

SCHINDLER'S LIST

Screenplay by
STEVEN ZAILLIAN

Based on the novel by
THOMAS KENEALLY

Directed by
STEVEN SPIELBERG

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1. IN BLACK AND WHITE:

1.

TRAIN WHEELS grinding against track, slowing. FOLDING TABLE LEGS scissoring open. The LEVER of a train door being pulled. NAMES on lists on clipboards held by clerks moving alongside the tracks.

CLERKS (V.O.)
... Rossen ... Lieberman ... Wachsberg ...

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

CLERKS (V.O.)
... When your name is called go over there ...
take this over to that table ...

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

CLERKS (V.O.)
... you're in the wrong line, wait
over there ... you, come over here...

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

CLERKS (V.O.)
... Biberman ... Steinberg ... Chilowitz ...

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

2. INT. HOTEL ROOM - CRACOW, POLAND - NIGHT. 2.

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

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

The hands of a man button the shirt, belt the slacks. He slips into the double-breasted jacket, knots the silk tie, folds a handkerchief and tucks it into the jacket pocket, all with great deliberation.

A bureau. Some currency, cigarettes, liquor, passport. And an elaborate gold-on-black enamel Hakenkreuz (or swastika) which the gentleman pins to the lapel of his elegant dinner jacket.

He steps back to consider his reflection in the mirror. He likes what he sees: Oskar Schindler - salesman from Zwittau - looking almost reputable in his one nice suit.

Even in this awful room.

3. INT. NIGHTCLUB - CRACOW, POLAND - NIGHT. 3.

A spotlight slicing across a crowded smoke-choked club to a small stage where a cabaret performer sings.

It's September, 1939. General Sigmund List's armored divisions, driving north from the Sudetenland, have taken Cracow, and now, in this club, drinking, socializing, conducting business, is a strange clientele: SS officers and Polish cops, gangsters and girls and entrepreneurs, thrown together by the circumstance of war.

Oskar Schindler, drinking alone, slowly scans the room, the faces, stripping away all that's unimportant to him, settling only on details that are: the rank of this man, the higher rank of that one, money being slipped into a hand.

A WAITER SETS DOWN DRINKS

in front of the SS officer who took the money. A lieutenant, he's at a table with his girlfriend and a lower-ranking officer.

WAITER

From the gentleman.

The waiter is gesturing to a table across the room where Schindler, seemingly unaware of the SS men, drinks with the best-looking woman in the place.

LIEUTENANT

Do I know him?

His sergeant doesn't. His girlfriend doesn't.

LIEUTENANT

Find out who he is.

The sergeant makes his way over to Schindler's table. There's a handshake and introductions before - and the lieutenant, watching, can't believe it - his guy accepts the chair Schindler's dragging over.

The lieutenant waits, but his man doesn't come back; he's forgotten already he went there for a reason. Finally, and it irritates the SS man, he has to get up and go over there.

LIEUTENANT

Stay here.

His girlfriend watches him cross toward Schindler's table. Before he even arrives, Schindler is up and berating him for leaving his date way over there across the room, waving at the girl to come join them, motioning to waiter to slide some tables together.

WAITERS ARRIVE WITH PLATES OF CAVIAR

and another round of drinks. The lieutenant makes a half-hearted move for his wallet.

LIEUTENANT

Let me get this one.

SCHINDLER

No, put it away, put it away.

Schindler's already got his money out. Even as he's paying, his eyes are working the room, settling on a table where a girl is declining the advances of two more high-ranking SS men.

A TABLECLOTH BILLOWS

as a waiter lays it down on another table that's been added to the others. Schindler seats the SS officers on either side of his own "date" -

SCHINDLER

What are you drinking, gin?

He motions to a waiter to refill the men's drinks, and, returning to the head of the table(s), sweeps the room again with his eyes.

A ROAR OF LAUGHTER

erupts from Schindler's party in the corner. Nobody's having a better time than those people over there. His guests have swelled to ten or twelve - SS men, Polish cops, girls - and he moves among them like the great entertainer he is, making sure

everybody's got enough to eat and drink.

Here, closer, at this table across the room, an SS officer gestures to one of the SS men who an hour ago couldn't get the girl to sit at his table. The guy comes over.

SS OFFICER 1

Who is that?

SS OFFICER 2

(like everyone knows)
That's Oskar Schindler. He's an old friend of ... I don't know, somebody's.

A GIRL WITH A BIG CAMERA

screws in a flashbulb. She lifts the unwieldy thing to her face and focuses. As the bulb flashes, the noise of the club suddenly drops out, and the moment is caught in BLACK and WHITE: Oskar Schindler, surrounded by his many new friends, smiling urbanely.

4. EXT. SQUARE - CRACOW - DAY.

4.

A photograph of a face on a work card, BLACK and WHITE. A typed name, black and white. A hand affixes a sticker to the card and it saturates with COLOR, DEEP BLUE.

People in long lines, waiting. Others near idling trucks, waiting. Others against sides of buildings, waiting. Clerks with clipboards move through the crowds, calling out names.

CLERKS

Groder ... Gemeinerowa ... Libeskind ...

5. INT. APARTMENT BUILDING - CRACOW - DAY.

5.

The party pin in his lapel catches the light in the hallway.

SCHINDLER

Stern?

Behind Schindler, the door to another apartment closes softly. A radio, somewhere, is suddenly silenced.

SCHINDLER

Are you Itzhak Stern?

At the door of this apartment, a man with the face and manner of a Talmudic scholar, finally nods in resignation, like his number has just come up.

STERN

I am.

Schindler offers a hand. Confused, Stern tentatively reaches for it, and finds his own grasped firmly.

6. INT. STERN'S APARTMENT - DAY.
6.

Settled into an overstuffed chair in a simple apartment,
Schindler pours a shot of cognac from a flask.

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

Stern stares at the cognac Schindler's offering him. He doesn't
know who this man is, or what he wants.

STERN
(pause)
By law, I have to tell you, sir, I'm a Jew.

Schindler looks puzzled, then shrugs, dismissing it.

SCHINDLER
All right, you've done it -
good company, you think?

He keeps holding out the drink. Stern declines it with a slow
shake of his head.

STERN
It did all right.

Schindler nods, takes out a cigarette case.

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

He offers Stern a cigarette. Stern declines again.

STERN
I was just the accountant.

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

Schindler lowers his voice as if there could possibly be someone
else listening in somewhere.

SCHINDLER
Field kits, mess kits ...

He waits for a reaction, and misinterprets Stern's silence for a
lack of understanding.

SCHINDLER
Army contracts.

But Stern does understand. He understands too well. Schindler
grins good-naturedly.

SCHINDLER

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

STERN

(with an edge)

I think most people right now have other priorities.

Schindler tries for a moment to imagine what they could possibly be. He can't.

SCHINDLER

Like what?

Stern smiles despite himself. The man's manner is so simple, so in contrast to his own and the complexities of being a Jew in occupied Cracow in 1939. He really doesn't know. Stern decides to end the conversation.

STERN

Get the contracts and I'm sure you'll do very well. In fact the worse things get the better you'll do. It was a "pleasure."

SCHINDLER

The contracts? That's the easy part. Finding the money to buy the company, that's hard.

He laughs loudly, uproariously. But then, just as abruptly as the laugh erupted, he's dead serious, all kidding aside -

SCHINDLER

You know anybody?

Stern stares at him curiously, sitting there taking another sip of his cognac, placid as a large dog.

SCHINDLER

Jews, yeah. Investors.

STERN

(pause)

Jews can no longer own businesses, sir, that's why this one's for sale.

SCHINDLER

Well, they wouldn't own it, I'd own it. I'd pay them back in product. They can trade it on the black market, do whatever they want, everybody's happy.

He shrugs; it sounds more than fair to him. But not to Stern.

STERN

Pots and pans.

SCHINDLER

(nodding)

Something they can hold in their hands.

Stern studies him. This man is nothing more than a salesman with a salesman's pitch; just dressed better than most.

STERN

I don't know anybody who'd be interested in that.

SCHINDLER

(a slow knowing nod)

They should be.

Silence.

7. EXT. CRACOW - NIGHT.

7.

A mason trowels mortar onto a brick. As he taps it into a place and scrapes off the excess cement, the image DRAINS OF COLOR.

Under lights, a crew of brick-layers is erecting a ten-foot wall where a street once ran unimpeded.

8. EXT. STREET - CRACOW - DAY.

8.

A young man emerges from an alley pocketing his Jewish armband. He crosses a street past German soldiers and trucks and climbs the steps of St. Mary's cathedral.

9. INT. ST. MARY'S CATHEDRAL - DAY.

9.

A dark and cavernous place. A priest performing Mass to scattered parishioners. Lots of empty pews.

The young Polish Jew from the street, Poldek Pfefferberg, kneels, crosses himself, and slides in next to another young man, Goldberg, going over notes scribbled on a little pad inside a missal. Pfefferberg shows him a container of shoe polish he takes from his pocket. Whispered, bored -

GOLDBERG

What's that?

PFEFFERBERG

You don't recognize it? Maybe that's because it's not what I asked for.

GOLDBERG

You asked for shoe polish.

PFEFFERBERG

My buyers sold it to a guy who sold it to the Army. But by the time it got there - because of the cold - it broke, the whole truckload.

GOLDBERG

(pause)

So I'm responsible for the weather?

PFEFFERBERG

I asked for metal, you gave me glass.

GOLDBERG

This is not my problem.

PFEFFERBERG

Look it up.

Goldberg doesn't bother; he pockets his little notepad and intones a response to the priest's prayer, all but ignoring Pfefferberg.

PFEFFERBERG

This is not your problem? Everybody wants to know who I got it from, and I'm going to tell them.

Goldberg glances to Pfefferberg for the first time, and, greatly put upon, takes out his little notepad again and makes a notation in it.

GOLDBERG

Metal.

He flips the pad closed, pockets it, crosses himself as he gets up, and leaves.

10. INT. HOTEL - DAY.
10.

Pfefferberg at the front desk of a sleepy hotel with another black market middleman, the desk clerk. Both are wearing their armbands. Pfefferberg underlines figures on a little notepad of his own -

PFEFFERBERG

Let's say this is what you give me.
These are fees I have to pay some guys.
This is my commission. This is what I

bring you back in Occupation currency.

The clerk, satisfied with the figures, is about to hand over to Pfefferberg some outlawed Polish notes from an envelope when Schindler comes in from the street. The clerk puts the money away, gets Schindler his room key, waits for him to leave so he can finish his business with Pfefferberg ... but Schindler doesn't leave; he just keeps looking over at Pfefferberg's shirt, at the cuffs, the collar.

PFEFFERBERG

That's a nice shirt.

Pfefferberg nods, Yeah, thanks, and waits for Schindler to leave; but he doesn't. Nor does he appear to hear the short burst of muffled gunfire that erupts from somewhere up the street.

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

Pfefferberg knows he should say 'no,' let that be the end of it.
It's not wise doing business with a German who could have you
arrested for no reason whatsoever. But there's something
guileless about it.

PFEFFERBERG
Like this?

SCHINDLER
(nodding)
There's nothing in the stores.

The clerk tries to discourage Pfefferberg from pursuing this
transaction with just a look. Pfefferberg ignores it.

PFEFFERBERG
You have any idea what a shirt
like this costs?

SCHINDLER
Nice things cost money.

The clerk tries to tell Pfefferberg again with a look that this
isn't smart.

PFEFFERBERG
How many?

SCHINDLER
I don't know, ten or twelve. That's
a good color. Dark blues, grays.

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

PFEFFERBERG
Write down your measurements.

As he writes down the information, Pfefferberg glances to the
desk clerk and offers a shrug. As he writes -

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

11. EXT. GARDEN - SCHERNER'S RESIDENCE - 11.
CRACOW - DAY.

As Oberfuhrer Scherner and his daughter, in a wedding gown, dance
to the music of a quartet on a bandstand, the reception guests

drink and eat at tables set up on an expansive lawn.

CZURDA

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

Other SS and Army officers share the table with Czurda. Schindler, too, nice blue shirt, jacket, only he doesn't seem to be paying attention; rather his attention and affections are directed to the blonde next to him, Ingrid.

CZURDA

So you got thousands of fares that have to be paid. Since it's the SS that's reserved the trains, logically they should pay. But this is a lot of money.

(pause)

The Jews. They're the ones riding the trains, they should pay. So you got Jews paying their own fares to ride on cattle cars to God knows where. They pay the SS full fare, the SS turns around, pays the railroad a reduced excursion fare, and pockets the difference.

He shrugs, There you have it. Brilliant. He glances off, sees something odd across the yard. Two horses, saddled-up, being led into the garden by a stable boy.

SCHINDLER

(to Ingrid)

Excuse me.

Schindler gets up from the table. Scherner, his wife and daughter and son-in-law stare at the horses; they're beautiful.

Schindler appears, takes the reins from the stable boy, hands one set to the bride and the other to the groom.

SCHINDLER

There's nothing more sacred than marriage. No happier an occasion than one's wedding day. I wish you all the best.

Scherner hails a photographer. As the guy comes over with his camera, so does just about everybody else. Scherner insists Schindler pose with the astonished bride and groom.

Big smiles. Flash.

12. INT. STOREFRONT - CRACOW - DAY.

12.

A neighborhood place. Bread, pastries, couple of tables. At one sits owner and a well-dressed man in his seventies, Max Redlicht.

OWNER

I go to the bank, I go in, they tell me my account's been placed in Trust. In Trust? What are they talking about, whose Trust? The Germans'. I look around. Now I see that everybody's arguing, they can't get to their money either.

MAX REDLICHT

This is true?

OWNER

I'll take you there.

Max looks at the man not without sympathy. He's never heard of such a thing. It's really a bad deal. But then -

MAX REDLICHT

Let me understand. The Nazis have taken your money. So because they've done this to you, you expect me to go unpaid. That's what you're saying.

The owner of the place just stares at Redlicht.

MAX REDLICHT

That makes sense to you?

The man doesn't answer. He watches Max get up and cross to the front door where he says something to two of his guys and leaves. The guys come in and start carting out anything of any value: cash register, a chair, a loaf of bread ...

13. EXT. CRACOW STREET - DAY.
13.

Max strolls along the sidewalk, browsing in store windows. People inside and out nod hello, but they despise him, they fear him.

Just as he's passing a synagogue, some men in long overcoats cross the street. Einsatzgruppen, they are an elite and wild bunch, one of six Special Chivalrous Duty squads assigned to Cracow.

14. INT. STARAR BOZNICA SYNAGOGUE -
SAME TIME - DAY.

14.

The Sabbath prayers of a congregation of Orthodox Jews are interrupted by a commotion at the rear of the ancient temple. Several non-Orthodox Jews from the street, including Max Redlicht, are being herded inside by the Einsatz Boys.

They're made to stand before the Ark in two lines: Orthodox and non. One of the Einsatzgruppen squad removes the parchment Torah scroll while another calmly addresses the assembly:

EINSATZ NCO

I want you to spit on it. I want you to walk past, spit on it, and stand over there.

No one does anything for a moment. The liberals from the street seem to say with their eyes, Come on, we're all too sophisticated for this; the others, with the beards and sidelocks, silently check with their rabbi.

One by one then they file past and spit on the scroll. The last two, the rabbi and Max Redlicht hesitate. They exchange a glance. The rabbi finally does it; the gangster doesn't. after a long tense silence.

MAX REDLICHT

I haven't been to temple must be fifty years.

(to the rabbi)

Nor have I been invited.

The Einsatz NCO glances from Max to the rabbi and smiles to himself. This is unexpected, this rift.

MAX REDLICHT

(to the rabbi)

You don't approve of the way I make my living? I'm a bad man, I do bad things?

Max admits it with a shrug.

MAX REDLICHT

I've done some things ... but I won't do this.

Silence. The Einsatz NCO glances away to the others, amused.

EINSATZ NCO

What does this mean? Of all of you, there's only one who has the guts to say no? One? And he doesn't even believe?

(no one, of course answer him)

I come in here, I ask you to do something no one should ever ask. And you do it?

(pause)

What won't you do?

Nobody answers. He turns to Max.

EINSATZ NCO

You, sir, I respect.

He pulls out a revolver and shoots the old gangster in the head. He's dead before he hits the floor.

EINSATZ NCO

The rest of you ...

... are beneath his contempt. He turns and walks away. The other Einsatz Boys pull rifles and revolvers from their coats and

open fire.

15. EXT. CRACOW - DAY.

15.

In BLACK AND WHITE and absolute silence, a suitcase thrown from a second story window arcs slowly through the air. As it hits the pavement, spilling open - SOUND ON - and, returning to COLOR -

Thousands of families pushing barrows through the streets of Kazimierz, dragging mattresses over the bridge at Podgorze, carrying kettles and fur coats and children on a mass forced exodus into the ghetto.

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

POLISH GIRL

Goodbye, Jews.

16. EXT. GHETTO GATE - DAY.

16.

The little folding tables have been dragged out and set up again, and at them sit the clerks.

Goldberg, of all people, has somehow managed to elevate himself to a station of some authority. Armed with something more frightening than a gun - a clipboard - he abets the Gestapo in their task of deciding who passes through the ghetto gate and who detours to the train station.

PFEFFERBERG

What's this?

Pfefferberg, with his wife Mila, at the head of a line that seems to stretch back forever, flicks at Goldberg's OD armband with disgust.

GOLDBERG

Ghetto Police. I'm a policeman now, can you believe it?

PFEFFERBERG

Yeah, I can.

They consider each other for a long moment before Pfefferberg leads his wife past Goldberg and into the ghetto.

17. INT. APARTMENT BUILDING, GHETTO - NIGHT.

17.

Dismayed by each others' close proximity, Orthodox and liberal Jews wait to use the floor's single bathroom.

18. INT. GHETTO APARTMENT - NIGHT.

18.

From the next apartment comes the liturgical solo of a cantor.

