arrive, room must be made, and the SS knows only one way to make room. The "non-essential workers" are hunted down - put on trains, many are killed where they stand, where they hide. You see, a Jew without a job, you understand...

Now a longer silence.

STERN

If you can convince them you have a trade that's valuable to the war effort, you get the blue sticker - the holy Blauschein. If you can't ...

He tries something Schindler will understand.

STERN

For Jewish skilled labor, the rate is seven Marks a day, five for unskilled and women. You pay the Reich Economic Office, the workers themselves receive nothing. Poles you pay wages. Generally, they get a little more. Are you listening?

Schindler turns from the wall of glass to face his new accountant/plant manager.

SCHINDLER

What was that about the SS, the rate, the - ?

STERN

The Jewish worker's salary - you pay it directly to the SS, not to the worker. He gets nothing.

SCHINDLER

But it's less. It's less than what I would pay a Pole. That's the point I'm trying to make. Poles cost more.

Stern hesitates, then nods. The look on Schindler's face says, Well, what's to debate, the answer's clear to any fool.

SCHINDLER

Why should I hire Poles?

INT. FACTORY FLOOR - DAY

Another machine starting up, growling louder, ~~louder~~ -

INT. PANKIEWICZ'S PHARMACY, GHETTO - NIGHT

In the back room of the pharmacy, a young man, Josef Bau, ages documents just fabricated on a simple printing press.

Stern considers one of the many forged papers - a diploma, without a name, from a Cracow technical university.

EXT. PEACE SQUARE, THE GHETTO - DAY

To an identity card with a photograph, a German clerk attaches a holy Blauschein. At other folding tables clerks pass summary judgment on hundreds of ghetto dwellers standing in long lines.

TEACHER

I'm a teacher.

The man tries to hand over documentation supporting the claim along with his Kennkarte to a German clerk.

CLERK

Not essential work, stand over there.

Over there, other "non-essential people" are climbing onto trucks bound for unknown destinations. The teacher stares at the clerk a moment, Then reluctantly relinquishes his place in line.

EXT. PEACE SQUARE - LATER - DAY

The teacher at the head of the line again, but this time with Stern at his side.

TEACHER

I'm a metal polisher.

He hands over a piece of paper, a diploma. The clerk takes a look, is satisfied with it, brushes glue on the back of a Blauschein and sticks it to the man's work card.

INT. FACTORY FLOOR - DAY

Another machine starting up. The Foreman points things out to the teacher and a dozen others recruited by Stern.

FOREMAN

The pot must be placed at the proper distance from the upper electrode. It it's carbonized, clean it with a file. But don't touch the electrodes - you'll get electrocuted.

INT. SCHINDLER'S APARTMENT - NIGHT

Stacks of Polish currency. The investors around a table. Schindler notes the amounts contributed, then begins pocketing it.

INT. SCHINDLER'S OFFICE - SAME TIME - DAY

A sign painter brushes the words, "Herr Direktor," discreetly proportioned, on the frosted glass of the door. Inside the large office, painters on ladders scrape at the walls while Schindler, behind a desk draped with drop-cloths, considers a young woman seated before him.

SCHINDLER

- filing, billing, keeping track of my appointments. Short-hand. Typing obviously. How is your typing?

HARD CUT TO:

THE KEYS OF A TYPEWRITER slapping at paper. As Schindler slowly circles around her, the first girl JUMPCUTS to a second at the typewriter, and to a third, a fourth, a fifth, a sixth - the painters' ladders moving around the room on each cut until, on the eighteenth girl, the office is completely painted and Schindler is back at his desk, awash with resumes.

STERN

You need a secretary. Pick one.

SCHINDLER

They're all very gifted.

STERN

I don't envy your dilemma. You need to choose.

Schindler glances up to Stern who has stepped inside and stands by the door. The girls are gone. Schindler shrugs hopelessly.

SCHINDLER

It's possible that there's a solution that we haven't considered yet.

EXT. FACTORY - DAY

Men and pulleys hoisting a big "F" up the side of the building and setting it into place: "D.E.F."

Down below, Schindler poses proudly with all eighteen of the young good-looking women. Schindler's arm is around Klonowska, the most beautiful. He pulls her tight, she smiles a warm, knowing smile at him, just as FLASH! A photographer snaps a picture of the group. The National Socialist flag unfurls behind them in the breeze.

INT. SCHINDLER'S APARTMENT - NIGHT

Music. Swastikas. On uniforms and on Schindler's lapel. He moves among his many party guests, with the best-looking woman in the place on his arm, Ingrid. Five SS officers are introduced to Schindler, who seems to conjure a beautiful girl for each of the five men.

INT. FACTORY - DAY

Another machine starting up. Another. Another. More workers are being instructed.

EXT. PEACE SQUARE - DAY

Handing over forged documentation of factory skills, Stern leads a the Dresner family past the long lines to a group he has already assembled - clearly not ideal workers - other families, some with grandparents and young children.

EXT. PEACE SQUARE - DAY

A clerk affixes the all-important blue stickers to the Dresners' work cards, Mr., Mrs., 15-year Danka, and their 12-year old son.

INT. FACTORY - DAY

A furnace ignites with a whoosh. The needle on a gauge climbs. The Foreman points out to the Dresners, and others recruited by Stern off the street, details of making mess kits at D.E.F.

FOREMAN

This machine consists of a mold in the shape of a bowl, and a press. It makes canteens. Place the round tin sheet on the mold - you must dip the tin sheet in soapy liquid, it will not stick to the press -

There are at least one hundred workers by now. The first mess kits, tin cups and canteens roll off the assembly line. They are bent, crushed and twisted beyond recognition. It looks like a scene right out of Modern Times. The Foreman is furious. He turns on the workers responsible --

TEACHER

Yes...you see - I'm a teacher.

INT. SCHINDLER'S APARTMENT - NIGHT

Schindler pulls decks of money from his pockets and sets them on a table.

SCHINDLER

I'll need several boxes of Cuban cigars. The best. And everyone enjoys Suchard and Wedel chocolates, they're delicious. Get those. Boxed teas are good, coffee, pate -

Pfefferberg calculates his commission, scribbling a list of luxury goods on his note pad as Schindler's voice filters in -

SCHINDLER

- cheeses, Beluga caviar. Of course, who could live without German cigarettes?

(MORE)

SCHINDLER (cont'd)

Get me as many as you can find. And fresh fruit - the real rarities, you know -

EXT. VISTULA RIVER - NIGHT

A ferret of a man under the Podgorze Bridge uncovers boxes of fresh fruit in the bottom of a row boat.

SCHINDLER V.O.

- lemons, oranges, pinapples -

INT. GHETTO CLINIC - NIGHT

A doctor unlocks a glass cabinet and pushes aside medicines and instruments, revealing a cavity in the wall. From it, he takes several bottles of cognac, handing each to Pfefferberg.

SCHINDLER V.O.

Of course we'll need lots of cognac, the good stuff, Martel. And Dom Perignon champagne -

EXT. RAILROAD TRACKS - NIGHT

With a cautious glance down the tracks, a Pole jams a crowbar between rail ties, wedges it under a square of timber and pries it off, revealing cases of sardines and kippers.

SCHINDLER V.O.

Get Vasco da Gamma sardines...and, try to track down a some nylon stockings -

INT. UPSTAIRS FOYER - D.E.F. - DAY

Shapely legs in nylon stockings. They belong to Klonowska, who along with the seventeen other secretaries assembles gift baskets as Pfefferberg arrives with more cases of luxury goods and has trouble finding a surface to put them on; the place is awash with liquor and cigarettes, coffee and tea and fresh fruit. Schindler moves through all the activity, checking the cards designating the recipients.

SCHINDLER .

Hohne got promoted. He's got Kohner's job now.

Klonowska considers the two gift baskets she's building, one of them much larger than the other, and solves the problem by switching the cards. Schindler moves on, pauses at another desk, plucks a jar of caviar and a box of cigars from one basket and drops them into another.

SCHINDLER

Schermer's an Oberfuhrer. That's
above a Sturmbannfuhrer. Let's try
 and keep this straight.

INT. SCHINDLER'S OFFICE - DAY

Glancing down at the hundred or so workers on the factory floor,
 Schindler dictates a letter to Klonowska -

SCHINDLER

It's my distinct pleasure to offer
 you the services of Deutsche
 Emailwaren Fabrik -

INT. FACTORY - DAY

The elaborate gift baskets are wheeled past the the Rosners, the
 Dresners, Josef, Rebecca and other workers of all ages struggling
 to master the mechanics of enamelware production, and failing.
 Little Olek picks up a small pile of subpar twisted "finished
 goods" and earnestly runs them toward a storage bin, pieces
 falling from his arms and clanging to the floor as he goes.

SCHINDLER V.O.

- manufacturers of superior
 enamelware crockery for military use.

INT. TOFFEL'S OFFICE, SS HEADQUARTERS - DAY

The photo of Schindler and his SS friends taken at the nightclub
 hangs on the wall. As Captain Herman Toffel of the Police Chief's
 staff considers the wondrous contents of the gift basket on his
 desk, his secretary reads from the note that accompanied it -

TOFFEL'S SEC'Y

Anticipating the enclosed bids will
 meet with your approval -

INT. CZURDA'S OFFICE, SS HEADQUARTERS - DAY

The same photo on the wall here. As Obersturmbannfuhrer Czurda
 examines the label of French champagne from his (larger) gift
 basket, his secretary reads -

CZURDA'S SEC'Y

- and looking forward to a long and
 mutually prosperous association -

INT. SCHERNER'S OFFICE, SS HEADQUARTERS - DAY

The same photo here. As Oberfuhrer Scherner lifts the lid of a box of Havana cigars from his (even larger) basket, his secretary reads -

SCHERNER'S SEC'Y
- I extend to you, in advance, my
sincerest gratitude. Best regards -

INT. TOFFEL'S OFFICE

Tight on a pen in a hand initialing Schindler's bids.

TOFFEL'S SEC'Y V.O.
Oskar Schindler -

INT. CZURDA'S OFFICE

Another hand initialing the submitted bids.

CZURDA'S SEC'Y V.O.
Oskar Schindler -

INT. SCHERNER'S OFFICE

Another hand signing Armaments contracts, the letters "D.E.F." appearing on all of them.

SCHERNER'S SEC'Y V.O.
Oskar Schindler, Direktor, D.E.F.

EXT/INT. CRACOW CAR DEALERSHIP - DAY

Schindler, with a half dozen of his secretaries, admires a gleaming black Adler limousine, trying to decide if he should buy it. He touches its smooth lines like he would a woman.

EXT. CRACOW - DAY

While the citizens of Cracow move along streets trying to make themselves invisible, Schindler's conspicuous new limousine drives past them and military trucks.

He lounges in the back seat with his secretaries, arm around Klonowska, sipping champagne, all of them singing a popular song.

INT/EXT. FACTORY - DAY

Workers slide raw sheets of metal into presses that stamp them into plates, bowls and cups - The products are carted over to other workers who dip them into vats of enamel and carry them on long sticks to furnaces -

Mess kits already baked and dried are wheeled to the packing area, boxed and sealed and marked and carted outside to the loading dock and put into trucks -

As the trucks roll out, the Adler limousine pulls in. The driver hurries out, opens a rear door and Schindler and his girls emerge.

Few of the 300 Jewish laborers glance up from their work at Herr Direktor - the big gold party pin stuck into the lapel of his fur-collared top coat - as he and his entourage move through the place, his place, his factory -

He climbs the stairs to the office foyer, comes past the rest of his beautiful secretaries and crooks a finger to Stern at a desk covered with ledgers.

The accountant follows after Schindler to his office, passing the sign painter, repainting "Herr Direktor" larger on the door -

Schindler crosses his office to the wall of windows, his favorite place in the world, and looks down at all the activity below.

SCHINDLER

Sit down.

Stern takes a seat. Schindler pours two drinks from a decanter and, turning back, holds one out to Stern. Stern, of course, declines. Schindler groans.

SCHINDLER

Oh, come on.

He puts the drink in Stern's hand, and sits behind his desk.

SCHINDLER

My father was fond of saying you need three things in life. A good doctor, a forgiving priest and a clever accountant. The first two -

He dismisses them with a shrug.

SCHINDLER

I've never had much use for them.
But the third -

He raises his glass in recognition of the accountant. Stern's stays in his lap.

SCHINDLER

(long sufferingly)
Just pretend for Christ's sake.

Stern acquiesces, raises the glass slightly, but it's an empty mechanical gesture. Schindler drinks. Stern doesn't; he sets his glass down.

STERN

Is that all?

SCHINDLER

(annoyed)
I'm trying to thank you. I'm saying I couldn't have done this without you. The usual thing would be to acknowledge my gratitude. It would also, by the way, be the courteous thing.

STERN

(pause)
You're welcome.

Schindler stares at him, bewildered by the hollowness of his tone. In fact, everything about Stern puzzles him.

SCHINDLER

Get out of here.

Stern gets up and leaves.

INT. SCHINDLER'S APARTMENT - MORNING

Klonowska, wearing a man's silk robe, traipses past the remains of a party to the front door. Opening it reveals a ~~man~~ looking, nicely dressed woman with a suitcase.

KLONOWSKA

Yes?

A series of realizations is made by each of them, quickly, silently, ending up with Klonowska looking ill.

SCHINDLER O.S.

Who is it?

INT. SCHINDLER'S APARTMENT - MORNING

Schindler sets a cup of coffee down in front of his wife. Behind him, through a doorway, Klonowska can be seen hurriedly gathering her things.

SCHINDLER

She's so embarrassed - look at her -

Emilie Schindler begrudges him a glance to the bedroom, catching the girl just as she looks up - embarrassed.

SCHINDLER

You know what, you'd like her.

EMILIE

Oskar, please -

SCHINDLER

What -

EMILIE

I don't have to like her just because you do. It doesn't work that way.

SCHINDLER

You would, though.

His face is complete innocence. It's the first thing she fell in love with; and perhaps the thing that keeps her from killing him now. Klonowska emerges from the bedroom thoroughly self-conscious and sees herself out. Emilie's glancing around at the place.

EMILIE

You've done well here.

He nods; he's proud of it. He studies her.

SCHINDLER

You look wonderful.

EXT. SCHINDLER'S APARTMENT BUILDING - NIGHT

They emerge from the building in formal clothes, both of them looking great. It's wet and slick out; the doorman offers Emilie his arm.

DOORMAN

Careful of the pavement -

SCHINDLER

- Mrs. Schindler.

The doorman shoots a glance to Schindler that asks, clearly, Really? Schindler opens the passenger door of the Mercedes for his wife, and the doorman helps her in.

INT. RESTAURANT - LATER - NIGHT

A nice place. "No Jews or Dogs Allowed." No fewer than four waiters attend them - refilling a glass, sliding pastries onto china, lighting Schindler's cigarette, raking crumbs from the table with little combs.

EMILIE

It's not a charade, all this?

SCHINDLER

A charade? How could it be a charade?

She doesn't know, but she does know him. And all these signs of apparent success just don't fit his profile. Schindler lets her in on a discovery -

SCHINDLER

There's no way I could have known this before, but there was always something missing. In every business I tried, I see now it wasn't me that was failing. Something was missing. Even if I'd known what it was, there's nothing I could have done about it, because you can't create this thing - and it makes all the difference in the world between success and failure.

He waits for her to guess what it is. His look says, It's so simple, how can you not know?

EMILIE

Luck.

SCHINDLER

War.

INT. NIGHTCLUB - NIGHT

"Gloomy Sunday" from a combo on a stage. Schindler and Emilie in each others' arms, dancing. Both have had a few.

SCHINDLER

You know, young men are killing themselves because of this song? Thwarted by love, they quote its lyrics in their suicide notes. The Reich Propaganda Office has banned it. Consequently, you hear it everywhere you go.

Pressed against her, he can feel her laugh to herself.

SCHINDLER

What, it's true.

EMILIE

No, it's just so odd, how we fall back in. You've always enjoyed the moment.

(MORE)

EMILIE (cont'd)

And right now all I can feel is
happy - it's silly - like an
old-fashioned couple. It feels good.

He smiles, even as his eyes roam the room and find and meet the
eyes of a German girl dancing with another man.

INT. SCHINDLER'S APARTMENT - LATER - NIGHT

Schindler and Emilie lounging in bed, champagne bottle on the
nightstand. Long silence before -

EMILIE

Should I stay?

SCHINDLER

(pause)

It's a beautiful city.

That's not the answer she's looking for and he knows it.

EMILIE

I asked you if I should stay.

SCHINDLER

(pause)

It's up to you.

That's not it either.

EMILIE

No, it's up to you.

Schindler stares out at the city lights. They look like jewels.

EMILIE

Promise me no doorman or maitre 'd
will presume I am anyone other than
Mrs. Schindler ... and I'll stay.

He promises her nothing.

EXT. TRAIN STATION - DAY

Emilie waves goodbye to him from a first-class compartment window.
Down on the platform, he waves goodbye to her. As the train pulls
away, he turns away.

INT. FACTORY FLOOR - DAY

The long tables accommodate most of the workers. The rest eat
their lunch on the floor. Soup and bread.

INT. SCHINDLER'S OFFICE - SAME TIME - DAY

An elegant place setting for one. Meat and vegetables and a glass of wine, all untouched. He calmly leafs through pages of a report: Stern has prepared for him.

SCHINDLER

I could try to read this or I could eat my lunch while it's still hot. We're doing well?

STERN

Yes.

SCHINDLER

Better this month than last?

STERN

Yes.

SCHINDLER

Any reason to think next month will be worse?

STERN

The war could end.

No chance of that. Satisfied, Schindler returns the report to his accountant and starts to eat. Stern knows he is excused, but looks like he wants to say something more.

SCHINDLER

(impatient)

What?

STERN

There's a machinist outside who'd like to thank you personally for giving him a job.

Schindler gives his accountant a long suffering look.

STERN

He asks every day. It'll just take a minute. He's very grateful.

Schindler's silence says, Is this really necessary? Stern pretends it's a tacit okay, goes to the door and pokes his head out.

STERN

Mr. Lowenstein?

An old man with one arm appears in the doorway and Schindler glances to the ceiling, to heaven. As the man slowly makes his way into the room, Schindler sees the bruises on his face. And when he speaks, only half his mouth moves; the other half is paralyzed.

LOWENSTEIN

I want to thank you, sir, for giving me the opportunity to work.

SCHINDLER

You're welcome, I'm sure you're doing a great job.

Schindler shakes the man's hand perfunctorily and tells Stern with a look, Okay, that's enough, get him out of here.

LOWENSTEIN

The SS beat me up. They would have killed me, but I'm essential to the war effort, thanks to you.

SCHINDLER

That's great.

LOWENSTEIN

I work hard for you. I'll continue to work hard for you.

SCHINDLER

That's great, thanks.

LOWENSTEIN

God bless you, sir.

SCHINDLER

Yeah, okay.

LOWENSTEIN

You're a good man.

Schindler is dying, and telling Stern with his eyes, Get this guy out of here. Stern takes the man's arm.

STERN

Okay, Mr. Lowenstein.

LOWENSTEIN

He saved my life.

STERN

Yes, he did.

LOWENSTEIN

God bless him.

STERN

Yes.

They disappear out the door. Schindler sits down to his meal. And tries to eat it.

EXT. FACTORY - LATER - DAY

Stern and Schindler emerge from the rear of the factory. The limousine is waiting, the back door held open by a driver. Climbing in -

SCHINDLER

Don't ever do that to me again.

STERN

Do what?

Stern knows what he means. And Schindler knows he knows.

SCHINDLER

Close the door.

The driver closes the door. Stern slowly smiles.

EXT. GHETTO GATE - DAY

Snow on the ground and more coming down. A hundred of Schindler's workers marching past the ghetto gate under armed guard, showing their identity cards with the holy Blaschien. Stern, the Nussbaums, the Dresners, and the teacher are among them. Turning onto Zablocie Street, they're halted by an SS unit standing around trucks.

EXT. ZABLOCIE STREET - DAY

Shovels scraping; D.E.F. workers clearing snow from the street.

INT. TOFFEL'S OFFICE - SS HEADQUARTERS - DAY

Herman Toffel, the SS contact of Schindler's, ~~is~~ what he actually likes, sits behind his desk.

TOFFEL

You shouldn't think of them as yours, Oskar. You need to understand that some of the officers here don't give a damn about production. To them it's a matter of national priority that ~~Jews~~ be made to shovel snow.

EXT. ZABLOCIE STREET - DAY

A dialogue between one of the guards and an SS officer is quietly heard --

GUARD

These are the ones from Schindler's
factory - essential to the war
effort. Look at them!

SS NCO

(laughing)

A one-armed Jew? Twice as useless!

Lowenstein is dragged from the line and taken to the side of a
building.

TOFFEL V.O.

It's got nothing to do with reality,
Oskar, you know it and I know it -

INT. TOFFEL'S OFFICE - SS HEADQUARTERS - DAY

TOFFEL

Jews shoveling snow - it's got a
ritual significance.

SCHINDLER

I lost a day of production.

EXT. ZABLOCIE STREET - DAY

A SHOT! And the face of the one-armed machinist falls into frame
against the snow.

SCHINDLER (V.O.)

I lost a worker. I expect to be
compensated.

TOFFEL V.O.

File a grievance with the Economic
Office, it's your right.

INT. TOFFEL'S OFFICE - SS HEADQUARTERS - DAY

SCHINDLER

Would it do any good?

TOFFEL

Of course not.

Schindler knows it's not Toffel's fault, but the whole situation
is maddening to him. He shakes his head in disgust.

TOFFEL

A big shot from the SS Budget and Construction office came to lunch here and told us that to believe the Jewish skilled worker had a place in Reich economics was a treasonable idea. I think you're going to have to put up with a lot of snow shoveling yet.

Schindler gets up, shakes Toffel's hand, turns to leave.

TOFFEL

A one-armed machinist, Oskar?

SCHINDLER

(right back)

He was a metal press operator, quite skilled.

Toffel smiles, Sure.

EXT. FOREST ROAD - DAY

To the melody of "Old Tannenbaum," Schindler's driver, axe in his hand, trails after his boss who's walking along the side of the road considering the trees lining it. The MUSIC continues over -

EXT. GHETTO GATE - DAY

A trolley, doors closed, full of Poles, rolling past the gates of the ghetto. No one waits on street corners - since it never stops - but, as it's leaving the ghetto, Pfefferberg jumps onto the rear of it. The MUSIC continues over -

EXT. FOREST ROAD - CONTINUED

Clumps of snow falling from the top of the tree Schindler has picked - a thirty-footer - as his driver hacks at its trunk. The MUSIC continues over:

EXT. PARK, CRACOW - DAY

People walking dogs. A tethered poodle watching Pfefferberg negotiating, in cash, with its owner. The MUSIC continues over -

INT. FACTORY - DAY

Schindler moving past the tree, beautifully trimmed with decorations, handing out fistfuls of cigarettes to the workers, wishing them a merry Christmas.

