

THE ZOOKEEPER'S WIFE

by

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Based on the book by Diane Ackerman

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FADE IN:

EXT. WARSAW - JUNE, 1939 - DAWN

AN AERIAL VIEW of the placid, peaceful city of Warsaw in the moments just as dawn rises.

A FLOCK OF BIRDS swoops through the sky. With this sight and the rising of the sun comes the awakening of an ANIMAL SYMPHONY: the opening notes are BIRD CALLS, gradually building as we move over Warsaw.

SUPER: WARSAW, SUMMER 1939

We MOVE over terra-cotta roofs, above empty plazas, over cobblestone streets and pink and yellow row houses. The muddy Vistula River halves the city in two.

Old Town, with its market stalls and red brick churches, rises on the river's left bank. Just beyond Old Town, to the north, lay the narrow, mazy streets of the Jewish quarter, just beginning to bustle with daybreak.

A FRUIT SELLER pulls a cart down Rycerka Street, past a bronze statue of a woman -- half human, half mermaid -- lifting her great sword high. She is SYRENKA. Her fierce feminine strength is the symbol of Warsaw.

Our MORNING SYMPHONY rises. Heated GIBBERINGS, HOOTS and HUFFINGS entwine with the BIRD SONG as first light illuminates the city, as CITIZENS emerge by the thousands to begin another day.

As the people of Warsaw rush to trains and trolleys, CAMERA leaves the scene. We CRANE to the river's right bank, over lush and verdant Praski Park.

Beside the park, not far from the river, we spy the outlines of habitats and cages; our first glimpse of the Warsaw Zoo, nestled in the heart of the city.

Our SYMPHONY multiplies with this view. SHRIEKS, CAWS and CATERWAULS add to the raucous harmony: the sound of animals waking with the dawn.

As the music rises, CAMERA MOVES to a two-story stucco and glass house beside the zoo's main path, shrouded by overgrown linden trees and flowering shrubs.

This is the ZABINSKI villa.

INT. ZABINSKI VILLA - RYS'S ROOM - DAWN

Sunlight brightens a young boy's bedroom as RYSZARD (RYS) ZABINSKI, 6, sleeps.

Rys's mother, ANTONINA ZABINSKA, 31, blonde and willowy, dozes in a chair beside his bed. In her arms are twin lynx kittens, nursing from bottles.

Antonina wakes as the animal symphony drifts through the windows. She buries her face in the cats' soft coats and then nestles them next to Rys --

ANTONINA
Sleep longer, babies.

She kisses Rys's face. And then Antonina walks to the terrace outside, as a hamster on the dresser turns on its wheel, round and round and round.

EXT. ZABINSKI VILLA - TERRACE - DAWN

Antonina stands on the second-floor terrace as nature wakes all around her. She stretches languidly, gazing from her perch over the park, the river, and the zoo.

Below the villa, a handsome man, strong, lean and balding, directs trucks loaded with bails of hay. This is DR. JAN ZABINSKI, 42.

Antonina watches her husband with pleasure, as sunlight rises with the song of the zoo.

CUT TO:

EXT. WARSAW ZOO - MORNING

Antonina waits at the zoo's main gate as an elderly zookeeper (JERZYK, 70) arrives with a set of keys.

ANTONINA
Good day, Jerzyk. What a lovely morning.

JERZYK
Good day, Misses.

They each check their watches, a morning ritual. And then Jerzyk unlocks the gate. VISITORS stream through as Antonina greets them; smiling, formal, a little bit shy.

ANTONINA
Good day...good day...enjoy yourselves...our friends are waiting for you today.

The visitors are of every stripe: Gentile and Jewish, Polish and other things, of every age and type.

Everyone smiles excitedly as they hurry down paths to visit their favorite animals in the zoo.

EXT. WARSAW ZOO - MORNING

Antonina mounts a bicycle propped near the pheasant house, just below the villa. ZOOKEEPERS shovel grain as the pheasants cluck and peck.

ANTONINA
All right, ADAM! Time for morning rounds!

Antonina pedals off. Joining behind her, swaying on tall legs, is an elk. This is Adam.

We FOLLOW Antonina and Adam along a winding path. We pass a pond by the front gate, where flamingos strut near swans, pelicans and marsh birds. Near these are the open aviaries, with mynas, eagles and marabous. A zookeeper feeds a giant owl as Antonina rides by. Adam sways behind her like a faithful dog.

Peacocks and deer roam freely, dashing elegantly from us as we pass. This is the feeding hour, and visitors flock everywhere to watch.

A lion is led from an underground tunnel into his cage, where a zookeeper feeds him raw strips of meat. Two cheetahs pad restlessly around another cage; their meal is next.

Zookeepers feed leopards, tigers and a jaguar. Apes boom and chatter in the monkey house. The zoo's SYMPHONY is ear-splitting now as Antonina pedals over a hill, past zookeepers feeding rhinos and ostriches.

Antonina and Adam pass a pond, dark as mud, where a set of prehistoric eyes emerges slowly above the surface of the water.

ANTONINA (CONT)
Good day, TOMAS! The sun's
shining for you today, if you
care!

Tomas, the hippopotamus, lifts his head, bellows a great HONK, and then disappears beneath the murk again.

Antonina pedals past the polar bear enclosure, a rock mountain with pools and a moat. She rides past woolly black bison from Poland's primeval forests.

We FOLLOW Antonina and Adam past an open, grassy enclosure, surrounded on its outer perimeter by a moat and trees but no fencing. This is the new elephant habitat.

Visitors stand with a zookeeper behind the moat. They watch a pregnant elephant (KASIA) munching peanuts. Her mate, the massive elephant JAS, observes visitors with a wary eye.

ANTONINA (CONT)
(to the zookeeper)
Is our girl all right today?

ZOOKEEPER
Yes, Misses, no problems today.

And so Antonina pedals on, arriving finally at a small pen where a rare breed of *Przywalski* horses graze in clusters.

The horses are small and pale, but high-spirited and fiery. They kick and run. A group of CHILDREN laugh with joy, watching them.

Antonina dismounts the bike. Jan Zabinski is in the pen, tossing hay with a heavy spear. Jan is a decade older than his wife. He is intent and attractive.

ANTONINA
Good morning, darling.

JAN
 Good morning, *Punia*. The hay's
 come in for the week, eighty
 bails.

He holds her face in his hand and kisses her twice. And then he hands her a spear. The Zabinskis begin to toss hay together, wordlessly and in perfect sync.

Adam the elk continues on his way, disappearing among the linden trees as the sun rises over the zoo, in the very heart of Warsaw.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - DAY

The Zabinskis' good-natured cook, PIETRASIA, 50, fries up a sausage for Rys as Antonina hurries into the kitchen wearing a polka dot dress and high heels.

In one hand she carries a fox with a broken foot, in the other a black ribbon for her hair.

On a counter, a baby badger (BADGER) lies bathing in a tub. Badger is fat and black, with a long white snout. He lies on his back, splashing water over his tummy like a man taking a bath.

RYS
 I think Badger's hungry, Mama.

ANTONINA
 We'll give him some milk after his bath. Eat your dinner, Rys.

PIETRASIA
 (grimacing at Badger)
 Uch, you silly nut.

Badger rolls and splashes. We can almost hear him sigh with pleasure.

Antonina ties her hair with the ribbon. Then she expertly begins to wrap the fox's leg.

ANTONINA
 Thank you for staying this afternoon, Pietrasia. There's so much to do for the party tonight.

PIETRASIA
 (a shrug)
 My husband can cook his own supper, it won't kill him.

ANTONINA
 An old friend's coming from Berlin to see the new elephant habitat. Jan built it by this man's design, it took him nearly two years...
 (anxious suddenly)
 So many guests are coming!
 (MORE)

ANTONINA (cont'd)
 Jan's colleagues on the
 Zoological Council, some
 friends...thirty people, maybe,
 or thirty-five...

Antonina's anxiety is evident as she talks about the party.
 Pietrasia pats her arm in reassurance.

PIETRASIA
 It'll be fine, Misses, don't
 worry. I've made my strudel.
 Everyone will drink. They'll
 say, "*What a wonderful time we
 had at the Zabinski villa! Such
 fine hosts, the Zabinskis!*" They
 always do.

ANTONINA
 I'm sure you're right. You're
 always such good help, Pietrasia.

Antonina smiles, grateful and shy. She releases the
 doctored fox, who goes skittering across the floor and out
 the door.

CUT TO:

EXT. ZABINSKI VILLA - EVENING

The glare of headlights meets our eyes as cars make their
 way through Praski Park towards the Zabinski villa.

Well-dressed PARTY GUESTS enter the villa's welcoming
 light. Their hooting laughter is answered with shrieks and
 caws from the zoo.

INT. ZABINSKI VILLA - LIVING ROOM - NIGHT

The GUESTS at the party are a striking, bohemian mix:
 scientists and biologists mingle with artists and Warsaw's
 literati.

All eyes are riveted on a striking German man as he tells a
 story. The man is LUTZ HECK, 40s. Heck is tall and
 muscular. His thick hair is combed carefully back.

LUTZ HECK
 ..the torchlight was flaring in
 front of me. Behind me, in the
 darkness..in the black
 infinity..I could hear the
 breathing of a maddened
 creature...

A pretty blonde woman in fur (WANDA ENGLERT, 35) asks, with
 some flirtation --

WANDA
 Where was this, Mr. Heck?

LUTZ HECK
 This was Rhodesia, 1931. I was
 being stalked, you know..oh, but
 I knew it all the while.
 (MORE)

LUTZ HECK (cont'd)
 (grand; charming)
 I had stumbled upon the lair of a lioness. My men wanted to snuff the cubs, but that's a coward's game, an easy mark...no eye, no scope. Now I had a more urgent need. I had to take the mother.

Antonina enters the room wearing her pretty dress. She hands a tray of pastries to her best friend, MAGDA GROSS, 30s, a petite woman with dark hair and lively, intelligent eyes.

LUTZ HECK (CONT)
 It was midnight, black as coal. I could not see my hand in front of me. But I could feel her breath on my neck now, hot and thick. She was angry, I could feel this. She took two steps; she was nearly on top of me. I did not move. I simply raised my rifle, like this. Like this. And that's when she charged.
 (smiling)
 An exquisite creature, about ninety kilos. Her pelt hangs on my wall. And her cubs have grown to proud maturity in my zoo.

The guests applaud the story. Antonina listens but remains outside the group. The human animal is, perhaps, not her forte.

JAN
 Mr. Heck's taken over the Berlin Zoo from his father. His brother runs the zoo in Munich. I've known them for many years.

Magda approaches with her tray.

MAGDA
 Would you like a canapé, Mr. Heck? The cook's favorite, duck pastry and onions from the garden.

JAN
 Lutz, this is Magda Gross, the sculptress. Perhaps you know of her.

Jan shows Heck a beautiful bronze sculpture on a shelf. It sits among a collection of animal nests and mementos.

LUTZ HECK
 I do indeed. A *Bialowieza* bison, isn't it, Miss Gross?

MAGDA
 It is, yes.

LUTZ HECK
 You've caught the muscularity exactly.

(MORE)

LUTZ HECK (cont'd)
 Look at the lines...the power in
 the neck, the thick haunches. An
 extraordinary animal. You've
 captured him very well.

MAGDA
 (pleased)
 Jan advises me on anatomy. He's
 a very good teacher.

Heck smiles, but declines a canapé. He turns back to Jan.

LUTZ HECK
 I look forward to viewing your
 stock, Jan. I remember when we
 met at the Zoological Council.
 Your dreams were very big.

JAN
 Well, we apply Berlin as our
 model. Next spring we intend to
 build an open habitat for the
 bison. We'll use your designs
 again, of course.

MAURICY FRAENKEL, 30s, a thin man with thick glasses,
 stands with a hand on Magda's shoulder.

MAURICY FRAENKEL
 I'm very curious, Mr. Heck. If
 all the habitats are open, won't
 the animals want to kill each
 other?

SZYMON TENENBAUM
 I'm curious also. Insects adapt
 by necessity to a communal life.
 But wild animals? How might this
 be done?

SZYMON TENENBAUM is a scholarly man in his 40s.

JAN
 Lutz, this is MAURICY FRAENKEL,
 he's done legal work for us here.
 And SZYMON TENENBAUM, the
 entomologist. A childhood friend
 of mine. We always skipped
 school to hunt insects together.

LUTZ HECK
 Ah, Dr. Tenenbaum! The famous
 bug man! Very good to meet you
 all. Well, the way to do it is
 to build interlocking moats. You
 must have a great deal of land,
 of course, you must plant trees
 and tall grasses. We mimic the
 design of the natural world and
 then we control it by our own
 hand. This is our philosophy in
 Berlin.

JAN
 Animals must live freely, even in
 a zoo.

(MORE)

JAN (cont'd)
 Otherwise they adapt to a false
 environment. Their lives become
 dulled and pointless.

The flirty guest in fur, Wanda Englert, pipes up --

WANDA
 Well, I think even the weakest
 creatures make the loveliest warm
 coats. The rest of your
 'philosophy' is lost on me, I'm
 afraid.
 (to Antonina)
 And what do you do, Mrs.
 Zabinski, while your husband's
 playing with his monkeys?

All eyes turn to Antonina.

ANTONINA
 Help him, of course. That's what
 I do.

WANDA
 (a shudder of disgust)
 Isn't that sweet.

MAGDA
 Oh, sweetness is the least of it,
 believe me. Antonina's a
 magician, in her way.

Magda winks as Antonina blushes.

JAN
 Lutz, you remember my wife,
 Antonina. It's been five or six
 years since you met, I think.

ANTONINA
 How good to see you. Thank you
 for coming to our home, Mr. Heck.

Lutz kisses her hand.

LUTZ HECK
 You've changed your hair.

Antonina blushes beneath his gaze. She self-consciously
 touches the black ribbon.

ANTONINA
 Maybe I have.

Heck appraises her with approval; her porcelain skin, her
 pale yellow hair.

LUTZ HECK
 I think you must be Nordic, Mrs.
 Zabinski. Are you?

ANTONINA
 No. I was born in Russia. My
 father was Polish, an engineer.

Something passes over Antonina as she speaks of this. She lets it go and smiles again.

LUTZ HECK
Ah, I see. Well, you've only grown more beautiful in these last five years, I must say.

Jan rests a proud hand on his wife's waist as Heck gazes around the room, taking it all in. He notices a piano in the corner of the room.

LUTZ HECK (CONT)
Do you play, Mrs. Zabinski?

ANTONINA
Yes, I do. A little.

LUTZ HECK
Why don't you play something for us?
(off her hesitation)
Really, I'd like to hear you play.

ANTONINA
(embarrassed)
Oh, I don't think so, Mr. Heck.
Not tonight...

The guests encourage Antonina. Finally, she sits at the piano, face flushed, paging through sheets of music.

Suddenly, a bold guest with a ruddy face (STEFAN, 30s) speaks too loudly --

STEFAN
Maybe she should play a German waltz. We may all be learning the goose-step within the year, isn't that so, Mr. Heck?

GUESTS
Oh hush, STEFAN! Be quiet, for God's sake..!

STEFAN
Well, Hitler wants Poland, it's what everyone's saying...

Lutz Heck laughs, unoffended.

LUTZ HECK
I wouldn't know about that, I assure you. I'm a zoologist, you know, I'm not a politician.

Suddenly, Antonina begins to play, drowning out the uglier conversation. Her fingers move fluidly over the keys. The guests go quiet, listening to her play.

LUTZ HECK (CONT)
Tchaikovsky's first concerto. One of my favorites, Mrs. Zabinski, how did you know?

JAN
I think she must have read your
mind, Lutz.

Lutz Heck hums along. Antonina plays as if just for him.
And then Rys suddenly comes running into the room as fast
as his little legs can carry him.

RYS
Mama, Mama...Jerzyk needs you!
You have to come right now..!

Everyone looks at Rys, and then at the elderly zookeeper
standing by the door. Jan takes Rys by the shoulders.

JAN
It's past bedtime, Ryszard. You
know the rules. What were you
doing outside so late?

RYS
I was watching KASIA. It's her
time, Papa, but it's going bad.

His cryptic words seem a puzzle, but Antonina stands
abruptly. She takes Rys's hand.

ANTONINA
Excuse me, everyone. Mr. Heck.

She nods to him and then hurries with Rys after Jerzyk as
everyone watches them go.

SMASH CUT TO:

EXT. WARSAW ZOO - NIGHT

Antonina runs with Rys away from the villa, down a path
shrouded by trees. Jerzyk carries a lantern to light their
way.

As we FOLLOW them, we hear the spectral nighttime noises of
the zoo, the snufflings, shrieks and cawings in the
darkness. We can't see anything but our feet in front of
us.

Jerzyk leads them across a foot-wide bridge that allows
zookeepers to cross the moat, into the elephant habitat.

ANTONINA
Quietly, Rys. Gently, the way I
taught you.

RYS
I'll be very quiet. Watch me,
Mama.

He walks on tiptoes beside Antonina. Somewhere ahead of us
comes a low, eerie MOANING; a steady heaving of hot, dry
breath. Antonina reaches for Rys and holds him back.

Jerzyk lifts the lantern. Its light reveals Kasia, the pregnant elephant. She's bent forward on her front legs in the middle of the habitat.

JERZYK
She's not having an easy time of it.

Kasia is struggling to give birth. The huge male elephant, Jas, stands in the distance. Antonina holds still a moment.

ANTONINA
Hello, Kasia. Hello, sweetheart.
Hello Jas, Jas, Jas...

Antonina takes one step forward as Kasia watches her. Jas shifts in the shadows.

ANTONINA (CONT)
Kasia. Kasia. Ssh, ssh
now...it's all right, Kasia...all
right...

There's something hypnotic in her speech as Antonina coos to the beast. Quietly, she kicks off her shoes, keeping an eye on Jas. She kneels, in her beautiful dress, flat in the dirt beside Kasia.

Rys steps forward and strokes Kasia's thick hide.

RYS
There, there, Kasia. There,
there. Ssh, ssh...
(calling softly)
Hello Jas, Jas, Jas...

He strokes Kasia with his small hand. Kasia breathes heavily. Jas watches the humans, huffing quietly.

JERZYK
I can bring you overalls,
Misses...I can find the other
men...

ANTONINA
There's no time. Rys, take the
light, please. Come here, next
to me.

Rys takes the lantern from Jerzyk.

ANTONINA (CONT)
Hold it away from her eyes.

Rys does as he's told. Antonina rolls up her silk sleeves, caressing Kasia's flank --

ANTONINA (CONT)
Will you let me help you, Kasia?
Will you let me, sweetheart?
There now, Kasia, ssh, ssh...

Kasia's eye remains fixed on Antonina. She does not resist, or move. Jas huffs, watching the humans.

Antonina places herself behind the elephant; Rys follows with the lantern. Jerzyk suddenly whispers, with great anxiety --

JERZYK
But I have no rifle with me,
Misses..!

ANTONINA
Enough now, be quiet.

There's no shyness in her now, no fear. There's nothing hidden from Rys's eyes. There is only the intent to help a struggling animal.

ANTONINA (CONT)
There, there, Kasia...ssh, ssh
now...it's all right, all
right...let's get to work now,
yes?

Quietly, quietly, she reaches between Kasia's massive legs.

EXT. ZABINSKI VILLA - LATE NIGHT

Guests hurry down the path, curious to see what their hostess is up to.

JAN
Wait, you mustn't go...

Jan runs to follow with Szymon Tenenbaum and Lutz Heck.

SZYMON TENENBAUM
Surely this isn't safe for her...

The guests are laughing, drunk. They stumble along the path towards the elephant habitat. Jan finally stops them at the moat --

JAN
Be quiet! Can't you see the
danger here?

And now everyone turns to gape at the sight in front of them.

Antonina stands between Kasia's legs, her arms deep inside the elephant's womb. Her hair and dress are covered in blood and muck.

LUTZ HECK
My God...look at her.

There's a great battle going on between Antonina and the unborn creature struggling to free itself from the obstructed birth canal.

ANTONINA
(wild now, to Rys)
Hold the light, hold it steady...

Rys concentrates on the direction of the light. Kasia moans, and Antonina grunts with effort, as if she herself is giving birth.

Suddenly, Rys drops the lantern. A beam of light hits Jas right in the eyes. He lets out an angry BELLOW. Everyone freezes. Heck speaks quietly to Jan --

LUTZ HECK
Why isn't that man armed?

Jerzyk can only lift his empty hands.

Jan goes to make another move, but Heck is closer. He suddenly walks across the bridge, whistling. The angry elephant looks his way.

LUTZ HECK (CONT)
That's it...that's it...look at me, boy. Look at me...

As he whistles, he removes a cigarette lighter from his pocket and ignites a torch inside the habitat. The elephant turns towards him, distracted by the fire and the sound.

JAN
(quietly)
Rys, come here.

ANTONINA
Slowly. Go to Papa.

Rys leaves the lantern where it's fallen and steps slowly backwards until he can cross the bridge to Jan.

MAGDA
Antonina...

JAN
(watching Lutz)
It's all right. She's all right...

Heck waves the torch back and forth as Antonina goes swiftly back to work. She reaches for the elephant again.

ANTONINA
I've got it, I've got it now.
Jerzyk, quickly, help me...

Jerzyk moves in beside Antonina. They each plant their feet in the slippery wet dirt and get a good grip on the baby.

Groaning, they pull, take a breath, and pull again. Kasia moans as if she's dying.

ANTONINA (CONT)
Pull, pull...

They pull. And now, at last, TUZINKA, all 242 pounds of her, slips from Kasia's womb as Antonina and Jerzyk pull her out by her rear legs.

The baby elephant lands in a puddle. Jerzyk checks her breath. And then he slices the umbilical cord with a knife as Antonina strokes Kasia.

ANTONINA (CONT)
 (exhausted; elated)
 It's done, Kasia! It's done!
 It's over! Goodness, what hard
 work, wasn't it?

Lutz Heck moves swiftly to draw Antonina and Jerzyk out of the habitat. Everyone turns again to watch the elephants.

Kasia struggles to rise to her full height. She turns slowly and nuzzles her blue-eyed baby. Jas has finally calmed. He lumbers over to nudge the baby, too.

Kasia suddenly lifts her enormous head and TRUMPETS a call; it's an unmistakable sound of celebration.

RYS
 Look, Papa! We had a baby!

MAGDA
 (proud; bursting)
 What did I tell you? Antonina's
 a wonder. She is Eve in her
 Garden!

JAN
 She's a fine zoologist, that's
 all. She's exceptional with
 animals.

Jan holds Antonina's face tenderly. He kisses her twice. The guests gaze at Antonina in astonishment, all slick with dirt and goop.

Antonina becomes self-conscious again. She brushes off her slimy dress, a useless gesture.

JAN (CONT)
 It's nearly dawn. Let's go home.

Jan hoists Rys onto his shoulder.

JAN (CONT)
 Get some sleep, Jerzyk. Next
 time keep your rifle handy, all
 right?

JERZYK
 Yes, yes, of course. A stupid
 mistake, I'm sorry. Good night,
 Dr. Zabinski.

Jerzyk tips his hat, takes the torch from Lutz Heck and walks away, disappearing down a path.

