

VALKYRIE

written by

Christopher McQuarrie
&
Nathan Alexander

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I swear by God this sacred oath:

That I shall render unconditional obedience to
Adolf Hitler, the Führer of the German Reich, and
that I shall at all times be prepared, as a brave
soldier, to give my life for this oath.

1

BLACK

1

And from out of the blackness a voice. A man speaking in German - faint at first, crackling over the radio. Subtitles translate the voice of Adolf Hitler.

HITLER (V.O.)

My comrades. Once again - I don't know how many times it has been now - an attempt has been made on my life. I speak to you tonight for two reasons. First, so that you can hear my voice and know that I am unhurt. And second, so that you may know the details of a crime without parallel in German history...

2

EXT. AIRFIELD - DAY

2

TITLES: SMOLENSK, RUSSIA - THE GERMAN EASTERN FRONT.
13 MARCH 1943.

A lonely airfield. A NAZI OFFICER and his AIDE stand rigid by a gleaming limousine. The officer's uniform denotes a man of high rank - a man of weight.

TITLES: **MAJOR-GENERAL HENNING VON TRESCKOW** - CHIEF OF STAFF FOR ARMY GROUP CENTER.

Tresckow smokes a cigarette, his arm the only movement in the frame.

PULL BACK TO REVEAL the airstrip is surrounded by Army Group vehicles and personnel - SD and SS escorts, photographers, aides, Nazi party dignitaries, etc. - all frozen like statues. Eerie. Whatever is going on, it's big. The faint sound of distant airplanes brings tension, subtle but sharp.

Approaching the field are three Focke-Wulf 200 Condors escorted by a formation of Messerschmitt-109 fighters. Silence gives way to an escalating roar that seems to have no maximum. One by one, the massive four-engine Condors land while the fighters roar overhead and circle the airfield. The Condors come to rest and, needing no introduction:

ADOLF HITLER alights from the lead plane, obscured by the surrounding platoon of heavily armed SS GUARDS.

(Note: Hitler is obscured throughout the entire sequence proving how inaccessible he truly was.)

Tresckow and his Aide step forward to greet Hitler, but they are pushed back by SS guards. The Führer marches past without so much a glance at his hosts or their waiting limo.

To Tresckow's surprise, a second limousine roars onto the airfield from out of nowhere. It is dirty, the windscreen spotted with bugs from a long drive. Hitler gets in the dirty car and speeds off.

VOICE (O.S.)

It's not so much your car he
doesn't trust... It's your driver.

Tresckow and his Aide turn. Standing behind them is:

TITLES: COLONEL HEINZ BRANDT - SENIOR STAFF OFFICER OF THE ARMY OPERATIONS SECTION.

The consummate Nazi, he is always scribbling notes in a small datebook. Without looking up, Brandt hops into the limo they brought for Hitler. **

Tresckow and his Aide share a glance and get in. A beat later they are speeding after Hitler's car. **

3 EXT. ARMY GROUP CENTER - DAY 3

Est. Hitler's headquarters for the Eastern Front is bustling. Security is tight, everyone is on edge.

4 INT. ARMY GROUP CENTER - MESS HALL - DAY 4

Long tables packed with SOLDIERS straining their necks to get a glimpse of their leader at the head table, but he is obscured by his detail of SS guards. ONE MAN dares to approach. The room falls silent.

HITLER'S PERSONAL CHEF places a tray before the Führer, producing a knife and fork, cutting a bite. We think he is going to hand feed Hitler until he places the food in his own mouth, chewing slowly, deliberately. He swallows. We wait for him to die. When he doesn't, Hitler begins to eat. The rest of the room relaxes slightly and digs in.

ANGLE ON: Seated further down the table are Tresckow and his Aide. Between them, once again, is Brandt, eating like a pig, still making notes in his book. Tresckow stares. **

TRESCKOW

Managing the Führer's security must
be quite an undertaking.

BRANDT

(in between mouthfuls)

Irregularity is the Führer's
precaution of choice.

**

TRESCKOW

I can assure you he's safe here.
Relax, Brandt. Enjoy your meal.

Brandt's look says, "Don't be ridiculous." He cleans
his plate in seconds. Then he gently dabs his mouth,
takes out his datebook and starts writing - once
again the precise man we saw on the airfield.

TRESCKOW (CONT'D)

I understand you're returning to
Berlin this afternoon...

Brandt nods.

TRESCKOW (CONT'D)

Could I trouble you to deliver a
package to Colonel Stieff?

Brandt nods again, too busy writing to notice the
knowing glance Tresckow shares with his Aide...

5 INT. ARMY GROUP CENTER - PRIVATE OFFICE - LATER

5

Tense silence. Tresckow and his Aide are hunched over
two bottles of Cointreau on a large desk next to:

TWO PAIRS OF BRITISH 'CLAMS' - a small black plastic
casing held together by magnets and adhesive tape.

**

**

Tresckow inserts a short, pencil-shaped fuse through
the narrow opening. All that remains exposed is a
small glass capsule. The trigger. Tresckow turns his
attention to the bottles of Cointreau...

6 EXT. AIRFIELD - DAY

6

The Condors' engines roar, ready for take off.
Soldiers stand at attention as Hitler boards. Brandt
is with him, scribbling in his ever-present datebook.

Tresckow and his Aide approach. Tresckow gently handles a carefully wrapped package.

CLOSE ON: Tresckow presses a key against the side of the package, crushing the glass capsule inside. The explosive armed now, he hands it to Brandt.

TRESCKOW

With my regards to Colonel Stieff.

Brandt accepts the gift, looking up from his book. He studies the familiar shape.

BRANDT

Cointreau? You better hope I don't get thirsty on the flight.

Tresckow politely smiles, hiding his nerves, having just handed a bomb to Hitler's Head of Security. Brandt unknowingly carries it onto the plane with Hitler. The door to the Condor is sealed behind him along with, we hope, the Führer's fate.

Tresckow looks at his watch and we DISSOLVE TO:

**

7 INT. ARMY GROUP CENTER - PRIVATE OFFICE - LATER

7

A clock shows us that thirty minutes have passed.

Tresckow and his Aide are seated on either side of a desk staring at the telephone. Smoking. Waiting...

DISSOLVE TO:

8 INT. ARMY GROUP CENTER - PRIVATE OFFICE - LATER

8

Three hours later. The ashtray is overflowing but Tresckow and his Aide have not moved. Finally...

The phone barely rings before Tresckow answers. He doesn't say a word, he only nods and hangs up.

TRESCKOW

He's... landed.

**

It takes a moment for the gravity of this to set in.

AIDE

What about the...

Tresckow is already dialing the telephone.

TRESCKOW
 Get me Colonel Brandt...
 (staying cool)
 Colonel? Tresckow... I trust you
 landed safely... I hate to trouble
 you but there's been a bit of a mix
 up. It seems you have the wrong
 bottles for Colonel Stieff. You...
 do still have the package?

Long pause. Torture. Then:

TRESCKOW (CONT'D)
 I can be at your office first thing
 tomorrow morning to pick it up.
 Terribly sorry for the
 inconvenience... Thank you.

Tresckow slowly hangs up the phone.

AIDE
 Do you think he knows?

Tresckow shrugs, opening a bottle of Cointreau and
 pouring two glasses with a shaking hand.

TRESCKOW
 There's only one way to be sure...

9 **EXT. OKH HEADQUARTERS - DAY** 9

Est. An early morning fog blankets the ground,
 obscuring our view. Eerie.

10 **INT. OKH HEADQUARTERS - HALLWAY - DAY** 10

Footsteps echo through the cavernous hallways.
 Tresckow marches with purpose through the numerous
 security checkpoints. It is a long, suspenseful walk.
 He is aware of someone walking up behind him, getting
 closer. We think he's done for, but a BESPECTACLED,
 MIDDLE-AGED OFFICER overtakes him and whispers:

OFFICER **
 What happened? **

TITLES: **GENERAL FRIEDRICH OLBRICHT** - CHIEF OF GENERAL **
 ARMY OFFICE IN BERLIN. **

TRESCKOW **
 I can only guess the altitude **
 caused the fuse to malfunction. **
 First the beer hall, Memorial Day - **
 now this. Someone is watching over **
 that sonofabitch, I swear it. **

OLBRICHT **
 We've been discovered. **

Tresckow halts and faces Olbricht, expressionless. **

TRESCKOW **
 What makes you think-

OLBRICHT
 Oster's been arrested. The Gestapo
 came for him last night.

Tresckow thinks for a beat and resumes walking.
 Olbricht hurries after him.

OLBRICHT (CONT'D)
 Did you hear what I said?

TRESCKOW
 The Gestapo could have arrested him
 for anything. Find a replacement. **

OLBRICHT
 There's no one we can trust. Not in
 Berlin. **

TRESCKOW
 Then stop *looking* in Berlin. **

Just then, they approach the final threshold, a
 SENTRY guards an office marked: **

COLONEL HEINZ BRANDT.

Olbricht stops, regarding the door with dread. But **
 Tresckow presses on, reaching the door, about to
 enter when:

SENTRY
 Your pistol please.

Oh shit. Tresckow plays it cool, removing his pistol
 from its holster and handing it over. **

And with a nod to Olbricht, Tresckow squares his
 shoulders and enters Brandt's office.

11 INT. OKH HEADQUARTERS - BRANDT'S OFFICE - CONTINUOUS 11

Brandt is at his desk, writing as always. Tresckow notices Brandt's pistol sitting within arm's reach. A clock ticks loudly. Imagine it. Then wait. Finally: **

Brandt puts his pen down, stands and salutes, but the gesture is almost casual. Pure formality. **

BRANDT **
 You'll forgive me, General. This **
 little round-up has had me writing **
 reports all day. **

TRESKOW **
 Round-up? **

BRANDT **
 Dissenters. A plot against the **
 Führer. **

Tresckow makes a good show of laughing that off. **

TRESKOW **
 Who would even have the balls? **

BRANDT **
 You'd be surprised, the number of **
 cowards in this army that would be **
 willing to stand against the Reich. **

TRESKOW **
 Only if the Führer were dead, of **
 course. **

BRANDT **
 Of course. It's one thing to think **
 you know what's right. What *matters* **
 is having the strength to do it. **

Clunk. Brandt produces the package, putting it on the desk in front of him. **

BRANDT (CONT'D) **
 Is this what you've come for? **

Pause. Staying cool, Tresckow reaches for it: **

BRANDT (CONT'D) **
 Perhaps we should open it. **

Tresckow freezes, studies Brandt's cold smile.

TRESCKOW

I beg your pardon.

Brandt sits back, smiles. Does he know?

**

BRANDT

You've come a long way. You must be thirsty.

TRESCKOW

I wonder how the Führer, who does not partake, would feel about an officer who did so on duty...
Colonel Brandt.

Brandt's smile fades. We can't decide why. He picks up the package carelessly. Tresckow stays cool despite the armed explosive just a few feet away.

BRANDT

I took you for another sort, General.

**

And we realize he really did just want a drink. He knows nothing about what the package hides.

TRESCKOW

And I you.

Tresckow reaches out, grabbing the package and:

**

BANG. The sound of an EXPLOSION O.S. takes us to:

**

12 **EXT. DESERT - DAY**

12

TITLES: TUNISIA, NORTH AFRICA - THE RETREATING 10TH PANZER DIVISION. 7 APRIL 1943.

Moving rapidly through an olive grove in the otherwise wasted desert. A column of tanks, trucks and heavy equipment flow by with a sense of barely contained chaos. Men dismantle tents from around others dumping documents into burning oil drums.

In the middle of it we find a tall, handsome young officer (age 35). He wears an Afrika Korps uniform complete with Colonel's badges, staying cooler than the other side of your pillow. He directs men this way and that, holding back panic.

**

TITLES: **COLONEL CLAU VON STAUFFENBERG** - STAFF OFFICER, 10TH PANZER DIVISION.

A jeep speeds up to him from the distance, driven by a **YOUNG LIEUTENANT**.

YOUNG LIEUTENANT

Colonel Stauffenberg, sir. A new headquarters has been established at Mezzouna. I'm to take you there.

Stauffenberg looks over the scene, expressionless.

STAUFFENBERG

Now they tell us to disengage - a day late. No matter how many times we tell Command the reality, they always manage to leave us-

But he stops himself, containing his rage.

YOUNG LIEUTENANT

Colonel, the enemy is less than five kilometers from here. You've done all you can.

