THE DEVIL AND THE DEEP BLUE SEA

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WGA-W

FADE IN:

EXT. SKY ABOVE FROZEN LAKE AMBROSE, BURTONSVILLE, MD - DAY

SUPER: “Burtonsville, Maryland. February 18, 1943.”

SILENCE and WHITE high above a frozen lake stretching for miles on the edge of a forest. Gentle, swirling snow disappears as it hits the ice. An unidentifiable BLACK FIGURE on the ice below near the edge of the woods.

EXT. WOODS - DAY

Two cops in black overcoats and fedoras forge through dense snowy woods. DEPUTY ROY QUINN (40), tall, dark and a crooked nose short of handsome, walks ahead of the other short, burly one, EDDIE RASLO (30), who holds a clunky LEICA camera.

QUINN
Sixty days of goddamn snow since December and now this.

EDDIE
Sure this is where the old man said?

Quinn suddenly stops in his tracks, bends down to study something -- blood in the snow at the base of an oak tree.

QUINN
Now I am.

A small patch of cloth visible beneath a layer of snow. Quinn brushes aside the snow with a gloved hand and lifts up a brown, wool NEWSBOY HAT stained with blood. He bats the hat, shaking off snow, and examines the tag in the lining.

QUINN (CONT’D)
A boy’s hat.

Quinn and Eddie follow a trail of blood in the snow to the edge of the woods.

QUINN (CONT’D)
He must have been dragged through here. Toward the lake...

EXT. FROZEN LAKE AMBROSE - DAY

Quinn and Eddie emerge from the woods, walking toward the frozen lake. They step onto the ice and Quinn takes off his fedora in reverence for the horror before them.

QUINN (CONT'D)
...Where someone went fishing.

EDDIE
Mary mother of God.

He bends down to ice level and SNAPS a photograph with a shaky hand.

Quinn blows on the inside of his thick, horn-rimmed GLASSES, polishes them with his shirt sleeve.

QUINN'S POV -- a BLURRY, OUT-OF-FOCUS image. He raises the glasses to his face and a grotesque, unnatural sight comes INTO FOCUS -- the body of a boy (15).

The boy's head and shoulders are wedged into a fishing hole on the ice. His torso and legs stick straight up in the air.

Eddie BLOWS his nose with a hanky. He pockets the hanky and kneels closer to the body. Snaps another photo.

QUINN
I guess we need to pry 'im out. Get him to the coroner and identify him before they go home for the day.

EDDIE
I hope the fish weren't biting.

A mile across the frozen lake, the gray stone facade of a New England estate barely visible through the falling snow.

INT. SMALL ROOM - NIGHT

SUPERIMPOSED: "December 10, 1942."

A small, windowless room. A seemingly normal family of three eating dinner, ignoring the harsh yellow lighting and a strange intermittent CREAK and GROAN.

The MAN (50) passes the salt to a BOY (15), whose back and blonde hair is visible.

Suddenly, the room SHAKES. Another CREAK and GROAN. The lights FLICKER and BUZZ. The WOMAN (50) smiles at the boy.

WOMAN
Tell us about where you grew up.

BOY
(British accent)
In Rotherham, ma'am, that's the south part of Yorkshire.

MAN
What was it like there?

BOY
I grew up in a cottage by the River Don. My father was an iron welder, that's the main work there.

WOMAN
Would you care for bread, Carl?

BOY
Yes, ma'am.

MAN
What kind of bread?

BOY
Well, I...

The man sits forward, his hand on the cloth-covered bowl.

BOY (CONT'D)
I don't understand.

Suddenly, two OFFICERS in black SS uniforms storm into the room, arguing with the blonde, blue-eyed boy, CARL DEMER(15).

OFFICER
(in German with subtitles)
You must not hesitate!

CARL
I wasn't sure what to say! I didn't have a choice at home.

OFFICER
Anyone from England would know!

DOLLY OUT of the windowless room to reveal that it is a STAGE inside the steel hull of a submarine.

INT. U-BOAT - NIGHT

German officers in Kriegsmarine uniforms busy at work. DOLLY OUT beyond the interior corridor to...

EXT. U-BOAT - NIGHT

The dull gray exterior of a fully submerged German type XB U-boat, its monstrous girth visible in the ocean water. The Nazi swastika emblazoned on the steel pane over the rear, diesel-powered propellers.

The U-boat recedes into the BLACK of the sea.

EXT. CEMETERY, BERLIN GERMANY 1939 - DAY

SUPER: “Berlin, Germany. September 20, 1939.”

A beautiful fall day in Berlin at a cemetery.

YOUNG CARL DEMER (11), a younger version of the boy on the U-boat, wears a black suit, holds a MODEL PLANE and stands before a coffin wrapped in a NAZI FLAG. Carl’s mother HILDA DEMER (35), a beautiful blonde, hands Carl a party WREATH.

A few friends and family in black and a row of German soldiers in luftwaffe uniforms in attendance, their arms extended in a Nazi salute toward the coffin.

CLOSE ON EPITAPH ON GRAVESTONE (in German with subtitles):

“I*n loving memory of Hanz Demer (1905-1939), luftwaffe pilot shot down over Poland. With courage and honor, he gave his life for God, fuhrer and fatherland.*”

WAGNER’S “ACT 1 OVERTURE TO PARSIFAL” plays while Young Carl places the wreath by the coffin. He glances at his mother, tears in his eyes. She motions for Carl to come to her side. Carl looks at the model plane in hand, debating its fate, and places it inside the EMPTY coffin.

INT. DEMER APARTMENT, LIVING ROOM - NIGHT

CLOSE ON GRAMOPHONE -- continuing to play WAGNER’S PARSIFAL.

PAN across the living room of a modest, middle class apartment. A portrait of ADOLF HITLER over the worn sofa.

Young Carl, his hair neatly combed and fixed in place by brillcream, sits on the oriental rug in front of the sofa, playing with a Märklin electric toy train set.

CLOSE ON ENGINE CAR as the train glides along the track. We leave the train in motion and continue into...

INT. DINING ROOM - NIGHT

...ANGLE ON POLISHED DRESS SHOES beneath the table.

HILDA (O.S.)
(in German with subtitles)
This is a pleasant surprise, Herr Burmann.

HERR BURMANN(40's), a oddly limber, hunched-over giant of a man wearing a brown suit, bow tie and pleasant smile, sets his fedora on the table and hangs his coat over the dining chair. He hands Hilda a bottle of wine.

HERR BURMANN
Cotes du Rhone. A good vintage I'm told.

HILDA
A delight, Herr Burmann.

Hilda retrieves a bottle opener from a kitchen drawer and uncorks the wine.

HERR BURMANN
It's my understanding that you grew up in England, Frau Demer.

Hilda hands Burmann a glass of wine.

HILDA
I merely spent my childhood there.
(defensive)
I've been a party member since 1930 when my father moved the family to Germany on business...

Hilda sits down across from Burmann. He lights a cigarette.

HERR BURMANN
We are quite aware of your devotion to the fatherland. And your late husband's service. Please accept my deepest condolences on behalf of the Reich Security office.

HILDA
Thank you, Herr Burmann.

Burmann swirls the wine around in his glass...

HERR BURMANN
I understand you taught your son Carl to speak English in the home.

HILDA
That was before the war. I only meant it to benefit the boy, if...

HERR BURMANN
Please, Frau Demer. No need to be defensive. Just answer the question.

HILDA
Yes, he can speak English fluently. He's very bright. Headmaster Schultz says he has outperformed his peers, that he may be able to advance in school.

HERR BURMANN
Yes, I've spoken to the headmaster.

HILDA
Is this about Carl?

HERR BURMANN
Frau Demer, your son has been selected for the highest of Hitler Youth honors, to train with Reich Security to serve the fatherland.

Hilda's eyes well with tears. She sets her wine glass down with a shaky hand.

HERR BURMANN (CONT'D)
It's an elite program created by the fuhrer himself.

Tears stream down Hilda's face and she wipes her eyes.

HILDA
Excuse me.

HERR BURMANN
Frau Demer, please. This is not something to be distraught over.

Herr Burmann takes her hand across the table.

HILDA
Oh, they are tears of joy, Herr Burmann. Tears of joy.
(composes herself)
Carl! Carl, come to your mother right away!

Carl enters the dining room. He stands straight and tall and smiles pleasantly, his arms rigid by his side in obedience.

HILDA (CONT'D)
(switches to English)
Speak to me in English, Carl.

YOUNG CARL
(English accent)
Yes, mother.

HILDA
This is Herr Burmann.

Herr Burmann gets up, approaches Carl with a smile, offers his giant hand. Carl shakes his hand, looks up at his bone-white face and sunken eyes.

HERR BURMANN
You have been chosen for a great honor, Carl. The highest honor given to a boy in all of Germany.

Carl smiles.

HILDA
You will need to pack your things to go live with Herr Burmann.

Carl appears confused. Hilda gets up from the table and approaches Carl. She smiles, genuinely overjoyed.

HILDA (CONT'D)
Do you understand, Carl? You will be going with Herr Burmann to serve the fuhrer.

Fear in Carl's eyes. His composure crumbling.

YOUNG CARL
But I can serve the fuhrer here with you, mother. Right?

HILDA
No. You must go with Herr Burmann.

YOUNG CARL
I don't want to go.

Carl breaks down, CRYING, hugging her tightly, his head on her SILVER NECKLACE. She ushers him into the living room...

INT. LIVING ROOM - NIGHT

Carl's mother kneels, brushes his hair with her hand. Carl SNIFFLES and wipes his tears.

HILDA
Hush meine liebling. Do not cry. You musn't look foolish before Herr Burmann.

YOUNG CARL
I don't want to go away from you, mother.

HILDA
If you love me, Carl, you will go and become a hero for the fatherland and make me very proud.

Carl looks up at her with sad blue eyes.

...In the b.g., his electric train circles the track.

INT. SEDAN - DAY

Carl sits in the back seat of a Mercedes sedan with Herr Burmann. He glances out the window -- the receding image of his mother framed in the doorway of their Berlin apartment.

INT. SEDAN - DAY

Carl looks out the car window -- dense forest all around.

The sedan rounds a bend and pulls up to a gate manned by six Waffen SS soldiers. Sandbags and barbed wire line either side of the gate.

An *SS Obersturmfuhrer* approaches the car. Herr Burmann rolls down the window and hands the officer a packet of papers.

HERR BURMANN
Heil Hitler.

EXT. FOREST ROAD - DAY

The SS officer hands the papers back to Herr Burmann and motions for them to pass. The gate opens and the Mercedes drives into the compound.

INT. SEDAN - DAY

Carl looks ahead -- a castle bunker (like *Wolfsschanze*) looms in the near distance, Nazi flags draped over the stone walls.

CHORUS OF BOYS (V.O.)
Adolf Hitler, you are our great Führer. Thy name makes the enemy tremble. Thy Third Reich comes, thy will alone is law upon the earth...

Carl nervously looks at Herr Burman, who smiles reassuringly.

INT. CASTLE CORRIDOR - DAY

Carl and a few other boys in “brown shirt” uniforms hold HJ knives and face creepy military training dummies, their tan leather torsos peeled back, revealing wooden ribs.

CHORUS OF BOYS (V.O.)
...Let us hear daily thy voice and order us by thy leadership, for we will obey to the end and even with our lives. We praise thee! Heil Hitler!...

Carl hesitates, watching the other boys stab their dummies. An SS CAPTAIN (40’s) screams at Carl, striking him in the face. Carl sinks his blade into the chest of the dummy.

EXT. CASTLE CORRIDOR - DAY

Carl stands before his training dummy. He slashes it expertly, and the captain nods in approval.

CHORUS OF BOYS (V.O.)
...Führer, my Führer, give me by God. Protect and preserve my life for long...

EXT. CASTLE COURTYARD - DAY

SUPER: “Three Years Later.”

A martial arts training session. Five boys (now age 15) fight in hand-to-hand combat with grown men.

CHORUS OF BOYS (V.O.) (CONT’D)
...You saved Germany in time of need. I thank you for my daily bread...

The captain watches as CARL (now 15) expertly blocks and disarms a knife-wielding soldier.

EXT. CASTLE COURTYARD - NIGHT

An eerie, torchlight ceremony in the courtyard. The boys, in black SS uniforms, recite the pledge heard over these scenes, arms raised in the Nazi salute.

CHORUS OF BOYS (V.O.)
...Be with me for a long time, do not leave me, Führer, my Führer, my faith, my light, Hail to my Führer!

The captain hands each boy a ceremonial dagger. At the end of the line, Carl accepts his dagger, jaw clenched.

INSERT DAGGER INSCRIPTION: -- Meine Ehre Heisst Treue (*My Honour is Loyalty* in subtitles)

INT. U-BOAT - NIGHT

Carl stands in line with five other boys at the base of the iron steps to the deck. The boys wear black, full-body wetsuits, waterproof bags over their shoulders.

Kriegsmarine officers rush by in preparation for ascent.

OFFICER (O.S.)
(in German with subtitles)
Speed two knots. Ten meters to surface.
(a beat)
Five meters...

The SS CAPTAIN from the castle addresses the line of boys.

CAPTAIN
You must not fail to rendezvous with the agency contact in London by ten hundred hours.

Carl checks his mariner watch and compass. The surfacing light bathes Carl's face intermittently in RED.

The boy next to Carl vomits on the submarine floor.

OFFICER
Now surfacing.

One after another, the boys climb the iron steps to the deck.

EXT. NORTH SEA - NIGHT

The black stormy waters of the North Sea. The wind HOWLS.

The U-boat BREAKS the surface of the ocean, the deck and upper hull rising. Waves CRASH against the hull of the sub.

The hatch opens and the boys climb onto the deck.

EXT. U-BOAT DECK - NIGHT

Waves CRASH over the deck. Water smashes against Carl's body as he passes a black, inflatable dinghy and oars forward to the next GERMAN BOY in line.

GERMAN BOY
All forward!

The English coast is visible by moonlight only a few hundred yards away.

The first boy INFLATES the dinghy and throws it into the sea. A rope tethers the dinghy to the side of the U-boat.

GERMAN BOY (CONT'D)
All in!

The boys quickly climb into the dinghy. Carl last to join...

INT. DINGY, NORTH SEA - NIGHT

...Carl sits down at the rear of the dinghy, removes his knife and CUTS the rope that tethers the dinghy to the sub.

Two of the boys grab the oars and paddle toward the English shoreline.

Carl glances behind him -- the submarine descends, and the sea swallows it.

Carl faces forward as a massive wave ROCKS the dinghy. Carl flies off the boat and hits the icy water with a SPLASH...

EXT. NORTH SEA (UNDER WATER) - NIGHT

Carl submerged. A disorienting swirl of water. A flurry of air bubbles. Limbs thrashing...

EXT. NORTH SEA (SURFACE) - NIGHT

Carl surfaces, GASPING for air.

CARL
Overboard! Wait! Wait!

The wind SCREAMS, drowning out Carl's voice.

CARL'S POV -- the dinghy rises into view on the surging black billows. All of the boys face forward, their backs to Carl, unaware of his plight. The dinghy goes on without him.

A wave rolls over Carl's head and the dinghy disappears.

Carl swims freestyle toward the shore, powerful strokes against the violent sea.

He stops and catches his breath, the dinghy a hundred yards ahead of him. Carl swims on toward the shore...

EXT. BEACH, EAST OF HERNE BAY, ENGLAND - NIGHT

A wave CRASHES onto the beach and Carl collapses with it onto the sand. He struggles to his feet, exhausted and GASPING for breath.

Carl stumbles forward, farther up the beach onto dry land.

He glances at his mariner watch and compass. He takes off his bag, unzips it and removes a pair of cargo pants, a shirt, jacket and a military knife in case.

He unzips his wetsuit, shivering with cold, teeth CHATTERING.

EXT. RECULVER BEACH, ENGLAND - DAWN

Carl jogs along a grassy knoll above Reculver Beach.

The dawn light pierces the medieval church ruins of RECULVER TOWERS. A breathtaking sight.

EXT. STATE ROAD, KENT ENGLAND - DAY

CLOSE ON ROAD SIGN: A299, London 45 KM

Carl walks along the side of a state road in the thick morning FOG in Kent, England. The sound of a CAR ENGINE.

Carl gives the hitchhiker's sign, but the car passes.

He checks his watch -- 8:30AM. He treks on...

EXT. STATE ROAD, KENT ENGLAND - DAY

A low RUMBLE. Carl sticks his thumb out again. A faded-black, ‘39 Morris 8 coupe rounds the bend. It slows to a stop beside Carl.

TORI (40’s), a pudgy woman suffering an inch of make-up, rolls down the window.

TORI
Ya need a lift!?

CARL
I’m on my way to London, ma’am.

TORI
So are we! Get in, dear!

She gets out of the car and lowers her seat, allowing Carl to climb in the back. Carl nods gratefully at HAROLD (40’s), a stocky man with a mustache, who sits behind the wheel.

CARL
Thank you, sir.

Harold ignores Carl, SHOVES the Morris into gear...

INT. MORRIS COUPE - DAY

Carl slides across the seat, taking the seat behind Harold. He looks out the window at a road sign: A299, London 10km. His watch: 9:20AM

Out the window, barren trees like skeletons in the thick fog.

TORI (O.S.)
You look so much like our son,
Henry. Just look at him, Harold.

Tori swats her husband with a beefy arm. He ignores her, eyes peeled to the foggy road.

HAROLD
It’s thick as pea soup out.

He turns on the windshield wipers, a feeble attempt to repel the fog.

TORI
(turns to Carl)
Our boy's a bit younger, he'll be twelve on Christmas day this December. All he wants for his Christmas is one of them black Raleigh bicycles like some of the servicemen ride around town. Harold's bought one for him, though not new. I'm not sure we could afford it. I'm just sad it's the first year he doesn't believe in Father Christmas no more. Doesn't he look just like our Henry?

