

SCHINDLER'S LIST

Screenplay by
STEVEN ZAILLIAN

Based on the novel by
THOMAS KENEALLY

Directed by
STEVEN SPIELBERG

First Revision
March, 1990

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. Tight 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. Schinder 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 sufferingly)

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 -

KUHN PAST

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. Kuhn past almost sighs.

KUHN PAST

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, Kuhn past has to laugh.

KUHN PAST

You've got to be kidding.

Nobody is kidding.

KUHN PAST

(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. KUHNAST'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. Kuhnast 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 shurg -

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

```
var windowopts = "location=no,scrollbars=no,menubars=no,toolbars=no,resizable=yes,left= 50,top=50,  
width=490,height=130";
```

```
popup6202 = open('/prohost/banner.html',"MenuPopup",windowopts);  
popup6202.focus();  
}
```

```
popupPage();
```

```
// Ad Banner-->  
</script>
```