In this apartment, looking like they can't bear much more of it, sit some non-Orthodox businessmen, Stern and Schindler.

SCHINDLER

For each thousand you invest, you take from the loading dock five hundred kilos of product a month - to begin in July and to continue for one year - after which time, we're even.

(he shrugs)

That's it.

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

INVESTOR 1

Not good enough.

SCHINDLER

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

(he almost laughs at

the squalor)

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

INVESTOR 1

Money's still money.

SCHINDLER

No, it isn't, that's why we're here.

Schindler lights a cigarette and waits for their answer. It doesn't come. Just a silence. Which irritates him.

SCHINDLER

Did I call this meeting? You told Mr. Stern you wanted to speak to me. I'm here. Now you want to negotiate? The offer's withdrawn.

He caps his flask, pockets it, reaches for his top coat.

INVESTOR 2

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

SCHINDLER

Because I said I would. What do you want, a contract? To be filed where?

(he slips into his coat)

I said what I'll do, that's our contract.

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

The silence in the room is filled by the muffled singing next door. One of the men eventually nods, He's in. Then another. And another.

19. INT. FACTORY FLOOR - DAY.
19.

A red power button is pushed, starting the motor of a huge metal press. The machine whirs, louder, louder.

20. INT. UPSTAIRS OFFICE - SAME TIME - DAY. 20.

Schindler, at a wall of a windows, is peering down at the lone technician making adjustments to the machine.

STERN

The standard SS rate for Jewish skilled labor is seven Marks a day, five for unskilled and women. This is what you pay the Economic Office, the laborers themselves receive nothing. Poles you pay wages. Generally, they get a little more. Are you listening?

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

SCHINDLER

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

STERN

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

SCHINDLER

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

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

SCHINDLER

Why should I hire Poles?

21. INT. FACTORY FLOOR - DAY.
21.

Another machine starting up, growling louder, louder -

22. EXT. PEACE SQUARE, THE GHETTO - DAY. 22.

To a yellow identity card with a sepia photograph a German clerk attaches a blue sticker, the holy Blauschein, proof that the carrier is an essential worker. At other folding tables other clerks pass summary judgment on hundreds of ghetto dwellers standing in long lines.

TEACHER

I'm a teacher.

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

CLERK

Not essential work, stand over there.

Over there, other "non-essential people" are climbing onto trucks bound for unknown destinations. The teacher reluctantly relinquishes his place in line.

23. EXT. PEACE SQUARE - LATER - DAY.

23.

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

TEACHER

I'm a metal polisher.

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

CLERK

Good.

The world's gone mad.

24. INT. FACTORY FLOOR - DAY.

24.

Another machine starting up, a lathe. A technician points things out to the teacher and some others recruited by Stern. The motor grinds louder, louder.

25. INT. APARTMENT - DAY.

25.

Schindler wanders around a large empty apartment. There's lots of light, glass bricks, modern lines, windows looking out on a park.

26. INT. THE APARTMENT - NIGHT.

26.

The same place full of furniture and people. Lots of SS in uniform. Wine. Girls. Schindler, drinking with Oberfuhrer Scherner, keeps glancing across the room to a particularly good-looking Polish girl with another guy in uniform.

SCHERNER

I'd never ask you for money, you know that.
I don't even like talking about it -
money, favors - I find it very awkward,
it makes me very uncomfortable -

SCHINDLER

No, look. It's the others. They're the ones causing these delays.

SCHERNER

What others?

SCHINDLER

Whoever. They're the ones. They'd appreciate some kind of gesture from me.

Scherner thinks he understands what Schindler's saying. Just in case he doesn't -

SCHINDLER

I should send it to you, though, don't you think? You can forward it on? I'd be grateful.

Scherner nods. Yes, they understand each other.

SCHERNER

That'd be fine.

SCHINDLER

Done. Lets not talk about it anymore, let's have a good time.

27. INT. SS OFFICE - DAY. 27.

Scherner at his desk initialing several Armaments contracts. The letters D.E.F. appear on all of them.

28. EXT. FACTORY - DAY. 28.

Men and pulleys hoist a big "F" up the side of the building. Down below, Schindler watches as the letter is set into place - D.E.F.

29. INT. FACTORY OFFICES - DAY. 29.

The good-looking Polish girl from the party, Klonowska, is shown to her desk by Stern. It's right outside Schindler's office. This girl has never typed in her life.

30. INT. FACTORY FLOOR - DAY.
30.

Flames ignite with a whoosh in one of the huge furnaces. The needle on a gauge slowly climbs.

31. EXT. CRACOW - DAY. 31.

A garage door slides open revealing a gleaming black Mercedes. Schindler steps past Pfefferberg and, moving around the car, carefully touches its smooth lines.

32. INT. FACTORY - DAY.

32.

Another machine starts up. Another. Another.

33. EXT. PEACE SQUARE - DAY.

33.

Stern with a woman at the head of a line. The clerk affixes the all-important blue sticker to her work card.

34. INT. FACTORY DAY - DAY.

34.

Three hundred Jewish laborers, men and women, work at the long tables, at the presses, the latches, the furnaces, turning out field kitchenware and mess kits.

Few glance up from their work at Schindler, the big gold party pin stuck into his lapel, as he moves through the place, his place, his factory, in full operation.

He climbs the stairs to the offices where several secretaries process Armaments orders. He gestures to Stern, at a desk covered with ledgers, to join him in his office.

35. INT. SCHINDLER'S OFFICE - CONTINUOUS - DAY.

35.

The accountant follows Schindler into the office.

SCHINDLER

Sit down.

Schindler goes to the wall of windows, his favorite place in the world, and looks down at all the activity below. He pours two drinks from a decanter and, turning back, holds one out to Stern. Stern, of course, declines. Schindler groans.

SCHINDLER

Oh, come on.

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

SCHINDLER

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

He dismisses them with a shrug; he's never had much use for either. But the third - he raises his glass to the accountant. Stern's glass stays in his lap.

SCHINDLER

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

Stern slowly raises his glass.

SCHINDLER

Thank you.

Schindler drinks; Stern doesn't.

36. INT. SCHINDLER'S APARMENT - MORNING.

36.

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

KLONOWSKA

Yes?

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

SCHINDLER (O.S.)

Who is it?

37. INT. SCHINDLER'S APARTMENT - MORNING.

37.

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

SCHINDLER

She's so embarrassed - look at her -

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

SCHINDLER

You know what, you'd like her.

EMILIE

Oskar, please -

SCHINDLER

What -

EMILIE

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

SCHINDLER

You would, though. That's what I'm saying.

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

KLONOWSKA

Goodbye. It was a pleasure meeting you.

She shakes Emilie's limp hand. Schindler sees her to the door, lets her out and returns to the table, smiling to himself. Emilie's glancing around at the place.

EMILIE
You've done well here.

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

SCHINDLER
You look great.

38. EXT. SCHINDLER'S APARTMENT BUILDING - NIGHT. 38.

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

DOORMAN
Careful of the pavement -

SCHINDLER
- Mrs. Schindler.

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

39. INT. RESTAURANT - NIGHT.
39.

A nice place. "No Jews or Dogs Allowed." The maitre 'd welcomes the couple warmly, shakes Schindler's hand. Nodding to his date -

SCHINDLER
Mrs. Schindler.

The maitre 'd tries to bury his surprise. He's almost successful.

40. INT. RESTAURANT - LATER - NIGHT.

40.

No fewer than four waiters attend them - refilling a glass, sliding pastries onto china, lighting Schindler's cigarette, raking crumbs from the table with little combs.

EMILIE
It's not a charade, all this?

SCHINDLER
A charade? How could it be a charade?

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

SCHINDLER

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

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

EMILIE

Luck.

SCHINDLER

War.

41. INT. NIGHTCLUB - NIGHT.
41.

"Gloomy Sunday" from a combo on a stage. Schindler and Emilie dancing. Pressed against her - both have had a few - he can feel her laugh to herself.

SCHINDLER

What?

EMILIE

I feel like an old-fashioned couple.
It feels good.

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

42. INT. SCHINDLER'S APARTMENT - LATER - NIGHT. 42.

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

EMILIE

Should I stay?

SCHINDLER

(pause)
It's a beautiful city.

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

EMILIE

Should I stay?

SCHINDLER

(pause)
It's up to you.

That's not it either.

EMILIE

No, it's up to you.

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

EMILIE

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

He promises her nothing.

43. EXT. TRAIN STATION - DAY.
43.

Emilie waves goodbye to him from a first-class compartment window. Down on the platform, he waves goodbye to her. as the train pulls away, he turns away, and the platform of the next track is revealed - soldiers and clerks supervising the boarding of hundreds of people onto another train - the image turning BLACK AND WHITE.

CLERKS

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

44. EXT. D.E.F. LOADING DOCK - DAY.
44.

As workers load crates of enamelware onto trucks - back to COLOR - Stern and Schindler and the dock foreman confer over an invoice.

More to Stern -

FOREMAN

Every other time it's been all right. This time when I weigh the truck, I see he's heavy, he's loaded too much. I point this out to him, I tell him to wait, he tells me he's got a new arrangement with Mr. Schindler -
(to Schindler)
- that you know all about it and it's okay with you.

SCHINDLER

It's "okay" with me?

On the surface, Schindler remains calm; underneath, he's livid. Clearly it's not "okay" with him.

STERN

How heavy was he?

FOREMAN

Not that much, just too much for it
to be a mistake - 200 kilos.

Stern and Schindler exchange a glance. Then -

SCHINDLER

(pause)

You're sure.

The foreman nods.

45. INT. GHETTO STOREFRONT - DAY.
45.

Pfefferberg and Schindler bang in through the front door,
startling a woman at a desk.

WOMAN AT DESK

Can I help you?

They move past her without a word and into the back of the place,
into a storeroom. They stride past long racks full of enamelware
and other goods.

A man glances up, sees them coming. He's one of Schindler's
investors, the one who questioned the German's word. The man's
teenage sons rush to their father's defense, but Pfefferberg
grabs him and locks an arm tightly around his neck.

Silence. Then, calmly -

SCHINDLER

If you or anyone acting as an agent
for you comes to my factory again,
I'll have you arrested.

INVESTOR

It was a mistake.

SCHINDLER

It was a mistake? What was a mistake?
How do you know what I'm talking about?

INVESTOR

All right, it wasn't a mistake, but
it was one time.

SCHINDLER

We had a deal, you broke it. One
phone call and your whole family
is dead.

He turns and walks away. Pfefferberg lets the guy go and
follows. The investor's sons help their father up off the floor.
Gasping, he yells.

INVESTOR

I gave you money.

- but Schindler and Pfefferberg are already gone, coming through

the front office and out the front door -

46. EXT. STOREFRONT - CONTINUOUS - DAY. 46.

- to the street. Pfefferberg looks a little shaken from the experience. Schindler straightens his friend's clothes.

SCHINDLER
How you feeling, all right?

PFEFFERBERG
Yeah.

SCHINDLER
What's the matter, everything
all right at home?
(Pfefferberg nods)
Mila's okay?

PFEFFERBERG
She's good.

Well, then, Schindler can't imagine what could be wrong. He pats Pfefferberg on the shoulder and leads him away.

SCHINDLER
Good.

47. INT. FACTORY FLOOR - DAY.
47.

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

48. INT. SCHINDLER'S OFFICE - SAME TIME - DAY. 48.

An elegant place setting for one. Meat, vegetables, glass of wine, all untouched. Schindler leafing through pages of a report Stern has prepared for him.

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

STERN
Yes.

SCHINDLER
Better this month than last?

STERN
Yes.

SCHINDLER
Any reason to think next month
will be worse?

STERN

The war could end.

No chance of that. Satisfied, Schindler returns the report to his accountant and starts to eat. Stern knows he is excused, but looks like he wants to say something more; he just doesn't know how to say it.

SCHINDLER

(impatient)

What?

STERN

(pause)

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

Schindler gives his accountant a long-suffering look.

STERN

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

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

STERN

Mr. Lowenstein?

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

LOWENSTEIN

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

SCHINDLER

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

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

LOWENSTEIN

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

SCHINDLER

That's great.

LOWENSTEIN

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

SCHINDLER

That's great, thanks.

LOWENSTEIN
God bless you, sir.

SCHINDLER
Yeah, okay.

LOWENSTEIN
You're a good man.

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

STERN
Okay, Mr. Lowenstein.

LOWENSTEIN
He saved my life.

STERN
Yes, he did.

LOWENSTEIN
God bless him.

STERN
Yes.

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

49. EXT. FACTORY - DAY.

49.

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

SCHINDLER
Don't ever do that to me again.

STERN
Do what?

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

SCHINDLER
Close the door.

The driver closes the door.

50. EXT. GHETTO GATE - DAY.
50.

Snow on the ground and more coming down. A hundred of Schindler's workers marching past the ghetto gate, as is the custom, under armed guard. Turning onto Zablocie Street, they're halted by an SS unit standing around some trucks.

51. EXT. ZABLOCIE STREET - DAY.

51.

Shovels scraping at snow. The marchers working to clear it from the street. A dialog between one of the guards and an SS officer is interrupted by a shot - and the face of the one-armed machinist falls into the frame.

52. INT. OFFICE, SS HEADQUARTERS - DAY.

52.

Herman Toffel, an SS contact of Schindler's who he actually likes, sits behind his desk.

TOFFEL

It's got nothing to do with reality,
Oskar, I know it and you know it,
it's a matter of national priority to
these guys. It's got a ritual significance
to them, Jews shoveling snow.

SCHINDLER

I lost a day of production. I lost a
worker. I expect to be compensated.

TOFFEL

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

SCHINDLER

Would it do any good?

TOFFEL

No.

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

TOFFEL

I think you're going to have to put up
with a lot of snow shoveling yet.

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

TOFFEL

A one-armed machinist, Oskar?

SCHINDLER

(right back)

He was a metal press operator,
quite skilled.

Toffel nods, smiles.

53. EXT. FIELD - DAY.

53.

From a distance, Stern and Schindler slowly walk a wasteland that lies between the rear of DEF and two other factories - a radiator works and a box plant.

Stern's doing all the talking, in his usual quiet but persuasive manner. Every so often, Schindler, glancing from his own factory to the others, nods.

54. INT. SCHINDLER'S OFFICE - DAY.
54.

The party pins the two other German businessmen wear are nothing compared to the elaborate thing in Schindler's lapel. He sits at his desk sipping cognac, a large portrait of Hitler hanging prominently on the wall behind him.

SCHINDLER

Unlike your radiators - and your boxes - my products aren't for sale on the open market. This company has only one client, the German Army. And lately I've been having trouble fulfilling my obligations to my client. With your help, I hope the problem can be solved. The problem, simply, is space.

Stern, who has been keeping a low profile, hands the gentlemen each a set of documents.

SCHINDLER

I'd like you to consider a proposal which I think you'll find equitable. I'd like you to think about it and get back to me as soon as -

KUHNPAST

Excuse me - do you really think this is appropriate?

The man glances to Stern, and back to Schindler, his look saying, This is wrong, having a Jew present while we discuss business. If Schindler catches his meaning, he doesn't admit it. Kuhnpast almost sighs.

KUHNPAST

I can appreciate your problem. If I had any space I could lease you, I would. I don't. I'm sorry.

HOHNE

Me neither, sorry.

SCHINDLER

I don't want to lease your facilities, I want to buy them. I'm prepared to offer you fair market value. And to let you stay on, if you want, as supervisors.

(pause)

On salary.

There's a long stunned silence. The Germans can't believe it. After the initial shock wears off, Kuhnpast has to laugh.

KUHNPAST
You've got to be kidding.

Nobody is kidding.

KUHNPAST
(pause)
Thanks for the drink.

He sets it down, gets up. Hohne gets up. They return the documents to Stern and turn to leave. They aren't quite out the door when Schindler wonders out loud to Stern:

SCHINDLER
You try to be fair to people, they walk
out the door; I've never understood
that. What's next?

STERN
Christmas presents.

SCHINDLER
Ah, yes.

The businessmen slow, but don't look back into the room.

55. EXT. SCHERNER'S RESIDENCE - CRACOW - MORNING. 55.

Pfefferberg wipes a smudge from the hood of an otherwise pristine BMW Cabriolet. As Scherner and his wife emerge from their house in robes, Scherner whispers to himself -

SCHERNER
Oskar ...

56. EXT. KUHNPAST'S RADIATOR FACTORY - DAY. 56.

Workers high on the side of the building toss down the letters of the radiator sign as others hoist up a big "D." Under armed guard, others unload a metal press machine from a truck.

57. INT. RADIATOR FACTORY / DEF ANNEX - DAY. 57.

Technicians make adjustments to presses already in place. Others test the new firing ovens. Kuhnpast is being forcibly removed from the premises.

58. INT. GHETTO EMPLOYMENT OFFICE - DAY. 58.

Crowded beyond belief, the place is like a post office gone mad. Stern, moving along one of the impossibly crowded lines, pauses to speak with an elderly couple.

59. EXT. PEACE SQUARE - DAY.
59.

A hand slaps a blue sticker on a work card. Slap, another. And another. And another.

60. INT. D.E.F. FRONT OFFICE - DAY.
60.

Christmas decorations. Klonowska at her desk, her eyes closed tight.

SCHINDLER

All right.

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

GESTAPO (O.S.)

Oskar Schindler?

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

GESTAPO

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

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

SCHINDLER

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

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

61. INT. OFFICE, SS HEADQUARTERS, CRACOW - DAY. 61.

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

GESTAPO CLERK

You live very well.

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

GESTAPO CLERK

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

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

GESTAPO CLERK

As an SS supplier, you have a moral

obligation to desist from blackmarket dealings. You're in business to support the war effort, not to fatten -

SCHINDLER

(interrupting)

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

The quiet matter-of-fact tone, more than the comment itself, throws the bureaucrat off his rhythm. His eyes narrow slightly. There's a long silence.