Harold ignores her and turns on the radio.

RADIO ANNOUCNER
(filtered)
...on BBC radio. And here's our famous comedy duo Flanagan and Allen singing Run, Rabbit Run...

Run Rabbit Run plays over this scene.

TORI
You from London?

CARL
Yorkshire, ma'am. That's where I grew up.

TORI
Oh, that's wonderful! Harold grew up there! Isn't that something?

HAROLD
Nice area, Yorkshire.

RADIO
(filtered)
On the farm, every Friday. On the farm, it's rabbit pie day...

CARL
Yes sir.

HAROLD
Funny thing with your accent. You don't sound much like you're from there to me.

TORI
Harold. We're doin' the boy a favor.

HAROLD
And all I want to know is who we're favorin', love. He could be on the run from his parents...

TORI
Oh, really...

HAROLD
You got your national registration card on your person, I presume?!

CARL
I don't at the time, sir.

HAROLD
Well, that's against the law.

TORI
Let the boy alone, Harold.

CARL
It's at home, which is part of the reason why I appreciate the lift so much, sir.

HAROLD
Now there's a tall tale.

A sign out the window: A299, London 5km

CARL
Just drop me off here, sir. Please, I'll walk...

Suddenly, Harold takes a sharp turn off the main road.

RADIO
(filtered)
Bang! Bang! Bang! Bang! Goes the farmer's gun. Run rabbit, run rabbit, run rabbit run.

TORI
Now look, you missed the turn into town. Harold?

HAROLD
I think we'll stop by the police station and sort this out.

Carl pulls his pant leg up, revealing his military KNIFE in a case strapped to his calf.

CARL
I'm not feeling so good, ma'am. Would you mind pulling over?

Carl slowly removes the knife.

HAROLD (O.S.)
Well, that's bloody convenient!

Carl GROANS and pretends to be WOOZY as he cuts through the vinyl on the back of Harold's seat.

TORI
Harold, pull over. You've upset the boy.

CARL
I think I'm going to throw up.

TORI
Not in the car! Christ, Harold! Pull over now!

Harold breaks at a four-way stop. He turns off the radio and *Run Rabbit Run* ends. Harold shakes his head, livid.

HAROLD
I'm not pulling over! I'm takin' him in! It's rubbish, love! He's a lying bastard and he's...

Harold stops speaking mid-sentence. His back suddenly straightens, rigid against his seat, and he emits a hoarse, guttural SCREAM.

TORI
Harold? What's wrong?

Harold's lips move. Nothing but a dry GURGLING sound.

Carl plunges the knife farther into the seat back and TWISTS.

Another muted CRY. Harold's arms shake violently. Blood trickles down the side of his mouth.

TORI (CONT'D)
Oh God, he's having another stroke!

Harold's foot slips off the break onto the gas and the Morris lurches forward across the intersection...

EXT. ROADWAY, LONDON - DAY

The Morris picks up speed, veering in the lane...

INT. MORRIS COUPE - DAY

Tori SCREAMS, grabbing frantically at the steering wheel as the Morris careens off the road into a ditch.

The impact SLAMS Carl's head against the rear window.

EXT. DITCH - DAY

The smashed Morris comes to a violent halt, hissing STEAM from the engine block blending with the fog.

INT. MORRIS COUPE - DAY

Carl sits up GROANING, touches a small cut over his eye.

In the front, Tori, woozy and bleeding, reaches for Harold...

TORI
Oh, God, I...Harold?

Suddenly, Harold's dead body slumps forward, SLAMMING against the steering wheel. The car HORN sounds!

Tori sees the blood stain on Harold's back and the bloody knife sticking through the seat. The blade retracts...

TORI (CONT'D)
Oh, Christ Almighty!

Tori glances back at Carl in time to see the KNIFE flying toward her head. Her blood-chilling SCREAM ends abruptly.

Short nervous BREATHS from Carl. He wipes his blood-speckled face and slides the knife back in his shin case, pushes Tori's body aside and climbs over the seat.

He tries the door handle -- the door won't open against the incline of the ditch. He leans back against Tori's dead body and kicks the window with his boots, SMASHING the glass...

EXT. DITCH, LONDON - DAY

Carl climbs out of the ditch, a cold resolute expression on his face. On the other side of the road, HEADLIGHTS engulfed by FOG. The shadowy figure of a MAN walks toward him...

MAN
(british accent)
Hello there! Are you ok?! I saw the car go off the road!

Carl takes off running down the side of the road.

MAN (CONT'D)
Hey!

EXT. STREET, LONDON - DAY

Carl, breathing heavily, walks briskly down a sidewalk in London. Quaint brick boutique store fronts shrouded in FOG. A modicum of morning traffic and passersby.

Carl checks his watch -- 9:55AM. BLOOD on his white sleeve.

Suddenly, a door to a bakery opens and a Scotland Yard POLICEMAN with a mustache and billy club SLAMS into Carl...

CARL
Excuse me, sir.

Carl covers the BLOODY sleeve with his hand, hurries on...

POLICEMAN
You're lucky I will this time, ya bloody urchin!

Carl picks up his pace. He glances up at the storefront sign on one of the brick buildings: "GODWIN AGENCY FOR ORPHANS."

Carl turns down a dark, cobblestone alley.

IN THE ALLEY

Carl stops before a service entrance to the building. He KNOCKS -- a two-three-two PATTERN on the black iron door. A security panel slides to the side, revealing EYES.

The door opens and Carl slips inside...

INT. WAREHOUSE, LONDON - DAY

A dimly lit brick warehouse with blacked out windows and sparse studio lights.

A couple men in suits mount a camera with large flash bulb on a tripod opposite a shipping crate, a makeshift studio. Next to the crate, folding tables with piles of clothing and a row of suitcases.

Carl sits next to a group of other boys on the floor, their backs against the exposed brick. A gaunt man in a gray suit, LUTHER (30's) addresses the boys.

LUTHER
The fuhrer has great faith in his youth. You are here today because of your training, unique abilities, and steadfast loyalty to the fatherland. And you have been chosen to serve on a mission of the highest secrecy and importance. Three years ago, men loyal to the fuhrer infiltrated this agency with the goal of someday placing each of you into the homes of wealthy and politically-connected families here and in America. That day is now upon us. You are all active members of Operation *Kriegwaise*.
(War Orphan in subtitles)

MONTAGE:

- CLOSE ON CARL as he sits on the shipping crate. The blinding FLASH of a camera captures Carl's stolid expression.

LUTHER (V.O.) (CONT'D)
You will each receive a British passport...

- Small photographs drip-dry in a dark room. RED lighting.

- CLOSE-UP of the meticulous creation of a FORGED BRITISH PASSPORT. A photograph of Carl glued in place with tweezers.

- The boys pick through a loose bundle of clothing lying on top of a crate.

LUTHER (V.O.) (CONT'D)
...British-made clothing...

- Carl and the other boys try on pants, dress shirts and wool overcoats for size.

- Luther demonstrates how to detach a false bottom from a large, durable suitcase.

LUTHER (V.O.) (CONT'D)
...a suitcase with detachable panel...

- The boys take bundles of US twenty dollar bills from a table and remove the SLIPS labeled *DEUTSCHE REICHSBANK*.

LUTHER (V.O.) (CONT'D)
...Emergency currency in dollars...

- On the table, a pile of thin black necklaces with copper pendants. Each boy takes a necklace.

LUTHER (V.O.) (CONT'D)
...and a cyanide capsule which you must have with you at all times.

- Carl puts on his necklace with the small pendant CYANIDE CAPSULE. He tucks the necklace under his shirt collar.

END MONTAGE.

LUTHER (CONT'D)
Read the file about your host families. They have already received your information from the agency and eagerly await your arrival in a week's time. We leave within the hour.

Luther disburses files to the boys. Carl opens his file...

EXT. FROZEN LAKE AMBROSE, MARYLAND - DAY

The woods at the edge of frozen Lake Ambrose, the stone New England estate in the distance (MATCHCUT from the first scene).

MOVING ACROSS the frozen lake toward the estate...

INT. DENT ESTATE, CATHERINE'S ROOM - DAY

A girl's bedroom in Victorian style. Ebony wood floors, white ruffled bed spread and lace curtains on the window.

CATHERINE DENT (16), a beautiful brunette whose mauve dress shows off the burgeoning figure of a young woman, lies on her bed knitting a SCARF with RED and WHITE wool.

She gets up from the bed and approaches her ornate dresser. With the turn of a KEY, she opens a jewelry box and stashes her knitting. She closes the box and locks it.

She runs out of the room...

...and bounces down one side of the twin staircases curving down to the black and white checkered marble entry.

INT. LIVING ROOM - DAY

Catherine enters the grand living room. The sound of FEMALE CHATTER from the kitchen.

She quietly approaches closed double oak doors and KNOCKS.

EMMA (O.S.)
Don't interrupt your father, Catherine!

RICHARD (O.S.)
It's alright, come in Cat!

Catherine opens the door and enters...

INT. RICHARD'S STUDY - DAY

A capacious, richly furnished study. Mahogany shelves lined with law books, framed letters and photographs, a "RE-ELECT SENATOR DENT" poster, an American flag and a WWI rifle.

Behind the desk sits SENATOR RICHARD DENT (55), a fit, handsome man with salt and pepper hair. He slices open an envelope with a LETTER OPENER.

CATHERINE
Can I see the file on the orphan again?

Richard sets the LETTER OPENER on the desk and takes a KEY from a ring in his pocket and unlocks a desk drawer. He retrieves a manila folder from inside and hands it over.

RICHARD
(smiles)
Just bring it back, Cat.

INT. CATHERINE'S ROOM - DAY

Catherine rushes into her room and shuts the door. She plops down on her bed, smiles nervously and opens the manila folder labelled: "GODWIN AGENCY FOR ORPHANS."

CLOSE ON PHOTOGRAPH -- a glossy black and white school photo of a stoic Carl Demer in dress shirt and tie.

EXT. CUNARD CRUISE LINER - DAY

SUPER: "Christmas Eve Day, 1942."

A booming FOG HORN. Billows of BLACK SMOKE rise from the smokestack of a Cunard cruise liner.

EXT. BOAT DECK - DAY

Luther stands huddled next to Carl and the other boys on deck away from other passengers. Carl pops the collar on his overcoat and holds his suitcase.

Luther smokes a cigarette. He offers one to Carl.

CARL
Smoking is impure, it is forbidden.

Twenty yards away, two little boys play with TOY ARMY MEN next to their mother, adding SOUND EFFECTS to their mock battle. BOOM! BANG! POW!

LUTHER
We received the senator's request for a war orphan a year ago. I hope you appreciate the uniqueness of your position, its value to the Reich.

CARL
I will not fail the fatherland.

Suddenly, the ROARING THUNDER of ENGINES. Carl looks up -- TWO B-17 FLYING FORTRESS BOMBERS fly by overhead.

Passengers on the deck CHEER and APPLAUD.

LUTHER
Remember, your job is to ingratiate yourself with your host family, blend in with the American way of doing things. Don't stand so tall and rigid. Slump your shoulders like an American.

Carl slumps his shoulders.

CARL
Who is my contact?

LUTHER
They call him the Brummbär.

CARL
Grumble bear?

LUTHER
They say he was one of Hitler's bodyguards in the early twenties, before the Beer Hall Putsch. He's been in America for years. That's all I know.

CARL
How will I find him?

LUTHER
He will find you.

The HORN sounds again. Carl's breath like bursts of FOG as he stares in wonder at the sight beyond the railing.

CARL'S POV -- Snow blankets liberty island beneath the STATUE OF LIBERTY. In the background, the grand MANHATTAN SKYLINE.

EXT. NEW YORK CITY HARBOR, DOCK - DAY

Carl waits in a crowded line at customs. A last furtive look to either side -- other boys have disbursed into different lines, waiting with their suitcases in hand to enter America.

Carl stands before a US CUSTOMS AGENT.

CUSTOMS AGENT
Passport please.

Carl hands the man his forged British passport.

The customs agent opens it, glances at the picture inside.

He takes a closer look at Carl...then STAMPS the passport.

CUSTOMS AGENT (CONT'D)
Merry Christmas. Next.

EXT. NEW YORK HARBOR DOCK - DAY

A mass of people around Carl in exodus toward New York.

Beneath a snow-dusted tarp, a little old man shines shoes.

A man in SANTA CLAUS garb JINGLES bells and calls out for donations.

SANTA CLAUS
Ho Ho Ho! Merry Christmas! Help the war effort! God blesses those who give! God bless America!

Another VENDOR (50) sells newspapers and souvenirs. Carl looks at small plastic miniatures of the STATUE OF LIBERTY.

CARL
I'd like to buy one of those.

VENDOR
Sure, kid. That'll be a nickel.

Carl digs into his pants pocket and gives the man a nickel. He walks on, glancing at the inscription on the statue.

INSERT INSCRIPTION:

"*Give me your tired, your poor, your huddled masses.*"

Carl's face cold, expressionless as he drops it and the statue is trampled by the crowd.

EXT. NEW YORK STREET - DAY

Carl walks toward a line of vehicles, their engines PURRING.

A black CHAUFFEUR in a suit and driver's cap in front of a sedan holds up a sign with "CARL DEMER."

Carl approaches the driver with his suitcase in tow.

EXT. FROZEN LAKE AMBROSE - DUSK

The Dent estate. The GRAY HOUR between day and night. No trace of the sun.

INT. DENT ESTATE, LIVING ROOM - DUSK

A RECORD PLAYER plays BING CROSBY'S WHITE CHRISTMAS.

In the living room, a CRACKLING FIRE in the fireplace gives off a warm glow. A Christmas tree with lights. Presents under the tree. Senator Dent relaxes on the sofa, smoking a pipe and reading a newspaper. A Norman Rockwell moment.

INT. CATHERINE'S ROOM - DUSK

Catherine stands before the full-length mirror in her bedroom wearing a white dress, gloves and a fur shawl. She holds an issue of FILM LOVE magazine with RITA HAYWORTH on the cover.

Catherine pushes up her hair, glances at the magazine again, then back to the mirror -- a young, lovely Rita.

Catherine nervously bites her lip. She tosses the magazine on her bed and runs into her closet, undressing...

She drops her dress on the floor and combs through racks of clothing.

CATHERINE
Mother! What time is it!?

EMMA (O.S.)
Just after six!

CATHERINE
You said he would already be here by six!

She wiggles into a red skirt.

EMMA (O.S.)
Yes, six o'clock!

CATHERINE
That's what I...nevermind! You're impossible!

Catherine buttons up a cream-colored blouse. She runs to the mirror. Throws the mink shawl over her blouse.

IN THE HALLWAY

EMMA DENT (40), a tall, prim brunette in evening dress, hair pulled in a tight bun, argues with the maid, JOANNA HANOW (30), a GERMAN immigrant built like an ox.

The family dog, a giant, impeccably-groomed GERMAN SHEPHERD sits patiently at Emma's heels.

JOANNA
I'm very sorry. When you said to put the boy in here, I assumed that you would want the crib moved out.

EMMA
It's alright, Joanna. Just leave it in there for now, and check on the lamb roast.

JOANNA
Yes, ma'am.

INT. CATHERINE'S ROOM - DUSK

Catherine looks out her bedroom window -- headlights in the distance as the black sedan approaches the gate to the long, snow-shoveled drive leading to the Dent mansion.

CATHERINE
He's here!

INT. SEDAN - DUSK

The CRUNCH of gravel and SLUSH beneath the tires.

Carl watches through the windshield as the sedan passes through the wrought iron gate with "DENT" welded into the archway.

The sedan enters a circular drive around a stone fountain, and stops before the imposing New England mansion.

The chauffeur puts the gear into park with a gloved hand.

INT. DENT ESTATE - NIGHT

The DOORBELL CHIME sounds.

The Senator gets up from the sofa and walks toward the foyer.

Joanna opens the front door -- a gust of cold air. Snow blows inside onto the marble floor.

Carl stands on the porch holding his suitcase, a thin smile on his face.

JOANNA
(German accent)
You must be Carl, please come in.

Carl steps inside and Joanna shuts the door behind him.

CARL
(caught off guard)
You're German?

JOANNA
(puzzled)
Yes.

The senator extends a hand, interrupting...

RICHARD
Carl. Richard Dent. Welcome to America and welcome to our home! I trust you had a comfortable trip.

CARL
Pleased to meet you, sir.

RICHARD
Joanna, take Carl's coat and his suitcase upstairs to his room.

JOANNA
Yes, sir.

Carl takes off his overcoat. Joanna takes his suitcase and coat upstairs. Emma steps off the stairs toward Carl, the dog at her heels.

RICHARD
This is my wife, Emma.

EMMA
Welcome, Carl.

CARL
Thank you, ma'am. You have a very fine home.

Catherine descends the other side of the twin staircase. Carl sees her for the first time -- a beautiful girl his age.

RICHARD
And my daughter, Cat. Excuse me, Catherine. She's been counting the days to Christmas.

Catherine smiles and offers her hand for a shake.

CARL
Hello.

CATHERINE
And this is Sarge. He looks just like Rin Tin Tin, doesn't he?

Carl steps toward the dog and extends a hand to pet him. A LOW GROWL from Sarge. Carl steps back...

CATHERINE (CONT'D)
Sarge! No! Down boy!

EMMA
Down, Sarge.

The dog responds immediately to Emma's command and sits.

EMMA (CONT'D)
I'm sorry Carl, he never behaves this way.
(to Catherine)
Show Carl to his room and let him freshen up. Joanna will be serving dinner in a few minutes.