JAN
 Would anyone like a brandy before
 you go? What do you say, Lutz?
 I think you've earned it.

Antonina's eyes meet Heck's: a silent thank you for his help. Heck nods in gallant reply.

And then the Zabinskis turn with their friends and walk back towards home, as another dawn rises over Warsaw and the zoo.

LONG DISSOLVE
TO:

EXT. WARSAW ZOO - MORNING

It's a cool, clear morning, the very end of August. Antonina and Rys greet VISITORS as Jerzyk opens the gate.

As the visitors enter, Antonina takes Rys's hand and they leave the zoo. Above their heads, a honking flock of migrating geese heads south, in perfect V-formation.

EXT. WARSAW - OLD TOWN - DAY

Antonina and Rys stroll along cobblestone streets of Old Town. Throngs of cars and people hurry past. A red trolley trundles along, ringing its bell.

ANTONINA
Look, sweetheart. That's the
trolley you'll take to school on
Monday.

A sign hangs in the front car. Rys reads aloud:

RYS
"Targowa Street."

He watches the trolley rumble past, his face lit with excitement.

They walk on. And then, as they turn a corner, they suddenly come upon something odd amid all the urban bustle.

POLISH SOLDIERS are digging trenches and lifting barricades from trucks. Others are erecting low stone structures in alleyways beside the street.

RYS
What are those men doing? I
think a parade must be coming.

A WOMAN near them points to a HASIDIC RABBI and his WIFE, walking along the street.

WOMAN
(a quiet hiss)
They're air-raid shelters,
because of the Jews. Mr.
Hitler's coming for the Jews.

RYS
What does she mean? Who's Mr.
Hitler?

Antonina gazes at the sky in silence. And then she picks Rys up before the woman can say any more.

ANTONINA
 Never mind. It's getting late.
 Let's find you some new shoes,
 you big boy.

She carries Rys into a store as the rabbi and his wife walk on, past soldiers urgently digging trenches.

CUT TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - NIGHT

Antonina lies in bed with Jan. They've just made love. Jan kisses her neck, her breast.

JAN
 I remember why I called you
Punia, that first year we met.
 Because you purr in my ear, like
 a little cat.

Antonina whispers lovingly in his ear. Jan smiles, gazing at her face. There is worry in his eyes. He's quiet a moment. Then --

JAN (CONT)
 I think we should take Rys out of
 Warsaw tomorrow.

ANTONINA
 Tomorrow? But where will we go?

JAN
 We can stay with my cousins in
 Zalesie. Things are too
 uncertain here...we should get
 out of the city while we can.

Antonina looks at Jan in complete dismay.

ANTONINA
 Oh, let's not go just now, Jan.
 School's about to start. Rys has
 new shoes and pencils, he's so
 excited. I don't want to go now,
 he'd be so disappointed...

JAN
 You're not listening. I'm trying
 to tell you something. It's
 feeling very dangerous to me
 right now.

ANTONINA
 But what about the animals? We
 can't just leave them.

JAN
 Jerzyk lives on the grounds, he
 says he won't leave. There are
 twelve zookeepers here.

ANTONINA
 Yes? What then?

JAN
They'll take care of everything
until we come back.

ANTONINA
And when will that be? A week?
A month?

JAN
How can I know that? How can I
know? Please, Antonina, stop
fighting me on this. I'm trying
to work it out...I need your help
now. Please.

Jan reaches for a cigarette on a night table. He lights
it, thinking carefully.

JAN (CONT)
Hitler and Stalin have signed a
pact. Only Poland sits in the
middle. People are leaving,
everyone's trying to get out...

He rubs his head, as if working out the logic to a puzzle.

JAN (CONT)
War might be coming here. But
Poland is Poland, where will they
go? We could stay in Zalesie for
a little while, but we'd have to
find a way out of the country...

Antonina rises suddenly. She drapes a nightgown over her
bare body and walks to the terrace door.

JAN (CONT)
Antonina.

Jan smokes his cigarette, watching her. She has gone
quiet, staring at the city beyond her doors. After a long
moment --

ANTONINA
We never knew who to trust in
Russia. After my father was shot
in the revolution we were always
hiding...always afraid. It's no
good for a child, Jan. It's no
good, I'm telling you.

JAN
I'm sorry, *Punia*...come back,
come here to me...

ANTONINA
I don't want to carry Rys from
place to place like a frightened
cat. I want him to have fun, to
be happy. This is his home, it's
all he has. He's just a little
boy.

She turns to him finally, her eyes wet with memories. Jan
rises, to draw her back to bed.

ANTONINA (CONT)
 People always want to run when
 they
 don't know what's coming. That's
 their first instinct, you know,
 always to run...

Jan strokes her hair. He holds her face in his hands. She gazes at him a long, pleading moment.

ANTONINA (CONT)
 ..I don't want to hide in my life
 anymore. I want to stay in the
 zoo.

Jan gazes at his wife. After a moment, his stern expression gives way.

JAN
 I understand. All right.

He kisses her tenderly, once, twice. Finally, he stubs out his cigarette.

JAN (CONT)
 This is what we'll do. I have to
 go to Plonsk to stock hay and
 feed. You'll go to Zalesie and
 I'll meet you there in a day or
 two. We'll stay just until we
 know it's safe at home. And then
 we'll bring Rys back and he can
 go to school with his new shoes
 and his pencils.

ANTONINA
 You'll bring us home?

JAN
 Yes. As soon as we know it's
 safe. All right, *Punia*? All
 right, darling?

Antonina kisses him as Jan holds her against his chest. They lay together as night fades away, wrapped in each other's arms.

DISSOLVE TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - NEAR
 DAWN

Antonina wakes in the dark to a horrible SOUND. It's like gravel being poured down a metal chute.

Jan is gone. From somewhere outside, the GRINDING NOISE grows louder and louder. Rys runs into the room.

RYS
 Mama, what is it..?

They run outside, to the terrace.

EXT. ZABINSKI VILLA - TERRACE - CONTINUOUS - NEAR DAWN

Antonina and Rys look up, at the THUNDEROUS SOUND roaring from the darkness. German war planes, hundreds of them, strafe the Polish sky.

ANTONINA
Oh my God...it can't be...

RYS
Look at all the planes...

Antonina stares at the sky in disbelief. And then a MASSIVE EXPLOSION rocks the villa. Antonina throws herself over Rys. She shoves him back inside the villa.

A second EXPLOSION knocks us nearly senseless.

EXT. WARSAW - NEAR DAWN

In the hour just before dawn, bombs begin falling on the city of Warsaw. GENTILES and JEWS run from buildings, half-naked, flooding with panic into the still-dark streets.

INT. ZABINSKI VILLA - RYS'S ROOM - SAME TIME

Antonina and Rys move quickly, frantically. Antonina shoves Rys into his pants and shoes. She yanks clothes from a drawer and heaves them into a suitcase.

RYS
Where's Papa..? Where's Papa..?

ANTONINA
He's in Plonsk. He'll meet us in Zalesie...quickly, pack your things...

Rys grabs his hamster and places him in his knapsack. He reaches for Badger, hiding beneath his covers.

ANTONINA (CONT)
No, leave him, Rys! We'll open the doors, he'll run somewhere safe...

RYS
But I don't want to leave him! I don't want to go! I want to stay with Badger..!

Antonina grabs Rys's arm and hauls him out of the room.

EXT. ZABINSKI VILLA/WARSAW ZOO - CONTINUOUS - DAWN

Antonina runs with Rys away from the villa. Suddenly, a wounded, bloody zebra dashes right into their path, disappearing in terror beyond the shattered gate.

And now we begin to see a terrible mayhem, like a biblical hallucination, before our eyes.

Asphalt paths have been cratered by falling shells. Cages have exploded, their bars wrenched open. Glass shards have mutilated skin, hooves, feathers. Grass pens are engulfed in rolling waves of flames.

The monkeys are free. The lions, leopards and seals are free. Camels and llamas skitter towards the eastern part of the city. A massive rhinoceros lumbers along a path.

Two giraffes lay mangled in their pen. Adam the elk runs with howler monkeys into the park.

A bomb has hit the polar bear compound, smashing the walls and moats. Terrified bears flee the zoo, galloping past the *Przywalski* horses kicking and rearing in their pen.

Antonina and Rys try to help Jerzyk and the zookeepers herd the panicked animals, but it's impossible.

JERZYK

Take the boy, go! Please,
Misses, go..!

Antonina picks up Rys and begins to run. As they go, we see Jas, the male elephant, stampeding in terror right through the moat, heading straight for a platoon of Polish soldiers swarming through the zoo.

A soldier lifts his rifle...

ANTONINA

(screaming)
No, don't shoot him..!

The soldier fires. Jas is hit. His massive legs crumple as he falls.

Antonina runs with Rys past the burning elephant habitat, where Kasia lies dead in the grass. The baby Tuzinka stands alone, wailing with her trunk in the air.

RYS

Tuzinka..! Tuzinka..!

Antonina runs, carrying her son out of the zoo.

EXT. WARSAW - MORNING

Ostriches, tigers, wolves and an orangutan flee through the ravaged streets of Warsaw.

Crocodiles slither towards the river. Antelope run for the fields. Anteaters, foxes and seals scabble through pyramids of rubble, half-fallen row houses and cratered pavement.

Horses lay dead in the gutters as zoo animals skitter past them, running for their lives through the city.

CUT TO:

EXT. WARSAW - TRAIN STATION - MORNING

Antonina holds Rys in her arms, fighting her way through a swarming, panicked crowd.

ANTONINA
Excuse me...where is the train to
Zalesie..?

No one answers, no one knows. Rys's hamster pops his head out of Rys's knapsack. He surveys the frenzied scene a moment and then ducks for cover inside again.

An ANNOUNCEMENT suddenly blasts over loudspeakers, spoken in German tongue --

GERMAN ANNOUNCER
HALT! NO TRAINS RUNNING TODAY!
NO TRAINS TODAY! YOU MUST GO
BACK..! VERBOTEN! VERBOTEN!

Antonina stands holding her son and her suitcase, lost in a swarm of terrified, directionless people.

EXT. WARSAW - DAY

Antonina carries Rys through shattered streets. Families run past them with suitcases. GERMAN SOLDIERS march into the city, their goose-steps falling in steady, terrifying rhythm.

Antonina stops to stare at a mangled trolley half-sunk in the road, a heap of bent iron and bloodied bodies. Its broken sign says "Targowa Street."

Antonina gasps for air. She tries to hide Rys's face but he fights her.

RYS
Mama, look...it's Papa.

Jan runs desperately towards them through waves of frightened people.

JAN
They said Kierbedz Bridge was
hit...I thought you were lost, I
didn't know...

He pulls Antonina to him as Rys points to the trolley.

RYS
"Targowa Street." It's my school
trolley, Papa.

JAN
That's right, my beautiful boy.

ANTONINA
Jan...I can't breathe...

JAN
Come here, soldier. Let's give
Mama a rest.

Jan takes Rys from Antonina's arms. And then he leads his family back again, the only way they can go: home again, to the zoo.

CUT TO:

EXT. WARSAW ZOO - DAY

The Zabinski family walks back through the gate, in shock as they view the zoo's destruction.

Grass pens smolder, black with ash. Linden trees hang, shredded. Cages lay blasted open and bare. The family watches, stunned, as zookeepers cart animal carcasses away.

Miraculously, the bison and *Przywalski* horses have survived. Most of the cats, camels and llamas have survived. Tuzinka, the baby elephant, has survived. Submerged creatures like Tomas the hippo have survived.

Friends of the zoo return animals that have escaped into the city: some lead donkeys and monkeys, or carry caged rabbits and birds. A TEENAGE GIRL leads Adam the elk by a leash.

Rys jumps from Jan's arms and runs into the villa. Many of the windows are shattered; otherwise the house is standing.

INT. ZABINSKI VILLA - DAY

Rys runs through the house. As he runs through the living room, the piano lid suddenly BANGS open and Badger pops out.

RYS
Badger...! You silly nut...!

Rys scoops up Badger and clutches him tightly in his arms. Badger has survived.

INT. ZABINSKI VILLA - BASEMENT - DAY

Antonina hurries down the stairs into the basement below the kitchen.

The Zabinski basement, a series of cement rooms, is solid and intact. There's a closed door at one end. We don't know yet where it leads.

There are cages here with healing animals in them. An eagle with a bandaged talon buries his head beneath his feathers. In another cage, the lynx kittens huddle and mew together.

ANTONINA
Poor things. You must be so scared.

She lifts the kittens and carries them upstairs as the eagle opens his great wings, welcoming his caretaker home.

INT. ZABINSKI VILLA - LIVING ROOM - DAY

Antonina and Rys sit on the floor, feeding the kittens as Jan works outside, boarding up smashed windows. From the radio, we hear a broadcast by German GENERAL ERWIN ROMMEL:

GENERAL ROMMEL (V.O.)
"The German government has taken charge of the Polish people...we rely on the population of Warsaw to accept the entry of German forces into your city, quietly, honorably, and calmly..."

Rys runs to the window.

RYS
 They're here, Mama.

ANGLE: ZOO - RYS'S POV:

German trucks with Nazi insignias carry ammunition to sheds in the zoo. Soldiers jump out to patrol the grounds.

RESUME SCENE as the Zabinskis watch the invasion of their zoo. And then Jan places a wood plank against the window, as the outside world -- and the inside world of the villa -- is slowly blocked from view.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - NIGHT

Rys sleeps in his parents' bed as a candle burns in the darkness. Badger sleeps against his stomach.

Antonina lies awake beside them as Jan gazes through a boarded window slat.

JAN
 They're using our sheds as an armory.

ANGLE: ZOO - JAN'S POV:

German torchlights bob and weave through the zoo, spectral as ghosts. We RESUME SCENE as Jan watches them.

JAN (CONT)
 Zalesie's gone. The country's overrun. There's nowhere left to go.

ANTONINA
 Maybe there will be peace in Warsaw, now that the bombing's done. Maybe we can rebuild the zoo.

Jan does not reply. Antonina watches him a moment. She strokes Rys's hair as he sleeps.

ANTONINA (CONT)
 In the first war, Germany hated the French. Now they hate the Jews. I can't believe it's happening again.

JAN
I think they hate us all,
Antonina. They want to wipe us
all away.

Jan gazes through the window at the city rising beyond
their villa.

JAN (CONT)
I was raised with these
people...Jews, Gentiles, it
didn't matter to my family. It
never mattered to me. I don't
understand the world sometimes.
It's like everything's gone topsy-
turvy.

Jan finally turns from the window. He begins to change his
clothes.

ANTONINA
What are you doing?

JAN
Stefan's waiting, and some
others. We're going to discuss
what's going on, that's all.

Antonina watches him as he pulls on dark pants, a dark cap.

ANTONINA
It's so late. Where will you go?

JAN
It's not for your ears, *Punia*.
It's safer this way, believe me.

Jan ties a red-and-white band around his arm: Poland's
national colors. We will come to know this as the symbol
of the underground army. Jan covers the band with his
shirt.

JAN (CONT)
Stay on the grounds. If you need
supplies, send Jerzyk or one of
the men. I'll see you tomorrow
night, all right?

ANTONINA
I wish you'd wait until
morning...

JAN
I have to go.

He kisses her forehead. He kisses his son. And then he
leaves the room.

DISSOLVE TO:

EXT. WARSAW ZOO - DAY

The zoo's iron gate hangs shredded and open. German
soldiers patrol the grounds. Trucks barrel along paths to
ammunition sheds.

Antonina and Jerzyk divide dwindling grain as Rys plays soccer with Badger nearby. Soldiers say something about Antonina and laugh as they pass by her.

ANTONINA
(in German)
Good day, gentlemen.

Their crude expressions change completely. Disarmed, they smile and kick Rys's ball back to him in a friendly way.

As they walk away, an elegant Packard drives through the gate, and stops. Antonina is surprised to see Lutz Heck step out of the car.

Heck gazes at the zoo's destruction; the sight is nearly overwhelming.

ANTONINA
Mr. Heck...I'm sorry, we didn't expect you. My husband's away just now.

LUTZ HECK
Then may we chat a bit? Time's short for me, I'm to be back in Berlin in three days. There's something I'd like to talk to you about.

ANTONINA
Yes, of course.

Antonina opens the villa door. Heck waits for her to proceed him. She brushes past him self-consciously. He smiles.

INT. ZABINSKI VILLA - LIVING ROOM - DAY

Lutz Heck sits with Antonina beside the hearth.

LUTZ HECK
The bombing was tragic. The loss grieves me. You're very close to the bridges here.

ANTONINA
Yes, a terrible thing for us. I'm surprised to see you in Warsaw now, Mr. Heck.

LUTZ HECK
I've come to give you news...I've been named the Reich's chief zoologist. The highest position in Germany. I've worked for this all my life.

Antonina brightens, pleased for him.

ANTONINA
Congratulations. You must be proud.

LUTZ HECK
Yes, very proud.

Heck offers her a cigarette; she shakes her head. He lights one for himself.

LUTZ HECK (CONT)
I want to ask you...your bison survived, I heard. And the *Przywalski* horses. Is that true, Mrs. Zabinski?

ANTONINA
Yes, they did. Such magnificent creatures. So wild. Such fierce temperaments. They can't be tamed, not really. It's what makes them so beautiful, I think. They defy us by their very natures.

LUTZ HECK
I see them exactly that way. But I say any beast can be mastered, no matter how uncivilized. All it takes is the proper hand.

ANTONINA
I don't believe that.

She meets his gaze directly, with a smile.

A beat. Something shifts in Lutz Heck's face, watching her; there's something on his mind. He stands suddenly and moves about the room. He plunks the piano keys. Finally --

LUTZ HECK
Your zoo's to be liquidated. I'm sorry to tell you.

A beat. Antonina stares, dumbstruck, at Heck.

ANTONINA
Liquidated..? I don't understand what you mean.

LUTZ HECK
For the war effort. Meat, firewood, soap and so on.

ANTONINA
No, no. It can't be true. The animals..? All of them..? *Liquidated..?*

LUTZ HECK
The decision was made by the war office. I'm sorry. I've asked them to be lenient, but I haven't much influence over the high command, I'm afraid.

ANTONINA
I..I can't believe it. It can't be true...

LUTZ HECK
Another tragedy for you. I'm
sorry.

Antonina stares at Heck in shock and disbelief. He watches her for a moment. And then he pulls up a chair next to her.

LUTZ HECK (CONT)
But I see a way out of this, my
friend. It's why I've come. You
must listen to me. You must
trust me now.

He speaks with quiet urgency.

LUTZ HECK (CONT)
My patron is HERMANN GOERING, our
air force commander. Do you know
of him? He's a serious man, a
man of taste, of intellect. He
builds wild animal
sanctuaries...an extraordinary
undertaking.

Heck glows with sweat and pride when he speaks of Hermann Goering. Antonina watches him in silence.

LUTZ HECK (CONT)
I can take your prize animals to
Germany as a loan. I'll give
them sanctuary, I swear to you.
You know you can trust my word on
this. The animals will be safe.
And when the war's over I'll
return them to you.

ANTONINA
But what if the war comes to
Germany, Mr. Heck?

A beat. Heck drags on his cigarette.

LUTZ HECK
A terrible thought, isn't it. A
personal nightmare for me. To
imagine my zoo under British
bombardment is unthinkable...

He stands suddenly, with a surge of pride.

LUTZ HECK (CONT)
I must tell you though, that the
Allied forces are very weak.
Very weak. I expect all this
will be over soon.
(then)
My plan is to rescue the best of
your breeds. I can secure a
future for them no matter what
might come. We can do this
together, Mrs. Zabinski. We'll
save your animals. A fine idea,
isn't it? Tell me what you
think.

Antonina sits still, in shock. A beat. Heck gazes down at her, a long moment.

LUTZ HECK (CONT)
Really, I see no other choice for you.

Antonina looks up at him. There's no time for her to think, to waste...

ANTONINA
Yes...yes. Of course. You're right. I think we must do it.

LUTZ HECK
Excellent! A very wise decision, in my view.

Antonina suddenly grasps his hand.

ANTONINA
Thank you, Mr. Heck. Thank you for this...for everything.

LUTZ HECK
It's my pleasure, Mrs. Zabinski. From one animal lover to another.

He kisses her hand.

LUTZ HECK (CONT)
I'll bring trucks as soon as I can. Your animals will be safe. I give you my word on this.

Heck's very pleased: they have an understanding now. He gazes into her lovely, grateful eyes.

And then he strides, like her saviour, out of the villa.

CUT TO:

EXT. ZABINSKI VILLA - LATE NIGHT

Jan walks through the park into the zoo carrying a duffle bag. It's very late. The German patrol's gone for the night.

Jerzyk, the old zookeeper, appears from the shadows. Jan hands him the duffle bag with a nod, then walks to the villa.

FOLLOW Jerzyk as he carries the duffle bag to the elephant habitat. He opens the bag; there are rifles inside.

Jerzyk buries the rifles beneath piles of wood inside the empty moat. And then he disappears again, back into the shadows of the zoo.

INT. ZABINSKI VILLA - KITCHEN - NIGHT

Jan eats a bite of supper as Antonina sits with him.

JAN
What do you mean? Lutz is taking
all the animals?

ANTONINA
No, just the prize stock, for
safekeeping. So that they'll
have a future.

Jan chews his food, rolling over the logic in his mind.

JAN
That's our stock. That's all
that's left to keep the zoo in
operation. Why didn't he wait to
speak to me?

ANTONINA
He only had a short while, he
said. He was very kind.

Jan thinks about this. He is serious and unsmiling.

ANTONINA (CONT)
He wants to help us, Jan. I gave
him our permission.

JAN
He doesn't need our permission,
Antonina. He's Hitler's head
zoologist, don't you see? Now
Lutz Heck controls our zoo.

Antonina gazes at Jan's unsmiling face as Jan considers
this visit today, and his new position beneath Lutz Heck's
command.

CUT TO:

EXT. WARSAW ZOO - DAY

Jan and Antonina remove their prize animals beneath Lutz
Heck's direction.

Tuzinka, the baby elephant, is removed from her pen. The
younger cats and apes follow. Older and less specialized
animals remain behind.

Jan struggles to pull an enormous bison into a truck. Lutz
Heck throws off his coat to help him. Heck is fearless
with the animal, dominant, and very strong.

Antonina helps load the *Przywalski* horses. A nervous horse
kicks and rears. Heck watches as Antonina strokes the
horse's mane, talking and soothing him.

LUTZ HECK
Your wife's a marvel. I think
she has a gift.

JAN
Well, she's very good with
animals. They trust her. It's
as if she knows what they're
thinking.

Heck watches Antonina guide the skittish horse into a truck. And then Rys approaches, holding the lynx kittens.

LUTZ HECK
What have we here? Lynx,
exquisite...

Rys holds them helpfully as Antonina comes to say goodbye. She gazes sadly at the kittens. She kisses each one.

ANTONINA
Goodbye, beauties. Stay safe,
see you soon.

Heck's eyes skim the top of Antonina's blonde head, her pretty neck.

Jan is watching Heck. He suddenly takes the kittens and hands them to a zookeeper.

JAN
Put them in Mr. Heck's car. Take
special care.