Stauffenberg glances at his right hand, contemplating a ring on his finger. After a beat:

STAUFFENBERG

I wonder... Was there even a point in our coming to Tunis?

YOUNG LIEUTENANT

To get taken prisoner, it seems.

Stauffenberg smiles bitterly and gets in the jeep as:

BOOM. The first bomb explodes before we even see the tight formation of BRITISH FIRE-BOMBERS overhead. Fighter planes strafe with machine-guns. Artillery blasts strike in front and behind the retreating column. The 10th Panzer Division is trapped.

Panic hits the column like a tidal wave. Stauffenberg taps the Young Lieutenant who drives into the melee.

Soldiers abandon their vehicles but cover is in short supply and many are left in the open. So they run. Dozens are gunned down by the assailing fighters. The survivors watch in horror as the fighters slowly turn to make another run. In a panic, the soldiers run the other direction, halted by a jeep blocking the way.

Stauffenberg stands in the passenger seat.

STAUFFENBERG
STOP. WAIT UNTIL THEY COMMIT.

The men calm when they see the Colonel, trusting him. They turn and watch the formation of planes complete their turn and bear down, gaining speed. Knees tense, some jerking from the natural inclination to flee.

STAUFFENBERG (CONT'D)
STAND FAST, I SAID.

They do, despite the menace of the planes' engines growing louder, meaner...

13 INT. LEAD FIGHTER COCKPIT - DAY 13

The confused PILOT takes in the mass of motionless men below. His finger tenses on the trigger and...

14 EXT. DESERT - DAY 14

STAUFFENBERG
NOW.

The mob of soldiers breaks - some right, some left - as the fighters open fire on what had been the center of their mass. Unable to change course quickly enough, they spray their lead into the sand.

In that same instant, Stauffenberg drops into his seat, the Young Lieutenant jams the jeep in drive and a wave of hot lead misses them by mere feet. Stauffenberg watches his men regroup, waiting out the turning squadron. They've got the idea now. He turns to his Lieutenant who smiles admiringly. But Stauffenberg's eyes widen. He grabs his Lieutenant's head and jams it down, revealing a STRAY FIGHTER coming up from behind. Stauffenberg ducks out of frame, shielding the Young Lieutenant with his body.

BANG. Blood sprays across the jeep's windshield before bullets rip it to pieces, leaving only clear blue African sky... And then the EXPLOSION.

SILENCE. FADE TO WHITE.

15 INT. HOSPITAL - DAY 15

TITLES: MUNICH, GERMANY - FIRST GENERAL MILITARY HOSPITAL. 21 APRIL 1943.

A fast clicking. Heels on linoleum. A beautiful, dignified woman keeps herself from running. She is:

NINA VON STAUFFENBERG (30), Stauffenberg's wife and mother of his four children. Beside her is **BERTHOLD VON STAUFFENBERG** (38), Stauffenberg's older brother.

They reach the door of a private hospital room just as **A DOCTOR** comes out. Awkward pause.

DOCTOR

Mrs. Stauffenberg?

NINA

(nodding, gesturing to Berthold)
The Colonel's brother, Berthold.

DOCTOR

Perhaps before you see the Colonel we should go to my office and-

NINA

I will see my husband now.

The Doctor wants to argue but Nina's eyes shut him down. He opens the door and they enter to find:

16 **INT. HOSPITAL ROOM - CONTINUOUS**

16

A mass of mummy-like bandages with only small openings around the mouth and one eye. The arms and hands are also wrapped in heavy dressing. No movement but for the rise and fall of the patient's chest.

Berthold cannot look. Holding back her anguish, Nina bravely turns to the Doctor. "Well?"

DOCTOR

He's been constant with fever but he refuses any pain killers. The right hand has been amputated above the wrist. He's lost the fourth and fifth fingers on the left. We... couldn't save the left eye.

Berthold covers his face. Nina is a rock.

NINA

His ring.

DOCTOR

I don't-

NINA

He had a ring on his right hand.
Where is it?

DOCTOR

I'm sorry... His hand was amputated
in the field... I'm afraid-

NINA

Thank you.

**

As in: "That will be all." The Doctor leaves. Nina
sits beside her husband. She shows him a photo of
FOUR BEAUTIFUL CHILDREN - three boys and a girl.

**

Stauffenberg tries to speak but can't. His eye begins
to tear.

Nina removes a ring from her finger, placing it on a
chain with a cross she takes from around her neck. It
is identical to the ring Stauffenberg wore in Africa.

CLOSE ON: The engraving inside the band - *finis-*
initium [end-beginning]. Nina places the ring and
chain on her husband's chest, her hand lingering. She
cannot hold the tears back any longer. She stands and
turns away, not wanting her husband to see.

Berthold takes her place. Stauffenberg struggles to
speak. Berthold puts an ear to the hole where
Stauffenberg's mouth is - making out his question,
even if we can't. Berthold debates answering, then:

BERTHOLD

We've lost North Africa.

CLOSE ON: That one eye staring at us closes.

17 INT. HOSPITAL ROOM - DAYS LATER

17

Stauffenberg's bandages are gone - a black patch
covering what had been his left eye. The chain with
the cross and ring from Nina hangs around his neck.

ANOTHER PATIENT lies motionless in the next bed.

A man's belongings tell you more about him than he
ever could. Stauffenberg's side of the room is neatly
arranged, books of poetry and philosophy are well
worn. Beside them are his own writings - the print
meticulous and flowing. Up to a certain date. After
that a new, child-like hand has taken over.

A family photograph shows the Stauffenberg's of another generation - wealthy aristocrats from a bygone era. He is a teenager in this photo and smiling broadly. A smile he left in Africa.

Stauffenberg's three fingers push a cotton ball under his eyepatch to dab the empty socket. Then he goes to button his shirt. Holding his collar in his teeth, he tries to do the buttons with the use of only three fingers on his left hand. It is heartbreaking to watch.

He is about to give up when he notices a figure looming in the doorway. General Olbricht. He winces at the sight of Stauffenberg's deformities.

STAUFFENBERG

I don't know what I ever did with ten.

Olbricht manages a smile, he moves to speak, but Stauffenberg beats him to it.

STAUFFENBERG (CONT'D)

I'm wanted in Berlin.

Olbricht nods.

STAUFFENBERG (CONT'D)

Are you asking as a member of the High Command?

Olbricht contemplates his answer. He carefully closes the door behind him, nervously glancing at the patient in the next bed.

STAUFFENBERG (CONT'D)

You can speak openly, General. He died just before you came in.

Awkward moment. Finally:

OLBRICHT

We could use your help.

STAUFFENBERG

I'm a field officer.

Olbricht steps closer, speaking openly now.

OLBRICHT

This war can't be won in the field.

STAUFFENBERG

That's unfortunate for me.

**

OLBRICHT

You can't honestly believe you'll make a difference on the front-

STAUFFENBERG

I'm a soldier, General. I serve my country.

OLBRICHT

It makes no sense. You opposed Hitler, you opposed the war.

STAUFFENBERG

The people chose otherwise and here we are. Now we *have* to win. You know what will happen if we don't.

OLBRICHT

If we win, it will still be Hitler's Germany.

STAUFFENBERG

We all took an oath, *General*.

**

Olbricht nods, resigning. He realizes it is no use. Finally, he produces a blue velvet box, opening it to reveal a brilliant gold medal.

OLBRICHT

On behalf of the Führer.

Stauffenberg takes the medal and studies it.

STAUFFENBERG

I'm a twin, you know.

Olbricht is as confused as we are.

OLBRICHT

I... I didn't.

STAUFFENBERG

My brother died the day after we were born.

OLBRICHT

I'm sorry.

What the hell is he talking about?

STAUFFENBERG

I was lying in the desert, covered
in blood, sure I was going to die.
I tried to think about my wife, my
children... But my mind kept
drifting to my dead brother. How I
would finally be with him. How I
would finally be whole again...

He snaps out of his thoughts, holding up his arm.

STAUFFENBERG (CONT'D)

This is my reward for what happened
to my men. It's all I deserve.

Stauffenberg nonchalantly tosses the medal into a
nearby bedpan.

18	INT. HOSPITAL - CRITICAL WARD - DAY	18 **
	CLOSE ON: A field of white. A three fingered hand enters the frame, gently placing a medal identical to the one just saw.	** ** **
	PULL BACK TO REVEAL: Stauffenberg, done up in his finest dress uniform, placing said medal on an unconscious WOUNDED SOLDIER.	** ** **
	AN AIDE stands behind him, carrying a silver tray stacked with MANY BOXES containing such medals.	** **
	PULL BACK FURTHER TO REVEAL: Stauffenberg stands between two long rows of beds, each with A WOUNDED SOLDIER. Those that can respond to Stauffenberg do so with reverence. The ward is eerily silent.	** ** ** **
	With only three fingers, Stauffenberg cannot pin the medals to his men. He has to settle for simply laying them on a each soldier's chest or a pillow. With each medal he presents, the task becomes harder to watch.	** ** ** **
	Suddenly, Stauffenberg freezes, finding himself looking at THE YOUNG LIEUTENANT - his driver in Africa. The young man is a mass of bandages, his legs gone, his face smashed.	** ** ** **
	CLOSE ON: Stauffenberg's face - the reality of Africa taking the wind out of him. Over this we hear a familiar clicking of heels and:	** ** **

19 INT. HOSPITAL - HALLWAY - LATER**19**

Stauffenberg's boots pound the floor as he rushes for the door, desperate to get out, barely able to breathe. At first he does not hear:

**
**

VOICE (O.S.)
Colonel... COLONEL.

A hand grabs his shoulder. Stauffenberg turns, ready to strike. He stops when he sees the Doctor holding a small, square box. Another sort medal perhaps?

**

STAUFFENBERG
I don't want the damn th-

**

The Doctor opens the box to reveal:

**

A GLASS EYEBALL sitting atop a layer of satin, staring blankly back at Stauffenberg. Creepy.

DOCTOR
When will you be going back to the front?

Beat. Stauffenberg just stares back at the eyeball.

STAUFFENBERG
I'm not going to the front. I'm needed in Berlin.

20 EXT. BERLIN - NIGHT**20**

The city sleeps. An unsettling image knowing that, in war, quiet can turn to chaos in the blink of an eye.

21 INT. TOWNHOUSE FOYER - NIGHT**21**

Soft knocking at the front door is further muffled by heavy black-out curtains. A YOUNG OFFICER enters the frame, dousing the lights, parting the curtains and opening the door to reveal a SHADOWY FIGURE on the stoop.

**

The figure steps into the half light to reveal his fresh scars and eye-patch. And from the dark quiet of the foyer we CUT TO:

**

22 INT. SMOKY ROOM - NIGHT

22

Chaos. The air is thick with cigar smoke and harsh words. A DOZEN MEN - some officers, some civilians - are fighting bitterly, everyone talking at once. Stauffenberg enters unnoticed, escorted in by the YOUNG OFFICER who immediately ducks out again.

Stauffenberg scans the faces in the room. We recognize Olbricht and Tresckow. With them we find...

A distinguished gentleman in his early sixties:

TITLES: **ERWIN VON WITZLEBEN** - FORMER FIELD MARSHAL OF THE MILITARY DISTRICT. FORCED OUT BY HITLER, 1938.

Beside him is a rough-hewn, charismatic man despite his 59 years. A face millions might follow. He is:

TITLES: **DR. CARL GOERDELER** - FORMER MAYOR OF LEIPZIG. RESIGNED IN PROTEST, 1937.

And finally, a grandfatherly sort with surprisingly kind eyes, sitting outside the fight - tired and saddened by it.

**

TITLES: **LUDWIG BECK** - FORMER CHIEF OF STAFF FOR THE GERMAN ARMY. RESIGNED IN PROTEST, 1938.

WITZLEBEN

...He is not a man, he's a lunatic. He doesn't drink, he doesn't fuck. He has no weakness to exploit, no vice to manipulate. His only passion is complete control. How can you expect to reason with him?

**

GOERDELER

After this *most recent* failure I'd say we've no other choice.

WITZLEBEN

Confront Hitler now and you'll end up with piano wire for a neck-tie. Our only option is the central solution.

**

GOERDELER

He's a man like any other. Flesh and blood. Take him head on and-

TRESCKOW

I'll say this for you, Doctor...
You're certainly delusional enough
to take Hitler's place.

GOERDELER

(eyes narrowing)

When that day comes, I'll be sure
to remember you.

TRESCKOW

I doubt you'll remember much of
anything.