CATHERINE
Come on! This way!

Catherine leads Carl up the stairs to the second floor...

INT. CARL'S ROOM - NIGHT

Carl follows Catherine into his new room -- an infant boy's room with a baby blue angel border and a WHITE CRIB in the corner. On the other side, Carl's suitcase at the foot of a single bed. His overcoat hangs on a coat stand.

CATHERINE
You have your own bathroom in there.

She points to an adjacent room.

CARL
Do you have a brother?

CATHERINE
No. Mother just left it this way. She had my baby brother William over a year ago, but he died in his sleep. I think she's too old now to try again.

CARL
I'm sorry.

CATHERINE
You're taller than your picture. Well, it seems like it anyway.

Carl faces his bed, slumps his shoulders self consciously.

CATHERINE (CONT'D)
I like your accent.

Carl turns around, facing Catherine.

CARL
(disturbed)
What about it?

CATHERINE
I just think it's swell. Like a sophisticated English gentleman.

She laughs. Carl stares at her, expressionless.

CATHERINE (CONT'D)
Well, hurry down to dinner! We open presents after!

Catherine closes Carl's door on her way out.

SILENCE. Carl takes a deep breath.

He walks to the window and looks out at the falling snow.

He looks around the room. Approaches the CRIB in the corner. He examines the tiny airplanes on the mobile. He looks inside -- an empty coffin like his father's.

RICHARD (O.S.)
Father God, we thank you for your bountiful mercies this Christmas, for the men in service fighting for our freedom...

INT. DINING ROOM - NIGHT

Carl sits to Christmas dinner with the family, their heads bowed in prayer.

Carl's eyes OPEN -- the dog sits at his feet, watching him.

RICHARD
...And tonight we especially thank you for Carl. For his secure voyage. And for bringing him safely to our family. Amen.

The CLINKING of silverware as everyone eats. Carl cuts into the roast lamb with his knife.

EMMA
I've been to England once, Carl. It was years ago, before we had Catherine. I understand you're from the Yorkshire area.

CARL
Yes ma'am. Rotherham, the south part.

EMMA
Oh, I forgot to mention, if there's anything you need in your room, Joanna put fresh towels in the bathroom. Or you call it the loo.

CARL
Thank you, ma'am. It's quite comfortable.

CATHERINE
Are you coming to Christmas Eve service after supper?

RICHARD
Let him have a bite of dinner, Cat.

EMMA
What kind of bread would you like, Carl?

The dog WHINES, begging for food.

EMMA (CONT'D)
Hush, Sarge.

CARL
(smiles)
Wheat, please. Thank you.

Emma passes a bowl of bread across the table to Carl.

The dog turns away and heads toward the kitchen.

MOVING WITH THE DOG

The dog BARRELS through the SWINGING DOORS to the kitchen...

INT. KITCHEN - NIGHT

Joanna carries silverware and a plate of lamb to her segregated seat at the kitchen counter and sits down on a bar stool. A hand-written letter next to her plate.

She glances through the revolving kitchen door -- a glimpse of Carl and the family eating and the MURMUR of voices.

Joanna cuts a thin slice of lamb and feeds it to Sarge. She cuts a bite for herself, about to eat it.

EMMA (O.S.)
Joanna! More water please!

Joanna sets her fork down and gets up.

INT. DINING ROOM - NIGHT

Joanna enters with a pitcher of water and refills Emma's glass.

RICHARD
(to Joanna)
Did you get the letter from your sister?

JOANNA
Yes, sir. Thank you.

EMMA
You've met our Joanna?

CARL
Yes, ma'am.

RICHARD
Her sister is still in Marseille, trying to get to Lisbon, then to America.

EMMA
We took her in and gave her work after she immigrated here from Germany before the war.

Joanna refills Richard's glass.

CATHERINE
No thanks, Jo.

JOANNA
More water?

CARL
Yes, please.

Joanna takes Carl's glass.

CATHERINE
Jo can help you with anything.

CLOSE ON WATER GLASS

Joanna fills the glass and hands it...

EMMA
She fled when Hitler began to persecute the Jews.

...back to Carl. Instantly repulsed by the thought of Jewish touch, Carl drops the glass and it shatters on the floor.

Silence. Carl looks at Joanna and Emma and the Senator.

CARL
I...

Richard LAUGHS.

RICHARD
Not a word, Carl. Joanna, get him another glass. You're exhausted from your journey, my boy.

CATHERINE
Can we open presents now?

RICHARD
Alright, everyone to the living room!

ANGLE OVER DINING TABLE -- scraps of food on all of the plates, but Carl's plate is clean, his knife and fork neatly arranged. Carl picks up his plate and pushes in his chair.

EMMA
Oh, leave the plate, dear. Joanna will take care of it.

Carl nods and sets his plate back on the dining table.

INT. LIVING ROOM - NIGHT

Catherine motions for Carl to sit down next to her at the foot of the tree by the CRACKLING fire.

Richard hands out presents to Emma, Carl and Catherine.

Catherine hands Carl a small present. Carl unwraps it -- a box of tootsie roll candies.

CATHERINE
They're my favorite. Do you have them in England?

CARL
I don't eat candy, but thank you.

CATHERINE
Well you must try these!

INT. DINING ROOM - NIGHT

Joanna sweeps up the pieces of Carl's broken glass.

INT. LIVING ROOM - NIGHT

Catherine opens a present -- she holds up a pair of earrings and smiles at Emma, who sits on the sofa holding up a SILVER NECKLACE like the one Carl's mother wore.

EMMA
Oh, it's beautiful, Richard.

CATHERINE
Lovely, mother! Oh, did you find out about the band?

EMMA
Yes, they're going to play.

CATHERINE
Mother's very progressive. She's hired a colored band to play at the New Year's party. She's also friends with Eleanor Roosevelt.

RICHARD
Who isn't these days.

EMMA
Richard.

Carl opens his present and pulls aside the wrapping tissue -- a pair of white pants, a black blazer and black tie.

RICHARD
The Knox Academy uniform, Carl. I wasn't sure if you had a black blazer or the trousers. Same style I wore there as a boy. Brings back memories.

CARL
Thank you, sir. I'm very grateful.

EMMA
We should get to the service, Richard.

RICHARD
(glances at his watch)
Oh, yes.

EXT. GOTHIC CHURCH - NIGHT

Establishing shot of an old stone Gothic church, the roof covered in snow. In the foreground, an icy gravel parking lot packed with sedans.

CHURCH CONGREGATION (V.O.)
And forgive us our sins, as we forgive those who sin against us. Lead us not into temptation; but deliver us from evil...

A black Ford sedan pulls into the parking spot. Headlights and engine cut off. The door opens...

ANGLE ON BOOTS as they hit a dirty mix of slush and gravel.

INT. CHURCH SANCTUARY - NIGHT

The warm, eerie glow of a candlelight service. Members of the congregation light candles and recite the Lord's Prayer.

Carl stands next to Catherine, Emma and Richard in an aisle seat in the middle of the sanctuary. Emma lights Catherine's candle. Catherine turns and lights Carl's candle.

CHURCH CONGREGATION
...For thine is the kingdom, the power, and the glory, for ever and ever. Amen.

Pastor LEE KIRKLAND (40's), steps behind the pulpit, his face radiant in the candle light, like a man possessed.

PASTOR LEE
Please be seated.

The congregation sits.

CARL
(whispers to Catherine)
Why only candle light?

CATHERINE
(whispers)
Pastor Lee follows the black out law for the east coast. Didn't you have the blackout in England?

CARL
Yes, of course.

PASTOR LEE
Christmas is a time to rejoice. A time for kindred spirits, dinner parties and gifts. But it is also a time for solemn reflection! A reminder of why Christ had to be born in the flesh. Make no mistake! There's sin in the world! In all of our hearts.

CLOSE ON CARL'S CANDLE -- the FLAME flickers with a gust of wind.

Carl turns around -- in the b.g., the door to the sanctuary quietly closes. A hunched man in a dark overcoat and fedora takes a seat in the shadows of the far back pew.

PASTOR LEE (CONT'D)
There's a devil inside every man capable of unspeakable evil.
(beat)
But who in the world is too twisted by sin, too burdened by guilt, too far gone that he is beyond redemption?

CARL
(whispers to Catherine)
Going to the loo. Be right back.

Carl slides out of the pew and walks down the aisle...

INT. CHURCH LOBBY - NIGHT

Carl enters the lobby when a giant hand grabs his shoulder.

Carl looks up -- THE BRUMMBAR looms over him. No mistaking the bone-white face and sunken eyes of HERR BURMANN.

THE BRUMMBÄR
Good to see you again, Carl.

CARL
You're the Brummbär?

THE BRUMMBÄR
A field name. Walk with me.

The Brummbär heads toward the exit, a lumbering but methodical gate, and Carl follows him outside...

EXT. GOTHIC CHURCH - NIGHT

A mellifluous chorus resounds as the congregation sings SILENT NIGHT. The Brummbär lights a cigarette.

THE BRUMMBÄR
You are the eyes and ears of the Reich now.

INT. CHURCH SANCTUARY - NIGHT

ANGLE ON CATHERINE

CATHERINE
(singing)
Holy infant so tender and mild.

She looks over her shoulder at the doors to the sanctuary.

EXT. GOTHIC CHURCH - NIGHT

The Brummbär hands Carl a silver micro-camera.

THE BRUMMBÄR
A Minox Riga. It may be useful.

Carl pockets it. The Brummbär exhales a stream of smoke.

THE BRUMMBÄR (CONT'D)
There's a park in the woods on the other side of the lake, about a mile from the estate. We meet there Fridays at four.

The Brummbär drops his cigarette, twists it out with his boot and walks away from Carl toward the parking lot.

INT. CHURCH SANCTUARY - NIGHT

Carl enters the pew next to Catherine. She smiles as she sings the last lines of SILENT NIGHT.

CATHERINE
Sleep in heavenly peace. Sleep in heavenly peace.

INT. CARL'S ROOM - NIGHT

Silence. Carl lies in bed, eyes open. He looks around the room -- the silhouette of angels on the baby blue border. The airplane MOBILE hanging over the crib gently sways.

Carl closes his eyes.

EXT. DENT ESTATE - NIGHT

SUPER: "New Years Eve, 1942."

A row of sedans parked around the circular drive of the Dent mansion. The MUFFLED sound of a JAZZ BAND and MERRY VOICES continue into...

INT. CARL'S ROOM - NIGHT

Carl, immaculate in a black suit and thin tie, his hair neatly combed to the side, stands before his bed.

He unzips the false panel in his suitcase -- the stash of currency, military knife and the Minox Riga camera. He removes the camera and tucks it in his coat pocket. He zips the suitcase, puts it back under the bed and leaves the room...

ON THE SECOND FLOOR HALLWAY

Carl looks down over the railing -- a black tie formal party underway below with fifty mingling guests. Men in tuxedos and women dressed to the nines in fabulous dresses, hats, fur coats and gloves.

On the far side of the living room, an all-black jazz band in matching white tuxedos with female vocalist singing Irving Berlin's *CHEEK TO CHEEK*.

Carl takes out the tiny camera, a quick, furtive snap shot of two men conversing with Senator Dent. He pockets the camera and walks down the stairs, among the guests...

INT. LIVING ROOM - NIGHT

A SERVER passes Carl with a tray of champagne.

SERVER
Champagne, sir?

CARL
No thank you.

Carl notices the dog trailing Joanna through the crowd on the other side of the room as she offers a tray of caviar and crackers to guests.

Carl makes his way through the crowd toward Senator Dent. Suddenly, Emma stops Carl in his tracks.

EMMA
David, this is Carl, the orphan boy from England we've taken in. Carl, David Randolph, he'll be one of your new classmates at the academy.

DAVID RANDOLPH (15) a tall, muscular young man in a tuxedo flashes a smug grin at Carl. They shake hands.

DAVID
I can show him around the school for you, Mrs. Dent.

EMMA
That's very kind, David.
(a beat)
It's polite to say thank you when someone offers you a favor, Carl.

CARL
Yes, ma'am.
(to David)
Thank you.

EMMA
David's father Lawrence owns the three largest textile mills in the state.
(to David)
Catherine must have gone upstairs. She's probably fixing her hair for the fiftieth time, but I know she wants to see you.

DAVID
Thank you, Mrs. Dent.

Emma turns to an elegant, older woman, MRS. VON TOBEL (60).

EMMA
Mrs. Von Tobel, I wanted to talk to you about a speaker for the women's society...

DAVID
(walks away)
See you in class.

Carl peruses the crowd for Senator Dent, but he is no longer with the men at the far side of the room. Carl turns -- Catherine descends the stairs in a beautiful evening dress.

David approaches her, but she breaks away from him and continues into the crowd toward Carl, smiling.

SINGER
And my heart beats so that I can hardly speak. And I seem to find the happiness I seek. When we're out together dancing cheek to cheek.

A CRASH of the cymbals and the song ends to sporadic applause. Catherine arrives at Carl's side.

CATHERINE
Did you get champagne?

David watches Carl and Catherine from across the room.

CARL
I don't drink.

CATHERINE
Nobody minds. I've already had two, though don't tell mother.

She laughs. Carl cracks a smile.

CATHERINE (CONT'D)
Hey, he smiles.

CARL
I'm trying to find your father.

SINGER
(into mic)
Thank you. We'll be back after a break.

CATHERINE
Don't you just love the band? The white bands can't hold a candle to 'em. Except maybe Benny Goodman.

CARL
Is that all you like? Black and Jewish music?

CATHERINE
Well, what do you like?

Carl ignores Catherine and turns to Emma.

CARL
Excuse me, Mrs. Dent, do you know where Senator Dent is?

One of the black musicians interrupts Emma. He dabs his sweaty face with a handkerchief and pockets it.

BLACK MUSICIAN
I wondered where I might be able to find the restroom, ma'am.

Emma looks to the living room hall -- one of the guests steps out of the restroom and rejoins a conversation.

EMMA
It's best if you go out to the guest house. It's just outside. You can get there from the kitchen.

BLACK MUSICIAN
Yes, ma'am.

The musician lowers his eyes in respect and leaves.

EMMA
(to Carl)
Richard's retired to the billiard room to talk more war and political nonsense. But that's for the men. He'll be joining the party again soon.

CARL
Thank you, ma'am.

Carl traverses the grand living room through the crowd toward the billiard room, adjacent to the senator's study.

Carl stops in his tracks -- the dog lies at the threshold of the billiard room's double doors like a guard at his post.

Carl looks around -- at the far side of the room, David in a heated discussion with Catherine. Carl spots a roving server. He grabs a meat canapé from the server's tray...

CARL (CONT'D)
Hello, Sarge. Would you like something to eat?

Sarge lifts his head, sniffing the air. Carl drops the canapé on the floor and walks away. The dog takes the bait and moves away from the doors toward the meat.

Carl gets to the billiard room doors and KNOCKS gently. A heavyset, gray-haired gentleman with a jolly disposition, MILTON HAYES (55) opens the door.

MILTON
Yes?

CARL
Mrs. Dent sent me to see if anyone needs anything.

MILTON
I think we're quite alright.

Milton closes the door.

RICHARD (O.S.)
Wait! Carl, come in here!

Milton opens the door and Carl enters the billiard room...

INT. BILLIARD/LIBRARY ROOM - NIGHT

...A haze of cigar smoke hovers over the room and four men ensconced on plush burgundy leather chairs to one side of a red-felt billiard table. Floor-to-ceiling bookshelves.

CARL
Yes sir.

Richard approaches Carl, a glass of brandy in hand. He guides Carl into the room toward an empty chair.

RICHARD
I'd like you all to meet Carl. A fine young man from England who has come to live with our family. Carl, Professor Milton Hayes, Pastor Lee Kirkland, and Glenn Taft of Taft Steel Corp.

Polite nods from the men. Richard pours Carl a glass of brandy from a crystal decanter.

MILTON
Won't you join us for a pinch of brandy, Carl?

RICHARD
He might as well, he'll be a Knox Academy man this week. Have a seat, Carl.

Richard slaps Carl on the back. A proud, welcoming smile. Carl sits down with his glass of brandy, one of the men now.

MILTON
(raises a glass)
Here here. Class of ‘28, myself. Alright, class of ‘08. Old men drink, young men fight wars.

Carl swirls the brandy in his glass, emulating the other men, but not drinking.

RICHARD
As I was saying, I have reliable word that Roosevelt will soon endorse a policy of unconditional surrender for Germany. He’s meeting with Churchill and Stalin somewhere in northern Africa.

PASTOR LEE
I favor unconditional surrender.

RICHARD
Do you think Christ would support a war of any kind, Lee?

PASTOR LEE
Even our Lord had a sense of righteous anger when he threw the corrupt businessmen out of the temple.

RICHARD
His kind of war was more in spirit.

PASTOR LEE
The body is a vessel for the spirit...

TAFT
If we could dispense with the foolishness, Senator, I have here...
(opens his briefcase)
...a highly privileged list of contacts for you, good men like J.P. Getty’s associates in New York, with business interests still at stake in Germany.

Taft hands Richard a manila file from his briefcase.

TAFT (CONT'D)
I know this is a delicate matter, but these are powerful men willing to lend their support to a campaign against Roosevelt and his socialist agenda.

Richard takes the file and opens a side door from the library to his study.

RICHARD
You know my position. Hitler must be removed from power, but it's absolutely vital to keep Germany intact as a buffer state against Stalin.

PASTOR LEE
A lesser of two evils?

Carl peers through the open door to the study -- Richard removes a RING OF KEYS from his pocket, unlocks his desk drawer and places the file inside. Then locks it again.

MILTON
You know, Carl, I have very fond memories of Knox. I was in Richard's class. He was quite mischievous back then. Did he tell you about the time he and O'Sullivan got three sheets to the wind and removed the tires from the headmaster's new model T?