INT. D.E.F. FRONT OFFICE - DAY

Amid more Christmas decorations, Schindler's many secretaries open presents from him. Klonowska's at her desk, her eyes closed tight.

SCHINDLER

All right.

She opens her eyes and smiles. Schindler is holding a poodle in his arms. As she comes around to kiss him, he sets the dog on the desk, and Stern, across the room, watches blank-faced. Schindler glances over.

SCHINDLER

Aren't you going to open it?

The present that sits on the accountant's desk. Stern nods, unties the ribbon and finds inside the small box an exquisite gold pocket watch with an inscription, in German (subtitle): "For Itzhak, with gratitude, Oskar." Stern glances up. Schindler waits. Silence. Then, finally -

STERN

Thank -

GESTAPO O.S

Oskar Schindler?

Schindler, Stern, Klonowska and the others turn to the voice. Two Gestapo men have entered unannounced.

GESTAPO

We have a warrant to take your company's business records with us. And another to take you.

Schindler stares at them in disbelief. Stern quietly slips one of the ledgers on his desk into a drawer.

SCHINDLER

Am I permitted to have my secretary cancel my appointments for the day?

He doesn't wait for their approval. He scribbles down some names - Toffel, Czurda, Reeder, Scherner. Underlining Scherner, he glances to Klonowska. She understands.

INT. GESTAPO CAR - MOVING - DAY

Schindler lounges in the back seat, watching Pomorska Street and SS Headquarters coming into view.

INT. OFFICE, SS HEADQUARTERS, CRACOW - DAY

A humorless middle-level bureaucrat sits behind a desk and D.E.F.'s ledgers and cashbooks.

BUREAUCRAT

You live very well.

The man slowly shakes his head 'no' to Schindler's offer of a cigarette. Schindler tamps it against the crystal of his gold watch.

BUREAUCRAT

This standard of living comes entirely from legitimate sources, I take it?

Schindler lights the cigarette and drags on it, all but ignoring the man.

BUREAUCRAT

As an SS supplier, you have a moral obligation to desist from blackmarket dealings. You're in business to support the war effort, not fatten your -

SCHINDLER

(interrupting)

You know? When my friends ask, I'd love to be able to tell them you treated me with the utmost courtesy and respect.

The quiet matter-of-fact tone, more than the comment itself, throws the bureaucrat off his rhythm. His eyes narrow slightly as he wonders, perhaps, just who Schindler's "friends" might be. There's a long silence.

INT. HALLWAY / ROOM - SS HEADQUARTERS - DAY

The two who arrested him lead Schindler down a long hallway. They reach a door, have him step inside and close the door after him. Inside, Schindler smiles. There are thin drapes over the barred windows, toiletries laid out on the washbasin. If this is a cell, it's a cell for dignitaries.

INT. SS "CELL" - EVENING

Schindler knocks on the inside of the door. A Waffen SS man opens it. The "prisoner" peels several bills from a thick wad.

SCHINDLER

Chances of getting a bottle of vodka pretty good?

He hands the young guard five times the going price.

WAFFEN GUARD

Yes, sir.

The guard turns to leave.

SCHINDLER

Wait a minute.

He peels off several more bills and hands them over.

SCHINDLER

Pajamas.

INT. SS "CELL" - MORNING

Perched on the side of the bed in pajamas, Schindler works on a breakfast of herring and eggs, cheeses, rolls and coffee. Someone has also brought him a newspaper. There's an apologetic knock on the door before it opens.

GUARD

I'm sorry to disturb you, sir.
Whenever you're ready, you're free to
leave.

INT. FOYER, SS HEADQUARTERS - MORNING

The guard leads Schindler across the foyer. Waiting for him near the front doors of the building are the bureaucrat and the arresting officers. Reaching them -

BUREAUCRAT

I'd advise you not to get too
comfortable. Sooner or later, the
law prevails. No matter who your
friends are.

Schindler ignores him completely. The man tries to turn over the D.E.F. records, but Schindler makes no move to take them.

SCHINDLER

Do you expect me to walk home?

An awkward silence as the others look to the clerk. Eventually, to the arresting officer -

BUREAUCRAT

Bring a car around for Mr. Schindler.

EXT. D.E.F. FACTORY - DAY

A Gestapo limousine pulls in through the gates of the factory, parks near the loading docks. The driver-arresting officer waits for Schindler to climb out, but he doesn't; he waits for the officer to come around and open the door for him.

SCHINDLER

If you'd return the ledgers to my office I'd appreciate it.

There are no less than forty able-bodied Jewish laborers working on the docks, any one of which would be better suited to the task. The SS man calls to one of them.

SCHINDLER

Excuse me - hey -
(the SS man turns)
They're working.

The guy just stares. Finally he heads off with the ledgers. The poodle bounds out past him and over to Schindler. He gives the dog a pat on the head.

INT. SCHINDLER'S APARTMENT BEDROOM - EVENING

The room is mostly dark, the lamp dimmed by a woman's negligee carelessly thrown over it, clothes scattered around the room, a half empty bottle of champagne on the nightstand next to two tipped over glasses. Sounds of laughter and passion as Schindler and Klonowska are making love.

Suddenly the bedroom door flies open. It's Pfefferberg.

PFEFFERBERG

Herr Direk -

He gets halfway through the word before he realizes what he's seeing. He abruptly backs out and shuts the door. A moment of silence, before Schindler and Klonowska start laughing. Schindler sits up, slips on his robe, strides to the door and opens it, revealing a very tense Pfefferberg kneading his hat in his hands. Schindler's face falls when he hears his words:

PFEFFERBERG

They've got Stern.

Schindler rushes back into the bedroom and pulls on his clothes.

EXT. PROKOCIM DEPOT - CRACOW - LATER - NIGHT

From the locomotive, looking back, the string of slatted livestock carriages stretches into darkness. There's a lot of activity on the platform: Guards mill. Handcarts piled with luggage trundle by. People hand up children to others already in the cars and climb aboard after them. Soldiers and clerks are supervise the boarding of hundreds of Jews onto the train.

CLERKS

Your luggage will follow you. Make sure it's clearly labeled. Leave your luggage on the platform ...

Tight on pencils and pens being borrowed, changing hands, and names being carefully written on labels.

Climbing from his Mercedes, Schindler stares. He's heard of this, but actually seeing the juxtaposition - humans and cattle cars - this is something else. Recovering, he tells Klonowska to stay in the car and, moving alongside the train, calls Stern's name to the faces peering out from behind the slats and barbed wire.

AN ENORMOUS LIST OF NAMES -

- several pages-worth on a clipboard; a Gestapo clerk methodically leafing through them.

CLERK

Itzhak Stern?
(Schindler nods)
He's on the list.

SCHINDLER

He is.

The clerk shows him the list, points out the name to him.

SCHINDLER

Well, let's find him.

CLERK

He's on the list. If he were an essential worker, he would not be on the list. He's on the list. You can't have him.

SCHINDLER

I'm talking to a clerk.

Schindler pulls out a small notepad and drops his voice to a hard murmur, the growl of a reasonable man who isn't ready - yet - to bring out his heavy guns:

SCHINDLER

What's your name?

CLERK

Sir, the list is correct.

SCHINDLER

I didn't ask you about the list, I asked you your name.

CLERK

Klaus Tauber.

As Schindler writes it down, the clerk has second thoughts and calls to a superior, an SS sergeant, who comes over.

CLERK

The gentleman thinks a mistake's been made.

SCHINDLER

My plant manager is somewhere on this train. If it leaves with him on it, it'll disrupt production and the Armaments Board will want to know why.

The sergeant takes a good hard look at the clothes, at the gold Nazi party pin, at the man wearing them.

SERGEANT

(to the clerk)

Is he on the list?

CLERK

Yes, sir.

SERGEANT

(to Schindler)

The list is correct, sir. There's nothing I can do.

SCHINDLER

May as well get your name while you're here.

SERGEANT

My name? My name is Kunder.
Sergeant Kunder. What's yours?

SCHINDLER

Schindler.

The sergeant takes out a pad. Now all three of them have lists. He jots down Schindler's name. Schindler jots down his and flips the pad closed.

SCHINDLER

Sergeant, Mr. Tauber, thank you very much. I think I can guarantee you you'll both be in Southern Russia before the end of the month. Good evening.

He walks away, back toward his car. The clerk and sergeant smile. But slowly, slowly, the smiles sour at the possibility that this man calmly walking away from them could somehow arrange such a fate ...

ALL THREE OF THEM -

- Schindler, the clerk and the sergeant - stride along the side of the cars. Two of them are calling out loudly -

CLERK & SERGEANT

Stern! Itzhak Stern!

Wheels grind against track as the train begins to move. The sergeant and clerk, with some urgency, motion to other clerks and officers, who, at first puzzled, pick up the chant -

OTHER CLERKS & SS

Stern! Itzhak Stern!

Soon it seems as if everybody except Schindler is yelling out the name. The faces behind the slats of the livestock cars begin to blur as the locomotive gains speed.

SCHINDLER

There he is.

The sergeant calls to a brakeman to halt the train, but the order sinks under the noise of the train. He yells louder and motions with desperation. The trainman finally acts, running the length of the platform, blowing at a whistle. The train slows, and eventually grinds to a halt.

SERGEANT

Open it.

Guards yank at a lever, slide the gate open. Stern climbs down. The clerk draws a line through his name on the list and hands the clipboard to Schindler.

CLERK

Initial it, please.

(Schindler initials the
change)

And this ...

As Schindler signs three or four forms, the guards slide the carriage gate closed. Those left inside seem grateful for the extra space.

CLERK

It makes no difference to us, you
understand - this one, that one.
It's the inconvenience to the list.
It's the paperwork.

Schindler returns the clipboard. The sergeant motions to a corporal who motions to the engineer. As the train pulls away from the station, Stern tries to keep up with Schindler who's striding away.

STERN

I somehow left my work card at home.
I tried to tell them it was a
mistake, but they -

Schindler silences him abruptly with a look. He's livid. Stern's glance settles on his own shoes.

STERN

I'm sorry, it was stupid.

SCHINDLER

What if I got here five minutes later?

Looking away to the train disappearing into the night, Stern nods contritely.

SCHINDLER

Then where would I be?

Stern's glance back wonders whose fate Schindler was more concerned about - Stern's or his own. Schindler turns away and heads for the car.

Stern hesitates, then trails after him, passing an area where all the luggage, carefully tagged, has been left -

EXT / INT. MECHANICS GARAGE - NIGHT

Mechanics' hook-lamps throw down pools of light through which men wheel carts piled high with suitcases, briefcases, steamer trunks.

Moving along with one of the handcarts into a huge garage past racks of clothes, each item tagged, past musical instruments, furniture, paintings. Against one wall - children's toys, sorted by size.

The cart stops. A valise is handed to someone who dumps and sorts the contents on a greasy table.

The jewelry is taken to another area, to a pit, one of two deep lubrication bays filled with watches, bracelets, necklaces, candelabra, Passover platters, gold in one, silver the other, and tossed in.

At workbenches, under SS guard, Mordecai Wulkan and three other Jewish jewelers sift and sort and weigh and grade diamonds, pearls, pendants, brooches and children's rings - faltering only once, when a uniformed figure upends a box, spilling out gold teeth smeared with blood.

EXT. COUNTRYSIDE - DAY

Fractured gravestones like broken teeth jut from the earth of a neglected Jewish cemetery outside of town. Down the road that runs alongside it comes a German staff car.

INT. STAFF CAR - MOVING - DAY

In the backseat, Untersturmfuhrer Amon Goeth pulls on a flask of schnapps. His age and build are about that of Schindler's; his face open and pleasant.

Ignoring the other (lower-ranking) SS officers in the car, Goeth gazes out the window at the broken tombstones moving past like a tourist noting a place that might be nice to return to someday.

EXT. GHETTO - DAY

A bread basket laced with barbed wire to prevent hands other than its vender's, a young boy, from reaching inside. He hears a sound and glances up - the German staff car passes through the portals of the ghetto and down the trolley lines of Lwowska Street.

INT. STAFF CAR - MOVING - DAY

One of the officers, Knude, briefs the new man, Goeth, who peers out the window at the passing images of life inside the ghetto, only half-listening it seems.

KNUDE

This street divides the ghetto just about in half. On the right, Ghetto A, civil employees, industrial workers, and so on. You can round them up to keep as laborers for Plaszow. And we've set up a kindergarten for the children to keep them out of the way. On the left, Ghetto B, surplus labor, the elderly and infirm mostly - prime candidates for liquidation. That is where you'll want to start.

The weary look Goeth sends Knude tells him to refrain, if he would, from offering tactical opinions.

KNUDE

Of course, that's entirely up to you.

Goeth nods, That's right.

EXT. PLASZOW FORCED LABOR SITE - DAY

Outside Cracow, a previously abandoned limestone quarry lies nestled between two hills. The stone and brick buildings look like they've been here forever; the wooden structures, those that are up, are built of freshly-cut lumber.

There's a great deal of activity. New construction and renovation - foundations being poured, rail tracks being laid, fences and watchtowers going up, heavy segments of huts - wall panels, eaves sections - being dragged uphill by teams of bescarved women like some ancient Egyptian industry.

Goeth surveys the site from a knoll, clearly pleased with it, then turns his attention to a line of women as it is formed for his consideration.

GOETH

One of you is a very lucky girl. There's an opening for a job away from all this mess and back-breaking work. Which of you has domestic experience?

All but one of the young women raises her hand. Goeth considers the one who hasn't - Helen Hirsch. She appeals to him.

GOETH

Well, I certainly don't want someone else's maid - all those annoying habits I have to undo.

He gestures for her to step out of line, and the other women rue their misfortune.

GOETH

What's your name?

HELEN

Helen Hirsch.

He smiles pleasantly, but is then distracted by voices - a man's, a woman's - arguing. Goeth glances away down to where some barracks are being erected.

There, the woman breaks off the dialog with a disgusted wave of her hand and stalks back to a half-finished barracks. The man, one from the car, Hujar, sees Goeth, Knude and Pilarzik coming down the hill and moves to meet them.

HUJAR

She's says the foundation was poured wrong, she's got to take it down. I told her it's a barracks, not the fucking Hotel Europa, fucking Jew engineer.

Goeth watches the woman moving around the shell of the building, pointing, directing, telling the workers to take it all down. He goes to take a closer look. She comes over.

ENGINEER

The entire foundation has to be dug up and repoured. If it isn't, the thing will collapse before it's even completed.

GOETH

You are an engineer?

ENGINEER

Yes. My name is Diana Reiter. I am a graduate in Civil Engineering from the University of Milan.

GOETH

An educated Jew, like Karl Marx
himself.

Goeth considers the foundation as if he knew about such things.
He nods pensively. Then turns to Hujar.

GOETH

(calmly)

Herr Oberscharfuhrer. Shoot her.

It's hard to tell which is more stunned by the order, the woman or
Hujar. Both stare at Goeth in disbelief. He gives her the reason
along with a shrug -

GOETH

We're not going to have arguments
with these people, are we.

(to Hujar)

Shoot her, here. On my authority!

Hujar unholsters his pistol but holds it limply at his side. The
workers become aware of what's happening and still their hammers.

HUJAR

Sir ...

Goeth groans and takes the gun from him and puts it to the woman's
head. The Engineer looks into Goethe's eyes..

ENGINEER

It will take more than that.

GOETH

(calmly, to her)

I'm sure you're right.

He fires. She crumples to the ground. He returns the gun to his
stunned inferior and, gesturing down at the body, addresses the
workers:

GOETH

That's somebody who knew what they
were doing. That's somebody I needed.
(pause)

Take it down, repour it, rebuild it,
like she said.

Up on the hill, what Helen Hirsch sensed has been confirmed - that
she is the unluckiest of women in all of ~~Pracow~~ ^{Pracow}.

EXT. STABLES - DAWN

Stable boys lead two horses into the pre-dawn light. The animals'
hoofs shatter tufts of weeds like fingers of glass; fog plumes
from their nostrils.

EXT. PLASZOW - IN FRONT OF THE BARRACKS - DAWN

Smoke from cigarettes curls into the chilly pre-dawn air.

At ease with the confidence that comes in knowing they're going into battle without physical risk, that they can achieve honor without the ordeal of being shot at, the Sonderkommandos lounge against walls and lampposts and the fenders of idling trucks, chatting and smoking.

EXT. GHETTO - DAWN

An empty street. Rooftops against a lightening sky. Laundry hanging from lines like flags of a dispossessed nation. A few of the windows in the buildings are lighted, glowing amber; the majority are still dark.

INT. GHETTO APARTMENT - DAWN

Unaware of the gathering forces outside, an Orthodox rabbi (Levartov) begins the ancient tradition of wrapping t'fillen as he intones a morning prayer, which

CONTINUES OVER:

INT. SCHINDLER'S APARTMENT - DAWN

Ingrid, perched on the edge of the bed, pulls on riding boots. In the bathroom, Schindler brushes shaving soap on his face and picks up a straight razor -

INT. GOETH'S VILLA - GOETH'S BATHROOM - DAWN

The blade of a straight razor slides through lather on Goeth's cheek. He dips it in water and touches it to his skin again.

EXT. PEACE SQUARE, GHETTO - DAWN

A fourteen year old kid hurries across the square pulling on his O.D. armband. Several others of the Jewish Ghetto Police, Goldberg and Chilowicz among them, are already assembled there. The clerks, the list makers, scissor open their folding tables, more than ever before, and set out their ink pads and stamps.

INT. GHETTO APARTMENT - DAWN

Water in a pan, over heat, starting to boil. In his pajamas, Stern peers out a window, noting, but not understanding, the beginning of the activity in the square.

EXT. PLASZOW - DAWN

The camp waits for its new population. Empty huts, the wind blowing through windowless frames.

INT. GHETTO APARTMENT - DAWN

The Nussbaums sleep in their clothes-partitioned corner of a room.

INT. GHETTO APARTMENT - DAWN

The Dresners are awake but still in their nightclothes, eating a simple breakfast.

MRS. DRESNER

You look a little tired this morning,
Danka. Did you sleep well?

DANKA

I actually had a terrible dream.

EXT. PARK, CRACOW - DAWN

Maps of the city are unfurled onto the hoods of cars. Fingers trace streets as voices murmur dryly about "approaches, Ghettos A and B, escape routes, sewer mains."

EXT. STABLES - DAWN

The stable boys hoist saddles onto the horses, cinch the straps. Leaning against the hood of a Mercedes, Schindler and Ingrid, in long hacking jackets, riding breeches and boots, share cognac from his flask.

GOETH V.O.

Today is history.

EXT. PARK, CRACOW - DAWN

Untersturmfuhrer Goeth, soon to be Commandant Goeth, stands before the assembled troops with a flask of cognac in his hand. He looks out over them proudly; they're good boys, these, the best. He addresses them -

GOETH

The young will ask with wonder about
this day. Today is history and
you're a part of it.

INT. GHETTO STOREFRONT - DAWN

Warm bread is taken from an oven and placed in baskets laced with barbed wire.

GOETH V.O.

Six hundred years ago when,
elsewhere, they were footing the
blame for the Black Death -

EXT. STABLES - DAWN

Ingrid climbs onto one of the horses, Schindler onto the other. As the animals gallop away with their riders toward a wood, the stable boys wave.

GOETH V.O.

Kazimierz the Great, so called, told
the Jews they could come to Cracow.

EXT. PARK, CRACOW - DAWN

The fresh young faces of the Sonderkommandos, listening to their commander.

GOETH

They came. They trundled their
belongings into this city.

EXT. GHETTO MARKETPLACE - DAWN

Stalls are opened revealing shelves stocked sparcely.

GOETH V.O.

They settled, they took hold, they
prospered.

EXT. WOODS - DAWN

The horses panting hard. Their hoofs hammering at the ground, climbing a hill. Riding boots kicking at their flanks.

GOETH V.O.

For six centuries, there has been a
Jewish Cracow.

EXT. PARK, CRACOW - DAWN

The boots of Amon Goeth slowly pacing. He stops. Tight on his face, smiling pleasantly.

GOETH

By this evening, those six centuries
are a rumor. They never happened.

INT. GHETTO APARTMENT - DAWN

Rabbi Levartov finishes his morning prayer. Silence as he puts his things away.

INT. GHETTO APARTMENT - DAWN

Silence. Small hands knot the laces of red shoes.

GOETH V.O.

Today is history.

EXT. HILLTOP CLEARING - DAWN

The galloping horses break through to a clearing high on a hill. The riders pull in the reins and the hoofs rip at the earth.

Schindler smiles at the view, the beauty of it with the sun just coming up. From here, all of Cracow can be seen in striking relief, like a model of a town.

He can see the Vistula, the river that separates the ghetto from Kazimierz; Wawel Castle, beyond it, the center of town.

He begins to notice refinements: the walls that define the ghetto; Peace Square, the assembly of men and boys. He notices a line of trucks rolling east across the Kosciusko Bridge, another across the bridge at Podgorze, a third along Zablocie Street, all angling in on the ghetto like spokes to a hub.

EXT. GHETTO - DAWN

The wheels of the last truck clear the portals at Lwowska Street and the Sonderkommandos jump down.

INT. APARTMENT BUILDINGS - DAWN

Families are routed from their apartments. An group of SS NCOs stands by as one searches the pocket of a Jewish girl in her twenties, finding papers.

SS NCO

These papers say you are a Polish
Catholic.

GIRL

I am, Herr Oberscharfuhrer?

The NCO points to two elderly Jews, a man and a woman, each of them wearing their armbands.

SS NCO

But these are your parents, are they not?

The girl and her parents look wanly at each other.

SS NCO

Take this one now.

While one SS man drags the girl away, another pushes the parents back into line. By the far wall, the girl joins other people who have resisted. And they are simply shot down right there.

EXT. STREETS, GHETTO - DAWN

Stern is herded out of his building. People are everywhere, spilling into the street, herded into lines without regard to family considerations; some other unfathomable system is at work here, something to do with the "W's" and "Z's" and "R's" stamped across the workcards the clerks are demanding to see, forced order amidst pandemonium. A young NCO grabs Stern:

SS NCO

Your card, Jew.

Stern reaches into his pocket to retrieve it, but apparently is not fast enough. The NCO slaps him across the face.

SS NCO

I asked to see your card!

Stern pulls it out and shows it to the man.

SS NCO

(shoving him)
Get in line over here.

He takes his place in line, joining Mr. Dresner and his son. The two men silently lock eyes, unsure of their fate.

Suddenly, a young man behind Stern breaks into a run. The NCO lifts his gun and takes aim, just as --

An older man, the boy's father, knocks the NCO's arm. He shoots the older man as another SS officer shoots the fleeing young man. There's no escape. The NCO calmly replaces his gun, business finished, and yells to the line:

SS NCO

March! Let's move!