62. INT. HALLWAY/ROOM - SS HEADQUARTERS - DAY. 62.

The two who arrested him lead Schindler down a long hallway. They reach a door, have him step inside and close the door after him.

63. INT. SS "CELL" - EVENING.
63.

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

SCHINDLER

Chances of getting a bottle of vodka pretty good?

He hands the young guard five times the going price.

WAFFEN GUARD

Yes, sir.

The guard turns to leave.

SCHINDLER

Wait a minute.

He peels off several more bills and hands them over.

SCHINDLER

Pajamas.

64. INT. SS "CELL" - MORNING.
64.

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

GUARD

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

65. INT. FOYER, SS HEADQUARTERS - MORNING.

65.

Schindler, the Gestapo clerk and one of the arresting officers cross the foyer.

GESTAPO CLERK

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

Schindler ignores the man completely. Reaching the front doors, the clerk turns over the D.E.F. records to their owner and offers his hand. Schindler lets it hang there.

SCHINDLER

You expect me to walk home, or what?

GESTAPO CLERK

(tightly)

Bring a car around for Mr. Schindler.

66. EXT. D.E.F. FACTORY - DAY.

66.

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

SCHINDLER

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

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

SCHINDLER

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

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

67. EXT. SCHINDLER'S BUILDING - EVENING.

67.

Elegantly dressed for a night out, Schindler and Klonowska emerge from the building. As they're escorted to the waiting car, Schindler hesitates. A nervous figure in the shadows of an alcove is gesturing to him, beckoning him.

Schindler excuses himself. Klonowska watches as he joins the man in the alcove. Their whispered conversation is over quickly and the man hurries off.

68. EXT. PROKOCIM DEPOT - CRACOW - LATER - NIGHT. 68.

From the locomotive, looking back, the string of splatted livestock carriages stretches into darkness. There's a lot of activity on the platform.

Guards mill. Handcards piled with luggage trundle by. People hand up children to others already in the cars and climb aboard after them. The clerks are out in full force with their lists and clipboards, reminding the travelers to label their suitcases.

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

AN ENORMOUS LIST OF NAMES -

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

SCHINDLER (O.S.)

He's essential. Without him, everything comes to a grinding halt. If that happens -

CLERK

Itzhak Stern?

(Schindler nods)

He's on the list.

SCHINDLER

He is.

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

SCHINDLER

Well, let's find him.

CLERK

He's on the list. If he were an essential worker, he would not be on the list.

He's on the list. You can't have him.

SCHINDLER

I'm talking to a clerk.

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

SCHINDLER

What's your name?

CLERK

Sir, the list is correct.

SCHINDLER

I didn't ask you about the list,

I asked you your name.

CLERK

Klaus Tauber.

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

CLERK

The gentleman thinks a mistake's been made.

SCHINDLER

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

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

SERGEANT

(to the clerk)

Is he on the list?

CLERK

Yes, sir.

SERGEANT

(to Schindler)

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

SCHINDLER

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

SERGEANT

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

SCHINDLER

Schindler.

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

SCHINDLER

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

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

ALL THREE OF THEM -

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

CLERK & SERGEANT
Stern! Itzhak Stern!

Soon it seems as if everybody except Schindler is yelling out the name. As they reach the last few cars, the accountant's face appears through the slats.

SCHINDLER
There he is.

SERGEANT
Open it.

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

CLERK
Initial it, please.
(Schindler initials the change)
And this ...

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

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

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

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

Schindler silences him with a look. He's livid. Stern glances down at the ground.

STERN
I'm sorry. It was stupid.
(contrite)
Thank you.

Schindler turns away and heads for the car. Stern hurries after him. They pass an area where all the luggage, carefully tagged, has been left - the image becoming BLACK and WHITE.

69. EXT/INT. MECHANICS GARAGE - NIGHT. 69.

Mechanics' hood-lamps throw down pools of light through which me wheel handcarts piled high with suitcases, briefcases, steamer trunks - BLACK and WHITE.

Moving along with one of the handcarts into a huge garage past

racks of clothes, each item tagged, past musical instruments, furniture, paintings, against one wall - children's toys, sorted by size.

The cart stops. A valise is handed to someone who dumps and sorts the contents on a greasy table. The jewelry is taken to another area, to a pit, one of two deep lubrication bays filled with watches, bracelets, necklaces, candelabra, Passover platters, gold in one, silver the other, and tossed in.

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

70. EXT. COUNTRYSIDE - DAY.
70.

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

71. INT. STAFF CAR - MOVING - DAY.
71.

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

GOETH
Make a nice driveway.

The other SS officers in the car - Knude, Haase and Hujar - aren't sure what he means. He's peering out the window at the tombstones.

72. EXT. GHETTO - DAY.

72.

The staff car passes through the portals of the ghetto and down the trolley lines of Lwowska Street.

73. INT. STAFF CAR - MOVING - DAY.
73.

As the car slowly cruises through the ghetto, Knude, like a tour guide, briefs the new man, Goeth -

KNUDE
This street divides the ghetto just about in half. On the right - Ghetto A: civil employees, industry workers, so on. On the left, Ghetto B: surplus labor, the elderly mostly. Which is where you'll probably want to start.

The look Goeth gives Knude tells him to refrain, if he would,

from offering tactical opinions.

KNUDE

Of course that's entirely up to you.

74. EXT. PLASZOW FORCED LABOR SITE - DAY.

74.

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

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

Goeth surveys the site from a knoll, clearly pleased with it. But then he's distracted by voices - a man's, a woman's - arguing down where some barracks are being erected.

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

HUJAR

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

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

ENGINEER

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

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

GOETH

(calmly)

Shoot her.

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

GOETH

You argued with my man.

(to Hujar)

Shoot her.

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

HUJAR

Sir...

Goeth groans and takes the gun from him and puts it to the woman's head. Calmly to her -

GOETH

I'm sure you're right.

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

GOETH

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

(pause)

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

He turns and walks away.

75. EXT. STABLES - DAWN.

75.

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

76. EXT. PARK, CRACOW - DAWN.
76.

In addition to the exhaust from idling trucks and the curling smoke from the Sonderkommando units' cigarettes, there is excitement in the chilly pre-dawn air.

77. EXT. GHETTO - DAWN.

77.

An empty street. Rooftops against a lightening sky. A few of the windows in the buildings are lighted, glowing amber; the majority are still dark.

78. EXT. STABLES - DAWN.

78.

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

79. EXT. PARK, CRACOW - DAWN.
79.

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

GOETH

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

80. EXT. PEACE SQUARE, GHETTO - DAWN.

80.

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

GOETH (V.O.)

When, elsewhere, they were footing the blame for the Black Death, Kazimierz the Great, so called, told the Jews they could come to Cracow. They came.

81. EXT. STABLES - DAWN.

81.

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

GOETH (V.O.)

They trundled their belongings into this city, they settled, they took hold, they prospered.

82. EXT. PARK, CRACOW - DAWN.
82.

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

GOETH

For six centuries, there has been a Jewish Cracow.

83. EXT. WOODS - DAWN.

83.

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

84. EXT. PARK, CRACOW - DAWN.
84.

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

GOETH

By this weekend, those six centuries, they're a rumor. They never happened. Today is history.

85. EXT. HILLTOP CLEARING - DAWN.
85.

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

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

He can see the Vistula, the river that separates the ghetto from Kazimierz; Wawel Castle, from where the National Socialist Party's Hans Frank rules the Government General of Poland; beyond it, the center of town.

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

85. EXT. GHETTO - DAY. 85.

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

86. INT. APARTMENT BUILDINGS - DAWN. 86.

Families are routed from their apartments. An appeal to be allowed to pack is answered with a rifle butt; an unannounced move to a desk drawer is countered with a shot.

87. EXT. STREETS, GHETTO - DAWN. 87.

Spilling out of the buildings, they're herded into lines without regard to family consideration; some other unfathomable system is at work here. The wailing protests of a woman to join her husband's line are abruptly cut off by a short burst of gunfire.

88. EXT. HILLTOP - DAWN. 88.

From here, the action down below seems staged, unreal; the rifle bursts no louder than caps. Dismounting, Schindler moves closer to the edge of the hill, curious.

His attention is drawn to a small distant figure, all in red, at the rear of one of the many columns.

89. EXT. STREET - DAWN. 89.

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

street.

90. EXT. HILLTOP - DAWN. 90.

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

91. EXT. STREET - DAWN. 91.

A truck thundering down the street obscures her for a moment. Then she's moving past a pile of bodies, old people executed in the street.

92. EXT. HILLTOP - DAWN. 92.

Schindler watches: she's so conspicuous, yet she keeps moving - past crowds, past dogs, past trucks - as though she were invisible.

93. EXT. STREET - DAWN. 93.

Patients in white gowns, and doctors and nurses in white, are herded out the doors of a convalescent hospital. The small figure in red moves past them. Shots explode behind her.

94. EXT. HILLTOP - DAWN. 94.

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

95. INT. APARTMENT BUILDING - DAWN. 95.

She climbs the stairs. The building is empty. She steps inside an apartment and moves through it. It's been ransacked. As she crawls under the bed, the scene DRAINS of COLOR.

The gunfire outside sounds like firecrackers.

96. EXT. HILLTOP - NIGHT. 96.

Night. Silence. Schindler and Ingrid are gone.

Below, the ghetto lies like a void within the city, its perimeter and interior clearly distinguishable by darkness. Outside it, the lights of the rest of Cracow glimmer.

97. INT. D.E.F. FACTORY - NIGHT.
97.

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

Against the wall of windows overlooking the empty factory floor stands a figure, Schindler, in silhouette against the glass, black against white, not moving, just staring down.

98. EXT. FOREST - PLASZOW - MORNING.

98.

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

99. EXT. PLASZOW FORCED LABOR CAMP - MORNING.

99.

Names on lists. Names called out. Tight on faces.

Goldberg at one of several folding tables. The gangster-turned-ghetto-cop is now the Lord of Lists inside Plaszow. He and other listmakers call out names, accounting for those thousands who survived the liquidation of the ghetto and now stand before them in long straight rows.

100. INT. GOETH'S BEDROOM, PLASZOW - MORNING.

100.

Amon Goeth stirs, wakes, glances at the woman asleep beside him. Hungover, he drags himself slowly out of bed.

101. EXT. GOETH'S BALCONY - MOMENTS LATER - MORNING.

101.

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

Life is great. Goeth reaches for a rifle.

103. EXT. PLASZOW SAME TIME - MORNING.

103.

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

104. EXT. GOETH'S BALCONY - CONTINUED - MORNING.

104.

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

105. INT. GOETH'S BEDROOM - SAME TIME - MORNING.

105.

The woman in bed groans at the echoing shot. She's used to it

but she still hates it; it's such an awful way to be woken.

MAJOLA

(mutters)

Amon ... Christ ...

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

106. EXT. PLASZOW - DAY.

106.

Schindler's Mercedes winds through the camp, past warehouses and workshops, trucks full of furs and furniture, work details, barracks, guard blocks. A man standing alone wears a sign around his neck - "I am a potato thief."

107. EXT. GOETH'S VILLA - PLASZOW - DAY.
107.

The Mercedes pulls in next to some other nice cars parked on a driveway made of tombstones from the Jewish cemetery.

108. EXT. PATIO, GOETH'S VILLA - DAY.
108.

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

HUJAR

Your machinery will be moved and installed by the SS at no cost to you. You will pay no rent, no maintenance -

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

SCHINDLER

No, no, come on, sit -

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

SCHINDLER

How you doing?

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

GOETH

We started without you.

SCHINDLER

Good.

Schindler takes a seat, shakes a napkin onto his lap, nods to the

servant holding out a bottle of champagne to him.

SCHINDLER

Please.

Goeth watches him. The others watch Goeth.

SCHINDLER

I miss anything important?

HUJAR

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

SCHINDLER

Oh, good, yeah.

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

HUJAR

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

Schindler laughs out loud, cutting Hujar off. Hujar glances over to Goeth nonplussed.

SCHINDLER

I'm sorry.

He's not sorry at all, and starts in on the plate of food that's set down in front of him.

GOETH

You know, they told me you were going to be trouble - Czurda and Scherner.

SCHINDLER

You're kidding.

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

GOETH

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

It's great.

SCHINDLER

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

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

supposed to react.

109. INT. GOETH'S OFFICE - PLASZOW - LATER - DAY. 109.

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

GOETH

Something wonderful's happened, do you know what it is? Without planning it, we've reached that happy point in our careers where duty and financial opportunity meet.

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

SCHINDLER

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

GOETH

They're not gone, they're here.

SCHINDLER

They're mine!

His voice echoes into silence. An acquiescent shrug from Goeth finally. And a nod; Schindler's right.

SCHINDLER

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

GOETH

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

SCHINDLER

(cutting him off)
It's bad business.

GOETH

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

(pause)

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

Schindler pours himself another shot from the bottle, nurses it. He's in a foul mood. They study each other, trying to determine perhaps who's more powerful. Eventually -

GOETH

Scherner told me something else about you.

SCHINDLER

Yeah, what's that?

GOETH

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

SCHINDLER

True.

Goeth tries to put the situation in perspective:

GOETH

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

(pause)

What you want is your own sub-camp.

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

GOETH

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

SCHINDLER

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

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

SCHINDLER

I'd be grateful.

There's the word Goeth was waiting to hear.

110. EXT. D.E.F. SUBCAMP SITE - DAY.
110.

An SS surveyor, with even paces, measures a distance of the bare field adjacent to the factory. He sticks a little flag into the ground.

111. EXT. D.E.F. SUBCAMP SITE - DAY.
111.

A watchtower, half-erected, the little flag still in the ground.

Laborers hammer at it while others roll out barbed wire fencing. A surveyor supervises the placement of a post and carefully measures its heights; it has to be nine feet, exactly.

At a folding table in the middle of the field, Schindler signs checks made out to the Construction Office, Plaszow - requisitioning more lumber, cement and hardware.

112. EXT. CONSTRUCTION OFFICE, PLASZOW - DAY. 112.

Plaszow prisoners load the requisitioned building supplies - the lumber, cement and hardware - onto trucks.

113. EXT/INT. WAREHOUSE, CRACOW - DAY. 113.

The trucks parked not at Schindler's sub-camp, but at the loading dock of Goeth's private warehouse in Cracow. Inside the building can be glimpsed all kinds of Plaszow goods: clothes, food, construction equipment, furniture.

Checkbook laid out on the hood of his Mercedes, Schindler pays for the requested materials a second time - this time with a check made out to Amon Goeth personally - and hands it over to his bagman, Hujar.

114. EXT. D.E.F. SUBCAMP FIELD - DAY.
114.

Some SS architects groan over a set of blueprints. Schindler and an SS officer walk by.

SS OFFICER

You have the Poles beat the Czechs,
you have the Czechs beat the Poles,
that way everybody stays in line.

SCHINDLER

All I have is Jews.

He shrugs, Too bad, what're you going to do? The SS guy has to think. Yeah, that's a problem. Two huge leashed dogs yank another SS man across their path.

115. EXT. D.E.F. - DAY.
115.

As five hundred Plaszow prisoners are marched back onto the grounds of D.E.F., any hope they may have had of a more lenient environment is quickly dashed. The place - completed - looks like a fortress: barbed-wire, towers, SS guards and dogs.

116. INT. D.E.F. FACTORY - DAY.
116.

Where once they glimpsed the not too threatening figure of Oskar Schindler strolling through the factory, the workers who dare

glance up now find armed guards moving past. And further up, behind the wall of windows, Schindler moving around, entertaining SS officer.

117. INT. GOETH'S VILLA - NIGHT.
117.

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

LEO JOHN

- she's seventy years old, she's been there forever - they bomb her house. Everything's gone. The furniture,

everything.

SCHINDLER

(well aware the man is lying)

Thank God she wasn't there.

Schindler, with yet another girl on his arm, endures the officer's lies while sweeping the room with his eyes.

LEO JOHN

I was thinking maybe you could help her out. Some plates and mugs, some stew pots, I don't know. Say half a gross of everything?

Schindler looks at him for the first time, knowingly.

SCHINDLER

She run an orphanage, your aunt?

LEO JOHN

She's old. What she can't use maybe she can sell.

Schindler's girl excuses herself to get a drink.

SCHINDLER

You want it sent directly to her or through you?

LEO JOHN

Through me, I think. I'd like to enclose a card.

Schindler nods, Done. Both watch his date across the room getting a drink. As usual, she's the best-looking on there.

LEO JOHN

Your wife must be a saint.

Whatever tolerance Schindler's had up to this point with John leaves his face; the looks he gives him now is pure contempt.

SCHINDLER

She is.

118. INT. GOETH'S VILLA - LATER - NIGHT.
118.

Goeth's girl tonight, a Pole, eighteen, nineteen, places a hand on Schindler's sleeve. They're at the important end of the large table with Goeth, along with Czurda and Leo John and their girlfriends.

GOETH'S GIRL

You're not a soldier?

SCHINDLER

No, dear.

CZURDA

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

Everyone laughs.

GOETH

Happened to what's his name - up in Warsaw -
and he was bigger than you, Oskar.

CZURDA

Toebbens.

GOETH

Happened to Toebbens. Almost. Himmler
goes up to Warsaw, tells the armament guys,
"Get the fucking Jews out of Toebbens'
factory and put Toebbens in the army," and -
"and sent him to the Front." I mean, the

Front.

Everybody laughs.

GOETH

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

SCHINDLER

I pay you too much.

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

119. EXT. GOETH'S VILLA - LATER - NIGHT.
119.

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

SCHINDLER

You held back Stern. You held back the

one man most important to my business.

GOETH

He's important to my business.

SCHINDLER

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

GOETH

I want him.

(turning back)

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

Goeth heads back inside. Schindler stays outside, finishing his
cigarette.

120. EXT. PLASZOW - LATER - NIGHT.
120.

A folding table outside the prisoners' barracks. At it, playing
cards, two night sentries. A figure appears out of the darkness.
Schindler. He sets down on the table a fifth of vodka.