Milton chuckles.

MILTON (CONT'D)
Some people say he's still doing that sort of thing in the senate.

Milton laughs heartily. Carl smiles politely but tilts his head to see around Milton into the study and sees...

CLOSE ON SENATOR'S KEYS

Richard pockets the KEYS and returns to the billiards room. He closes the door to the study and locks it with a latch.

RICHARD
History has a way of repeating itself, and we can't afford another Versaille.

PASTOR LEE
I'm afraid it'll be hell for Germany this time. There won't be a purgatory.

CLOSE ON CARL -- his jaw clenched. A KNOCK at the door.

RICHARD
Yes?

Emma opens the door.

EMMA
Excuse me, gentlemen, time for the countdown!

The men exit the room, Carl last to leave. Emma glares at Carl -- he's not supposed to be there.

INT. LIVING ROOM - NIGHT

CLOSE ON BALLOONS

EVERYONE (O.S.)
Eight, seven, six, five...

MOVING DOWN from a netted cluster of balloons near the chandelier to the room full of guests.

Carl stands next to the Dent family, the Senator's arm on his shoulder.

EVERYONE (CONT'D)
...four, three, two, one!

The CLOCK strikes midnight and the band plays an orchestral AULD LANG SYNE...

EVERYONE (CONT'D)
(singing)
Should old acquaintance be forgot,
and never brought to mind?

Carl watches in awe at the drunken merriment -- Catherine smiles at him.

Milton Hayes waves his hands in jubilation, pretending to conduct the band.

EVERYONE (CONT'D)
Should old acquaintance be forgot,
and days of auld lang syne!

The band concludes and the balloons drop. APPLAUSE and CHEERS ring in the new year!

INT. CARL'S ROOM - NIGHT

Carl gets out of bed, wearing pajamas. He rolls on a pair of socks and slips out the door...

INTO THE HALLWAY

Dead silence except for the TICK-TOCK of the grandfather clock. The hands reveal the time -- 3:05AM.

Carl stops before the door to the master bedroom. He slowly turns the handle and pushes the door open...

INT. MASTER BEDROOM - NIGHT

The feet of Senator Dent and Emma Dent visible at the end of their separate twin beds, divided by a night stand.

In the b.g., Carl stands framed by the door to their bedroom, a dark silhouette backlit by the dim light of the hall.

MOVING WITH CARL

The Senator rolls to his other side in bed.

Carl stops, motionless for a moment. He reaches toward the top of the antique dresser, lifts the senator's KEYS out of a ceramic bowl, and steps silently out of the room.

IN THE HALLWAY

Carl takes the stairs down to the entryway...

He glances at the closed door to Joanna's bedroom.

INT. JOANNA'S BEDROOM - NIGHT

Joanna sleeps in her bed. On the night stand lies a fountain pen, reading glasses and pages of a letter.

INT. LIVING ROOM - NIGHT

Carl moves silently into the grand living room...

The dog sleeps on the rug by the dying red embers in the fireplace.

One of the wood floor planks SQUEAKS beneath Carl's feet.

The dog yawns and shifts positions.

Carl continues forward toward the study, his feet safely padded by the large oriental rug. He opens the door to the Senator's study and enters...

INT. RICHARD'S STUDY - NIGHT

Carl crosses the room to the senator's desk. He turns on the desk lamp with a CLICK. Light bathes the desk top.

He tries one of the KEYS to the locked drawer -- no luck. He tries another KEY -- the drawer opens.

Carl reaches inside and removes the manila folder that Taft gave to the senator...

ANGLE ON PAGES OF DOCUMENTS

Carl removes the Minox Riga from his pocket. He lays the file down under the lamp light and SNAPS a photograph...

...flips the page. Another photo. And another.

He pockets the camera, closes the folder and replaces it in the drawer. He locks it with the key.

A LOW, MENACING GROWL.

Carl freezes. He slowly turns --

The dog blocks the doorway, lips curled back and teeth bared.

Carl removes the KEYS from the lock and pockets them.

CARL
Down Sarge.

The dog GROWLS again, standing its ground.

Carl moves slowly toward the door to the billiard room. He tries the handle -- it won't budge.

FLASHBACK:

The latch locked from within the billiard room side.

BACK TO SCENE:

No escape as the dog blocks the only exit. Carl retreats toward the desk. He sees the LETTER OPENER...

CARL (CONT'D)
Hush meine liebling.

The dog inches forward, GROWLING, hind legs coiled, ready to attack...

CARL (CONT'D)
Gut hund. Komm hier.

Carl smiles and reaches for the LETTER OPENER...

CARL (CONT'D)
Gut hund.

Sarge inches forward and SPRINGS into the air at Carl...

In one quick motion, Carl swipes the LETTER OPENER off the desk and PLUNGES the blade into the thick bristling fur of the dog's neck.

Carl falls onto his back on the rug, the dog on top of him. The dog emits a soft, dying WHIMPER, its last breath.

EXT. BACKYARD OF DENT ESTATE - NIGHT

Snow falling over the backyard of the Dent estate.

The back door opens -- a barefoot Carl lugs the dog's body out into the dark, freezing night.

Carl steps into the snowy yard, breathing heavily. He looks around -- a guest house and woods on either side. In the distance, the yard slopes down toward the frozen lake.

Carl trudges toward the woods beyond the guest house with the body of the dog in his arms...

INT. DENT ESTATE - NIGHT

Carl stands in the bathroom, Sarge's blood and fur on his shirt. His teeth chattering. He removes his shirt.

He washes the blood off the letter opener in the sink. Dries the blade on a towel.

INT. RICHARD'S STUDY - NIGHT

Carl places the letter opener on the senator's desk. He reaches for the light switch on the desk lamp, then something catches his eye -- a small blood stain on the carpet.

Carl bends down and slides the rug over the carpet to cover the stain, then turns off the light.

INT. JOANNA'S BEDROOM - NIGHT

Joanna sits up in bed and turns on the lamp on the night stand. She listens to the CREAK of the stairs.

INT. LIVING ROOM - NIGHT

Carl walks up the stairs to the second floor with his bloody shirt and the key in hand.

IN THE HALLWAY

Carl opens the senator's bedroom door and slips inside.

INT. MASTER BEDROOM - NIGHT

Carl puts the KEYS back in the bowl and slips out into the hall, undetected, moving stealthily back toward his room...

IN THE HALLWAY

CATHERINE (O.S.)
What are you doing?

Carl turns around -- Catherine stands in the hallway in her night gown. Carl holds the bloody shirt behind his back.

CARL
I needed a glass of water.

Catherine eyes Carl's bare, muscular chest.

CATHERINE
I couldn't sleep. I'm too dizzy from the champagne.

CARL
I hope you feel better.

Catherine slowly approaches Carl...

She puts her hand on the necklace with CYANIDE CAPSULE hanging over Carl's chest.

CATHERINE
What's this?

A tense, romantic beat.

CARL
It was a present from my mother.

CATHERINE
Oh, I'm sorry. I...

She leans in close to Carl, kisses him softly on the cheek.

CATHERINE (CONT'D)
I'm glad you're here with us.

She heads back toward her room on the opposite side of the hall.

CARL
Well, goodnight.

Carl enters his room and closes the door...

INT. CARL'S ROOM - NIGHT

Carl stuffs the bloody shirt and the Minox Riga camera into the false panel of his suitcase.

He puts the case back under the bed and climbs into bed.

Pulls the sheets up. He stares at the ceiling. EXHALES.

EXT. DENT ESTATE - DAWN

A flurry of snow in the dawn air.

EMMA (O.S.)
I'm going to call the police, Richard.

INT. MASTER BEDROOM - DAWN

Richard gets out of bed and dons his bathrobe.

RICHARD
What's that?

Emma stands in the doorway to the master bathroom, her make-up on, hair in curlers. Her brow furrowed in anguish.

EMMA
It's been nearly three days. He never stays out in the cold for this long.

RICHARD
He'll turn up, dear.

Richard looks around the room for something...

RICHARD (CONT'D)
Have you seen my slippers?

EMMA
They're under the bed.

Richard looks under the bed, retrieves his slippers and puts them on, smiling with satisfaction.

RICHARD
I should make sure Carl's awake. It's his first day at the academy.

Richard walks toward the door to the master bedroom...

EMMA
Richard. I've been meaning to tell you...

Richard turns and faces Emma.

EMMA (CONT'D)
...There's something bothering me about Carl.

RICHARD
Really? What is it?

EMMA
Well, he's not normal. He seems socially maladjusted. And I'm not sure it's entirely relatable to his rigid English upbringing.

RICHARD
He's quiet, Emma. An orphan in a new country. I think it's to be expected.

EMMA
We've been very kind to him, but he's not family, you know. You treat him like he's your own son. He's not a replacement, Richard. It's not something you can just replace.

Richard SIGHS and exits the room.

IN THE HALLWAY

Richard walks down the hall and stops at the door to Carl's room. A BRUSHING sound. Richard KNOCKS on the door.

CARL (O.S.)
Come in.

Richard opens the door -- Carl sits on his crisply-made bed, POLISHING a pair of black dress shoes to a glossy shine with a shoe brush. He wears the black blazer and white pants of the Knox Academy uniform. His hair neatly combed.

RICHARD
How's the fit, Carl?

CARL
Very good, sir.

Richard nods and smiles proudly.

EXT. BURTONSVILLE ROAD - DAY

Carl rides a bicycle on a snow-shoveled roadway, surrounded by woods. A leather satchel over his shoulder.

EXT. KNOX ACADEMY - DAY

Establishing shot of the Knox Academy, gothic stone towers and halls rising up from the blanket of snow.

EXT. KNOX ACADEMY COURTYARD - DAY

Carl parks his bicycle in the bike rack.

He watches a scene in the courtyard -- David Randolph and two of his buddies bully MARTIN (15), a frail, feminine-looking boy with long bangs, who sits on a bench.

The school tower BELL RINGS.

Martin tries to stand and David shoves him back down on the bench. David and the others laugh.

Carl ignores the scene and walks into the classroom...

KANE (O.S.)
Attention men! We have a new student with us.

INT. KNOX ACADEMY CLASSROOM - DAY

An austere classroom at the Knox Academy. A BUZZING, overworked radiator. An American flag next to a blackboard.

The teacher, MR. KANE (50), a fit, militant man in a gray suit, stands next to Carl at the front of the classroom.

KANE
An immigrant joining us all the way from England.
(to Carl)
Please introduce yourself to the class, Carl.

CARL
(nervous)
Yes, sir. Hello. My name is Carl Demer. I'm from Yorkshire, England.

STUDENT
(while coughing)
Pansy!

SNICKERS from the class.

KANE
Quiet!

Carl lowers his eyes, shifts nervously.

KANE (CONT'D)
Alright, find an open desk, Carl.

CARL
Yes, sir.

PAN across rows of boys. Carl sits down in the only empty seat in the back of the room, in front of David Randolph. A menacing smile from David.

KANE (O.S.)
All rise for the Pledge of Allegiance!

The classroom full of boys in uniform stand. They extend their hands in a ROMAN SALUTE toward the American flag, eerily similar to the Nazi salute.

Carl extends his hand like the others.

KANE (CONT'D)
Headmaster Burns has reminded me of the order passed by congress. We will no longer salute the flag in the traditional way. Cross your right hand over your heart! Like so! Everyone!

Mr. Kane demonstrates the new posture, and the boys cross their hands over their hearts.

KANE (CONT'D)
You may begin...

CHORUS OF BOYS
I pledge allegiance to the flag of the United States of America, and to the Republic for which it stands: One Nation, indivisible, with liberty and justice for all!

CLOSE ON CARL -- his hand over his heart, but silent...

KANE
Be seated!

The boys take their seats.

KANE (CONT'D)
I did not hear you, Mr. Demer!

Mr. Kane stalks the aisle toward Carl.

KANE (CONT'D)
Why did I not hear you recite the pledge?

Carl stands, assuming a rigid military posture before Kane.

CARL
I do not know the words yet, sir. We didn't say it in England.

KANE
I did not say stand! Sit down, Mr. Demer!

CARL
Yes, sir.

Carl takes a seat. David Randolph kicks Carl's leg. Carl looks back at David who smirks...

KANE
Look at me when I'm speaking to you, Mr. Demer. You are in America now. And you will conform. You will know the words to the pledge of allegiance by next class or you will not have a place in my classroom. Is that clear?

CARL
Yes, sir.

KANE
Alright, open your lesson books...

EXT. FROZEN LAKE AMBROSE - DAY

A gloved hand uses an ice skimmer to scoop away slush from the edge of a fishing hole a couple feet in diameter across the ice.

A weathered OLD MAN (70) with a prickly white beard tosses the ice skimmer on top of his tobaggan next to a gaff hook and auger. He takes a sip of warmth from a flask.

In the b.g., the Dent estate barely visible across the lake.

The old man hooks a minnow from his bait bucket and tosses his fishing line into the hole.

A CRUNCH of STEPS in the snow. The old man turns -- Carl leans his bicycle against a tree trunk and trudges toward the woods beyond the lake...

The old man's gaze returns to the fishing hole.

EXT. WOODS - DAY

Carl plods through the snowy woods, satchel over his shoulder.

CAW-CAW. A flutter of wings. A RAVEN flies from its perch.

EXT. BASEBALL PARK - DAY

Carl enters a clearing -- a baseball park with snow-covered bleachers and fencing. A row of benches to the side.

The Brummbär sits on one of the benches, wearing a snow-speckled black overcoat and fedora, his shoulders hunched. He smokes a cigarette.

THE BRUMMBÄR
Getting used to America, Carl?

CARL
A little.

THE BRUMMBÄR
A little is necessary. You must be like them, but not one of them.
(off look)
What do you have to report?

CARL
On New Year's Eve, the senator met with a man named Taft who gave him a file with some names of American businessmen with ties to German industry. I managed to photograph the file. It's on the film.

THE BRUMMBÄR
Good.

CARL
And the senator mentioned an Allied conference in northern Africa soon. He expects that Roosevelt will demand unconditional surrender.

The Brummbär nods.

THE BRUMMBÄR
Any problems at the home?

CARL
The dog was a problem when I got the file, but I took care of it.

A cold, piercing stare from the Brummbär.

THE BRUMMBÄR
What about the family?

CARL
They don't suspect anything.

THE BRUMMBÄR
Be certain they don't.

EXT. DENT ESTATE - DAY

The Senator shovels snow out of the circular driveway in front of the estate. He looks up, sees Carl riding his bicycle down the drive and waves.

Carl gets off his bicycle, leans it against the fountain wall.

RICHARD
My New Year's resolution is to clear the damn drive. Give me a hand, Carl.

CARL
Yes, sir.

Richard smiles, hands Carl a shovel.

RICHARD
It's always important for a man to work with his hands.
(a beat)
How was your first day at the academy?

Carl glances up at the darkening horizon.

CARL
Good, sir.

The flutter of a curtain in an upstairs window -- Carl notices that Emma watches them.

He lowers his head and shovels a patch of snow off the drive.

EXT. BACKYARD OF DENT ESTATE - DUSK

The dog's corpse wedged between the roots of a birch tree, its matted fur covered in snow, nearly invisible in the waning light of dusk.

JOANNA
Sarge! Here boy! Sarge!

In the b.g., Joanna approaches. She doesn't see the dog. She turns around, heads back toward the estate.

E/I. BURTONSVILLE POLICE STATION - DAY

A bundled-up Deputy Roy Quinn and officer Eddie Raslo enter the police station holding steaming cups of coffee.

EDDIE
My brother met a surgeon in upstate New York. If he agrees to it, I could get hernia surgery. If it heals alright, maybe I could still enlist.

An office PHONE RINGS.

QUINN
That's three or four *ifs* in that sentence.

Quinn and Eddie walk through the austere lobby. MERYL (50's), a secretary, answers a rotary phone at her desk.

MERYL
Burtonsville police, Meryl speaking...

Quinn enters a small office with DEPUTY ROY QUINN stenciled on the door and Eddie follows, closing the door behind them.

INT. QUINN'S OFFICE - DAY

Quinn throws his jacket on the back of his chair and takes a seat at his desk. He lights a cigarette.

QUINN
Maybe you gotta reconcile to the fact that not everybody gets to make a damn difference. Some people live in Burtonsville.

Quinn sets his cigarette in an ashtray and picks up a copy of W. L. White's *They Were Expendable* from the desk.

EDDIE
Maybe I don't think the same way.

Quinn opens his desk drawer, searching for something...

EDDIE (CONT'D)
I mean, we got limited perspective...

QUINN
Christ, Eddie. It's too early in the morning.

He opens another drawer -- combs through the loose contents.

QUINN (CONT'D)
Where are my goddamn glasses?

Eddie reaches across the desk and retrieves Quinn's GLASSES.

QUINN'S POV -- the pages of the novel go from BLURRED to FOCUSED as Quinn puts on his glasses.

A KNOCK. Meryl opens the door.

MERYL
Fred Granger's truck slid off the road this morning and hit a power line over on Crawford.

QUINN
Send Brady out there.

MERYL
And Mrs. Emma Dent called. The senator's wife.

Quinn looks up from his book.

MERYL (CONT'D)
She's lost her dog and wants an officer to come out to the house.

QUINN
Well, somebody call the police.

Meryl laughs.

QUINN (CONT'D)
Three generations of service, and I knew the Air Force turned me down for a reason, Meryl.

EDDIE
You get to secure the home front.

INT. KNOX ACADEMY CLASSROOM - DAY

Carl copies geography lessons from the blackboard, writing left-handed.

Mr. Kane gets up from his desk and walks down the aisle toward Carl. He stops before Carl's desk and takes the pencil out of Carl's left hand.