Stern marches in line with the others, beginning the journey to Plaszow. He shuts his eyes for just a moment passing a twitching man on the ground.

WOMAN

Help him! Someone, help him! He's
taken cyanide!

INT. PFEFFERBERG'S APARTMENT - DAWN

Throwing on some clothes, Pfefferberg hurries past his young wife
Mila issuing instructions -

PFEFFERBERG

Pack some things. Nothing bigger
than this -

He holds his hands apart chest-width.

PFEFFERBERG

I'll be back before you're done.

And he's out the door.

EXT. GHETTO STREET - DAWN

The Nussbaums are split up. The Dresners are separated, Mr.
Dresner and son Janek to one line, his wife and daughter Danka to
another. Mrs. Dresner squeezes her husband's hand as they're
pulled apart, tears in their eyes.

MRS. DRESNER

Juda, promise me, be safe.

A frantic woman wrestles with an NCO and breaks free, running
toward the mens' line -

FRANTIC WOMAN

Let go of me! I won't leave my
husband! Jakob! Jakob! Jakob - !

- her wails are abruptly cut short by a short burst of gunfire,
and Stern and others grimace.

EXT. HILLTOP - DAWN

From here, the action down below seems staged, unreal, the rifle
bursts no louder than caps. A man falls to the ground well before
the sound of the shot that killed him arrives.

Dismounting, Schindler moves closer to the edge of the hill,
curious. His attention is drawn to a small distant figure, all in
RED, at the rear of one of the many columns.

EXT. STREET - DAWN

Small red shoes against a forest of gleaming black boots. A Waffen SS man occasionally corrects three year old's drift, fraternally it seems, nudging her gently back in line with the barrel of his rifle. A volley of shots echoes from up the street.

EXT. STREET - DAWN

Moving with a long line toward an idling truck, Mrs. Dresner pulls her daughter into an alcove.

EXT. HILLTOP - DAWN

Schindler watches as the girl in red slowly wanders away unnoticed by the SS. Against the grays of the buildings and street she's a bright moving target.

EXT. STREET - DAWN

A truck thundering down the street obscures her for a moment. Then she's moving past a pile of bodies, old people executed in the street, and Pfefferberg prying off a manhole cover. An elderly man, being dragged to a wall for execution, sobs for a world to hear:

OLD MAN

Be a witness to my murder! Be a
witness to my murder! Be a witness
to my murder!!

INT. SEWERS - DAWN

Pfefferberg descends metal rungs into a sewer tunnel. The noise from above - the dogs and the trucks and orders shouted through megaphones - echoes weirdly off the walls.

He comes around a corner and sees light - and figures silhouetted against it - up ahead. They make it to the end of the tunnel, by the banks of the Vistula, but are gunned down by waiting troops as they emerge. Shielding his head from the stray bullets ricocheting off the walls, Pfefferberg turns back the way he came and runs.

INT/EXT. GHETTO APARTMENT - DAWN

A frightened woman ushers her elderly parents into a cavity behind a false wall. Closing herself into it, she sees Danka and Mrs. Dresner hurrying into the room and motions to the girl to get inside. Danka slides past the woman into the nook and the wall-door closes plunging it into darkness.

DANKA

Mother - ?

Her mother has been intentionally left outside. Too stunned to move at first, Mrs. Dresner recovers and raps at the wall and it opens a crack revealing the frightened woman's face.

IRRATIONAL WOMAN

There's not enough room for you.

MRS. DRESNER

What are you talking about, we tried it. There's more than enough room.

IRRATIONAL WOMAN

I changed my mind.

The wall closes up again. The bark of Dobermans and the megaphoned roaring of Oberscharfuhrers echo from up the street. Mrs. Dresner pounds at the wall and the false door opens a little again.

MRS. DRESNER

Look at the space in there. Now look at me. You're just scared -

IRRATIONAL WOMAN

I can fit the girl but not you.

Shots from up the block sweep away the last of the woman's reason and she slams the wall shut again.

DANKA O.S.

Mom? I'm coming out.

MRS. DRESNER

No, stay in there.

Mrs. Dresner hurries out of the room.

EXT. HILLTOP - DAWN

Schindler keeps watching the girl in red, so conspicuous, yet still moving past crowds, past dogs, past trucks, as though she were invisible.

EXT. STREET - DAWN

Patients in white gowns, and doctors and nurses in white, are herded out the doors of a convalescent hospital. A doctor holds his arms across the doorway to stop several patients, and yells at an NCO:

DOCTOR

These patients have tuberculosis - they can't be moved. I refuse to let them out on the street!

As the small figure in red moves past them, shots explode behind her as the NCO simply shoots the doctor in the head.

INT. GHETTO APARTMENT BUILDING - CONTINUOUS - DAWN

Mrs. Dresner hurries down the apartment stairs. As she's nearing the doorway of the building, a figure appears in it and she stops, paralyzed with fear.

It's a boy, no more than fourteen. Cap on his head, OD armband, he works for the Germans and is terrifying because of it. Time seems to stand still as he considers Mrs. Dresner, then turns and calls off loudly -

OD BOY
Obersturmfuhrer. Here.

He turns back to the sound of footsteps coming down the stairs. Mrs. Dresner turns. It's her daughter. As the girl rushes to her mother, the OD boy squints into the dim light.

OD BOY
Danka?

Danka recognizes the boy from school. He glances to Mrs. Dresner.

OD BOY
You're Danka's mother?

Mrs. Dresner nods anxiously; her life and her daughter's are in the hands of a child. Footsteps out in the street approach.

OD BOY
Hide under the stairs.

They do as they're told, and listen to the sound of the boy's steps out onto the street and -

OD BOY O.S.
I've searched the building, there's
no one here.

Peering out from the hiding place, Mrs. Dresner sees some SS men. Satisfied with the boy's report, they move on.

EXT. HILLTOP - DAWN

Short bursts of light flash throughout the ghetto like stars. Schindler, fixated still on the figure in red, loses sight of her as she turns a corner.

EXT/INT. PFEFFERBERG'S APARTMENT - DAWN

Pfefferberg hurries past the girl, into his building and up a flight of stairs to his apartment.

PFEFFERBERG

Mila?

She's not there. There are no suitcases. She's gone. He hurries back down the stairs and out onto the street just as three SS men and dogs appear around a corner down the block.

There's nowhere to hide; the second he moves he'll be seen and probably shot. Trying to think - fast - his glance shifts to the suitcases littering the street.

Flanked by Hujar and another NCO, Amon Goeth notices the man stacking suitcases against a wall up ahead. As they draw near, Pfefferberg turns to face them, clicks his heels and salutes.

PFEFFERBERG

Herr --

(unsure what to call him)
Herr Commandant, I respectfully report I've been given orders to clear all the bundles from the road so there'll be no obstructions to the thoroughfare, sir.

He clicks his heels again, salutes, remains at attention. All of which amuses Goeth, but not the dogs. They strain at their leashes, but Goeth holds them back.

GOETH

Very good saluting.

PFEFFERBERG

Thank you, sir.

GOETH

Finish and join the lines, little Polish clicking soldier.

PFEFFERBERG

Yes, sir.

Goeth and his men move on, leaving the heel-clicking Ghattomensch to finish with the bundles. Pfefferberg lets out the breath he hadn't realized he was holding.

EXT. HILLTOP - DAWN

Schindler catches sight of the girl in red again, moving past a line of men filing toward and onto trucks.

EXT. STREET - DAWN

Coming around a corner she sees ahead, in the middle of the street, a unit of Sonderkommandos, and beyond them, at the end of the block, slipping out of a line of men, her father.

Without slowing, her eyes consider the uniformed men, their backs to her, and the shake of her father's head that seems to be saying, against all his natural impulses, Don't run to me, don't call out, you'll give yourself away.

Without a knowing look back, indeed as if by instinct, she keeps moving toward her destination, veering off to it just short of the Sonderkommandos in the street - the Dresner's apartment.

INT. DRESNER APARTMENT - DAWN

She climbs the stairs. The building is empty. She steps inside an apartment and moves through it - it's been ransacked - and crawls under the bed. The gunfire outside sounds like firecrackers.

EXT. HILLTOP - NIGHT

Night. Silence. Schindler and Ingrid are gone.

EXT. GHETTO - NIGHT

Broken shop windows. Uninhabited buildings. Bundles and suitcases strewn across deserted streets like bodies.

There's no movement. No sound. Until -

Several trucks, as before, roll across the Vistula bridge. They pass through the unmanned ghetto gate and split off down different streets.

Einsatzgruppe squads (Special-Duty groups) climb down and move in packs along the streets. Elite and ferocious men, they wear long overcoats and carry rifles and machine guns.

INT. APARTMENTS - GHETTO - NIGHT

They come up staircases and in through open doors. Unshouldering their weapons, they listen to the quiet ... before shattering it with gunfire.

EXT. GHETTO STREETS - SAME TIME - NIGHT

Windows up and down the streets flash with light.

INT. APARTMENTS - NIGHT

Bullets pepper attic floors, splinter walls, tear through cupboards and pantries, searching for unseen targets, exploding from the muzzles of the Einsatzgruppen's weapons. As the last shot echoes into temporary silence, the men are already out the doors, on their way to the next building.

Just before shots ring out there, blood, here, seeps from the holes in the ceiling and the walls and the cupboard doors - and from under the bed the girl in red had hidden.

EXT. HILLTOP - NIGHT

Below, the ghetto perimeter and interior are clearly distinguishable by the dots of light flashing in the windows of the apartments. Gradually they diminish in number until the last shot is finally fired and the ghetto disappears into darkness, like a void in the city of Cracow. Outside its boundaries, lights, from lamps not guns, glimmer.

EXT. FOREST - PLASZOW - DAWN

Bloody wheelbarrows, stark against the tree line of a forest above the completed forced labor camp, PLASZOW.

INT. D.E.F. FACTORY - DAWN

Tables and tools and enamelware scrap. The metal presses and lathes, still. The firing ovens, cold. The gauges at zero.

INT. D.E.F. FACTORY - SCHINDLER'S OFFICE - DAWN

Schindler sits with Ingrid. She's sobbing.

SCHINDLER

They're men born of women. They have to write letters home - what do they put in them?

Ingrid continues to sob.

SCHINDLER

They let that child watch - the one in red. They let her be a witness. Why?

INGRID

They allow witnesses because they believe all the witnesses will die too.

Schindler's face in close up. The cogency of Ingrid's sumu up has had its impact on him. Against the wall of windows overlooking the empty factory floor, stands a figure, Schindler, in silhouette against the glass, black against white, not moving, just staring down.

FADE TO BLACK

EXT. GOETH'S BALCONY - MORNING

Goeth steps out onto the balcony in his undershirt and shorts and peers out across the labor camp, his labor camp, his kingdom. Satisfied with it, even amazed, he's reminiscent of Schindler looking down on his kingdom, his factory, as he loves to do, from his wall of glass.

Life is great. Goeth reaches for a rifle.

EXT. APPELLPLATZ (PARADE GROUND) PLASZOW - DAWN

Names on lists. Names called out. Tight on faces. Goldberg at one of several folding tables. The black marketeer-turned-ghetto-cop is now the Lord of Lists inside Plaszow. He and other listmakers call out names, accounting for the fifteen thousand who survived the liquidation of the ghetto and now stand in long straight rows.

Stern, Pfefferberg and Mila, Wulkan, Josef Bau and the Nussbaums are among them. To her husband -

MRS. NUSSBAUM

The worst is over. We're workers now.

EXT. PLASZOW - SAME TIME - MORNING

Workers loading quarry rock onto trolleys under Ukrainian guard and a low morning sun. Every so often, one glances with anticipation to the balcony of Goeth's villa - which is in fact nothing more than a two-story stone house perched on a slight rise in the dry landscape.

EXT. GOETH'S BALCONY - CONTINUED - MORNING

The butt of the rifle against his shoulder, Goeth aims down at the quarry - at this worker, at that one - indiscriminately, inscrutably. He fires a shot and a distant figure falls.

INT. GOETH'S BEDROOM - SAME TIME - MORNING

The ejected shell from Goeth's rifle lands next to the woman in bed. The shot echoes.

MAJOLA

(muttering)

Amon ... Christ ...

She buries her head under a pillow. Goeth reappears. He pads to his bathroom, goes inside and urinates.

EXT. JEWISH CEMETERY - DAY

Pickaxes pry at tombstones. Workers under SS guard unearth the burial stones and load them onto trucks. Schindler's limousine passes in the distance.

EXT. PLASZOW - DAY

Tires roll over inscriptions, names, dates and symbols as Schindler's Adler winds through the camp on a road being built entirely of broken tombstones scavenged from the Jewish cemetery. As the car passes warehouses and workshops, barracks, guard blocks and work details, some of the people from Schindler's factory can be glimpsed among the prisoners. He doesn't recognize the Dresners, the teacher, others. A man standing alone wears a sign around his neck (subtitle), "I am a potato thief." The Mercedes pulls in next to some other nice cars parked alongside Goeth's villa.

INT. GOETH'S VILLA - DAY

A table set with crystal, china, silver. Goeth and Leo John and Scherner are there, in pressed SS uniforms, and two industrialists, Bosch and Madritsch. One chair is empty.

LEO JOHN

Your Jewish labor will be transferred behind the wire of Commandant Amon Goeth's camp - and a gold mine it will be. In that ghetto are jewelers, upholsterers, tailors. There are skilled workers from the factories of Julius Madritch and Oskar Schindler. The SS themselves will run industries inside of Plaszow - a warehouse for recycling Stained Wehrmacht uniforms from the Russian front, a warehouse for recycling Jewish clothing from the ghettos for the use of bombed out families at home. There will be a metal plant, and a brush factory. Cement floors will be poured to accommodate heavy machinery. Your machinery will be moved and installed by the SS at no cost to you. You'll pay no rent, no maintenance -

John glances off, interrupted by Schindler's arrival. Although he's never been here, the industrialist comes in like he owns the place. All but Goeth rise.

SCHINDLER

No, no, come on, sit.

He works his way around the table, patting Bosch and Madritsch and Scherner on the back - he knows them - shaking John's hand, who he doesn't know. He reaches Goeth.

SCHINDLER

How're you doing?

Goeth takes a good long look at the handsomely dressed entrepreneur and allows him to shake his hand.

GOETH

We started without you.

SCHINDLER

Good.

Schindler takes a seat, shakes a napkin onto his lap, nods to a servant holding out a bottle of champagne to him.

SCHINDLER

Please.

Goeth watches him. The others watch Goeth. Scherner smiles to himself, entertained, as always, by his friend Schindler.

SCHINDLER

I miss anything important?

LEO JOHN

(pause)

I was explaining to Mr. Bosch and Mr. Madritsch some of the benefits of moving their factories into Plaszow.

SCHINDLER

Oh, good, yeah.

Schindler clearly doesn't care, but nods as though he did. He drinks. Goeth just watches him with what seems to be growing amusement. He nods to John to continue.

LEO JOHN

Since your labor is housed on-site, it's available to you at all times. You can work them all night if you want. Your factory policies? - whatever they've been in the past - they'll continue to be, they'll be respected -

Schindler laughs out loud, cutting John off, and starts in on the plate of food that's set down in front of him. John glances over to Goeth nonplussed. To Schindler -

GOETH

You know, Julius told me you were going to be trouble.

Schindler glances to Julius Scherner knowing perfectly well it was a compliment.

SCHINDLER

You're kidding.

Goeth slowly shakes his head no ... then smiles.

GOETH

He looks great, though, doesn't he?
I have to know - where do you get a
suit like that? What is that, silk?
(Schindler nods)
Very nice.

SCHINDLER

I'd say I'd get you one but the man
who made it's probably dead, I don't
know.

He shrugs like, Those are the breaks, too bad. Goeth just smiles.
The others watch them, unsure how they're supposed to react.

GOETH V.O.

Something wonderful's happened, do
you know what it is?

INT. GOETH'S STUDY - LATER - DAY

The others have gone. It's just Goeth and Schindler now. Goeth
pours glasses of cognac.

GOETH

- Without planning it, we've reached
that happy point in our careers where
duty and financial opportunity meet.

Schindler nods pensively, perhaps in agreement, perhaps at some
other thought. There's a silence, broken finally by -

SCHINDLER

I go to work the other day, there's
nobody there. Nobody tells me about
this, I have to find out, I have to
go in, everybody's gone -

GOETH

They're not gone, they're here.

SCHINDLER

They're mine.

His roar echoes into silence. An acquiescent shrug from Goeth
finally, and a nod; Schindler's right.

SCHINDLER

Every day that goes by, I'm losing money. Every worker that is shot, costs me money - I have to get somebody else, I have to train them -

GOETH

We're going to be making so much money, none of this is going to matter -

SCHINDLER

(cutting him off)

It's bad business.

They study each other, trying to determine perhaps who's more powerful. Eventually, Goeth shrugs.

GOETH

Some of the boys went crazy, what're you going to do? You're right, it's bad business, but it's over with, it's done.

(pause)

Occasionally, sure, okay, you have to make an example. But that's good business.

He glances off to his maid coming in quietly with a tray of sweets. There's a bruise on her face. She sets the tray down carefully, trying to avoid clatter, and looks to Goeth for further instructions.

GOETH

Thank you, Helen.

He smiles pleasantly, watches after her as she leaves, genuinely fond of her it seems. Glancing back to his guest -

GOETH

Scherner told me something else about you.

SCHINDLER

Yeah, what's that?

GOETH

That you know the meaning of the word gratitude. That it's not some vague thing with you like it is to others.

Schindler nods, That's true. Goeth tries to put it in perspective:

GOETH

You want to stay where you are. You got things going on the side, things are good, you don't want anybody telling you what to do - I can understand all that.

(pause)

What you want is your own sub-camp.

Schindler admits it by not disagreeing. Goeth thinks about it, nods to himself again, then frowns.

GOETH

Do you have any idea what's involved? The paperwork alone? Forget you got to build it all, getting the fucking permits, that's enough to drive you crazy. Then the engineers show up. They stand around and they argue about drainage - I'm telling you, you'll want to shoot somebody, I've been through it, I know.

SCHINDLER

Well, you've been through it. You know. You could make things easier for me.

Goeth mulls it over, his shrug saying "maybe, maybe not." A silence before -

SCHINDLER

I'd be grateful.

There's the word Goeth was waiting to hear.

EXT. D.E.F. - DAY

Schindler's workers pass through the gates of D.E.F. The place - completed now - looks like a fortress: barbed-wire, towers, and dogs. Flanked by armed SS guards, Schindler watches impassively as the workers - the Dresners, Wulkans and Nussbaums among them - pass through the factory gates. But as the last of them straggles in, and Stern is not among them, Schindler's stoicism is betrayed by concern.

INT. CORRIDOR AND OFFICES, PLASZOW - DAY

Stern follows after his new boss, Goeth. Carrying files and ledgers, Goeth shows the accountant into a small office across from which Goldberg sits working at a desk.

GOETH

Goldberg and Chilowicz make sure I see my cut from the factory owners in this camp - leaving you to take care of my main account - the Schindler Account.

The Commandant sets the files down on Stern's new desk.

GOETH

He wants his independence, I gave it to him. But independence costs money. Lots of money. Twenty percent. Do you understand?

He waits for a nod from Stern. When he finally gets one, slight as it is, he turns to leave, hesitating at the door to add -

GOETH

Don't forget who you're working for now.

INT. GOETH'S VILLA - LATER - NIGHT

The Rosner brothers in evening clothes, Leo on accordion, Henry on violin, playing a Strauss melody, trying to keep it muted, inoffensive. Few of guests pay attention, which is fine with them.

Helen the maid moves around the important end of the table carefully setting down appetizers of herring in sauce. There's a fresh bruise on her face.

GOETH

Ladies and gentlemen, may I introduce Helen. After three months with me I'm proud to say she's now doing well in cuisine and deportment.

Goeth's girl tonight, a Polish prostitute, eighteen, nineteen, deadpans as she dips a fork into the herring -

GOETH'S GIRL

I can see she's had a collision with the kitchen furniture.

The others at the table - Czurda and Leo John and their girlfriends - smile. Schindler doesn't, but also doesn't protest. Czurda's girl places a hand on his sleeve.

CZURDA'S GIRL

You're not a soldier?

SCHINDLER

No, dear.

CZURDA

There's a picture. Private Schindler? Blanket around his shoulders over in Kharkov?

Everyone laughs.

GOETH

It's happened before - to Toebbens. Almost. Himmler goes up to Warsaw, tells the armaments men, "Get the fucking Jews out of Toebbens' factory and put him in the Army," and - "and sent him to the Front." I mean, the Front!

Everybody laughs.

GOETH

It's true. Never happen in Cracow, though, we all love you too much.

SCHINDLER

I pay you too much.

Another round of laughs, only this time it's forced. Everybody knows it's true, but you don't say it out loud, and Schindler knows better. Goeth gives him a look; they'll talk later.

EXT. GOETH'S VILLA - LATER - NIGHT

Goeth finds Schindler alone outside smoking a cigarette. Schindler acknowledges him, but that's about it. Finally -

SCHINDLER

I carry non-existent workers on my books, and you pocket the wages. You send no bread to my factory - I feed my prisoners from the black market, and then you sell on the black market the rations intended for them. And now you hold back Stern? You hold back the one man who is essential to my business.

GOETH

If he's essential to your business, he's essential to mine. He works for me now.

SCHINDLER

What do you want for him, I'll give it to you.

GOETH

I want him.

SCHINDLER

(pause)
Tell me what you want.

GOETH

I just did.

SCHINDLER

I'm serious.

GOETH

I'm serious. He's my Jew now.

Silence. Then, turning back -

GOETH

Come on, let's go inside, let's have a good time.

Goeth goes back inside. Schindler stays outside finishing his cigarette.

EXT. PLASZOW MAIN GATE - LATER - NIGHT

At a folding table outside of the main gate two night sentries are playing cards. A figure appears out of the darkness. Schindler. He sets a fifth of vodka down on the table.

EXT. PLASZOW MAIN GATE - LATER - NIGHT

Stern has been summoned from his barracks. He scratches his head as he passes the guards.

SCHINDLER

What are you doing?

STERN

Scratching my head? It makes them think we have lice. Helps make them keep their distance.

SCHINDLER

You're kidding.

As he speaks in hushed tones, Schindler tries to write down on a little notepad what he says -

STERN

There's a calendar on my desk. It's got the birthdays of our SS friends' wives and children. Don't forget to send something. It's important.