GOERDELER

Dammit, Tresckow-

And the shouting resumes. It is Beck who finally sees
Stauffenberg. He touches Tresckow's arm. He, in turn,
nudges Olbricht and so on. A moment later, the room
is silent, all eyes on the Colonel. Everyone is a
little embarrassed. Olbricht clears his throat:

OLBRICHT

Gentlemen, may I present Colonel
Stauffenberg. He's been reassigned
to my office at the War Ministry.
(to Stauffenberg)
Colonel, may I introduce-

STAUFFENBERG

These men need no introduction.

Beck stands, shaking Stauffenberg's hand.

**

BECK

I apologize for this unfortunate...
spectacle. On behalf of everyone,
welc-

But before he can finish, Beck is seized with a
gravelly cough that sends an uncomfortable chill
through the room. He is very ill.

**

GOERDELER

(to the others)

I haven't welcomed him. Not yet.
Where does he stand?

TRESCKOW

For God's sake-

GOERDELER

(re: Stauffenberg)

He's a field officer. He knows the army better than any of us. I want to hear his opinion.

TRESCKOW

(to Stauffenberg)

All right. What do you think, Colonel? Confront Hitler, force him to resign? Or the central solution?

But before Stauffenberg can answer:

GOERDELER

"Central Solution." You soldiers are all the same. Say what you mean.

WITZLEBEN

That's a laugh coming from a politician.

GOERDELER

The army will follow diplomats before they follow assassins.

TRESCKOW

They follow a butcher now. What difference does it-

STAUFFENBERG

What makes you think the army will follow you at all?

The room quiets down. Beck hides a slight smile. He likes Stauffenberg already.

STAUFFENBERG (CONT'D)

Oust him, kill him. That isn't what matters. How do you plan to take control of the government when Hitler is gone?

Silence. Then a wave of laughter. "The balls on this guy."

GOERDELER

I beg your pardon, Colonel, but you are in the presence of men who would have been Hitler's inner circle. Instead we resigned. We put our principles above personal gain.

In the next house over, he catches sight of a TEENAGE BOY, the picture of Aryan youth, watching him suspiciously from the upstairs window. It seems everyone is watching everyone in Hitler's German.

24 INT. STAUFFENBERG FLAT - NIGHT

24

Stauffenberg comes through the front door, the sound of the phonograph blaring now. Meet the children: **BERTHOLD** (9), **HEIMERAN** (7), **FRANZ** (5), **VALERIE** (2).

They chase one another around the house in their pajamas making such a racket that the phonograph skips. (It will do so throughout the scene.) The children see Stauffenberg and charge, screaming:

CHILDREN

PAPA.

He scoops them up, one by one, and kisses them, instantly putting the day's events behind him. Berthold follows them into the room, smiling.

STAUFFENBERG

(to children)

What are you doing here? I thought I left you in Bamberg.

(to Berthold)

It's a wonderful surprise. Thank you, brother.

CHILDREN

MAMA, COME DOWN. PAPA IS HERE. PAPA IS HERE. (Etc.)

25 INT. STAUFFENBERG FLAT - BEDROOM - NIGHT

25

Nina nervously fixes her hair in the mirror. LOOK DOWN TO REVEAL a small datebook with a smaller monthly calendar in the corner of the page. A red dot marks one date in particular, followed by black dots for each day that has passed since. She turns sideways, smoothing her dress over her belly. In every way she indicates to us that she is pregnant.

She tucks the datebook under some sundries in her luggage and rushes down to greet her husband.

We stay in the room, hearing her greet Stauffenberg O.S. Laughter at children's antics we cannot see. The phonograph skips. More laughter.

We want to go see them in their happiness. Instead we linger on Stauffenberg's dresser - neat and orderly. We focus on a photograph of the family from happier times.

Beside it is a small box containing a glass eye.

**

26 INT. STAUFFENBERG FLAT - LIVING ROOM - NIGHT

26

Stauffenberg and Nina dance with one another to the delight of the children. We gradually PUSH IN tight on their faces, watching an entire conversation take place without dialogue. Each has a secret the other can guess. Stauffenberg looks at Nina, then her belly, first realizing and then questioning. Nina smiles and nods. Stauffenberg hugs her, delighted, but his delight is tainted with worry.

Then the tables turn. Nina looks at Stauffenberg, as if divining his secret. His face never changes - a statue with that same tainted smile. In her face we see slow, grim realization. She may not know exactly what is going on, but she knows it is something. She does her best to keep smiling for the children. After the longest of moments, she nods. "All right." Then she puts her head on his shoulder, hiding her fears.

It is an important moment. Read it again, taking the time to picture it in your mind. Then leave it alone. Done right it's a beautiful scene about a man, his family and the fate of the world.

27 INT. STAUFFENBERG FLAT - DINING ROOM - NIGHT

27

Nina reads a story to the children in the adjoining room - an idyllic scene. The sound of the phonograph is soft and constant.

Stauffenberg picks at a late dinner, now adept at the use of only three fingers. Berthold sits across from him, deeply troubled by whatever conversation we have just missed. They speak in hushed tones.

BERTHOLD

What do you mean you quit?

STAUFFENBERG

I came to join the Resistance, not some sewing circle of discarded generals and politicians.

BERTHOLD

Beck is a just and capable man. As for Goerdeler, well, he's popular. He'll make a good Chancellor.

STAUFFENBERG

Like Hitler before him, yes? Lately I have to wonder if Germany is even fit to choose her own destiny.

BERTHOLD

You can't blame the people for this. You have to see the beginning of something to know how it'll end. It's no different than a farmer watching the corn grow. One day it's over his head.

STAUFFENBERG

Plenty of people thought-

BERTHOLD

The greatest offenders are not the ones who *thought* better but the ones who *sensed* better.

STAUFFENBERG

What are you trying to say?

BERTHOLD

I seem to remember you telling me about reports from the Ukraine - the SS forcing Jews to dig their own graves. You said then that Hitler should be removed. An officer's duty, you said. What's changed?

STAUFFENBERG

I said *senior* officers. The only men that can get to him.

**

BERTHOLD

Perhaps it doesn't matter that you succeed.

Stauffenberg looks at Berthold like he is crazy, but:

BERTHOLD (CONT'D)

Perhaps it only matters that you try. Don't you see? Someone *has to* stand up and show the world that not all of us were like him.

STAUFFENBERG

Even if they could remove Hitler,
they can't hope to seize power. For
God's sake, they have no *plan*.

BERTHOLD

Then give them one. Find a way.

He puts a hand on Stauffenberg's arm.

BERTHOLD (CONT'D)

Evil happens when good men do
nothing.

Before Stauffenberg can answer, new music comes
blasting from the phonograph O.S. The unmistakable
sound of Wagner's *Ride of the Valkyries*.

STAUFFENBERG

Children, that is far too-

He is cut off by the appearance of his four children,
all wearing cloaks made of bed sheets, pots for
helmets and brandishing makeshift swords. They charge
into the room, singing loudly and attacking their
father. He does his best to defend himself with one
hand. Their commotion causes the phonograph to skip.

And you'd think that's where it ends. We even pull
back, creating that effect. It takes a moment to
notice the wailing sound we're suddenly hearing is
not on the phonograph. Nina hears it first, then
Stauffenberg and Berthold. Finally the children
freeze and the phonograph skips without their help.
The glasses on the table rattle.

Now we hear the wailing quite clearly. A siren.

STAUFFENBERG (CONT'D)

Air-raid.

The adults herd the children out of the room. Muffled
concussions cause the phonograph to skip frequently,
turning Wagner's masterpiece into a stutter.

28 INT. STAUFFENBERG FLAT - BASEMENT - NIGHT

28

The family rushes down the stairs, huddling in a
corner - adults holding shivering children. The bombs
are closer, louder. The Wagner, the siren, the
explosions fray the nerves.

Stauffenberg reaches for Nina in the darkness, finding her belly. Her hand clamps around his - around their unborn child.

BOOM. So close the children scream. Dust and debris fall from the ceiling. The needle rakes the phonograph upstairs going back to the beginning.

CLOSE ON STAUFFENBERG - on his eye. His thoughts as the bombs fall all around his home - a moment of profound realization...

29 INT. STAUFFENBERG FLAT - LIVING ROOM - NIGHT 29

Move across the room to the phonograph, looking down at the 78 spinning on the turntable. The camera begins to turn until all the world around us is spinning and only the record is still. We read one word of the title of the 78 quite clearly:

STAUFFENBERG (V.O.) **
Valkyrie.

30 INT. SMOKY ROOM - NIGHT 30

Stauffenberg faces the top members of the Resistance.

OLBRICHT
We've already considered *Valkyrie*.
It isn't suitable.

STAUFFENBERG
Not as it's *currently* written.

GOERDELER
Excuse me. What is *Valkyrie*?

TRESCKOW
Operation Valkyrie.

Tresckow explains even as he studies Stauffenberg, curious. What does he have in mind?

TRESCKOW (CONT'D) **
The Reserve Army has thousands of **
men all over the city - most of **
them not even in uniform. *Valkyrie* **
is top secret plan to mobilize **
those men in a national emergency. **

STAUFFENBERG

Hitler designed it himself to crush any internal unrest if he's cut off or killed.

**

GOERDELER

And what use is that to us?

STAUFFENBERG

The orders could be rewritten. A few subtle changes would put those reserve units completely under our command.

**
**
**

OLBRICHT

Yes, of course, but-

STAUFFENBERG

Now what would the High Command do if they thought, say, the SS was staging a coup?

OLBRICHT

They would declare a military state of emergency.

TRECKOW

And initiate *Operation Valkyrie*.

STAUFFENBERG

Hitler's own Reserve Army, using Hitler's own plan and under *our* command, would automatically seize power in Berlin...

**

GOERDELER

(catching on)

While we put a new government in place.

**
**
**

STAUFFENBERG

Precisely. It will seem as though we're fighting *for* Hitler Government, not against it.

**
**

GOERDELER

But only if Hitler's dead.

**

All eyes turn to Goerdeler. Here we go.

GOERDELER (CONT'D)

That is what you're saying, isn't it? The central solution.

GOERDELER (CONT'D)

How else will you make people believe the SS is trying to seize power?

STAUFFENBERG

I'm afraid it's the only way.

GOERDELER

I'm disappointed in you, Colonel. I thought a man of your background would appreciate a more-

STAUFFENBERG

I'm a soldier first, an aristocrat second.

GOERDELER

Yes, but-

STAUFFENBERG

And you're neither, Doctor. Now if you want to be *Chancellor*, you'll do as you're told.

A moment of tension. Humiliated, Goerdeler nods. But he won't ever forget this...

BECK

(to Tresckow)

Can this plan be made to work?

TRESCKOW

Rewriting the order is one thing - distributing it is another. A bomb can be disarmed, recovered if it fails. In this case we'd be willfully circulating written evidence of high treason.

(thinks)

It's the best idea we've heard yet.

OLBRICHT

There is one... small problem.

TRESCKOW

(realizing)

Fromm...

GOERDELER

Who is Fromm?

TRESCKOW

Commander of the Home Army.
Olbricht can put the reserve troops
on alert, but only Fromm can
actually initiate *Valkyrie*.

BECK

Can we get to him?

OLBRICHT

He's a careerist pig.

STAUFFENBERG

But one who's gone as high as he
can go in Hitler's Army. It's no
secret he's not happy about it.

TRESCKOW

Perhaps if we offered him a key
position in the new regime he could
be made to see the light.

BECK

We don't seem to have a choice.
Without Fromm there is no *Valkyrie*.
(to Olbricht and Stauffenberg)
Get him.

We end on Goerdeler, a look of concern on his face.

31 INT. WAR MINISTRY - WAITING ROOM - DAY

31

TITLES: REICH WAR MINISTRY - OFFICE OF GENERAL
FRIEDRICH FROMM.

MUTED SHOUTS from O.S. Someone is getting reamed.
Fromm's adjutant, **LIEUTENANT FRANZ HERBER** - a young,
dedicated soldier - sits at his desk, trying to
ignore the screaming from the other room in between
stolen glances at...

PULL BACK TO REVEAL: Stauffenberg and Olbricht
waiting patiently, sitting across from:

MAJOR JOHN VON FREYEND, a dutiful Nazi whose face we
immediately don't like. He smiles coldly, taking
pleasure in the shouting O.S. He stares at
Stauffenberg, studying him, making us nervous.

Fromm's door finally opens and A BIGGER THAN LIFE
NAZI storms out.