LUTZ HECK
Thank you, Jan. Goodbye then,
Mrs. Zabinski...

But Antonina has already turned away. She hasn't said goodbye. She walks with Jan and Rys back to the villa as the trucks roar off with their cargo.

We REMAIN on Lutz Heck, alone, his eyes following Antonina as she walks away.

CUT TO:

EXT. WARSAW ZOO - DUSK

The sky is clear, the day is very cold. The zoo is half-empty, its surviving animals braving a frigid winter.

Patrolling German soldiers wear New Year's hats, blowing silly horns and drinking from liquor bottles.

INT. ZABINSKI VILLA - RYS'S BEDROOM - DUSK

Antonina reads Rys a storybook in his room. Badger sleeps at his feet. The hamster runs round and round in his cage.

We hear the sound of a CAR MOTOR outside the villa. Antonina leaps from the bed.

ANTONINA
I think Papa's home in time for
New Year's Eve...

She peers through the boarded window.

ANTONINA'S POV:

Several jeeps have stopped in front of the villa. GERMAN OFFICERS climb out. Everyone's sloppy drunk and laughing.

And then Lutz Heck steps out of a jeep. When he turns towards us we realize: he's wearing a Nazi uniform.

RESUME SHOT of Antonina's face, in confusion and shock as she registers the sight of Heck in uniform.

RYS
I'd like cocoa and cream for New Year's, Mama. That's my favorite.

We STAY on Antonina's perplexed face a moment. Suddenly, from the zoo, we hear a single PISTOL SHOT. Antonina and Rys JUMP in shock. We hear a ROAR of laughter, and then another SHOT. Badger scrambles for the closet.

RYS (CONT)
Who is that? Who's shooting?

Antonina's bewildered gaze slowly turns to horror.

ANTONINA'S POV:

Lutz Heck is leading the officers in what appears to be a hunting party. They're shooting the remaining animals in the zoo.

EXT. WARSAW ZOO - CONTINUOUS - DUSK

Jerzyk runs as fast as he's able, waving his arms at Heck.

JERZYK
Stop this..! What are you doing?

LUTZ HECK
A little hunt for the men, that's all. These creatures won't survive the winter.

Tomas, the hippopotamus, watches the hunt with eyes just above the pond's surface. An officer shoots right at him as he disappears beneath the murk.

Adam the elk stands in a pen. He approaches the humans fearlessly.

JERZYK
Please, no...

An officer shoots Adam, and he falls. Jerzyk kneels in grief beside the elk. Lutz Heck's eyes are on the Zabinski villa.

LUTZ HECK
Tell me, where's the director?

JERZYK
Gone. He's gone.

LUTZ HECK
Is his wife in? I'd like to speak to her.

The old zookeeper appraises Heck a moment.

JERZYK
 (a lie)
 They've left on holiday.

Heck gazes in disappointment at the villa. And then an officer releases the eagle from the aviary.

The bird lifts his beautiful wings and flies, landing on the villa's porch. The officer aims his pistol and fires. He misses. He shoots a second time. He misses again.

His friends laugh and jeer as the frustrated officer reloads, firing a third time, but this time the pistol jams.

LUTZ HECK
 For God's sake...I thought you
 had an eye for this.

He grabs the pistol, squares his aim and fires, picking off the eagle in one clean shot. Officers thump Heck on the back, carting off the bird as a trophy.

INT. ZABINSKI VILLA - RYS'S ROOM - CONTINUOUS - DUSK

Antonina stands at the window. Her face is drained of blood.

RYS
 (crying now)
 Who's shooting, who's shooting..?

Antonina climbs into bed and buries Rys in her arms.

EXT. ZABINSKI VILLA - CONTINUOUS - DUSK

Lutz Heck climbs back into his jeep. With a final, lingering look at the villa, he drives away with the officers.

We REMAIN on the zoo, frozen and quiet. Its animals are gone. The song of the zoo is done.

And now a NEW SOUND begins: a CHORUS of TANKS and of men SCREAMING ORDERS. The sounds carry over as we --

LONG DISSOLVE
 TO:

EXT. WARSAW - DAWN

Tanks, trucks and jeeps barrel through Warsaw as German soldiers run in every direction.

GERMAN SOLDIERS
Schnell..! Schnell..!

Jews are yanked from their homes and forced into lines in the streets. Names are called by OFFICERS with clipboards. Jews step from the line and are herded north, as --

EXT. ZABINSKI VILLA - DAWN

A TEENAGE GIRL (a courier) pedals swiftly to the villa on a bicycle, with food packages in her basket.

INT. ZABINSKI VILLA - DAWN

Antonina, Jan and Rys open a package of sausages wrapped in newsprint. The newspaper is flimsy, two or three pages. It is the first edition of an underground paper.

The Zabinskis gaze at the headline in dismay.

7 OCTOBER, 1940. GERMAN ARMY ROUNDS UP WARSAW JEWS TO DELIVER TO THE GHETTO.

Antonina gazes at the news in horror. Off her look, we return to --

EXT. WARSAW - DAWN

Jews whose names are called join the flood of human beings walking north, prodded by soldiers with rifles.

GERMAN OFFICER
..LEVI STEICHEN, IRENA STEICHEN,
KARLOV WORCEK, MAURICY
FRAENKEL...

Maurycy Fraenkel is shoved from his office into the street. He stumbles, losing his glasses. A soldier steps on them, then hands them back.

GERMAN OFFICER (CONT)
..GILDA MIEWICZ, MICHEL LIBOV,
DITA HAVEL...

Maurycy is hustled through crowds of terrified people carrying suitcases, silver, photos in frames: whatever possessions they can carry.

GERMAN OFFICER (CONT)
..HEROLD ZYVOST, MIRA ZYVOST,
FAGIE ZYVOST, GERTA ZYVOST...

Another man, a Gentile man of 62, bald with a mustache and goatee, walks with a group of JEWISH CHILDREN. He's escorting them like a teacher, reminding them to walk in proper lines.

This is JANUSZ KORCZAK, head of the Jewish orphanage. We'll meet him again.

Jews flood through Old Town. Rifles are trained on them, and on those forced to build walls framing the run-down neighborhood where they're being led.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - NIGHT

Magda Gross sits with Antonina and Jan. They gaze at a map of the Warsaw ghetto printed in the underground paper.

Seated with them is their friend, the bug man Szymon Tenenbaum. A Star of David has been sewn onto his sleeve. We might notice that Magda has dyed her hair blonde.

They listen to the radio as a GERMAN BROADCASTER lists laws preventing Jews from owning property, inter-marrying, or leaving the city. Jan finally turns off the radio.

SZYMON TENENBAUM

They're forcing Jews out of their homes in the country. They're sending everyone to the city. They'll take us all to the ghetto, bit by bit, that's what they're saying.

ANTONINA

But people must work. They must eat...how will you live? How will you survive?

JAN

I think that's the point, Antonina.

They gaze at the map in dismay.

ANTONINA

But you could hide yourself, like Magda, couldn't you, Szymon? You could dye your hair, take off the star...

SZYMON TENENBAUM

My wife won't allow it. She's too frightened. We'll go where they want us to go, that's all. And when the war's over, we'll go home again.

He turns to Jan.

SZYMON TENENBAUM (CONT)

I've known you since we were boys, Jan. Our lives intertwined then, didn't they? They intertwine to this day...

Szymon falters. He glances at Magda.

MAGDA

Go on, Szymon. It's why we've come.

SZYMON TENENBAUM

I'd like to keep my insect collection here...with you, in the zoo. I can't take it with me. I want it to be safe. It's my life's work, you know that.

JAN
 Of course. Of course, Szymon.
 We can put it in the basement.
 It's dry there, like a dungeon.
 No one will find it.

SZYMON TENENBAUM
 Thank you, Jan, thank you...

He shakes Jan's hand desperately.

SZYMON TENENBAUM (CONT)
 Now the Nazis are the gamemen,
 eh? And we're the hunted ones.

Szymon Tenenbaum hurries out of the villa. Antonina watches through a boarded window as he drives away.

INT. ZABINSKI VILLA - BASEMENT - LATER

Jan, Antonina and Magda carry Szymon Tenenbaum's insect collection into the villa basement.

The collection, in varnished boxes, is stacked near the closed door at the rear of the room. The door's purpose is still unknown.

Magda stands in the tight, closed room, with no windows and no light. Her bright eyes are filled with grief.

MAGDA
 I don't want to live in a ghetto.
 I could never work in such a
 place.

She opens one of the boxes. Inside are rows of beetles: black, blue and green beetles, hard shelled and soft, of every size and variety.

MAGDA (CONT)
 Maurycy wanted me to go with him.
 He thinks he can still practice
 law there. He wants to help
 people there. But I couldn't go
 with him. I won't go.
 (grieving; guilty)
 God forgive me, but I want to
 stay in the land of the living.

Antonina gazes at her friend a moment. She looks at the beetles, caught and pinned, and at the thousands more hidden and stacked in the shadows. A long beat. Then --

ANTONINA
 We have a room. It's only the
 small attic upstairs. But
 there's space enough for a guest
 to sleep, and work...

JAN
 (quietly; a warning)
 Antonina.

Her eyes ask him: What else can we do? Magda looks at Antonina, a long time.

MAGDA
They might shoot you. Do you understand? They shoot anyone helping a Jew.

Antonina pales, hearing this. She looks to Jan for his response but Jan stacks boxes, saying nothing more.

EXT. ZABINSKI VILLA - TERRACE - NIGHT

Antonina and Jan stand on their terrace gazing over the zoo. They speak in whispers.

ANTONINA
You said yes to Szymon and his bugs.

JAN
This is different. This is a human being..a Jew..hiding in our house.

They gaze at the torchlight weaving through paths below.

JAN (CONT)
We can't even give her a glass of water, *Punia*. Do you understand? We would be shot for a glass of water.

A beat. A horrified reality.

ANTONINA
So we close her eyes and let her go. Our dearest friend in all the world.

It is unimaginable. They look across the river, gazing at the unknown terror rising beyond their zoo. We REST on Jan, a long moment. Then --

JAN
We would have to be sure about this, Antonina. Think carefully. Because we have to be very sure.

The Zabinskis gaze across the river. They look at each other, a long and difficult beat.

DISSOLVE TO:

EXT. WARSAW ZOO/ZABINSKI VILLA - LATE NIGHT

The zoo's feed truck motors through the gate to the Zabinski villa. Jan is driving.

The patrol is gone for the night; the zoo is silent. A FIGURE steps out of the truck and runs into the villa.

INT. ZABINSKI VILLA - ATTIC - LATE NIGHT

Antonina, Jan and Rys stand with Magda as she takes in, for the first time, her hiding place: a tiny room on the villa's second floor, with a tiny cot.

Magda removes a small suitcase from beneath her coat. In it are a few clothes, a lump of clay, and a photograph of Maurycy Fraenkel.

Antonina gives Magda a blanket. Rys gives her a chamber pot. Jan is as serious as we've ever seen him.

JAN

Absolutely no sound during the morning. The cook leaves at 1:00. It's better if you sleep.

ANTONINA

We'll eat at midnight when the patrol outside is gone.

Magda nods, in a bit of a daze. Jan grips Rys by the shoulders.

JAN

No one can know Magda's here. Do you understand me, Ryszard? Mr. Hitler's a bad man, he's doing bad things to our friends. It's very dangerous. You cannot tell a single soul she's here.

Rys nods, though he doesn't understand, really. He thinks and thinks a moment. And then he takes Magda's hand.

RYS

I won't call you 'Magda' anymore. I think I'll call you '*Starling*' now.

MAGDA

Why '*Starling*,' sweetheart?

RYS

Because you have a long beak. And you fly from nest to nest.

Magda suddenly pulls him into her arms and kisses him. Her eyes glimmer with love and gratitude -- and with terror for this child, and for his parents.

INT. ZABINSKI VILLA - KITCHEN - MORNING

Pietrasia removes her hat and coat as Antonina enters with Rys.

ANTONINA

Good day, Pietrasia.

PIETRASIA

Good day, Misses.

Pietrasia begins the usual morning task of feeding Rys. Rys sits, stiff and silent, struggling hard to keep his secret.

PIETRASIA (CONT)
Are you all right, son? You look very excited this morning.

RYS
I'm fine. I'm not excited.

Antonina looks hard at Rys; he's very nervous. Pietrasia mixes chocolate Ovaltine in a glass of milk for him, but Rys just stares at the glass, unmoving.

ANTONINA
(lightly)
Drink your milk, darling.

Rys grabs his milk and gulps it. Antonina lets out a little breath. She listens for noise from the attic. But the attic is perfectly silent.

INT. ZABINSKI VILLA - ATTIC - SAME TIME

Magda lies on her cot holding Maurycy's photo. She is too frightened to sleep, or move.

Magda doesn't make a sound. We STAY on her in her tiny cell of refuge.

DISSOLVE TO:

EXT. WARSAW GHETTO - DAY

The streets of the ghetto are narrow, the tenements cramped in rows. Brick walls are topped with barbed wire. A select JEWISH PATROL stands at the gates, policing its own people.

Another long stream of Jews are led into the gates. Szymon Tenenbaum and his WIFE are among the group. They pass a group of German soldiers forcing an ELDERLY COUPLE to dance in the middle of the street.

The couple holds their frail arms in the air, turning in a circle. The Tenenbaums walk quickly past, too frightened to look or stop as the soldiers laugh at their little game.

EXT. WARSAW ZOO - DAY

The zoo stands like an empty shell. Only a handful of rabbits huddle in their hutch. Chickens and roosters peck the ground. The zoo's gone silent, as if in hibernation.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Antonina and Magda sit in the kitchen as Jan eats a meager meal. Jan wears his dark clothes and armband, as if he's been away again, wherever he goes.

JAN
It's done. They've moved all the
Jews behind walls in the Nalewki
District.

ANTONINA
Oh my God...

JAN
They're bringing in very little
food. And no wood, nothing for
the cold.

Antonina looks at him in horror. Magda gently pushes her
plate of food away.

MAGDA
Do you hear anything about
Maurycy?

JAN
He's working out of a storefront,
that's all I know. I can't get
through the gates. No one can
enter the ghetto without a pass.

Jan stabs at his supper. He seems to be working something
over in his mind. Finally --

JAN (CONT)
There are people I know...people
trying to help. They have
trucks...guns. A home army.
Their directives are coming from
London.
(then)
They want to use the zoo as a way
station.

ANTONINA
What do you mean, a 'way
station'?

JAN
To bring Jews through the zoo, on
their way to safehouses in Warsaw
and the country.
(a beat; thinking)
There's room here. We could hide
them in cages. We could hide
them in the basement.

Antonina stares at him, a stunned beat.

ANTONINA
But it's dangerous. You said it
yourself.

JAN
They're starving, Antonina. Two
kilometers away. They are
trapped and starving like rats in
a cellar.

Magda stands suddenly. She leaves them and quietly walks
upstairs. Antonina watches her go. She looks at Jan
again.

ANTONINA
 Soldiers patrol here every day.
 Their ammunition's here. And
 what about Pietrasia? She comes
 nearly every morning. We can't
 just ask her, "*By the way, what
 do you think of the Jewish
 question?*" I don't understand
 how we can do this.

Jan looks at her, a long time.

JAN
 Imagine Magda starving before
 your eyes. Imagine her starving,
 right there. Right there. And
 you stand back, eating your duck
 canapé...
 (lifting his hands)
 ..you stand back and you do
 nothing.

Antonina sits in silence. And then she holds her face in
 her hands.

ANTONINA
 Oh, oh. Jan. My God.

They sit like this, an agonized moment. Antonina finally
 drops her hands. Her face is swollen, pale. She takes a
 long breath.

ANTONINA (CONT)
 How many? For how long?

JAN
 A few families, maybe. Just for
 a little while. The army will
 tell us who they can get out.
 We'd take whoever they bring to
 us.

Antonina sits worrying quietly as Jan draws out a
 cigarette. His mind is racing now.

JAN (CONT)
 We have to keep the zoo in
 operation, that's the thing. We
 have to keep functioning or the
 war office will take us over.
 They're threatening to turn the
 grounds into an army depot.

ANTONINA
 What can we do?

JAN
 I don't know. I haven't figured
 it out...but we have to save the
 zoo. Because once it's gone, I
 think it's gone for good...

CLOSE on Jan, struggling, thinking...

JAN (CONT)
 We have to be very clever about
 it. We would have to be clever.
 (MORE)

JAN (CONT) (cont'd)
 Their eyes are everywhere...
 (a beat)
 Whatever it is, whatever we would
 do, we'd have to hide it in plain
 sight.

Antonina watches him, distressed and silent.

Jan rubs his face tiredly and stubs out his cigarette. He
 kisses her distractedly. And then he walks to his study
 off the kitchen, and Antonina is left in silence.

DISSOLVE TO:

INT. ZABINSKI VILLA - KITCHEN - MORNING

Antonina helps Pietrasia toss leftover food scraps into a
 pail. Pietrasia mutters unhappily.

PIETRASIA
 So little food in the markets.
 And such a long winter. Soon
 we'll be eating the garbage, just
 like pigs.
 (then)
 It's rotten, isn't it, the way
 some people make life so much
 harder for the rest of us.

Antonina looks at her loyal cook; her eyes mask her
 disappointment and fear. She smiles, nodding, saying
 nothing. She glances at the ceiling. She tosses scraps in
 the pail.

CUT TO:

EXT. WARSAW ZOO - HIPPO POND - MORNING

Antonina stands at the hippo pond, tossing leftover peels
 to Tomas, who has emerged from the murk to graze in the
 grass.

Tomas blinks at us with surprisingly gentle eyes. Antonina
 watches him as he eats. She goes to shovel more feed. She
 stares at the garbage in the pail.

EXT. WARSAW ZOO - MORNING

Antonina pedals her bicycle, as fast as she can, to find
 Jan feeding rabbits in their hutch. The pens around them
 are empty.

We do not hear their conversation. We only see Antonina
 open the pail and show Jan the garbage. Jan reacts as if
 in revelation. We MOVE IN on the garbage.

DISSOLVE TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - DAWN

Antonina lies beside Jan in their bed. Her eyes are open; she's been awake all night. Jan watches her in silence as she rises.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - DAY

Antonina and Jan dress in their finest clothes. Jan wears a suit. Antonina wears her prettiest silk frock.

Antonina picks up the black ribbon on her vanity table. She pauses; her hand is shaking. Jan gazes at her a moment.

JAN
Do you want to change your mind?
You can tell me, *Punia*, it's all
right.

Antonina thinks about this; she shakes her head. And then, with deliberation, she ties the ribbon in her hair.

Jan watches her. After a moment, he retrieves a small box hidden in a drawer.

JAN (CONT)
I want to show you something.

He opens the box. Inside are three small items wrapped in cloth. Jan unwraps the cloth to reveal three glass vials.

ANTONINA
What is it?

JAN
Cyanide.

A beat.

ANTONINA
Surely it won't come to that.

JAN
We must be prepared. That's all
I'm saying.

Antonina looks quietly at the vials.

ANTONINA
All right. Put them away,
please.

Jan tucks one vial in his shirt pocket, hiding the others again as Antonina takes a long breath.

She gazes at herself in the mirror. She pats her hair and fixes her lipstick. She stands to go.

CUT TO:

EXT. WARSAW - POLONIA PALACE HOTEL - DAY

Jan and Antonina walk along Aleje Jerozolimskie Street. They stop in front of a lovely old hotel, the Polonia Palace, the only hotel in Warsaw left untouched by the bombing.

German officials have made the hotel their home. Huge Nazi banners, red with black swastikas, drape the front of the hotel. Swastika banners hang everywhere now in Warsaw.

Antonina hesitates, steeling her nerve. Jan takes her arm. Together they walk past the patrol and enter the hotel.

INT. POLONIA PALACE HOTEL - LUTZ HECK'S ROOMS - DAY

Antonina and Jan sit in a parlor in the Polonia Palace Hotel. The rooms are small but gracious, with elegant moldings and thick walls. We can see the bedroom from where we sit.

Lutz Heck stands in his rented parlor, pouring brandy into snifters. There are books of science and art on shelves. Classical music plays from a Victrola.

LUTZ HECK

It's a very difficult time just now. The Reich's needs have taken precedence, I'm sure you understand.

JAN

Yes, of course.

LUTZ HECK

I'm to remain in Warsaw for a time. I've taken charge of Poland's nature preserves, at Hermann Goering's request.

We understand now what Heck means by 'taking charge' of the preserves. He's looting animals with false promises of sanctuary.

LUTZ HECK (CONT)

Hermann was very pleased with your bison, I must tell you. "*The purest of the bloodline,*" that is what he said to me.

Jan nods as if gratified; his eyes never leave Lutz Heck.

Heck's gaze rests on Jan's wife, on her pretty dress and her hair with its black ribbon; a style he noticed once before, and, perhaps, worn for him again today.

Antonina crosses her legs, to stop them shaking. She lifts her glass of brandy.

ANTONINA

We've been told the war office wants to close the zoo.

LUTZ HECK
It's true. An unfortunate
consequence of the occupation,
I'm sorry.

ANTONINA
We want to save it, if we can.
We've spent so many years
building it, I'm sure you
understand.

LUTZ HECK
What do you propose, Mrs.
Zabinski?

ANTONINA
A pig farm, Mr. Heck.

Heck looks at her, and then at Jan. He bursts out
laughing.

LUTZ HECK
A pig farm? Is this a joke?

ANTONINA
(smiling)
Not at all. Your soldiers are
hungry. Your officers need meat.

JAN
We need to keep the zoo in
operation. We'll raise pigs in
the pens to feed your men. And
we will save our zoo.

Lutz Heck looks at the Zabinskis. He considers the idea as
he drinks his brandy.

LUTZ HECK
Pigs, pigs...they're cheap to
farm, of course, but how would
you feed them?

ANTONINA
We'll collect garbage scraps in
the city. We can remove garbage
from the ghetto, with your
permission.

Heck thinks about this as he walks to the fireplace.
Hanging there is a portrait of Hermann Goering. We see
Heck's reflection in the glass, and Antonina's behind him.

LUTZ HECK
Certainly I see your point...your
zoo's been of value, it's very
true...

Heck begins, with great care, to comb his black hair back.

LUTZ HECK (CONT)
We're going to breed aurochs
from your bison, you know. It's
Hermann's idea, a brilliant plan.
(MORE)

LUTZ HECK (CONT) (cont'd)
 We'll revive the oldest bloodline
 in Europe...the purest line ever
 bred...for our officers to hunt
 in the forests.

Heck combs his hair as the Zabinskis wait, and wait.

LUTZ HECK (CONT)
 We'll destroy the weakest for the
 sake of the herd. The strongest
 will multiply...the superior
 stock. A consummate sport for
 man and beast, and designed by my
 own hand.

(a beat)
 My father was not asked to do
 this. Hermann did not ask my
 brother. No. He requested this
 of me. He has brought me to
 Poland to avail of my expertise.
 That is what he said to me.

His eyes are on Antonina, her hair, her legs, her skin.

LUTZ HECK (CONT)
 You've cultivated the top of the
 species. The best of the
 country's class. You've served
 the Reich faithfully in this...