(MORE)

STERN (cont'd)

(Schindler nods; easy
enough)

Record payoffs to the Main Administration and Economic Office, the Armaments Board, the Governor General's Division of the Interior and Chief of Police as "fees", and make them on the first of each month - as opposed to individual payoffs to our SS contacts, which you handle as cash contributions to legitimate charities. Dealings with our black market contacts - listed as "suppliers" in the legitimate ledger - are a bit more complicated -

SCHINDLER

Forget it.

STERN

You can't forget it.

SCHINDLER

It gives me a headache.

The sentries over at the table, drinking Schindler's vodka, glance over. Schindler groans and puts his pad away. From the hill, the villa, the Rosners' music, faint, can be heard.

SCHINDLER

(pause)

I couldn't get you out of here, Stern. God knows I tried.

STERN

I'll be all right.

Stern shrugs, You did what you could. They stand around a moment more before Schindler nods and turns to leave, to return to the party.

STERN

Herr Direktor.

(Schindler glances back)

Don't let the things fall apart. I worked too hard.

(Schindler forces a smile)

Good luck.

Stern turns to go back into his barracks, scratching again as he passes the guards. Schindler watches after him and can't help cracking a smile, then leaves.

INT. GOETH'S STUDY - LATER

Helen takes Goeth gently by the hand. Eyes closed, enjoying the sensation, Goeth can't see the absolute terror in the girl's face as she pushes back with trembling hands the cuticle of his thumb and snips at the dead skin with little scissors. Nearby, the dogs languish on a Persian carpet.

HELEN

(carefully)

You have very nice fingers. Long,
like a pianist.

Goeth's eyes slit to consider her and the comment itself, trying to decide, no doubt, whether it's punishable for being too much. Helen tries not to look at the service revolver resting in his other hand on the Louis the Fourteenth end table. The eyes slowly close again.

INT/EXT. METALWORKS - PLASZOW - DAY

Goeth moves through the crowded metalworks like a good-natured foreman, nodding to this worker, wishing that one a good morning. He seems satisfied, even pleased, with the level of production. Goldberg moves alongside him with a list on a clipboard. They reach a particular bench, a particular worker, and Goeth smiles pleasantly.

GOETH

What are you making?

Not daring to look up, all the worker sees of Goeth is the starched cuff of his shirt and his long, fine fingers.

LEVARTOV

Hinges, sir.

The rabbi-turned-metalworker gestures with his head to some hinges on the floor. Goeth nods. And in a tone more like a friend than anything else -

GOETH

I've got some workers coming in
tomorrow ... Where the hell they from
again?

GOLDBERG

Yugoslavia.

GOETH

Yugoslavia. I've got to make room.

He shrugs apologetically and pulls out a pocket watch.

GOETH

Make me a hinge.

As Goeth times him, Rabbi Levartov works at making a hinge as though his life depended on it - which it does - cutting the pieces, wrenching them together, smoothing the edges, all the while keeping count in his head of the seconds ticking away. He finishes and lets it fall onto the others. Forty seconds.

GOETH

Another.

Again the rabbi works feverishly - cutting, crimping, sanding, hearing the seconds ticking in his head - and finishing in thirty-five. Goeth nods, impressed.

GOETH

That's very good. What I don't understand, though, is - you've been working since what, about six this morning? Yet such a small pile of hinges?

He understands perfectly. So does Levartov; he has just crafted his own death in exactly 75 seconds. No one looks up from their work as Goeth leads the rabbi past their benches and out the door. He stands Levartov against a low wall, and adjusts his shoulders. Behind the condemned man, workers pushing stone trolleys veer to the edges of the angle of probable trajectory of stray bullets before Goeth pulls out his pistol. He sets the barrel against the rabbi's head and pulls the trigger - click.

GOETH

(mumble)

Christ -

Annoyed, Goeth extracts the bullet-magazine, slaps it back in and aims at the ground. Click. Groaning to himself, he pulls out another gun, puts its barrel against Levartov's head. He pulls the trigger and the rabbi's head sways as if it could absorb the impact of the bullet like a punch. But again there's only a click.

GOETH

God damn it -

LEVARTOV

Herr Commandant, I beg to report that my heap of hinges was so unsatisfactory because the machines were being recalibrated this morning - I was put on to shovelling coal.

He slams the weapon across Levartov's face and the rabbi slumps dazed to the ground. Looking up into Goeth's face, he knows it's not over. As Goeth walks away with his faulty guns -

EXT. PLASZOW - DAY

A gold lighter in Schindler's hand flames a cigarette.

SCHINDLER

The guy can turn out a hinge in less than a minute? Why the long story?

He hands the gold lighter to Stern and walks away toward a D.E.F. truck being loaded with supplies.

INT. ADMINISTRATION OFFICE, PLASZOW - DAY

Goldberg lights a cigarette with the same gold lighter, sets it on the clutter of personnel lists, transport lists, work and train schedules, and types on a transfer form the letters "D.E.F."

INT. D.E.F. FACTORY - DAY

Rabbi Levartov, brought over to Emalia, works at a table with several others crimping metal. As Schindler strolls by, he dares to speak -

LEVARTOV

Thank you, sir.

Schindler has to think a moment before he can figure out who the grateful man is.

SCHINDLER

Oh, yeah. You're welcome.

EXT. PLASZOW - DAY

A dead chicken dangling from Hujar's hand, evidence of some kind. Goeth slowly pacing before a work detail of twenty or so men standing still, silent, in a row.

GOETH

Nobody knows who stole the chicken.
A man walks around with a chicken,
nobody notices this.

No one confesses. Goeth nods, All right, takes a rifle from a guard and shoots one of the workers at random. With this added incentive, he waits for someone to tell him who stole the chicken. No one does.

GOETH

Still nobody knows.

He shrugs, Okay, points the rifle at another worker - and a boy of fourteen - the one who hid Danko and Mrs. Dresner during the Ghetto Aktion - shuddering and weeping, steps out of line.

GOETH

There we go.

Goeth goes over to the boy, and, like a distant relative to a small child, tries to get him to look at his face.

GOETH

It was you? You committed this crime?

BOY

No, sir.

GOETH

You know who, though.

The boy nods, weeps, screams -

BOY

Him!

He's pointing at the dead man. And Goeth astonishes the entire assembly of workers and guards by believing the boy. He returns the rifle to the guard and walks away. Hujar stares after him, then knowingly at the boy.

EXT. ADMINISTRATION BUILDING - PLASZOW - DAY

Stern on Schindler's heels who's moving briskly toward his car like he's late for a meeting somewhere.

SCHINDLER

Yeah, sure, bring him over.

INT. D.E.F. - DAY

Schindler comes down the stairs with Klonowska. As they're crossing through the factory -

BOY

Thank you, sir.

SCHINDLER

(distracted)
You're welcome.

INT. MECHANICS' GARAGE - PLASZOW - DAY

A mechanic leaning over the hood of Goeth's car accidentally knocks a wrench off the radiator into the fan, and there's an awful clatter before the engine dies. Pfefferberg, working on a truck engine, glances over to the expression of pure terror on the other mechanic's face.

EXT. GOETH'S VILLA - DAY

Goeth's houseboy Lisiek, and another servant hoist a heavy, elaborately tooled saddle from Schindler's trunk - a gift for Goeth - Schindler sees Stern coming toward him and glances skyward long-sufferingly.

INT. D.E.F. - DAY

The mechanic, making adjustments to a metal press, glances up as Schindler moves past toward the office stairs.

MECHANIC

Thank -

SCHINDLER

Yeah, yeah, yeah.

EXT. D.E.F. FACTORY - DAY

Across the street stands a nervous young woman in a faded dress. She seems to be trying to summon the courage to cross over and onto the factory grounds.

INT. D.E.F. FACTORY - DAY

Just inside the factory, she waits as a guard telephones Schindler's office. She can see the wall of windows from where she's standing, and Schindler himself as he appears at it, phone to his ear. He glances down disapprovingly and the guard hangs up.

GUARD

He won't see you.

INT. APARTMENT - CRACOW - DAY

The woman alone in a dismal room pulling on nylon stockings. At a mirror, she applies make-up. She slips into a provocative dress. Puts on heels. A Parisian hat. And looks in the mirror.

INT. D.E.F. - DAY

Schindler waits for her on the landing of the stairs. He ~~can't~~ can't recognize her, but smiles to counter the unfortunate possibility she's some old girlfriend he's forgotten. Reaching him, she offers her hand.

SCHINDLER

Miss Krause.

MISS KRAUSE

How do you do?

He can tell now she doesn't know him. He seems relieved. He leads her past Klonowska's desk and into his office.

INT. SCHINDLER'S OFFICE - DAY

He arranges a chair for her, goes to his liquor cabinet.

SCHINDLER

Pernod? Cognac?

MISS KRAUSE

No, thank you.

He pours himself a drink, warms it in his hands, smiles, clearly taken with her.

SCHINDLER

So. What can I do for you?

The grace with which she's carried herself up to this point seems to evaporate as she struggles to find the words she wants.

MISS KRAUSE

They say that no one dies here. They say your factory is a haven. They say you are good.

Schindler's face changes like a wall going up, a mask of indifference like in the portrait of Adolf Hitler on the wall behind him.

SCHINDLER

Who says that?

MISS KRAUSE

Everyone.

Schindler glances away from her. He seems weary suddenly, depressed.

MISS KRAUSE

My name is Regina Perlman, not Elsa Krause. I've been living in Cracow on false papers since the ghetto massacre.

(pause)

My parents are in Plaszow. They're old. They're killing old people in Plaszow now. They bury them up in the forest.

(pause)

Look, I don't have any money. I borrowed these clothes. I'm begging you, please bring them here.

Schindler glances back at her, his face hard, cold, and studies her for a long, long moment before -

SCHINDLER

I don't do that. You've been misled. I ask one thing: whether or not a worker has certain skills. That's what I ask and that's what I care about.

MISS KRAUSE

My father's an importer, not a metal worker. He paid fifty thousand zloty to get false papers for me - it was all the money he had left in the world.

SCHINDLER

I don't want to hear - such activities are illegal. You won't entrap me, Miss Krause.

She stares at him, frightened, bewildered, feeling tears well up.

SCHINDLER

Cry and I'll have you arrested, I swear to God.

She hurries out.

INT. ADMINISTRATION BUILDING - PLASZOW - DAY

Schindler barges into Stern's office. In a foul and aggressive mood, he dispenses with pleasantries in order to admonish the accountant -

SCHINDLER

People die, it's a fact of life.

Stern has hardly had time to look up from the work on his desk as Schindler launches into -

SCHINDLER

He wants to kill everybody? Great, what am I supposed to do about it? Bring everybody over? Is that what you think? Yeah, send them over to Schindler, send them all. His place is a "haven," didn't you know? It's not a factory, it's not an enterprise of any kind, it's a haven for rabbis and orphans and people with no skills whatsoever.

Stern's look is all innocence, but Schindler knows better.

SCHINDLER

You think I don't know what you're doing? You're so quiet all the time? I know. I know.

STERN

(with concern)

Are you losing money?

SCHINDLER

No, I'm not losing money, that's not the point.

STERN

What other point is -

SCHINDLER

(interrupts; yells)

It's dangerous. It's dangerous,
to me.

Silence. Schindler tries to settle down. Pulls a chair over. Sits in it.

SCHINDLER

You have to understand, Goeth's under enormous pressure. You have to think of it in his situation. He's got this whole place to run, he's responsible for everything that goes on here, all these people - he's got a lot of things to worry about. And he's got the war. Which brings out the worst in people. Never the good, always the bad. Always the bad. But in normal circumstances, he wouldn't be like this. He'd be all right. There'd be just the good aspects of him. Which is a wonderful crook. A man who loves good food, good wine, the ladies, making money -

STERN

- killing. The other day, somebody escaped. He lined up everyone from the missing man's barracks and shot every other one point blank in the head with a pistol. He's a murderer.

SCHINDLER

It's a weakness. I don't think he enjoys it.

(pause)

All right, he does enjoy it, so what? What do you expect me to do about it?

STERN

Make him stop. One life at a time.

Schindler sighs either at the predicament itself, or at the fact that he's allowed Stern to place him right in the middle of it. He gets up to leave, hesitates. Conducts a mental search for a name and eventually comes up with it:

SCHINDLER

Perlman -

FLASHCUT to roll call on the crowded Appellplatz -

GOLDBERG

Perlman -

Back to Schindler in Stern's office -

SCHINDLER

Husband and wife -

FLASHCUTS to an elderly man and woman pulled from lines -

GOLDBERG

Jakob and Chana -

Back to Schindler, unstrapping his watch -

SCHINDLER

Have Goldberg bring them over.

FLASHCUT to the watch on Goldberg's wrist as he checks off the names Jakob and Chana Perlman from his lists.

GOLDBERG

On the truck.

And back to Stern's office as the substantial figure of the industrialist disappears out the door.

FLASHCUT to Regina Perlman watching from the street. She sees her parents among Schindler's workers on a truck passing through the gates of D.E.F. She lays her head back against the cold bricks and breaths in triumph.

EXT. GOETH'S VILLA - NIGHT

Laughter and music can be heard all the way to the camp, as the shadows of beautiful women dancing with SS men play across the windows of the villa.

INT. GOETH'S VILLA - NIGHT

Goeth is already drunk as Schindler pours him another and grabs two more beautiful wallflowers to dance with the Commandant in the middle of the crowd - bringing the total number of women surrounding Goeth to six. It's quite a party.

SCHINDLER

More wine!

Schindler exits in search of more liquor.

INT. GOETH'S VILLA - BASEMENT

Helen and Lisiek are searching the supply area together for something to clean Goeth's tub. Helen finds a large bristle brush.

HELEN

I'm sure this would be better than those rags, Lisiek. Why don't you --

As she speaks, Schindler barrels down the stairs, startling the pair. Her entire demeanor changes - she stiffens.

HELEN

Herr Direktor, I was just helping Lisiek find something to clean the stains from Herr Commandant's bathtub -- why don't you try using this brush Lisiek?

She hands him the brush, and he grabs chance to leave.

LISIEK

Pardon me, Herr Direktor.

He bows his head to Schindler and runs upstairs. Schindler watches their rigid theatrics, a little bewildered.

SCHINDLER

Helen, you don't have to report to me. Don't you know who I am? I'm Schindler.

HELEN

Of course I've heard...and you've been here before.

Schindler reaches into his pocket and hands her a candy bar.

SCHINDLER

Here. Keep this somewhere.

HELEN

I get extra food here.

SCHINDLER

If you don't want to eat it, trade it, or give it to Lisiek. Or why not build yourself up.

She's shocked by his kindness. He puts his arm around her and kisses her on the cheek. Her body tenses.

SCHINDLER

(comforting her)
It's not that kind of kiss.

Helen begins weeping. Schindler kisses her again, hard in the middle of the forehead. She notices that Schindler is weeping too.

HELEN

Herr Schindler, he likes to beat me in front of those women. On my first day here, he beat me because I threw out the bones from dinner. He came down to the basement at midnight and asked me where they were - for his dogs, you understand. That was the first beating. I said to him...I don't know why I said it, I'd never say it now..."Why are you beating me?", he said, "The reason I'm beating you now is because you asked me why I'm beating you."

She shakes her head and shrugs, as if reproving herself for talking so much. Schindler bends his head to her, confidently.

SCHINDLER

Your circumstances are appalling, Helen.

HELEN

It doesn't matter. I've accepted it.

SCHINDLER

Accepted it?

HELEN

One day he'll shoot me. For God's sake, Herr Direktor, I see things. We were up on the roof on Monday, Lisiek and I. And we saw the Herr Commandant come out of the front door and down the steps by the patio, right below us. Right there, on the steps, he drew his gun and shot a woman who was passing. A woman carrying a bundle. Through the throat. Just a woman on her way somewhere. You know. She didn't seem fatter or thinner or slower or faster than anyone else. I couldn't guess what she'd done. The more you see of Herr Commandant, the more you understand that there are no set rules you can keep to. You can't say to yourself, "If I follow these rules, I'll be safe."

He takes her hand.

SCHINDLER

Listen to me, dear Helen. In spite of all that, it's better than Auschwitz. If you can keep your health -

HELEN

I thought that would be easy to do, working in the kitchen. When I was assigned here, the other girls were jealous, but now --

(she smiles pitifully)

SCHINDLER

He won't kill you, because he enjoys you too much. He enjoys you so much he won't even let you wear the Star. He doesn't want anyone to know it's a Jew he's enjoying. He shot the woman from the steps because she meant nothing to him. She was one of a series, neither offending or pleasing him. But you.... It's not decent, Helen. But it's life.

She tries to let that sink in.

SCHINDLER

You have to be strong. I'll try to find a way out for you.

HELEN

Out?

SCHINDLER

To my factory. Sure you've heard of my enamelware factory?

HELEN

Of course, Schindler's Emalia. They say --

He puts a finger to her lips.

SCHINDLER

Shhh. Just keep your health.

HELEN

All right.

He holds her, for a moment two people in a world devoid of humanity. He turns and grabs a bottle of wine from the wall. Checks the label.

SCHINDLER

Well, this is what I came for.

HELEN

He'd be angry that I'm not doing that. Please, let me take it. I'll come up in a minute.

(she wipes away a tear)

Thank you, Herr Schindler.

He hands her the bottle and smiles, then heads upstairs.

EXT. BALCONY - GOETH'S VILLA - NIGHT

Distant music, Brahms' lullaby, from the Rosner Brothers way down by the women's barracks calming the inhabitants. Schindler strolls onto the balcony to join Goeth. Goeth is so drunk he can barely stand up as he surveys his dark kingdom. Helen brings them fresh drinks on a tray.

SCHINDLER

Why do they fear us? Because we have the power to kill?

GOETH

(pause)

What?

Schindler watches after Helen as she disappears inside.

SCHINDLER

They fear us because we have the power to kill arbitrarily. A man commits a crime, he should know better. We have him killed and we feel pretty good about it. Or, we kill him ourselves and we feel even better. That's not power, though, that's justice. That's different than power. Power is when we have every justification to kill...and we don't.

GOETH

You think that's power.

SCHINDLER

That's what the emperors had. A man stole something, he's brought in before the emperor, he throws himself down on the floor, he begs for mercy, he knows he's going to die...and the emperor pardons him. This worthless man. He lets him go.

GOETH

(broadly mocking)

I pardon you!

SCHINDLER

Yes! That's power. That's... power.

It seems almost as though this temptation toward restraint, this image Schindler has brush-stroked of ~~the~~ merciful emperor, holds some appeal to Goeth. Perhaps, as he stares out over his camp, he imagines himself in the role, wondering what the power Schindler describes might feel like.

Eventually, he glances over drunkenly, and almost smiles.

SCHINDLER

Amon the Good.

EXT. STABLES - PLASZOW - MORNING

Lisiek works to ready Goeth's white horse, anxious to finish before the Commandant arrives.

INT. GOETH'S VILLA - MORNING

Goeth comes down the stairs in jodhpurs and riding boots. He pauses at a small table at the foot of stairs. He considers a stain in the wood left by a wet glass, wipes it with a manicured finger and glances to - Helen dusting in the parlor. She glances over. Sees Goeth staring at her accusingly, raging inside, grip tightening on his riding crop.

The hand comes up and she flinches even though he's twenty feet away. But the crop doesn't slap against his leg ordering her impatiently to come forward to receive punishment; it rolls instead in a gesture for her to keep working. Mystified by his leniency, suspicious of it, she watches through the corner of her eye as he heads out the door.

EXT. PLASZOW - MORNING

Striding toward the stables, Goeth notices in the distance a woman prisoner being dragged by the hair from the furworks by a Ukrainian guard. He throws her to the ground and raises his truncheon, sees the Commandant and calls across to him -

UKRAINIAN

She was smoking on the job.

Without slowing his brisk pace, Goeth nods to himself, deliberating over the sentence for such a serious crime. Death perhaps. No. He calls back -

GOETH

Tell her not to do it again.

The guard stares back stunned. So does the woman on the ground.

INT. STABLES - MORNING

Lisiek sticks a bridle in the horse's mouth, throws a riding blanket onto its back. As he's dragging over the saddle Schindler bought the Commandant, Goeth arrives. The boy tries to hide his panic; he knows others have been shot for less.

LISIEK

I'm sorry, sir, I'm almost done.

GOETH

Oh, that's all right.

As Goeth waits, patiently it seems, humming the theme from Madam Butterfly to himself, the boy tries to mask his confusion.

EXT. PLASZOW - DAY

Goeth gallops around his great domain holding himself high in the saddle. But everywhere he looks, it seems, he's confronted with stoop-shouldered sloth. A worker taking a rest. Another drinking water. Goeth forces himself to smile benevolently.

INT. GOETH'S VILLA - DAY

Goeth comes into his bedroom sweating from his ride. Lisiek appears in the bathroom doorway with a pail and a brush. More to the floor -

LISIEK

I have to report, sir, I've been unable to remove the stains from your bathtub.

Goeth steps past him to take a look. Lisiek is almost shaking, he's so terrified of the violent reprisal he expects to receive.

GOETH

What are you using, Lisiek?

LISIEK

Soap, Commandant.

GOETH

(incredulous)
Soap? Not lye?

Lisiek hasn't a defense for himself. Goeth's hand drifts down as if by instinct to the gun in his holster. He stares at the boy. He so wants to shoot him he can hardly stand it, right here, right in the bathroom, put some more stains on the porcelain. He takes a deep breath to calm himself. Then gestures grandly.

GOETH

Go ahead, go on, leave. I pardon you.

Lisiek hurries out. Goeth just stands there for several moments - trying to feel the power of emperors Schindler described. But he doesn't feel it. All he feels is stupid.

EXT. GOETH'S VILLA - MOMENTS LATER - DAY

Lisiek hurries across the dying lawn outside the villa. He dares a glance back, and at that moment, a hand with a gun appears out the bathroom window and fires.

INT. STERN'S OFFICE, PLASZOW - DAY

Stern glances up from paperwork to a sound - footsteps - of SS auditors filing into his and Goldberg's offices.

Auditors? GOETH V.O

EXT. GOETH'S BALCONY - DAY

A workman patches bullet holes in the walls of the balcony while Stern reports the arrival of the auditors to his sunbathing boss.

GOETH
What do they want?

STERN
Maybe it's routine, maybe not, but they're in there now reviewing our books.

GOETH
Reviewing our books?

STERN
Yes, sir.

GOETH
What are you, my business partner?

STERN
(pause)
Your books.

GOETH
You're my accountant.

STERN
Your books.

The look Goeth gives Stern says, Make that mistake again and you're dead. Dogs Ralf and Rolf relax nearby, eyeing Stern.

GOETH
As my accountant, tell me - should I be alarmed that auditors are in there now reviewing my books? Or have you done your job properly?

STERN
(pause)
You needn't be alarmed.

GOETH
Then what, in the hell, Stern, are you doing on my balcony?

INT. PLASZOW KITCHEN - DAY

Bloody sides of beef lining either side of an ice room.