TITLES: **FIELD MARSHAL WILHELM KEITEL** - HITLER'S CHIEF OF STAFF.

Freyend stands, holding Keitel's hat and coat for him. A perfect toady.

KEITEL

You're a woman, Fromm. And a fat one at that. I'd have you sent to the front if I didn't think you'd surrender just to be Montgomery's whore.

Keitel storms out, leaving a pall. Freyend gives Stauffenberg a last once-over and follows. Beat:

HERBER

The... General will see you now.

32 INT. WAR MINISTRY - FROMM'S OFFICE - CONTINUOUS

32

Stauffenberg and Olbricht step inside to find:

TITLES: **GENERAL FRIEDRICH FROMM** - COMMANDER OF THE GERMAN RESERVE ARMY.

The haggard Fromm sits at his desk, rubbing his temples. Stauffenberg and Olbricht share a confident look. Surely this guy hates the High Command. Without looking up to see them:

FROMM

What is it you want?

Olbricht hesitates. Fromm looks up.

FROMM (CONT'D)

Well, Olbricht? Speak up.

OLBRICHT

I wanted to introduce you to our new man - Colonel Stauffenberg.

FROMM

Ah yes - the hero from Africa. I'd offer my hand but you might not give it back.

STAUFFENBERG

I'd say the General's lost more important things this morning.

Freeze. But after a tense beat, Fromm relaxes and laughs, taking a cigarette from a box on his desk and nudging it toward them.

**

FROMM

About time they put a man with balls in this office. Have a seat.
(to Olbricht)
You too, if you must.

They sit. Fromm lights a cigarette, leans back and exhales a cloud of smoke. We let things sit for awhile. The game of recruitment is about to begin and no one is sure where to start. The longer the quiet, the more awkward things seem. Finally:

FROMM (CONT'D)

They tell me you're critical of the war, Colonel. Not that you don't seem to have good reason.

STAUFFENBERG

I am critical of *losing* the war, General. All wars - as in Africa - are lost through indecision.

FROMM

In the field, you mean.

He's baiting Stauffenberg to talk shit about Hitler.

STAUFFENBERG

In Berlin.

FROMM

I take it that's why you're here. To make decisions.

STAUFFENBERG

I've made my decision, General. I'm here to help others make theirs.

Stauffenberg makes no attempt to shade his delivery. He is quite clearly indicating that he means more. Fromm knows it, but he's being coy.

FROMM

They say when there's no *clear* option, one should do nothing.

STAUFFENBERG

We're at war. We *must* act. Sometimes... rashly.

**

FROMM

Just what sort of rash action did you have in mind, Colonel?

STAUFFENBERG

That would be a decision for the Supreme Military Commander.

Fromm is getting the message. He takes a deep drag.

FROMM

Supreme Commander, you say.

STAUFFENBERG

Second only to the Chancellor.

FROMM

If only I were that man... This war would be going quite differently.

OLBRICHT

We were thinking the very same thing.

Fromm frowns at Olbricht. This was a bit too obvious. Stauffenberg shoots Olbricht a look. "What the hell are you doing?"

Fromm casually stamps out his cigarette in the ashtray and picks up the telephone.

Olbricht and Stauffenberg steel their nerves - certain they are going to be reported. But Fromm doesn't dial. Instead, to our relief, he disconnects the line. When he is certain that it is dead:

FROMM

I don't need to remind you that we've all sworn an oath. That said, I'm going to forget we had this conversation with the understanding that such speak will *never* occur under this roof again. Am I clear?

STAUFFENBERG/OLBRICHT

Yes, sir.

FROMM

Tell your friends that I always come down on the right side. And as long as the Führer is alive, you know what side that is.

FROMM (CONT'D)
 (raising his hand)
 Heil Hitler.

33 INT. WAR MINISTRY - CORRIDOR- CONTINUOUS 33 **

OLBRICHT **
 (trying to be upbeat) **
 I think that went rather well. **

STAUFFENBERG **
 Yes... Quite. **

34 EXT. STAUFFENBERG FLAT - DAY 34

A car loaded with luggage. Stauffenberg hugs his children, one by one, before placing them inside. **

Then he turns to face Nina. As always, there is much to be said that they cannot say. She gently touches the silver chain around his neck, the ring and the cross she gave him. They embrace tightly and kiss. She gets in the car, looking at him through the back window as she is driven away. **

35 EXT. FOREST - NIGHT 35

Darkness. As our eyes adjust we realize we are in the middle of the woods. Is this a dream? A nightmare? We are drawn toward a flickering light in the distance.

36 EXT. FOREST - CLEARING - NIGHT 36

From out of the darkness comes a candle held by a nervous, almost mousy young woman, **FRAULEIN VON OVEN**. Walking just behind her is Tresckow. He carries a small but heavy case in one hand.

They come to a clearing in the woods and find a strange sight. In the center is a tree stump surrounded by papers, including the original orders for *OPERATION VALKYRIE*, next to a leather valise marked with the seal of the Reich. The orders have been meticulously annotated.

VOICE (O.S.)
 Were you followed?

Fraulein Oven gasps. Tresckow turns, pistol drawn. The tip of his barrel comes up just inches from Stauffenberg's eyepatch. Stauffenberg smiles, emerging from the shadows.

TRESCKOW

Dammit, Stauffenberg. You scared me half to death.

STAUFFENBERG

We'll be closer than that before we're finished.

37 **EXT. FOREST - LATER**

37

Wearing white gloves, Fraulein Oven opens the case Tresckow brought, revealing a portable typewriter. She carefully feeds a sheet of crisp parchment into the machine and sets the margins carefully. Pause. Then she starts typing with remarkable speed.

(Note: The sound of typing runs throughout the scene, punctuated by the crack of the carriage return - each time a little louder.)

Stauffenberg and Tresckow carefully pore over the *Valkyrie* orders, scribbling copious notes.

TRESCKOW

Looking this over, I'm not satisfied that the Reserve Army is enough to shut down Berlin completely.

STAUFFENBERG

(handing over papers)

Yes, I've been giving that some thought. We should include any field units that are home on leave.

Before Tresckow can respond, more papers:

STAUFFENBERG (CONT'D)

I've also drawn up an outline for orders to streamline combat groups in order to quietly concentrate forces at vital points - state and government buildings, of course, but also the radio and newspapers.

More papers. Tresckow can barely keep up.

STAUFFENBERG (CONT'D)

Combat groups will be reorganized
as reinforced grenadier regiments.
One or two of them can be quickly
mobilized, eliminating the usual
six hour lag. We blitz the
government quarter, arrest all
Ministers and Party leaders,
surround all SS and police
barracks. Any officers who resist
will be arrested... or shot.

CRACK. A carriage return as loud as a rifle-shot. **

38 EXT. BERLIN - STREET - LATER 38 **

A truck full of soldiers roars past. Stauffenberg,
Tresckow and Fraulein Oven walk across a dimly lit
bridge on a foggy night in Berlin, stopping in the
middle. **

Stauffenberg carries a leather valise with the
Valkyrie orders, Tresckow carries the typewriter
case. They stop at the center of the bridge, looking
around carefully. No one is in sight, but anyone
could be watching from the shadows. Eerie. **

STAUFFENBERG **

(to the Fraulein) **

If anyone comes to you, play
ignorant. Just tell them- **

FRAULEIN OVEN **

I'll tell that I was serving the
German people. Then I'll tell them
to go to hell. **

Both men smile, a bit taken aback. Von Oven shakes
each man's hand and walks away, swallowed up by the
darkness. When she is gone: **

TRESCKOW **

To *Operation Valkyrie*. **

Stauffenberg nods. Tresckow heaves the typewriter
case over the railing and into the water below. **

SPLASH. **

They watch in silence as the water settles, then: **

TRECKOW (CONT'D) **
I've been transferred to the front. **

STAUFFENBERG **
(shocked) **
Why didn't you tell me? **

TRECKOW **
Would you have stayed? **

Obviously not. Then it occurs to Stauffenberg. **

STAUFFENBERG **
Do you think Fromm reported us? **

TRECKOW **
It's more likely just... an **
unfortunate coincidence. Anyway it **
doesn't matter. You wrote the **
orders. You know them better than **
anyone. **

STAUFFENBERG **
You don't mean to say- **

TRECKOW **
I'm appointing you military leader **
of the Resistance. Beck agrees. **

STAUFFENBERG **
But Olbricht- **

TRECKOW **
We both know Olbricht hasn't the **
wit or the spine. No. It's you. **

A million thoughts are running through Stauffenberg's **
mind. Fear. Anxiety. But he knows what he must do. **

TRECKOW (CONT'D) **
One more thing. You were right what **
you said that first night. It's not **
enough to kill Hitler. We need to **
isolate his chain of command. The **
slightest confusion could crush us. **
We need to be certain that no **
conflicting orders get out after **
the flash. **

Stauffenberg considers this for a moment. **

STAUFFENBERG **
 That greatly limits our options of **
 where and when to make our move, **
 but it's the only way. **

TRESCKOW **
 How will you do it? **

STAUFFENBERG **
 Perhaps it's better I don't say. **

Pause. A sad smile and nod from Tresckow, a moment **
 ago he was in charge. Now he has no clearance. **

TRESCKOW **
 God promised Abraham that he would **
 not destroy Sodom if he could find **
 just ten righteous men. **

He puts a hand on Stauffenberg's shoulder. **

TRESCKOW (CONT'D) **
 I have a feeling that for Germany **
 it may come down to one. **

39 INT. OFFICERS' CLUB - BERLIN - NIGHT

39

A wild party - a small band, German officers, plenty
 of women.

In stark contrast, two GESTAPO MEN sip coffee at a
 corner table, keeping a watchful eye on the crowd.

A WAITER carries a tray of drinks to a rowdy group in
 the corner who are immersed in the denial common to
 Berlin these days. The Waiter serves carefully,
 making sure one particular drink goes to:

TITLES: **GENERAL ERICH FELLGIEBEL** - CHIEF OF THE ARMY
 SIGNAL CORPS.

The group toasts and downs their booze.

CLOSE ON: Fellgiebel's smile suddenly fades. He looks
 into his glass, his good mood vanishing. He politely
 excuses himself over the noise of the rowdy mob and
 heads for the bathroom. He looks ill.

40 INT. BATHROOM - NIGHT

40

Fellgiebel walks to the sink and dumps what is left of his drink in the basin.

CLOSE ON: Mingling among the melting chunks of ice is a GLASS EYE staring back at him.

He scowls in the mirror at Stauffenberg, waiting.

FELLGIEBEL

You realize how close I am to Hitler. With one word I could have the Gestapo make you disappear.

STAUFFENBERG

Why haven't you then?

Fellgiebel checks the stalls to make sure they are empty. Stauffenberg collects his glass eye from the sink, dabbing it dry on a hand towel.

STAUFFENBERG (CONT'D)

None of my associates know we've been talking if that's what you're afraid of.

FELLGIEBEL

But *you* know. And when the SS catch you, they'll pull you apart like warm bread. It'll be a crime just to have *known* you then. I warn you. If it means protecting myself, I will expose you. Do not try to contact me again.

Fellgiebel heads for the door but stops on:

STAUFFENBERG

You can't report me. Maybe if you had when I first approached you, you'd have been keeping your oath. But now you're just as guilty as-

FELLGIEBEL

So you think that makes me a sympathizer, eh? You give a man the choice of betraying a fellow officer or his Führer and assume his actions will show you his heart. It's not that simple.

STAUFFENBERG

It is to me.

FELLGIEBEL

For the last time, don't push me to make a decision.

STAUFFENBERG

I have no choice. It's clear now that without you we have no hope of success.

Pause. Fellgiebel's silence speaks volumes.

STAUFFENBERG (CONT'D)

You *want* us to succeed. Don't you?

FELLGIEBEL

And what if you do, eh? What then? Will you be any different from Hitler? What of his Reich, his people, the very momentum of *history*? Will all of that let you be something he isn't?

STAUFFENBERG

No.

FELLGIEBEL

There it is.

STAUFFENBERG

But my pregnant wife, our four children, the Germany I first swore to defend... They *demand* that I be something different. They *demand* that I fight for their future even if it means...

And for a moment his voice breaks and he chokes back what may be tears.

STAUFFENBERG (CONT'D)

Even if it means that I never see them again.

In that moment we see a side of Stauffenberg we were starting to doubt existed. We see his humanity. This puts Fellgiebel in his place. He adjusts his tie and we see the wedding ring on his finger.