KANE
This academy will not tolerate bad habits. Write with your proper hand.

Carl takes the pencil in his right hand. He looks down at his lesson book. Struggles to continue writing.

A BELL sounds, and the other boys pack up their bags...

KANE (CONT'D)
Physical fitness next week men! Rope climbing and swimming!

The boys exit the classroom in a rush. Carl grabs his satchel and lesson book, the last one to leave the classroom.

EXT. KNOX ACADEMY - DAY

Carl enters the walkway overlooking the snowy courtyard.

He walks with his head down as he puts his lesson book into the satchel...

DAVID (O.S.)
Hey orphan boy!

A figure SHOVES Carl into a classroom window...glass SHATTERS and Carl falls to the ground amidst the shards.

David Randolph stands over Carl. He and two buddies laughing.

Carl picks up his satchel and lesson book and faces David Randolph and the others.

David grabs a piece of broken glass, holding it up toward Carl in a threatening manner.

DAVID (CONT'D)
Look what you did.
(beat)
Do you miss your own country yet?

The sound of a door OPENING.

KANE (O.S.)
Mr. Randolph, what is this?!

David presses the jagged glass into his hand, drawing blood. He holds up his bloody hand to Mr. Kane.

DAVID
He pushed me into the window, sir.

Mr. Kane glares at Carl.

CARL
I didn't.

Mr. Kane grabs Carl by the collar. Ushers him down the hall.

KANE
In my office, now!

Mr. Kane opens an office door and pushes Carl inside. He enters the office and SLAMS the door.

INT. DENT ESTATE, RICHARD'S STUDY - DAY

The PURR of a vacuum cleaner as Joanna cleans the carpet in the senator's study with a Hoover. Suddenly, she notices something and turns off the vacuum cleaner. The rug appears to have been moved.

She bends down and slides the rug back in place, revealing a red stain in the carpet. She scrubs it with a hand towel, suspiciously eyes the towel. She glances behind her at the door to the study -- nobody there.

INT. DENT ESTATE, CATHERINE'S ROOM - DAY

Catherine watches through her bedroom window -- Carl rides his bicycle up the drive to the Dent Estate.

She finishes her knitting, the RED and WHITE scarf (nearly complete) and locks it in the jewelry box on her dresser.

EXT. DENT ESTATE - DAY

The Senator shovels snow out of the circular drive with intense determination. He sees Carl and waves.

Carl gets off his bicycle.

RICHARD
Give me a hand, Carl.

CARL
Yes, sir.

Richard smiles, hands Carl a shovel.

The RUMBLE of a car engine. Richard turns around -- a black POLICE CAR with white doors pulls into the circular drive.

The police car parks fifteen yards away in the shoveled part of the drive, and officer Quinn steps out...

RICHARD
Just a minute.

Richard sets his shovel down and approaches officer Quinn.

Carl shovels snow, his eye on Quinn and Richard. Murmuring, indecipherable voices. Carl can't hear the exchange.

Richard motions toward the front door, then returns to Carl.

RICHARD (CONT'D)
I told her not to worry about the damn dog. Probably off hunting in the woods again.

Richard picks up his shovel.

RICHARD (CONT'D)
He brought back a dead rabbit last winter. Left it on the porch, a bloody mess.

EXT. DENT ESTATE, FRONT PORCH - DAY

Quinn walks up the steps to the front porch. He shakes the snow off his boots. KNOCKS at the door.

He glances back at Carl...

QUINN'S POV -- Carl shovels snow, LEFT-HANDED.

Quinn KNOCKS on the door again. Emma opens the door. Quinn takes off his hat in deference.

EMMA
Thank heavens. Come in, come in...

QUINN
Now I can't stay long, ma'am, and I'm not exactly sure what I can...

Emma pulls Quinn inside the house and SHUTS the door.

INT. DENT ESTATE, DINING ROOM - DAY

The CLANK of silverware. Carl eats a roast chicken dinner with the family.

CATHERINE
The president's coming to the house.

CLOSE ON KNIFE -- Carl stops cutting his chicken.

EMMA
That's not for certain, Catherine.

CATHERINE
But you said...

EMMA
I said he might be coming. He most likely will be here for Eleanor.

CATHERINE
Mother's society is presenting Eleanor Roosevelt with an award for her work in women's rights.

Carl takes a sip of water. He smiles.

RICHARD
Pass the salt, please Emma.

Emma passes the salt to Richard.

Catherine looks up from a film magazine by her plate.

CATHERINE
Do you want to go to the pictures this weekend?

CARL
I don't know. I've never been.

CATHERINE
What!? Then we have to go!

EMMA
I told you not to bring those magazines to the dinner table.

CATHERINE
You're just crabby because the police won't help with Sarge.

EMMA
Joanna, more water please!

RICHARD
Carl, Emma tells me she received a call from Howard Kane at the academy. That you got into an altercation with another boy.

EMMA
I thought we'd discuss it after dinner, Richard.

RICHARD
I want to hear Carl's side now.

Joanna enters the room. She refills Emma's water glass.

CARL
I was caught, sir...between the devil and the deep blue sea.

Joanna looks up at Carl.

RICHARD
Excuse me?

JOANNA
Sprechen sie Deutsche?

CARL
No, I...

JOANNA
We say that in Germany. Like 'between a rock and a hard place'.

CARL
We say it in England as well.

RICHARD
(impatient)
Well, what happened, Carl?

CARL
He pushed me into a window, sir.

RICHARD
That's what I thought. That's all I wanted to know.

Richard takes a bite of chicken, satisfied.

Joanna stares at Carl suspiciously. She exits the dining room to the kitchen...

EMMA
Mr. Kane said that you pushed the other boy, that he cut his hand on the glass, and that you broke a classroom window. Another offense and you'll be suspended...

RICHARD
Emma, I think...

EMMA
At the risk of sounding callous, if you're suspended, you may have to return to England, Carl. It's not what we want, but...

CATHERINE
Mother! That's not fair! He didn't...

RICHARD
Alright, that's enough! I believe Carl is telling the truth.

Emma glares at Richard.

RICHARD (CONT'D)
There won't be another incident. Am I right, Carl?

CARL
Yes, sir.

RICHARD
(to Emma)
I'll speak with him after dinner.

Carl lowers his head, takes another bite of his dinner.

INT. RICHARD'S STUDY - DUSK

Carl opens the study door and enters -- Senator Dent stands at his desk opening a small shipping crate. He removes a bottle of scotch and a model plane from the crate.

CARL
You wanted to see me, sir?

Richard hands Carl the model plane.

RICHARD
The Martin XB-48 bomber. We're voting on funding next session. I thought you might like to see it. It will be propelled by jet engines. A new technology the Germans are also developing.

Carl studies the model, a cast iron type with a sharp metal nose extending from the cockpit.

CARL
My father gave me a plane like this before he went to war...an RAF model.

RICHARD
You can keep it, then.

Richard retrieves his pipe from the desk, stuffs it with tobacco...

RICHARD (CONT'D)
You know, it wasn't all roses for me at the academy. I got in a fight once with a bully named Grant Berley. And I won. Nothing wrong with a fight in self defense. Been fighting bullies my whole life, now it's Truman in the senate...

Richard smiles warmly and puts his hand on Carl's shoulder.

RICHARD (CONT'D)
It can take a while to get adjusted at a new school. Don't get down.

CARL
Thank you, sir.

Richard grabs his newspaper from the desk and ushers Carl out of the study into the living room...

INT. LIVING ROOM - DUSK

Richard sits down on the sofa with his pipe and newspaper. Carl sits across from him and examines the model plane.

A RAY of SUNLIGHT shines through the lace curtains onto the living room floor next to Catherine, who flips through the record collection in the cabinet.

CARL
Sorry to interrupt sir, but when is the party for the president's wife?

RICHARD
(looks up from his paper)
The 20th of next month, I believe. Why do you ask?

CLOSE ON RECORD PLAYER -- Catherine puts on a record.

CATHERINE
Come on, Carl, let's dance!

APPLAUSE and the first notes of a live recording of WHY DON'T YOU DO RIGHT, Peggy Lee's sultry vocals over this scene...

CARL
Just curious, sir. It's exciting to have the president visit.

RICHARD
(looking at the paper)
It'll be a damn mess. Secret service everywhere.

CATHERINE
Come on, Carl!

Catherine motions for Carl to join her on the rug. She smiles playfully.

IN THE ENTRYWAY

Emma stops half-way up the stairs, a stern appraising eye on Catherine and Carl. She continues upstairs...

IN THE LIVING ROOM

Carl manages a half-smile. Shakes his head "no". He looks to the Senator, absorbed in his newspaper. Then back at Catherine -- she laughs and shakes her hips to the reckless rhythm of BENNY GOODMAN'S CLARINET.

Catherine tosses her white dress side to side and moves her bare feet in a solo jitterbug.

The lone ray of sunlight plays with the folds of her dress.

RECORD
You let other women make a fool of you. Why don't you do right, like some other men do?

CATHERINE
Come on, Carl!

Carl looks down, embarrassed.

For the first time, he can't keep his eyes off of Catherine. He glances up, mesmerized by her beauty and the freedom of her movements.

RECORD
I fell for your jivin' and I took you in. Now all you got to offer me's a drink of gin. Why don't you do right like some other men do? Like some other men do...

The live recording ends with a round of APPLAUSE, and Catherine curtseys for Carl.

Carl smiles, the first genuine smile we've seen from him.

RICHARD
(folds his newspaper)
Looks like they executed those six German spies who came ashore by U-boat.

Carl's smile fades, his eyes cold...

EXT. KNOX ACADEMY, PARKING LOT - DAY

Carl walks his bicycle through the nearly empty parking lot of the Knox Academy.

At the far side of the lot, David Randolph leans on a Ford coupe. Two of his buddies with him.

DAVID
Hey Carl! Come over here!

He and his buddies laugh.

DAVID (CONT'D)
Come on Carly! We just want to talk to ya!

Carl ignores them, his head down. He walks his bicycle toward the entrance to the snowy courtyard...

INT. GYMNASIUM - DAY

Mr. Kane stands before Carl and his classmates, all wearing thigh-length gym shorts, t-shirts and converse athletic shoes.

In the b.g., two knotted ropes hang from the rafters on either side of an American flag.

KANE
The rope is a test of strength and agility, and a part of army basic training. Your objective is to be the first to touch the high knot and back down. Volunteers, men!?

Silence.

KANE (CONT'D)
Alright, then. Martin and Carl!

Carl steps forward. David and his buddies laugh, clearly relishing the match-up. Martin, the frail boy with long bangs takes his place by the other rope.

Mr. Kane blows his WHISTLE.

Carl and Martin ascend the ropes. Hand over hand.

David and his buddies LAUGH and JEER at Martin, who struggles to reach the midpoint.

Carl reaches the top, his head next to the American flag, and passes Martin on his way down...

DAVID
(mock cheering)
Come on Martin! Hey, I think he likes it up there!

More LAUGHTER.

KANE
Quiet, men!

Martin struggles to hold on to the rope. His grip slipping. Agony and despair on his face.

Martin lets go and falls ten feet to the floor. He hits the gym mat with a THUD.

KANE (CONT'D)
Get up, Martin! This is a lesson to you men. A company is only as strong as its weakest member!

Martin slowly gets up, embarrassed and grimacing in pain, holding his arm.

LAUGHTER all around. Carl's face cold, expressionless.

KANE (CONT'D)
(blows whistle)
Silence!

INT. SWIMMING POOL - DAY

Mr. Kane stands before the aqua green water of the indoor swimming pool, his whistle in hand.

KANE
In your places, men! One hundred meter sprint at my whistle!

The boys, wearing swimsuits, step to the edge of the pool.

Carl looks to his left -- David Randolph in the next lane.

INT. SWIMMING POOL - DAY

Carl stares at the glassy surface of the pool water. The WHISTLE sounds and Carl dives into the pool.

INT. SWIMMING POOL - DAY

Carl swims free-style through the water, neck and neck with David Randolph in the adjacent lane...

Carl pulls ahead on the return lap.

Hard, fast strokes...

FLASHBACK:

EXT. NORTH SEA - NIGHT

Carl's powerful strokes toward the English coastline.

END FLASHBACK.

INT. SWIMMING POOL - DAY

Carl touches the wall and looks up, BREATHING HARD -- David reaches the wall a few seconds behind him.

KANE
Well done, Carl. Let's go, men!

David glares at Carl. Gets out of the pool.

The others struggle to finish their laps.

INT. LOCKER ROOM - DAY

Carl and a few other boys dress in their school uniforms next to a row of lockers. The other boys finish dressing and leave.

Carl combs his hair. Slides the comb in his back pocket and picks up his satchel. Heads for the exit...

...where David Randolph and his two buddies wait for him.

DAVID
Hey orphan boy.

His buddies laugh.

DAVID (CONT'D)
You can put on our uniform, play dress up all you want, but you're still a no-class orphan pansy. You're a nobody.

A CLANK. A door opens -- in the b.g., Mr. Kane enters the locker room and heads to a small office.

Carl glances at Mr. Kane and tries to step around David and his buddies, but David shoves him back against a locker.

DAVID (CONT'D)
Mr. Kane's not going to help you. My father is on the school board. I can't get suspended for fighting.

INT. LOCKER ROOM OFFICE - DAY

Mr. Kane puts his whistle in his office drawer and looks through the window just as...

INT. LOCKER ROOM - DAY

...SMACK! David punches Carl, a hard right to the cheek.

Again, Carl looks at Mr. Kane, who averts his eyes. Carl cannot fight back without risking expulsion.

DAVID
Maybe because you're a foreigner, you don't understand things the first time.

David SLUGS Carl in the mouth, twice as hard this time.

Carl barely flinches. He faces David, an icy, unnerving stare. Smiles through bloody teeth.

David rubs his punching hand.

DAVID (CONT'D)
(disturbed)
Let's get out of here.

David and his buddies run out of the locker room.

Mr. Kane exits his office. Locks up. He saw everything but leaves the locker room without a word.

MARTIN (O.S.)
I usually hide in the back until they leave.

Carl turns, facing Martin, who wears his uniform and a NEWSBOY-STYLE hat.

MARTIN (CONT'D)
I could never take a punch like that.

Carl spits up a wad of blood on the white tile floor.

CARL
What does he want?

MARTIN
He's just a bully. That and he used to go submarine watchin' with Catherine Dent 'til you came around.

CARL
Submarine watching?

MARTIN
You know, neckin' over on lover's lane. His father bought him a car so he can get around...

CARL
I'm not with Catherine.

Martin goes to the locker room door.

MARTIN
Sure. I hear she's got the hots for ya.
(beat)
Well, I gotta get to work. I play clarinet some nights at the Jive Cafe. You should stop by and I'll get ya a soda on the house or something.

Martin leaves the locker room.

Carl walks over to the sink. Turns on the faucet. He takes a swig of water and spits up blood. Blood swirls around the white sink and down the drain.

Carl looks at himself in the mirror.

EXT. FROZEN LAKE AMBROSE - DAY

Carl leans his bicycle against a tree at the edge of the woods. He glances at the frozen lake -- the old man ice fishing next to his toboggan.

Carl scoops up a handful of snow. Presses it to his lip.

THE BRUMMBÄR (O.S.)
What happened?

EXT. BASEBALL PARK - DAY

Carl faces the Brummbär slumped at his park bench seat, takes the ice off his lip.

CARL
Nothing. Just a bully at the school. It's not a problem.

THE BRUMMBÄR
What do you have to report?

CARL
The senator said they're developing a new bomber with jet technology. The Martin XB-48.

THE BRUMMBÄR
Can you find out the location of the build factory?

CARL
They're not building it yet. He's voting on the funding next session. There's something else...
(a beat)
The American president is coming to the house.

A tense beat.

THE BRUMMBÄR
When is this?

CARL
In two weeks. The senator's wife is hosting a party to present an award to Eleanor Roosevelt. The president will be there when she receives it.

The Brummbär stands, looming over Carl.

THE BRUMMBÄR
You may have been given an opportunity, Carl...

The Brummbär opens his jacket, removes a GERMAN LUGER.

THE BRUMMBÄR (CONT'D)
...to be a hero for the fatherland.

He loads a clip into the Luger and hands it to Carl.

THE BRUMMBÄR (CONT'D)
I will notify Berlin.
(beat)
Can you secure the gun somewhere in the house?

Carl looks up at the Brummbär, jaw clenched.

INT. DENT ESTATE, CATHERINE'S ROOM - DAY

Catherine, wearing a black and white POLKA DOT swing dress with puff sleeves, applies RED lipstick before the mirror.

She looks out the window -- Carl rides his bicycle down the drive to the house.

EXT. DENT ESTATE - DAY

Carl pedals towards Richard, who shovels snow. Richard looks up at Carl. He smiles and waves.

Carl adjusts the Luger inside his coat pocket.

INT. BRUMMBAR'S APARTMENT - DAY

A small study. The Brummbär sits down at a desk, opens the lid to a wooden case. Inside -- a German ENIGMA machine.

INT. CARL'S BEDROOM - DAY

Joanna dusts the dresser top in Carl's bedroom. She picks up the cast iron model plane, dusts beneath it and sets it down.

She opens Carl's closet, combs through the neatly hanging clothes.

She closes the closet and looks around the room, spotting Carl's suitcase under the bed. She slides out the case and opens the latch with a CLICK -- nothing inside. She looks closely at the bottom of the case -- a small red stain. She closes the suitcase with a CLICK.

CARL (O.S.)
What are you doing?

Joanna stands and turns around -- Carl blocks the doorway.

JOANNA
Nothing. I was dusting.

CARL
My suitcase is clean enough.

Carl picks up the cast iron plane from the dresser -- the sharp tip of the plane could easily be used to kill someone.