A prisoner comes in, buries a hook into one of the long carcasses and manages it onto his back. He lumbers out with it, comes through the industrial kitchen and unshoulders it onto a block.

As one of the camp-cooks cleaves at the meat, the prisoner returns with his hook to get another. Coming into the ice room again, he stares. One entire wall is bare. He comes back out. Moves to the back door. Sees a line of prisoners, under Chilowicz's supervision, carrying twenty sides of beef, like ants, to a waiting truck.

EXT. CRACOW - DAY

A side of beef and several boxes of vegetables are carried into the back door of a restaurant. The owner of the place pays Chilowicz in cash and steps away from the truck filled with food and furs and peat and paint and bolts of cloth.

STERN V.O.

If he didn't steal so much I could
hide it -

INT. PLASZOW KITCHEN - DAY

Cabbages, onions and meat tear under the knives of the prisoner-cooks.

INT. RESTAURANT KITCHEN, CRACOW - DAY

A solitary chef in starched white clothes and hat dices the tomatoes, carrots, scallions, mushrooms and meat purloined from Plaszow and purchased from Chilowicz, arranging it all in neat piles.

STERN V.O.

- If he'd steal with some
discretion -

INT. PLASZOW KITCHEN - DAY

The Plaszow cooks upend pots of chopped cabbage and onion and meat into deep vats. It all falls far to reach the bottom.

INT. RESTAURANT KITCHEN - DAY

The lone restaurant chef rakes his cornucopia of ingredients into a pot on a stove, holding back some to avoid its spilling over.

STERN V.O.

No, he steals with complete impunity.

INT. PLASZOW KITCHEN - DAY

The Plaszow cooks pour buckets of water into the vats.

SCHINDLER V.O.

So good, you'll be rid of him.

STERN (V.O.)

If Plaszow is closed, its the end of
Emalia, too.

INT. RESTAURANT KITCHEN - DAY

The restaurant cook checks the level of water in a measuring cup,
dumps a little back into the sink and carefully adds the rest to
the pot.

STERN V.O.

You're a subsidiary of Plaszow.
They'll close you both down because
of him and send us somewhere else.

EXT. ROCK QUARRY, PLASZOW - DAY

Tepid watery soup spills into the bowls of the Plaszow quarry
workers as they file past the prisoner-servers.

SCHINDLER V.O.

I'll talk to somebody. I'll take
care if it.

INT. NIGHTCLUB, CRACOW - NIGHT

A waiter comes through the swinging kitchen door with a steaming
tureen of soup -

SCHINDLER

What's he done that's so bad - take
money? That's a crime all of a
sudden?

- and begins ladling rich thick soup into bowls in front of
Schindler and Senior SS Officers Toffel and Scherner.

SCHINDLER

Come on, what are we here for, to
fight a war? We're here to make
money, all of us.

TOFFEL

There's taking money and there's taking money, you know that. He's taking money.

WAITER

Bon appetit.

SCHERNER

The place produces nothing. I shouldn't say that -- nothing it makes reaches the Army. Maybe thirty percent. That's not all right.

SCHINDLER

So I'll talk to him about it.

SCHERNER

He's a friend of yours, you want to help him out. Tell me this - has he ever once shown you his gratitude? I've yet to see it. Never a courtesy. Never a thank you note. He forgets my wife at Christmas time -

SCHINDLER

He's got no style, we all know that. So we should hang him for it?

TOFFEL

He's stealing from you, Oskar.

SCHINDLER

Of course he's stealing from me, we're in business together. What is this? I'm sitting here, suddenly everybody's talking like this is something bad. We take from each other, we take from the Army, everybody uses everybody, it works out, everybody's happy.

SCHERNER

Not like him.

Schindler glances away to the floor show, nods to himself. Glancing back again, he considers the SS men with great sobriety.

SCHINDLER

Yes, well, in some eyes it doesn't matter the amount we steal, it's that we do it. Each of us sitting at this table.

His thinly veiled threat of exposure escapes neither SS man. The air seems thicker suddenly.

SCHERNER

He doesn't deserve your loyalty,
Oskar. More important, he's not
worth you making threats against us.

SCHINDLER

Did I threaten anybody here? I
stated a simple fact.

The threat still stands, despite Schindler's assurance otherwise,
and they all know it. So does Scherner's threat back to him, and
they all know that, too. But Schindler just grins good-naturedly,
and, glancing away -

SCHINDLER

Come on, let's watch the girls.

EXT. PLASZOW - EVENING

Applause (from the nightclub) CARRIES OVER work details of women
and girls filing past the electrified fences separating, like a
moat, their barracks from the men's. Many are whistling short
calls, like mockingbirds - each devised to be distinct from the
rest - and straining to pick up the answering refrains from their
mates amid the forest of sibilance.

Rebecca Tannenbaum whistles her mating call and smiles to herself
when it echoes back not twenty yards behind her. Glancing over
her shoulder down the line she sees among the women her boyfriend
Josef Bau in a scavenged dress and scarf.

The electrified gates spark as guards pull them shut.

INT. CELLAR, GOETH'S VILLA - SAME TIME

The whistling CARRIES OVER a tomblike room dug into the earth
under the villa. There's a bed, a wash basin, and some laundry on
lines that will never dry completely in the damp musty air.
Rinsing out some socks, Helen turns to the sound of footsteps and
sees Goeth's boots descending the cellar stairs.

INT. NIGHTCLUB - CONTINUED

Schindler sits mesmerized by the beauty of the cabaret singer on
stage, unaware, or unconcerned, that Scherner and Toffel are
watching him, disquieted still by his insinuations.

The singer's voice CARRIES OVER:

INT. HUT 57, WOMEN'S BARRACKS - SAME TIME

The women of Hut 57 at one end of the rows of four-tiered bunks,
crowded together to witness the marriage of Rebecca Tannenbaum to
Josef Bau.

There's no rabbi; instead, one of the older women officiates, reciting the ketubah as best she can.

Her voice and the nightclub singer's CARRY OVER:

INT. CELLAR - CONTINUED

Goeth parts some hanging sheets, steps through and sits on the edge of the single bed beside Helen. He's in an introspective mood, says nothing for several moments, until -

GOETH

Hello, Helen.

HELEN

(uneasy)

Herr Commandant.

GOETH

You know, you really are a well-trained servant. If you need a reference after the war, I'll be glad to give you one.

His kind tone is off-putting. Chilling. After another awkward silence:

HELEN

Thank -

He puts a finger gently to her lips to quiet her, and for the first time looks right into her eyes. She wishes she could look away, but his calm gaze burns into her. She's terrified.

GOETH

Don't speak. I don't want to hear you speak. I'm very fond of you. I think you know that. It must be so lonely, being a Jew. You're not even a person, in the strictest sense of the word. And yet, you're so delicate, Helen, so...beautiful.

He smiles oddly - the conflict shows on his face. He's in love with Helen, but to a large part of his mind, she's subhuman.

INT. HUT 57 - CONTINUED

On the barracks floor, as the old women watch, Rebecca, as prescribed by the rite, circles her fiance the first of seven times.

INT. NIGHTCLUB - CONTINUED

The cabaret singer steps down from the small stage with the microphone and begins slowly circling Schindler's table.

INT. CELLAR - CONTINUED

Goeth is on his feet, slowly circling the bed. Helen's mind races as she tries to predict the unpredictable.

GOETH

What it would be like to touch you -
and yet, how the thought repulses me.

Helen is shaking in fear as he nears her.

INT. HUT 57 - CONTINUED

Circling, coming around Josef, Rebecca looks at him with pure love.

INT. NIGHTCLUB - CONTINUED

Circling the table, the cabaret singer's eyes meet Schindler's and smile mischievously.

INT. CELLAR - CONTINUED

Helen's downcast eyes follow Goeth's boots as he comes past again, circling.

GOETH

When I look at you, I think - maybe
it's not me, maybe it's this -
maybe all this is wrong -

His gesture includes the dank room, Plaszow, the war itself and the Reich's policies of extermination.

GOETH

- and it's not me at all, I'm not
wrong to feel - what I feel -

INT. HUT 57 - CONTINUED

Josef's eyes track his bride as she circles past him again.

INT. NIGHTCLUB - CONTINUED

The nightclub singer comes past Scherner and Toffel, her eyes evaluating them, dismissing them, and circles around behind their chairs.

GOETH
Of course I know it is wrong -

INT. CELLAR - CONTINUED

The arc of Goeth's path has narrowed; he's closer now as he circles past Helen again.

GOETH
But in my heart, as a man -

INT. HUT 57 - CONTINUED

Circling Josef the seventh time, Rebecca glances to one of the women taking a light bulb from a bare socket.

INT. NIGHTCLUB - CONTINUED

The spotlight follows the singer as she circles around behind Schindler, very near him.

INT. CELLAR - CONTINUED

Goeth's face comes into and out of the light of a lamp as he circles past it.

GOETH
What am I supposed to do with these
feelings of affection I have for you?
Tell me.

He slows to consider her. His hand slowly reaches toward her.

INT. HUT 57 - CONTINUED

The light bulb passes from hand to hand.

GOETH V.O.
What am I supposed to do?

INT. NIGHTCLUB - CONTINUED

The singer takes Schindler's hand in hers.

GOETH V.O.
Something has to happen, it can't go
on like this. Something has to
happen. Something.

INT. CELLAR - CONTINUED

Goeth's delicate hand, moving closer to Helen's face to stroke it lovingly, hesitates just before it touches her skin.

GOETH

Oh, how I want you.

INT. HUT 57 - CONTINUED

Josef's shoe comes down, crushing the light bulb.

INT. CELLAR - CONTINUED

Goeth's hand slams across Helen's face.

INT. NIGHTCLUB - CONTINUED

The singer slides onto Schindler's lap and kisses him on the mouth to amused applause.

INT. CELLAR - CONTINUED

Goeth is on top of Helen, beating her savagely.

INT. HUT 57 - CONTINUED

Josef takes his wife into his arms and kisses her.

INT. CELLAR - CONTINUED

The lamp crashes to the floor, pitching the room, and Goeth's beating of the one he loves, into -

- DARKNESS

INT. D.E.F. FACTORY - DAY

Schindler comes through his factory like a king among his subjects handing out bottles of wine from cases carried by boys too young, really, to be working here. In addition to mid-day soup and bread, bowls of fresh fruit have been set out on the long work tables.

INT. UPSTAIRS OFFICES, D.E.F. - LATER - DAY

In honor of Schindler's birthday, Goeth has brought over Stern and the Rosners - the musicians, at the moment, accompanying the best baritone in the Ukrainian garrison. Surrounded by his friends and lovers, Schindler cuts a cake.

He receives congratulations from the many SS men present. From Stern he gets a handshake.

KLONOWKA

Herr Direktor, the office staff requests the pleasure of expressing their best wishes to you on your 28th birthday.

SCHINDLER

It's my 34th birthday, Klonowska - you Polish vixen!

Schindler kisses Klonowska thoroughly, then kisses Ingrid at greater length still, as all those assembled laugh and applaud. Now he goes down the lineup of secretaries, kissing and enjoying each one of them. The cheering is rowdy!

INT. FACTORY FLOOR - SAME TIME

At one of the tables, several workers are debating which of them will go upstairs to thank Schindler.

INT. UPSTAIRS OFFICES - CONTINUED

A Jewish girl from the shop floor is admitted and timidly approaches the drunken group around Schindler. The SS men consider her as a curiosity; Schindler, as he would any beautiful girl. The music breaks and out of the silence comes a small nervous voice:

FACTORY GIRL

On behalf of the workers, Herr Direktor, I wish you a very happy birthday...

She hesitates. She's surrounded by SS uniforms and swastikas and holstered guns. Schindler smiles; this is a beautiful girl.

SCHINDLER

Thank you.

He kisses her on the mouth, and the smiles on the faces around them strain. Stern glances to heaven. Amon cocks his head like a confused dog. The kiss is broken, finally, and Schindler smiles again with impunity.

SCHINDLER

Thank them for me.

The girl backs away nodding anxiously; all she wants now is out. Henry Rosner, nudging his brother, whispers -

HENRY ROSNER

Come on, before somebody shoots her.

LEO ROSNER

(stunned)

Or him.

They begin another song, and the party struggles to resume.

EXT. APPELLPLATZ - PLASZOW - PRE-DAWN

Were they not asleep in their barracks, the prisoners would no doubt shudder at the sight: the clerks are setting up their folding tables.

Other figures move around the parade ground in the murky dawn light: these raising a banner, those wheeling filing cabinets across the Appellplatz, this one wiring a phonograph, that one saturating a pad with ink from a bottle. Goldberg, Lord of Lists, moves from table to table handing out carbons of lists and sharing morning pleasantries with the clerks.

Some men in white appear like ghosts. A doctor's kit is opened, a stethoscope removed. Another cleans the lenses of his glasses. Someone sharpens a pencil.

EXT. DEPOT - PLASZOW - PRE-DAWN

A trainman waving a lantern guides an engineer who's slowly backing an empty cattle car along the tracks. It couples to another empty slatted car with a harsh clank.

EXT. APPELLPLATZ - PLASZOW - MORNING

The needle of the phonograph is set down on a pocked 78. The first scratchy notes of a Strauss waltz blare from the camp speakers.

EXT. BALCONY - GOETH'S VILLA - MORNING

Shirtless, Goeth sits in front of Dr. Blanke for his annual physical. As he listens to the music wafting up from down below, he calmly lights his first cigarette of the morning - which the Doctor takes from his lips.

DOCTOR

You could do with less of these. ~~Amn~~^{Amn}
you've got to cut down on the cog~~ic~~,
Amon.

His mistress, Majola, steps out onto the balcony in her slip, and peers down at the Appellplatz where the entire population of the camp has been concentrated - some fifteen thousand prisoners.

MAJOLA

What's going on?

GOETH

I've got a shipment of seven thousand Hungarians coming in, I have to make room. Auschwitz will take care of the ones that aren't strong and healthy. We'll liquidate the children ourselves.

(to himself, glancing down at the camp)

I tell you darling, it's always something.

INT. PLASZOW KINDERGARTEN - DAY

With the SS standing guard, several smiling German teachers help the children line up, holding hands, as if preparing to go on a field trip. The children squeeze each other's hands, playing, giggling. Oblivious, as they're marched to waiting open trucks.

EXT. APPELLPLATZ - PLASZOW - DAY

Though the music and banners struggle to evoke the atmosphere of a country fair, the presence of the doctors belie it. A sorting out process is going on here, the healthy from the unhealthy.

A physician wipes at his brow with his handkerchief as several prisoners run back and forth, naked, before him. He makes his selections quickly: this one into this line, that one into that, and Goldberg moves among them recording the names.

Other groups of people run naked in front of other doctors and clerks. Notations are made and lines are formed. The sun beats down and the music lies.

EXT. DEPOT - PLASZOW - DAY

Some still pulling their clothes back on, the first wave of the "unfit" is marched onto the platform. A guard slides open the gate of a cattle car and this first unlucky group climbs aboard.

EXT. APPELLPLATZ - PLASZOW - DAY

Behind the camouflage of other women prisoners, Mila Pfefferberg rubs a beet against her cheeks in desperate hope of adding a little color to her skin. Rebecca pricks her finger and rubs the blood across her gray lips.

Amon Goeth, his shirtsleeves uncharacteristically rolled up, chats with one of the doctors as another group strips. Whether the topic is this Health Aktion or the unseasonable weather is unclear, but he nods approvingly.

He steps away and watches, thoroughly bored, a group of men taking off their clothes. His glance settles on Pfefferberg.

To the clerks -

GOETH

That's my mechanic. Whose bright
idea was it to get rid of him?

The clerks glance among themselves before one motions Pfefferberg away from the other prisoners. He's okay, he doesn't have to be put through this indignity.

EXT. DEPOT - PLASZOW - DAY

The sun is higher, the cattle cars hotter. Prisoners' arms stretch out between the slats offering diamonds in exchange for a sip of water.

EXT. PLASZOW - LATER - DAY

The needle of the phonograph is set down on another record, a children's song, "Mammi, Kauf mir ein Pferdchen" (Mommy, Buy me a Pony).

The roar of several trucks on the road behind the camp fills the ears of the people on the Appellplatz, whose eyes widen in horror at the sight of 276 children through the slats of the open trucks, smiling, waving at their parents.

Terror. Wailing protests quickly escalate to brawls with the guards. Men and women are bludgeoned as they scream and rush the wire as their sons and daughters are driven away.

Henry Rosner and his wife Mancie exchange a complicit look as machine gun fire echoes in the distance. Those children will never be seen again. Music, shots, wails.

INT. BARRACKS - SAME TIME - DAY

Guards traipse through a deserted barracks peering up at the rafters, pulling planks from the floor, upending cots, looking for more children.

EXT. BARRACKS - SAME TIME - DAY

Olek Rosner sprints across to another barracks, counts to himself five boards in from a corner and wrenches off the sixth - revealing several kids, sardine-tight in a cavity.

He runs across to another barracks and, just inside the door, counts with his bare feet seven planks from it and pulls at the eighth - finding two more kids filling a small hole.

He hurries out past a crude structure, glimpses guards coming around the corner of a barracks, turns back and throws open the door of the -

INT. MEN'S LATRINES

Holding a hand out to either side, Olek lowers himself into a pit into which men have defecated. He works his way slowly down, trying to find knee- and toe-holds in the foul walls, ignores the flies invading his ears, his nostrils. Reaching the surface of the muck he lets his feet submerge, then his ankles, his shins, his knees, before finally touching harder ground. As he struggles to slow his breathing, his racing heart, he hears a hallucinatory hiss -

VOICE

This is our place.

He sees eyes in the dark; five other children are already there.

EXT. DEPOT - PLASZOW - LATER - DAY

Waves of heat waves rise from the roofs of the long string of cattle cars. Inside, those who "failed" the medical exams bake as they wait for the last cars to be filled.

Schindler's Mercedes pulls up. He climbs out and stares transfixed. He notices Goeth then, standing with the other industrialists, Bosch and Madritsch, and strolls over to them.

GOETH

I tried to call you. I'm running a little late, this is taking longer than I thought. Have a drink.

There's a makeshift bar on a mahogany table, stocked with liquor and a pitcher of iced tea. Goeth glances away to the train. The idling engine only partially covers the desperate pleas for water coming from inside the slatted cars.

GOETH

They're complaining now? They don't know what complaining is.

He shakes his head, amused. Schindler watches as another car is loaded. It's like they're climbing into an oven.

SCHINDLER

What do you say we get your fire brigade out here and hose down the cars?

Goeth stares at him blankly, then with a what-will-you-think-of-next? kind of look, then laughs uproariously and calls over to Hujar -

GOETH

Bring the fire trucks!

HUJAR

What?

Hujar heard him, he just doesn't get it. Finally he turns to another guy and tells him to do it.

STREAMS OF WATER CASCADE

onto the scalding rooftops. The fire trucks are there, the hoses firing the cold water at the cars and on the people inside who are roaring their gratitude.

GOETH

This is really cruel, Oskar, you're giving them hope. You shouldn't do that. That's cruel.

And amusing, not just to Goeth, but to the other SS officers standing around as well. Oskar moves away to talk with one of the firemen. At full extension, apparently, the hoses still only reach halfway down the long line of cars. He returns to Goeth.

SCHINDLER

I've got some 200-meter hoses back at Emalia, we can reach the cars down at the end.

Goeth finds this especially sidesplitting, and hollers -

GOETH

Hujar!

THE D.E.F. HOSES

have arrived and are being coupled to Plaszow's. As the water drenches the cars further back, the people inside loudly voice their thanks, and the guards and officers outside grin at the spectacle.

GUARD

What does he think he's saving them from?

The joke takes on new dimensions when, from the back of the D.E.F. truck, boxes of food are unloaded. Accompanied by the laughter of the SS - and watched by Stern from the end of the platform - Schindler moves along the cars pushing bread through the slats.

GOETH

Oh, my God.

Goeth is almost hysterical. But slowly then, slowly, ~~the~~ amusement on his face fades. His friend moving along the cars bringing futile mercy to the doomed in front of countless SS men, laughing or not, is not just behaving recklessly here, it's as though he were possessed. The water rains down on the last car.

EXT. D.E.F. - DAY

A German staff car pulls in across the factory gate, blocking it. Two Gestapo men climb out.

INT. D.E.F. FACTORY - DAY

The girl who brought Schindler best wishes on his birthday glances up from her work to the Gestapo crossing through the factory. They climb the stairs to the upstairs offices and, moments later, appear behind Schindler's wall of glass.

INT. SCHINDLER'S OFFICE - DAY

Schindler leaning against his desk, drink in his hand, calmly tries to assess his humorless arresters.

SCHINDLER

I'm not saying you'll regret it, but you might. I want you to be aware of that.

GESTAPO 1

We'll risk it.

Schindler glances beyond them to a point outside his office, to Klonowska. She nods, she knows what to do, she'll make the phone calls, call in the favors.

SCHINDLER

All right, sure, it's a nice day, I'll go for a drive with you.

He snuffs out his cigarette.

INT. GESTAPO CAR - MOVING - DAY

Settled comfortably in the back seat, Schindler glances idly out the window. Taking the same route as the last time he was arrested, the car approaches SS Headquarters on Pomorska Street ... then passes it.

Schindler glances back at the receding building like at a friend leaving on a train and tries to keep his concern out of his voice:

SCHINDLER

Where're we going?

The men up front don't answer. The car turns onto Kolejowa and approaches a building a block long with an ominous sameness to the windows.

INT. MONTELUPICH PRISON - CRACOW - DAY

Schindler is made to empty his pockets, his money, cigarettes, everything. Around him clerks speak in whispers, as if raised voices might set off head-splitting echoes along the narrow monotonous corridors.

INT. MONTELUPICH PRISON - DAY

He's led down a flight of stairs into a claustrophobic tunnel. He's taken past darkened cells, past shadowy figures crouched in corners and on the floor.

INT. CELL, MONTELUPICH PRISON - DAY

A water bucket. A waste bucket. No windows. This is not a cell for dignitaries; this arrest is different.

Schindler, incongruous with the dank surroundings in his double-breasted suit, slowly paces back and forth before his cellmate, a soldier who looks like he's been here forever, his greatcoat pulled up around his ears for warmth.

SCHINDLER

I violated the Race and Resettlement Act. Though I doubt they can point out the actual provision to me.

(pause)

I kissed a Jewish girl.

Schindler forces a smile. His cellmate just stares. Now there's a crime; much more impressive, much more serious, than his own.

INT. OFFICE - MONTELUPICH PRISON - DAY

In a stiff-backed chair sits a very unlikely defender of racial improprieties - Amon Goeth. To an impassive SS colonel behind a desk, Goeth tries to highlight extenuating circumstances:

GOETH

He likes women. He likes good-looking women. He sees a beautiful woman, he doesn't ~~think~~ think. He has so many women. They love him. He's married, he's got all these women. All right, she was Jewish, he shouldn't have done it. But you didn't see this girl. I saw this girl. This girl was very good-looking.