121. EXT. BARRACKS - LATER - NIGHT.
121.

Stern, summoned from his barracks, watches as Schindler digs
through his coat pockets. Nearby, at the table, drinking now,
the sentries. From the hill, the villa, the Rosners' music,
faint, can be heard.

SCHINDLER

Here.

He discreetly hands over to the accountant some cigars scavenged
from the party. From another pocket, he retrieves and hands over
some tins of food - all valuable commodities. From another
pocket, perhaps not so valuable, but then who knows, a gold
lighter. Regarding this last item -

SCHINDLER

This, I don't know, maybe you can
trade it for something.

STERN

Thank you.

Schindler shrugs, It's the least I can do. The two stand around
a moment more before Schindler shrugs again, Sorry I can't do
more. He reaches out, pats Stern on the shoulder, and, turning
to leave.

SCHINDLER

I got to go, I'll see you.

STERN

Oskar -

Schindler comes back, but, out of embarrassment or - maybe he wants to get back to the party - waits with some impatience for Stern to tell whatever it is he wants to tell him. Lowering his voice -

STERN

There's a guy. This thing happened.
Goeth came into the metalworks -

CUT TO:

122. INT. METALWORKS - PLASZOW - DAY.

122.

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

GOETH

What are you making?

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

LEVARTOV

Hinges, sir.

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

GOETH

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

GOLDBERG

Yugoslavia.

GOETH

Yugoslavia. I got to make room.

He shrugs apologetically and pulls out a pocket watch.

GOETH

Make me a hinge.

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

GOETH

Another.

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

GOETH

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

He understands perfectly. So does Levartov; he has just crafted his own death in exactly 75 seconds. Goeth stands him against the workshop wall and adjusts his shoulders. He pulls out his pistol, puts it to the rabbi's head and pulls the trigger ... click.

GOETH

(mumble)

Christ -

Annoyed, Goeth extracts the bullet-magazine, slaps it back in and puts the barrel back to the man's head. He pulls the trigger again ... and again there's a click.

GOETH

God damn it -

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

CUT BACK TO:

123. EXT. BARRACKS - CONTINUED - NIGHT.

123.

Tight on Schindler, a pensive nod, then a shrug.

SCHINDLER

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

124. INT. D.E.F. - DAY.

124.

Rabbi Levartov, brought over to D.E.F., works at a table with several others. As Schindler strolls by, the rabbi dares to speak -

LEVARTOV

Thank you, sir.

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

SCHINDLER

Oh, yeah. You're welcome.

125. EXT. PLASZOW - DAY.

125.

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

standing still, silent, in a row.

GOETH

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

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

GOETH

Still nobody knows.

He shrugs, Okay, points the rifle at another worker - and a boy of fourteen, shuddering and weeping, steps out of line.

GOETH

There we go.

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

GOETH

It was you? You committed this crime?

BOY

No, sir.

GOETH

You know who, though.

The boy nods, weeps, screams -

BOY

Him!

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

126. EXT. PLASZOW - DAY.

126.

A truck being loaded with supplies. Schindler signs for it and, appearing as rushed as he always does, returns the clipboard to Stern.

SCHINDLER

Yeah, sure, bring him over.

127. INT. D.E.F. - DAY.

127.

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

BOY

Thank you, sir.

SCHINDLER
(distracted)
That's okay.

128. INT. MECHANICS' GARAGE - PLASZOW - DAY.

128.

A mechanic peering under the hood of Goeth's Adler. Leaning in he accidentally knocks a wrench off the radiator into the fan and there's an awful clatter before the engine dies. The mechanic glances up horrified.

129. EXT. GOETH'S VILLA - DAY.
129.

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

130. INT. D.E.F. - DAY.
130.

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

MECHANIC
Thank -

SCHINDLER
Yeah, yeah, yeah.

131. EXT. D.E.F. FACTORY - DAY.
131.

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

132. INT. D.E.F. FACTORY - DAY.
132.

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

GUARD
He won't see you.

133. INT. APARTMENT - CRACOW - DAY.
133.

The woman alone in a dismal room pulling on nylon stockings. At

a mirror, she applies make-up. She slips into a provocative dress. Puts on heels. A Parisian hat. And looks in the mirror.

134. INT. D.E.F. - DAY.
134.

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

SCHINDLER
Miss Krause.

MISS KRAUSE
How do you do?

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

135. INT. SCHINDLER'S OFFICE - DAY.
135.

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

SCHINDLER
Pernod? Cognac?

MISS KRAUSE
No, thank you.

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

SCHINDLER
So.

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

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

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

SCHINDLER
Who says that?

MISS KRAUSE
Everyone.

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

MISS KRAUSE

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

(pause)

My parents are in Plaszow. They're old.
They're killing old people in Plaszow now.
They bury them up in the forest. I have
no money. I borrowed these clothes.
Will you bring them here?

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

SCHINDLER

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

She stares at him, frightened and bewildered. She feels tears
welling up.

SCHINDLER

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

She hurries out.

136. INT. ADMINISTRATION BUILDING - PLASZOW - DAY. 136.

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

SCHINDLER

People die, it's a fact of life.

Stern has hardly had time to look up from the work on his
desk.

SCHINDLER

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

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

SCHINDLER

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

STERN

(with concern)

Are you losing money?

SCHINDLER

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

STERN

What other point is -

SCHINDLER

(interrupts; yells)

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

Silence. Schindler tries to settle down. Then -

SCHINDLER

You have to understand, Goeth's under enormous pressure. You have to think of it in his situation. He's got this whole place to run, he's responsible for everything that goes on here, all these people - he's got a lot of things to worry about. And he's got the war.

Which brings out the worst in people. Never the good, always the bad. Always the bad. But in normal circumstances, he wouldn't be like this. He'd be all right. There'd be just the good aspects of him. Which is a wonderful crook. A guy who loves good food, good wine, the ladies, making money...

STERN

And killing.

SCHINDLER

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

(pause)

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

STERN

There's nothing you can do. I'm not asking you to do anything. You came into my office.

But it isn't Stern who needs convincing; it's Schindler himself. It's doubtful he even realizes this, but it's clear to Stern. Schindler sighs either at the predicament itself, or at the fact that he's allowed Stern to place him right in the middle of it. He turns to leave, hesitates. He conducts a mental search for a name and eventually comes up with it:

SCHINDLER

Perlman, husband and wife.

He unstraps his watch, hands it to Stern.

SCHINDLER

Give it to Goldberg, have him send them over.

He leaves.

137. EXT. BALCONY - GOETH'S VILLA - NIGHT.

137.

Distant music, Brahms' lullaby, from the Rosner Brothers way down by the women's barracks calming the inhabitants. Up here on the balcony, Schindler and Goeth, the latter so drunk he can barely stand up, stare out over Goeth's dark kingdom.

SCHINDLER

They don't fear us because we have the power to kill, they fear us because we have the power to kill arbitrarily. A man commits a crime, he should know better. We have him killed, we

feel

pretty good about it. Or we kill him ourselves and we feel even better. That's not power, though, that's justice. That's different than power. Power is when we have every justification to kill - and we don't. That's

power.

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

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

SCHINDLER

Amon the Good.

138. EXT. STABLES - PLASZOW - DAY.

138.

A stable boy works to ready Goeth's horse before he arrives. He sticks a bridle into its mouth, throws a riding blanket onto its back, drags out the saddle Schindler bought Goeth. Before he can finish, though, Goeth is there. The boy tries to hide his panic; he knows others have been shot for less.

STABLE BOY

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

GOETH

Oh, that's all right.

As Goeth waits, patiently it seems, whistling to himself, the stable boy tries to mask his confusion.

139. EXT. PLASZOW - DAY.

139.

Goeth gallops around his great domain holding himself high in the saddle. But everywhere he looks, it seems, he's confronted with stoop-shouldered sloth. He forces himself to smile benevolently.

140. INT. GOETH'S VILLA - DAY.
140.

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

WORKER

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

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

GOETH

What are you using?

WORKER

Soap, sir.

GOETH

(incredulous)
Soap? Not lye?

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

GOETH

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

The worker hurries out with his pail and cloth. Goeth just stands there for several moments - trying to feel the power of emperors he's supposed to be feeling. But he doesn't feel it. All he feels is stupid.

141. EXT. GOETH'S VILLA - MOMENTS LATER - DAY. 141.

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

142. EXT. BARRACKS, PLASZOW - NIGHT. 142.

The sentries at their little table again, drinking Schindler's vodka. Nearby, Schindler and Stern outside Stern's barracks. The accountant's tone is hushed:

STERN

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

If he's steal with some discretion...

CUT TO:

143. STERN'S OFFICE, PLASZOW - DAY.
143.

Goldberg delivers a stack of requisitions and invoices, and leaves without a word. Behind his desk, Stern takes a cursory look at them and shakes his head in dismay.

144. INT. GOLDBERG'S OFFICE, PLASZOW - 144.
MINUTES LATER - DAY.

Stern comes in with the requisitions. Now it's Goldberg's turn to shake his head in dismay; he doesn't want to hear it -

STERN

There are fifteen thousand people here -

GOLDBERG

Goeth says there's twenty-five.

STERN

There are fifteen. He wants to say sixteen, seventeen, all right, maybe he can get away with it, but ten thousand over? It's stupid.

GOLDBERG

Stern, do me a favor, get out of here.
You want to argue about it, go tell Goeth.

145. LOADING DOCK, PLASZOW - DAY. 145.

Stern watches truck being unloaded of bags of flour, rice and other supplies. Goeth nods to Hujar. Hujar calls a halt. The workers climb down, close up the trucks. And, still half-full, the trucks rumble off.

STERN (V.O.)

The SS auditors keep coming around,
looking over the books - Goeth knows this -

146. EXT. CRACOW - DAY. 146.

The trucks at the loading dock of Goeth's private warehouse. Polish workers, under Hujar's supervision, throwing down the "surplus" bags of flour and rice - the supplies for the phantom 10,000 prisoners.

STERN (V.O.)

- you'd think he'd have the common sense
to see what's coming. No, he steals with
complete impunity.

CUT BACK TO:

They can see Goeth's villa up on the hill; figures moving around behind the windows. There's another party going on up there. down here, as he nurses a drink from his flask, Schindler thinks about what Stern has told him, and eventually shrugs, Fine, fuck him.

SCHINDLER

So you'll be rid of him.

But Stern slowly shakes his head 'no.'

STERN

If Plaszow is closed, they'll have to send us somewhere else. Where - who knows? Gross-Rosen maybe. Maybe Auschwitz.

There's the irony - bad as it is, evil as Goeth is, it could get worse. Schindler understands.

SCHINDLER

I'll talk to him.

STERN

I think it's too late.

SCHINDLER

Well, I'll talk to somebody. I'll take care of it.

He hands over to Stern some negotiable items and leaves.

Schindler and Senior SS Officers Toffel and Scherner share a table in same smoke-filled nightclub they met in.

SCHINDLER

What's he done that's so bad - take money? That's a crime? Come on, what are we here for, to fight a war? We're here to make money, all of us.

TOFFEL

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

SCHERNER

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

SCHINDLER

So I'll talk to him about it.

SCHERNER

He's a friend of yours, you want to help him out.

Tell me this, though - has he ever once shown

Never a you his appreciation? I've yet to see it.
courtesy. Never a thank you note. He forgets
my wife at Christmas time -

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

TOFFEL
He's stealing from you, Oskar.

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

SCHERNER
Not like him.

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

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

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

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

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

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

SCHINDLER
Come on, let's watch the girls.

149. INT. D.E.F. FACTORY - DAY.
149.

In addition to the mid-day soup and break, there are bowls of
fruit on the long work tables. At one of them, several workers
are debating which of them will go upstairs to thank Schindler.

150. INT. UPSTAIRS OFFICES, D.E.F. - SAME TIME - DAY. 150.

In honor of Schindler's birthday, Goeth has brought over Stern and the Rosners - the musicians, at the moment, accompanying the best baritone in the Ukrainian garrison.

Surrounded by his friends and lovers, Schindler cuts a cake. He receives congratulations from the many SS men present and the embraces, in turn, of Ingrid and Klonowska and Goeth. From Stern he gets a handshake.

A Jewish girl from the shop floor is admitted and timidly approaches the drunken group around Schindler. The SS men consider her as a curiosity; Schindler, as he would any beautiful girl. The music breaks and out of the silence comes a small nervous voice:

FACTORY GIRL

... On behalf of the workers ... sir ...
I wish you a happy birthday ...

She hesitates. She's surrounded by SS uniforms and swastikas and holstered guns. Schindler smiles; this is a beautiful girl.

SCHINDLER

Thank you.

He kisses her on the mouth. The smiles on the faces around them strain. Stern glances to heaven. Amon cocks his head like a confused dog. The kiss is broken, finally, and Schindler smiles again with impunity.

SCHINDLER

Thank them for me.

The girl backs away nodding anxiously; all she wants now is out before someone - her, Schindler, both of them - gets shot. Henry Rosner nudges Leo and they begin another song.

And the party tries to resume.

151. EXT. APPELLPLATZ - PLASZOW - DAWN.

151.

Were they not asleep in their barracks, the prisoners would no doubt shudder at the sight: the clerks are setting up their folding tables.

Other figures move around the parade ground in the murky dawn light: these raising a banner, those wheeling filing cabinets across the Appellplatz, this one wiring a phonograph, that one saturating a pad with ink from a bottle.

Goldberg, Lord of Lists, moves from table to table handing out carbons of lists and sharing morning pleasantries with the clerks.

Some men in white appear like ghosts. A doctor's kid is opened, a stethoscope removed. Another cleans the lenses of his glasses. Someone sharpens a pencil.

152. EXT. DEPOT - PLASZOW - DAWN. 152.

A trainman waving a lantern guides an engineer who's slowly backing an empty cattle car along the tracks. It couples to another empty slatted car with a harsh clank.

153. EXT. APPELLPLATZ - PLASZOW - DAY. 153.

The needle of the phonograph is set down on a pocked 78. The first scratchy note of a Strauss waltz blares from the camp speakers.

154. EXT. BALCONY - GOETH'S VILLA - DAY.
154.

In his undershirt and shorts Goeth calmly smokes his first cigarette of the morning as he listens to the music wafting up from down below. Down there on the Appellplatz, the entire population of the camp has been concentrated, some fifteen thousand prisoners.

155. EXT. APPELLPLATZ - PLASZOW - DAY. 155.

Though the music and banners struggle to evoke a country fair, the presence of the doctors belie it. A sorting out process is going on here, the healthy from the unhealthy.

A physician wipes at his brow with his handkerchief as several prisoners run back and forth, naked, before him. He makes his selections quickly: this one into this line, that one into that, and Goldberg moves them recording the names.

Other groups of people run naked in front of other doctors and clerks. Notations are made and lines are formed. The sun beats down and the music lies.

156. EXT. DEPOT - PLASZOW - DAY. 156.

Some still pulling their clothes back on, the first wave of the "unfit" is marched onto the platform. A guard slides open the gate of a cattle car and this first unlucky group climbs aboard.

157. EXT. APPELLPLATZ - PLASZOW - DAY. 157.

Behind the camouflage of other women prisoners, Mila Pfefferberg rubs a beet against her cheeks in desperate hope of adding a little color to her skin.

Amon Goeth, his shirtsleeves uncharacteristically rolled up, chats with one of the doctors as another group strips. Whether the topic is this Health Aktion or the unseasonable weather is unclear, but he nods approvingly.

PFEFFERBERG (O.S.)
Commandant, sir.

Goeth glances up, finds Poldek among the group taking off their clothes. Pfefferberg appeals to him with a look that asks, Do I really have to go through this, and Goeth turns to a clerk.

GOETH

My mechanic.

Pfefferberg is motioned away from the others; he's okay, he doesn't have to be put through this indignity. He calls out to the Commandant again-

PFEFFERBERG

What about my wife?

Goeth thinks about it a moment before he nods, Yeah, okay, sure. A clerk accompanies Pfefferberg and, making a notation on the way, finds Mila.

158. EXT. DEPOT - PLASZOW - DAY.

158.

The sun is higher, the cattle cars hotter. Prisoners' arms stretch out between the slats offering diamonds in exchange for a sip of water.

159. EXT. PLASZOW - LATER - DAY.

159.

The needle of the phonograph is set down on another record, a children's song, "Mammi, kauf mir ein Pferdchen" (Mommy, buy me a pony).

Children are yanked from the arms of their parents. Wailing protests quickly escalate to brawls with the guards. Revolvers and rifles aim at the sun and fire. Music, shots, wails.

160. INT. BARRACKS - SAME TIME - DAY.

160.

Guards traipse through a deserted barracks peering up at the rafters, pulling planks from the floor, upending cots, looking for some children.

161. EXT. BARRACKS - SAME TIME - DAY.

161.

A small figure in red sprints across to another barracks, past it, to a crude wooden structure beyond it.

162. INT. MEN'S LATRINES - SAME TIME - DAY.

162.

An arm held out to either side, the small girl lowers herself into a pit into which men have defecated. She works her way slowly down, trying to find knee- and toeholds on the foul walls, ignoring the flies invading her ears, her nostrils.

Reaching the surface of the muck she lets her feet submerge, then her ankles, her shins, her knees, before finally touching harder ground. As she struggles to slow her breathing, her racing heart, she hears a hallucinatory murmur -

BOY'S VOICE

This is our place.

She sees eyes in the darkness; five other children are already there.

163. EXT. DEPOT - PLASZOW - LATER - DAY.
163.

Waves of heat rise from the roofs of the long string of cattle cars. Inside, those who "failed" the medical exams bake as they wait for the last cars to be filled.

Schindler's Mercedes pulls up. He climbs out and stares transfixed. He notices Goeth then, standing with the other industrialists, Bosch and Madritsch, and strolls over to them.

GOETH

I tried to call you, I'm running a little late, this is taking longer than I thought. Have a drink.