STAUFFENBERG (CONT'D)

Action is inevitable. As are the consequences. When they come for me I'll do what I can to hide what you knew and when you knew it.

(stepping closer now)

But don't delude yourself. You were involved in a crime against your country long before you met me. There's still time to redeem yourself. Only God can judge you now.

BANG. The door bursts open, startling them both. But it is only a DRUNKEN OFFICER and a YOUNG WOMAN looking for some privacy.

DRUNKEN OFFICER

Are you two finished or just getting started?

The woman laughs. Stauffenberg walks out past them, leaving Fellgiebel with Hitler's finest.

41 INT. WAR MINISTRY - STAUFFENBERG'S OFFICE - DAY

41 **

What first catches our eye is the enormous portrait of Hitler looming over Stauffenberg's desk.

Stauffenberg sits before a mountain of paperwork, surrounded on all sides by a flurry of SECRETARIES and AIDES. He looks up to find:

**

Olbricht hovering in the doorway with that look that says, "We need to talk." Stauffenberg clearly doesn't have the time. He sighs.

**

STAUFFENBERG

Leave us, please.

**

The staff instantly exits - a well-oiled machine. Stauffenberg unplugs the phone.

OLBRICHT

You play the part of bureaucrat beautifully.

STAUFFENBERG

It's the only time I can relax.

OLBRICHT

There's a man here to interview as your adjutant.

STAUFFENBERG

Adjut- What for?

OLBRICHT

No one told you?

(obviously not)

You've been promoted Chief of Staff for the Reserve Army.

Some men might find a promotion to be good news. Not Stauffenberg.

STAUFFENBERG

For Christ's sake. Don't I have enough to do?

OLBRICHT

Unfortunately, your nocturnal activities don't count as service to the Reich.

STAUFFENBERG

I'll refuse the promotion.

OLBRICHT

You'll do no such thing.

STAUFFENBERG

Dammit, I can't handle the work I already-

OLBRICHT

This is an opportunity we could never have dreamed of. You're in the inner circle now - with genuine access to Hitler, his advisors, his schedule... We need this.

STAUFFENBERG

We're not ready. We're moving too fast.

OLBRICHT

Not half as fast as the Allies. An invasion *is* coming, Colonel. Any day now. We must act and we must act soon.

OLBRICHT (CONT'D)

Tresckow may have left you in charge of the "central solution," but in *this* world I still outrank you. You will accept the appointment. Is that understood?

**

Stauffenberg nods, grudgingly.

OLBRICHT (CONT'D)

Now. The new man is waiting outside. He comes highly recommended. He might even be an ideal candidate.

STAUFFENBERG

For what?

OLBRICHT

(smiling)

We still need an assassin.

**

Olbricht leaves. Stauffenberg lets this sink in. He takes a seat and goes back to work. After a moment:

A HANDSOME SOLDIER (36) quietly enters.

**

TITLES: **LIEUTENANT WERNER VON HAEFTEN** - RESERVIST.
WOUNDED DURING THE RUSSIAN CAMPAIGN.

Haeften clicks his heels and offers the Nazi salute, but before he can say the words:

STAUFFENBERG

Be seated.

Thrown, Haeften sits. Stauffenberg continues writing, ignoring him. Haeften looks up at the portrait of Hitler, startled when Stauffenberg finally speaks:

STAUFFENBERG (CONT'D)

Do you know how this war will end, Haeften? The portrait will be un-
hung... And the man will be hung.

Stauffenberg looks up - looking for a reaction to such frank and treasonous talk. He gets none. He sighs, too tired to play games.

STAUFFENBERG (CONT'D)

Bottom line. I'm engaged in high treason with all means available to me. Can I count you in?

And the strangest thing - a reaction no one would suspect - Haeften relaxes, almost sighs, like someone who has at long last found a home.

HAEFTEN

For anything, sir. Anything at all.

STAUFFENBERG

Anything is a very dangerous word.

42 EXT. NORMANDY - VARIOUS - DAY/NIGHT

42

TITLES: 6 JUNE 1944.

NEWSREEL FOOTAGE OF D-DAY. Allied forces invade Normandy. The liberation of Europe has begun.

But this is not the D-Day you learned about in history class. This is a German newsreel. Nazi spin. In it, Hitler's forces have nothing to fear.

NEWSCASTER (V.O.)

(subtitles)

The Allied Forces have blundered into the trap awaiting them on the beaches of Normandy - heroically repelled by the combined might of the German Army. It is a glorious day for the Reich. At long last the craven enemy has come to Europe to face their inevitable defeat at the hands of-

43 INT. MILITARY SEDAN - NIGHT

43

HAEFTEN

Five thousand ships, one-hundred thousand men from the combined Allied forces.

Haeften and Stauffenberg ride in a sedan. Stauffenberg is in profile the entire time.

**

STAUFFENBERG

What about the Panzer divisions in-

HAEFTEN

They were never dispatched. Word is Hitler took a sleeping pill. His staff was afraid to wake him.

Just then Stauffenberg is greeted by TWO SS OFFICERS who move to physically search him - one his body, the other his valise.

VOICE (O.S.)
You don't need to search him. **

ANGLE ON: Fromm's adjutant, Lt. Herber approaches, waving off the SS.

HERBER
Colonel Stauffenberg is an honored guest. The hero of Africa.

The SS officers stand down. Herber and Stauffenberg share a friendly smile, about to speak when Fromm walks up on them: **

FROMM
For God's sake, Stauffenberg, you're- **

He pauses, clearly caught off guard when he sees Stauffenberg with two eyes. **

FROMM (CONT'D)
... they're waiting for you. **

45 INT. THE BERGHOF - CONFERENCE ROOM - NIGHT

45

Stauffenberg and Fromm enter to the last thing we would expect. Laughter. Drunken laughter.

PULL BACK TO REVEAL: THE BIG SIX.

Hitler and five men - some of them almost caricatures, their features so distinct. The first man we recognize as Keitel - the general who reamed Fromm. The others we know from history and TITLES:

MINISTER ALBERT SPEER - ARCHITECT FOR THE NEW REICH.

DR. JOSEPH GOEBBELS - REICH MINISTER OF PUBLIC ENLIGHTENMENT AND PROPAGANDA.

REICHSFÜHRER HEINRICH HIMMLER - HEAD OF THE SS AND GESTAPO.

REICH MARSHAL HERMANN GOERING - HEAD OF THE GERMAN ARMED FORCES, HITLER'S SECOND IN COMMAND.

We have arrived in the sanctum sanatorium of Nazi Germany on the day after the Normandy invasion. But you would never know the tide of the war had just turned against Germany. A series of situation maps are scattered before them, ignored.

Only Speer seems to be reserved, smiling politely but clearly tuned into the present reality. Looking closer at Goering we see he is wearing heavy make-up - adding to the already surreal nature of the scene.

It is also the first time we are allowed a clear, unobstructed view of Hitler.

FROMM

Mein Führer... I wish to present Colonel Claus von Stauffenberg - our new Chief of General Staff for the Replacement Army.

The laughter stops. Hitler and his cronies turn toward Stauffenberg, looking him over. Hitler stands and crosses to him. Fromm meets him first, whispering in the Führer's ear - perhaps reminding him who Stauffenberg is. Hitler nods: "Ah yes." He takes Stauffenberg's left hand with both of his. We are surprised by his charm.

HITLER

May I say, I am honored to meet a hero who has sacrificed so much for Germany. If only more of my officers were like you.

Hitler's cronies smile despite the subtle insult to themselves. To make it worse, Hitler turns to them.

HITLER (CONT'D)

Let this man stand as an example to all of you. He is the ideal German officer.

Fromm nervously clears his throat.

FROMM

Mein Führer, we have asked Stauffenberg here today so that he might brief us on mobilizing troops from the Home Army to support those in Normandy.

HITLER

Hmmm? Oh yes, Normandy. That will no longer be necessary. General Goering has assured me that Normandy is under control.

Stauffenberg's good eye flickers. "Are you insane? Normandy is a catastrophe." Another glance at the situation map shows Allied forces over-running.

But the painted-on smiles of Hitler's nodding cronies promote the lie. No one has the courage to tell Hitler anything close to the truth. Somewhere in their eyes is the fear that someone will.

STAUFFENBERG

Mein Führer, if I may... The situation in Normandy is-

KEITEL

You're dismissed, Stauffenberg.

STAUFFENBERG

But-

KEITEL

Send your man home, Fromm. Then bring us some brandy.

Fromm is stung - a man of his rank being treated like a waiter. Stauffenberg steps back, clicks his heels and salutes, just managing to say:

STAUFFENBERG

Heil Hitler.

Hitler half waves, walking slowly back to his seat. Fromm and Stauffenberg leave.

46

EXT. THE BERGHOF - NIGHT

46

Fromm escorts a visibly shaken Stauffenberg to his waiting vehicle. Haeften opens the car door for Stauffenberg to get in. Fromm leans in.

FROMM

I don't know what you've got brewing and I don't want to know... But when the music stops, I'd be much obliged if Keitel should find himself without a chair.

Is Fromm saying he's in? Is Keitel's death a condition? Hard to say and meant to be. Before Stauffenberg can inquire, Fromm slams the door shut and returns to the madness inside the Berghof.

47 INT. MILITARY SEDAN - CONTINUOUS

47

Stauffenberg leans back in his seat, mentally calculating his next step.

STAUFFENBERG

They're all insane. Every one of them except for Speer, and he's nothing but an architect.

Stauffenberg puts on his eyepatch before removing his glass eye. He polishes it with a cloth and now it stares at him from his gloved hand. A conscience.

STAUFFENBERG (CONT'D)

Tell Beck we've found our assassin...

(off Haeften's confused look)

I'll do it myself.

48 INT. CHURCH - NIGHT

48

We find ourselves in an empty church. Beck is seated in a pew staring straight ahead. Stauffenberg sits directly behind him. They can't risk being seen together. They speak in hushed tones.

The first thing we notice is how weak and ill Beck looks. He struggles to hide a persistent cough.

BECK

Out of the question. It won't work. We need you here in Berlin.

STAUFFENBERG

Who else, then? Who can even get as close?

Beck knows there is no other choice.

STAUFFENBERG (CONT'D)

Valkyrie is very clear. Once the order is given, the Reserve Army will automatically seize control of the government with or without me.

**

**

BECK **
 Orders are not enough. They need a **
man to follow. The *right* man. **

Pause. Stauffenberg knows he's right. The fucking **
 pressure. He thinks for a moment, then with a sigh: **

STAUFFENBERG **
 Olbricht will oversee operations in **
 my absence. I can be back in Berlin **
 three hours after Hitler is- **

Stauffenberg shuts up, lowering his head in prayer as
 a CLERGYMAN passes. Once they are again alone:

BECK **
 Three very crucial hours.

STAUFFENBERG
 We both know there's no other way.

Beck nods, resigned.

BECK
 I'll tell the others-

As if on cue, Beck loses control of his cough.
 Stauffenberg leans forward, handing him a
 handkerchief and putting a reassuring hand on his
 shoulder until the old man's hacking subsides.

BECK (CONT'D)
 I'm afraid whatever the outcome, I
 won't be there to see it.

STAUFFENBERG
 Nonsense. You're stronger than you
 think. You might just be the
 strongest one of all. **

49 EXT. STAUFFENBERG HOME - BAMBERG - DUSK 49

Est. The sound of children at play takes us to:

50 EXT. STAUFFENBERG HOME - BACK LAWN - CONTINUOUS 50

Once again, the scene idyllic. The Stauffenberg
 children play football in the distance. Stauffenberg
 himself is out of uniform for the first time since
 the hospital, but he does not seem relaxed.

Nina sits across from him, half-reading a book, half talking to her husband. Stauffenberg cannot hear a word she is saying - he is miles away.

He looks over at his children. One would never suspect that Germany has waged a calamitous war and that the country is facing total devastation.

NINA

...After that I thought I'd take the children to the country for a few days to see my- Claus?

He snaps out of his thoughts. "Hmmm?"

NINA (CONT'D)

Have you heard a word I said?

STAUFFENBERG

The country...

(thinking)

Nina. Listen. I want you to delay your trip. Just for a while.

She wants to ask, he wants to tell her. Finally:

NINA

Does this have something to do with... your work?

STAUFFENBERG

I would just be more comfortable knowing where you are - until I'm back from Berlin. Things will be different then. I promise.

Long pause. Once again, a couple who know each other well enough to not have to say things plainly. Nina is worried but strong.

NINA

How long until... until we see you?