Antonina smiles at Heck; his gaze reveals his hunger for
 her. Finally, he tucks his comb away. He turns to them
 again.

LUTZ HECK (CONT)
 I think the pigs will work. I
 think the plan will please Herr
 Goering enormously. And what a
 good joke, eh? A 'trayf' farm
 fed by Jewish garbage! And right
 under their own noses!

He laughs, delighted with the idea. Jan and Antonina laugh
 with him.

EXT. WARSAW - POLONIA PALACE HOTEL - DAY

Jan and Antonina walk away from the Polonia Palace Hotel.
 They stroll, laughing, taking their time. Jan is gripping
 Antonina's elbow.

CUT TO:

EXT. WARSAW ZOO - DAY

Trucks ROAR through the zoo gate carrying loads and loads
 of pigs.

Antonina holds a squealing piglet in her arms. She offers
 him to Rys, who takes him happily.

RYS
 I'll call him MORYS! We'll play
 a game!

Boy and pig run off together as more trucks enter the gate with hundreds of squealing pigs.

EXT. WARSAW ZOO - PIG FARM - DAY

The zoo's pens are filled with pigs. Trucks barrel in and out, dumping garbage for feed. The Warsaw Zoo is now a functioning pig farm.

In the near distance, smoke billows from a shed: this is the butchery, where pigs are slaughtered for their meat.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

It's late. Curtains cover the windows. Antonina and Jan wrap pig meat in newspapers as Magda writes a note. She tucks meat inside the envelope, with a wink to Antonina.

MAGDA
A love letter.

She hands the letter to Jan. Jan tucks it deep inside his boot with the other secret parcels.

INT. ZABINSKI VILLA - MORNING

The telephone RINGS in the hallway as Pietrasia cooks in the kitchen. Jan answers.

JAN
Yes, of course. Right away,
thank you.

He hangs up. FOLLOW Jan as he moves through the living room, where Antonina gives Rys a piano lesson.

JAN (CONT)
The feed's ready for the pigs.
I'm going to take the truck, all
right?

ANTONINA
(nervous)
Yes, all right, darling.

Jan grabs his cap and coat as Rys follows him. Antonina begins to play again, soothing her nerves as Rys follows Jan to the kitchen.

INT. ZABINSKI VILLA - KITCHEN - CONTINUOUS - MORNING

Rys tags after Jan into the kitchen where Pietrasia stirs a small pot of soup.

RYS
I want to go with you, Papa. I
want to feed the pigs.

Rys shoves his own cap over his head. He grins and poses, standing just like Jan. Pietrasia erupts with laughter.

PIETRASIA
Now he looks like a pig farmer,
too!

Jan looks at Rys, thinking about this. He suddenly picks him up and throws him over his shoulder.

JAN
You want to help me, Lieutenant?

RYS
(giggling)
Yes, Captain.

JAN
Well, come on then.

Jan carries Rys out of the villa. We RETURN to Antonina at her piano, completely unaware that Rys has gone with Jan.

EXT. WARSAW GHETTO - TRUCK - DAY

Jan and Rys sit in a garbage truck, with bins in the back. Jan wears his cap low over his brow, masking his face. They wait in line to enter the main gate of the Warsaw ghetto.

Jan finally motors up to the gate. He shows his new pass, all the while hiding his face.

JAN
We've come to collect the
garbage.

GESTAPO GUARD
It's the pig farmer! The pig
farmer of Warsaw! Are you a pig
farmer, too, son?

RYS
Yes, I'm the Lieutenant.

The guard glances through the truck. He lifts a tarp from a bin in back, but it's empty. He waves okay, the barricade's lifted, and Jan drives into the ghetto.

EXT. WARSAW GHETTO - TRUCK - DAY

The moment they enter the ghetto, Jan's face fills with regret. He pulls Rys to him as Rys stares through the window.

There are many, many people on the grey cobbled streets. They look cold and scared. Their clothes are ragged. Many beg for food.

German soldiers swarm everywhere, saluting with their arms held high. Many hold snarling German Shepards on leashes.

Rys watches TWO SOLDIERS tease a YOUNG WOMAN. A soldier opens her basket, removes an apple and takes a bite. He spits the apple at the woman's feet as if it's rotten. He forces her to take a bite.

Rys watches the woman as she cries. She bites the apple obediently, and swallows at his bidding.

The soldier laughs with his friend, and then tosses the apple back into the basket. The young woman runs off as Jan speeds away from the scene.

INT. WARSAW GHETTO - MAURYCY FRAENKEL'S LAW OFFICE - DAY

Jan and Rys have come to Maurycy Fraenkel's law office, a small storefront filled with frightened Jews trying to find a way out of the ghetto.

The sight of Maurycy comes as a shock. He's lost weight from his thin frame. His face is drawn and pale behind his thick, broken glasses.

Maurycy clutches Magda's letter as Rys dumps trash into a bin. Jan speaks low.

JAN

It's pig meat, put it away.

Maurycy hides the letter inside a drawer.

MAURYCY

How is Magda? Is she all right?

JAN

She worries about you here.

MAURYCY

What could I do? I had to come.
You can't hide this face.

He smiles; a frightened, Jewish face, unmaskable.

Through the window we spy GESTAPO GUARDS walking past. Maurycy immediately shuffles papers. Jan makes a show of dumping garbage until they pass. Then --

MAURYCY (CONT)

It's getting worse. Everyone's hungry. Children are sneaking through the walls for food. Sometimes they never come back.

We gaze at Rys, happily dumping garbage.

MAURYCY (CONT)

We don't know what will happen to us here. No one tells us anything. What do they intend to do with us, Jan? What will they do?

But Jan doesn't know. He gazes at Maurycy's haggard face, and at all the desperate people.

EXT. WARSAW GHETTO - JEWISH ORPHANAGE - DAY

The truck is parked behind the Jewish Orphanage. Jan throws buckets of peels into his bins with the help of JEWISH BOYS AND GIRLS, none older than twelve.

Rys watches the children, intrigued. He begins to help them. And then the orphanage director, JANUSZ KORCZAK, steps from the building. The children immediately crowd around him.

JANUSZ KORCZAK
You must stop now, children. We need the peelings for our soup.
(to Jan)
I'm sorry. We have nothing else to eat.

JAN
But these are rotten.

Dr. Korczak smiles patiently, with a shrug.

JAN (CONT)
I'm very sorry. I should have realized.

He begins dumping the peels out again. Then --

JAN (CONT)
May we speak privately? I might be able to help you.

JANUSZ KORCZAK
Yes, of course.
(to Rys)
What a good boy you are, to help your father this way. Will you help the children take in these bins?

Rys nods enthusiastically, like it's a game. He helps carry garbage back into the orphanage as patrolling soldiers laugh at the irony: Jewish garbage carried in instead of out.

INT. WARSAW GHETTO - JEWISH ORPHANAGE - DAY

Jan and Rys stand before the desk of Janusz Korczak. Jan removes a packet from his boot and places it on the desk.

JAN
It's pig meat. I'll bring more when I can.

JANUSZ KORCZAK
(surprised; grateful)
Thank you, sir. Thank you.

Dr. Korczak hides the packet inside a book on his desk. The book is for children, with his own name as the author. Jan looks at the book a moment, and many more lining the walls.

JAN
 You're a Gentile, Dr. Korczak...a
 writer, a doctor. You could live
 freely on the outside. You could
 work freely there.

JANUSZ KORCZAK
 And then what of the children?
 What of them, Dr. Zabinski? My
 heart is no different than yours,
 I don't believe. I should not be
 here. *They* should not be here...

He taps the book, with its packet of meat inside.

JANUSZ KORCZAK (CONT)
 ..you should not be here.

Jan says nothing. Rys gazes with interest at a puppet
 hanging beside the desk. Dr. Korczak smiles and shows him
 how to work the strings.

JANUSZ KORCZAK (CONT)
 Here, you see? He's a brilliant
 astronomer, his name is Zi. He
 comes from planet Ro.

RYS
 Is there really such a planet?

JANUSZ KORCZAK
 Certainly there is, Ryszard! It
 hangs just above our
 heads...under a crazy star! And
 it's a much more peaceful place
 than Earth, I'm happy to say.

Dr. Korczak places a warm hand on Rys's head.

EXT. WARSAW GHETTO - TRUCK - DAY

Jan idles the truck in an alley. THREE TEENAGE BOYS
 approach without a word. We glimpse a red armband beneath
 a coat.

In seconds, the boys climb into the bins and bury
 themselves beneath the garbage. Jan watches through the
 side mirror.

Suddenly, Rys jumps out of the truck to join the boys in
 their game.

JAN
 Rys, no..!

Jan leaps after him just as a German patrol walks by. Jan
 tips his cap to the patrol, then grabs Rys and hauls him
 into the truck. They drive away as calmly as Jan can.

EXT. WARSAW GHETTO - TRUCK - DAY

The Zabinski truck rumbles back to the ghetto gate. A
 GESTAPO GUARD stops Jan before he can drive through.

Jan's hat is low over his brow again. But we spy his eyes, watching through the mirror. Rys sits beside him.

Time ticks slowly as the guard strolls around the truck. He lifts a tarp covering a bin and pokes around, but the smell of putrid garbage drives him back.

The guard makes a face and drops the tarp. He waves his hand, and the truck rumbles back into freedom again.

CUT TO:

EXT. WARSAW ZOO - PHEASANT CAGE - LATE NIGHT

It's very late, the patrol has gone. Rys and Jerzyk carry bowls of food to the Jewish boys, now hidden in the pheasant cage among a bunch of rabbits.

Antonina and Jan watch them. Antonina's face is flushed and raw. Jan looks furious with himself.

ANTONINA

I can't believe you took him to the ghetto. My God, Jan, what were you thinking?

JAN

I thought no one would suspect a child...it was a stupid mistake. I shouldn't have done it.

ANTONINA

We did not agree to it. We did not agree. He won't go back there again.

JAN

Of course not, Antonina. I know it, all right? Honestly, I didn't know what we'd see there.

Antonina watches the boys in dismay. They gobble the food like they've not eaten in days. They're lank and ragged; they look very young.

ANTONINA

(distressed)
Look at them. They're so hungry. So thin...

JAN

They're starving, Antonina. I told you. There's no food. Everyone's starving in the ghetto.

ANTONINA

But they're just children...

Antonina watches the boys, overcome by a new sorrow. The boys look around, amazed at their escape. Rys seems dazzled to have them here. He speaks to the oldest boy, MAREK, 15.

RYS
I'm going to call you "*Pheasants*"
now.

MAREK
That's a good one! Hey, kid, you
know what they say? "*Hitler's a
dogcatcher!*"

His friends laugh as Marek winks at Rys. Rys winks back;
another game to play. But Antonina grabs his shoulder.

ANTONINA
No, Rys, no. You must *never* say
it, *never*. Not to *anyone*, do you
hear me?

Rys shrugs yes. Antonina looks at the ragged boys again.
She is looking at the ghetto, looking at them. Finally --

ANTONINA (CONT)
Come on, it's bedtime.

Antonina takes Rys back to the villa. Rys stops a moment,
gazing at the sky, looking for planet Ro hanging just above
their heads.

Jan and Jerzyk bury the boys beneath straw in the pheasant
cage. We can see no one in the cage now but sleeping
rabbits.

DISSOLVE TO:

EXT. WARSAW ZOO - PHEASANT CAGE - EARLY DAWN

It's dark, just before dawn. Marek and his friends open a
hidden door beneath the straw in the cage and drop through.

INT. TUNNEL/ZABINSKI BASEMENT - EARLY DAWN

Jan leads the boys through a tunnel. They do not speak as
Jan guides them through a door, into the villa basement.

This is the closed door we've seen in the basement shadows.
It leads to a series of tunnels, and to cages in the zoo.

INT. ZABINSKI VILLA - CONTINUOUS - EARLY DAWN

Jan guides the boys through the kitchen. He grabs Rys's
Ovaltine tin and takes it with him as he goes.

EXT. ZABINSKI VILLA - CONTINUOUS - EARLY DAWN

The zoo's garbage truck idles outside the villa; Jan's
friend STEFAN, the loudmouth at our opening party, is at
the wheel. We glimpse a red armband beneath his coat.

The boys climb back into the bins. Jan climbs in beside
Stefan.

STEFAN
 Good work, "*Francis.*"

Stefan taps his own Ovaltine tin in his pocket. Something rattles inside; definitely not chocolate. And then Jan and Stefan drive away, taking the boys out of the zoo.

EXT. WARSAW ZOO - PHEASANT CAGE - MORNING

Rys and Morys the pig play a game. Rys holds an apple.

RYS
 We'll play the scaredy game.
*"You must eat the rotten apple!
 You must eat it now!"*

He holds the apple to Morys's mouth, the way he saw the soldier do in the ghetto. Morys happily eats the whole thing.

Rys strolls curiously to the pheasant cage. He peeks inside. He whispers to the rabbits --

RYS (CONT)
Hitler's a dogcatcher.

But there's no reply. No one else is here.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - NIGHT

Antonina lies in bed next to Jan. They are very quiet. Antonina's hands cover her eyes, and the new sights haunting her sleep. Then --

ANTONINA
 How many more can you bring out?

Jan looks at her a moment. He smiles a little bit. He says nothing.

SMASH CUT TO:

EXT. WARSAW GHETTO - DAY

A VIEW of the Warsaw ghetto, cold, desolate, bustling with crowds and fear.

German soldiers kick a human carcass from the sidewalk into the street, as if offended by it. As they do, the zoo's garbage truck motors down the street with its bins.

The truck suddenly turns down an alley, and disappears.

INT. ZABINSKI VILLA - BASEMENT - LATE NIGHT

Antonina and Rys show the KENIGSWEIN FAMILY to their hiding place in the basement. Antonina gives them blankets. Rys gives them their chamber pot.

RYS
 You'll be "*Possums*" now. Possums
 are very quiet. You must sleep
 in the mornings when the cook is
 here.

He points upstairs, directly above their heads.

The wife, REGINA KENIGSWEIN, 25, clings to her TWO LITTLE BOYS. Antonina leads the husband, SAMUEL KENIGSWEIN, 30, through the basement door, into the tunnel.

INT. TUNNEL - LATE NIGHT

Antonina leads Samuel through a narrow tunnel. She directs him to an iron bar enclosure, where big cats walked beside their handlers.

ANTONINA
 That's the lion tunnel, Mr.
 Kenigswein. I'm afraid you'll
 have to crawl.

SAMUEL KENIGSWEIN
 It's not a problem! I was a
 boxer, you know, I'm pretty good
 at this. Thank you, Mrs.
 Zabinski..!

He grasps her hand in enthusiastic thanks. And then he crawls on his knees through the lion tunnel.

EXT. WARSAW ZOO - LION HOUSE - LATE NIGHT

Samuel Kenigswein hides in the lion house. He's not alone. Two other faces appear in the darkness. They introduce themselves.

MR. KELLER
 Hello, I'm KELLER. They call me
 "*Leopard*" because I have
 freckles.

MR. KINSZERBAUM
 I'm KINSZERBAUM. I'm "*Panther*"
 because of my hair.

SAMUEL KENIGSWEIN
 I'm Kenigswein. I'm "*Possum*."
 They say we must be quiet.

They all shake hands with a "*How do you do?*" And then they hide in the dark again.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Antonina, Rys and Magda stand with Wanda Englert, the flirty woman in fur from our opening party scene.

ANTONINA

But surely you've not had to go to the ghetto, Mrs. Englert? Why would you go?

WANDA

A half-Jew is the same as a whole Jew in their eyes. My blood's tainted now, that's what they say.

MAGDA

But where's your husband, Wanda?

WANDA

I don't know. We pretended to be divorced, we thought that would be safer. But now they've taken him away. I don't know where he is! I don't know anything!

Antonina gives Wanda a blanket. Rys hands her a chamber pot. He touches her fur coat.

RYS

I'm going to call you '*Rabbit*' because of your pretty coat.

Wanda just looks at him. She suddenly bursts out crying like a frightened child.

WANDA

How long may I stay?

ANTONINA

As long as you like. If you want to stay, you'll stay. If you want to go, a safehouse will be found for you.

Antonina puts an arm around Wanda and leads her up the stairs.

INT. ZABINSKI VILLA - CLOSET - LATE NIGHT

Wanda sits on a cot inside a closet. She has her blanket and her chamber pot. She wraps her fur around her, alone and terrified.

Suddenly, the closet door's pushed open and Badger waddles in.

Wanda muffles a SCREAM as Badger waddles to a corner. He pulls out the chamber pot, sits on it, uses it as it was intended, and then, when done, waddles out of the closet.

Wanda Englert stares at the door as it swings shut again.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - MORNING

Pietrasia cooks beets for the family, in the little pot.
Antonina walks into the room.

ANTONINA
It's so cold today. Will you
make a double batch of soup,
please, Pietrasia?

Pietrasia shrugs, and grabs a bigger pot. She begins
chopping beets with a mighty *whack*.

INT. ZABINSKI VILLA - BASEMENT - LATE NIGHT

Antonina and Rys escort THREE MORE WOMEN into the basement.
The women look around them, at their shadowed refuge. They
begin to smile, even in their terror.

MARYSIA ASZER, 50, begins to laugh. She suddenly rips the
yellow Star of David from her coat.

MARYSIA ASZER
Enough of this. Enough.

The other women watch her with wide eyes. And then they do
the same thing.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - MORNING

Pietrasia stirs a huge pot of beet soup. She wipes her
brow. She stirs the pot.

INT. ZABINSKI VILLA - LATE NIGHT

It's midnight. Antonina plays a BARTOK SONATA as Guests
sit at the table. They eat their soup, listening to her
play, almost like a dinner party.

The sonata carries over, as --

EXT. ZABINSKI VILLA/WARSAW ZOO - EVENING

A party is underway in the villa. Cars arrive and depart,
FRIENDS come and go. Jan gives patrolling soldiers a
bottle of Scotch, with a slap on the back.

Stefan drives up in a German Tatra. NEW GUESTS step out of
the car and enter the villa. Moments later, Mr. Keller and
Marysia Aszer exit the villa. They climb into the Tatra
and Stefan carries them away. The soldiers stroll off with
their booze, completely unaware.

As they go, our CAMERA CRANES UP AND OVER THE ZOO to view
the villa and the habitats with their new species:

The human animal, hiding beneath the noses of the Nazis.

LONG DISSOLVE
TO:

EXT. WARSAW ZOO - DAY

A hazy sun melts ice on the linden trees as buds push through. Spring has come to Warsaw.

Tomas, the hippopotamus, observes patrolling GUARDS, his eyes just above the surface of his melting pond.

Human eyes follow the guards from the pheasant cage, the lion house and the rabbit hutch.

INT. ZABINSKI VILLA - MORNING

Pietrasia cooks, in a sweat. She's stirring an immense pot as Rys and Antonina eat at the table.

PIETRASIA
Lord, so much stew, Misses!

ANTONINA
It's Rys's favorite. And he's growing so fast now, he gets very hungry.

Rys gobbles stew, stuffed to the gills. Pietrasia heaves in potatoes, amazed. And then she glances at the clock on the wall: it's just past 1:00.

Pietrasia turns the stove to low. She removes her apron.

PIETRASIA
Let it cook for a good long while.

ANTONINA
I will. Thank you, Pietrasia. See you tomorrow.

Pietrasia puts on her hat and coat. She strokes Rys's head; such a good boy, to love her cooking! And then she leaves the villa. Rys immediately stops eating with a sick smile.

Antonina walks to the window. She peers through the curtains to watch the cook leave the zoo. And then she unlocks the basement door.

INT. ZABINSKI VILLA - BASEMENT - DAY

Guests lie on cots, sleeping or waiting, absolutely still. The door above them opens. Antonina appears on the stairs.

ANTONINA
She's gone.

Men immediately rise and begin to play cards. Women groom their children. TWO LITTLE GIRLS pull a baby muskrat from beneath their blanket, cooing and petting it.

Antonina spies a hopscotch pattern drawn with chalk on the floor.

ANTONINA (CONT)
Will someone play with me?

The boys and girls immediately join her. Antonina hops adeptly on one foot. Everyone smiles, watching her. They are all very, very quiet.

DISSOLVE TO:

INT. ZABINSKI VILLA - LIVING ROOM - EVENING

It's a warm summer's evening. Antonina sits on the floor with Rys, playing with Badger. RAKIETA, a parrot in a neck brace, flaps and mutters from a perch.

A light RAPPING comes at the door. Rys immediately carries Badger upstairs as Antonina steps to the piano. She plays Offenbach's "Go! Go! Go to Crete!" so loudly that Rakieteta nearly falls off his perch.

INSERT: The Guests in the basement disappear into the tunnel with cots and blankets as Antonina's warning hammers through the villa.

RESUME SCENE as Jan enters the front room from his study. He waits as Antonina shifts to a more melodic tune. And then he answers the door.

A FAT MAN in a fine overcoat stands on the step. He speaks with a German accent, though he does not wear a uniform.

DR. ZIEGLER
Mr. Zabinski? I'm DR. ZIEGLER,
Director of the Ghetto Labor
Bureau.

JAN
Yes? What is it?

DR. ZIEGLER
I've come to see the bugs.

A beat. The Zabinskis stare at the man in their doorway.

DR. ZIEGLER (CONT)
Szymon's died, you see.

Jan and Antonina stare at Dr. Ziegler as he steps into their villa.

INT. ZABINSKI VILLA - BASEMENT - EVENING

Women and children hide in the basement's tiny toilet as the door opens overhead, and the Zabinskis come down the stairs with Dr. Ziegler.

INT. ZABINSKI VILLA - BASEMENT - EVENING

Jan opens insect boxes for Dr. Ziegler. Antonina watches from the shadows.

DR. ZIEGLER
Szymon Tenenbaum and I went
hunting many times. I'm a bit of
a bug man myself. An amateur
entomologist, you might say.
(admiring)
Wonderful, wonderful. What an
extraordinary collection.

And it is. There are bugs by the thousands: every insect
imaginable has been captured, studied and pinned.

DR. ZIEGLER (CONT)
Szymon died of an ulcer. It
exploded in his stomach...he
couldn't be saved. Well, a
tragedy, isn't it. And nothing
to be done.

He studies the bugs. A long beat. Then --

DR. ZIEGLER (CONT)
Szymon told me about you, you
know. He said some interesting
things.

Jan and Antonina gaze at Dr. Ziegler. His tone is very
cool. He notices the hopscotch pattern on the floor; he
says nothing. Then, to Jan --

DR. ZIEGLER (CONT)
I want you to come to my offices
tomorrow. I'll send someone for
you.

Antonina stares at Dr. Ziegler in silent alarm. We have no
idea what this means for them.

CUT TO:

EXT. WARSAW GHETTO - DAY

Jan is driven by limousine to the ghetto gate. The DRIVER
shows papers to the Gestapo guards. The gate opens without
hesitation.

It is stifling and hot in the ghetto. The limousine passes
corpses on the streets, past skeletal children sleeping on
sidewalks. They pass German soldiers filming themselves
giving food to a starving man. Everyone smiles for the
camera.

Jan is driven to the Labor Bureau, on the corner of Leszno
and Zelazna Streets. As he arrives, he sees an
extraordinary thing.