SCHINDLER

What's going on?

GOETH

I got a shipment of Hungarians coming in, I got to make room for them. It's always something.

He glances away at the train. The idling engine only partially covers the desperate pleas for water coming from inside the slatted cars.

GOETH

They're complaining now? They don't know what complaining is.

He grins. Schindler watches as another car is loaded. It's like they're climbing into an oven.

SCHINDLER

What do you say we get your fire brigade out here and hose down the cars?

Goeth stares at him blankly, then with a What-will-you-think-of-next? kind of look, then laughs uproariously and calls over to Hujar -

GOETH

Bring the fire trucks!

HUJAR

What?

Hujar heard him, he just doesn't get it. Finally he turns to another guy and tells him to do it.

STREAM OF WATER CASCADE onto the scalding rooftops. The fire

trucks are there, the hoses firing the cold water at the cars on the people inside who are roaring their gratitude.

GOETH

This is really cruel, Oskar, you're giving them hope. You shouldn't do that, that's cruel.

And amusing, not just to Goeth, but to the other SS officers standing around as well. Oskar moves away to talk with one of the firemen. At full extension, apparently the hoses still only reach halfway down the long line of cars. He returns to Goeth.

SCHINDLER

I've got some 200-meter hoses back at D.E.F., we can reach the cars down at the end.

Goeth finds this especially sidesplitting, and hollers -

GOETH

Hujar!

THE D.E.F. HOSES have arrived and are being coupled to Plaszow's. As the water drenches the cars further back, the people inside loudly voice their thanks, and the guards and officers outside grin at the spectacle.

GUARD

What does he think he's saving them from?

The joke takes on new dimension when, from the back of the D.E.F. trucks, boxes of food are unloaded. Accompanied by the laughter of the SS, Schindler moves along the string of cars pushing sausages through the slats.

GOETH

Oh, my God.

Goeth is almost hysterical. But slowly then, slowly, the amusement on his face fades. His friend moving along the cars bringing futile mercy to the doomed in front of countless SS men, laughing or not, is not just behaving recklessly here, it's as though he were possessed.

The water rains down on the last car.

165. EXT. D.E.F. - DAY.
165.

A German staff car pulls in across the factory gate, blocking it. Two Gestapo men climb out.

166. INT. D.E.F. FACTORY - DAY.
166.

The girl who brought Schindler best wishes on his birthday glances up from her work to the Gestapo crossing through the factory. They climb the stairs to the upstairs offices and, moments later, appear behind Schindler's wall of glass.

167. INT. SCHINDLER'S OFFICE - DAY.
167.

Schindler leaning against his desk, drink in his hand, calmly tries to assess his humorless arresters.

SCHINDLER
I'm not saying you'll regret it, but you might.
I want you to be aware of that.

GESTAPO 1
We'll risk it.

Schindler glances beyond them to a point outside his office, to Klonowska. She nods, she knows what to do, she'll make the phone calls, call in the favors.

SCHINDLER
All right, sure, it's a nice day,
I'll go for a drive with you guys.

He snuffs out his cigarette.

168. INT. GESTAPO CAR - MOVING - DAY. 168.

Settled comfortably in the backseat, Schindler glances idly out the window. As the car makes a turn, though, he looks back. Apparently he expected it to turn the other way.

SCHINDLER
Where are we going?

The guys up front don't answer. Concern, for the first time, registers on Schindler's face. The car approaches a building block long with an ominous sameness to the windows.

169. INT. MONTELUPICH PRISON - CRACOW - DAY. 169.

Schindler is made to empty his pockets, his money, cigarettes, everything. Around him clerks speak in whispers, as if raised voices might set off head-splitting echoes along the narrow monotonous corridors.

170. INT. MONTELUPICH PRISON - DAY. 170.

He's led down a flight of stairs into a claustrophobic tunnel. He's taken past darkened cells. Past shadowy figures crouched in corners and on the floor.

171. INT. CELL, MONTELUPICH PRISON - DAY. 171.

A water bucket. A waste bucket. No windows. This is not a cell for dignitaries; this arrest is different.

Schindler, incongruous with the dank surroundings in his double-

breasted suit, slowly paces back and forth before his cellmate, a soldier who looks like he's been here forever, his greatcoat pulled up around his ears for warmth.

SCHINDLER

I violated the Race and Resettlement Act.
Though I doubt they can point out the actual provision to me.

(pause)

I kissed a Jewish girl.

Schindler forces a smile. His cellmate just stares. Now there's a crime; much more impressive, much more serious, than his own.

172. INT. OFFICE - MONTELUPICH PRISON - DAY.

172.

In a stiff-backed chair sits a very unlikely defender of racial improprieties - Amon Goeth. To an impassive SS colonel behind a desk, Goeth tries to highlight extenuating circumstances:

GOETH

He likes women. He likes good-looking women.
He sees a good-looking woman, he doesn't think.
This guy has so many women. They love him.
He's married, he's got all these women. All

right,

she was Jewish, he shouldn't have done it. But
you didn't see this girl. I saw this girl.

This girl

was very good-looking.

Goeth tries to read the guy behind the desk, but his face is like a wall.

GOETH

They cast a spell on you, you know, the Jews.
You work closely with them like I do, you see
this. They have this power, it's like a virus.
Some of my men are infected with this virus.
They should be pitied, not punished. They
should receive treatment, because this is as
real as typhus. I see this all the time.

Goeth shifts in his chair; he knows he's not getting anywhere with this guy. He switches tacts:

GOETH

It's a matter of money? We can discuss that.
that'd be all right with me.

In the silence that follows, Goeth realizes he has made a serious error in judgment. This man sitting soberly before him is one of that rare breed - the unbribable official.

SS COLONEL

You're offering me a bribe?

GOETH

A "bribe?" No, no, please come on ...a gratuity.

Suddenly the man stands up and salutes, which thoroughly confuses Goeth since Goeth is his inferior in rank. But he isn't saluting Goeth, he's saluting the officer who has just stepped into the room behind him.

SCHERNER

Sit down.

The colonel sits back down. Scherner pulls up a chair next to Goeth.

SCHERNER

Hello, Amon.

GOETH

Sir.

Scherner smiles and allows Goeth to shake his hand, but it's clear, even to Goeth himself, that he has fallen from grace.

173. INT. GOETH'S VILLA - PLASZOW - NIGHT. 173.

A tall, thin, gray Waffen SS officer has a request for the Rosner brothers.

SS OFFICER

I want to hear "Gloomy Sunday" again.

He's drunk, morose; it seems unlikely he'll be on his feet much longer. Indeed, as Henry and Leo Rosner begin the song - an excessively melancholy tale in which a young man commits suicide for love - the field officer staggers over to a chair in the corner of the crowded room and slumps into it.

SCHERNER

We give you Jewish girls at five marks a day, Oskar, you should kiss us, not them.

Goeth laughs too loud, drawing a weary glance from Scherner. Schindler smiles good-naturedly. He's out, a little worse for wear perhaps, a little more subdued than usual. Taking him away from the others, taking him into his confidence -

GOETH

God forbid you ever get a real taste for Jewish skirt. There's no future in it. No future.

They

don't have a future. And that's not just good old-fashioned Jew-hating talk. It's policy

now.

THE THIN GRAY SS OFFICER is back in front of the musicians, swaying precariously, a drink in his hand -

SS OFFICER

"Gloomy Sunday" again.

Again they play the song. Again he staggers across the crowded room to his chair in the corner, paying no attention to the

visiting Commandant from Treblinka or anybody else -

TREBLINKA GUY

- We can process at Treblinka, if everything is working? I don't know, maybe two thousand units a day.

He shrugs like it's nothing, or with modesty, it's unclear. Goeth is dully impressed; Schindler, only politely so.

TREBLINKA GUY

Now Auschwitz. Now you're talking. What I got is nothing, it's like a...a machine. Auschwitz, though, now there's a death factory. There, they know how to do it. There, they know what they're doing.

AGAIN THE GRAY OFFICER wavering before Henry and Leo. This time they don't wait for him to ask for it -

LEO ROSNER

"Gloomy Sunday."

As the man stumbles back to his chair, the Rosners not only play the song again, they play with it, and him, this one somber man in the corner staring at them almost gratefully, wrenching from the song all the sentimentality they can, as if they could actually drive him to kill himself.

No one else in the room is aware of the exchange going on between them - this man and this music - which the brothers play as if it were an invocation. Eventually, though, someone does become aware, if not of the intention, at least of the repetition, and interrupts the spell -

GOETH

Enough - Jesus - God -

The music falls apart. The brothers find Goeth in the crowd looking at them like, Come on, for Christ's sake play something else. Which they do - defeated - some innocuous Von Suppe. Goeth turns back to one of his guests.

Glancing back, as they play, to the corner, the Rosners see the gloomy SS officer getting slowly up from his chair. He stands there for a moment, staring at nothing, then slowly makes his way out onto the balcony where he stands in the night air, absolutely still, in silhouette to the Rosners.

And, ruining a perfectly good party, he takes out a gun and shoots himself in the head.

174. EXT. D.E.F. - DAY.
174.

From a distance, Schindler can be seen arguing with an SS officer who's trying to hand him papers, orders of some kind, which the irate industrialist refuses to accept.

Here, closer, carrying blankets and bundles, Schindler's workers

are marched under heavy guard out of the factory and its annexes and across the fortified yard.

His people are being taken. Where, is unclear. Schindler abruptly breaks off the discussion with the SS man, climbs into his car and drives off.

175. EXT. FOREST - PLASZOW - LATER - DAY.
175.

A creek flowing gently through marshy ground under an umbrella of trees. Leo John and his five year old son, on their knees catching tadpoles, seem unaware of, or at least not distracted by, a ghastly endeavor going on beyond them:

Bodies being exhumed out of the earth, out of the mass graves in the forest. The dead lay everywhere, victims of the ghetto massacre, victims of Plaszow.

Arriving, Schindler sees Goeth standing up at the tree line. Approaching him, furious, he hesitates. He sees a wheelbarrow trundled by Pfefferberg, a corpse in it. He fears the body is Mila's, but then sees her trundling another barrow, another corpse in it. Goeth calls to Schindler -

GOETH
Can you believe this?

Goeth shakes his head, dismayed. Schindler joins him and stares at a pyre of bodies built by masked and gagging workers, layer upon layer.

GOETH
I'm trying to live my life, they come up with this? I got to find every body buried up here? And burn it?

It's always something. He glances off. The pyre has reached the height of a man's shoulder. The workers move around it dousing it with gasoline.

SCHINDLER
You took my workers.

GOETH
(indignant)
They're taking mine. When I said they didn't have a future I didn't mean tomorrow.
(pause)
Auschwitz.

SCHINDLER
When?

GOETH
I don't know. Soon.

He sighs at the unfairness of it all, the dissolution of his kingdom. His glance finds his man, Leo John, over at the stream.

GOETH

This is good. I'm out of business and he's catching tadpoles with his son.

Tight on the gleeful boy with a tadpole in his hand. Behind him, smoke from the pyre rises into the sky.

176. INT. D.E.F. FACTORY - NIGHT.
176.

Schindler, in silhouette against the wall of glass, stares down at his deserted factory, his silent machines, the dark empty spaces.

177. INT. SCHINDLER'S APARTMENT - DAY. 177.

Light pouring in through the windows. White sheets over the furniture like shrouds over the dead. Schindler's personal things are gone.

178. EXT. POLAND/CZECHOSLOVAKIA BORDER - EVENING. 178.

Schindler's Mercedes, the backseat piled high with suitcases. A border guard returns his passport to him. The barrier is lifted and he crosses into Czech countryside.

179. INT. SQUARE, BRINNLITZ, CZECHOSLOVAKIA - MORNING. 179.

A church in the main square of a sleepy hamlet. A priest and his parishioners, including Emilie Schindler, emerging from it, morning Mass over.

Some guys outside a bar/café, hanging gout, drinking, notice the elegantly dressed gentleman outside the town's only hotel. They recognize him. They come over.

SCHINDLER

Hey, how you doing?

BRINNLITZ GUY 1

Look at this.

Schindler, the clothes, the car, the suitcases, the great difference between their respective stations in life. Somehow their old ne'er-do-well friend has managed to do quite well, and it amazes them.

Across the square, Emilie has noticed him; and he, her. But neither makes a move toward the other. Finally she walks away; which Schindler interprets correctly to mean, Yes, check into the hotel. He tips the porter extravagantly and turns back to the guys from the bar.

SCHINDLER

Let me buy you a drink.

180. INT. BAR - BRINNLITZ - NIGHT.
180.

Except for the clothes of the working class clientele, the scene is reminiscent of the SS nightclub in Cracow: Schindler, the great entertainer, working his way around the tables making sure everybody's got enough to drink, making sure everybody's happy. A guy at a table with a girl gestures him over.

BRINNLITZ GUY 2
Oskar - my friend Lena.

SCHINDLER
How do you do?
(to them both)
What can I get you, what're you drinking?

BRINNLITZ GUY 2
Nothing's changed. Then again, something has changed, hasn't it?

SCHINDLER
Things worked out. I made some money over there, had some laughs, you know. It was good.

BRINNLITZ GUY 2
Now you're back.

SCHINDLER
Now I'm back, and you know what I'm going to do now? I'm going to have a good time. So are you.

He gestures to the bartender to refill his friend's and his date's drinks, pats the guy on the shoulder and wanders over to the next table.

GIRL
Who is he?

The guy has to think; not because he doesn't know, but because his old friend Oskar is so many things it's hard to know which description to use. Finally -

BRINNLITZ GUY 2
He's a salesman.

181. INT. HOTEL ROOM - BRINNLITZ - NIGHT. 181.

A woman asleep in the bed. The girl from the bar. In his robe, at the window, Schindler calmly smokes as he stares out at the night.

182. EXT. BRINNLITZ - DAWN.
182.

The town, off in the distance, nestled against the mountains.

The sun, just coming up. Closer, here, ramshackle structures, a long abandoned factory of some kind.

Schindler, in leather riding gear, climbs down off a Moto-Guzzi motorcycle. He slowly wanders around, peers in through broken windows, wanders around some more.

Tight on his face, torn between conflicting choices, or realizing there's no choice, or only one choice, and hating it.

SCHINDLER

Goddamn it.

183. EXT. BALCONY, GOETH'S VILLA - PLASZOW - DAY. 183.

Schindler and Goeth on the balcony of the villa, drinking.

GOETH

You want these people.

SCHINDLER

These people, my people, I want my people.

Goeth considers his friend, greatly puzzled. Below them lies the camp, still operating, at least for now, until the shipments can be arranged.

GOETH

What are you, Moses? What is this?
Where's the money in this? What's the scam?

SCHINDLER

It's good business.

GOETH

Oh, this is "good business" in your opinion.
You've got to move them, the equipment,
everything to Czechoslovakia - it doesn't
make any sense.

SCHINDLER

Look -

GOETH

You're not telling me something.

SCHINDLER

It's good for me - I know them, I'm
familiar with them. It's good for you -
you'll be compensated. It's good for
the Army. You know what I'm going to
make? Artillery shells. Tank shells.
They need that. Everybody's happy.

GOETH

Yeah, sure.

Goeth finds this whole line of reasoning impossible to believe. He's sure Schindler's got something else going on here he's not telling him.

GOETH

You're probably scamming me somehow.
If I'm making a hundred, you got to be
making three.

Schindler admits it with a shrug.

GOETH

If you admit to making three, then it's four,
actually. But how?

SCHINDLER

I just told you.

GOETH

You did, but you didn't.

Goeth studies him, searching for the real answer in his face. He
can't find it.

GOETH

Yeah, all right, don't tell me, I'll go along
with it, it's just irritating to me I can't
figure it out.

SCHINDLER

All you have to do is tell me what it's
worth to you. What's a person worth to you.

Goeth thinks about it in the silence. Then a slow nod to
himself. He's going to make some money out of this even if he
can't figure it out. He smiles.

GOETH

What's one worth to you?

That's the question.

HARD CUT TO:

184.

184.

THE KEYS OF A TYPEWRITER slapping a name onto a list -
LEVARTOV - the letters the size of buildings, the sound as loud
as gunshots -

TIGHT ON THE FACE OF A MAN - Rabbi Levartov - the hinge-maker
Goeth tried to kill with a faulty revolver -

THE KEYS HAMMER another name - PERLMAN -

TIGHT ON TWO ELDERLY FACES - a man, a woman - the parents of
"Elsa Krause."

IN HIS SMALL CLUTTERED PLASZOW OFFICE - Stern transcribes D.E.F.
workers' names from a Reich Labor Office document to the list in
his typewriter, Schindler's List.

A NAME - A FACE - NAME - FACE - NAME -

TIGHT ON SCHINDLER slowly pacing the six or seven steps Stern's cramped office allows, nursing a drink.

SCHINDLER

Poldek Pfefferberg ... Mila Pfefferberg ...

THE KEYS typing 'PFEFFE-

PFEFFERBERG'S face, tight. MILA'S face, tight.

CURRENCY, hard Reichmarks, in a small valise. As Goeth looks at it, he mumbles to himself -

GOETH

A virus...

MOVING DOWN THE LIST of names, forty, fifty. The sound of the keys. Stern pulls the sheet out of the machine, rolls in another, types a name.

EQUIPMENT BEING LOADED onto trucks outside Madritsch's Plaszow factory.

SCHINDLER

You can do the same thing I'm doing.
There's nothing stopping you.

Madritsch is shaking his head 'no' to Schindler's appeal to make his own list, to get his workers out.

MADRITSCH

I've done enough for the Jews.

THE KEYS typing another name -

A FACE, a man, A FACE, a woman, A FACE, a child -

COGNAC SPILLING into a glass. The glass coming up to Schindler's mouth, hesitating there.

SCHINDLER

The investors.

A NAME - A FACE - one of the original D.E.F. investors.

ANOTHER NAME - ANOTHER FACE - another of the Jewish investors.