Goeth tries to read the man behind the desk, but his face is like a wall.

GOETH

They cast a spell on you, you know, the Jews. You work closely with them like I do, you see this. They have this power, it's like a virus. Some of my men are infected with this virus. They should be pitied, not punished. They should receive treatment, because this is as real as typhus. I see this all the time.

Goeth shifts in his chair; he knows he's not getting anywhere with this man. He switches tacks:

GOETH

It's a matter of money? We can discuss that. That'd be all right with me.

In the silence that follows, Goeth realizes he has made a serious error in judgement. This man sitting soberly before him is one of that rare breed - the unbribable official.

SS COLONEL

You're offering me a bribe?

GOETH

A "bribe?" Please ... a gratuity.

Suddenly the man stands up and salutes, which thoroughly confuses Goeth since Goeth is his inferior in rank. But he isn't saluting Goeth, he's saluting the officer who has just stepped into the room behind him.

SCHERNER

Sit down.

The colonel sits back down. Scherner pulls up a chair next to Goeth.

SCHERNER

Hello, Amon.

GOETH

Sir.

Scherner smiles and allows Goeth to shake his hand, but it's clear, even to Goeth himself, that he has fallen from grace.

INT. GOETH'S VILLA - PLASZOW - NIGHT

A tall, thin, gray Waffen SS officer has a request for the Rosner brothers.

SS OFFICER

I want to hear "Gloomy Sunday" again.

He's drunk, morose; it seems unlikely he'll be on his feet much longer. Indeed, as Henry and Leo Rosner begin the song - that excessively melancholy tale in which a young man commits suicide for love - the field officer staggers over to a chair in the corner of the crowded room and slumps into it.

SCHERNER

We give you Jewish girls at five marks a day, Oskar, you should kiss us, not them.

Goeth laughs too loud, drawing a weary glance from Scherner. Schindler smiles good-naturedly. He's out of jail, a little worse for wear perhaps, a little more subdued than usual.

SCHERNER

God forbid you ever get a real taste for Jewish skirt - there's no future in it. They don't have a future. That's not just good old-fashioned Jew-hating talk. It's policy now.

Behind them, Helen can be glimpsed running up and down the staircase in a ritual of public humiliation for some domestic infraction.

THE THIN GRAY SS OFFICER

is back in front of the musicians, swaying precariously, a drink in his hand -

SS OFFICER

"Gloomy Sunday" again.

Again they play the song. Again he staggers across the crowded room to his chair in the corner, paying no attention to the visiting Commandant from Treblinka, or anybody else -

TREBLINKA GUY

- We can process at Treblinka, if everything is working? I don't know, maybe two thousand units a day.

He shrugs like it's nothing, or with modesty, it's unclear. Goeth is duly impressed; Schindler, only politely so. Helen is still running up and down the stairs in the background.

TREBLINKA GUY

Now Auschwitz. Now you're talking. What I've got is nothing - it's like - like a - machine. Auschwitz, though, now there's a death factory. There, they know how to do it. There, they know what they're doing.

AGAIN THE GRAY OFFICER

wavering before Henry and Leo. This time they don't wait for him to ask for it -

LEO ROSNER

"Gloomy Sunday."

The man nods and stumbles away and Henry's bow touches the strings of his violin. As the man slowly wanders out to the balcony, Henry not only plays the sad melody again, he plays with it, and this one somber man alone in the night air.

HENRY ROSNER

God, if I have the power, maybe he'll kill himself.

An unearthly conviction takes hold of Henry and guides his bow. He wrenches from the song all the sentimentality he can, pushing the man with unhappy memories of an affair closer to the brink. His brother glances over his accordion to him concerned.

LEO ROSNER

It's obvious what you're doing, Henry, stop it.

But Henry doesn't stop. He declares war with song, filling it with more and more emotion with each stroke of the bow. No one else in the room appears aware of the exchange going on between this man on the balcony and this music - certainly not Helen who is still running up and down the stairs - but Leo is nervous.

LEO ROSNER

Somebody's going to notice. Don't do it. Play it ... worse.

Leo smiles tightly to the crowd he imagines suspects what's happening, trying to look benevolent. Henry's eyes glide from the neck of his violin to the officer out on the balcony. Through his clenched teeth, Leo hisses -

LEO ROSNER

Henry -

Goeth has glanced over, staring at the musicians, but Henry doesn't dampen the spirit of his invocation; in fact, he lays it on thicker, pours more emotion into the song, until -

A muffled shot, like a coda, ends the song. Goeth and his guests turn in time to see the silhouetted figure out on the balcony crumple against the railing with a bullet in his head and slump onto the floor.

Goeth glances back to the musicians, stunned. The brothers' faces are studies of utter unsophistication. Funereal silence fills the room. A perfectly good party has been ruined.

HENRY ROSNER

Something else, sir. Strauss, maybe. Brahms.

Goeth hasn't a clue what has happened. In fact, now that the man on the balcony is dead, only two remain in the room who do. Goeth finally finds his voice -

GOETH

No. Nothing else.

Tight on the accordion as it goes into its case with a wheeze, and the violin as it slides into its with a hollow clunk. The lids come down and the latches snap shut. Done.

EXT. PARK, STRASZEWSKIEGO STREET - DAY

A lone pigeon perched on the edge of a small stone fountain cocks its head at the sight of a long arrow of birds wedging across the sky as if from an impending storm.

Legend: October, 1944

INT. GOETH'S STUDY - DAY

A neat stack of mail in Helen's hand. She comes through the threshold of the study with it and places it on the desk where Goeth sits enduring the drudgery of initialing paperwork.

EXT. PARK - CONTINUED - DAY

The pigeon takes flight, arcing up past some little German children - the sons and daughters of SS officers residing in the fashionable apartments lining the street - who suspend their games to peer into the sky at the first snowflakes of winter floating gently down.

INT. GOETH'S STUDY - CONTINUED - DAY

Goeth finishes reading a letter written in feminine script, reminiscences, perhaps, of some enchanted evening. His eyes smile, he sets it aside, picks up the next envelope - official SS correspondence with a Berlin postmark - and slits it open with much less enthusiasm.

Reading the two-page memo inside labeled "O.K.H." (Subtitle: Army High Command) his boredom is soon replaced by incredulity, then seething anger --

"...Plaszow Camp and all of it's subsidiaries are hereby ordered closed...to move us closer to The Final Solution...begin the immediate consolidation of all Jews to Auschwitz for liquidation...and to prevent discovery of incriminating evidence after the war, bodies buried in areas surrounding Plaszow, in mass graves or otherwise are to be exhumed and disposed of in accordance with..."

-- and as he glances to the window beyond which his kingdom lies, concern.

EXT. PARK - CONTINUED - DAY

The children run past Klonowska's poodle, tethered to the leash held in its mistress's hand. She's staring up at the sky, too, like the children, at the fine flakes of snow floating down.

EXT. BALCONY, SCHINDLER'S APARTMENT - DAY

Schindler steps out onto his balcony and waves to Klonowska across the street in the park with the dog. He glances to the sky at the snow, puzzled, perhaps, by its unseasonable appearance.

He holds out his hand to catch some. Rubs it between his fingers. It's not cold. It's warm and dry. He reaches to the railing where more of the flakes have accumulated and runs a finger along the metal. It seems to be ash.

EXT. CRACOW - DAY

Driving through Cracow toward his factory, anxious to reach it, Schindler uses the wipers to clear the falling ash from his windshield. On street corners and from windows, people stare off in the direction of Plaszow, where the mysterious cloud of debris seems to be emanating.

EXT. D.E.F. - DAY

Carrying blankets and bundles, Schindler's workers are marched under heavy guard out of the factory and its annexes and across the fortified yard. The Mercedes pulls up, Schindler jumps out, crosses to an SS officer and angrily demands -

SCHINDLER

What is going on?

SS OFFICER

Orders.

The officer hands Schindler papers, orders of some kind. The irate industrialist scans them, throws them to the ground, and strides back to his car. It's covered with ash.

EXT. FOREST - PLASZOW - DAY

The fires rage on the hill. The ash wafts up into the sky. Suddenly the roar of the flames is eclipsed by -

The trickle of water in a creek flowing gently under an umbrella of trees.

Leo John and his five year old son, on their knees catching tadpoles, seem unaware of, or at least not distracted by, the ghastly endeavor going on behind them - The roaring inferno consumes the victims of the ghetto massacre, the victims of Plaszow, the thousands exhumed from the earth out of mass graves in the forest and piled like bricks and board, layer upon layer, building materials for the huge raging pyres.

Arriving in his car, Schindler sees Goeth standing up at the tree line, like Satan against the wall of flames. Climbing the hill, furious, Schindler calls up -

SCHINDLER

You took my workers.

GOETH

(calling down, indignant)
They're taking mine. When Scherner said they didn't have a future, I didn't think he meant a matter of months.

Schindler slows; he's seen a wheelbarrow trundled by Pfefferberg, a corpse in it, and fears the body is Mila's. But then sees her trundling another barrow, another corpse in it - a small figure wearing a red dress.

Goeth yells down -

GOETH

Can you believe this? I don't have enough to do, they come up with this? I have to find every body buried up here? And burn it?

He shrugs, It's always something. Schindler reaches the top of the hill and stares at the burning pyramids being stoked by masked and gagging workers, and at Hujar running around, having lost his mind, firing at the corpses as they're given temporary life by the flames, sitting forward, their limbs reaching, their mouths screaming.

GOETH

The party's over, Oskar, they're closing us down, taking everybody to Auschwitz-Birkenau.

SCHINDLER

When?

GOETH

I don't know. As soon as I can arrange the shipments. That ought to be fun.

He sighs at the task, at the unfairness of it all, ~~the~~ dissolution of his kingdom. His glance finds his ~~man~~, Leo John, over at the stream.

GOETH

This is good. I'm out of business and he's catching tadpoles with his son.

Tight on the gleeful boy with a tadpole in his hand. Behind him, ash from the pyres rises high into the sky, blotting out the sun.

INT. STERN'S OFFICE, PLASZOW - DAY

Schindler comes in, finds Stern behind his desk shuffling papers. He sits, pours a drink from his flask and offers it perfunctorily to the accountant, knowing, of course, he'll decline.

SCHINDLER

I've been talking to Goeth -

STERN

I know the destination, these are the evacuation orders. I'm to help organize the shipments and put myself on the last train -

SCHINDLER

That's not what I was going to say.

Schindler waits for the accountant to stop shuffling the papers on his desk and give him his attention. Stern finally glances up from his work.

SCHINDLER

I made Goeth promise me he'll put in a good word for you.

(pause)

Nothing bad's going to happen to you there, you'll receive special treatment.

Schindler's reassurances fail to undo the resignation Stern feels regarding his and the other Plaszow prisoners' fates.

STERN

The directives coming in from Berlin mention "Special Treatment" more and more often. I'd like to think that's not what you mean.

SCHINDLER

Preferential treatment. All right? Do we have to invent a whole new language?

STERN

I think so.

Perhaps so, Stern's shrug says. Schindler sighs. He hates all this every bit as much as Stern. Almost as much, anyway.

STERN

You're staying, I take it.

SCHINDLER

In Cracow? What on earth for?

STERN

What for? You have a business to run.

Schindler gives a cavalier wave at the air; the business of business seems to hold no more allure for him.

STERN

Of course you'll have to hire new workers. Poles I guess. They cost a little more, but what're you going to do?

Schindler smiles faintly, remembering the time Stern explained to him the cost benefits of hiring Jews over Poles.

SCHINDLER

You ran my business.

Stern shrugs. Schindler nurses his drink.

SCHINDLER

No, I'm going home. I've done what I came here for. I've got more money than any man can spend in a lifetime.

He downs the rest of his drink and pours another. They consider each other.

SCHINDLER

Someday this is all going to end you know.

The war. They both nod, but it's hard right now for either to believe it, or that they will both survive it.

SCHINDLER

I was going to say we'll have a drink then.

His shrug adds, But you never accept. Stern reaches out his hand. Schindler stares at him confused, then gestures to the drink, This?

STERN

I think I'd better have it now.

Schindler hands it to him. He raises the glass slightly in acknowledgement of Schindler, or in resignation, and drinks.

INT. D.E.F. FACTORY - DAY

A gauge at zero. Silent machines. The wall of glass overlooking the deserted factory floor.

INT. SCHINDLER'S APARTMENT - DAY

Schindler embraces Klonowska. He smiles as he speaks.

SCHINDLER

I'll miss you, Klonowka.

She kisses him.

KLONOWKA

Brinnlitz is too close to Emilie for me. And Poland's my home. I'll always be here to help if the SS gives you trouble. Or if you come back to visit.

They embrace again, more fond than passionate.

KLONOWKA

Goodbye, Oskar.

SCHINDLER

So long.

He grasps the handles of two suitcases, and as he walks toward the door, Klonowska, and all the furniture disappear, leaving the place completely bare, with light pouring in through the windows.

EXT. POLAND/CZECHOSLOVAKIA BORDER - EVENING

Schindler's Mercedes at a border crossing, the backseat piled high with suitcases.

BORDER GUARD

Thank you, sir. Welcome home.

The border guard returns Schindler's passport to him and lifts the barrier, and the Mercedes crosses onto Czech soil.

EXT. SQUARE, BRINNLITZ, CZECHOSLOVAKIA - MORNING

A church in the main square of a sleepy hamlet. A priest and his parishioners, including Emilie Schindler, emerging from it, morning Mass over.

Across the square, a porter pulls Schindler's steamer trunks and suitcases from his Mercedes parked outside the town's ~~only~~ hotel.

SCHINDLER

Wait.

He's noticed his wife; and she, him. But neither makes a move toward the other. Finally she walks away, which Schindler correctly interprets to mean, Yes, check into the hotel. To the porter again -

SCHINDLER

Okay.

He gestures to the man to take the things into the hotel and tips him extravagantly.

INT. BAR - BRINNLITZ - NIGHT

Except for the clothes of the working class clientele, the scene is reminiscent of the SS nightclub in Cracow: Schindler, the great entertainer, working his way around the tables making sure everybody's got enough to drink, making sure everybody's happy. A guy at a table with a girl gestures him over.

BRINNLITZ MAN

So what's the story, Oskar, you do all right over there - where the hell was it - Warsaw?

SCHINDLER

Cracow, yeah, things worked out. Things worked out. What're you drinking?

(he glances around for the barman)

How do you do?

He offers the girl his hand; she takes hold of it briefly, politely. To her -

BRINNLITZ MAN

This man's always got something going. Always something. But it never quite works out, does it, Oskar.

SCHINDLER

This time was different.

His manner is modest, but the Brinnlitz local smiles slyly. He knows Oskar well; always the hustler.

BRINNLITZ MAN

Now you're back.

SCHINDLER

Now I'm back.

BRINNLITZ MAN

So now what?

SCHINDLER

I don't know, I never have to work again. What do people like that do?

(he shrugs)

I know. I'm going to have a good time. And so are you.

He spots the barman and gestures to him to refill his friend's and his date's drinks, pats the guy on the shoulder and wanders over to another table. Watching after him -

GIRL

What business is he in?

The man has to think; not because he doesn't know, of course, but because his old friend Oskar has been into so many things it's hard to know which one to name. Finally -

BRINNLITZ MAN

The "Oskar Schindler" business.

INT. HOTEL ROOM - BRINNLITZ - NIGHT

A woman asleep in the bed. The one from the bar. In his robe, at the window, Schindler calmly smokes as he stares out at the night.

EXT. BRINNLITZ - DAWN

The town, off in the distance; nestled against the mountains. The sun, just coming up. Closer, here, ramshackle structures, a long abandoned factory of some kind. Schindler steps out of his car and slowly wanders around, peers in through broken windows, his mind racing.

He glances off into the distance. To the mansion perched on the mountain top. Then back down here at all the junk lying around the abandoned industrial buildings.

Tight on his face, torn between conflicting choices, or realizing there's no choice, or only one choice, and hating it.

SCHINDLER

Goddamn it.

EXT. BALCONY, GOETH'S VILLA - PLASZOW - DAY

Schindler and Goeth on the balcony of the villa, drinking.

GOETH

You want these people -

SCHINDLER

These people, my people, I want my people.

Goeth considers his friend, greatly puzzled. Below them lies the camp, still operating, at least for now, until the shipment arrangements can be finalized.

GOETH

Who are you, Moses? What is this? Where's the money in this? Where's the scam?

SCHINDLER

It's good business.

GOETH

Oh, this is "good business" in your opinion. You've got to move them, the equipment, everything to Czechoslovakia, pay for all that. And build another camp? It doesn't make any sense.

SCHINDLER

Look -

GOETH

You're not telling me something.

SCHINDLER

It's good for me - I know them, I'm familiar with them, I don't have to train them. It's good for you - I'll compensate you. It's good for the Army - you know what I'm going to make? Artillery shells. Tank shells. They need that. Everybody's happy.

GOETH

Yeah, sure.

Goeth finds this whole line of reasoning impossible to believe. He's sure Schindler's got something else going here he's not telling him.

GOETH

You're probably scamming me somehow. If I'm making a hundred, you've got to be making three.

(Schindler admits it with a shrug)

If you admit to making three, then it's four, actually. But how?

SCHINDLER

I just told you.

GOETH

You did, but you didn't.

Goeth studies him, searching for the real answer in his face. He can't find it.

GOETH

Yeah, all right, don't tell me, I'll go along with it, it's just irritating I can't figure it out.

SCHINDLER

All you have to do is tell me what it's worth to you. What a person's worth to you.

Goeth thinks about it in a silence. Then slowly nods to himself. He's going to make some money out of this even if he can't figure it out. He smiles.

GOETH

What's one worth to you?

That's the question.

THE KEYS OF A TYPEWRITER slapping a name onto a list - I T Z H A K S T E R N - the letters the size of buildings, the sound as loud as gunshots -

TIGHT ON STERN'S FACE as he types in a pool of light from the lamp on his desk -

The letters - L E V A R T O V, - slap against paper -

TIGHT ON THE FACE OF A MAN - Rabbi Levartov - the hinge-maker. Goeth tried to kill with faulty revolvers -

THE KEYS HAMMER another name - P E R L M A N -

TIGHT ON TWO ELDERLY FACES - a man, a woman - the parents of "Elsa Krause."

IN HIS SMALL CLUTTERED PLASZOW OFFICE - Stern transcribes D.E.F. workers' names from a Reich Labor Office document to the list in his typewriter, Schindler's List.

THE KEYS RAP - W U L K A N - the FACE of the jeweler -

TIGHT ON SCHINDLER slowly pacing the six or seven steps Stern's cramped office allows, nursing a drink.

SCHINDLER

Poldek Pfefferberg ... Mila Pfefferberg ...

THE KEYS typing P F E F F E -

PFEFFERBERG'S face, tight. MILA'S face, tight.

CURRENCY, hard Reichmarks, in a small valise. As Goeth looks at it, he mumbles to himself -

GOETH

A virus ...

MOVING DOWN THE LIST of names, forty, fifty. The sound of the keys. Stern pulls the sheet out of the machine, rolls in another, types a name.

HUNDREDS OF SEWING MACHINES stitching uniforms on the floor of Madritsch's Plaszow factory.

SCHINDLER

You can do the same thing I'm doing.
You might even make money at it.

MADRITSCH

I don't know ...

THE KEYS typing another name - D R E S N E R

FACE, Mrs. Dresner, FACE, Mr. Dresner, FACE, Danka, FACE the son -

COGNAC SPILLING into a glass. The glass coming up to Schindler's mouth, hesitating there.

SCHINDLER

The investors.

A NAME - A FACE - one of the original D.E.F. investors.

ANOTHER NAME - ANOTHER FACE - another of the Jewish investors.

SCHINDLER

The children -

TIGHT ON THE FACES OF CHILDREN, hiding on the rooftops of Plaszow barracks -

THREE OR FOUR PAGES of names next to the typewriter. Stern, trying to count them, estimates -

STERN

Four hundred, four fifty -

SCHINDLER

More.

THE TRUNK OF SCHINDLER'S MERCEDES yawning open. He takes a small valise from it and heads for Goeth's villa.

THE KEYS typing - R O S N E R -

TIGHT ON Leo Rosner, the accordionist. TIGHT ON Henry, his brother, the violinist. His wife, Mancie. Son, Olek.

The keys typing - N U S S B A U M

TIGHT ON the Nussbaums, the owners of Schindler's apartment.

SCHINDLER WITH MADRITSCH again -

SCHINDLER

Come on, I know about the extra food
you give them - the clothes - paid
for out of your own pocket.

MADRITSCH

I don't know ...

MOVING DOWN another page of names.

STERN O.S.

About six hundred -

SCHINDLER O.S.

More.

THE SOUND OF THE KEYS OVER the face of a boy, the "chicken thief."
Over THE FACE OF THE MECHANIC who ruined Goeth's car. Over THE
TEACHER. Over JOSEF AND REBECCA BAU. Over FACES we've never seen.

STERN O.S.

Eight hundred, give or take.

SCHINDLER O.S.

(angrily)

Give or take what, Stern - how
many - count them.

ACROSS FROM A NAME on Plaszow's books, the word SCHNEIDERIN
(Subtitle: SEAMSTRESS). In the typewriter, opposite the same
name, Stern types METALLARBEITERIN (Subtitle: METAL WORKER).

ANOTHER NAME on Plaszow's books and, opposite it, the word
SCHUSTER (Subtitle: SHOEMAKER). Across from the same name in the
typewriter, Stern types SCHWIESER (Subtitle: WELDER).

MADRITSCH turns away shaking his head 'no' to Schindler's appeal
to him to make his own list, to get his workers out.

SCHINDLER

Come on -

MADRITSCH

I've done all I can for the Jews. I
can't do any more.

INT. STERN'S OFFICE - PLASZOW - NIGHT

To the faint tapping of the typewriter keys across the room,
Schindler runs his finger down several pages of names, counting to
himself. Eventually, quietly -

SCHINDLER

That's it.

Stern heard him and stops typing, glances over.

SCHINDLER

You can finish that page.

Stern resumes where he left off, but then hesitates. Glances over again. There's something he doesn't understand.

STERN

What did Goeth say about this? You just told him how many people you needed, and he - ?

He trails off. It doesn't sound right. And Schindler doesn't answer. He's avoided telling Stern the details of the deal struck with Goeth, and balks telling him now.

STERN

You're not buying them.

(no answer)

You're buying them? You're paying him for each of these names?

SCHINDLER

If you were still working for me I'd expect you to talk me out of it, it's costing me a fortune.

Stern had no idea. And has no idea now what to say. He's astonished by what this man is doing.