The ghetto wall has been built to abut the Labor Bureau.
The wall extends from either side of the building.

INT. LABOR BUREAU - DAY

Dr. Ziegler stands with Jan in a Bureau office, greeting OFFICE WORKERS there.

DR. ZIEGLER
This is Dr. Zabinski. He's to
consult with me now.

Jan watches in silent confusion as papers are stamped and handed to Dr. Ziegler. Dr. Ziegler gives them to Jan.

DR. ZIEGLER (CONT)
Please follow me, Dr. Zabinski.

Jan follows Dr. Ziegler out of the office.

INT. LABOR BUREAU - DAY

Dr. Ziegler stands with Jan in the hallway of the Labor Bureau. He places a hand on Jan's shoulder, speaking very low.

DR. ZIEGLER
I want you to understand me
now...

He points to the front door of the building.

DR. ZIEGLER (CONT)
This door leads into the
ghetto...

He points to the door at the back of the building.

DR. ZIEGLER (CONT)
..that door leads into the free
city. Your papers will give you
access either way.

Jan looks at him, stunned, finally understanding his meaning. Dr. Ziegler says nothing else. He simply escorts Jan through the front door, into the ghetto.

EXT. WARSAW GHETTO - DAY

Dr. Ziegler walks Jan through the ghetto. Jan no longer hides beneath his cap. His face is revealed for all to see.

As they walk, they see a German soldier standing over a MIDDLE-AGED MAN, kneeling before him in the street. The man holds a stolen loaf of bread.

The soldier shoots the man in the back of the head as Jan keeps walking, pretending he sees nothing.

The men walk to the gate. Dr. Ziegler speaks with authority to the guards there.

DR. ZIEGLER
 This is Dr. Zabinski. He works
 for me now. You will allow him
 entry when he comes.

Jan shows the guard his new papers; the guard opens the
 gate with a respectful nod. Jan shakes Dr. Ziegler's hand,
 a big show for the guards.

JAN
 Good to spend the day with you,
 Dr. Ziegler.

DR. ZIEGLER
 I look forward to working with
 you, Dr. Zabinski.

And then Jan walks freely out of the ghetto as Jews rush to
 the murdered man in the street, and carry him away.

DISSOLVE TO:

INT. ZABINSKI VILLA - KITCHEN - DAY

Antonina studies Jan's new papers in amazement.

JAN
 They're shooting them now. They
 shoot them for a loaf of bread.

A beat. After a moment --

ANTONINA
 Bring them out. Bring as many as
 you can.

And so a lively BACH CONCERTO begins now, skittish and
 jumpy, as --

EXT. WARSAW - LABOR BUREAU - DAY

Jan walks into the Labor Bureau building from the free
 Aryan side. We FOLLOW him, as --

INT. LABOR BUREAU - CONTINUOUS - DAY

Jan walks through the Bureau building, greeting new
 acquaintances --

JAN
 How are you? How have you been?

-- and then he walks out of the building, through the other
 door.

EXT. WARSAW GHETTO - LABOR BUREAU - CONTINUOUS - DAY

Jan walks out of the Labor Bureau, directly into the
 ghetto. The Bach concerto carries on, as --

EXT. WARSAW GHETTO - MONTAGE - DAY

In MONTAGE, we see Jan enter the ghetto and then depart through the Labor Bureau building, with men and women posing as workers for the Bureau.

DR. ANZELM and DR. HIRSZFELD walk out of the Bureau and into the zoo's garbage truck waiting around the corner. KAZIO and LUDWINIA KRAMSZTYK walk out as well.

INT. WARSAW GHETTO - JEWISH ORPHANAGE - DAY

MONTAGE PAUSES in Janusz Korczak's study in the orphanage. The director watches Jan place more packets of meat inside his books. Then --

JAN
You could walk out with me today.
I can bring you out.

JANUSZ KORCZAK
And can you bring the children
out also? As workers for the
Labor Bureau?

Jan stands in silence. Dr. Korczak smiles at him.

JANUSZ KORCZAK (CONT)
So you see how it is then. You
have one son, one beautiful
child. And I have two hundred.
(a beat)
I'm told they call you "*Francis*,"
yes? The patron saint of
animals.

Jan looks away, says nothing. After a moment, Dr. Korczak reaches for the puppet on his desk.

JANUSZ KORCZAK (CONT)
They say we'll be moved again,
you know. I don't know where
they'll take us next. No one
wants the Jews.

Jan considers this information as Dr. Korczak makes the puppet move on its string. The room is quiet. The puppet jumps and dances.

JANUSZ KORCZAK (CONT)
If these children must face such
hopelessness, if that is all
that's left to them, then they
should walk bravely towards it
with souls that are loved. These
are orphans, Dr. Zabinski. I'm
sure you understand. There is no
one else to help them.

We REMAIN on the faces of Jan, and of Janusz Korczak, and STAY on them a moment.

EXT. WARSAW GHETTO - LABOR BUREAU - CONTINUE MONTAGE - DAY

MONTAGE RESUMES AGAIN as Jan walks more and more Jews out, past hopeless Jews, starving Jews, Jews begging on streets and sidewalks.

Jan finally walks ROZA ANZELOWNA and her old MOTHER, in Antonina's polka dot dresses, through the Labor Bureau to the free city.

Bureau workers look funnily at Jan's polka dotted comrades. Jan tips his hat, his friendly eye catching the way he's being watched.

EXT. WARSAW - CONTINUE MONTAGE - DAY

Jan hustles the Anzelownas into Stefan's waiting car, this time a Mercedes.

JAN
We can't go through the Bureau anymore. It's starting to look suspicious.

STEFAN
Then let's end it.

JAN
(after a moment)
Not yet...not yet.

A beat. Jan wraps a knuckle on the car's roof, and Stefan drives the Anzelownas away, to the zoo. Jan remains, studying the ghetto gate, and the horror growing behind it.

EXT. WARSAW GHETTO - END MONTAGE - DAY

We END MONTAGE as Jan walks with Maurycy Fraenkel, this time directly through the ghetto to the gate.

Maurycy wears one of Jan's suits; it's so big on his gaunt frame that it hangs below his shoes. Jan's cap masks Maurycy's Semitic face.

A new GESTAPO GUARD, a woman unknown to us, refuses to open the barricade.

NEW GUARD
Who is this?

JAN
What do you mean? He works for me. I'm Dr. Zabinski.

NEW GUARD
Yes, but who is *he*? I've never seen him before.

Maurycy stands, frozen in terror. Jan erupts in dramatic fury.

JAN
 He is *with me*. He is DOCTOR
 KLEINHAUSER. What do you want
 from me? Do you want me to go to
 the Labor Bureau and say you
 would not permit their top
 vending consultant out of the
 gate? Would you like me to waste
 Dr. Ziegler's time, his *valuable*
 time, to have him come *all the*
way here, to speak to you, to
 tell you that *he is with me*?
 What do you want from me?

NEW GUARD
 (crumbling)
 I'm sorry Dr. Zabinski. My
 apologies, Dr. Kleinhauser...I
 didn't know who you were.

She opens the gate. Maurycy's legs nearly buckle as Jan
 takes his elbow.

JAN
 (low)
 Keep walking...

Jan half-carries Maurycy out of the ghetto.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Antonina washes piles of clothes as a light TAPPING comes
 from outside. Antonina opens the door. Jan stands on the
 step holding Maurycy by his arm.

Antonina cries out suddenly --

ANTONINA
 Magda, Magda...

Magda runs into the room. She takes one look at Maurycy
 and falls to her knees.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Maurycy sits in a shadowed corner of the kitchen. His face
 is the face of the ghetto. He's so thin, so haggard and
 bent; he looks like a gargyle from the other side.

ANTONINA
 Thank God you've come, Maurycy.

MAURYCY
 (a whisper)
 Will you agree to have me here?
 You will be in danger.

Antonina smiles quietly at this. And then Guests step out
 from the shadows all around him, as Maurycy looks at them
 in wonder and amazement.

INT. ZABINSKI VILLA - MAURYCY'S CLOSET - NIGHT

Maurycy sits with Magda in a dark closet off of Antonina and Jan's bedroom. Maurycy is hidden so deeply within himself now that it seems he may never come out.

Rys knocks on the door. He holds his hamster.

RYS
This is PIOTR. He likes to run
on his wheel.

Rys sets the cage next to Maurycy's bed. He places Piotr inside his wheel. The hamster runs round and round.

Rys and Magda leave the closet as Maurycy stares at his new roommate.

EXT. ZABINSKI VILLA - TERRACE - LATE NIGHT

Antonina joins Jan on the terrace. Jan gazes into the night, smoking in silence.

ANTONINA
Will you come to bed?

JAN
No. I won't sleep.

ANTONINA
That's all right. I won't
either. Let's just lie down
together for a little while.

Jan says nothing. Antonina is very tired. She wraps her arms around his back. They stand like this a moment. Then --

JAN
Maurycy tried to kill himself.
The poison didn't work. He
finally said he'd come with me.
(a beat)
They're dying there. They're
dying. And I can't walk them out
anymore. I've got to find
another way...

The Zabinskis stand quietly, in growing distress. Antonina steps around to face Jan. She kisses his hand. She places it on her cheek. But no kisses come, and no comfort.

Jan drops his hand. After a moment, Antonina walks back into the bedroom, and Jan is left alone. And we --

LONG DISSOLVE
AWAY.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - MORNING

Antonina lies alone as another day begins. She holds her aching head a moment. Her hands are chapped and raw from so much washing in the night. She moans quietly.

The closet door opens. Maurycy Fraenkel steps out, like a night creature investigating daylight. He stands blinking in the light. He spies Antonina, unwell in her bed.

Maurycy pulls up a chair beside Antonina. He doesn't speak. After a moment, he takes her red, raw hand.

And then, to our surprise, Maurycy begins to hum a quiet lullaby. We STAY on him a moment.

Suddenly, the bedroom door BANGS open. Pietrasia enters with a question...

PIETRASIA
Misses, I can't find the
chocolate for Rys's milk...

She stops suddenly, shocked to find a strange man in Antonina's bedroom.

Antonina stares, speechless, at Pietrasia. Pietrasia looks at Maurycy. A beat. But then, and in a doctorly tone --

MAURYCY
..you must continue to take
salicylic acid, Mrs. Zabinski,
for the cramps. Just as I
instructed you. Now I will check
your pulse.

He holds her wrist as if counting the pulse.

ANTONINA
Thank you, Doctor. Pietrasia, do
you mind..?

PIETRASIA
(embarrassed)
No, no! I'm sorry, Doctor! I
didn't see you come in...

Pietrasia quickly leaves the room again. Antonina looks at Maurycy in wonder. She stares in dismay at the quickly shut door.

INT. ZABINSKI VILLA - KITCHEN - DAY

Antonina sits drinking tea, gazing at Pietrasia's broad back as she stirs a massive pot of soup. Antonina watches her a long time.

INT. ZABINSKI VILLA - KITCHEN - LATER

Antonina sits with Pietrasia.

ANTONINA
We've had to let our zookeepers
go as well. Times are very hard.
It's not your fault, Pietrasia.

She hands the cook a bit of cash and food.

PIETRASIA
 Maybe I'll come back when the
 war's over, eh?

ANTONINA
 Yes, maybe so.

Pietrasia puts on her coat. She gazes around the villa, silent and unhappy. And then she stares at the basement door; purposefully, perhaps, or perhaps just lost in thought.

Antonina's eyes go still, watching her.

ANTONINA (CONT)
 Pietrasia? What is it?

But Pietrasia says nothing. She walks out as Antonina watches her go.

CUT TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - LATE NIGHT

Antonina lies alone in bed, worried and wondering, staring at the ceiling.

INT./EXT. ZABINSKI VILLA - DAY

Antonina sits with Rys at the piano. A HARD KNOCK comes at the door. Antonina nearly jumps out of her skin. She plays Offenbach as Jan walks into the room and opens the door.

GESTAPO GUARDS stand at the door. They speak to Jan, low and cold. Jan answers, "Yes, yes." He walks back to the hallway to get his coat. Antonina follows him, terrified.

JAN
 I'm being called to the German
 Governor's office.

ANTONINA
 Was it Pietrasia? Did she turn
 us in?

JAN
 I don't know. They're not
 saying.

Antonina looks at him, stunned almost to silence.

ANTONINA
 Do you have your cyanide with
 you?

Jan pats his pocket. They look at each other a dazed moment. And then Jan walks out of the villa, climbs into a car, and leaves the zoo with the Gestapo.

Antonina stands a moment, frozen. Suddenly, she snaps awake. To Rys --

ANTONINA (CONT)
Go to the basement, quickly...

Rys runs to the basement as Antonina runs through the villa. FOLLOW her as she grabs Magda and Maurycy and Wanda from attics and closets and hauls them down the stairs.

Antonina shoves them through the basement door, follows them in, and then locks the door from the inside.

EXT. POLISH COUNTRYSIDE - DAY

Jan is driven through the countryside. It is a long, long ride through thick green forests. Jan is stone-faced. The Gestapo guards do not speak.

INT. ZABINSKI VILLA - BASEMENT - SAME TIME

Antonina and Rys hide with their Guests in the basement. Everyone sits in silent panic.

EXT. KONSTANCIN, POLAND - GOVERNOR'S HOUSE - DAY

The Gestapo's car stops before the German Governor's private residence, a palatial country house surrounded by thick woodlands.

Jan is prodded out of the car. He stands, one hand on his pocket, waiting to be arrested.

GESTAPO GUARD
There are snakes on the premises.
You will kill them now.

It sounds like code for Jan's secret activities. He looks for other captives. But no one else is here.

Jan waits, stoic and hard, saying nothing. His hand is on his pocket and his cyanide. But then the guard suddenly prods him into the yard.

GESTAPO GUARD (CONT)
What are you, deaf..?! There are snakes here! Snakes! Some stupid Polack let loose snakes to kill the Governor! Look, they're everywhere..!

Jan finally looks at the ground. Dozens of snakes slither through the shrubbery. And now we understand, this whole thing really is about snakes.

Jan lets out a long, long breath. His cool gaze gives nothing away. He drops his hand. He smiles.

JAN
Those are not poisonous snakes.

GESTAPO GUARD
How do you know..?!

JAN
It's my job to know. It's why
you brought me here, isn't it?

He kneels in the shrubbery and grabs a snake with his bare hands. He taps the fangs.

JAN (CONT)
A Ringelnatter. You see?
Perfectly friendly. You could
give him to your daughter for her
name day present. Here, go on!
You can make yourself a handsome
pair of shoes.

He offers the snake to the guards. They tap its fangs in amazement. They burst out laughing. STAY on Jan's face.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - LATER

Jan and Antonina make love silently in their bed. It's an act of desperate relief, fueled by exhaustion and strain and a deepening despair. But there is no heart connection in it.

We leave them to their desperation and MOVE to the window, to the shards of moonlight peeking through the slats.

FAINT SHOUTING begins to rise beyond the window...

LONG DISSOLVE
TO:

EXT. WARSAW GHETTO - EARLY MORNING

FLOODLIGHTS and SHOUTING drift over the walls of the ghetto.

EXT. ZABINSKI VILLA - TERRACE - SAME TIME

Antonina stands on the terrace, her hand to her mouth. Behind her, below her, everywhere in the dark, Jews listen from their refuge as the SHOUTING RISES.

EXT. WARSAW GHETTO - EARLY MORNING

SHOUTING RISES in the ghetto as Jan sits in the back of the Mercedes. Stefan's at the wheel dressed as his driver.

A Gestapo guard prevents them from entering. Jan strains to see through the gate.

JAN'S POV:

Tanks and jeeps plow through ghetto streets. Jews are shouted out of tenements and forced towards the train station, with no understanding of where they're going.

Everyone carries valuables. But this time, as they're stuffed into red cattle cars, their belongings are taken and tossed in a pile.

Names have been painted on each piece of luggage, a way to claim them.

There are many, many names, a growing monument of names. Some day these will become the identification, and the honor, of the dead.

Thousands of Jews stream towards the trains. As they walk, we spy a familiar face amid throngs of hopeless people.

Dr. Janusz Korczak holds the hands of two children. Two hundred others follow behind him, four abreast. They are escorted by German guards to the trains.

None of the children cry out; none run away. Janusz Korczak, a Gentile and not a Jew, climbs into a cattle car with them, to comfort them, and die with them.

STEFAN (O.S.)

What are they doing? Where are they taking them?

JAN (O.S.)

They're deporting them...I don't know where...

The smoke of the train engine billows into the air. We MOVE IN on the cattle cars, and on the plumes of smoke.

DISSOLVE TO:

EXT. WARSAW GHETTO - DAY

The Mercedes moves through the ghetto a month after the deportations. It is autumn again, and cold. The streets look even more ghoulish now, more dire.

400,000 Jews have been shipped away; 30,000 remain, many as workers for the SS. The ones that remain look ghostly as they move through their daily lives. Many others have gone into hiding.

The Mercedes idles in an alley for a brief moment; and in those quick seconds, THREE JEWS hidden beneath corpses on a funeral cart climb into its trunk, like the dead come to life.

They yank the trunk shut. And then the Mercedes drives on, moving out of the ghetto and back to the zoo.

LONG DISSOLVE
TO:

EXT. WARSAW ZOO/ZABINSKI VILLA - DAY

Another freezing winter's come. Rys plays soccer with Morys the pig as Lutz Heck's Packard rolls over the icy path.

Heck steps out of the Packard. He watches Rys play with his pet pig.

LUTZ HECK
You have an impressive goalie
there.

RYS
No he isn't. He always tries to
eat the ball.

Heck laughs and rumples Rys's hair. He gazes at the villa.

INT. ZABINSKI VILLA - LIVING ROOM - DAY

Antonina sits with Lutz Heck in the villa. A coal fire
burns in the hearth. Jan is not here.

LUTZ HECK
Your zoo's to become a fur farm.
Our breeder will raise fox pups
in your cages, to clothe our
armies on the Eastern front.

ANTONINA
But what about the pigs?

LUTZ HECK
The pigs won't last the winter.
Feeble little creatures, anyway.
Foxes are a tougher breed, don't
you agree, Mrs. Zabinski?

Antonina smiles, hiding her dismay.

LUTZ HECK (CONT)
It's the law of nature, isn't it?
Darwin's law of natural
selection. The superior species
survive. The unworthy vanish
away.
(admiring)
We understand the way of things,
don't we. We work in zoos. We
inhabit the natural world every
day.

ANTONINA
Yes, we do...but how do we view
an unnatural world, Mr. Heck?
When everything's gone topsy-
turvy?

LUTZ HECK
What do you mean, topsy-turvy?
I'm afraid I don't know what you
mean.

A beat. Antonina just shakes her head; she's stepped too
far, unthinking.

ANTONINA
Oh, just that it's such an awful
winter. The worst I can
remember.
(smiling)
Would you like a brandy? It's
very cold today.

LUTZ HECK
 Yes, and why don't you join me?
 We should celebrate. I've
 salvaged your zoo again, just as
 I promised.

Antonina pours brandy as Heck roams around the room.
 Magda's bison sculpture still sits on its shelf. Heck
 gazes at it a moment.

LUTZ HECK (CONT)
 Your husband had many Jewish
 friends, I remember.

ANTONINA
 (a beat; lightly)
 Jan grew up in Warsaw. Everyone
 lived together before the war.

LUTZ HECK
 Yes, of course. But not anymore.
 We've seen to that, haven't we.
 We've divided the dominions.

ANTONINA
 That's true. Everything's
 different now. Jan's friends
 have disappeared...to a better
 place for them, I'd like to
 think.

INSERT: There are many, many Guests hidden in the villa
 now. They are frail and frightened. Everyone listens in
 terrified silence.

We RESUME SCENE. Heck nods at the intelligence of
 Antonina's observation, as if he and Antonina are together
 in this thing, and Jan is not.

LUTZ HECK
 Nature's law is God's law, isn't
 it? Divine law. And we mold His
 creation with our own hands.
 I've seen you master the beasts
 myself, Mrs. Zabinski. An
 extraordinary sight, I must say,
 to see a woman do this.
 (a beat; admiring)
 This is our gift from God, Mrs,
 Zabinski. We're alike in this
 way, I believe.

ANTONINA
 I think so, too, Mr. Heck.

Heck smiles at this.

LUTZ HECK
 I hope, one day, you might call
 me Lutz. And that I might call
 you Antonina.

ANTONINA
 Thank you, Lutz. Then I will.

Heck holds up his glass in a toast.

LUTZ HECK
To our friendship, Antonina. To
our fruitful union.

ANTONINA
To our friendship.

Antonina's not a big drinker, but she takes a good gulp
under Heck's gaze. He nods, encouraging, watching her.

LUTZ HECK
I'd like to stay longer. But
I've been invited to supper with
the war council. I advise them
on matters of breeding, and other
things.

ANTONINA
They must respect you very much.

LUTZ HECK
(with immense humility)
Well, yes, I think they might.
Will you play a tune for me
before I go?

Antonina sits at the piano. She begins to play Mozart.

LUTZ HECK (CONT)
Not that, not that. Play
something quiet and pretty. Play
Schubert for me, will you,
Antonina?

Antonina begins to play Schubert. It is slow, and too
romantic. Lutz Heck hums the tune as he walks around the
room. He moves to the piano.

Heck watches Antonina's fingers, mesmerized by their
movement over the keys. He suddenly takes her hands in
his, studying their beauty in his large, thick hands.

LUTZ HECK (CONT)
Perfect. Perfect.

Antonina watches him in silence. She is tipsy now, woozy.

LUTZ HECK (CONT)
I must tell you...we've bred six
bull calves from your bison.
We've returned them to the
Bialowieza forest...
(studying her fingers)
Beautiful thick haunches. Hard,
sinewed forelegs...no common
aurochsen, no. A master breed.
The perfect symbol of the German
Reich.

ANTONINA
But inbreeding weakens the stock.
We see it all the time in the
zoo.

Heck stares at her a moment. Antonina realizes, in her
wooziness, she's taken a second step too far.

LUTZ HECK
 You're mistaken. We exterminate
 the impurities, of course. We
 apply the proper science. Do you
 doubt me, Antonina? I'm an
 expert in the method.

ANTONINA
 Of course not, Lutz. You of
 anyone would know the proper way.

Heck smiles at her again.

LUTZ HECK
 We've done this together, haven't
 we. The two of us, together.

His fingers entwine Antonina's. After a moment --

LUTZ HECK (CONT)
 I want to show you something. It
 was my mother's...she died when I
 was very young...but she swore
 she'd always watch over me.
 She's with us now, I think.

He removes a ring from his little finger and slides it
 slowly onto Antonina's finger.

ANTONINA
 Oh, it's lovely, Lutz. Such
 exquisite design. Your mother
 had wonderful taste...

She smiles, and removes the ring.

ANTONINA (CONT)
 ..but of course I'm a married
 woman. What would she say to
 that?

LUTZ HECK
 (a beat)
 Well, she would have admired you
 very much. I'm sure of it.

After a moment Heck accepts back the ring. Antonina begins
 to play Schubert again as he prowls around the room. Then -

LUTZ HECK (CONT)
 I've not seen your husband on the
 grounds today. Where is he?

ANTONINA
 (a lie)
 He's collecting garbage for the
 pigs.