STAUFFENBERG

A few days. If all goes well. Then we can travel as a family.

NINA

And if things... don't go well?

He hesitates.

STAUFFENBERG

I love you, Nina.

NINA

And I love you... What-

CHILDREN

PAPA, COME AND PLAY WITH US. (Etc.)

The children kick the ball toward Stauffenberg - the one sport he can play. He is about to say something to Nina, but she cuts him off.

NINA

Go be with your children.

Stauffenberg stands, touching Nina's cheek and kissing her forehead. We stay on her as he joins the children. She watches them play together, seeing her husband laughing for the first time in a long while. Her eyes well with tears - a mixture of happiness and anguish. Too good to last, too much to bear.

51 INT. SMOKY ROOM - DAY

51

Haeften, Olbricht and Stauffenberg stand around a table giving their undivided attention to:

TITLES: COLONEL MERTZ VON QUIRNHEIM - STAUFFENBERG'S REPLACEMENT UNDER OLBRICHT.

**

He empties the contents of two tawny leather briefcases onto the table:

Along with a crude drawing covered with calculations he produces two brick-like lumps wrapped in butcher paper, two small caps and two thin metal cylinders.

MERTZ

Two 975 gram packs of plastic-W.
Enough explosive to cripple a
panzer.

(pointing to caps)

Your detonators.

(pointing to cylinders)

Your fuses. British time pencils.

This acid capsule is your trigger.

Stauffenberg carefully studies the items before him.

MERTZ (CONT'D)

When you're ready to arm, attach the detonator to the bottom of the time pencil, like so...

(demonstrating)

...Insert the entire device into either end of the plastic-W, crush the acid capsule and you're live. When the acid eats through the wire holding back the trigger spring... Well... You'll want to be very far away.

OLBRICHT

What if they search your bag?

STAUFFENBERG

I'm one of the inner circle now. They'll make sure I am who I am. Beyond that, they won't touch me.

(to Mertz)

How much time do I have?

MERTZ

Theoretically there's a 30-minute delay. But with the kind of heat you can expect at the Wolf's Lair, I'd give you 10, 15 minutes tops.

HAEFTEN

That's... hardly precise.

**

MERTZ

This is state of the art. You can have small or precise. Not both.

OLBRICHT

Might this be just a little too small?

MERTZ

The explosion won't do the killing. The air in the room will.

He points to the drawing - an overhead sketch of:

MERTZ (CONT'D)

Hitler's bunker is constructed of reenforced concrete. A steel door, no windows. Just one of these explosives in a space like that will cause tremendous air pressure.

MERTZ (CONT'D)

Enough to instantly kill everyone present. The second charge will be entirely redundant.

OLBRICHT

Of course, I'm all for redundancy. However... If, by some miracle, Hitler *does* survive, what then?

STAUFFENBERG

We have an inside man at the Wolf's Lair in communications. He'll notify you immediately following the flash and then sever all contact with the outside world.

The others are stunned.

OLBRICHT

Just how did you manage that?

STAUFFENBERG

It's my job, isn't it? While Hitler's inner circle is still regrouping, you will initiate *Valkyrie* and seize control in Paris and Berlin. Even if Hitler survives, we'll have momentum.

MERTZ

(to Olbricht)

But as you said yourself it would take a miracle. Anyone in that bunker when just *one* of these goes off is not coming out alive.

Haeften places the items back in the briefcases.

OLBRICHT

Himmler is expected to be at the meeting as well. Don't proceed unless you can get them both.

STAUFFENBERG

That could be difficult.

OLBRICHT

Why kill a madman just to have a lunatic take his place?

STAUFFENBERG

This is Goerdeler's idea, isn't it?

OLBRICHT

The members are in total agreement
on this.

**

Stauffenberg chews on this, pissed. Then:

**

STAUFFENBERG

Fucking politicians. I'll hold off
if the decision is unanimous. And I
want another man on the committee.
A soldier.

**

**

**

**

**

A soldier himself, Olbricht is insulted.

**

OLBRICHT

And just who this *soldier* be?

**

**

Stauffenberg glances at Mertz, sizing him, up.

**

STAUFFENBERG

(pointing to Mertz)

Him.

**

**

**

OLBRICHT

Him?

**

**

Mertz's eyes widen. "Me?" But Stauffenberg and
Haeften pick up their briefcases and leave without
another word. Assassins.

**

Olbricht reaches for the phone and dials.

OLBRICHT (CONT'D)

This is General Olbricht. Order the
Guard Battalion and all Army
Schools near Berlin to take up
march readiness. Stand by for
Operation Valkyrie.

**

CLACK-CLACK-CLACK-CLACK-CLACK...

52

INT. CENTRAL COMMUNICATIONS - BERLIN - DAY

52

A small, bunker-like room serves as the hub of all
military communications. The walls are lined with
chattering teletype machines and their OPERATORS.

CLOSE ON: One teletype in particular. The words are
clicking by quickly but we clearly make out:

STAND BY FOR OPERATION VALKYRIE...

One **SERGEANT HELM** leans in, reading it, curious. He tears the sheet out of the teletype and takes it to:

The officious **LIEUTENANT HAANS** - officer in charge. He likes his job and how well he does it.

HELM
(handing over the order)
Lieutenant.

HAANS
What about it?

HELM
This order is calling the Reserve Army for some sort of stand-by action... in *Berlin*.

HAANS
(shrugs)
Looks like a drill of some kind.

HELM
Valkyrie? I've never heard of that.

HAANS
Send the order through, Sergeant.

A SHRILL WHISTLE and a WAILING SIREN take us to... **

EXT. BERLIN - VARIOUS - DAY **

Shots of scattered elements of the Reserve Army coming together, taking shape: **

RESERVISTS and CADETS, from all walks of life, rush to their homes, hastily trading their civilian clothes for uniforms. **

54 EXT. AIRFIELD - RANGSDORF - DAY

54

TITLES: 15 JULY 1944.

Stauffenberg and Haeften board a waiting courier plane, preparing for departure. Both are clutching their briefcases, faces like stone. Stauffenberg is dressed once again in his ornate, formal attire - his patch gone, glass eye in place. **

EXT. DEUTSCHLAND GUARD BATTALION - BERLIN - DAY **

AIR SIRENS wail. A SCULPTED EAGLE AND SWASTIKA loom over a large pillared stronghold. **

From out of the surrounding barracks, RESERVE SOLDIERS scramble to march readiness, assembling on the center parade grounds, awaiting orders. **

Vehicles move into place along the perimeter. All in all, a well-oiled machine. **

CLOSE ON THE BERLIN COMMANDANT - **GENERAL PAUL VON HASE** - issuing the alert signal. AIR SIRENS wail. **

RESERVE SOLDIERS scramble into readiness. Vehicles move into place - a well-oiled machine. **

We focus on two officers in particular: **MAJOR OTTO ERNST REMER**, Commander of the Deutschland Guard Battalion, and **SECOND LIEUTENANT DR. HANS HAGEN**. Loyal Nazis both. **

REMER **

What do you suppose this is all about? **

HAGEN **

Probably just a drill. **

But Remer doesn't seem convinced. Remember him. **

56 INT./EXT. VARIOUS - DAY **56**

Shots of Stauffenberg and Haeften deplaning/getting into a waiting car/slowly making their way to their destination. Finally, they arrive at:

57 EXT. WOLF'S LAIR - DAY **57**

Est. A 625 acre compound hidden deep in the mosquito infested forests of Wilhelmsdorf. Security is tight - barbed wire fencing, checkpoints, flak towers, machine gun nests, trenches, land mines. **

TITLES: WOLFSCHANZE - "THE WOLF'S LAIR". HITLER'S BAVARIAN HEADQUARTERS.

60 INT. WOLF'S LAIR - BUNKER - BRIEFING ROOM - DAY**60**

Stauffenberg and Haeften find themselves in a cramped, hot, windowless room filled with VARIOUS OFFICERS waiting around a large conference table.

Silence. A moment later, Hitler enters - Keitel and Fromm follow close behind. Heels click in unison. Keitel starts the meeting, but Stauffenberg isn't listening. While all eyes follow Hitler, Stauffenberg watches the door, scanning the faces in the room.

STAUFFENBERG

(whispering)

Himmler. Where is Himmler?

Haeften doesn't see him either. Shit.

KEITEL

...Now for the first order of business. Fromm, I believe you will brief us on blocking divisions for the Eastern Front...

Stauffenberg silently excuses himself from the room. We hold on his briefcase. Remember where he left it.

61 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY**61**

The phone rings. A waiting Mertz grabs it.

MERTZ

General Olbricht's Office.

(suddenly nervous)

Hold the line.

(to Olbricht)

Stauffenberg says Himmler's not at the briefing. He wants to proceed.

**

All color drains from Olbricht's face.

OLBRICHT

Call Beck.

He leaves. Mertz rolls his eyes and dials a second phone.

62 INT. SMOKY ROOM - DAY

62

Beck and Goerdeler sit impatiently by the telephone, waiting for any word on the assassination and impending coup. When the telephone RINGS:

BECK

Beck.

He presses the receiver tightly to his ear, a look of concern washing over his face. He turns to Goerdeler.

BECK (CONT'D)

Himmler is not in the briefing.

Goerdeler's reaction is vintage politician. Blank.

63 INT. WOLF'S LAIR - BUNKER - HALLWAY - DAY

63

CLOSE ON A CIGARETTE. We watch as Stauffenberg smokes, waits, looks at his watch - the sounds of the meeting going on behind him. He drops his cigarette and we see a pile of three more. He has been waiting while the others deliberate. Finally:

MERTZ (ON PHONE)

They say no. Wait.

(Note: Intercut between Mertz and Stauffenberg.)

Stauffenberg is furious. He calms himself.

STAUFFENBERG

What do you say?

Pause. Mertz looks around, makes sure he is alone.

MERTZ

I say do it.

Stauffenberg hangs up the phone. The moment of truth.

64 INT. WOLF'S LAIR - BUNKER - BRIEFING ROOM - DAY

64

Stauffenberg quietly slips back into the briefing unnoticed. He freezes:

CLOSE ON: The spot where Stauffenberg left his briefcase. Remember? Well it's gone.

He looks around frantically. Some officers notice him. Tension mounts. He gets Haeften's attention.

STAUFFENBERG
(mouthing)

My briefcase.

Before Haeften can answer, Fromm shoots them both a glare. "What the hell are you doing?"

KEITEL
...Gentleman. You are dismissed.

And like that, the briefing has ended. Stauffenberg is sickened - the opportunity lost. Hitler exits, walking right past him. Keitel and the rest file out. The last to leave is Fromm.

FROMM
That call better have been
important.

Stauffenberg turns, coming face-to-face with Freyend, Keitel's hateful toady. He holds the missing briefcase. For a moment we're sure the jig is up.

FREYEND
Your bag... Colonel.

He hands it over and leaves.

65 EXT. DEUTSCHLAND GUARD BATTALION - BERLIN - DAY

65

A military sedan skids to a stop outside the Guard Battalion headquarters. Olbricht jumps from the car, racing to get General Hase's attention.

LARGE FORMATIONS of soldiers stand at attention in the hot sun, awaiting orders.

HASE
(whispering)
What the hell is going on? My men
have been standing here for an
hour. I don't know what to tell
them.

CLOSE ON REMER (the officer we told you to remember) standing before the ranks. He eyes Hase and Olbricht suspiciously, trying to hear what they are saying. After a moment, Hase addresses the men.

HASE (CONT'D)

At ease, gentlemen.

Olbricht addresses the men, trying unsuccessfully to hide his nerves.

OLBRICHT

This has been a drill. You're all to be commended for your quick response. Dismissed.

Pause. The men linger, confused until:

OLBRICHT (CONT'D)

HEIL HITLER.

SOLDIERS

HEIL HITLER.

And the men fall out, nowhere to go so they just light up and shoot the shit. Hagen approaches Remer.

HAGEN

What did I tell you? A drill.

But Remer is not so sure. The way he stares at Olbricht makes us nervous.

CLOSE ON: Olbricht sees Remer looking at him, making note of the esteemed KNIGHT'S CROSS pinned to Remer's uniform. Olbricht leans toward Hase.

**

OLBRICHT

That man there. Who is he?

HASE

Major Remer? He commands the Deutschland Guard Battalion. What about him?

OLBRICHT

Get rid of him.

HASE

Remer? Don't worry about him. He's an order taker. To the bone.

Ah yes... But *whose* orders?