Schindler shrugs like it's no big deal, but Stern knows it is. Silence. Then -

SCHINDLER

Finish the page and leave one space at the bottom.

Stern turns back, does as he's told. Schindler drinks. Nothing but the sound of the typewriter keys. And then nothing at all. The page is done. The rest will die.

INT. GOETH'S STUDY - NIGHT

Calmly nursing a cognac, Schindler watches Goeth leafing through the completed list of names. They number 1,076 - 780 men and 296 women - and fill ten legal-sized pages of white paper. On the last sheet, at the bottom, Goeth notices a blank line across from the number 1,077 and, tapping at it -

GOETH

There's a clerical error here at the bottom of the last -

SCHINDLER

No, there's one more name I want to put there.

INT. CELLAR - SAME TIME

Helen kneels before the bed in her grave-like room and bows her head to pray for the deliverance she knows will never come.

INT. GOETH'S STUDY - CONTINUED

Goeth's eyes come up from the list at Schindler's (off-screen) mention of the name he wants to add.

SCHINDLER

I'll never find a maid as well-trained as her in Brinnlitz. They're all country girls.

GOETH

No.

He imbues the two letters with such finality of tone that it seems pointless to argue. And Schindler doesn't. Instead, he produces from a pocket a deck of cards and sets it on the coffee table in front of him.

SCHINDLER

One hand of Twenty One. If you win, I pay you 7,400 Reichmarks. Hit a natural, I make it 14,800. If I win, you give me the girl.

Goeth has to laugh. The proposal strikes him as ludicrous.

GOETH

I can't wager Helen in a card game.

SCHINDLER

Why not?

GOETH

It wouldn't be - right.

SCHINDLER

She's just going to Auschwitz anyway, what difference does it make?

GOETH

She's not going to Auschwitz. I'd never do that to her. What kind of a monster do you think I am?

Goeth seems genuinely hurt that Schindler would think him capable of anything so fiendish.

GOETH

I want to take her back to Germany with me. I want her to come work for me there. I want to grow old with her.

SCHINDLER

Are you mad, you can't take her to Germany with -

GOETH

Of course I can't. That's what I'd like to do. What I can do, if I'm any sort of a man, is the next most merciful thing. Take her into the woods and shoot her painlessly in the head.

Without any hint of sarcasm, Goeth shrugs, Right? Schindler just stares. Then, eventually, manages a nod. He reaches for the cards, gathers them in his hand and is returning them to his pocket when:

SCHINDLER

This is true sport, Amon. This is a game worthy of the devil - playing for souls.

GOETH

How much did you say for a natural 21? Fourteen thousand, eight hundred?

HARD CUT TO:

THE CARDS PURRING in Goeth's hands. He's not about to risk being cheated out of the mercy killing by any sleight-of-hand abilities Schindler may possess - it's bad enough he's gambling with Helen's fate at all - and shuffles the cards himself. He does allow Schindler to cut the deck - he's not completely paranoid - takes it back and deals.

Schindler finds his face-down cards spotted with eight clubs and five diamonds. He scuffs them against the table, calling for a hit, and is skimmed another five. That's 18. Not bad. Particularly since atop Goeth's hole card, like an awkward puzzle piece, lies a five of spades.

Insanely, though, Schindler scrapes the table for a fourth card and Goeth flips him an ace of hearts. Schindler displays his cards - 19 altogether - and Goeth stares at them, then at Schindler, in disbelief.

GOETH

You hit on 18? Playing for a woman, you hit on 18?

Goeth keeps staring, unsettled by the absurdity of the move, worried, perhaps, that providence sits on Schindler's shoulder like an angel. He turns over his hole card then - a 5 - and lays it alongside his 5. He deals himself a 4 - that's 12 altogether now - and he can almost hear the explosion from the gun against the back Helen's head. He smiles confidently, thumbs at the top of the deck, and throws down a -

INT. CELLAR - CONTINUED

Helen's head lifts up to the muffled wail of pain issuing from somewhere above her ceiling -

INT. GOETH'S STUDY - CONTINUED

A king of hearts stares up blankly from the table. Goeth's four cards total 22.

SHOCK CUT TO:

The letters - H I R S C H, H E L E N - as typewriter keys slam them opposite the number 1,077 at the bottom of the tenth page of Schindler's List.

INT. GOETH'S VILLA - PLASZOW - DAY

Goeth, at his writing desk, endures the bureaucratic tedium of signing memoranda, transport orders, requisitions. He comes to Schindler's list, initials each page and signs the last with no more interest than the others. He hands the stack of paperwork to Marcel Goldberg, Personnel Clerk, Executor of Lists, Gangster.

INT. GOLDBERG'S OFFICE, ADMIN. BUILDING - PLASZOW - DAY

The tenth page of Schindler's List, the signature page, curls around the roller of a typewriter. Goldberg carefully aligns it and types his own name in a narrow space in the bottom margin.

INT. METALWORKS - PLASZOW - DAY

As Goldberg comes through the factory with his clipboard a prisoner whispers to him -

WULKAN

Goldberg. Am I on the list?

GOLDBERG

It's well-known that to be on Schindler's list is to be on the list of life. On either side of the list there is nothing but a chasm. I believe you have some jewelry there that Mr. Titsch has been minding for you?

Wulkan knows he knows.

WULKAN

Many of us will remember, Goldberg, transactions such as this.

The jeweler discreetly turns over to Goldberg a couple of diamonds from the lining of his coat.

INT. GOLDBERG'S OFFICE - PLASZOW - NIGHT

Names on a little notepad, the first few crossed out.

Goldberg types the next name - WULKAN - onto a page of The List, squeezing it into the upper margin, and crosses it out on the pad.

He rolls the page down, types another name, tires of the exacting task, tears the handwritten page of names from the notepad, crumples it and throws it away.

INT. MECHANICS GARAGE - PLASZOW - DAY

Pfefferberg, his head under the hood of a German staff car, adjusting the carburetor. Goldberg comes in.

GOLDBERG

The list was shown to Herr Commandant. He crossed some names off, yours amongst them.

PFEFFERBERG

That means there are blank spaces on the list now. You could put my name back on, on Mila's.

GOLDBERG

Do you have diamonds?

PFEFFERBERG

Of course not.

GOLDBERG

I'm a prisoner like you, Poldek, but I have to make a future for myself if I can. It takes diamonds to stay on the list. What have you got for me?

Pfefferberg suddenly attacks him with the wrench in his hand, beating him across the shoulders and head with it.

PFEFFERBERG

I'll kill you, that's what I've got for you, you son-of-a-bitch.

Goldberg goes down, tries to scramble away on his knees, the blows coming down hard on his back.

GOLDBERG

All right, all right, all right.

He makes it outside the garage and runs.

EXT. DEPOT - PLASZOW - DAY

A cattle car is coupled to another, the pin dropped into place. On the platform, clerks at folding tables shuffle paper while others mill around with clipboards, calling out names.

CLERK

You're in the wrong line.

PRISONER

This is the Brinnlitz line.

CLERK

No, this is the -
 (hesitates; then, to
 another clerk)
 Is this the Brinnlitz line or the
 Auschwitz line?

The other clerk shrugs hopelessly. Pens in hands checking off names. Some bound for Brinnlitz, the rest for Auschwitz, if they can be properly sorted from one another. It's chaos.

Thousands of prisoners on the platform, some climbing onto strings of slatted cars on opposing tracks, some already in them, most standing in lines, changing lines, the end of one virtually indistinguishable from the beginning of another, saving their bribes for the most powerful figures here, the guards who close the gates. To her husband -

MRS. NUSSBAUM

The worst is over, we're leaving.

Six year old Olek Rosner is allowed to stay in line with his father Henry, but his mother is taken to another line composed of women and girls. This segregation is the only recognizable process going on; others, if they exist, are apparent only to the clerks and guards, and maybe not even to them.

HELEN

Helen Hirsch.

While a clerk searches The List for her name, she dares a look to Goeth's villa. He's there on the balcony, a small figure in the distance, watching. He sadly waves goodbye.

EXT. COUNTRYSIDE - NIGHT

A train snakes across the dark landscape.

INT. CATTLE CAR - MOVING - NIGHT

Stern, wedged into a corner of a crowded car. This train may be headed for Schindler's hometown but it's no more comfortable than the others on their way to Auschwitz-Birkenau.

There are only male prisoners on board, including Pfefferberg, Levartov and Wulkan. Little Richard Horowitz reaches through the slat to break off an icicle and proudly displays it as he places it to melt in a communal mug.

DOLEK HOROWITZ

Good boy, Richard.

EXT. BRINNLITZ - DAY

The train pulls into the small quiet Brinnlitz station. The doors are opened and the prisoners begin climbing down.

At the far end of the platform, flanked by Untersturmfuhrer Josef Liepold, new Commandant of Schindler's subcamp, and several SS guards, stands Schindler. To his customary elegant attire he has added a careless accoutrement, a Tyrolean hat.

SCHINDLER

It's a short march to the factory, where you'll find hot soup and bread waiting for you.

Liepold is visibly uncomfortable with Schindler's overt kindness to the Jews.

LIEPOLD

These Jews, and this camp fall under my jurisdiction, Herr Direktor.

SCHINDLER

These are uniquely skilled technicians, and the manufacturing activities at my factory are very important - as you know, on the SS's secret list. For the benefit of our country, my work force is not to be disturbed. I appreciate your help, Commandant Liepold.

Before Liepold can respond, Schindler is off.

EXT. BRINNLITZ - DAY

Graffiti scrawled on a wall in Czech reads (subtitle) "Keep the Jewish Criminals out of Brinnlitz."

Leading a procession of nine hundred male Jewish "criminals" through the center of town, Schindler ignores the angry taunts and denunciations and the occasional rock hurled by the good citizens of Brinnlitz lining the streets.

INT. BRINNLITZ MUNITIONS FACTORY - DAY

Under the towering Hilo machines, a meal of soup and bread awaits the workers. As they sit down to it, Schindler addresses them -

SCHINDLER

You'll be interested to know I received a cable this morning from the Personnel Office, Plaszow. The women have left. They should be arriving here sometime tomorrow.

He sees Stern among the workers, almost allows a smile, turns and walks away.

INT/EXT. TRAIN/RURAL POLAND - DAY

The women's train clatters past small farms. Inside the crowded car, Mila Pfefferberg peers out through the slats with optimism at an idyllic image -

Kids ice skating on the frozen ground. Arcing in a figure 8, one of them, a boy no more than six, glances to the approaching train, then to another string of cattle cars, empty, coming from the other direction. To those in the full cars, he raises his hand up and across his neck making the gesture of a throat being slit.

Mila's smile fades in confusion as she looks back at the figure of the smiling gesturing boy receding in the distance.

EXT. AUSCHWITZ-BIRKENAU - CONTINUOUS - DAY

- row after row after row of barracks reaching to the birch trees beyond electrified fences, pillars of dark smoke rising from stacks into the sky, two sets of tracks running the length of the camp, and, slowly backing through the arched gatehouse, the train.

The stunned women climb down from the railcars onto the concourse bisecting the already infamous camp. They don't need a sign to tell them where they are, they've seen this place in nightmares. As they're marched across the muddy yard by guards carrying truncheons, Mila Pfefferberg stares at the place. It's so big, like a city, only one in which the inhabitants reside strictly temporarily. To Mila, under her breath -

REBECCA

Where are the clerks?

So often terrified by the sight of a clerk with a clipboard, it is the absence of clerks which unsettles Rebecca now - as though there remains no further reason to record their names. Mila's eyes return to the constant smoke rising beyond the birch trees at the settlement's western end.

INT. OFFICES - BRINNLITZ FACTORY - DAY

Schindler comes out of his office and, passing Stern's desk, mumbles -

SCHINDLER

They're in Auschwitz.

Before Stern can react, Schindler is out the door.

EXT. BRINNLITZ FACTORY - MOMENTS LATER - DAY

As he strides across the factory courtyard toward his motorcycle, Schindler is intercepted by some Gestapo men who have just emerged from their car.

GESTAPO

Oskar Schindler?

SCHINDLER

How's it going?

GESTAPO

Your friend Amon Goeth has been arrested.

SCHINDLER

(pause)

I'm sorry to hear that.

GESTAPO

There are some things that are unclear. We need to talk.

SCHINDLER

I'd love to, it'll have to wait until I get back.

The looks on their faces tell him he's not going anywhere.

SCHINDLER

All right, okay, let's talk.

GESTAPO

In Breslau.

SCHINDLER

Breslau? I can't go to Breslau.
Not now.

These men are serious.

INT. DELOUSING PLANT - AUSCHWITZ - DAY

The women are in a concrete room. Taking off their clothes. Being shaved with straight razors.

Being led to another large grey room where ominous shower heads stick out from the stone walls. Mila stares up at a dry shower nozzle. Fearing the killing gas she expects will soon seep from the little holes, she waits. It's excruciating. Finally, a clang, like radiant heat rising, tells the women a valve has been turned. The exposed plumbing begins to shake as whatever is inside surges through, rattles across an elbow joint, through pipes branching off, jiggles the shower heads as it advances, reaches them and ... icy water sprays out.

EXT. AUSCHWITZ - DAY

A young doctor moves slowly along rows of Schindler's women, considering each with a pleasant smile even as he makes his selections, with tiny gestures, for the death chambers. He pauses in front Mrs. Dresner.

MENGELE

How old are you, Mother?

She could lie, and he'd have her killed for it. She could tell the truth, and he'd have her killed for that, too.

MRS. DRESNER

Sir, a mistake's been made, we're not supposed to be here. We work for Oskar Schindler. We're Schindler Jews.

Mengele nods pensively, understandingly, it seems. Then -

MENGELE

And who on earth is Oskar Schindler?

He glances around hopelessly. One of the SS guards who accompanied the women from Plaszow speaks up -

PLASZOW GUARD

He had a factory in Cracow.
Enamelware.

Mengele nods again as if the information were valuable, as if it meant something to him. It doesn't.

MENGELE

A potmaker?

He smiles to himself as he gestures Mrs. Dresner out of the line and into another. Continuing with the "examination," he lets Danka stay in line, shifts the next two women, leaves the next ...

INT. CELL - SS PRISON, Breslau - DAY

In a dank cell, in uniform, Amon Goeth waits. Schindler is on his way, hopefully. Maybe he's already here. Schindler will vouch for him. Schindler will straighten this out.

INT. SS PRISON, Breslau - DAY

In a large room, Schindler sits before a panel of twelve sober Bureau V investigators and a judge of the SS court.

INVESTIGATOR

Everything you say will be held in confidence. You are not under investigation. Mr. Goeth is. He's being held on charges of embezzlement and racketeering. You're here at his request to corroborate his denials. Our information on his financial speculations comes from many sources. On his behalf is only you. We know you are close friends, and that this is hard for you, but we must ask -

SCHINDLER

He stole our country blind.

INT. BRINNLITZ FACTORY - DAY

In Schindler's absence, the workers attempt to operate the unfamiliar machines, try to figure out the unfamiliar process of manufacturing artillery shells. There's movement, noise, the machines are running, but little is being produced.

Liepold moves through the factory conducting an impromptu inspection, relishing the opportunity to exercise his power inside of this building in Schindler's absence. Ingrid comes out of Schindler's office and runs after Liepold.

INGRID

You can't do this - you can't be in here.

LIEPOLD

I'm under executive order to collect all of the children and their fathers in this subcamp and send them to Auschwitz for Dr. Mengele's research.
(mocking Schindler)

For the benefit of our country, I'm afraid you're going to have to step aside. Please excuse me.

Liepold moves past her and rejoins the guards. He points out a kid no more than nine, sorting casings at a work table, and another boy, ten or eleven, carrying a box.

LIEPOLD

I want this place scoured. It's always the same. Every time you think you've found them all, there are more.

EXT. BARRACKS - AUSCHWITZ - NIGHT

Mila and Helen cross back toward their barracks carrying a large heavy pot of broth. Not more than a hundred meters away stand the birch trees and crematoria, the smoke pluming even now, at night.

MILA

You'll see. Schindler will get us out and take us somewhere where the soup is thick.

Out of the darkness appear "apparitions," skeletal figures which surround the two woman, or rather the soup pot between them, dipping little metal cups into it, over and over.

Too startled to speak, Mila can only stare. The apparitions clamor around the pot a moment more, then furtively slip back into the same darkness from which they came. Mila and Helen exchange a glance. The pot is empty.

MILA

Where's Schindler now?

INT. HOSS' HOUSE - AUSCHWITZ - NIGHT

In his den, over cognac, Auschwitz Commandant Rudolf Hoss considers the documents Schindler has brought: the list, the travel papers, the Evacuation Board authorizations. Hoss nods at them, then at Schindler.

HOSS

You're not the only industrialist who needs labor, Herr Schindler. I remember earlier this year, I.G. Farben ordered a trainload of Hungarians for his chemical factory. The train came in through the archway, and the officer in charge of the selection went immediately to work and sent two thousand of them straight away to Special Treatment. It is not my task to interfere with the processes that take place down here. Why do you think I can help you if I can't help I.G. Farben?

SCHINDLER

I believe I could express the reason.

Schindler lays out on the table in front of Hoss a number of brilliant diamonds. Schindler stares frankly, almost fraternally, into Hoss's eyes.

SCHINDLER

I am not making any judgements about you.

(MORE)

SCHINDLER (cont'd)

It's just that I know in the coming months we're all going to need portable wealth.

HOSS

I could have you arrested.

SCHINDLER

I'm protected by powerful friends. You should know that.

HOSS

I do not say I'm accepting them. All I say is I'm not comfortable with them on the table.

Hoss pockets the diamonds.

HOSS

And yes...a clerical error has been made, of course!!

(pause)

Let me offer you this in apology for the inconvenience. I have a shipment coming in tomorrow, I'll cut you three hundred units from it. New ones. These are fresh.

Schindler seems to think about the offer as he nurses his drink. It's "tempting."

HOSS

The train comes, we turn it around, it's yours.

SCHINDLER

I appreciate it. I want these.

The ones on the list in Hoss's hand. Silence. Then:

HOSS

You shouldn't get stuck on names.

Why, because you get to know them? Because you begin to see them as human beings? Schindler suddenly has the awful feeling that the women are already dead. Hoss misinterprets the look.

HOSS

That's right, it creates a lot of paperwork.

EXT. CONCOURSE - AUSCHWITZ - DAY

A large assembly of women. Guards calling out names from a list, Schindler's List.

As each woman and girl steps out of line, a guard unceremoniously brushes a swathe of red paint across her clothes. New columns are formed.

EXT. TRAIN YARD - AUSCHWITZ - DAY

Schindler, standing at the end the platform stone-faced, watches the women whose names he is "stuck on," whose clothes are slashed with red paint, climbing onto the cattle cars.

As the cars fill, a train on another track arrives - the "fresh units" Schindler turned down. As gates of the women's cars begin to close, the gates of the arriving cattle cars are opened and the new people spill out, making the guards' job tougher trying to keep them all separated. A horrified cry suddenly breaks through the noise of the engines. The daughter of one of Schindler's women is not being allowed to board the train. Another cry erupts, and another, as the children of other Schindlerjuden are prevented from climbing on.

Schindler becomes aware of what's happening and, wedging through the crowds, passes over the children from the arriving train, to try to corral these particular kids, these girls, who are now echoing their mothers' tortured cries. As Schindler struggles to herd them together, Mancie Rosner, locked into one of the cars, notices - and she can't believe it - her son, Olek - among the hundreds of arriving prisoners moving past the processing tables and into the camp.

MANCIE ROSNER

(screams)

Olek -

On the other side of the electrified fence, six year old Olek Rosner turns to the desperate cry and sees, behind the slats of the cars, not just his mother, but others too, calling out to their sons and husbands filing into the camp.

Unaware of this new drama, occupied with his own, Schindler manages to gather the fifteen or twenty girls, his girls, some of them no more than seven years old, and, in the middle of the crowded platform, appeals to a guard -

SCHINDLER

These are mine. They're on the list.
These are my workers. They should
be on the train.

He points across to the women's train. The last of the gates are being closed, and a guard is signalling to the engineer to pull out amid the cries of the mothers, some to their daughters who aren't on it, some, on the other side, to their sons and husbands in the camp. Pointing to the girls -

SCHINDLER

They're skilled munitions workers.
They're essential.

The guard glances from the frantic gentleman to the anxious brood around him. These are essential workers?

GUARD

They're girls.

SCHINDLER

Yes.

Schindler is nodding his head, trying to think. The train wheels are beginning to move. The women are shrieking their sons' names, their daughters' names, and the guard, who's heard it all, every excuse imaginable, is just turning away when Schindler thrusts his smallest finger at him.

SCHINDLER

Their fingers. They polish the insides of shell casings. How else do you expect me to polish the inside of a 45 millimeter shell casing?

The guard stares at him dumbly. This he hasn't heard. He signals to another guard who unlocks, as it's moving, the last car of the train and the girls are allowed to jump on. As it pulls out, Manci Rosner stares at the figure of her small son and his father standing together at the wire. There, Henry is pulling his sleeve up, pointing to the bloody tattoo on his arm, and yelling to his wife on the departing train -

OLEK

Can you see it? Look. The clerks registered us. We're worth keeping track of! We have permanence now!

He quickly undoes his sleeve and thrusts his arm proudly into the air. Tight on the numbers etched in his skin.

HENRY ROSNER

Manci! We will meet at that patisserie in Cracow, on the corner of Bracha Street!

EXT. BRINNLITZ CAMP - DAY

The women and the girls led by Schindler and flanked by guards march across a field toward the factory.

At the perimeter of the camp, at the wire, the men watch the approaching procession materialize out of the heavy fog. The women are covered in paint - it looks like blood to the men.

Schindler moves amongst the the women as they cross into Brinnlitz. They reach to touch him, some cry on his shoulders, he cradles others in his arms.

SCHINDLER

You have nothing more to worry about.
You're safe with me now, you're safe.
Nothing more will happen to you.

Josef Bau spots Rebecca. Pfefferberg, his wife.

INT. BRINNLITZ FACTORY - DAY

The machines are silent, the people aren't. Women are in their husbands' arms. Daughters in their fathers'. There's food on the tables but it's largely ignored. Mancie Rosner and the other women whose families have been confiscated, watch the reunions blankly.

EXT. SS BARRACKS - SAME TIME - DAY

Schindler stands before the camp guards, seat at a long tables. They're seated at the long tables, their food getting cold, waiting for him to say whatever it is he has to say.

SCHINDLER

Under Department W provisions, it is unlawful to kill a worker without just cause. Under the Businesses Compensation Fund I am entitled to file damage claims for such deaths. If you shoot without thinking, you go to prison and I get paid, that's how it works.

(pause)

So there will be no summary executions here. There will be no interference of any kind with production. In hopes of ensuring that, guards will no longer be allowed on the factory floor without my authorization.