LUTZ HECK
 Oh, yes. The pig farmer at
 work...that's right. But now the
 pigs are done.

He snorts in derision. A biting edge has crept into his
 voice.

LUTZ HECK (CONT)
 We're taking them for slaughter
 in two days. The farmer will
 have no more pigs to feed. What
 will he do then, I wonder? He
 might vanish away. Too bad for
 the pig farmer of Warsaw.

Heck laughs; the superior animal. He downs his brandy and
 gathers his coat and hat.

LUTZ HECK (CONT)
 Well, thank you for the
 interlude, Antonina. I enjoyed
 it very much.

ANTONINA
 You're welcome, Lutz.

Heck places his hat on his head. And then he takes her
 hand. His lips hover; we can feel his hot breath. And
 then he turns her hand over and kisses the palm.

Antonina stands, repulsed, forcing herself to wait. Heck
 looks into her eyes; there is risk in this now, for him.
 He's fallen in love with her.

After a long moment, Heck releases her hand. He tips his
 hat. And then he leaves the villa and Antonina sinks onto
 the piano bench.

INT. ZABINSKI VILLA - LIVING ROOM - NIGHT

Antonina sits with Jan. Jan holds his head in his hands,
 distraught over the pigs and Lutz Heck's latest visit.

ANTONINA
 Jan. Speak to me. Say something
 to me.

Jan seems shaken. After a moment, he walks to his study
 and shuts the door, and Antonina walks alone upstairs, to
 bed.

DISSOLVE TO:

EXT./INT. WARSAW ZOO - FEED BARN - DAY

Rys runs with his pet pig in his arms. He carries Morys
 into a feed barn and hides him there.

EXT. WARSAW ZOO - DAY

Outside the barn, soldiers load the pigs back into trucks
 as others bring cages of fox and raccoon pups.

Antonina greets WITOLD WROBLEWSKI, 60, as he steps from his
 truck. He carries a cat carrier and a bird carrier. He
 speaks with a German accent, though his name is Polish.

WITOLD WROBLEWSKI
I'm Wroblewski. I breed the
pups.

Antonina reaches for Wroblewski's hand, but the odd man
doesn't take it. He seems generally uncomfortable.

INT. WARSAW ZOO - SHED - DAY

Antonina escorts the fox breeder to a shed on the grounds,
which has been set up with a bed and lamp.

ANTONINA
I was told you prefer to live
with the animals. It might get
cold. I've brought blankets for
you.

WITOLD WROBLEWSKI
This is fine.

He releases his cat, who immediately slinks around sniffing
the shed. He removes the drape from the bird cage to
reveal two parakeets.

ANTONINA
What's your cat's name?

WITOLD WROBLEWSKI
She's BALBINA.

Antonina pets the cat, who slinks sluttily around her leg.
Wroblewski waits awkwardly, saying nothing more. And so
Antonina leaves the shed.

EXT. WARSAW ZOO - DAY

Balbina chases chickens as Rys runs to catch up to
Antonina. She takes his hand as they walk away from the
sheds.

ANTONINA
We'll keep going, that's all.
We'll keep going in plain sight.

We RETURN to the fox breeder's shed in the middle of the
zoo.

CUT TO:

EXT. ZABINSKI VILLA - EVENING

Another party is underway in the Zabinski villa. Cars
drive in and out, people come and go. We hear the piano
playing.

Jan stands with patrolling soldiers, telling jokes, plying
them with liquor, all to mask the growing urgency of
activities going on here.

INT. ZABINSKI VILLA - BATHROOM - LATE NIGHT

Antonina bleaches old Mrs. Anzelowna's dark hair as Rys crowds into the bathroom with Mrs. Anzelowna's daughter Roza, and Magda and Wanda.

Antonina towels the old woman off. They all look into the mirror.

WANDA

Oh my God...that's terrible.

Mrs. Anzelowna's hair has turned bright orange. Rys bursts out laughing.

RYS

Mama, what have you done? I'll have to call her "Squirrel" now!

Old Mrs. Anzelowna begins to cry.

ANTONINA

Don't worry, Mrs. Anzelowna!
Let's try again...

Antonina swings Mrs. Anzelowna around and dunks her head beneath the faucet again.

EXT. ZABINSKI VILLA - LATE NIGHT

Mrs. Anzelowna, with lovely pink-ish hair, exits the villa with Roza, both once again wearing Antonina's dresses.

Mrs. Anzelowna removes a brooch from her coat, shaped like a butterfly. She pushes it into Antonina's hand. She kisses her cheek.

And then the Anzelownas climb into the Mercedes and are driven away --

-- all beneath the gaze of Witold Wroblewski, the nocturnal fox breeder, watching from his shed.

CUT TO:

EXT. WARSAW ZOO - DAY

It is very cold. Foxes live in the pens now; the pig meat is done. The garden is dead. Soldiers patrol the grounds.

Antonina covers her ears as Jerzyk shoots a crow.

INT. ZABINSKI VILLA - DAY

CLOSE on the scrawny crow being boiled for soup. The stock is thin, like water. Antonina stirs the soup worriedly.

And then she notices something alarming through the window. She drops her spoon and runs outside.

EXT. WARSAW ZOO - AMMUNITION SHED - DAY

Antonina runs through the freezing yard towards an ammunition shed, ablaze with fire. Soldiers surround the shed. A German OFFICER suddenly runs to Antonina and grabs her arm.

GERMAN OFFICER
Come here, damn you...

He yanks her towards the shed, where Jerzyk is being held at gunpoint. Antonina is terrified, shaking. She tries to smile.

ANTONINA
(in German)
It's fine, it's fine, he's just
our zookeeper. Look, there's
water there, there, in the
hoses...

Soldiers find the water hoses and direct them at the fire in the shed. Witold Wroblewski, watches from a distance as the officer circles Antonina.

GERMAN OFFICER
Why did this man set this fire?
What are you people up to here?

ANTONINA
That man didn't set the fire...

The officer puts his gun to her head. She keeps going.

ANTONINA (CONT)
He didn't set the fire. Your
soldiers come here all the time,
don't you know? They bring their
girlfriends. See there, look,
look. They smoke in the hay...

The officer looks at a YOUNG GUARD standing near the shed. The guard looks at him sheepishly; he is smoking. He suddenly drops his cigarette and stamps it out.

ANTONINA (CONT)
It was just boys and girls having
a little bit of fun, that's all
it was...

The officer looks furiously at the culprit. Antonina and Jerzyk are suddenly released.

The officer walks to the guard and SLAPS him hard across the face. He SLAPS him AGAIN and AGAIN as Antonina walks, shivering, back to the villa, past Witold Wroblewski watching everything from the pens.

INT. ZABINSKI VILLA - KITCHEN - LATER

Antonina stands working at the sink. She is pale, still shaking. Another KNOCK comes at the door. She turns, terrified. There's no time to run to the piano.

Antonina opens the door. Witold Wroblewski stands on the step, holding the bird carrier.

WITOLD WROBLEWSKI
It's too cold, I'm afraid. I'd
rather be in the house.

Antonina stares at Wroblewski as he walks into the villa.

INT. ZABINSKI VILLA - JAN'S STUDY - DAY

Antonina makes up a bed for Witold Wroblewski in Jan's study near the kitchen.

ANTONINA
If there's anything else you
need...

Witold Wroblewski pulls blankets from the bed to the floor, to sleep there instead. He releases his parakeets, who flitter about the room. And then he closes the door in her face.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Antonina places bowls of thin crow soup on a plate. She hands the plate to Rys.

Rys tiptoes down the basement stairs with the plate. Antonina closes the door after him in panic.

INT. ZABINSKI VILLA - BASEMENT - LATE NIGHT

Rys serves soup to Guests in the basement. A Kenigswein boy suddenly SHRIEKS, spilling his soup. His mother slaps a hand over his mouth.

No one makes a sound, no one breathes. Everyone gazes at the ceiling, listening for the man sleeping in the study above their heads.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - MORNING

Antonina walks into the kitchen, tying her apron. She stops abruptly. A German soldier stands in the middle of the room. Antonina stares, stunned, at him.

The soldier is the young guard seen smoking near the fire in the shed. He looks cold and hungry and filled with rage.

ANTONINA
(in German)
Good day.

The soldier stalks silently around the kitchen. He rattles the basement door.

He taps the Ovaltine tin, returned mysteriously to its shelf. He opens the lid to the soup pot.

Antonina watches his face, his every move.

ANTONINA (CONT)

(in German)
Are you hungry? Would you like something to eat?

YOUNG SOLDIER

(at last)
Some soup.

She ladles soup for him. He gobbles it hungrily, then eats right out of the pot. And then he spits it out with disgust.

Antonina holds up her hands: *It's all right, it's all right.* The soldier suddenly grabs her and shakes her.

YOUNG SOLDIER (CONT)

You bitch..! Why did you tell on me..? Goddamn you, goddamn you..!

He SLAPS her face just like he was slapped. He shoves her away and dumps the pot of soup on the floor.

And then Witold Wroblewski walks into the villa. He stops short when he sees the raging soldier. The young man takes one look at the fox breeder and then runs out of the villa.

Antonina looks in fear at Witold Wroblewski. His gaze is inscrutable. After a moment, he walks to the study and shuts the door.

Antonina crawls to the kitchen door and locks it. She holds her face a moment. And then she desperately begins spooning soup back into its pot.

CUT TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - LATE NIGHT

Antonina is awakened by a SOUND coming from downstairs. Someone is playing the piano. She looks beside her, but Jan is gone. She looks at the clock: it's exactly 1:00am.

INT. ZABINSKI VILLA - LIVING ROOM - LATE NIGHT

Guests joyously emerge from hiding; the nighttime piano is the sign that all's well. They enter the living room, and freeze. Antonina steps down the stairs, and freezes.

Witold Wroblewski plays a Chopin interlude on her piano.

No one moves, no one breathes. Everyone stares at the fox breeder in terror, realizing that their secret's been uncovered. That their lives are done.

But Witold Wroblewski plays on; peacefully, quietly. His face, generally so awkward, is beatific. He gazes at the terrified Guests with kindness, and without malice.

And in his gaze, and in his graceful playing, is the answer to an unasked question: Witold Wroblewski knows what's going on in this house. And he is not the enemy.

INT. ZABINSKI VILLA - LIVING ROOM - LATER

It is 4:00am. Witold Wroblewski plays Rachmaninoff for Antonina and her Guests. His parakeets twitter from their cage.

MAGDA
You play beautifully, Mr. Wroblewski. Were you a concert pianist?

WITOLD WROBLEWSKI
Yes, before the war. But I was born in Poland and I'm good with pups, so they sent me here as a breeder.

RYS
I'm going to call you "*Fox Man*." Because that's what you are.

Everyone laughs at this, but Fox Man just looks perplexed.

WITOLD WROBLEWSKI
It's very strange here, I must tell you. You call animals by people names and people by animal names.

RYS
That's because we live in a house on a planet in a zoo under a crazy star!

The Guests laugh and smile at Rys. Animal life is the spirit of the zoo. It is the spirit of survival in this house.

Suddenly, Mr. Kinszerbaum plays a card trick --

MR. KINSZERBAUM
Look, sonny, look...nothing up my sleeve..!

He finds a playing card behind the ear of a Kenigswein boy. The boy erupts in giggles; a rare moment of normalcy and pleasure.

Fox Man plays on, a quiet, peaceful interlude.

LONG DISSOLVE
TO:

EXT. WARSAW - DAY

Snow falls over Warsaw. The Vistula River has become a creaking block of ice.

Posters of Adolf Hitler line the walls of Old Town. **"HITLER'S A DOGCATCHER!"** has been scribbled across every one.

EXT. WARSAW GHETTO - NIGHT

It is very dark in the ghetto, very quiet. A long line of German ammunition trucks can be seen parked along a street.

A fuse is lit. The trucks EXPLODE. German soldiers run everywhere to put the fires out.

As they run, Stefan scuttles towards a sewer grate with other RESISTANCE FIGHTERS and a handful of Jews, using the explosions as cover. They all drop into the sewers and disappear.

The soldiers suddenly spy Jan following in the rear. They run after him as Jan drops into the sewer.

INT. SEWER - CONTINUOUS - NIGHT

Jan sloshes with rescuers and Jews through the thick, rank sewer. Soldiers chase them, yelling and shooting; they run faster.

A JEWISH GIRL is shot in the back. Jan tries to lift her from the muck, but she has died. The Germans are nearly on top of them.

Jan is forced to leave her in the sewer. He turns, his face a mask of desperation, and keeps running.

INT. ZABINSKI VILLA - TUNNEL - LATE NIGHT

Antonina brings the rescued Jews through the tunnel as a half-starved woman (IRENA MAYZEL, 45) is helped to a cot.

IRENA MAYZEL

There are so few of us left in the ghetto. We work hard for them, the SS, so hard, but they don't care. It's all a joke to them. We're not even human to them.

We MOVE IN on Irena's face. Her voice is thin and raw.

IRENA MAYZEL (CONT)

They shoot us for speaking. They shoot us for not speaking. They shoot us for moving. They shoot us for standing still. I've been hiding in a chimney for two months. They got me out through a sewer.

Guests offer thin soup and a blanket, in increasing horror as more Jews come running through, covered in sewage and terrified.

EXT. WARSAW - DAY

Jan steps out of a coffee truck, dressed like a delivery man. As he's about to walk into a print shop on Zurawia Street, German jeeps careen around a corner and hit their breaks in front of a boardinghouse.

Gestapo soldiers run into the house, on high alert. Moments later, they drag out Roza Anzelowna and her mother. Jan watches as they're shoved into a jeep and taken away.

INT. ZABINSKI VILLA - KITCHEN - NIGHT

Jan sits with Antonina. She holds the butterfly pin in her hands. She is crying.

ANTONINA
(shattered)
Was it her hair? Was it her hair
color?

JAN
Of course not. Someone at the
boardinghouse must have turned
them in. It's getting very bad
for all of them now. Very bad.

Antonina cries. Jan reaches for her but then pulls back, consumed by his own guilt.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

Antonina feeds many, many Guests at the table. There is only the thinnest soup, rancid potatoes.

Jan is gone again. There is nothing to be done. And so Antonina goes to the piano, and begins to play, as --

EXT. WARSAW GHETTO - LATE NIGHT

Jan leads a team of resistance fighters in an attack on a German platoon. The fighters are men and women of all ages, part of Warsaw's growing underground army.

The Germans fight back furiously, in stunned, growing rage. The resistance uses home-made weapons: sticks, stones, stolen guns, whatever they can carry.

A war is beginning in the ghetto. It is valiant and lopsided.

STAY on Jan's face, fighting amid the growing chaos, as Antonina plays on, and we --

LONG DISSOLVE
AWAY.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - DAWN

Antonina wakes alone. She rubs her head. She is woozy, nauseous. She suddenly runs to the toilet and vomits.

CLOSE on Antonina, looking with fear at her tummy in the mirror.

INT. ZABINSKI VILLA - MAGDA'S ATTIC - DAY

Antonina sits with Magda on her cot. Wanda is here, holding WICEK, a white rabbit. And two teenage girls are here: NUNIA and EWA LEMI-LEBKOWSKI, new Guests in the house.

MAGDA

It's a blessing, Antonina. It's life continuing. We keep going, do you see? Nature keeps going, no matter what.

WANDA

And right under Hitler's nose, just like that stupid mustache! Oh, it's beautiful! He thinks he can control the human race. He traps us like rats, he kills us like mice. But we're really rabbits! What a good joke!

Wanda strokes the rabbit, slightly hysterical.

ANTONINA

Another mouth to feed...and Jan's always gone, and there's so little food as it is...

EWA

We'll all help. Won't we, Nunia?

NUNIA

I love babies. I'll help you, Mrs. Zabinski.

MAGDA

Ewa's right. We'll all help you, darling.

Antonina gazes at the women's faces. Hope is catching. It wells up in her eyes.

INT. ZABINSKI VILLA - LIVING ROOM - LATE NIGHT

Fox Man plays Schumann as Antonina and Rys sit with their Guests.

Badger cackles in Rys's lap. Rakieta twitters with the parakeets on their perch. Piotr sits in Maurycy's hand lapping brandy from a cup. Wanda clutches Wicek.

Jan suddenly appears in the doorway wearing his dark clothes. He looks out of place and uncomfortable.

MAGDA
Mazel tov, Jan. There's news for
 you tonight, my dear.

RYS
 We're having a baby, Papa!

Antonina goes to Jan and places his hand on her tummy as
 Guests applaud, or slap him on the back.

GUESTS
Mazel tov! Good fortune to you,
 Jan!

Jan looks dazed, like he's been struck. Antonina's pale,
 but smiling. She kisses his cheek, struggling to pull him
 in.

ANTONINA
 A baby, Jan! And in the middle
 of a war...

Jan looks at Antonina. He looks at all the Guests. It is
 too overwhelming, this news. It is too much to process at
 this moment.

JAN
 It's..well, it's extraordinary,
Punia. Really. I'm happy for
 you. I'm happy. I..I don't know
 what else to say.

The news seems to touch a well of grief in him. He makes a
 joke to Rys.

JAN (CONT)
 A boy or girl? What do you
 think, handsome?

RYS
 A girl this time, I think.

Jan smiles at this. He touches Antonina's belly almost as
 if he's afraid to do it. Everyone watches him. His
 discomfort quiets the room.

ANTONINA
 Why don't you join us for supper?
 Magda made a little cake with the
 sugar MRS. POZNANSKA brought with
 her. And Mr. Kinszerbaum has a
 trick he'd like to show us.

MR. KINSZERBAUM
 Look, children, see..? Nothing
 in my pocket, nothing in my
 pants...

Mr. Kinszerbaum finds an ace in Rys's shoe and everyone
 applauds. But Jan barely notices. His eyes move
 impatiently to the clock on the wall.

JAN
 I'm sorry, it's very late. I
 have to go...

MR. KINSZERBAUM
 Stay a little while. Stay! It's
 a party, Dr. Zabinski. A toast
 to your child. A new life coming
 in this crazy world.

RYS
 I want to toast, too, Papa!

Rys suddenly runs into the kitchen and back again, holding
 the Ovaltine tin.

JAN
No. Give that to me.

But Rys has already opened the tin. Inside, instead of
 chocolate, are small explosives: metal fuses, bullets,
 powders and trip wires.

Antonina stares at the explosives in shock and confusion.
 She looks at Jan. Jan grabs the tin from Rys in fury.

JAN (CONT)
 (sudden; sharp)
 What are you doing up so late?
 Damn it, Ryszard, you know the
 rules. It's past your bedtime.

ANTONINA
 (equally sharp)
 It is not his bedtime. He cooks
 meals with me, he washes clothes.
 He serves supper with me. This
 is how we do it every night.
 This is how we do it now.

A beat. Guests stare unhappily at Jan. Jan looks,
 bewildered, at his wife. A silent moment. And then Mr.
 Kinszerbaum takes Antonina's raw hands in his.

MR. KINSZERBAUM
 One must be brave in the world,
 Dr. Zabinski. We know it. One
 must be brave, also, in this
 house. Everyone deserves a bit
 of a party now and then, don't
 you think so? Please join us in
 our party.

Antonina and Jan look at each other. They are estranged
 and anguished.

JAN
 I have to go.

He walks out of the villa. Everyone sits in silence.

CUT TO:

EXT. WARSAW GHETTO - DAWN

A caravan of clinking, clanking tanks rolls into the ghetto
 as resistance fighters emerge from alleys and doorways.
 Jan and Stefan step forward from a rooftop.

War is descending on the ghetto. More and more tanks roll in as waves of German soldiers swarm the streets, and the resistance steps out of the shadows.

A German soldier lights a match. He uses it to ignite a petrol bomb. He throws the bomb into the window of a Jewish apartment building. A fire begins in the building.

INT. ZABINSKI VILLA - BASEMENT - DAWN

Antonina sits with her Guests in the basement, with no windows and no light. The women lie on cots, the men on the floor.

SAMUEL KENIGSWEIN
Today is April 19th. Passover
begins tonight.

REGINA KENIGSWEIN
May we have a *seder*, Mrs.
Zabinski?

ANTONINA
Yes, of course, Mrs. Kenigswein.
But I've never cooked a Jewish
seder.

NUNIA
I'll do it. I know it all by
heart.

Guests smile at Nunia, so young and helpful. Regina Kenigswein kisses Antonina's hand in thanks. Tonight they will have a *seder*.

INT. ZABINSKI VILLA - KITCHEN - SUNDOWN

The women prepare a simple *seder* meal. Curtains cover the windows. Rys walks into the kitchen.

RYS
Mama, it's snowing.

Everyone looks at him, confused. It's late for snow. They peek through the curtains.

GUESTS POV:

The women stare out of the window at a grey swirling blizzard falling from the sky.

WANDA (O.S.)
My God, what is it..?

RESUME SCENE as Magda runs to the radio. She struggles to find the underground broadcast. Then --

POLISH BROADCASTER (V.O.)
"..On this day, the nineteenth of April, 1943, the eve of Adolf Hitler's birthday, Reichsfuhrer Heinrich Himmler has announced the final extermination of the Warsaw Ghetto..."

Everyone stares, with growing horror, through the window. Something unimaginable is happening beyond their doors.

POLISH BROADCASTER (V.O./CONT)
"..Rise up, rise up, citizens of Warsaw..!" Join our brothers and sisters in the fight! For on this day our ghetto will be liquidated. The Warsaw Ghetto will be no more."

Wanda suddenly collapses in a chair. The women look in stunned shock at one another. A long moment. Then --

REGINA KENIGSWEIN
 We'll keep going.

MAGDA
 That's right. Let's just keep going.

They close the curtains. And then, in grief and grim determination, they return to their preparations.

But something else has come over Antonina, hearing the broadcast: an added horror. She reaches for the Ovaltine box on its shelf. She opens it: it is empty of its explosives. She stares into the empty box in revelation.

Antonina leaves the women and walks upstairs.

EXT. ZABINSKI VILLA - TERRACE - SUNDOWN

Antonina stands on the terrace holding the empty tin. Explosions and fires can be seen across the river. Smoke drifts into the air. Ashes fall like snow over the zoo.

EXT. WARSAW GHETTO - UPRISING - SAME TIME

The German army is setting fire to every building in the ghetto. They are driving the last Jews out.

The resistance retaliates with everything they have. But their ammunition is no match for the German mass artillery.

INT. ZABINSKI VILLA - KITCHEN - LATE NIGHT

A single candle flame rises as Antonina and Rys take seats beside their Guests. Faces look pale and grieving in the light.

MAGDA
 May God bless those who have been
 taken from us. May He bless the
 refuge of this house.

Maurycy Fraenkel looks at Antonina with deep, sad eyes.

MAURYCY
 It's a '*mitzvah*,' Antonina. Do
 you understand? A good deed in
 the eyes of God.

Everyone says "*Amein*." They clasp hands around the table
 as ashes fall beyond their windows.

Maurycy envelops Antonina's hand in his. Fox Man takes
 Rys's hand as Rys looks curiously around the table.

RYS
 What is Passover?

MAGDA
 It's a celebration, darling.
 It's a Jewish prayer of hope.