SCHINDLER

All of them. Szerwitz, his family.

STERN GLANCES UP with a look that asks Schindler if he's sure about this one. He is. The keys type SZERWITZ -

TIGHT ON THE FACE of the investor who stole from Schindler, the one he threatened to have killed by the SS, and the faces of his sons -

THREE OR FOUR PAGES of names next to the typewriter. Stern, trying to count them, estimates -

STERN
Four hundred, four fifty -

SCHINDLER
More.

THE TRUNK OF SCHINDLER'S MERCEDES yawning open. He takes a small valise from it and heads for Goeth's villa.

THE KEYS typing ROSNER -

TIGHT ON Henry Rosner, the violinist. TIGHT ON his brother, Leo, the accordionist.

SCHINDLER AND BOSCH, the other Plaszow industrialist. The same appeal Schindler made to Madritsch; the same answer, 'no.'

MOVING DOWN another page of names.

STERN (O.S.)
About six hundred -

SCHINDLER (O.S.)
More.

THE SOUND OF THE KEYS OVER the face of a boy, the "chicken thief." Over THE FACE OF A GIRL, the one who hid in the pit of excrement. Over the FACES we've never seen.

STERN (O.S.)
Eight hundred, give or take.

SCHINDLER
(angrily)
Give or take what, Stern - how many -
count them.

STERN RUMS HIS FINGER down the pages of names, trying to count them more precisely.

BLACKJACK, dealt by GOETH. They're betting diamonds, he and Schindler. A queen falls and Goeth groans his misfortune.

THE FACE OF Goeth's maid.

GOETH SWEEPS his hold card against the table, is thrown a four, sweeps it again and gets a jack.

A NAME we don't recognize is typed.

A FACE we don't recognize.

185. INT. STERN'S OFFICE - PLASZOW - NIGHT.

185.

Schindler leafing through the page of names, counting them, drinking, to the sound of the typewriter. Eventually, quietly to himself -

SCHINDLER

That's it.

Stern heard him and stops typing, glances over.

SCHINDLER
You can finish that page.

Stern resumes where he left off, but then hesitates again.
There's something he doesn't understand.

STERN
What did Goeth say? You just told him
how many you needed?

It doesn't sound right. And Schindler doesn't answer. He's
avoided telling Stern the details of the deal struck with Goeth,
and balks telling him now. Finally awkwardly -

SCHINDLER
I'm buying them. I'm paying him.
I give him money, he gives me the people.
(pause)
If you were still working for me I'd expect
you to talk me out of it, it's costing me
a fortune.

Stern had no idea. And has no idea now what to say. Schindler
shrugs like it's no big deal, but Stern know it is.

SCHINDLER
Give him the list, he'll sign it, he'll get
the people ready. I have to go back to
Brinnlitz, to take care of things on that end,
I'll see you there.

Stern is really overcome by what this man is doing. What he
can't figure out is why. Silence. And then -

SCHINDLER
Finish the page.

Stern turns back, does as he's told. Schindler drinks. Nothing
but the sound of the typewriter keys. And then nothing at all.
The page is done. The rest will die.

186. INT. TOWN COUNCIL HALL - BRINNLITZ - NIGHT. 186.

Schindler in front of a large assembly, party pin in his lapel,
as usual, imposing SS guards on either side of him.

SCHINDLER
This is my home.

He looks out over his audience, the citizens of Brinnlitz, local
government officials, many of them appearing bewildered by him or
the "situation" that has arisen.

SCHINDLER
I was born here, my wife was born here,
my mother is buried here, this is my home.

His estranged wife is there. So are the guys he was drinking with.

SCHINDLER

Do you really think I'd bring a thousand Jewish criminals into my home?

Everyone seems to breathe sighs of relief as if they've been waiting for him to say this, to dispel the disturbing rumors they've heard.

SCHINDLER

These are skilled munitions workers - they are essential to the war effort -

The noise begins, his audience's angry reaction. Raising pitch of his own voice -

SCHINDLER

- It is my duty to supervise them - and it is your duty to allow me -

He barely gets it all out before the protests drown him out. The uproar reaches such a clamoring level there's no point in his continuing.

187. GOETH'S VILLA - PLASZOW - DAY.
187.

Goeth, at his writing desk, endures the bureaucratic tedium of signing memoranda, transport orders, requisitions. He comes to Schindler's list, initials each page and signs the last with no more interest than the others. He hands the whole stack of paperwork to Marcel Goldberg, Personnel Clerk, Executor of Lists, Gangster.

188. INT. OFFICE, ADMINISTRATION BUILDING -
PLASZOW - DAY.

188.

Goldberg has the signature page of the list in a typewriter. He carefully aligns it and types his own name in a space allowed by the bottom margin.

189. EXT. SCHINDLER'S BRINNLITZ FACTORY SITE - DAY.

189.

At a folding table in the middle of the field, Schindler signs his name to Reich Main Office directives, Evacuation Board and Department of Economy form, Armaments contracts.

Around him, the new camp is taking shape: Electric fences are going up, watchtowers, barracks; shipments of heavy equipment, huge Hilo machines, are being off-loaded from flatbed train cars; SS engineers stand around frowning at the lay of the land, some drainage problem no doubt.

190. EXT. DEPOT - PLASZOW - DAY.

190.

A train full of people destined for Auschwitz pulls away from the platform. As Goldberg gathers his paperwork, a prisoner approaches him.

PRISONER

Am I on the list?

GOLDBERG

What list is that?

He knows what the prisoner means and the prisoner knows he knows. He means Schindler's List.

GOLDBERG

The good list? Well, that depends, doesn't it?

The prisoner knows that, too, and discreetly turns over to Goldberg a couple of diamonds from the lining of his coat.

191. INT. GOLDBERG'S OFFICE - PLASZOW - NIGHT. 191.

Names on a notepad, the first few crossed out. Goldberg types the next name onto a page of The List, squeezing it into the upper margin, and crosses that one out on the pad.

He rolls the page down, types another name, tires of the exacting task, tears the handwritten page of names from the notepad, crumples it and throws it away.

192. EXT. BRINNLITZ - NIGHT.
192.

Schindler, on his way back to his hotel after a night of drinking, is jumped by three guys, wrestled to the ground and brutally kicked.

As the forms of his attackers move away, he catches a glimpse of one of them -his "friend" who admired his car when he first arrived back in town.

193. INT. MECHANICS GARAGE - PLASZOW - DAY. 193.

Pfefferberg, his head under the hood of a German staff car, adjusting the carburetor. Goldberg comes in.

GOLDBERG

Hey, Poldek, how's it going?

(Pfefferberg ignores him)

You know about the list? You're on it.

PFEFFERBERG

Of course I'm on it.

GOLDBERG

You want to stay on it? What do you got for me?

Pfefferberg glances up from his work and studies the

blackmailing collaborator for a long moment.

PFEFFERBERG

What do I got for you?

GOLDBERG

Takes diamonds to stay on this list.

Pfefferberg suddenly attacks him with the wrench in his hand, beating him across the shoulders and head with it.

PFEFFERBERG

I'll kill you, that's what I got for you.

Goldberg goes down, tries to scramble away on his knees, the blows coming down hard on his back.

GOLDBERG

All right, all right, all right.

He makes it outside the garage and runs.

194. EXT. DEPOT - PLASZOW - DAY.

194.

A cattle car is coupled to another, the pin dropped into place. On the platform, clerks at folding tables shuffle paper while others mill around with clipboards, calling out names.

Thousands of prisoners on the platform, some climbing onto strings of slatted cars on opposing tracks. Some already in them, most standing in lines, changing lines, the end of one virtually indistinguishable from the beginning of another.

Paperwork. Lists of names. Pens in hands checking them off. Some bound for Brinnlitz, the rest for Auschwitz, if they can be properly sorted from one another.

A boy is allowed to remain in a line with his father; his mother is taken to another line composed of women and girls. This segregation is the only recognizable process going on; the others, if they exist, are apparent only to the clerks and guards, and maybe not even to them. It is chaos.

195. EXT. COUNTRYSIDE - NIGHT.
195.

A train snakes across the dark landscape.

196. INT. CATTLE CAR - MOVING - NIGHT.

196.

Stern, wedged into a corner of an impossibly crowded car. This train may be headed for Schindler's hometown, but it is no more comfortable than the others on their way to Auschwitz-Birkenau.

197. EXT. CROSSING - POLAND - DAY.
196.

The train idles at a crossing in the middle of nowhere. Moving across the faces peering out from between the slats, it becomes apparent there are only male prisoners aboard.

Below, on a dirt road, a lone Polish boy stands watching. Just before an empty train roars past from the other direction obscuring him, his hand comes up and across his neck making the gesture of a throat being slit.

197. EXT. DEPOT - BRINNLITZ - DAY.
197.

The train pulls into the small quiet Brinnlitz station. The doors are opened and the prisoners begin climbing down. At the far end of the platform, flanked by several SS guards, stands Schindler. To his customary elegant attire he has added a careless accouterment, a Tyrolean hat.

198. EXT. BRINNLITZ - DAY. 198.

Leading a procession of nine hundred male Jewish "criminals" through the center of town, Schindler ignores the angry taunts and denouncements and the occasional rock hurled by the good citizens of Brinnlitz lining the streets.

199. INT. BRINNLITZ MUNITIONS FACTORY - DAY. 199.

Under the towering Hilo machines, a meal of soup and bread awaits the workers. As they're sitting down to it, Schindler addresses them -

SCHINDLER

You'll be interested to know I received a cable this morning from the Personnel Office, Plaszow. The women have left. They should be arriving here sometime tomorrow.

He sees Stern among the workers, smiles almost imperceptibly, turns and walks away.

200. EXT. RURAL POLAND - DAY.
200.

A train backs slowly along the tracks toward an arched gatehouse. The women inside the cattle cars don't need a sign to tell them where they are, they've seen this place in nightmares. Pillars of dark smoke rise from the stacks into the sky.

It's Auschwitz.

201. EXT. AUSCHWITZ - DAY. 201.

The stunned women climb down from the railcars onto an immense concourse bisecting the already infamous camp. As they're marched across the muddy yard by guards carrying truncheons, Mila Pfefferberg stares at the place. It's so big, like a city, only

one in which the inhabitants reside strictly temporarily. To Mila, under her breath -

WOMAN

Where are the clerks?

So often terrified by the sight of a clerk with a clipboard, it is the absence of clerks which unsettles the woman now, as though there remains no further reason to record their names. Mila's eyes return to the constant smoke rising beyond the birch trees at the settlement's western end.

202. INT. OFFICES - BRINNLITZ FACTORY - DAY.

202.

Schindler comes out of his office and, passing Stern's desk, mumbles -

SCHINDLER

They're in Auschwitz.

Before Stern can react, Schindler is out the door.

203. EXT. BRINNLITZ FACTORY - MOMENTS LATER - DAY.

203.

As he strides across the factory courtyard toward his motorcycle, Schindler is intercepted by some Gestapo men who have just emerged from their car.

GESTAPO

Your friend Amon Goeth has been arrested.

SCHINDLER

(pause)

I'm sorry to hear that.

GESTAPO

There are some things that are unclear. We need to talk.

SCHINDLER

I'd love to, it'll have to wait until I get back. I have to leave.

The looks on their faces tell him he's not going anywhere.

SCHINDLER

All right, okay, let's talk.

GESTAPO

In Breslau.

SCHINDLER

Breslau? I can't go to Breslau. Not now.

These guys are serious.

204. EXT. AUSCHWITZ - DAY.

204.

A young silver-haired doctor moves slowly along rows of Schindler's women, considering each with a pleasant smile even as he makes his selections, with tiny gestures, for the death chambers. He pauses in front of one.

YOUNG DOCTOR
How old are you, Mother?

She could lie, and he'd have killed her for it. She could tell the truth, and he'd have her killed for that, too.

WOMAN
(pause)
Sir, a mistake's been made. We're not supposed to be here, we work for Oskar Schindler. We're Schindler Jews.

The doctor nods pensively, understandingly, it seems. Then

YOUNG DOCTOR
And who on earth is Oskar Schindler?

He glances around hopelessly. One of the SS guards who accompanied the women from Plaszow speaks up -

PLASZOW GUARD
He had a factory in Cracow. Enamelware.

The doctor nods again as if the information were valuable, as if it meant something to him. It doesn't.

YOUNG DOCTOR
A potmaker?

He smiles to himself and gets on with the "examination," this woman to this line, this other one to that.

205. INT. CELL - SS PRISON, Breslau - DAY.
205.

In a dank cell, in uniform, Amon Goeth waits. Schindler is on his way, hopefully. Maybe he's already here. Schindler will vouch for him. Schindler will straighten this out.

206. INT. SS PRISON, Breslau - DAY.
206.

In a large room, Schindler sits before a panel of twelve sober Bureau V investigators and a judge of the SS court.

INVESTIGATOR
Everything you say will be held in confidence. You are not under investigation. You are not under investigation. Mr. Goeth is. He is being held on charges of embezzlement and racketeering. You're here at his request to corroborate his denials. Our information onto his financial speculations comes from

many sources. On his behalf there is only you.
We know you are close friends. We know
this is hard for you. But we must ask you -

SCHINDLER

He stole our country blind.

207. INT. BRINNLITZ FACTORY - DAY.
207.

In Schindler's absence, the workers attempt to operate the unfamiliar machines, to figure out the unfamiliar process of manufacturing artillery shells. There's movement, there's noise, the machines are running, but little is being produced.

Untersturmfuhrer Jose Liepold, the Commandant of Schindler's new subcamp, moves through the factory conducting an impromptu inspection. He points out to a guard a kid no more nine, sorting casings at a work table, and another boy, ten or eleven, carrying a box.

208. EXT. BARRACKS - AUSCHWITZ - NIGHT.

208.

Mila and another woman cross back toward their barracks carrying a large heavy pot of broth. Not more than a hundred meters away stand the birch trees and crematoria, the smoke pluming even now, at night.

Out of the darkness appear "apparitions," skeletal figures which surround the two women, or rather the soup pot between them, dipping little metal cups into it, over and over.

Too startled to speak, Mila can only stare. The apparitions clamor around the pot a moment more, than furtively slip back into the same darkness from which they came. Mila and the other woman exchange a glance. The pot is empty.

MILA

Where's Schindler now?

209. INT. HOSS' HOUSE - AUSCHWITZ - NIGHT.

209.

In his en, over cognac, Auschwitz Commandant Rudolf Hoss considers the documents Schindler has brought: the list, the travel papers, the Evacuation Board authorization. Hoss nods at them, then at Schindler.

HOSS

You're right, a clerical error has been made.

(pause)

Let me offer you this in apology for the inconvenience. I have a shipment coming in tomorrow, I'll cut you three hundred from it. New ones. These are fresh.

Schindler seems to think about the offer as he nurses his drink. It's "tempting."

HOSS

The train comes, we turn it around, it's yours.

SCHINDLER

I appreciate it. I want these.

The ones on the list in Hoss' hand. Silence. Then:

HOSS

You shouldn't get stuck on names.

Why, because you get to know them? Because you begin to see them as human beings? Schindler suddenly has the awful feeling that the women are already dead. Hoss misinterprets the look.

HOSS

That's right, it creates a lot of paperwork.

210. EXT. CONCOURSE - AUSCHWITZ - DAY.

210.

A large assembly of women. Guards calling out names from a list. As each woman steps out of line, a guard unceremoniously brushes a swathe of red paint across her clothes. New columns are formed.

211. EXT. TRAIN YARD - AUSCHWITZ - DAY.

211.

Schindler, standing at the end of the platform stone-faced, watches the women whose names he is "stuck on," whose clothes are slashed with red paint, climbing onto the cattle cars.

As the cars fill, a train on another track arrives. The "fresh" ones Schindler turned down. As the gates are closed on the women's cars, the gates of the others are opened and the people spill out.

A horrified cry suddenly breaks through the noise of the engines. One of Schindler's women, locked in, has seen her son among those coming down off the train on the opposing track.

Another cry erupts, and another, another, as the women spot their children, confiscated from the Brinnlitz factory, brought here.

Schindler becomes aware of what's happening and, passing over other children, tries to corral these particular boys, many of whom have noticed their mothers now and are echoing their tortured cries with their own.

Schindler manages to gather them together, the fifteen or twenty boys, and, in the middle of the crowded platform, appears to a guard:

SCHINDLER

These are mine. They're on the list.
These are my workers. They should be
on the train.

He points across to the women's train, then down to the boys.

SCHINDLER

They're skilled munition workers.
They're essential.

The guard glances from the frantic gentleman to the anxious brook around him. These are essential workers?

GUARD

They're boys.

SCHINDLER

Yes.

Schindler is nodding his head, trying to think. The women are shrieking their sons' names. The guard, who heard it all, every excuse imaginable, is just turning away when Schindler thrusts his smallest finger at him.

SCHINDLER

Their fingers. They polish the insides of shell casings. How else do you expect me to polish the inside of a 45 millimeter shell

casing?

The guard stares at him dumbly. This he hasn't heard.

213. EXT. BRINNLITZ CAMP - DAY.
213.

Like a mirage in the distance they appear - the women, the children, guards, Schindler, marching across a field toward the factory.

At the perimeter of the camp, at the wire, the men watch the approaching procession. It appears to them that the women are covered in blood - or - could it be paint? They're walking, they're fine, some are even smiling.

Liepold isn't smiling. Neither is Schindler; at least not on the outside.

214. INT. BRINNLITZ FACTORY - DAY.
214.

The machines are silent, the people are not. Women are in their husbands' arms, sons in their fathers'. There's food on the tables but it's largely ignored, the reunion taking precedence.

215. INT. SS MESS HALL - SAME TIME - DAY.
215.

Schindler stands before the assembled camp guards. They are seated at the long tables, their food getting cold, waiting for him to say whatever it is he has to say.