His eyes meet Liepold's, hold his icy stare, then return to the guards, most of whom look like tired middle-aged reservists.

SCHINDLER

For your cooperation, you have my gratitude.

As he steps away he gestures to some kitchen workers. They tear open cases of schnapps and begin setting the bottles out on the tables. Helen walks with Schindler now. There is a comfort level we haven't see before - an ease, a pride.

EMILIE

I've given up asking why you are kinder to them than you sometimes are to me. I am proud of you, Oskar.

SCHINDLER

The SS is a devil, my love. We will conquer him.

EMILIE

For the fun of it, I suppose?

SCHINDLER

Yes.

EMILIE

And for the pity?

SCHINDLER

Yes, for the pity.

INT. BRINNLITZ FACTORY - DAY

Schindler strolls through his factory looking over the shoulders of the workers, nodding his approval. The place is in full operation, finally; the people, having figured out the complicated Hilos, turning out shells by the caseload. Schindler pauses at one of the machines.

SCHINDLER

How's it going?

JOSEF BAU

Good, sir. It's taken a while to calibrate the machines, but it's going good now.

SCHINDLER

Good.

Schindler nods. Then frowns. He leans down and taps at the crystal of one of the gauges.

SCHINDLER

This isn't right, is it?

Bau kneels down, takes a look. It looks right to him. Reaching over, Schindler changes the calibration of the machine with an cavalier adjustment to a knob - and all the gauge readings shift.

SCHINDLER

There. That looks right.

He wanders off and Bau stares after him. He's just screwed up settings that took weeks to get right. A soot blackened worker shoveling coal into the stokehole of one of the furnaces notices Schindler moving past.

GOLDBERG

Sir?

Schindler glances back at the grime-covered man beckoning to him to come closer. The Direktor obliges, but not so close as to risk dirtying his suit.

GOLDBERG

How're you doing?

SCHINDLER

Pretty good.

Goldberg leans a little closer to gain confidentiality.

GOLDBERG

This isn't what I do shoveling coal. I don't mind it, but you should know I could be of much greater value to you in the front office working with Stern. We worked together in Plaszow.

SCHINDLER

I know what you did in Plaszow.

Schindler smiles faintly, and leaves Goldberg to toil at the furnaces for the rest of the war. He crosses the factory and comes up to another worker, Levartov, the hinge-maker, at a machine buffing shells.

SCHINDLER

How's it going, Rabbi?

LEVARTOV

Good, Herr Direktor.

Schindler nods, watches him work, eventually glances away.

SCHINDLER

Sun's going down.

Levartov, following Schindler's gaze, nods uncertainly.

SCHINDLER

It is Friday, isn't it?

LEVARTOV

Is it?

SCHINDLER

You should be preparing for the Sabbath, shouldn't you? What are you doing here?

Levartov just stares. It's been years since he's been allowed, indeed inclined, to perform Sabbath rites.

SCHINDLER

I've got some wine in my office, why don't we go over there, I'll give it to you.

Schindler heads off. The rabbi stares after him. Schindler gestures back, offering casually -

SCHINDLER

Come on.

Levartov looks around. Finally, he hangs up his goggles and follows after Schindler.

INT. WORKERS BARRACKS - NIGHT

Under the shadow of a watchtower, among the roof-high tiers of bunks strung with laundry, Levartov recites Kiddush over a cup of wine to workers gathered around him.

INT. GUARDS BARRACKS - NIGHT

On their bunks, the guards relax with schnapps, cards and magazines. One of them becomes distracted by a distant sound. Some of the others begin to hear it.

GUARD

What is that?

Conversations cease. The barracks gradually becomes quiet, silent, all the guards straining to hear. It sounds like ... singing. It sounds like Yiddish singing.

EXT. BRINNLITZ CAMP - SAME TIME - NIGHT

On a watchtower, a night sentry, unsure where it's coming from, listens to the distant singing. It seems like it's emanating from the surrounding hills, from the trees.

INT. LIEPOLD'S QUARTERS - SAME TIME - NIGHT

At his small desk, Liepold types a letter, denouncing Schindler most likely. The pounding keys bury all other sounds but when he pauses to read what he's typed, he hears it, the singing, faint, far away. He goes to his window, peers out, listens for a moment more, then hears nothing. Only the night creatures.

INT. SCHINDLER'S OFFICE - DAY

Stern finds Schindler alone in his office, standing at a window, back to him, staring out. Eventually, without turning:

SCHINDLER

What.

Stern doesn't answer at first. Finally, quietly -

STERN

We've received an angry complaint from the Armaments Board.

(hands him a letter)

The artillery shells, the tank shells, rocket casings, apparently all of them have failed quality-control tests.

Schindler dismisses the problem with a cavalier shrug.

SCHINDLER

That's to be expected - start-up problems. This isn't pots and pans, this is a precise business. I'll write them a letter.

STERN

They're withholding payment.

SCHINDLER

So would I. So would you. I wouldn't worry about it. We'll get it right one of these days.

But Stern is worried about it.

STERN

There's a rumor you've been going around miscalibrating the machines.

(Schindler doesn't deny it)

They could shut us down, send us back to Auschwitz.

Schindler nods soberly, in agreement it seems.

SCHINDLER

I'll call around, find out where we can buy shells. We'll pass them off as ours.

Stern's not sure he sees the logic.

STERN

Whether they're made here or somewhere else, they're still -

SCHINDLER

You don't see a difference? I see a difference.

STERN

You'll lose a lot of money, that's the difference.

SCHINDLER

Fewer shells will be made.

That's the main difference. The only one Schindler cares about. Silence. Then:

SCHINDLER

Stern, if this factory ever produces a shell that can actually be fired, I'll be very unhappy.

Stern takes this in. But he's still trying to run a business.

STERN

Do you have any money I don't know about? Hidden away someplace?

Schindler slowly turns to face his accountant, thinks long and hard, shakes his head.

SCHINDLER

No.

(silence; then, half-joking)

Why, am I broke?

Stern doesn't answer - which is an answer. And a slight, slight smile, a gambler's philosophical smile upon being purged of his wealth, appears on Schindler's face. He turns back to the window and the smile fades. He's seen something.

EXT. BRINNLITZ CAMP - DAY

Amon Goeth, in civilian clothes, emerging from a car. His eyes, sallow from inadequate sleep, sweep across the fortified compound with envy. It's a nice place Oskar's got here.

INT. OFFICE - CONTINUED

Stern steps to the window next to Schindler, stares down at Goeth beside the car. Softly, gravely -

STERN

What's he doing here?

He's lost weight, Goeth. The old suit he wears seems too big for him. Alone down there he seems disoriented.

SCHINDLER

Probably looking for a handout.

INT. BRINNLITZ FACTORY - DAY

Rebecca Bau, and others, glance up from their work to an apparition from the pit of their foulest dreams - Amon Goeth crossing through the factory.

Schindler's arm drapes around the killer's shoulder as if he were a long lost brother. Leading him across the shop-floor he proudly points out the huge thundering Hilo machines.

INT. OFFICES, BRINNLITZ FACTORY - DAY

Schindler takes an old suitcase from his office closet and sets it on a coffee table. He snaps it open revealing Goeth's uniforms and medals in mothballs. The ex-Oberstrumfuhrer reaches in and touches the fabric and ribbons reverently, then glances up to his friend who has kept them safe.

GOETH

Every one of them betrayed me. Hujar, Toffel, Leo John, Scherner - they all ratted on me to save their own necks. Every one of them. Except you.

As Schindler pours them each a drink, Goeth picks up one of the medals and turns it over in his hand. His nails haven't been manicured for a long time.

GOETH

This is what I have left. After all I did for them, this is what I have left, this box and this suit. Look at this suit -

The one he's wearing. He pulls at a frayed lapel with disdain. Schindler hands him a cognac and -

SCHINDLER

That's no measure of a man's success. It's fabric, thread, buttons -

GOETH

This is my best fuckin suit, Oskar -

SCHINDLER

Was anyone looking at your suit when you came through this factory? Was one person looking at your suit? They were looking at you face. And in your face they still see death.
(pause)

That's failure?

A small measure of pride creeps back into Goeth's eyes. They do still fear him, don't they.

INT. OUTER OFFICES - SAME TIME - DAY

Beyond the frosted glass of Schindler's office door; Stern can see the wavering forms of the two Nazi Party members sharing cognac.

INT. SCHINDLER'S OFFICE - CONTINUED - DAY

Schindler tips a bottle over Goeth's glass, refilling it.

SCHINDLER

What can I do to help you out? I'd give you a managerial post if the SS would sit still for -

GOETH

Yeah, I know, they'd never let you.

SCHINDLER

Let me give you some money at least.

Goeth tries to shake his head "no" while meaning "yes," but when Schindler doesn't rise to the bait, he wonders if he did it wrong.

SCHINDLER

Well, I wish there was something I could do for you.

GOETH

Helen.

Schindler is caught completely unprepared. He stares at Goeth, then glances away, his mind racing.

GOETH

You could give me Helen back. I miss her.

SCHINDLER

She's dead, Amon.

Goeth stares at the back of Schindler's head, paralyzed by the news. After a long moment, he manages a breath.

GOETH

What?

Schindler turns back with a look that wishes he had told his friend as soon as he saw him.

SCHINDLER

I'm sorry.

INT. BRINNLITZ FACTORY - DAY

Drunk and depressed, Goeth comes through the factory again carrying the suitcase. Schindler's at his side, steering him to some degree.

Goeth's hand comes up to his cheek as if to brush away a bothersome fly. But it isn't a fly. One of the workers has spit on him. He turns in disbelief.

Silence as his hand drops to his side, to the holster he forgets isn't there. He glances around for SS guards - who aren't there - and looks to Schindler thoroughly confused.

GOETH

(whisper)

Where are the guards?

SCHINDLER

The guards aren't allowed on the factory floor. They make my workers nervous.

Goeth stares at him bewildered. Then again at the worker who spit. Then at other workers, the resolve in their eyes. They know he has no power here, and sense he has no power anywhere.

Is this a dream? Goeth's own eyes drift to a woman at one of the machines, her face turned partly away from him. She dares a look over her shoulder and he sees that it's Helen.

He stares, first at her, then at Schindler, knowing suddenly that he's the betrayer ... but also that there's absolutely nothing he can do about it.

SCHINDLER

Come on.

He'll see Goeth out; that's all he'll do for him. He steps toward the door and the workers watch as Goeth, impotent, follows.

INT. GUARDS' BARRACKS - EVENING

A guard slowly turns the dial of a radio, finding and losing in static several different voices in several languages, none of them lasting more than a moment. Depression hangs over the barracks. Most of the guards are straining to hear the news they've been fearing for some time now, some on their bunks just staring, one at a window peering out at the black face of a forest as if expecting, at any moment, to see Russian or American troops appear.

INT. WORKERS' BARRACKS - SAME TIME - EVENING

Another radio. Workers, like the guards, straining to hear. The dial finds, faint, mired in static, the idiosyncratic voice of Winston Churchill.

INT. LIEPOLD'S QUARTERS - SAME TIME - EVENING

Schindler on Liepold's doorstep. The two men considering each other across the threshold. Radio static filters out from Liepold's room. The word "Eisenhower" cuts through before the speaker's voice is buried again.

SCHINDLER

It's time the guards came into the factory.

He turns and walks away.

INT. BRINNLITZ FACTORY - NIGHT

All twelve hundred workers and all the guards are gathered for the first time on the factory floor. Tension and uncertainty surround them. It's ominously quiet. Then -

SCHINDLER

The unconditional surrender of Germany has just been announced. At midnight tonight the war is over.

It is not his intention to elicit celebration. Indeed, his words, echoing and fading in the cavernous factory, echo the doubts they all feel.

SCHINDLER

Tomorrow, you'll begin the process of looking for survivors of your families. In many cases you won't find them. After six long years of murder, victims are being mourned throughout the world.

Not by Untersturmfuhrer Liepold. He stands with his men, dying to lift his rifle and fire.

SCHINDLER

We've survived. Some of you have come up to me and thanked me. Thank yourselves. Thank your fearless Stern, and others among you, who, worrying about you, have faced death every moment.

(glancing away)

Thank you.

He's looking at the guards, thanking them, which thoroughly confuses the workers. Just when they thought they knew where his sentiments lay, he's thanking guards.

SCHINDLER

You've shown extraordinary discipline. You've behaved humanely here. You should be proud of yourselves.

Or is he attempting to adjust reality, to destroy the SS as combatants, to alter the self-image of both the guards and the prisoners? Moving across the SS men's faces, they remain inscrutable.

Schindler turns his attention back to the workers, and, not at all like a confession, but rather like simple statements of fact:

SCHINDLER

I'm a member of the Nazi party. I'm a munitions manufacturer. I'm a profiteer of slave labor, I'm a criminal. At midnight, you'll be free and I'll be hunted.

(pause)

I'll remain with you until five minutes after midnight. After which time, and I hope you'll forgive me, I have to flee.

That worries the workers. Whenever he leaves, something terrible always seems to happen.

SCHINDLER

In memory of the countless victims among your people, I ask us to observe three minutes of silence.

In the quiet, in the silence, drifting slowly across the faces of the workers - the elderly, the lame, teenagers, wives beside husbands, children beside their parents, families together - it becomes clear, if it wasn't before, that both as a prison and a manufacturing enterprise, the Briznilitz camp has been one long sustained confidence game.

Schindler has never stood still so long in his life. He does now, though, framed by his giant Hilo machines, silent at the close of the noisiest of wars, his head bowed, mourning the many dead.

When he finally does look up he sees that he is the last to do so. The faces, few of which he recognizes, are all looking at him. He turns to speak to the guards along the wall again.

SCHINDLER

I know you've received orders from our Commandant - which he's received from his superiors - to dispose of the population of this camp.

Apprehension waves across the factory. To the guards:

SCHINDLER

Now would be the time to do it. They're all here. This is your opportunity.

The guards hold their weapons, as they have from the moment they arrived here tonight, at attention, waiting it seems, to be given the official order from their Commander, Liepold, who appears ready to give it.

SCHINDLER

Or ...

(he shrugs)

... you could leave. And return to your families as men instead of murderers.

Long, long silence. Finally, one of the guards slowly lowers his rifle, breaks ranks and walks away. Then another. And another. And another. Another.

When the last is gone, the workers consider Liepold. He appears more an oddity than a threat. He is more an oddity than a threat. And he knows it. He turns and leaves.

EXT. BRINNLITZ CAMP - NIGHT

A watchtower. Abandoned. The perimeter wire. No sentries. The guard barracks. Deserted. The SS is long gone.

INT. METALWORKS - NIGHT

Strange tools fashioned from sewing needles and screwdriver handles on a workbench. The most medieval of them is selected, probes the recesses of a man's open mouth, pries at a gold filling in a molar.

INT. SCHINDLER'S QUARTERS - SAME TIME - NIGHT

A suitcase yawning open. Two silk shirts set onto clothes already in it. Schindler moves across to a dresser and gathers socks from a drawer.

INT. METALWORKS - CONTINUED - NIGHT

The flame of a welding torch fires at extracted fillings, melting them down. Pliers drop another into the small pool of gold.

INT. SCHINDLER'S QUARTERS - CONTINUED - NIGHT

Hand raking toiletries into a small leather bag. Schindler carries it into the other room, places it into one of the two suitcases on the bed and snaps the latches.

INT. METALWORKS - CONTINUED - NIGHT

Wulkan the jeweler works quickly to form the melted gold into a band. It's crude but it'll have to do; there's not a lot of time. With a makeshift engraving tool he begins etching a brief inscription along the inner curve.

EXT. COURTYARD - BRINNLITZ CAMP - NIGHT

Schindler and Emilie emerge from his quarters, each carrying a suitcase. In the dark, some distance away from the Mercedes, stand all eleven hundred workers. As the Schindlers cross the courtyard to the car, Stern and Levartov approach, the rabbi with some papers. But before they can speak -

SCHINDLER

As soon as peace occurs, I want this cloth distributed to the workers. Two and a half meters each. Also, each person is to get a bottle of vodka. They won't drink it. They know its value. And likewise for those Egiptshi cigaretters we organized.

STERN

It'll be done. Everything you ask.

LEVARTOV

We've written a letter trying to explain things. In case you're captured. Every worker has signed it.

Schindler sees a list of signatures beginning below the typewritten text and continuing for several pages. He pockets it, this new list of names.

SCHINDLER

Thank you.

Stern glances away to the assembled workers who are parting for Pfefferberg, Wulkan and a couple of others coming through. They reach the group by the car and Wulkan hands Stern, who hands Schindler, the finished ring. Schindler sees that it's a gold band, like a wedding ring. He notices the inscription and glances up to Stern.

STERN

It's Hebrew. It says, 'Whoever saves one life, saves the world.'

Schindler slips the ring onto a finger, admires it a moment, glances to Stern and Wulkan and Pfefferberg nodding his thanks, then seems to withdraw.

SCHINDLER

(to himself)
I could've got more out ...

Stern isn't sure he heard right. Schindler steps away from him, from his wife, from the car, from the workers.

SCHINDLER

(to himself)

I could've got more ... if I'd
just ... I don't know, if I'd
just ... I could've got more ...

STERN

Oskar, there are eleven hundred
people who are alive because of you.
Look at them.

He can't.

SCHINDLER

If I'd made more money ... I threw
away so much money, you have no idea.
If I'd just ...

STERN

There will be generations because of
what you did.

SCHINDLER

I didn't do enough.

STERN

You did so much.

Schindler starts to lose it, the tears coming. Stern, too. The look on Schindler's face as his eyes sweep across the faces of the workers is one of apology, begging them to forgive him for not doing more.

SCHINDLER

This car. Goeth would've bought this
car. Why did I keep the car? Ten
people, right there, ten more I
could've got.

(looking around)

This pin -

He rips the elaborate Hakenkreuz, the swastika, from his lapel and holds it out to Stern pathetically.

SCHINDLER

Two people. This is gold. Two more
people. He would've given me two for
it. At least one. He would've given
me one. One more. One more person.
A person. Stern. For this.
One more. I could've gotten one
more person and I didn't.

He completely breaks down, weeping convulsively, the emotion he's been holding in for years spilling out, the guilt consuming him.

SCHINDLER

They killed so many people ...
 (Stern, weeping too,
 embraces him)
 They killed so many people ...

From above, from a watchtower, Stern can be seen down below, trying to comfort Schindler. Eventually, they separate, and Schindler and Emilie climb into the Mercedes.

As the car slowly pulls out through the gates of the camp and onto the road, Stern climbs to a vantage point to watch. After several moments, the taillights are swallowed by the night.

EXT. BRINNLITZ CAMP - DAWN

A lone Russian officer on horseback, tattered coat, rope for reins, emerges from the forest. As he draws nearer, it becomes apparent to the workers assembling on the camp yard, that the horse is a mere pony, the Russian's feet in stirrups nearly touching the ground beneath the animal's skinny abdomen.

He reaches the camp, climbs easily down from the horse and, in a loud voice, addresses the hundreds of workers standing at the fence:

RUSSIAN

You have been liberated by the Soviet Army.

This is it? This one man? The workers wait for him to say more. He waits for them to move, to leave, to go home. Finally -

RUSSIAN

What's wrong?

A few of the workers come out from behind the fence to talk with him.

STERN

Have you been in Poland?

RUSSIAN

I just came from Poland.

STERN

Are there any Jews left?

The Russian has to think. Eventually he shrugs, 'no,' not that he saw, and climbs back onto his pony to leave.

WORKER

Where should we go?

RUSSIAN

I don't know. Don't go east, that's for sure, they hate you there.

(pause)

I wouldn't go west either if I were you.

He shrugs and gives his little horse a kick in the ribs.

WORKER

We could use some food.

The Russian looks confused, glances off. The quiet hamlet of Brinnlitz sits there against the mountains not half a mile away.

RUSSIAN

Isn't that a town over there?

Of course it is. But the idea that they could simply walk over there is completely foreign to them. The Russian rides away.

EXT. BRINNLITZ - DAY

All eleven hundred of them, a great moving crowd coming forward, crosses the land laying between the camp, behind them, and the town, in front of them.

Tight on the FACE of one of the MEN.

Tight on TYPEWRITER KEYS rapping his NAME.

Tight on A PEN scratching out the words, "METAL POLISHER" on a form.

Tight on the KEYS typing, "TEACHER."

Tight on his FACE in the crowd.

Tight on the face of a woman in the moving crowd. The keys typing her name. The pen scratching out "LATHE OPERATOR" The keys typing "PHYSICIAN." Tight on her face.

Tight on a man's face. His name. Pen scratching out "ELECTRICIAN." Keys typing "MUSICIAN." His face.

A woman's face. Name. Pen scratching out "MACHINIST." Keys typing "MERCHANT." Face.

The names and faces of everyone we recognize, and their professions before the war.

"CARPENTER." Face. "SECRETARY." Face. "DRAFTSMAN." Face.
"PAINTER." Face. "JOURNALIST." Face. "NURSE." Face. "JUDGE."
Face. Face. Face. Face.

HARD CUT TO:

Caption: AMON GOETH WAS ARRESTED AGAIN, WHILE A PATIENT IN A SANATARIUM AT BAD TOLZ.

GIVING THE NATIONAL SOCIALIST SALUTE, HE WAS HANGED IN CRAKOW FOR CRIMES AGAINST HUMANITY.

INT./EXT. D.E.F. FACTORY - DAY

Deserted. Broken. The wind blows through it.

Caption: OSKAR SCHINDLER FAILED AT SEVERAL BUSINESSES, AND MARRIAGE AFTER THE WAR.

INT./EXT. BRINNLITZ FACTORY - DAY

Deserted. Broken.

Caption: IN 1958, HE WAS DECLARED A RIGHTEOUS PERSON BY THE COUNCIL OF THE YAD VASHEM IN JERUSALEM, AND INVITED TO PLANT A TREE IN THE AVENUE OF THE RIGHTEOUS.

IT GROWS THERE STILL.

EXT. THE TREE IN THE AVENUE OF THE RIGHTEOUS

Caption: THERE ARE FEWER THAN FOUR THOUSAND JEWS LEFT ALIVE IN POLAND TODAY.

THERE ARE MORE THAN SIX THOUSAND DESCENDANTS OF THE SCHINDLER JEWS.

FADE TO BLACK

UNDER END CREDITS:

Moving slowly over the road of fractured gravestones winding through Plaszow. Tufts of grass and weeds between the spaces. A pick pries at one of the stones, and -

Thousands of mismatched fragments of unearthed stones on the ground like pieces of a jigsaw puzzle. A workman's hands place two together that fit, and - A wall under construction, a memorial made entirely of the recovered gravestones. Moving across them, two letters of a name are all that remain of one, four letters of another, then a full name, then half a name, three letters of another, two, and, finally, only a Jewish star.