Everyone looks to Nunia, seated at the head of the table.
 And now Nunia begins to recite the opening words of
 Passover:

NUNIA
*"Now in the presence of loved
 ones and friends, before us the
 emblems of festive rejoicing, we
 gather for our sacred
 celebration..."*

We look from face to face, and at the single candle with
 its fire rising.

NUNIA (CONT)
*"With our elders and our
 children, linking and bonding the
 past with the future, we heed
 once again the divine call for
 service..."*

We look at Antonina in the light.

NUNIA (CONT)
*"Living our story that is told
 for all peoples, whose shining
 conclusion is yet to unfold, we
 gather to observe the Passover as
 it is written..."*

Guests begin to pass plates of seder offerings. And as
 they do, hope grows in their eyes.

Antonina stands and MOVES to the window, to watch ashes
 swirling in the air...

NUNIA (V.O./CONT)
*"Why is this night different than
 all other nights?"*

EXT. WARSAW GHETTO - SAME TIME

Fires rise in the Nalewki District. Buildings collapse in ashen heaps as the Warsaw Ghetto is liquidated.

NUNIA (V.O./CONT)
"On all other nights, we eat all kinds of herbs; tonight we eat only bitter herbs..."

Tanks crank and groan as they rumble through streets, their gunners shelling schools, stores, synagogues...

NUNIA (V.O./CONT)
"On all other nights, we eat either leavened bread or matzoh; tonight we eat only matzoh..."

Machine gun fire rips the air. Tanks plow through Jewish homes, Jewish lives. Home Army fighters are massacred in the streets. The resistance is overrun.

NUNIA (V.O./CONT)
"On all other nights, we do not dip herbs at all; tonight we dip them twice..."

Among the bodies lying in the dirt, we see Stefan, our loyal friend, gunned down in the fight.

NUNIA (V.O./CONT)
"On all other nights, we eat in an ordinary manner; tonight we dine with special ceremony..."

We gaze upon the remaining Jews as they're taken to trains, walking through the ashes of Passover.

INT. ZABINSKI VILLA - KITCHEN - NIGHT

Guests eat their seder meal as we MOVE from face to face.

NUNIA (CONT)
"Tonight, we remember the time we went forth from Egypt, from the house of bondage, and God released us with His mighty hand..."

INT. ZABINSKI VILLA - KITCHEN - ALMOST DAWN

A candle burns in the darkness. Antonina waits alone in the kitchen. She holds the empty Ovaltine tin.

The door opens and Jan enters the villa. He is filthy. His anguished face is black with soot and someone else's blood.

NUNIA (V.O./CONT)
"We will not die, but live. We live to declare the works of God, and we will praise His name forever..."

Antonina looks at Jan a long time. And then she places the tin back on its shelf. She blows out the candle and draws him up the stairs.

GUESTS (V.O.)
*"..Baruh atah Adonai eloheinu
 meleh ha-olam, asher kidshanu
 b'mitzvo-tav v'tzivanu l'hadlik
 neir shel Pesah."*

We RETURN to a wisp of smoke, curling into the air.

EXT. WARSAW GHETTO - DAWN

The ghetto has been razed. The fifteen blocks where it once stood have been bulldozed to nothing; a large empty field in the middle of Warsaw.

Nothing is left -- nothing -- but smoldering clouds of ash. And on this image, we say --

GUESTS (V.O./CONT)
"Amein."

And then we --

FADE TO BLACK.

FADE IN:

EXT. ZABINSKI VILLA - MORNING

It is November. A cool fog shrouds the zoo like a gauzy shell. Jan walks out of the villa. He looks grim, more serious than usual.

Rys sits on a step, watching Badger chase the soccer ball as Morys chases Badger.

RYS
 Where are you going? I want to come with you. I want to be your Lieutenant.

JAN
 No. Go on, go play now.

RYS
 Stop talking to me like a baby.

Rys pouts as Jan walks out of the gate and crosses the road.

INT. WARSAW - PRINT SHOP - MORNING

Jan sits in a print shop at 24 Zurawia Street, with members of ZEGOTA, the underground council to aide Jews. This is where the underground newspapers are printed.

Four women in their 50s run the proceedings: EUGENIA WASOWSKA is the owner of the shop.

JANINA RABBE is a lawyer. WANDA FILIPOWICZ and ZOFIA KOSSAK are the founders of Zegota.

ZOFIA KOSSAK
Here's cash, and papers. We'll
move Mrs. Mayzel to Bramki.
We're taking Mrs. Poznanska to
Foksal Street...

Janina Rabbe folds cash into documents and Jan tucks them in his boot. And then Janina eyes something through the window.

JANINA RABBE
Jan...

Jan looks through the window, to see Rys standing across the street, watching him in the print shop.

EXT. WARSAW - PRINT SHOP - MORNING

Jan runs across Zurawia Street as shades are hurriedly drawn in the print shop windows. He grabs Rys by the arm.

JAN
How did you get here?

RYS
I followed you, Papa. I'm a big
boy now. I don't want to stay
with the ladies all the time...

Jan hauls him up and carries him away as Rys begins to kick and howl.

As they hurry down the street, they pass Lutz Heck, seated in the Packard which has stopped at a light.

Heck spies Jan but makes no move to greet him. He simply watches Jan run down the street carrying the howling boy.

Lutz Heck gazes up and down Zurawia Street. He spies the print shop hastily closing its shades. He considers the scene a moment.

And then Heck says something to the driver and the Packard pulls away.

INT. WARSAW - PRINT SHOP - DAY

SS GUARDS smash open the doors of the print shop on Zurawia Street. Lutz Heck is with them.

The shop has been entirely deserted. Those who were here have fled. Heck looks suspiciously around the room. Someone was here. Jan Zabinski was here. And now, abruptly, gone.

An SS OFFICER gives an order. The guards pour gasoline over the floors and desks and set a match. The print shop goes up in a blaze, reflected in Lutz Heck's eyes.

CUT TO:

INT. ZABINSKI VILLA - BATHROOM - DAY

Antonina washes her face in freezing water. She rubs her enormous, aching belly. Magda and Wanda stand in the doorway.

WANDA

You shouldn't go to the doctor's alone. It's not safe in Old Town now.

ANTONINA

It won't take long, I'll be fine. Keep an eye on Rys for me.

MAGDA

Of course. Be careful, darling.

Antonina squeezes out of the bathroom, a hand on her belly.

EXT. WARSAW - OLD TOWN - DAY

Antonina rides a trolley through Old Town. It is quiet and pleasant. And then an EXPLOSION suddenly rocks the street.

The resistance army has blown up a German ammunitions train. Antonina sits, shaking, watching Home Army fighters attack soldiers swarming to put the fires out. Their fight has moved now into the Aryan city.

Everyone ducks for cover as the trolley jolts forward again, making its way through Old Town.

INT. WARSAW - DOCTOR'S OFFICE - DAY

Antonina lies on a doctor's table. The kindly DOCTOR listens to the baby's heartbeat.

DOCTOR

Good, good, a fine strong heartbeat...very soon now, very soon, Mrs. Zabinski.

It's warm and quiet in this office. A NURSE massages Antonina's raw hands with lotion.

It's safe here, a safe cocoon. Antonina lies back gratefully, finally relaxed for this small moment.

And now we begin to INTERCUT TO --

EXT. WARSAW ZOO/ZABINSKI VILLA - SAME TIME

The Packard drives through the zoo gate. Lutz Heck steps out of the car.

Heck speaks to Witold Wroblewski. He admires the fox pups. He looks around the zoo. He eyes the villa.

We RETURN TO:

INT. WARSAW - DOCTOR'S OFFICE - DAY

Antonina dozes on the table as SCREAMING VOICES suddenly wake her reverie. The doctor hurries to the door and peeks out.

GESTAPO GUARDS kick open the door to the flat across the hall. They haul out a JEWISH FAMILY hiding in the flat.

GESTAPO GUARDS
Juden...! Juden...!

An ELDERLY GENTILE COUPLE is yanked out after them. The Gestapo SCREAMS at them, aiming pistols at their heads.

Antonina watches with horror as Jews and their protectors are dragged away. A guard suddenly spies her watching him. He storms into the office pointing a pistol at her head.

GESTAPO GUARD
Who are you..? Where are your papers..?

DOCTOR
Please...she's the zookeeper's wife! She's about to have a baby...

ANTONINA
(in German; jabbering)
Do you have children? I have one son, his name is Rys, and another child coming very soon...

The guard reacts to his language being spoken. He stares at Antonina's enormous tummy.

He drags her with him as he looks behind cupboards and doors. He gazes around the room. He looks again at Antonina, and her naked stomach. He suddenly yells to his men --

GESTAPO GUARD
All clear here!
(to her belly)
Toi toi toi, kleine baby.

He abruptly releases Antonina with a smile. And then he walks out of the office.

The Gestapo hauls their captives away. And then everything goes eerily quiet. A shocked beat.

The nurse and doctor try to help Antonina to a chair, but she pulls away. We STAY on her, still clutching her belly...

ANTONINA
(realizing)
I have to go home.

And with that, we --

SMASH CUT BACK
TO:

EXT. ZABINSKI VILLA - SAME TIME

Lutz Heck stands on the villa steps. He knocks. Morys the pig plays in the grass as Heck watches him, and waits. After a moment, Rys opens the door.

INT. ZABINSKI VILLA - KITCHEN - DAY

Lutz Heck stands in the Zabinski kitchen. Rys sits alone at the table, watching him like a frozen little bird.

LUTZ HECK
Where's your mother?

RYS
She's at the doctor's house.

LUTZ HECK
Where's your father?

Rys doesn't know. He sits anxiously. He lies --

RYS
He's in Zalesie, I think.

Lutz Heck pads in agitation around the kitchen. The growing chaos in the world outside is reflected in his eyes.

LUTZ HECK
Zalesie? It's cold there now,
I'll bet. How long has he been
there?

RYS
A week. I mean a month.

LUTZ HECK
A month? That's a long time. I
thought I saw him just the other
day.

RYS
No. I don't think so. Because
he's in Zalesie. I already told
you.

Rys is growing more nervous and frustrated. Heck smiles at this. We see Magda hiding on the stairs, listening in horror.

LUTZ HECK
Oh, I like Zalesie. I like to
swim there, in the lake. I like
it very much. I bet you wanted
to go swimming, too. Is that why
you cried on Żurawia Street?

RYS
(confused; ashamed)
No.

LUTZ HECK
But then why did you cry?

RYS
Papa told me not to leave the
zoo.

Heck smiles again. He strolls around the room as Rys sits, rigid with anxiety. Heck opens the pantry and looks in. He tries to open the basement door, but it's locked.

Heck looks into the living room. All seems normal. Not a sound anywhere. Magda flattens herself against the wall on the stairs.

LUTZ HECK
I'd like to speak to your mother
and father. Will you tell them
I've come by? Will you tell them
today?

RYS
Yes.
(furious now)
But Papa's in Zalesie!

LUTZ HECK
Of course! Your papa's in
Zalesie! I forgot. Good boy for
reminding me.

Heck turns to go. And then he suddenly turns back to Rys and gives the Nazi salute.

LUTZ HECK (CONT)
Heil Hitler!

Rys stands woodenly and salutes.

RYS
Heil Hitler!

LUTZ HECK
Very good! Now I'm going to give
you a prize.

Heck removes the swastika pin from his lapel and pins it to Rys's shirt.

LUTZ HECK (CONT)
Your mother and father must be
very proud of you. Tell them I
believe they should be very
proud. Tell them that today.

He walks out of the villa, leaving Rys confused and rigid and furiously angry.

EXT. ZABINSKI VILLA - CONTINUOUS - DAY

Lutz Heck walks to his Packard as the driver opens the door.

INT. ZABINSKI VILLA - KITCHEN - SAME TIME

Rys still stands where he was left. Suddenly, in fury and shame and frustration, he lifts his arm in salute again...

EXT. ZABINSKI VILLA - SAME TIME

As Lutz Heck steps to his car, we hear a SHOUT from the villa:

RYS (O.S.)
Hitler's a dogcatcher!

Heck stands, frozen, beside his car.

INT. ZABINSKI VILLA - KITCHEN - SAME TIME

Magda runs into the kitchen and clamps a hand over Rys's mouth. She scoops him into her arms.

EXT. ZABINSKI VILLA - DAY

Lutz Heck stands in silence; his eyes have gone very cold. He looks at the villa, a long time. He watches Morys the pig play with Rys's soccer ball.

Heck gestures to a German soldier nearby. They speak quietly. And then Heck steps into his car and the Packard pulls away.

The soldier walks to the villa. He suddenly grabs Morys and drags him away. Rys runs out of the villa --

RYS
No, no! That's Morys! He's mine, he's mine..!

Magda can only watch in horror from the window. Fox Man comes running from the pens --

WITOLD WROBLEWSKI
No, no..! That's his pet, the boy's pet..!

GERMAN SOLDIER
It's by Lutz Heck's orders. He's going to be my supper tonight!

The soldier drags Morys away as Rys sobs in Fox Man's arms.

INT. ZABINSKI VILLA - KITCHEN - DAY

Antonina still wears her coat. Magda and Fox Man stand helplessly in the room.

Rys sobs in Antonina's lap. Antonina keeps one hand on her tummy, hiding the pain radiating there. She removes the pin from Rys's shirt.

RYS
But he said I was a good boy. He
said you should be proud.

ANTONINA
Oh, I am proud! I'm so proud of
you, my Ryszard, my sweetest
boy...

Rys sobs as Antonina yanks off the pin. She holds him
against her heart.

CUT TO:

INT. ZABINSKI VILLA - KITCHEN - NIGHT

Antonina stands, exhausted and in shock, washing piles of
dishes. A terrible pain suddenly tears across her belly.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - LATE
NIGHT

Antonina is in the throes of labor. Her room is filled
with women. Wanda sits at Antonina's feet.

WANDA
I brought my niece into the
world. It wasn't pretty, but I
know what I'm doing.

She washes her hands and rolls up her sleeves. Antonina
clutches Magda's hand, overcome by a contraction.

INT. ZABINSKI VILLA - RYS'S ROOM - LATE NIGHT

Maurycy Fraenkel sits with Rys and six or seven men in
Rys's room. Rys's face is still wounded and serious.
Maurycy struggles to think of what to say.

MAURYCY
Do you remember when you helped
the mama elephant? The night
Tuzinka was born?

RYS
Yes. That was Kasia. I
remember.

MAURYCY
Well, Kasia made a lot of noise,
didn't she. But she was fine,
wasn't she. The baby was fine...

He is thinking, struggling with the words.

MAURYCY (CONT)
Your mama's going to make a lot
of noise tonight. But you
mustn't be worried because she's
going to be fine.

RYS
I know. I've seen lots of babies
born.

MAURYCY
Oh! That's true, isn't it. Of
course you have. You were born
in a zoo.

(a beat)
But you know, I haven't. I've
not seen even one. Well, except
the elephant. You were very
brave that night, you know. You
are a very brave boy, Ryszard.

Rys looks at Maurycy's anxious face, and at the other men.

RYS
Are you scared, Maurycy?

MAURYCY
A little, yes. I am.

Rys's wounded face alters completely.

RYS
You needn't be scared. It'll be
all right. There, there,
Maurycy. There, there...

Rys pats Maurycy's knee in comfort as the men sit together
in the dark, waiting for a baby to be born.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - DAWN

Antonina lies holding her newborn baby. Rys sleeps beside
them. Magda and Maurycy sit with them.

Jan walks into the room in his dark clothes. He is filthy,
exhausted. Magda stands and kisses him. She leaves the
room with Maurycy, closing the door behind them.

Jan removes his cap. He gazes at Antonina and the baby,
not knowing what to do. Rys wakes sleepily.

RYS
Look, Papa. We had a girl. Mama
said I could name her TERESA,
like the saint.

JAN
Oh, that's a good name. A
beautiful name. Hello, Teresa...

Jan touches the cheek of his baby girl. He is emotional;
tentative. Antonina watches him a moment. She opens her
arms to him.

Jan lies next to his family. He kisses the baby's tiny
head. And then, gently, quietly, Jan takes Antonina's face
in his hands.

JAN
Punia. Are you all right?

ANTONINA
 (joyous)
 I'm fine. We're fine.

Jan looks at Antonina, at the joy and strength, luminous in her eyes. It's like his first time, looking at her. He kisses her tenderly, once, twice. She wraps her arms around him.

Jan begins to cry. He kisses his wife and children as if he'll never let them go.

And now we leave them to their reacquaintance, and MOVE to the terrace door...

DISSOLVE TO:

EXT. WARSAW - OLD TOWN - SUNSET

TEENAGE COURIERS on bicycles ride as fast as they can through Warsaw. They carry directives and newspapers in their baskets. Headlines read:

1 AUGUST, 1944. THE HOME ARMY RISES UP IN WARSAW!

As the couriers disperse everywhere, CAMERA CRANES into the sky, to see TENS OF THOUSANDS OF RESISTANCE FIGHTERS beginning to scatter through streets wearing the red-and-white colors of Poland.

EXT. WARSAW ZOO - SUNSET

A COURIER speeds through the zoo gate with a directive for Jan in her basket. She zips past the entire German patrol finally abandoning the zoo, called to action elsewhere.

CUT TO:

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - SUNSET

Jan dresses in his resistance uniform as Antonina packs a kit bag for him. Teresa, nine months old, sleeps in Rys's arms.

Jan looks at Rys and at the baby. He stops dressing suddenly. He pulls Antonina to him.

JAN
 If anything happens to me...if
 anything should happen...

ANTONINA
 Just come home to us, Jan. Come
 home to me.

Jan gazes at Antonina, taking in her quiet strength; her capacity to go on.

He closes his kit bag. He looks at Rys.

JAN
 You're my Captain now. Take care
 of your mother and sister while
 I'm away.

RYS
 I will, Papa.

Rys salutes, his face very serious. Jan salutes him back
 and then hugs him tightly. He gazes at Antonina. He
 kisses her as if for the last time. He kisses the baby.

And then, with a final look, Jan runs out of the villa,
 into the chaos of Warsaw.

SMASH CUT TO:

EXT. WARSAW - UPRISING - POWER PLANT/STATE MINT/TRAIN
 STATION/CITY CENTRE - EVENING

The Polish resistance army swarms over the Warsaw power
 plant, the state mint, the train station and the City
 Centre.

Polish flags wave from balconies. Swastika banners burn in
 the streets. Everywhere in Warsaw, Poles rise up, rise up,
 to take their city back.

EXT. ZABINSKI VILLA - TERRACE - EVENING

Rys stands on the terrace with his binoculars.

RYS'S POV (BINOCULARS):

Fires rise in Old Town. We PAN to Praski Park, swarming
 with German soldiers. A PANICKED SOLDIER spies us watching
 him. He aims his rifle right at us, and FIRES.

RESUME SCENE as the bullet hits a tree and Rys runs for his
 life back into the villa.

INT. ZABINSKI VILLA - CONTINUOUS - EVENING

Antonina feeds Teresa in the kitchen. Guests sit with Fox
 Man at the piano in the living room. They've come out much
 earlier than usual, now that the patrol has left the zoo.

But now Rys flies into the kitchen just as the door SLAMS
 OPEN and soldiers from the park rush in. A soldier grabs
 Rys's binoculars, STOMPING on them, screaming --

GERMAN SOLDIER
*If we see him spying on us again
 we'll shoot him in the head!*

The piano stops abruptly. The raging soldier peers into
 the living room, but all he sees is a nice little party.
 And so he turns and storms with his men out of the villa
 again.

Antonina grabs Rys and shoves him in a chair.

ANTONINA
My God, sit down..! Sit next to
me. Do not leave my sight!

RYS
(excited)
There are fires in Old Town.
Papa's fighting in the worst part
of the city. When will he come
home?

ANTONINA
I don't know. Soon I hope.
Soon.

Fox Man begins to play again as Antonina sits with Rys and
Teresa, waiting for Jan to come home. But now --

EXT. WARSAW - UPRISING - EVENING

Jan leads a Home Army platoon in a battle in Old Town.
Their weapons are crude and scant. The platoon is
overcome.

We FOLLOW Jan as he races across Trembacka Street -- and
STAY on him as he is SHOT IN THE NECK, and falls.

Jan's blood seeps into the rutted street. We REMAIN on
him, a long and mournful beat.

INT. ZABINSKI VILLA - DAY

Antonina and Rys sit with Jerzyk. Guests hover in hallways
and doorways. Antonina stares at Jerzyk, a long time.

ANTONINA
But is he alive, Jerzyk?

JERZYK
I don't know. I was told that he
was shot and that Germans took
him to a prison camp. No one
knows if he's dead or where he
is. I'm very sorry, Misses.

Rys's lip quivers as he struggles to be brave. Antonina
pulls him to her. She looks around the room, at all her
Guests, watching them in terrible grieving silence.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - LATE
NIGHT

It's very late. Antonina stands alone at her terrace door.
Outside her walls an unimaginable chaos grows.

Antonina gazes at the city beyond the zoo. She is
struggling to make a decision. She picks up Jan's pillow
and holds it against her cheek, her breast.

After a moment, she walks to her vanity table. She opens
the small box and looks at the two remaining cyanide vials.

She gazes at them a long time. Finally, with a shake of her head, she closes the box and firmly locks it away.

And then she picks up the black hair ribbon lying on the table. She looks at herself in the mirror...

SMASH CUT TO:

EXT. ZABINSKI VILLA/WARSAW ZOO - MORNING

Explosions shudder the ground as the Uprising moves closer to the zoo. Smoke drifts over the villa.

Antonina stands wearing a hat and a pretty dress beneath her coat. Magda's with her. Rys holds Teresa.

In the distance, Fox Man carries cages to transport trucks, to take pups out of Warsaw.

MAGDA

This is madness, Antonina. It's not safe to cross the river now.

ANTONINA

What else can I do? I have to know what's happened to him. I have to know.

Magda stands mute with worry as Antonina kisses Rys and Teresa. Antonina's legs are shaking; she sturdies herself.

She walks out of the zoo.

CUT TO:

EXT. POLONIA PALACE HOTEL - MORNING

A VIEW of the Polonia Palace Hotel as German officers flee its refuge, and GUNFIRE shatters the air.

INT. POLONIA PALACE HOTEL - MORNING

Antonina knocks on a hotel room door. Lutz Heck opens the door.

INT. POLONIA PALACE HOTEL - LUTZ HECK'S ROOMS - MORNING

Antonina stands in Heck's parlor. A suitcase lies open on the bed, within our view. Books have been packed away. Liquor bottles lie empty on a table.

Heck is in shirtsleeves. His hair is not combed in its usual, careful style. His shirt is half-unbuttoned.

ANTONINA

You've packed your things.

LUTZ HECK

The war's turning. I've been ordered back to Berlin.

ANTONINA
Oh. What sad luck for us. We'll
be sorry to see you go.

Antonina's eyes follow him as he moves about the room. He is seething and restless. His eyes, half-drunk, drink her in.

Antonina sits, and removes her hat. Then --

ANTONINA (CONT)
I've come to ask you...I'm
looking for my husband. He was
captured by German troops.

LUTZ HECK
He was taken from the zoo?

ANTONINA
No. From Old Town. He was
taken to a prison camp. I don't
know if he's alive.