66 INT. WAR MINISTRY - OUTSIDE FROMM'S OFFICE - DAY

66

As usual, Lt. Herber sits at his desk and, as usual, he tries to ignore:

MUTED SHOUTS through Fromm's office door. PULL BACK TO REVEAL Stauffenberg and Olbricht waiting.

They sit across from, Freyend. A beat later, Keitel storms out of Fromm's office, his face red with anger. Deja vu. When Keitel and Freyend are gone:

Herber looks up from his desk with a nervous smile.

HERBER

The General will see you now.

Stauffenberg and Olbricht stand, hats in hand.

67 INT. WAR MINISTRY - FROMM'S OFFICE - MOMENTS LATER

67

FROMM

How dare you put the Reserve Army on standby without my knowledge. You damn near cost me my commission. What in God's name made you think you even had the authority?

OLBRICHT

It was only a drill. An exercise.

FROMM

DON'T LIE, OLBRICHT. Not to me. We both know it was no fucking drill.

STAUFFENBERG

General, if I may-

FROMM

You may not, Colonel. You may not do *anything*. Because now you've not only shown me you can't deliver, you've painted a target on *my* back. If I so much as sense you trying to move the Reserve Army again, I'll personally have you both arrested. Do I make myself abundantly clear?

STAUFFENBERG/OLBRICHT

Yes, sir.

FROMM

Heil Hitler.

OLBRICHT

Heil Hitler.

But Stauffenberg turns to leave without answering.

FROMM

I'll hear you say it, Colonel.

Stauffenberg stops, glaring at Fromm with his one eye. He squares his shoulders, clicks his heels loudly and delivers a downright Nazi-like:

STAUFFENBERG

HEIL HITLER.

Still managing to make it sound spiteful. He leaves without being dismissed, slamming the door.

68 INT. SMOKY ROOM - NIGHT

68

It has been a long day, the Resistance leaders are all exhausted. Beck, Olbricht, Witzleben, Haeften and Mertz watch Goerdeler circling a rigid Stauffenberg.

GOERDELER

The point of your central solution is to replace Hitler so that we can negotiate a truce with the Allies. The Allies, I suspect, would be more amenable to a truce... IF WE OFFER IT TO THEM BEFORE THEY ARE IN FUCKING BERLIN.

STAUFFENBERG

Today was a matter of indecision - nothing more. A military operation in the hands of a politician.

Stauffenberg's lack of respect infuriates Goerdeler.

GOERDELER

I don't think I am alone when I say your judgement is in question.
(to the others)
I would like to take a vote.

BECK

Carl.

GOERDELER
I DEMAND THAT WE RELIEVE COLONEL
STAUFFENBERG.

BECK
Carl, if I may have a word with you
in private.

GOERDELER
If you have something to say,
Ludwig, say it here. Say it now.

BECK
Very well. There's no need to vote.

Beck turns to the bar, pours two drinks. Stauffenberg
stiffens, ready for the axe.

BECK (CONT'D)
I consider you a friend. And I look
forward to the day when we can once
again live as free men. But you've
become a liability.

Goerdeler smiles smugly. But the smile fades when
Beck turns, offering a drink to him.

BECK (CONT'D)
I'm sorry it has to be this way.

GOERDELER
Wha... What are you saying?

BECK
Fellgiebel informed me this
evening... Himmler's issued an
order for your arrest. You'll have
to leave Germany. Tonight. When
we've succeeded with the central
solution you'll return as
Chancellor. Until then-

Goerdeler stands, confronting Stauffenberg.

GOERDELER
This is your doing, isn't it? ISN'T
IT? You can't just get rid of me
like this. I am the man Germany
will follow. I'm... I...

Stauffenberg says nothing. He's too cool. Goerdeler
looks at the other conspirators, but no one is going
to speak for him. Finally, almost in tears:

GOERDELER (CONT'D)

Ludwig, I-

Beck offers him an envelope.

BECK

Disappear, Carl. Avoid contact with anyone.

Ugly pause. Goerdeler snatches the envelope and sulks out. We could not be happier to see him go. Beck coughs, turns to Stauffenberg.

BECK (CONT'D)

No more indecision. From now on, Stauffenberg has discretion.

**

OLBRICHT

I can't issue *Valkyrie* again unless we follow through. If he fails to-

**

STAUFFENBERG

I'll do my job. You just take Berlin.

**

INT. STAUFFENBERG'S BERLIN FLAT - NIGHT

**

CLOSE ON: A telephone. Stauffenberg's three fingered hand picks up the receiver and lifts it out of frame.

**

**

STAUFFENBERG (V.O.)

I'd like to place a call to Bamberg, please.

**

**

**

INT. STAUFFENBERG HOME - BAMBERG - NIGHT

**

Nina and her children eat supper around a single candle, Bamberg is experiencing a blackout. Though Nina manages a tranquil facade she is anything but.

**

**

**

ANGLE ON: The silent telephone in the foreground. We wait for it to ring, but it never does.

**

**

INT. CHURCH - NIGHT

**

Beck enters to find Stauffenberg in the front pew, staring at Christ on the cross.

**

**

BECK **
 Have you made your peace with God, **
 then? **

STAUFFENBERG **
 As best I can. **

BECK **
 Then you have nothing to fear. **

Stauffenberg manages a smile as Beck sits. **

STAUFFENBERG **
 I know the soldier inside me is a **
 traitor. I wonder how I'll be **
 judged as a man. **

BECK **
 By history? **

STAUFFENBERG **
 By God. **

BECK **
 In the end, we answer only to **
 ourselves. **

Stauffenberg fingers the cross and ring hanging from **
 the chain around his neck. **

BECK (CONT'D) **
 Did you reach your wife? **

STAUFFENBERG **
 Bombing in Ebingen. I can't get **
 through. **

BECK **
 Ebingen is a long way from Bamberg. **
 They're safe. You've seen to that. **
 (realizing...) **
 To think... You came to us a **
 wounded soldier from Africa. Now... **
 Now you are both the architect and **
 the assassin. I'm still trying to **
 understand how this came to be. **

STAUFFENBERG **
 (more to himself) **
 Like a farmer watching the corn **
 grow. One day it's over his head... **

BECK **

What's that? **

STAUFFENBERG **

Nothing... **

And the two men look up at the cross in silence. **

71 EXT. STAUFFENBERG FLAT - DAYBREAK 71 **

In these waking hours Berlin appears quite peaceful. Only the distant sound of shelling reminds us that the city is surrounded by war.

72 INT. STAUFFENBERG FLAT - BEDROOM - CONTINUOUS 72

A tawny leather briefcase sits on a neatly made bed.

Stauffenberg, freshly bathed and wrapped in a towel, shaves in front of the mirror. For the first time we see his scars and deformities in full. He looks himself over, finally focusing on the chain around his neck, contemplating the small cross and the ring - its engraving: *finis-initium* [end-beginning].

Though his face is clean-shaven now, he continues, slowly running the razor down his throat. Then he stops, pressing the blade a little too hard and bringing blood. It almost seems intentional.

CLOSE ON: The box that holds his glass eye, staring.

73 INT. STAUFFENBERG FLAT - BEDROOM - LATER 73

Stauffenberg has since mastered the process of dressing himself. JUMP CUTS take us from a wounded soldier to an officer of the General Staff.

CLOSE ON: His crisp white collar, picking up a trace of blood from the cut on his throat.

74 EXT. STAUFFENBERG FLAT - DAY 74

TITLES: 20 JULY 1944. 6:00 AM.

Haeften holds the door for Stauffenberg, stepping into a military sedan. **

**

75 **EXT. BERLIN - VARIOUS - DAY** 75

For the first time we see Berlin in broad daylight - the city in ruins. The drive through the rubble, smoky streets is particularly eerie today. **

78 **EXT. AIRFIELD - RANGSDORF - DAY** 78

TITLES: 7:00 AM.

Haeften and Stauffenberg board a three-engine courier plane - each carrying a leather briefcase. A moment later the plane is taking off. **

79 **INT. SMOKY ROOM - DAY** 79

A group of 30 RESISTANCE OFFICERS talk quietly, smoking cigarettes and waiting anxiously. Many of the faces we recognize, some we see for the first time. We notice Witzleben has donned his old military uniform, looking a little too proud.

Beck looks over the faces of these men, trying to contain his own fear. His eye catches the door opening and a MAN IN A DECORATED POLICE UNIFORM entering the room. We tense.

One by one, the men in the room stop talking, staring at the police officer. Just as we think it's over:

BECK

Gentlemen, may I introduce Chief Helldorf. He's guaranteed the full support of the Berlin Police.

Helldorf nods. The men breathe a collective sigh of relief. Some laugh. Many shake Helldorf's hand.

BECK (CONT'D)

We can begin.

Beck moves to a table covered with maps of Berlin, Paris and the Wolf's Lair.

BECK (CONT'D)

Hitler has scheduled a military briefing for today at one o'clock. Stauffenberg will strike regardless of who else is present.

As Beck speaks, we see how things *should* play out...

80 EXT. WOLF'S LAIR - DAY 80

Stauffenberg and Haeften are driven in a topless sedan. Each carries his leather briefcase.

BECK (V.O.)
Once in position, he will signal us
once to alert the troops and again
after the flash...

81 EXT. WOLF'S LAIR - BUNKER - DAY 81

Stauffenberg and Haeften quickly get in the sedan - the concrete bunker just behind him - its steel door closed. They speed out of frame a beat before a muffled explosion rocks the bunker - the steel door bulges but holds fast. Only a wisp of smoke escapes.

82 INT. WAR MINISTRY- FROMM'S OFFICE - DAY 82

SOLDIERS burst into Fromm's office and arrest the bewildered General without incident.

BECK (V.O.)
Assuming Fromm refuses to join us,
Olbricht will take Command of the
Reserve Army and initiate *Operation
Valkyrie*.

Olbricht takes Fromm's place and starts making calls. At least this is how it *should* happen...

83 INT./EXT. BERLIN - VARIOUS - DAY 83

Establishing shots of the idle troops and equipment as they are once again called into action.

BECK (V.O.)
Then he'll notify all district
commanders between Paris and Berlin
that the SS is attempting to seize
power. The Reserve Army will arrest
all SS, Gestapo and Nazi officials.

The same soldiers are now storming government buildings and seizing personnel.

84 INT. WAR MINISTRY - DAY**84**

Witzleben and Beck march in with ARMED SOLDIERS.

BECK (V.O.)

When the time is right, Witzleben and I will arrive at the War Ministry and assume the roles of Commander of the Armed Forces and Head of State, respectively.

85 INT. RADIO STATION - DAY**85**

Goerdeler stands at a radio microphone, reading passionately from a prepared script with dramatic gestures painfully reminiscent of Hitler.

BECK (V.O.)

With Berlin secured, Goerdeler will return and address the nation as our new Chancellor. Then, God willing, we can negotiate a truce with the Allies and spare Europe from total destruction.

86 INT. SMOKY ROOM - DAY**86**

BECK

Gentlemen, this is the most important day of your lives. Long live sacred Germany.

**

The conspirators salute and leave. Beck places both hands on the table to support himself, coughing and exhausted. Then he looks nervously at his watch...

87 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY**87 ****

Olbricht paces before his desk. Mertz watches him, anxiously waiting for:

**

MERTZ

Put the Reserve Army on standby alert.

**

OLBRICHT

Not until I hear from Stauffenberg.
Not until I'm sure.

**

MERTZ

But that's not what he-

OLBRICHT

Noted, Colonel. Thank you.

88 EXT. AIRFIELD - RASTENBURG - DAY 88 **

The plane touches down and taxis to a stop. Stauffenberg and Haeften deplane and immediately step into a waiting courier car driven by a young, dutiful Nazi. **SECOND LIEUTENANT KRETZ**. Remember him.

89 EXT. WOLF'S LAIR - DAY 89

Even this early, the heat is oppressive.

We watch from a distance as the courier car is stopped at the outer checkpoint. Once again, the GUARD carefully examines Stauffenberg and Haeften's identification and takes their pistols before allowing the car to pass. We follow.

90 EXT. WOLF'S LAIR - KEITEL'S OFFICE - DAY 90

Est. Field Marshal Wilhelm Keitel's office as the courier car arrives. ******

Stauffenberg and Haeften are greeted by Freyend who shows them to: ******

91 INT. KEITEL'S OFFICE - WAITING ROOM - CONTINUOUS 91

TWO OFFICERS are already waiting. They stand...