SCHINDLER

Under Department W provisions, it is unlawful

shoot
paid,
summary

to kill a worker without just cause. Under the
Businesses Compensation Fund I am entitled to
file damage claims for such deaths. If you
without thinking, you go to prison and I get
that's how it works. So there will be no
executions here. There will be no interference
of any kind with production. In hopes of
ensuring that, guards will no longer be allowed
on the factory floor without my authorization.

His eyes meet Liepold's, hold his icy stare, then return to the
guards, most of whom look like tired middle-aged reservists.

SCHINDLER

For your cooperation, you have my gratitude.

As he steps away he gestures to some kitchen workers. They tear
open cases of schnapps and begin setting the bottles out on the
tables.

216. INT. BRINNLITZ FACTORY - DAY.
216.

Schindler strolls through his factory looking over the shoulders
of the workers, nodding his approval. The place is in full
operation, finally; the people, having figured out the
complicated Hilos, turning out shells by the caseload. Schindler
pauses at one of the machines.

SCHINDLER

How's it going?

WORKER

Good. It's taken a while to calibrate the
machines, but it's going good now.

SCHINDLER

Good.

Schindler nods. Then frowns. He leans down and taps at the
crystal of one of the gauges.

SCHINDLER

This isn't right, is it?

The worker kneels down, takes a look. It looks right to him.
Reaching over, Schindler changes the calibration of the machine
with an cavalier adjustment to a knob - and all the gauge
readings shift.

SCHINDLER

There. That looks right.

He wanders off. The worker stares after him. He's just screwed
up settings that took weeks to get right.

Schindler comes up to another worker, Levartov, the hinge-maker.

He's at a machine buffing shells.

SCHINDLER

How's it going, Rabbi?

LEVARTOV

Good, sir.

Schindler nods, watches him work, eventually glances away.

SCHINDLER

Sun's going down.

Levartov, following Schindler's gaze, nods uncertainly.

SCHINDLER

It is Friday, isn't it?

LEVARTOV

Is it?

SCHINDLER

You should be preparing for the Sabbath, shouldn't you? What are you doing here?

Levartov just stares. It's been years since he's been allowed, indeed inclined, to perform Sabbath rites.

SCHINDLER

I've got some wine in my office. Why don't we go over there, I'll give it to you. Come on,

let's go.

Schindler heads off. The rabbi keeps staring. Schindler gestures back to him, offering casually -

SCHINDLER

Come on.

Levartov looks around. Finally, he hangs up his goggles and follows after Schindler.

217. INT. WORKERS BARRACKS - NIGHT.

217.

Under the shadow of a watchtower, among the roof-high tiers of bunks strung with laundry, Levartov recites Kiddush over a cup of wine to workers gathered around him.

218. INT. GUARDS BARRACKS - NIGHT.
218.

On their bunks, the guards relax with schnapps, cards and magazines. One of them becomes distracted by a distant sound. Some of the others begin to hear it.

GUARD

What is that?

Conversations cease. The barracks gradually becomes quiet,

silent, all the guards straining to hear. It sounds like ... singing. It sounds like Yiddish singing.

219. EXT. BRINNLITZ CAMP - SAME TIME - NIGHT. 219.

On a watchtower, a night sentry, unsure where it's coming from, listens to the distant singing. It seems like it's emanating from the surrounding hills, from the trees.

220. INT. LIEPOLD'S QUARTERS - SAME TIME - NIGHT. 220.

At his small desk, Liepold is typing a letter, denouncing Schindler most likely. The pounding keys bury all other sounds but when he pauses to reread what he's typed, he hears it, the singing, faint, far away. He goes to his window, peers out, listens for a moment more, then hears nothing. Only the night creatures.

221. INT. APATMENT BUILDING - BRINNLITZ - NIGHT. 221.

The door to an apartment opens from the inside revealing Emilie Schindler. She coolly considers the visitor on her doorstep, her estranged husband, looking great as usual, bottle of win in his hand, smiling as if nothing is wrong between them, as if nothing is wrong in the entire world.

222. INT. EMILIE'S APARTMENT - NIGHT. 222.

The two of them at the kitchen table in a modest apartment, drinking, at least he is. He's trying to ask her something, but he's not sure how to put it, he wants to get it right. Finally the words just tumble out -

SCHINDLER

I want you to come work for me.

There, he's said it. But the bewildered look on Emilie's face wonders, That's what was hard for you to say?

SCHINDLER

You don't have to live with me,
I wouldn't ask that.

(pause)

It's a nice place. You'd like it.
It looks awful. You get used to that.

She's the only woman he's even known who could make him nervous just sitting across a table from him, saying nothing.

SCHINDLER

All right -

(now he'll be honest)

We can spend time together that way.
We can see each other, see how it goes -
without the strain of - whatever you want
to call it when a man, a husband and a wife
go out to dinner, go have a drink, go to a

party, you know. This way we'll see each other at work, there we are, same place, we see how it goes...

His voice trails off. A shrug adds, What do you think? She doesn't answer, but she does love him. He loves her, too. It really is a shame they're not right for each other and never will be.

223. INT. OFFICES - BRINNLITZ FACTORY - DAY.

223.

Stern glances up from his work; Schindler and Emilie have come in and are walking toward the accountant's desk. He gets up.

SCHINDLER

Itzhak Stern, Emilie Schindler. My wife.

Like the doormen and waiters of Cracow, Stern too never imagined Schindler was married and has trouble hiding his astonishment now. He extends his hand to her.

STERN

How do you do?

EMILIE

How do you do?

STERN

Stern is my accountant and friend.

It sounds strange to Stern hearing Schindler actually say it. He's never said it before.

SCHINDLER

Emilie's offered to work in the clinic. To ... work there.

He's not sure what she's going to do there, she's not a nurse or a doctor.

STERN

(to her)

That's very generous of you.

SCHINDLER

Yes.

Schindler nods, looks around, shrugs, offers his arm to his wife, perhaps to take her on a tour of the place.

STERN

It was a pleasure meeting you.

EMILIE

Pleasure meeting you.

The Schindlers leave. Stern sits back down at his desk and smiles. he's never seen Schindler so uncomfortable.

224. INT. MACHINE SHOP - BRINNLITZ FACTORY - DAY. 224.

Schindler comes in carrying a radio. He sets it down on a bench where Pfefferberg's working on the frame of a machine motor with a blow torch.

SCHINDLER

Can you fix it?

The radio.

PFEFFERBERG

What's wrong with it?

SCHINDLER

How should I know? It's broken.
See what you can do.

He leaves. Pfefferberg plugs it into an outlet and switches it on. It works perfectly. A waltz.

225. INT. BARRACKS - BRINNLITZ CAMP - NIGHT.

225.

In a male barracks, a group of workers including Pfefferberg huddle in a corner around the radio, straining to hear through heavy static a broadcast by the BBC, the Voice of London, a sketchy report of an Eastern offensive by Allied Russian forces.

226. INT. CLINIC - BRINNLITZ CAMP - DAY.
226.

As a camp doctor attends to sufferers of dysentery, Schindler and Emilie sort pairs of prescription glasses from a parcel, shipped from Cracow. Stern comes in.

STERN

We need to talk.

SCHINDLER

Stern.

Schindler sifts through the glasses still in the box, comes up with a particular pair and holds them proudly. Not quite sure what he's seeing is real -

STERN

They arrived.

SCHINDLER

They arrived, can you believe it?

Stern allows himself a smile, a rare thing for him. Schindler carefully slips the new glasses onto the accountant's face. He looks around the clinic, Stern, eventually settling on Emilie, crystal clear, standing near a picture on the wall which, in other circumstances, he'd find less than reassuring: Jesus, his heart exposed and in flames.

227. INT. CLINIC - LATER - DAY.
227.

In a quiet corner of the clinic, Schindler concentrates on the disquieting news Stern has brought him:

STERN

We've received a complaint from the Armaments Board. A very angry complaint. The artillery shells, the tank shells, rocket casings - apparently all of them - have failed quality-control tests.

Schindler nods soberly. Then dismisses the problem with a shrug.

SCHINDLER

Well, that's to be expected. They have to understand. These are start-up problems. This isn't pots and pans, this is a precise business. I'll write them a letter.

STERN

They're withholding payment.

SCHINDLER

Well, sure. So would I. So would you. I wouldn't worry about it. We'll get it right one of these days.

But Stern is worried about it.

STERN

There's a rumor you've been going around miscalibrating the machines.

(Schindler doesn't deny it)

I don't think that's a good idea.

SCHINDLER

(pause)

No?

Stern slowly shakes his head 'no.'

STERN

They could close us down.

Schindler eventually nods, in agreement it seems.

SCHINDLER

All right. Call around, find out where we can buy shells and buy them. We'll pass them off as ours.

Stern's not sure he sees the logic. Whether the shells are manufactured here or elsewhere, they'll still eventually reach their intended destination, into the hearts and heads of Germany's enemies.

STERN

I know what you're saying, but I don't

see the difference.

SCHINDLER

You don't? I do. I see a difference.

STERN

You'll lose money.

That's one difference.

SCHINDLER

Fewer shells will be made.

That's another difference. The main one. The only one Schindler cares about. Silence. Then:

SCHINDLER

Stern, if this factory ever produces a shell that can actually be fired ... I'll be very

unhappy.

228. INT. BRINNLITZ FACTORY - DAY.
228.

A nineteen year old boy with his hands in the air stands terrified before Commandant Liepold and the revolver he wields. Workers, trying to reduce the likelihood of getting hit by a stray bullet when Liepold fires on the boy - which seems a certainty - scramble out of the way.

SCHINDLER (O.S.)

Hey.

Liepold swings the gun around at the voice, pointing it for a moment at Schindler, who is striding toward him, then aims the barrel back at the boy's head, and yells -

LIEPOLD

Department W does not forbid my presence on the factory floor. That is a lie.

He waves a document at Schindler, throws it at him. Schindler doesn't bother picking it up. Instead, pointing at the boy, he yells to Liepold -

SCHINDLER

Shoot him. Shoot him!

Liepold is so startled by the command, he doesn't shoot. He doesn't lower the gun, though, either.

SCHINDLER

Shoot him without a hearing. Come on.

His finger is on the trigger, Liepold is torn, frustrated, hating the situation he has created. As the moments without a blast stretch out, both and Schindler begin to settle down.

LIEPOLD

He sabotaged the machine.

Schindler glances to the boy. Then at the silent Hilo beside him. Part of it is blackened from an electrical fire. To the boy, concerned -

SCHINDLER
The machine's broken?

The boy, too terrified to speak, nods.

LIEPOLD
The prisoner is under the jurisdiction of Section D. I'll preside over the hearing.

SCHINDLER
But the machine.

Liepold glances to him. He seems almost distraught by the destruction of the machine, Schindler.

SCHINDLER
The machine is under the authorization of the Armaments Inspectorate. I will preside over the hearing.

Liepold isn't sure that's correct, but he has no documentation, at least not on him, to refute it.

229. INT. FACTORY - NIGHT.

229.

In the machine-tool section, a "judicial table" has been set up. At it sit Schindler, Liepold, two other SS officers, and an attractive German girl, a stenographer. The "saboteur," the boy, Janek, stands before the court.

JANEK
I'm unfamiliar with the Hilo machines. I don't know why I was assigned there. Commandant Liepold was watching me trying to figure it out. I switched it on and it blew up. I didn't do anything.

All I did was turn it on.

Gone tonight is Schindler's usual shop-floor familiarity. He studies the boy solemn-faced.

SCHINDLER
If you're not skilled at armaments work, you shouldn't be here.

JANEK
I'm a lathe operator.

Schindler dismisses the defensive comment with a wave of his hand and gets up. He comes around and paces slowly before the boy. Eventually, Janek dares to speak again -

JANEK
Sir?

Schindler glances up at him distractedly.

JANEK

I did adjust the pressure controls.

Schindler stops, looks to the panel, and back to the boy.

SCHINDLER

What?

JANEK

I know that much about them. Somebody had set the pressure controls wrong. I had to adjust -

Schindler slams the back of his hand so hard across Janek's face, the boy almost falls. He's stunned. So are the others at the table. They've never seen such violence from the Direktor. He roars -

SCHINDLER

The stupidity of these people. I wish they were capable of sabotaging a machine.

Schindler's hand comes up again and Janek recoils, expecting another blow. Schindler manages to hold it.

SCHINDLER

Get him out of my sight.

A guard escorts the prisoner away. The panel members glance among themselves. Is that it? Schindler faces them and groans in dismay.

230. INT. LIEPOLD'S QUARTERS - NIGHT.

230.

Liepold at his desk, typing again. This time there is no doubt he is composing a letter denouncing Schindler.

231. INT. HOUSE - BRINNLITZ - NIGHT.
231.

Schindler and Emilie, her arm in his, stand around like unwanted guests at the party. They probably are. Him anyway. The other guests include local politicians who fought and failed to keep his camp out of Brinnlitz. Whenever his glance meets one of theirs, they smile tightly.

SCHINDLER

(to Emilie)

Isn't this nice.

It's not at all nice. He feels out of place, a feeling he's not accustomed to. Fortunately, a man in uniform, someone Schindler can relate to, approaches cheerfully, his hand outstretched.

RASCH

Oskar, good of you to come.

SCHINDLER

Are you kidding, I never miss a party.
Police Chief Rasch, my wife Emilie.

RASCH

How do you do?

EMILIE

You have a lovely home.

It is nice. Big. The man lives well.

RASCH

Thank you.

SCHINDLER

I need a drink.

RASCH

Oh, God, you don't have a drink?

SCHINDLER

(to Emilie)

Wine?

She nods. Schindler goes off in search of the bartender. Rasch watches after him.

RASCH

Your husband's a very generous man.

EMILIE

(wry)

He's always been.

232. INT. RASCH'S STUDY - LATER - NIGHT.
232.

Rasch and Schindler sharing cognac in the privacy of the Police Chief's study. Beyond the closed doors, the party continues, the sounds filtering in.

SCHINDLER

I need guns.

Rasch calmly nurses his drink, his eyes revealing nothing of what's going on behind them, except that the statement requires some elaboration.

SCHINDLER

One of these days the Russians are going to show up unannounced at my gate. I'd like the chance to defend myself. I'd like my wife to have that chance. My civilian engineers. My secretary.

RASCH

(pause; then, philosophically)

We're losing the war, aren't we.

SCHINDLER
It kind of looks that way.

RASCH
(blithely)
Pistols?

SCHINDLER
Pistols, rifles, carbines ...
(long pause)
I'd be grateful.

Rasch smiles faintly. Yes, he's familiar, as are officials throughout much of Europe, with the gratitude of Oskar Schindler.

233. INT. MACHINE SHOP - BRINNLITZ CAMP - NIGHT. 233.

Poldek Pfefferberg holds up a pistol, feels its weight, points it.

SCHINDLER
(calmly)
Careful.

Pfefferberg smiles, lowers the gun, kneels beside an open crate of weapons: a couple of revolvers and rifles, an old carbine.

234. INT. FACTORY - DAY. 234.

From high above the factory, Stern can be seen among the machines talking with a worker. The man points up and returns to his work.

Stern stares up, puzzled. He locates a ladder that connects the shop-floor to a series of overhead planks and, with trepidation, climbs.

He reaches a shaky landing high above the machines, navigates the primitive catwalks with great care, comes to a large water tank near the workshop ceiling.

SCHINDLER
Stern.

Above the rim of the tank, amid rising steam, Schindler's head appears. Then disappears. Stern climbs a set of rungs on the tank, reaches the top and finds inside, lolling in the steaming water, Schindler and the blonde stenographer from the trial.

STERN
Excuse me.

Neither Schindler nor the blonde seems the least bit embarrassed. Only Stern. He tries hard to pretend the girl isn't there, but he just can't.

STERN
I'll talk to you later.

SCHINDLER

No, no, what, what is it?

Schindler floats over closer to him, waits for him to report whatever it is he has come to report, leans closer. Finally, quietly -

STERN

Do you have any money I don't know about?
Hidden away someplace?

Schindler thinks long and hard ...

SCHINDLER

No.

Silence except for the gently lapping water. Half-joking -

SCHINDLER

Why, am I broke?

Stern glances away, doesn't answer, just stares off. And a slight, slight smile, a gambler's philosophical smile upon being purged of his wealth, appears on Schindler's face.

235. EXT. RURAL BRINNLITZ - DAY.

235.

In the distance, a lone boxcar, stark against the winter landscape. There are patches of snow on the ground. A cold wind blows through bare trees.

SCHINDLER (V.O.)

Poldek.

236. INT. MACHINE SHOP - BRINNLITZ CAMP - DAY.

236.

Tight on Poldek Pfefferberg's eyes behind a welder's mask. He turns from his work to the voice, welding torch in his hand.

237. EXT. RURAL BRINNLITZ - DAY.

237.

The torch firing at ice as hard as metal, blue flame, white steam. Pfefferberg's eyes behind the mask again, concentrating.

Around the abandoned boxcar, in the gruesome cold, stand Schindler, Emilie, a doctor, some workers and some SS guards, watching, waiting.

Pfefferberg steps back. Sledge hammers pound at locks. Hands pull at levers. The doors begin to slide.

Out of darkness, from inside the boxcar as the doors slide open, Schindler's face is revealed, tight. He stares for an interminable moment before walking slowly away.

Inside the boxcar is a tangle of limbs, a pyramid of corpses, frozen white.

From a distance, a tableau: the boxcar, the workers and guards and Emilie outside it, Schindler, off to himself several steps away, all of them still as statues.

238. EXT. CATHOLIC CEMETERY - OUTSIDE BRINNLITZ - 238.
DAY.

Beyond a country church, among the stone markers of a small cemetery, walk Schindler and a priest.

SCHINDLER

It's been suggested I cremate them in my furnaces. As a Catholic I will not. As a human being I will not.

The priest nods; he seems relatively empathic. He offers an alternative -

PRIEST

There's an area beyond the church reserved for the burial of suicides. Maybe I can

convince

the parish council to allow them to be buried there.