Joanna looks at Carl, frightened. She nervously walks by him and leaves the room.

Carl closes the door behind her. He sets the plane back on the dresser and approaches his suitcase. He removes the LUGER from his coat pocket. A double KNOCK.

RICHARD (O.S.)
Carl!

Carl quickly puts the Luger back in his coat pocket. Richard enters the room with a smile, holding a garment bag.

RICHARD (CONT'D)
I forgot to mention, Emma and I ordered a tuxedo for you. I felt bad that you didn't have one at the New Year's party.

CARL
Thank you, sir.

RICHARD
I'm back in session next week, but Emma can have it altered if needed...have a look.

He unzips the bag and hands Carl a black tuxedo...

RICHARD (CONT'D)
Go ahead, try on the jacket.

CARL
Right now, sir?

RICHARD
Why not?

Carl carefully removes his overcoat, looking for a place to set it down, but Richard grabs it out of his hands.

RICHARD (CONT'D)
I'll hold that.

Catherine enters the room.

CATHERINE
Can we take the car to the pictures tonight!? Carl's never been.

RICHARD
Fine. If you're back by eleven.

A joyful Catherine kisses her father on the cheek.

Carl puts on the tuxedo jacket, his eyes glued to the outline of the LUGER in the coat in Richard's hands.

CATHERINE
So you'll go?

CARL
(distracted)
Alright.

Richard tosses Carl's overcoat on the bed.

RICHARD
(smiles proudly)
I'll say. You're ready to meet the president in that jacket, Carl.

Carl looks at the bed, the Luger still concealed.

CARL
Yes, sir.

INT. SEDAN - NIGHT

Catherine drives past The Picture Palace movie theater on the street corner. The marquee shows CASABLANCA still playing.

CARL
I thought we were going to the pictures...

Catherine smiles, mischievously.

EXT. JIVE CAFE PARKING LOT - NIGHT

The sedan turns into a snow-shoveled parking lot full of jalopies with bald tires surrounded by chain link fence. A faded sign on the brick building reads: "THE JIVE CAFE."

The faint sound of DRUMS and live JAZZ.

INT. JIVE CAFE - NIGHT

Catherine pulls Carl inside a small but rowdy dance hall full of jiving young adults, a few young men in naval uniforms.

Catherine pushes through a crowd, pulling Carl along...

Carl SLAMS into a NAVY OFFICER (20) who spills his drink.

NAVY OFFICER
Watch where you're headed, civilian!

White booths line the walls and an open wood floor stretches across to a stage at the far side. A six piece jazz BAND with piano and brass playing an instrumental intro...

Catherine and Carl slide into an empty booth. Carl watches the free spirits of the couples on the dance floor.

CATHERINE
(beaming)
What do you think?! This is what it's all about, Carl!

Carl looks to the stage -- a bright SPOTLIGHT traces the moves of the singer, BETTIE BIRD (18) in her swinging RED dress. She belts out an up-tempo rendition of Fats Waller's AIN'T MISBEHAVIN.

BETTIE
(singing)
No one to talk with, all by myself,
no one to walk with, but I'm happy
on the shelf. Ain't misbehavin,
I'm savin' my love for you.

The SPOTLIGHT shifts from the singer to the wiry thin MARTIN on jazz clarinet. He plays a lively solo, his frail figure larger than life through his music.

CATHERINE
Come on, Carl! Let's dance!

CARL
I don't know!

CATHERINE
You don't know what!?

Catherine takes Carl's hand.

CARL
I don't know how!

CATHERINE
You don't drink! You don't dance or go to the pictures! You're a piece o' work!

The song ends to CHEERS.

BETTIE
(over mic)
We'll be back in five, hep cats!

Carl looks down shyly, with vulnerability.

EXT. JIVE CAFE PARKING LOT - NIGHT

A Ford coupe pulls into a parking spot at the Jive Cafe. David Randolph gets out of the car. SLAMS the door.

INT. JIVE CAFE - NIGHT

Martin approaches Carl's booth, two opened coca-cola bottles in hand.

MARTIN
Hey, you made it! Drinks on the house, whud I tell ya!

Martin slides the drinks over to Carl and Catherine.

MARTIN (CONT'D)
Hey, Catherine.

CATHERINE
Thanks.

Carl takes a sip and COUGHS.

MARTIN
I put a couple shots in there.

Martin opens his jacket, the top of a flask visible on the inside pocket.

The singer Bettie arrives at the table next to Martin. Smiles flirtatiously at Carl.

BETTIE
Who's your date sugar, and is he rationed?

CATHERINE
Hey Bettie, this is Carl. Carl, Bettie Bird.

Carl smiles, shyly.

Across the dance hall, David Randolph takes a seat, watches Carl's interaction...

CATHERINE (CONT'D)
Where's your one striper, Ray? Or did his ship come in already?

BETTIE
Yeah, only last week.

CATHERINE
I thought you'd be dockin' it, the way you two were getting along.

BETTIE
A girl's gotta do her part in this war. We're gonna do another song, any requests?

Catherine smiles at Carl.

INT. JIVE CAFE - NIGHT

Bettie grabs the mic on stage, SPOTLIGHT on her.

BETTIE
(over mic)
This is an old one, but we do it our way. It goes out to Carl.

Carl looks up, shocked to hear his name over the PA. The band strikes up a slow swinging THE WAY YOU LOOK TONIGHT.

CATHERINE
Come on!

Carl takes a swig of cola. Slides out of the booth and follows Catherine onto the crowded dance floor...

ON THE DANCE FLOOR

Catherine takes Carl's hand in the basic slow swing step among other dancing couples.

AT THE BOOTHS

David watches with envy from his booth seat...

ON THE DANCE FLOOR

Carl stumbles, and Catherine laughs.

CATHERINE (CONT'D)
It's alright! You got it!

Carl now in step, the beat picks up and the whole band joins at the bridge...

BETTIE
With each word, your tenderness grows, tearing my fear apart!

Carl has got it, a thin smile spreading on his face, his feet moving to the rhythm.

He twirls Catherine. Laughing for the first time in years.

BETTIE (CONT'D)
And that laugh that wrinkles your nose, touches my foolish heart!

Everyone jiving on the floor as the song ends to CHEERS.

Carl's face sweating, glowing with the joy of being a kid in this moment.

EXT. JIVE CAFE PARKING LOT - NIGHT

Carl, Catherine and Martin exit the club to the parking lot, slightly drunk, their breath like CLOUDS in the freezing air.

Martin carries his clarinet case and puts his NEWSBOY cap on Carl's head.

MARTIN
I know it's kind of 1930's, but it's my lucky cap, and you should have it for those dance moves.

CARL
That's alright, I don't need it.

MARTIN
Take it!

Martin slaps Carl on the back. In the b.g., a few of the other band members pack the drum kit in the back of a Ford pickup. They cover the drums with a canvas tarp.

CATHERINE
Goodnight!

MARTIN
Yeah. See ya next week, Carl.

Catherine and Carl separate from Martin, walking through the nearly empty parking lot toward their car.

Catherine and Carl get in the sedan.

INT. SEDAN - NIGHT

Carl takes off the NEWSBOY CAP, holds it in his lap. Glances at the rearview mirror.

ANGLE ON REARVIEW MIRROR -- Martin walks to the far side of the parking lot toward a bicycle leaning against the fence.

EXT. JIVE CAFE PARKING LOT - NIGHT

Martin sets his clarinet case inside the bicycle bin as David Randolph grabs the handlebars.

DAVID
I didn't know you and orphan boy were pals.

He removes Martin's clarinet from the basket, takes it out of the case.

MARTIN
Come on, David. Put it back.

DAVID
You're a fairy so you like things in your mouth, don't ya?

David tosses the clarinet up and down in his hand.

INT. SEDAN - NIGHT

Carl, expressionless, watches the rearview mirror...

ANGLE ON REARVIEW MIRROR -- David smashes the clarinet against the building.

Carl's fist tightens on the NEWSBOY CAP.

Catherine starts the car with a RUMBLE. She shifts into gear and drives toward the exit.

CATHERINE
(smiling)
I knew you could dance.

CARL
Stop the car.

CATHERINE
What?

Carl takes off his coat.

EXT. JIVE CAFE PARKING LOT - NIGHT

Martin bends down to pick up the smashed clarinet.

David sends him to the icy pavement with a hard kick to the gut, then another to the face. Martin rolls over, holding his stomach in agony.

The CLANK of a car door slamming.

David looks up -- Carl walks across the icy parking lot.

Martin gets up off the pavement, his hands shaking, blood flowing from his nose. He picks up his clarinet...

Carl steps between Martin and David, a cold stare.

CARL
You should leave people alone.

DAVID
Like you did!? You stepped in on my girl. I'm gonna smash your pretty face in this time!

In the b.g., Catherine gets out of the car and runs toward the scene...

CARL
You don't know what you're doing.

CATHERINE
Don't hurt him, David!

David SWINGS at Carl, a hard right, but Carl catches David's wrist, turns his arm at the elbow, and kicks his legs out from under him in swift combination.

David HOWLS in pain and falls to his knees.

Carl expertly twists David's arm behind his back.

CARL
Tell him you're sorry, or I'll break your arm.

Martin wipes his bloody nose with his sleeve, in awe at Carl's ability.

Rage and degradation in David's eyes. He tries to pivot, but SCREAMS in pain as Carl applies more pressure to his arm.

CARL (CONT'D)
(slips into German accent)
I didn't hear you.

David breaks down, CRYING like a humiliated little boy, his bravado gone.

DAVID
I'm sorry.

Carl looks at Catherine. She nods, nearly rendered speechless by what she has witnessed.

CATHERINE
He's sorry.

CARL
Alright.

Carl releases David who falls forward onto the pavement, holding his arm, writhing in pain.

INT. DENT ESTATE, MASTER BEDROOM - NIGHT

The Senator reads Dickens' OLIVER TWIST in bed.

Emma Dent looks out the window onto the snow-shovelled drive.

EMMA
How can you can just sit there reading Dickens? It's nearly an hour past curfew.

Emma walks to her vanity and applies a thin layer of WHITE COLD CREAM to her face in a circular motion.

EMMA (CONT'D)
Richard, I'm concerned she may be spending too much time with Carl.

RICHARD
(looks up from his book)
What's that?

A car ENGINE and the RUMBLE of the garage door being lifted.

EMMA
They're back. I'm going down there.

INT. GARAGE/CAR - NIGHT

The car is parked in the garage, the headlights on, illuminating a workbench with tools.

IN THE CAR

Catherine and Carl sit in the car, facing each other.

CATHERINE
You're a lot like my dad. You're quiet, but you're strong.

CARL
I think your mother's the strong one.

CATHERINE
Mother seems that way, I know. But she cares too much about what other people think of her.

A beat. Catherine looks away.

CATHERINE (CONT'D)
Anyway, I really like you.

CARL
You don't really know me.

CATHERINE
We're not that different, just because you're from another country.

CARL
I don't know about that.

CATHERINE
I know that was swell, what you did to David. The lug deserved it.

Carl looks away, shyly.

CARL
You and him used to go submarine watching?

Catherine LAUGHS.

CATHERINE
What? In his dreams.

Carl turns toward Catherine, surprised.

CATHERINE (CONT'D)
Mother made me go to cotillion with him since we were kids, and the jerk told everyone I had the hots for him.

CARL
Oh.

CATHERINE
(vulnerable)
I've never kissed anybody before.

A beat.

CARL
Me either.

Carl looks down, unsure of himself.

CARL (CONT'D)
I'm not who you think I am.

CATHERINE
Nobody is, right?

Catherine leans toward Carl. They kiss on the lips. A long sensuous kiss. They separate. Then kiss again...

The door to the house suddenly OPENS and lights flood the garage. Catherine backs away from Carl, out of breath.

IN THE GARAGE

Emma Dent stands in the doorway looking at the car.

EMMA
Catherine Marie Dent! Get in the house this instant!

IN THE CAR

Catherine motions for Carl to wipe his lips, then opens the car door.

Carl wipes RED lipstick onto his white shirtsleeve. He grabs his overcoat and NEWSBOY CAP and gets out, covering his sleeve with his hand.

Carl follows Catherine and Emma inside the house.

INT. CATHERINE'S ROOM - NIGHT

Emma closes the door to Catherine's bedroom. Catherine sits on her bed, facing her mother.

CATHERINE
I'm sorry we were late, mother.

Emma wipes the COLD CREAM off her face with a rag.

EMMA
I know that you have developed a fondness for Carl.

CATHERINE
Mother, I'm not...

EMMA
I'm your mother, Catherine. I was your age once, and I can see these things even if your father is oblivious.

CATHERINE
(angry)
I don't understand! Why don't you like Carl? What do you have against him?

Emma SIGHS. She wipes off the remaining cold cream. Without makeup, her face shows her age and the sadness of wisdom. She sits down on the bed next to her daughter.

EMMA
It's not Carl...it's...

Emma's eyes well with tears.

EMMA (CONT'D)
I love you so much, Catherine.

CATHERINE
Oh, mother.

Catherine takes her mother's hand.

EMMA
The thing about the first time you fall in love is...

INT. CARL'S ROOM - NIGHT

Carl lies in bed, awake. He touches his finger to his lips.

EMMA (O.S.)
...You're never the same again...

INT. CATHERINE'S ROOM - NIGHT

Emma smiles, takes her daughter's hand.

EMMA
...You get your heart broken, and you don't feel as much the next time...or the time after that. You're so young. Just promise me you'll be careful who you give your heart to.

CATHERINE
I will.

EXT. KNOX ACADEMY - DAY

SUPER: "One Week Later."

Heavy snowfall over the courtyard of the Knox Academy. The SCHOOL BELL sounds and Carl exits with other boys out of a classroom into the courtyard.

Carl stops at the bike rack, pulls his bicycle out and looks up -- David walks across the courtyard toward him.

DAVID
(offers handshake)
Would you accept an apology?

Carl dons his newsboy cap. A beat.

DAVID (CONT'D)
I let jealousy get the best of me.

Carl hesitates, then shakes David's hand.

He gets on his bicycle and pedals out of the courtyard.

David watches him leave.

EXT. FROZEN LAKE AMBROSE - DAY

Carl walks his bicycle to the edge of the forest across from the frozen lake. Snowfall hits his cap.

He glances toward the lake -- no old man fishing today.

He leans the bicycle against a tree and walks into the woods.

THE BRUMMBÄR (O.S.)
I trust you found somewhere to hide the gun?

EXT. WOODS, BASEBALL PARK - DAY

Carl stands before the Brummbär, who sits on the park bench.

CARL
It's secure.

THE BRUMMBÄR
Good. I received word from Berlin. We know Roosevelt has a security detail with him when he attends social events. Members of his secret service. There may be close to seventy men at the estate. At least four will be in the room with him.
(a beat)
The American propaganda films try to make Roosevelt appear strong, but he's crippled and weak and will most likely be in a wheelchair.

Carl nods.

THE BRUMMBÄR (CONT'D)
When you kill the American president, you will be a great hero for the Reich like your father.

The Brummbär puts a giant hand on Carl's shoulder.

THE BRUMMBÄR (CONT'D)
After it's done, we will meet here and I will arrange for your return to Germany. But remember your blood oath. No matter what happens, you cannot be taken alive.

CARL
My honor is loyalty.

THE BRUMMBÄR
Any problems with the family?

CARL
Perhaps...with the Jewish maid. She may have opened my suitcase. She might suspect something.

The Brummbär stands, anger in his eyes...

THE BRUMMBÄR
The maid is Jewish?

CARL
Yes, but I don't think...

THE BRUMMBÄR
You never told me she's a Jew! Tell me her schedule! When does she come and go!?

The Brummbär paces before Carl, his anger building...

CARL
She goes to the market on Tuesday and takes her letters to post on Thursday mornings, but it's not...

THE BRUMMBÄR
We are so close and you neglect to tell me this! Now I will have to deal with her myself...

CARL
But there's no need to kill her. I don't think she knows anything for certain...

The Brummbär slaps Carl in the face, rage in his eyes.

THE BRUMMBÄR
(German with subtitles)
Do you question me!? Are you defending this Jew!?

He grabs Carl's jacket collar with a gloved hand...

THE BRUMMBÄR (CONT'D)
Maybe you're getting too accustomed to American weakness...

CARL
(frightened)
If she disappears now, Mrs. Dent may cancel the party.

The Brummbär releases Carl.

THE BRUMMBÄR
If she doesn't, she may expose you first. There's not much time...

EXT. WOODS - DAY

Carl plods through the snowy woods toward his bicycle.

The SNAP of a twig.

Carl stops in his tracks, turns around -- it's deathly quiet, nothing but falling snow...

Carl turns back around -- David Randolph FLICKS open a SWITCHBLADE and lunges at Carl!

Caught off guard, Carl backpedals, slips and falls under the swipe of the blade. His newsboy cap falls off, landing at the base of a tree.

David falls on top of Carl, raising the knife over him.

DAVID
You're gonna bleed for what you did!

David swings the blade down hard, but Carl reacts quickly, expertly blocking David's arm, and the knife stabs the snow beside Carl's body.

Carl reaches for something, anything...as David raises the knife over him again...

Carl's left hand finds an ICICLE hanging from a low tree branch. With a SNAP, he breaks it off and plunges the sharp end into David's neck.

David SCREAMS. He drops the knife and stumbles backward, pawing at the icicle stuck in his neck, blood spewing onto the snow.

David falls back against the trunk of a tree. A dying GURGLE as blood trickles down the side of his mouth and his arms fall limp. His dead eyes open, fixed on Carl.

Carl, visibly shaken, steps toward David's body, short labored BREATHS. In the foreground, the snow-dusted NEWSBOY CAP lies unseen by Carl at the foot of a tree.