LUTZ HECK
The underground army's fighting
in Old Town. What was Jan doing
there?

ANTONINA
Buying horse meat for the fox
pups.

Heck stops suddenly. He turns his eyes on her.

LUTZ HECK
What did you say?

ANTONINA
Jan was buying horse meat and he
was captured.

Heck thinks about this, a long beat. He lights a cigar, taking a long, slow drag. He studies Antonina, gazing at her dress, her legs. The ribbon in her hair.

LUTZ HECK
Why are you really here,
Antonina?

ANTONINA
I thought you might help me find
him. As a gift to our
friendship.

LUTZ HECK
He might be dead. You said it
yourself.

ANTONINA
He might be. I don't know. I
don't know anything.

Heck thinks about this. He eyes her hungrily.

LUTZ HECK
And what gift would I receive in
return? I'm curious to know.

ANTONINA
There's nothing I can give you
except my loyalty as a friend.

Her face is cool and still; she lets him look at her, a
long time.

Heck begins to smile. He puts down his cigar and picks up
a nearly empty whiskey bottle.

LUTZ HECK
It's all I've left. Share it
with me, friend.

Antonina sips from the bottle.

LUTZ HECK (CONT)
All of it. Lick it up.

He tips the bottle; she drinks the dregs. He watches her
as she wipes her mouth. Then --

LUTZ HECK (CONT)
Has Jan lied to me? Has he been
keeping secrets from me?

ANTONINA
(a beat)
No, of course not. Why would he
lie to you?

LUTZ HECK
Fox pups don't eat horse meat.
It makes them sick. Does he
think I don't know that,
Antonina?
(then)
Do you?

STAY on Antonina, caught in her lie.

ANTONINA
I've nothing to hide from you.
I'm a mother, a wife...that's
all. I want to know what's
happened to my husband. And if
he's dead I want to bury him.

Heck watches her. He steps closer.

LUTZ HECK
Did you see the gift I gave your
son? "Hitler's a dogcatcher," I
heard him say it.

ANTONINA
(a laugh)
He's a child, Lutz! He's just a
child. It's all a game to him.
He hears things and he repeats
them, that's all...

LUTZ HECK
Where does he hear them?

ANTONINA
I don't know. People come and go
all the time...

LUTZ HECK
Really? Your zoo's dead but for
the pups. Who comes and goes,
Antonina?

ANTONINA
Soldiers, guards...the armory's
there. Believe me, Lutz, it
means nothing to him.

Heck suddenly leans into her face.

LUTZ HECK
Did he hear it from his father?
Did he, Antonina?

ANTONINA
No. No.

She meets his gaze unflinchingly. Their faces are inches
apart. And then Heck lunges in, and kisses her.

Antonina holds the kiss. It thickens and deepens. Heck
moves his mouth from her lips to her neck...

LUTZ HECK
Antonina...Antonina...

He begins to pull her towards the bedroom. He is kissing
her, devouring her...

LUTZ HECK (CONT)
You're lying to me, Antonina...I
can see it in your eyes.

He pushes his body against hers. He yanks the ribbon from
her hair. Antonina holds out as long as she can. And then
--

ANTONINA
(suddenly --)
*No, no, I can't..! Stop this
now, stop..!*

She yanks herself fiercely away. And now Heck finally sees
the truth of her revulsion.

He stares at her a long time. And in his stunned gaze are
real feelings for her, and a genuine, crushed humiliation.

LUTZ HECK
(a beat)
Ah. So that's how it is. Now I
see...all lies. All lies.

He nods to himself in his debasement. After a moment, he
picks up his cigar, and relights it. He looks at her
again.

He smiles now, a slow, cruel smile.

LUTZ HECK (CONT)
 I couldn't have helped you, you know. Even if I wanted to. Hermann Goering's been arrested. The nature preserves are done. Our vision's done. My position's gone.

He blows a stream of smoke.

LUTZ HECK (CONT)
 So tell me. What have you been up to, Mrs. Zabinski? In your little zoo?

They look at one another a moment. Heck walks to the telephone and picks up the receiver. And then Antonina grabs her things and runs out of the hotel.

Heck takes a long pull on his cigar. His eyes have gone black. He dials a number. A beat. Then --

LUTZ HECK (CONT)
 I need men.

SMASH CUT TO:

EXT. WARSAW - DAY

German BOMBERS soar overhead as SHELLS begin to drop on the exploding city. Roads are a blockade of chaos. Antonina runs over Kierbedz Bridge, to the zoo.

INT. ZABINSKI VILLA - BASEMENT/TUNNEL - DAY

Antonina and Guests pack things, quickly, frantically.

ANTONINA
 We've called for trucks, they'll take you to the allied zone. Hurry, you must hurry...

Everyone packs their things in panic. And then they run through the basement door, to the tunnel.

EXT. WARSAW ZOO - DAY

Forty-seven Guests flee through the lion house to a handful of trucks, guided by Jerzyk and driven by Zofia Kossak and her Zegota team. Fox Man's truck is here as well.

Wanda runs up first, carrying Wicek. She kisses him again and again, and then thrusts him away, into Rys's arms. She hugs Antonina --

WANDA
 Good luck to you, darling, good luck...

-- and then she climbs into Fox Man's truck. Nunia and Ewa follow with the Kenigsweins. Mr. Kinszerbaum tucks an ace into Rys's pocket and then climbs in. Guests clamber into trucks as Magda runs up holding Teresa.

ANTONINA
Rys, go with Magda..!

RYS
No..! I don't want to go..!

Rys suddenly runs away, disappearing among the pens.

ANTONINA
(frantic now)
Go on, Magda, we'll catch up to you.

MAGDA
You'll hurry, promise me...

ANTONINA
Yes, yes..! Quickly, Magda, there's no time...

Antonina kisses the baby desperately. And then she pushes Magda into the truck with Teresa as Maurycy follows. Piotr the hamster peeks from his pocket.

Guests scramble everywhere, cramming themselves into trucks...

WITOLD WROBLEWSKI
(to Antonina)
I'll come back for you as quickly as I can.

He shoves his truck into gear. And then all the trucks barrel out of the gate, and our Guests disappear forever from the zoo. Antonina turns to Jerzyk.

ANTONINA
Open the cages.

Antonina and Jerzyk run through the zoo, unlocking the pens. Rys appears near the rabbit hutch. He tosses rabbits out by the ears.

RYS
Go, silly rabbits, go..!

He chases them into the bushes with Wicek and the chickens and Balbina the cat. And then he runs to the villa.

INT. ZABINSKI VILLA - CONTINUOUS - DAY

FOLLOW Rys as he runs through the villa. He opens the windows to free the parrot and parakeets. He finds Badger inside the piano. He grabs him and runs outside again.

EXT. ZABINSKI VILLA - CONTINUOUS - DAY

Rys releases Badger into the yard.

RYS
Go, Badger, go..! You have to
go..!

Badger looks at Rys a confused moment. Rys stomps his feet. And so Badger hightails it away, heading for the river.

EXT. VISTULA RIVER - DAY

Badger dives into the river and swims away. The water surface ripples. Badger disappears into the blackness.

And now we hear the Polish broadcaster speak once more, the final time...

POLISH BROADCASTER (V.O.)
*"On this day, the fourteenth of
August, 1944, Adolf Hitler has
ordered the annihilation of
Warsaw..."*

EXT. WARSAW - DAY

German BOMBERS soar overhead, strafing the city. SHELLS pour down like rain. Buildings IMplode into rubble heaps. FIRES spread from house to house as Praski Park goes up like a torch.

INT. ZABINSKI VILLA - DAY

Antonina shoves Rys into the basement and locks the door. And then she sits, anxious and still, and waits.

POLISH BROADCASTER (V.O./CONT)
*"..Heinrich Himmler has ordered
the death of all Polish citizens.
No prisoners must be taken. No
one must survive...the
elimination of Warsaw will serve
as an example to all of Europe,
all the world..."*

EXT. ZABINSKI VILLA - DAY

German jeeps ROAR through the zoo gate. Lutz Heck steps out with a half-dozen soldiers.

POLISH BROADCASTER (V.O./CONT)
*"..May God have mercy on the
Polish people. May He have mercy
on our souls."*

LUTZ HECK
Search the grounds.

The soldiers run through the zoo. The pens are all unlocked. The cages are empty.

Antonina steps out of the villa as Heck turns to her in rage. He shoves her aside and runs into the villa.

INT. ZABINSKI VILLA - CONTINUOUS - DAY

FOLLOW Lutz Heck as he tears open closets, pantries, heating ducts. He tries to open the basement door, but it's locked. He throws himself against the door until the lock breaks.

INT. ZABINSKI VILLA - BASEMENT/TUNNEL - DAY

Lutz Heck storms down the stairs into the basement. It is empty. No one's here.

Heck prowls, heaving for breath. Something's happened here, he knows it. He can smell it. But the villa is empty. The zoo is empty.

And then he spies something on the floor: a hopscotch pattern drawn in chalk. And something else. A yellow Star of David torn from a coat.

Heck kneels slowly to pick up the star. STAY on him as he draws his pistol. And then he spies Rys hiding in the shadows.

Rys turns and runs away through the door into the tunnel. Heck runs after him.

INT. ZABINSKI VILLA - TUNNEL - CONTINUOUS - DAY

FOLLOW Heck as he chases Rys. And as he runs, Heck finally sees the network of tunnels beneath the cages, the hiding places and secret passageways in and out of the zoo.

EXT. WARSAW ZOO - CONTINUOUS - DAY

Antonina stands in the middle of the zoo as Lutz Heck storms out of the lion house from the tunnel. He has caught Rys; he is dragging him by the shirt.

ANTONINA

No..Lutz...

A soldier grabs her as she runs towards them. She kicks and fights the soldier but he holds her hard.

Jerzyk suddenly appears from the pens, aiming his rifle at Heck.

ANTONINA (CONT)

No, Jerzyk...

LUTZ HECK

Oh, ho! Now you have your gun, old man..?! Too late for that, I'm afraid.

Heck places his pistol against Rys's temple as soldiers draw their weapons. Jerzyk finally drops his rifle.

Heck turns to Antonina again. His eyes are seething, black as coal.

LUTZ HECK (CONT)
 You used me, Antonina. You
 played me for a fool. Oh, but
 I'm no fool. I think you see
 that now.

ANTONINA
 (pleading; reasoning)
 We did what we could to survive,
 that's all. We had to survive
 the war...it's the law of nature,
 isn't that what you said?
 Nature's law, God's law...

LUTZ HECK
 How many? How many did you hide?

ANTONINA
 I don't know...I don't know the
 number...

LUTZ HECK
 (raging)
I trusted you! I saved your zoo!

He tosses the Star of David at her feet. And then he cocks
 the pistol. Antonina wails, a wrenching cry.

ANTONINA
 Lutz, Lutz...what kind of man
 shoots an innocent child? What
 kind of man does that make you?

LUTZ HECK
 (laughing suddenly)
 What kind do you think? A man
 who wins his war!

ANTONINA
 With the blood of a little boy?
 That's not the man you are.

LUTZ HECK
 You have no idea, Mrs. Zabinski,
 what kind of man I am.

He turns to drag Rys away. Antonina yanks herself from the
 soldier's grip, she flings herself at Heck.

ANTONINA
 I do, Lutz, I do. You're a
 serious man, a man of intellect
 and breeding. Think of your
 father, your brother...

LUTZ HECK
 Shut up, Antonina...

The soldier captures Antonina again, he wrestles her back.
 She hurls her words at Heck as he drags her son away --

ANTONINA
 Your mother's with us. She's
 watching over you. Her most
 special son, her beloved son...

Heck freezes suddenly.

ANTONINA (CONT)
She's watching you now, isn't she. She's watching you take my son...

LUTZ HECK
(flushed suddenly)
Goddamn you, Antonina...

ANTONINA
Oh, won't she be so ashamed...to watch you shoot a little boy?

Heck roars suddenly, in maddening rage. He turns again, but now he stumbles. Antonina's eyes are locked on him.

ANTONINA (CONT)
The cub's such an easy mark. A coward's game, you said it yourself...too easy, you said, no eye, no scope...

Heck turns again. Antonina sinks into the dirt.

ANTONINA (CONT)
..what you wanted was the mother.

She opens her shaking arms to him, offering her life for the life of her son.

Heck stares at Antonina in churning, seething fury. Slowly, slowly, he turns the gun on her.

Heck stares at her, a long, black moment. He aims the gun at her heart. His finger hovers on the trigger.

ANTONINA (CONT)
(quiet)
Such a small thing, Lutz. Such a small shameful thing. To snuff the cub and not the lioness.

Heck holds his pistol on Antonina. His eyes are on hers, his face is wrenched. The pistol trembles in his grip; he is paralyzed now, frozen.

Antonina's eyes stay locked on Heck's. A long, bludgeoning beat...

Heck moves suddenly, with an unhinged cry. He drags Rys behind the shed. We hear the pistol POP.

ANTONINA (CONT)
No..! No..!

She tries to stand, to run.

ANTONINA (CONT)
Rys..! Rys..! Rys..!

She hurls herself forward, but the soldier yanks her back. She fights and claws. She calls Rys again and again, but the air has gone silent.

Antonina collapses in the dirt. She calls to Rys a final time; there's no reply. The air is still. Her face falls in her shaking hands. She begins to cry.

A beat. Lutz Heck finally steps from behind the shed. He watches Antonina crying, a long time. Then --

LUTZ HECK
I think you've learned a lesson
now. Next time you'll know
better, the coward from the rest.

He begins to smile, a cold, mad smile. He holds up a rooster, shot through the head.

And then Rys steps out from behind the shed. His face is pale. He runs to Antonina as she clutches at him, sobbing.

RYS
It's all right, Mama. It was
just a game.

Heck tosses the rooster in the grass. The soldiers return, laughing, to their jeeps.

Heck watches Antonina as she clutches her son. Her wet eyes meet his again.

The fierce light in Heck's eyes has at last gone out. His face has gone grey.

LUTZ HECK
A little game, that's all it
was...

Lutz Heck has lost his war. The hunt is done. He looks at Antonina, a final time. He looks for a bleak moment, into the sky...

And then Lutz Heck climbs into his jeep and is driven away, back into the fires of Warsaw.

Antonina hangs on to Rys. She caresses his face, his little shoulders.

ANTONINA
I don't think I can walk. Can
you help me, sweetheart?

Rys helps her stand as Jerzyk approaches them. He kneels to pick up the Star of David. Antonina puts a trembling arm around him.

ANTONINA (CONT)
Thank you, Jerzyk. Please, will
you come with us?

Jerzyk tips his cap no, with his usual, quiet humility. He gives her the star. And then he disappears again, inside the zoo.

RYS
It's time to go, Mama.

He takes her elbow as Wicek hops up from the bushes. Rys grabs the rabbit and tucks him under his other arm.

And then Rys escorts Antonina away, joining a long line of REFUGEES walking out of Warsaw.

CUT TO:

EXT. COUNTRYSIDE - DAY

Antonina and Rys, with Wicek, walk along a country road among other refugees.

Everyone stops to watch trucks ROAR past with Polish flags waving. Russian planes SOAR overhead. The Allies are finally pushing into Warsaw.

Fox Man's truck motors along, in the midst of the caravan. Fox Man sees Antonina and Rys and stops in the dusty road.

EXT. MARYWIL - DAY

A small sign reads 'MARYWIL.' Refugees stream into the little town.

EXT. MARYWIL - SCHOOLHOUSE - DAY

The fur truck idles before an old schoolhouse where Poles are taking refuge. Magda and Maurycy stand at the school door holding Teresa.

Fox Man says goodbye to Antonina and Rys.

WITOLD WROBLEWSKI
I have to go on to Lowicz. I'm expected to stay with the pups.

ANTONINA
If you hear anything about Jan, please write to me.

WITOLD WROBLEWSKI
Of course. If I hear anything.

Antonina takes his hand.

ANTONINA
Thank you, Mr. Wroblewski.

WITOLD WROBLEWSKI
Maybe we'll visit after the war. We'll play Chopin together.

He smiles at Rys.

RYS
Bye, Fox Man.

WITOLD WROBLEWSKI
Goodbye, Ryszard. See you again one day.

And then Fox Man climbs back into his truck and drives away, to Lowicz, and the rest of his life.

STAY on the Zabinskis in front of the schoolhouse -- standing like refugees, like Guests, holding a rabbit -- at the door of sanctuary.

LONG DISSOLVE
TO:

EXT. WARSAW - SPRING, 1945 - DAY

A VIEW of Warsaw after the Uprising. There's snow on the ground, and wild crocuses popping through. Spring has come to this wilderness of ruin.

Museums and palaces have been pounded to rubble. Their facades stand like tombstones. Buildings gape open, bared to the elements. Streets are ruptured, gone. Most bridges are gone. All the trees are gone.

Syrenka the mermaid remains, her sword and tail sheared away. But her proud head still rests on her broad shoulders.

RUSSIAN and POLISH SOLDIERS swarm through blown up streets as refugees stream back into their corpse of a city.

EXT. WARSAW ZOO - DAY

Antonina stands at the gate holding Teresa. Rys holds Wicek. They gaze at their zoo.

Seven months have passed. Patches of grass have begun to grow again, wild and weedy. Spring bulbs push through the snow. But almost nothing is left of the zoo.

Pens lay roasted and black. Cages have melted. Pavement is cratered and hollowed. Only the Monkey House has survived -- and the murk of the hippo pond.

We wait, a beat. And then we spy a set of gentle, primeval eyes, and a huffing glug of air bubbles, welcoming us home.

EXT. ZABINSKI VILLA - DAY

Rys releases Wicek as he runs towards the villa. Antonina follows with Teresa. And then Jerzyk appears on the path.

RYS
Jerzyk..! You're here!

JERZYK
It's my home, son. Where else
would I go?

Rys hugs him as a tear wells in the old zookeeper's eye. And then Rys runs on --

RYS
Mama, the house is here!

And now we see that the shell of the house is standing. Doors and windows are gone, but the roof and walls remain.

INT. ZABINSKI VILLA - DAY

We MOVE through the half-demolished house. Parts of floors have caved in. The attic is gone. The piano is gone. But the skeleton of the house is standing.

INT. ZABINSKI VILLA - BASEMENT - DAY

Antonina walks into the basement. The rooms are intact. Szymon Tenenbaum's insect collection is covered with dust, but every varnished volume has survived.

Nothing remains of the door or tunnels but a vaporized pile of rubble.

EXT. ZABINSKI VILLA - DAY

Antonina and Rys dig through the charred vegetable garden searching for food. They kick away frozen snow.

ANTONINA

Rys...look.

A tiny strawberry plant still grows, in spite of everything.

And now we hear a soft RUSTLING in the grass, and Balbina the cat pops out, grey and thin but alive.

RYS

Balbina...! Balbina, Balbina...!

Balbina purrs against Rys's leg as he picks her up and kisses her tough, grey head.

INT. ZABINSKI VILLA - EVENING

Antonina lies in a corner, her arms around her children. Balbina sleeps at their feet. The zoo is completely silent.

A soft KNOCK comes at the door. Everyone wakes in familiar fear. Antonina rises and opens the door.

A POLISH SOLDIER stands on the step. He holds a pickle barrel.

POLISH SOLDIER

We found something hiding in the weeds near the river. I think he might be yours.

The soldier opens the pickle barrel, and Badger scrambles out. Rys shoves his way towards Badger and Badger jumps into his arms.

There are no words. Rys holds Badger against his heart. He nestles his face in his black fur. Badger sighs like a happy nut. And we --

LONG DISSOLVE
AWAY.

EXT. ZABINSKI VILLA/WARSAW ZOO - SUMMER - DAWN

It's summer. Dawn rises over the zoo. Birds have returned with the parrot and parakeets, and with them their morning call.

The elephant habitat has begun to grow again, wild and green. Fox and muskrat skitter through the brush. Deer and pheasant graze in the fields. Wicek lives with new rabbits in the hutch.

INT. ZABINSKI VILLA - ANTONINA AND JAN'S BEDROOM - DAWN

Antonina wakes in her bed, listening to the animals.

The villa is a shell of what it once was; but there is a bed here once again, and three human survivors in it, and a badger, and a cat.

DISSOLVE TO:

EXT. WARSAW ZOO - DAY

Antonina and Rys pull vegetables from their new garden. Teresa plays with kittens in the grass.

As ANGLE WIDENS, we see Maurycy Fraenkel digging with the others. He is tall and strong. He smiles lovingly at Magda, sculpting nearby. And now we see that Magda wears a wedding ring, and so does Maurycy.

Jerzyk feeds rabbits. Bees hum in the linden trees. The zoo is slowly coming back to life.

But now the birds in the eaves begin to CAW. The noise grows louder and louder as the animals in the zoo begin to HUFF and YOWL; a cacophony of sound, like a warning. Like a greeting.

Antonina looks with fear at the birds, SCREECHING from the eaves. She gazes down the path.

In a VISION, like a mirage, we see a MAN walking towards us through the gate. He is walking home.

Rys suddenly tears off as fast as he can, flinging himself at his father.

ANTONINA

Jan...Jan...

Antonina grabs Teresa and runs down the path, into the arms of her husband.

Jan wears a rag around his wounded neck. He is thin and pale, the look of a prisoner of war. But Jan Zabinski has survived. He has come home to his family at last.

INT. ZABINSKI VILLA - DAY

The Zabinskis sit with Magda and Maurycy, on the floor where the table once stood.

There are small things before them on the floor: a playing card. A butterfly pin. A yellow Star of David.

ANTONINA

We say goodbye to our Guests now.
We remember them for their time
with us, and wish them well.

Everyone closes their eyes in prayer. And now we begin to hear a familiar song: the HARMONY OF ANIMALS -- a zooful of animals -- as we return to the land of the living.

DISSOLVE TO:

SUPER: WARSAW ZOO, SPRING 1949

EXT. WARSAW ZOO - SPRING, 1949 - DAY

The zoo is filled with life and music. We PAN over the grounds to see its three hundred animals, honking and shrieking and hooting.

Flowers bloom around the rebuilt grounds and villa. New life buds from shrubs and trees. Vegetables grow in the garden.

The Zabinski family -- Antonina, Jan, Rys and Teresa -- stand at the zoo gate as it's reopened. They welcome VISITORS as they come pouring in. And the Warsaw Zoo is reborn.

POSTSCRIPT:

Nearly 300 'Guests' were hidden in the Warsaw Zoo and in the Zabinski villa during the German occupation. Two 'Guests,' Roza Anzelowna and her mother, were captured after they moved to a boardinghouse in Warsaw. All the rest survived.

Antonina and Jan Zabinski ran the zoo for several more years. Both were named 'Righteous Among The Nations' by Yad Vashem in Israel, an honor bestowed on them for their fight to protect Jews during the war.

In a twist of fate, Lutz Heck's zoo in Berlin was bombed by the Allies. Nearly all the stolen animals were killed. The bison, however, survived in the forests where they had been taken. The breed thrives today.

Antonina died in 1971; Jan followed her in 1974. Rys still lives in Warsaw. His sister Teresa shares her time between Poland and Denmark.

The Warsaw Zoo survives to this day.

FADE OUT

THE END