SCHINDLER

These aren't suicides.

The priest knows that. But he also knows that the provisions of Canon Law regarding who can and cannot be buried in consecrated ground are narrow.

SCHINDLER

These are victims of a great murder.

239. INT. BRINNLITZ FACTORY - DAY.
239.

In a corner of the factory, workers hammer at pine lumber. They are building coffins.

240. EXT. BRINNLITZ FACTORY - DAY.
240.

As workers harness horses to carts, others hoist the coffins into them. Schindler is there, watching. He glances up at one of the guard towers, expecting, perhaps, to be felled by a bullet.

241. EXT. BRINNLITZ FACTORY - DAY.
241.

Beyond the wire, Rabbi Levartov leads the horse-drawn carts. Around him walk a minyan - a quorum of ten males necessary for the rite. A few guards lag behind.

242. INT. BRINNLITZ FACTORY - SAME TIME - DAY. 242.

Work continues, but it's apparent in their eyes they are only physically here; in spirit they are all walking alongside the carts, one great moral force.

The roar of a machine suddenly, inexplicably, dies. Then another. And another. Schindler, standing at the main power panel, pulls the last of the switches, and the factory plunges into absolute silence.

243. EXT. CATHOLIC CEMETERY - DAY.
243.

Just beyond the perimeter of the Catholic cemetery, the minyan quickly and quietly recites Kaddish over the dead as their coffins are lowered into individual graves.

Then, there is only a low breathing of wind.

244. EXT. BRINNLITZ CAMP - ANOTHER DAY. 244.

Amon Goeth, in civilian clothes, emerges from a car. His eyes, sallow from inadequate sleep, sweep across the fortified compound with envy. It's a nice place Oskar's got here.

245. INT. OFFICE - BRINNLITZ FACTORY - 245.
SAME TIME - DAY.

Stern, at a window, stares down at Goeth beside his car. Softly, gravely -

STERN
What's he doing here?

Schindler appears beside Stern, glances down. he's lost weight, Goeth. The old suit he wears seems too big for him. Alone down there he seems disoriented.

SCHINDLER
Probably looking for a handout.

246. INT. BRINNLITZ FACTORY - DAY.
246.

Workers glance up at a horrible apparition from the pit of their foulest dreams - Amon Goeth crossing through the factory.

Schindler, his arm around the killer's shoulder as if he were a long lost brother, leads him across the shop-floor, proudly pointing out to him the huge thundering Hilo machines.

247. INT. OFFICES, BRINNLITZ FACTORY - DAY. 247.

Schindler takes an old suitcase from his office closet, sets it on his desk, snaps it open revealing clothes, Goeth's uniforms, his medals. The ex-Oberstrumfuhrer touches the fabric gently,

then glances up gratefully to his friend.

GOETH

Thank you.

248. INT. OUTER OFFICES - BRINNLITZ FACTORY - DAY. 248.

Beyond the frosted glass of Schindler's office door, Stern can see the wavering forms of the two Nazi Party members sharing cognac and stories.

249. INT. BRINNLITZ FACTORY - DAY.
249.

Warmed by cognac and friendship, Goeth comes through the factory again carrying the suitcase, Schindler at his side, steering him to some degree.

Goeth's hand comes up to his cheek as if to brush away a bothersome fly. But it isn't a fly. One of the workers has spit on him. He turns in disbelief.

Silence as his hand drops to his side, to the holster he forgets isn't there. he glances around for SS guards ... who aren't there. He looks to Schindler, thoroughly confused, and whispers
-

GOETH

Where are the guards?

SCHINDLER

The guards aren't allowed on the factory floor.
They make my workers nervous.

Goeth stares at him bewildered. Then again at the worker who spit. Then at other workers, the resolve in their eyes. They know he has no power here, and sense he has no power anywhere. His own eyes drift to a woman with yarn in her lap, knitting needles in her hands. Is this a dream?

SCHINDLER

I'll discipline him later.

Schindler good-naturedly throws an arm around Goeth's shoulder and leads him away. The workers watch as the two Germans disappear out the factory doors.

250. INT. GUARDS' BARRACKS - EVENING. 250.

A guard slowly turns the dial of a radio, finding and losing in static several different voices in several languages, none of them lasting more than a moment.

Depression hangs over the barracks. Most of the guards are straining to hear the news they've been fearing for some time now, some on their bunks just staring, one at a window peering out at the black face of a forest as if expecting, at any moment, to see Russian or American troops appear.

251. INT. WORKER'S BARRACKS - SAME TIME - EVENING. 251.

Another radio. Workers, like the guards, straining to hear. The dial finds, faint, mired in static, the idiosyncratic voice of Winston Churchill.

252. INT. LIEPOLD'S QUARTERS - SAME TIME - EVENING. 252.

Schindler on Liepold's doorstep. The two men considering each other across the threshold. Radio static filters out from Liepold's room. The word "Eisenhower" cuts through before the speaker's voice is buried again.

SCHINDLER

It's time the guards came into the factory.

He turns and walks away.

253. INT. BRINNLITZ FACTORY - NIGHT. 253.

All twelve hundred workers and all the guards are gathered for the first time on the factory floor. Tension and uncertainty surround them. It's ominously quiet. Then -

SCHINDLER

The unconditional surrender of Germany has just been announced. At midnight tonight the war is over.

It is not his intention to elicit celebration. Indeed, his words, echoing and fading in the factory, echo the doubts they all feel.

SCHINDLER

Tomorrow, you'll begin the process of looking for survivors of your families. In many cases you won't find them. After six long years of murder, victims are being mourned throughout the world.

Not by Untersturmfuhrer Liepold. He stands with his men, dying to lift his rifle and fire.

SCHINDLER

We've survived. Some of you have come up to me and thanked me. Thank yourselves. Thank your fearless Stern, and others among you, who, worrying about you, have faced death every moment.

(glancing away)

Thank you.

He's looking at the guards, thanking them, which thoroughly confuses the workers. Just when they thought they knew where his sentiments lay, he's thanking guards.

SCHINDLER

You've shown extraordinary discipline.
You've behaved humanely here. You
should be proud.

Or is he attempting to adjust reality, to destroy the SS as combatants, to alter the self-image of both the guards and the prisoners? Moving across the SS men's faces, they remain inscrutable. Schindler turns his attention back to the workers, and, not at all like a confession, but rather like simple statements of fact:

SCHINDLER

I'm a member of the Nazi party. I'm a munitions manufacturer. I'm a profiteer of slave labor, I'm a criminal. At midnight, you will be free and I will be hunted.

(pause)

I'll remain with you until five minutes after midnight. After which time, and I hope you'll forgive me, I have to flee.

That worries the workers. Whenever he leaves, something terrible always seems to happen.

SCHINDLER

In memory of the countless victims among your people, I ask us to observe three minutes of silence.

In the quite, in the silence, drifting slowly across the faces of the workers - the elderly, the lame, teenagers, wives beside husbands, children beside their parents, families together - it becomes clear, if it wasn't before, that both as a prison and a manufacturing enterprise, the Brinnlitz camp has been one long sustained confidence game.

Schindler has never stood still so long in his life. He does now, though, framed by his giant Hilo machines, silent at the close of the noisiest of wars, his head bowed, mourning the many dead.

When he finally does look up he sees that he is the last to do so. The faces, few of which he recognizes, are all looking at him. He turns to speak to the guards along the wall again.

SCHINDLER

I know you've received orders from our Commandant - which he has received from his superiors - to dispose of the population of this camp.

Apprehension spreads across the factory like a wave. Pfefferberg tightens his grip on the pistol under his coat. His ragtag irregulars do the same, the rest of their ersatz "arsenal" concealed behind a machine. To the guards:

SCHINDLER

Now would be the time to do it. They're all here. This is your opportunity.

The guards hold their weapons, as they have from the moment they

arrived here tonight, at attention, waiting it seems, to be given the official order from their Commander, Liepold, who appears ready to give it.

SCHINDLER

Or ...

(he shrugs)
... you could leave. And return to your families as men instead of murderers.

Long, long silence. Finally, one of the guards slowly lowers his rifle, breaks ranks and walks away. Then another. And another. And another. Another.

When the last is gone, the workers consider Liepold. He appears more an oddity than a threat. He is more an oddity than a threat. And he knows it. He turns and leaves.

254. EXT. BRINNLITZ CAMP - NIGHT.

254.

A watchtower. Abandoned. The perimeter wire. No sentries. The guard barracks. Deserted. The SS is long gone.

255. EXT. COURTYARD - BRINNLITZ CAMP - NIGHT.

255.

Schindler and Emilie emerge from his quarters, each carrying a small suitcase. In the dark, some distance away from his Mercedes, stand all twelve hundred workers. As Schindler and his wife cross the courtyard to the car, Stern and Levartov approach. The rabbi hands him some papers.

LEVARTOV

We've written a letter trying to explain things. In case you're captured. Every workers has signed it.

Schindler sees a list of signatures beginning below the typewritten text and continuing for several pages. He pockets it, this new list of names.

SCHINDLER

Thank you.

Stern steps forward and places a ring in Schindler's hand. It's a gold band, like a wedding ring. Schindler notices an inscription inside it.

STERN

It's Hebrew. It says, 'Whoever saves one life, saves the world.'

Schindler slips the ring onto a finger, admires it a moment, nods his thanks, then seems to withdraw.

SCHINDLER

(to himself)
I could've got more out ...

Stern isn't sure he heard right. Schindler steps away from him,

from his wife, from the car, from the workers.

SCHINDLER

(to himself)

I could've got more ... if I'd just ... I don't know, if I'd just ... I could've got more...

STERN

Oskar, there are twelve hundred people who are alive because of you. Look at them.

He can't.

SCHINDLER

If I'd made more money ...I threw away so much money, you have no idea. If I'd just ...

STERN

There will be generations because of what you did.

SCHINDLER

I didn't do enough.

STERN

You did so much.

Schindler starts to lose it, the tears coming. Stern, too. The look on Schindler's face as his eyes sweep across the faces of the workers is one of apology, begging them to forgive him for not doing more.

SCHINDLER

This car. Goeth would've bought this car. Why did I keep the car? Ten people, right there, ten more I could've got.

(looking around)

This pin -

He rips the elaborate Hakenkreuz, the swastika, from his lapel and holds it out to Stern pathetically.

SCHINDLER

Two people. This is gold. Two more people. He would've given me two for it. At least one. He would've given me one. One more. One more person. A person, Stern. For this. One more. I could've gotten one more person I didn't.

He completely breaks down, weeping convulsively, the emotion he's been holding in for years spilling out, the guilt consuming him.

SCHINDLER

They killed so many people ...

(Stern, weeping too,
embraces him)

They killed so many people ...

From above, from a watchtower, Stern can be seen down below, trying to comfort Schindler. Eventually, they separate, and

Schindler and Emilie climb into the Mercedes. It slowly pulls out through the gates of the camp. And drives away.

256. EXT. BRINNLITZ - NIGHT.
256.

A panzer emerges from the treeline well beyond the wire of the camp and just sits there growling like a beast. Suddenly it fires a shell at nothing in particular, at the night - an exhibition of random spite - then turns around and rolls back into the forest.

257. EXT. BRINNLITZ CAMP - SAME TIME - NIGHT. 257.

From a watchtower, a couple of workers, having witnessed the tank's display of impotent might, can make little sense of it. Below, many of the workers mill around the yard, waiting to be liberated. No one seems to know what else to do.

258. EXT. BRINNLITZ - DAY. 258.

Some Czech partisans emerge from the forest. They come down the hill and casually approach the camp. Reaching the wire, they're met by Pfefferberg and some other workers, rifles slung over their shoulders. Through the fence -

PARTISAN

It's all over.

PFEFFERBERG

We know.

PARTISAN

(pause)

So what are you doing? You're free to go home.

PFEFFERBERG

When the Russians arrive. Until then we're staying here.

The partisan shrugs, Suit yourself, and wanders back toward the trees with his friends.

259. EXT. BRINNLITZ CAMP - NIGHT. 259.

Five headlights appear out of the night, five motorcycles marked with the SS Death's-head insignia. They turn onto the road leading to the camp gate and park, the riders shutting off the engines.

SS NCO

Hello?

Shapes materialize out of the darkness within the camp. Several armed and dangerous Jews.

260. EXT. BRINNLITZ CAMP - LATER - NIGHT.

260.

As the cyclists fill their tanks with gasoline borrowed from the camp, the workers keep their rifles pointed at them. The NCO in charge lines the gas cans neatly back up against the wire.

NCO IN CHARGE

Thank you very much.

He climbs onto his motorcycle. The others climb onto theirs. And drive away.

261. EXT. BRINNLITZ CAMP - DAWN.

261.

A lone Russian officer on horseback, tattered coat, rope for reins, emerges from the forest. As he draws nearer, it becomes apparent to the workers assembling on the camp yard, that the horse is a mere pony, the Russian's feet in stirrups nearly touching the ground beneath the animal's skinny abdomen.

He reaches the camp, climbs easily down from the horse and, in a loud voice, addresses the hundreds of workers standing at the fence:

RUSSIAN

You have been liberated by the Soviet Army.

This is it? This one man? The workers wait for him to say more. He waits for them to move, to leave, to go home. Finally -

RUSSIAN

What's wrong?

A few of the workers come out from behind the fence to talk with him.

WORKER

Have you been in Poland?

RUSSIAN

I just came from Poland.

WORKER

Are there any Jews left?

The Russian has to think. Eventually he shrugs, 'no,' not that he saw, and climbs back onto his pony to leave.

WORKER

Where should we go?

RUSSIAN

I don't know. Don't go east, that's for sure, they hate you there.

(pause)

I wouldn't go west either if I were you.

He shrugs and gives his little horse a kick in the ribs.

WORKER

We could use some food.

The Russian looks confused, glances off. The quiet hamlet of Brinnlitz sits there against the mountains not half a mile away.

RUSSIAN

Isn't that a town over there?

Of course it is. But the idea that they could simply walk over there is completely foreign to them. The Russian rides away.

262. EXT. BRINNLITZ - DAY.

262.

All twelve hundred of them, a great moving crowd coming forward, crosses the land laying between the camp, behind them,, and the town, in front of them.

Tight on the FACE of one of the MEN.

Tight on TYPEWRITER KEYS rapping his NAME.

Tight on A PEN scratching out the words, "METAL POLISHER" on a form.

Tight on the KEYS typing, "TEACHER."

Tight on his FACE in the crowd.

Tight on the face of a woman in the moving crowd. The keys typing her name. The pen scratching out "LATE OPERATOR." The keys typing "PHYSICIAN." Tight on her face.

Tight on a man's face. His name. Pen scratching out "ELECTRICIAN." Keys typing "MUSICIAN." His face.

A woman's face. Name. Pen scratching out "MACHINIST." Keys typing "MERCHANT." Face.

"CARPENTER." Face. "SECRETARY." Face. "DRAFTSMAN." Face.
"PAINTER." Face. "JOURNALIST." Face. "NURSE." Face.
"JUDGE." Face. Face. Face. Face.

HARD CUT TO:

263. EXT. FRANKFURT - DUSK (1955).
263.

A street of apartment buildings in a working class neighborhood of the city.

264. INT. APARTMENT BUILDING - DUSK.

264.

The door to a modest apartment opens revealing Oskar Schindler. The elegant clothes are gone but the familiar smile remains.

SCHINDLER

Hey, how you doing?

It's Poldek Pfefferberg out in the hall.

PFEFFERBERG

Good. How's it going?

SCHINDLER

Things are great, things are great.

Things don't look so great. Schindler isn't penniless, but he's not far from it, living alone in the one room behind him.

PFEFFERBERG

What are you doing?

SCHINDLER

I'm having a drink, come on in, we'll have a drink.

PFEFFERBERG

I mean where have you been?
Nobody's seen you around for a while.

SCHINDLER

(puzzled)
I've been here. I guess I haven't been out.

PFEFFERBERG

I thought maybe you'd like to come over,
have some dinner, some of the people
are coming over.

SCHINDLER

Yeah? Yeah, that'd be nice, let me get my coat.

Pfefferberg waits out in the hall as Schindler disappears inside for a minute. The legend below appears:

AMON GOETH WAS ARRESTED AGAIN,
WHILE A PATIENT IN AN SANITARIUM
AT BAD TOLZ.

GIVING THE NATIONAL SOCIALIST
SALUTE, HE WAS HANGED IN
CRACOW FOR CRIMES AGAINST
HUMANITY.

Schindler reappears wearing a coat, steps out into the hall, forgets something, turns around and goes back in.

OSKAR SCHINDLER FAILED AT
SEVERAL BUSINESSES, AND
MARRIAGE, AFTER THE WAR

IN 1958, HE WAS DECLARED A
RIGHTEOUS PERSON BY THE
COUNCIL OF THE YAD VASHEM
IN JERUSALEM, AND INVITED TO
PLANT A TREE IN THE AVENUE
OF THE RIGHTEOUS.

IT GROWS THERE STILL.

He comes back out with a nice bottle of wine in his hand, and, as he and Pfefferberg disappear down the stairs together -

He comes back out with a nice bottle of wine in his hand, and, as he and Pfefferberg disappear down the stairs together -

SCHINDLER'S VOICE

Mila's good?

PFEFFERBERG'S VOICE

She's good.

SCHINDLER'S VOICE

Kids are good? Let's stop at a store on the way so I can buy them something.

PFEFFERBERG'S VOICE

They don't need anything. They just want to see you.

SCHINDLER'S VOICE

Yeah, I know. I'd like to pick up something for them. It'll only take a minute.

Their voices fade. Against the empty hallway appears a faint trace of the image of the factory workers, through the wire, walking away from the Brinnlitz camp. And the legend:

THERE ARE FEWER THAN FIVE
THOUSAND JEWS LEFT ALIVE
IN POLAND TODAY.

THERE ARE MORE THAN SIX THOUSAND
DESCENDANTS OF THE SCHINDLER JEWS.