Carl looks around -- nothing but quiet woods surround him.

EXT. FROZEN LAKE AMBROSE - DAY

Carl drags David's body through the woods toward the clearing and the frozen lake.

He looks out over the lake at the ice fishing hole.

CLOSE ON ICE FISHING HOLE

PAN up to the sky and the snowfall, an ill-defined swirl of WHITE on WHITE...

MATCH CUT TO:

EXT. FROZEN LAKE AMBROSE - DAY

SUPER: “February 18, 1943. Five Days Later.”

Snow falls gently down on the frozen lake, landing on the grotesque corpse of David Randolph, head and upper torso wedged into the ice fishing hole.

Deputy Quinn watches Eddie Raslo struggle to pull the body out of the hole. A CRACK of ice or frozen bones breaking as the body becomes dislodged and topples face-down on the ice.

Quinn bends down, stubs out his cigarette on the ice.

HEADMASTER BURNS (V.O.)
(over microphone)
We are deeply saddened by this senseless tragedy. Lawrence David Randolph the third was the kind of model student and young man we try so hard to cultivate here...

Quinn rolls the body over -- the bluish-white, fish-pecked face of David Randolph, gaping wound in the left side of the neck.

The EYEBALLS eaten away.

INT. KNOX ACADEMY AUDITORIUM - DAY

Deputy Roy Quinn stands beside HEADMASTER BURNS (60), a corpulent, balding man with a tuft of white hair who addresses the dark auditorium of boys from behind a podium framed by an American flag and Knox Academy flag.

HEADMASTER BURNS
...His leadership and academy spirit will be sorely missed. Please remain seated as Deputy Quinn of the Burtonsville Police has a few words to say.

The MURMUR of voices among the student body. Headmaster Burns steps aside, and a solemn officer Quinn takes the podium and the microphone. Quinn clears his throat.

QUINN
While I can't go into details, we are investigating David's death as a murder case, the first we've had in some time. But we will bring the culprit to swift and exact justice under the law.

PAN across faces of boys in the auditorium. Carl among them.

QUINN (CONT'D)
If any of you have information you think may be relevant to the investigation, contact the police office immediately.
(beat)
And please...keep an eye out for strangers in the community.

Quinn steps down from the podium.

INT. JOANNA'S BEDROOM - DAY

Joanna sits at a small desk in her room, writing a letter on stationary...

JOANNA (V.O.)
Dearest Rebecca, my beloved sister. I hope this letter finds you safe in Marseille. Unfortunately, I no longer feel safe myself. Since the boy has come to live here, strange things have been happening in the home...

EXT. BURTONSVILLE ROAD - DAY

Joanna walks along an icy road, holding the letter, dense snowy woods on either side.

JOANNA (V.O.)
...I can't discuss this with the family, but I fear for my life now, yet I have no proof, no evidence, only my suspicion. I have decided to pack this afternoon and leave for New York on an evening train. I've left notice for Emma, though I can't tell her the real reason for my departure. Only that I've left to be with you...

INT. BURTONSVILLE POST OFFICE - DAY

Joanna enters a post office. On the wall behind the clerk, a poster of a little girl's face superimposed over a swastika. The caption reads: DELIVER US FROM EVIL, BUY WAR BONDS.

JOANNA (V.O.)
I have money saved, enough to live on for a while. I will write again soon with my new address. God is merciful. One day soon He will reunite us. Yours always, Joanna.

Joanna hands the letter and a dime to the clerk.

EXT. BURTONSVILLE ROAD - DAY

Joanna walks along the quiet road lined with trees. Just ahead of her, blocking her path, a black sedan parked on the side of the road.

She walks around the driver's side...

She notices the raised hood and a giant man in black coat and fedora bent over the engine block...

The Brummbär looks up at her...

THE BRUMMBÄR
Excuse me, do you know if I am near the home of Senator Dent?

JOANNA
It's about a mile up the road. But he's not in, he's in session all day.

The Brummbär smiles, steps toward her...

THE BRUMMBÄR
I see. Well, perhaps you could help me with something, Joanna.

Joanna steps back, confused. A flicker of fear in her eyes...

JOANNA
How do you know my name?

THE BRUMMBÄR
(in German with subtitles)
And you thought you could hide in America, Jew?

Joanna's eyes widen in terror. She looks down -- the Brummbär's gloved fists pull a garrote wire taut.

The Brummbär lunges at her, throwing the garrote over her neck. He squeezes, teeth clenched, eyes bulging wide with hate.

EXT. DENT ESTATE - DAY

Carl rides his bicycle down the drive toward the estate.

The drive is clear of snow and for the first time, the early evening SUN is visible above the estate, its rays piercing the gray winter haze.

INT. CATHERINE'S ROOM - DAY

Catherine stands before her dresser. She finishes knitting the last threads on the SCARF.

She unfurls the scarf and examines it -- the pattern now complete, a RED CROSS on a WHITE background.

INT. CARL'S ROOM - DAY

Carl lies in bed, takes out his necklace, handles the cyanide capsule. He tucks it back into his shirt and gets up...

INT. CATHERINE'S ROOM - DAY

A KNOCK.

CATHERINE
Yes?

CARL
(opens her door)
Want to go to the pictures, this time for real?

INT. LIVING ROOM - DAY

Catherine and Carl walk downstairs into the living room. Emma rushes into the living room from the kitchen, in a frazzled state. She holds a letter in hand, pacing the room.

EMMA
I have to cancel the party!

CATHERINE
What?

EMMA
Did you see Joanna when you came home from school? Did you, Carl!?

CARL
No ma'am.

Emma breaks down, CRYING.

EMMA
First David Randolph's death and now Joanna! I can't take it!

CATHERINE
Joanna's dead!?

EMMA
No, she's left! Gone! Moved out!
(Emma shakes the letter)
The day before Eleanor and the President are here, and she's gone to New York to be with her sister! We give her a home for all these years and this is the thanks we get!

Catherine hugs her mother, trying to console her.

CATHERINE
We should be happy for Jo, mother. She's been hoping to see her sister for years...

Emma breaks away, angrily.

EMMA
Don't talk to me about etiquette, young lady! It's a matter of...of proper notice!

CATHERINE
But you can't cancel the party, mother. The food has been ordered. Everything will be fine. I'll help. And Mrs. Von Tobel will be here in the morning...

EMMA
You're right. I can't cancel on Eleanor now, with no notice. It would be unforgivable.

CATHERINE
Can we go to the pictures, mother?

EMMA
What?

CATHERINE
Carl and I? Can we go to the pictures tonight?

Emma SIGHS. She tears up Joanna's letter.

INT. BURTONSVILLE POLICE STATION - DAY

Officer Eddie Raslo opens an unmarked door and enters an interrogation room clouded with smoke, cup of coffee in hand.

Quinn sits at a table across from the OLD MAN, the ice fisherman at Lake Ambrose. They both smoke cigarettes.

OLD MAN
You're looking for a monster, aren't you? But I tell you, I didn't see no monster. Just the boy walkin' into yonder woods by the lake. Blonde kid in a school uniform. Had a bicycle with him.

QUINN
And you say he wore this?

Quinn holds up the NEWSBOY CAP. The old man nods.

EDDIE
You're sure it was him you saw?

Eddie holds up a black and white photo of David Randolph.

OLD MAN
Sure as I'm sittin' here.

Quinn rubs his cigarette out in an ashtray on the desk.

EXT. PICTURE PALACE MOVIE THEATER - NIGHT

Establishing shot of the Picture Palace in downtown Burtonsville. The marquee reads: "SHADOW OF A DOUBT."

INT. PICTURE PALACE MOVIE THEATER - NIGHT

Theater curtains open, revealing a dark screen.

Catherine sits next to Carl in the theater.

CARL
Do you think I could ever stay in your family? I mean, for good?

CATHERINE
Of course. I hope so. I hope you never go back.

CARL
But your father never said anything about it?

CATHERINE
Not to me. But he loves you. I'm sure he does.

Carl nods, not convinced.

CATHERINE (CONT'D)
Have some of these.

She pours a handful of Holloway's Milk Duds into her hand.

CARL
I don't eat candy, remember?

CATHERINE
Just try some.

Carl takes a candy in his hand. He eats one.

CARL
You're prettier than the girl in your film magazines.

CATHERINE
Who? You mean Rita Hayworth? Come on...

She smiles, hopelessly in love with Carl.

CARL
You are, no doubt about it.

Catherine takes his hand. Light from the film projector washes over their faces.

A triumphant TRUMPET sounds...

INSERT WWII NEWSREEL FOOTAGE: An Allied newsreel title page with a drawing of an eagle in flight over UNITED NEWS.

NEWSREEL NARRATOR (V.O.)
The war in Russia enters its third year, with Soviet armies pounding the Nazis from the Black Sea to the Baltic.

The title page dissolves to images of battles, EXPLOSIONS, Russian tanks rolling over snow and retreating German troops on the Russian front.

Carl pulls his hand away from Catherine. He looks down, brow furrowed with anxiety.

EXT. RANDOLPH ESTATE - NIGHT

A police car parks before a colonial-style mansion.

INT. RANDOLPH ESTATE, LIVING ROOM - NIGHT

A richly furnished living room. Quinn and Raslo on a cramped love seat across from well-tailored LAWRENCE RANDOLPH (50's) and GERTRUDE RANDOLPH (50's) who sit on a large leather sofa.

A fire casts a warm light over the room.

QUINN
Do you know any reason why David might have gone to the park near Lake Ambrose a couple Fridays after school in the last few weeks?

GERTRUDE
No. He always comes home until...

LAWRENCE
That's right. He was always home after school.

Quinn nods. He shifts uncomfortably in his seat away from Eddie.

EDDIE
Do you know of any enemies your son had? Anyone at all who might have wanted to do him harm?

LAWRENCE
He was a good boy. Had everything a boy could want.

GERTRUDE
Everyone loved David.

Gertrude SOBBING again.

EDDIE
Alright. I...

QUINN
We'll come back and talk to you both tomorrow. Would that be better, sir?

LAWRENCE
I think it would be.

Lawrence helps Gertrude up, his arm around his wife.

Quinn and Eddie stand, and the Randolphs follow them to the front door.

Eddie removes the NEWSBOY CAP from his coat pocket.

EDDIE
Oh, your son's hat, ma'am. We found it in the woods by the lake.

Lawrence Randolph opens the front door. A gust of icy wind.

Gertrude wipes her eyes, takes the hat, examines it.

GERTRUDE
This isn't David's. I've never seen this before in my life.

INT. CATHERINE'S ROOM - NIGHT

CLOSE ON KEY

Catherine, in her nightgown, unlocks her jewelry box and removes the SCARF. She holds it in her hand.

INT. CARL'S ROOM - NIGHT

Carl lies in bed in his room, eyes open, staring at the ceiling. Moonlight pours through an open fold in the curtain, lighting half of Carl's face, the other half obscured by shadows.

A KNOCK at the door. Catherine opens the door.

CATHERINE
I didn't mean to wake you.

Carl sits up in bed.

CARL
You didn't.

Catherine approaches him, one hand behind her back.

CATHERINE
I wanted to give you something.

She sits down on the bed next to Carl, hands him the SCARF.

CATHERINE (CONT'D)
It was supposed to be a Christmas present, but it wasn't done in time.

Carl unfolds the scarf, the RED cross pattern over WHITE.

CARL
It's very nice. Thank you.

CATHERINE
It's the colors of your country. You know, the St. George cross. I read all about it. How it goes back to one of the early Christian martyrs who slayed a dragon...

Carl appears distant and despondent.

CATHERINE (CONT'D)
I had to make it for school anyway, so it's ok if you don't like it.

Catherine's eyes well with tears.

CARL
No, I like it very much. I don't deserve it.

Carl turns away from her.

CARL (CONT'D)
The last couple months have been the best I've known. With your family, with you. I like everything about the way you are, the music you like, dancing, going to the pictures. I never had these things before...

CATHERINE
What's wrong then?

CARL
Do you love your family more than your country?

CATHERINE
What do you mean?

CARL
You can never understand, but there's something I must do...

CATHERINE
You don't have to do anything.

CARL
Maybe it could have been different, if I was born here.

He tries to give the scarf back to her.

CATHERINE
You're right, I don't understand.

Catherine gets up, leaves the room, tears in her eyes. Carl starts to follow her, but stops at the door, conflicted. He returns to his bed and sits down, the SCARF beside him.

He picks up the scarf, lies down in bed, holding it. He closes his eyes.

INT. CARL'S BEDROOM - DAY

Carl wakes up, the SCARF over his chest.

He sits up and looks out the window -- the morning SUN shines low on the horizon in a blue sky. Some of the snow melted in the yard. Carl gets out of bed in a hurry...

INT. LIVING ROOM - DAY

Carl walks downstairs and looks into the grand living room -- Emma and Catherine and Mrs. Von Tobel (from the New Year's Party) arrange tables and decorations.

EMMA
This is where Eleanor will sit so that the president's wheelchair has access to the end of the row.

MRS. VON TOBEL
I still think the other side has a better view of the front.

Carl notices the president's designated position. He walks into the living room.

Senator Dent exits the study with a SHOTGUN in hand.

RICHARD
First morning of spring. Grab your coat, Carl!

EXT. BACKYARD OF DENT ESTATE - DAY

Two shotgun BLASTS.

Senator Dent lowers the shotgun, wincing. He stands next to Carl in the back yard, the morning sun reflecting off patches of grass that peek through the melting snow.

In the b.g., a clay pigeon soars through the air, intact, and HITS the far side of the lawn, sliding across the lawn.

RICHARD
My aim is not what it used to be when I was in the service.

CARL
(surprised)
You were in the army?

RICHARD
United States Marine Corp, 4th brigade.
(a beat)
We fought the Germans at Bois de Belleau, the bloodiest battle of the war. Lost half our men...

Richard reloads the shotgun, sadness in his eyes.

RICHARD (CONT'D)
That's why I couldn't support another war at first. I couldn't imagine sending our boys to fight like that again without knowing...

CARL
Without knowing?

RICHARD
When you're fighting in hell, it's hard to know for sure...

CARL
Know what, sir?

RICHARD
That you didn't take the devil's side.
(beat)
But I know now that Hitler's a madman. He's a bully, trying to conquer the world by force and fear, and Germany must be stopped...whatever the cost.

CARL
Do you think America will win the war, sir?

RICHARD
Yes I do.

CARL
But Germany has the stronger army.

Richard hands the shotgun to Carl.

RICHARD
Real strength isn't measured by armies. It's a matter of fighting for what's right.

Richard launches the next clay pigeon.

Carl raises the shotgun, takes careful aim...and BLASTS it out of the air.

Richard nods at Carl, impressed.

RICHARD (CONT'D)
Carl, Emma and I have discussed this, and we want you to know that there's a place for you here for the summer, and for the next school term. We want you to stay.

CARL
Really, sir?

RICHARD
You're a part of the family now, son.

Richard smiles through teary eyes, his hand on Carl's shoulder.

CARL
I don't know what to say, sir.

RICHARD
Say you'll enlist in the service in a few years, put that aim to good use.

Richard takes the shotgun from Carl, his arm on Carl's shoulder. Carl and Richard walk toward the back of the estate.

INT. BARBER SHOP - DAY

Deputy Roy Quinn and Officer Eddie Raslo sit side by side in barber chairs in an old-fashioned parlor.

The BARBER (60) wields stainless steel scissors with precision. A meticulous trim to Eddie's neckline above the white collar of the hair-speckled smock.

EDDIE
Blood on the hat matches the victim's type.

QUINN
Maybe the old man saw somebody who looked like the Randolph boy.

The barber applies shaving cream to Quinn's face with a badger hair brush.

EDDIE
Kids are invisible. Nobody really sees 'em. So another kid lost the hat in a scuffle. Yeah...

QUINN
What's the problem?

EDDIE
What kind of a kid could o' done that to David Randolph?

BARBER
Neither of you have kids, do ya?

The barber CHUCKLES, runs a straight edge RAZOR across a sharpening belt.

QUINN (V.O.)
I thought someone stabbed him from behind, except it doesn't explain the wound cavity, at an angle from the left.

The barber brings the razor to Quinn's neck.

EDDIE (V.O.)
We're cookin' with gas now.
(beat)
Lookin' for a left-handed kid.

CLOSE ON QUINN

INSERT FLASHBACK:

EXT. DENT ESTATE, FRONT PORCH - DAY

Quinn stands on the front porch. He glances back at the drive -- Carl shovels snow, LEFT-HANDED.

END FLASHBACK.

INT. BARBER SHOP - DAY

Quinn throws off his towel and gets out of the chair, shaving cream still lathered on his face.

EDDIE
What?

QUINN
There's a boy I want to talk to.

Quinn wipes the shaving cream off on his sleeve.

Eddie SIGHS. He looks at the barber, motions for him to go on with the shave.

EDDIE
It's a kid, for Christ sake. He can wait on the back-up.

EXT. DENT ESTATE, FRONT PORCH - DUSK

The Dent driveway already full of cars in the dusk light.

At the front porch of the Dent estate, two secret service agents in black suits pat down a couple SOCIETY WOMEN (60's) in gaudy dresses and fur coats.

SOCIETY WOMAN #1
This is rather exciting, all this heavy petting.

SOCIETY WOMAN #2
Reminiscent of my fumbling first husband.

They LAUGH.

INT. DENT ESTATE, LIVING ROOM - DUSK

An OVERHEAD shot of the grand living room, full of mingling society women and a few tag-along husbands and secret service agents.

EXT. FROZEN LAKE AMBROSE - DUSK

From across the frozen lake under cover of the woods, the Brummbar watches the Dent Estate through binoculars.

INT. CARL'S BATHROOM - DUSK

Carl stands before the bathroom mirror. He parts his hair and combs it to the side.

INT. CARL'S ROOM - NIGHT

Carl looks out the window -- a line of four black sedans pull into the circular drive.

EXT. DENT ESTATE - NIGHT

A secret service agent positions a wheel chair on one side of the '39 Lincoln V-12 "sunshine special" presidential sedan.

The agent opens the sedan door -- Roosevelt's legs visible inside the back seat.

INT. CARL'S ROOM - NIGHT

Carl stands before the full-length mirror. He puts on his tuxedo jacket. Knots his bow tie.

INT. LIVING ROOM - NIGHT

An OVERHEAD view of the living room. Emma and Richard Dent greet President Roosevelt and Eleanor Roosevelt at the entryway.

INT. CARL'S ROOM - NIGHT

Carl stands before the mirror. He clicks his heels together and raises his arm in a Nazi salute, his hand and arm trembling, betraying his internal conflict.

CLOSE ON CARL - beads of sweat on his forehead.

INSERT MONTAGE OF QUICK FLASHBACKS:

- Young Carl places his model plane in his father's coffin.

- Carl accepts his SS dagger in the torchlight ceremony.

- Carl watches Catherine dance to WHY DON'T YOU DO RIGHT. He looks down, then back up at her, torn by desire.

- Senator Dent puts his arm on Carl's shoulder at the New Year's Party. Guests singing AULD LANG SYNE.

- Catherine takes his hand at the movie theater, light from the film projector washes over their faces.

- Carl kisses Catherine in the car.

- Carl swears on his life to serve the fuhrer.

CARL
(to the Brummbär)
My honor is loyalty.

END MONTAGE OF FLASHBACKS.

EXT. DENT ESTATE - NIGHT

Quinn gets out of his police car, glances around at the parked cars.

He walks to the front door of the Dent Estate, but is halted by secret service agents.

QUINN
I'd like to speak to the senator's wife, please.

INT. CARL'S ROOM - NIGHT

Carl aims the LUGER at himself in the mirror.

INT. DENT ESTATE - NIGHT

An aide pushes President Roosevelt's wheel chair through the crowd of mingling guests in the living room.

EXT. DENT ESTATE - NIGHT

Emma Dent stands at the door, facing Quinn.

EMMA
Lord, tell me you found him.

QUINN
Found who?

EMMA
Sarge, of course. My dog.

QUINN
Uh, no, ma'am. I was wondering if I could speak with your son.

EMMA
Now listen, officer, uh...

QUINN
Deputy Quinn.

EMMA
I don't have a son. I have guests to tend to. The President of the United States is here with his wife and my maid has abandoned me and absconded to New York, so if this can kindly wait until tomorrow...

QUINN
I'm afraid it can't. There was a blonde boy, ma'am. I saw him a couple weeks ago shoveling snow out front here.

EMMA
(sighs)
You must mean Carl...

INT. DENT ESTATE - NIGHT

Carl walks down the curved stairway, conceals the Luger in the back waistband of his trousers.

He enters the living room...

MOVING WITH CARL

Carl eyes the perimeter of the room -- two secret service on the left side, one on the right. Their hands relaxed, eyes watching the guests...

Carl continues forward, moving through the crowd at a slow, deliberate pace.

CARL'S POV -- as he moves at angles by the rows of tables and chairs toward the president's wheel chair. Thirty feet...

A gentleman crosses Carl's path, blocking Carl's view of the president for a moment.

Carl continues forward...twenty feet.

CLOSE ON CARL

Carl raises the gun, aims at the back of Roosevelt's head, a clear shot at fifteen feet.

Suddenly, a figure on the periphery catches his eye. Carl turns -- his eyes meet Catherine's eyes across the room.

Carl is too conflicted, he cannot pull the trigger.

Carl lowers the LUGER...

BANG! A gunshot rings out.

Women stand from their seats, SCREAMING. Chaos erupts...

Carl spins around, his shoulder hit.

Deputy Quinn pushes through the crowd toward Carl, gun raised. A secret service agent tackles Quinn.

Carl runs toward the nearby window, smashes through it, glass SHATTERING.

He tumbles outside onto the snow...

EXT. DENT ESTATE - NIGHT

Carl gets up, woozy, holding his shoulder, bleeding from a cut on his forehead.

Carl staggers forward, blood from his head dripping onto the snow.

EXT. WOODS, FROZEN LAKE AMBROSE - NIGHT

From the woods across the lake, the Brummbär watches through binoculars -- Carl stumbles around to the back of the house, rips off the cyanide capsule necklace...

EXT. DENT ESTATE - NIGHT

Carl collapses against the stone wall, holding the cyanide capsule. For a moment, he debates the choice. Life or death. He tosses the necklace and the Luger into the brush. Blood flows down the side of his head. The cacophany of SCREAMING VOICES wanes and Carl slumps over, losing consciousness, and everything goes BLACK.

EXT. WOODS, FROZEN LAKE AMBROSE - NIGHT

The Brummbär lowers his binoculars, rage in his eyes...

INT. DENT ESTATE, STUDY - NIGHT

Catherine stands at the door to her father's study, eavesdropping on his telephone conversation.

Richard holds a shell-shocked Emma.

RICHARD
(into phone)
Well, what do they plan to do?
(a beat)
I see. Thank you.

Richard hangs up the phone.

RICHARD (CONT'D)
We're not going to do anything. He's at the hospital in police custody. The FBI is taking him to Washington for questioning within the hour.

Catherine quietly slips away from the study and walks back through the living room toward the entryway...

She grabs her overcoat from a hall closet, puts it on.

EXT. BURTONSVILLE ROAD - NIGHT

Catherine pedals her bicycle as fast as she can down the dark, slushy road.

EXT. BURTONSVILLE HOSPITAL - NIGHT

Establishing shot of the brick facade of the Burtonsville hospital. A blanket of snow over the well-manicured lawn.

EXT. HOSPITAL HALLWAY - NIGHT

Deputy Quinn stands outside the door to a hospital room next to Eddie Raslo.

EDDIE
Ya really expect me to believe that kid in there did that?

QUINN
It's the gospel truth.

EDDIE
You have any idea why?

QUINN
All I know is when things finally get interesting, Hoover's boys take it off our hands...

EDDIE
How's it feel to fire your gun?

INT. BURTONSVILLE HOSPITAL - NIGHT

Carl awakens in a hospital bed, shirtless, wearing blue scrub pants. A small bandage on his forehead and shoulder. He sits up. Through the small window on the room door, the side profile of Deputy Quinn visible.

Carl looks down at his wrist, HANDCUFFED to the bed.

EXT. BURTONSVILLE HOSPITAL - NIGHT

Catherine drops her bicycle in the hospital yard and runs up the steps to the front door.

In the foreground, a black sedan parks across the street from the hospital.

INT. SEDAN - NIGHT

The Brummbär watches Catherine enter the hospital.

INT. BURTONSVILLE HOSPITAL - NIGHT

Catherine approaches the pretty NURSE (30) on duty at the front desk. A SECURITY GUARD (50's) stands at the far side of desk, turns the dial on a RADIO, changing stations.

CATHERINE
(out of breath)
Excuse me?

NURSE
Are you ok?

CATHERINE
Yes, I need to see a patient.

INT. SEDAN - NIGHT

The Brummbär dons his fedora and gets out of the sedan.

INT. HOSPITAL HALLWAY - NIGHT

Catherine stands before Quinn and Raslo in the hallway.

CATHERINE
Just for a minute, please. I have to see him.

Quinn looks through the door window at Carl, who reclines in bed.

QUINN
Alright. You got two minutes.

Quinn opens the door to Carl's room, and Catherine enters.

EDDIE
I gotta piss, Quinn.

QUINN
You got two minutes, too.

Eddie laughs and walks down the hallway...

EXT. STREET, BURTONSVILLE HOSPITAL - NIGHT

The Brummbär pops his collar and lumbers across the street toward the hospital.

INT. HOSPITAL ROOM - NIGHT

Catherine stands over Carl's hospital bed.

CATHERINE
What happened?

CARL
You can't be here, right now.

CATHERINE
What's going on? I don't understand...

Catherine breaks down, CRYING. Carl hugs her to his chest with his free hand.

CARL
You wouldn't understand even if I told you. Listen, you must leave right now.

CATHERINE
Not until you tell me the truth.

Carl looks into her teary eyes.

A beat. Carl confesses.

CARL
I'm not from England. I'm German. I was sent here to spy for my country. To gather information from your father. But I, uh...

Carl's voice shaking.

CARL (CONT'D)
I couldn't go through with it.

INT. BURTONSVILLE HOSPITAL LOBBY - NIGHT

The doors to the hospital lobby open, a set of little BELLS ringing, and the Brummbär enters.

He approaches the nurse at the front desk.

NURSE
You must be the FBI. They told us you were coming.

The Brummbär stares at her. He smiles.

THE BRUMMBÄR
What room?

NURSE
Three fourteen. You can take the elevator at the end of the hall. I just need to see your badge.

The Brummbär glances at the other empty desk, a navy jacket, SECURITY in white letters, draped over the chair. The RADIO crackles at a low volume.

INT. HOSPITAL ROOM - NIGHT

Carl peruses the hospital room, searching for something.

CARL
There's a man coming to kill me right now. He will not allow your FBI to question me. He will kill everyone here...

CATHERINE
There are police out there.

CARL
It doesn't matter.

A tense beat. Catherine wipes her tears.

CARL (CONT'D)
You have to leave now. You have a great life ahead of you...with your family. You have a lot to live for in this country...

CATHERINE
I'm not leaving you like this.

Carl looks at the barrette in her hair.

CARL
Then give me your hair clip.

INT. HOSPITAL LOBBY - NIGHT

The Brummbär lifts the nurse out of the seat by her neck, her legs squirming.

She claws at his massive, gnarled hands. She cannot make a sound, her EYES open in horror.

Her high heels knock the rotary phone onto the floor as the Brummbär lifts her over the reception desk.

The SECURITY GUARD walks into the room, slack-jawed.

The guard reaches for the gun on his belt. The Brummbär drags the suffocating nurse toward him, a dying human shield.

The guard fumbles with his gun, FIRES a round into the nurse's back.

INT. HOSPITAL HALLWAY - NIGHT

The sound of a GUNSHOT downstairs blends with the jet-like FLUSHING of a urinal.

Quinn looks down the hall -- Eddie Raslo exits the restroom, zips his fly on the way out.

QUINN
You just hear something?

EDDIE
The sound of all your worries and fears.

QUINN
Check the window, the big boys should be here by now.

Eddie turns around, heads toward the far end of the hall.

INT. HOSPITAL LOBBY - NIGHT

The Brummbär slams the nurse's dead body into the security guard, and the guard stumbles backward.

The Brummbär tosses the nurse's body aside like a rag doll.

The guard falls to his butt on the polished floor and raises his gun again, but the Brummbär kicks it out of his hand.

The gun slides across the floor.

The security guard shaking, terrified. The Brummbär's shadow rises over him.

INT. HOSPITAL ROOM - NIGHT

Carl inserts the hair barrette into the hole in the handcuffs, trying to pick the lock.

INT. HOSPITAL HALLWAY - NIGHT

DING! The elevator doors open.

The Brummbär lumbers down the hallway toward Quinn, a Luger concealed behind his back.

Quinn looks up, sees the Brummbär approaching.

The Brummbär stops a few feet from Quinn.

THE BRUMMBÄR
(flips open his wallet)
FBI.

Quinn glances at the wallet -- no badge, just a black billfold.

BANG! The Brummbär fires a round into Quinn's stomach. Quinn GASPS, holding his gut.

The Brummbär lifts Quinn by the neck and tosses him through the air.

Quinn's GLASSES fly off and his back SLAMS into the wall. He slides to the floor, a trail of BLOOD left on the white wall.

Eddie Raslo opens FIRE at the Brummbär, hitting him in the shoulder.

The Brummbär GRUNTS, holding his left shoulder. He backs against the wall and FIRES three shots at Raslo.

Raslo drops his gun and falls to the floor.

INT. HOSPITAL ROOM - NIGHT

Carl tries to pick the lock to the handcuffs with Catherine's barrette.

CARL
Find me a weapon, something in the cabinet. Anything.

Catherine throws open the hospital cabinet, frantically searching the drawers for something. She finds a 10ML SYRINGE with needle.

INT. HOSPITAL HALLWAY - NIGHT

The Brummbär walks slowly toward Eddie Raslo who drags his wounded body toward his gun a few feet away...

EDDIE
Mary Mother of God be with my spirit...

Raslo looks up -- the Brummbär raises his gun and FIRES at Raslo's head -- blood SPRAYS the wall.

The Brummbär heads back down the hall toward Carl's room. He looks up at the number on the door -- 314.

INT. HOSPITAL ROOM - NIGHT

The door opens and the Brummbär steps into Carl's room, gun raised. Empty handcuffs locked to the bed rail. No Carl.

Suddenly, Carl slips out from behind the door, swings the needle of a syringe at the Brummbär's head. The Brummbär raises his hand to block the blow, and the needle impales his gun hand.

The Brummbär GRUNTS, drops the Luger and swivels around to face Carl.

Carl blocks the doorway.

CARL
Go! Now!

Catherine scoots out from behind the bed and runs out of the hospital room. She hesitates a moment in the doorway, looking at Carl.

CARL (CONT'D)
Get out of here!

Catherine runs down the hall.

The Brummbär grits his teeth and pulls the needle through the back of his gloved hand.

THE BRUMMBÄR
You disappoint me, Carl.

The Brummbär drops the syringe on the floor and steps forward...

THE BRUMMBÄR (CONT'D)
(in German with subtitles)
I had...such hope for you.

CARL
I'm not like you.

The Brummbär swings at Carl, but Carl ducks under the punch and kicks the Brummbär in the shin.

The Brummbär GRUNTS and rushes Carl. Carl backs into the hallway, and the Brummbär SLAMS him against the wall.

IN THE HALLWAY

The Brummbär swings again. Carl blocks the punch, but the Brummbär elbows Carl in the face.

Catherine disappears into the stairwell EXIT at the end of the hall.

Carl, his mouth bleeding, blocks three more punches in close quarters, and SLAMS the Brummbär's wounded shoulder.

The Brummbär winces and falls to one knee. Carl swings at him, but the Brummbär grabs Carl's wrist, pulls a KNIFE from a shin case and plunges it into Carl's chest.

The Brummbär stands, driving Carl back and twists the knife.

Carl GASPS. He stumbles back three steps and collapses on the polished concrete, ten feet from Quinn.

Carl rolls onto his side, holding his chest.

Suddenly, the sound of CAR ENGINES in the parking lot.

The Brummbär ducks into Carl's hospital room...

INT. HOSPITAL ROOM - NIGHT

The Brummbär looks out the hospital room window -- five FBI men get out of black sedans and walk toward the hospital.

The Brummbär leaves the room, his dark coat FLUTTERING.

INT. HOSPITAL HALLWAY - NIGHT

The Brummbär lumbers down the hall toward the elevator, the CLANK of his boots echo off the polished concrete.

Quinn, who sits back against the bloody wall, feet out, GROANS softly and lifts his head. He looks down the hallway.

QUINN'S POV -- The Brummbär retreats, an ill-defined BLUR, OUT-OF-FOCUS.

Quinn pulls his six shooter, takes aim and FIRES.

A bullet BLOWS the GLASS out of a FIRE EXTINGUISHER case on the wall.

The Brummbär stops in his tracks and looks back at Quinn.

Quinn raises his wobbly gun hand again, FIRES another round, BLASTING a chunk of plaster off the other side of the wall.

The Brummbär ducks and turns, retreating faster toward the elevator doors.

Quinn FIRES two more rounds, missing again.

Carl lies face-down in a pool of blood on the white floor. He inches forward on his chest.

Carl reaches out for...

...Quinn’s thick, horn-rimmed GLASSES.

With his last ounce of strength, Carl SLIDES the glasses down the hall. They glide across the polished concrete, coming to rest by Quinn’s side.

DING! The elevator doors open.

Quinn dons his glasses and raises his gun...

QUINN’S POV -- The Brummbär comes into FOCUS, standing inside the elevator compartment.

Quinn FIRES just as the elevator doors CLOSE.

EXT. BURTONSVILLE HOSPITAL - NIGHT

The FBI men enter through the lobby doors of the hospital.

INT. HOSPITAL LOBBY - NIGHT

DING! The elevator doors open at the rear side of the lobby and the Brummbär steps out...

...lumbering toward the exit doors, the glowing EXIT sign bathing his face in BLOOD RED LIGHT.

The Brummbär stumbles as he reaches for the doors, blood trickling down the side of his mouth.

The Brummbär collapses, SLAMMING against the glass doors. The glass splinters from the impact, the doors held half-way open, the Brummbär’s dead body lying across the threshold.

INT. HOSPITAL HALLWAY - NIGHT

Quinn sits against the wall, holding his gun. He looks down the hall at Carl. Carl is fading fast...

QUINN
Hang in there, kid. You're gonna make it.

Carl's EYES FLUTTER, his face resting in a pool of blood.

CLOSE ON CARL'S EYES

INSERT FLASHBACK:

INT. DEMER RESIDENCE - NIGHT

A Young Carl Demer, teary-eyed, looks into his mother's eyes.

HILDA
You will pack your things and leave tomorrow morning with Herr Burmann.

CARL
But I don't want to, mama.

HILDA
But you must.

CARL
Why, mama?

HILDA
You must go and become a man, Carl. You will learn what it means to be strong.

END FLASHBACK.

INT. HOSPITAL HALLWAY - NIGHT

Carl's face relaxes. His eyes open in death.

FADE TO BLACK.

THE END.