FREYEND

Gentlemen, may I present Colonel Claus von Stauffenberg - Chief Officer of the Reserve Army.

OFFICER #1

Colonel Stauffenberg. This is an honor. They say you're the man that will defend Berlin from the Red Army single-hand-

The officer realizes what a faux pas he has made as soon as he says it. Unfazed, Stauffenberg smiles, raising his briefcase with his single hand.

STAUFFENBERG

Indeed. I've got the whole bag of tricks right here.

The officers laugh nervously, relieved he was not insulted. Idiots. Meanwhile, Freyend steps toward Haeften, reaching for the handle of his briefcase.

FREYEND

Let me take that for you.

But Haeften snaps the case back. Freyend raises a suspicious eye. Before he can press:

**

VOICE (O.S.)

**

Colonel Stauffenberg?

Everyone turns to find General Fellgiebel standing at the door. Everyone stands at attention.

**

**

FELLGIEBEL

**

At ease, Gentlemen.

**

(to Stauffenberg)

**

General Fellgiebel, communications.

**

I just wanted to meet the hero of

**

Africa... And see if there's

**

anything you need.

**

STAUFFENBERG

Yes, sir, there is. I'm expecting a call of the utmost importance. Even if it comes when I am in conference with the Führer I'd appreciate it if you had a man come and get me.

**

**

**

**

**

Beat. Fellgiebel and Stauffenberg share an instant look of understanding.

FELLGIEBEL

Of course, Colonel.

Fellgiebel salutes. Stauffenberg and the others return it as Fellgiebel departs. Just then, Keitel bursts from his office, fixing his tie.

**

**

KEITEL

Gentlemen. The meeting has been pushed forward to 12:30. Mussolini is arriving on the afternoon train and Hitler wants to have lunch with him.

Stauffenberg is excited by a potential bonus.

STAUFFENBERG

Will Mussolini be in the briefing?

KEITEL

I only wish he were. Then some ambitious officer might take the opportunity to shoot the dago bastard.

Keitel makes a beeline for the door and the others follow like good sheep. Stauffenberg holds back, however, attracting Freyend's attention.

STAUFFENBERG

I'll need a place to wash up - change my shirt.

Stauffenberg points to the shaving cut on his throat and the tiny blood stain on his shirt. The cut was intentional after all.

Annoyed, Freyend motions to the adjoining anteroom.

FREYEND

Please, do be quick. You heard the General.

Stauffenberg nods in appreciation. He motions for Haeften to follow him. Freyend watches, curious.

92 INT. KEITEL'S OFFICE - CHANGING ROOM - DAY

92

Fast on Stauffenberg's heels, Haeften closes the door. A large portrait of Hitler looms, watching. Stauffenberg positions himself at a small desk with his back to the door. He removes a brick of plastic explosive from his briefcase.

HAEFTEN

(whispering)

You're arming them... now?

**

Stauffenberg quickly unbuttons his shirt, taking a clean one out of his bag and putting it on as:

Haeften assembles a fuse.

STAUFFENBERG

No room for error this time. Assume I have ten minutes in this heat.

STAUFFENBERG (CONT'D)

Two minutes for the walk, one for the security check and one to the bunker. Three minutes for the walk back. That's seven.

HAEFTEN

Leaving just three minutes to place the bomb.

STAUFFENBERG

Plenty of time.

HAEFTEN

If the bomb goes off in ten.

He carefully inserts the fuse into the explosive.

The RING OF A TELEPHONE startles us.

93 INT. KEITEL'S OFFICE - WAITING ROOM - DAY

93

CLOSE ON THE TELEPHONE. Freyend answers.

FREYEND

Major Freyend speaking.

(beat)

Stauffenberg? Yes, he's arrived...

They are on their way now.

Freyend hangs up, glancing impatiently at his watch.

94 INT. KEITEL'S OFFICE - CHANGING ROOM - DAY

94

Neatly dressed again, Stauffenberg carefully places the primed explosive back in his briefcase. He and Haeften turn their attention to the second explosive - assembling the fuse, about to insert it when:

BANG. The door swings suddenly open - stopped short by Stauffenberg's backside. He nearly drops the fuse.

STAUFFENBERG

Dammit man, what is it?

It's Freyend, of course, trying to peer through the partially opened door. Stauffenberg hides the bombs with his body.

FREYEND

General Keitel insists that the Colonel please hurry.

Haeften scoops the unarmed explosive into his briefcase. Stauffenberg motions for Haeften to leave.

95 INT. KEITEL'S OFFICE - HALLWAY - DAY 95

Haeften comes out, moving Freyend back with his body and shutting the door behind him - a charged moment.

HAEFTEN

The Colonel is changing, *Major*. You understand this can be difficult.

Freyend backs down. A little.

96 INT. KEITEL'S OFFICE - CHANGING ROOM - DAY 96

Stauffenberg produces a pair of pliers (one handle specially bent for easier use by a man with only three fingers). With some effort, he manages to secure the pliers around the fuse.

CLOSE ON THE ACID CAPSULE OF THE FUSE. The jaws of the pliers gently squeeze, crushing it. The bomb is live. There is no turning back now.

Stauffenberg closes his briefcase and opens the door, greeted by Freyend and Haeften.

97 EXT. WOLF'S LAIR - OUTSIDE KEITEL'S OFFICE - DAY 97

Freyend scurries, trying to catch up with Keitel. Stauffenberg and Haeften lag behind.

STAUFFENBERG

(to Haeften)

See that the car is ready.

Haeften looks down at the briefcase in his hand - the second, unarmed explosive inside.

HAEFTEN

But sir-

STAUFFENBERG

I have everything I need, Lieutenant. Thank you.

Haeften reluctantly takes his leave just as Freyend turns back, eager for Stauffenberg to pick up the pace. He reaches for the briefcase.

FREYEND

Please. Let me help you with that.

STAUFFENBERG

(pulling it away)

I can manage, thank you.

Freyend seems more than just a little peeved. But Stauffenberg doesn't notice. He is focused straight ahead, mentally calculating what time he has left.

The bunker suddenly seems miles away.

98 **EXT. WOLF'S LAIR - OUTSIDE BUNKER - DAY**

98

Security Perimeter I. Keitel and his men file through the heavily guarded entrance. Each man holds up his pass for the GUARDS to inspect. Stauffenberg is last.

Keitel heads toward a wooden structure up ahead - AWAY FROM THE BUNKER. Stauffenberg is confused.

STAUFFENBERG

Where are they going?

FREYEND

It's too hot. The briefing has been moved to the conference hut.

ANGLE ON: The conference hut. The door and many windows of the flimsy wooden structure are all open. Not ideal for generating the deadly air pressure vital to Stauffenberg's plan. But this obstacle only seems to strengthen his resolve. He is a soldier after all. And no military operation goes according to plan. Making matters worse:

FREYEND (CONT'D)

Sir, your briefcase. I insist.

Annoyed but not wanting to arouse suspicion, Stauffenberg finally acquiesces, handing it over. He watches Freyend carry the bomb into the hut. Pause.

Stauffenberg looks back over his shoulder to:

Fellgiebel - standing by the communications building. The man who will get Stauffenberg out of the room before the bomb goes off. They share a nod. Then Stauffenberg steps into the hut.

**

99 INT. CONFERENCE HUT - HALLWAY - CONTINUOUS

99

In the room beyond we see Hitler at the end of a long table surrounded by RANKING OFFICERS. One by one, they present their individual briefings to the nodding Führer. Stauffenberg whispers to Freyend.

STAUFFENBERG

My injuries left me a bit hard of hearing. See that you place me as near the Führer as possible.

Freyend nods, but for now his concerns are elsewhere - wrangling everyone into the meeting.

Like the other officers, Stauffenberg hangs up his belt and hat on hooks at the entrance to the briefing room. He catches sight of **SERGEANT-MAJOR ADAM**, the conference hut's young telephone operator.

STAUFFENBERG (CONT'D)

Sergeant. I'm expecting an urgent call from Berlin...

100 INT. CONFERENCE HUT - BRIEFING ROOM - DAY

100

A small room measuring 15 by 32 feet. Stifling heat. We notice again that the windows are open to let in some air. Hitler and his officers hunch over a long, heavy table covered in detailed maps of Eastern Europe and the Soviet Union.

**

LIEUTENANTS and SERGEANTS continually tiptoe in and out of the room. **A GENERAL** stands beside Hitler in the middle of his briefing:

GENERAL

The Eastern Front forces are assured a victory... but they need reinforcements.

In other words, they are getting pounded but he can't say that. The General is relieved to be interrupted by Keitel's arrival. The briefing stops momentary as:

KEITEL

Please pardon our tardiness... You remember Colonel Stauffenberg?

Hitler makes a deliberate effort to shake Stauffenberg's hand, their eyes lock - an unnerving moment. Stauffenberg has come to kill this man greeting him. The moment is broken when the General clears his throat, continuing his presentation.

GENERAL

As you can see, Mein Führer, the situation in the East Prussian sector is increasingly critical...
(and on and on...)

Freyend startles Stauffenberg slightly when he takes him by the arm, moving him to his place at the table - less than half a step from Hitler. He is squeezed in between two other officers. We suck in wind when we see who one of them is...

COLONEL HEINZ BRANDT - the same Brandt who carried the bottles of Cointreau onto Hitler's plane so long ago. He still scribbles in his damn datebook.

Freyend sets the briefcase beside Stauffenberg - bumping Brandt's leg. Brandt looks down at the briefcase - long enough to make us nervous.

He watches as Stauffenberg nonchalantly bends down, sliding the briefcase as close to Hitler as possible, leaning it against the heavy wooden table support immediately to the right of Hitler's foot. **

Stauffenberg looks back at the open door, glances at his watch. He can clearly see Sergeant Adam, the telephone operator. Where is his God-damn phone call?

Around him generals talk, Hitler nods, but we hear nothing. Only the pulse of Stauffenberg's heartbeat in his own ears - the only thing betraying his otherwise outward calm.

He looks down at the briefcase - the bomb just under his feet. He looks at Hitler nodding. The longer we stay, the more excruciating it is. So we milk it.

Stauffenberg is startled when a hand touches his arm. The annoying Freyend is there, whispering in his ear. Keitel sees this, irritated by the interruption. Stauffenberg makes a gesture to Keitel with his hand, indicating a phone call. Keitel is not pleased.

101 INT. CONFERENCE HUT - HALLWAY - DAY

101

Freyend leads Stauffenberg to Adam who offers the telephone receiver.

ADAM

General Fellgiebel, sir. He says
it's urgent.

Stauffenberg takes the phone and stares at Freyend and Adam - they get the idea that this is a private call and leave. When they are gone, Stauffenberg simply lays the receiver down and walks out. Fast.

A moment later, Adam returns to the room. He sees the receiver laying there. Odd. Looking down the hallway he sees Stauffenberg quickly exiting the building.

Then he notices Stauffenberg's hat and belt still hanging outside the briefing room.

ADAM (CONT'D)

Colonel... Colonel, you forgot your-

102 INT. CONFERENCE HUT - BRIEFING ROOM - DAY

102

Hitler leans on his elbows carefully studying the map before him as the General's presentation drags on.

Brandt moves in closer, filling the void left by Stauffenberg. His foot hits something. He looks at:

Stauffenberg's briefcase as it falls over.

Slowly, Brandt reaches down, picking up the briefcase, looking around for Stauffenberg. He considers the bag for a moment and we are sure he is going to open it.

But then he puts it back under the table. But now the heavy wooden support is BETWEEN Hitler and the bomb.

GENERAL

...And now I believe Colonel
Stauffenberg will present us with
his deployment for the Replacement
Army should the unthinkable occur
and the Russians reach-

Where is Stauffenberg? Keitel shoots Freyend a look.

103 INT. CONFERENCE HUT - HALLWAY - DAY 103

Freyend steps into the hall. No sign of Stauffenberg.
Sergeant Adam approaches, looking confused.

FREYEND

Where the hell is Stauffenberg?

But Adam shrugs, holding out Stauffenberg's hat.

104 EXT. WOLF'S LAIR - COMMUNICATIONS BUILDING - DAY 104 **

Fellgiebel and Haeften watch anxiously as
Stauffenberg clears the security checkpoint and walks
toward them, slow and deliberate - eerily calm. **

INT. CONFERENCE HUT - BRIEFING ROOM - DAY **

Hitler at the far end of the room, bent over the
conference table, leaning on his elbows. **

A MASSIVE, EAR-SPLITTING EXPLOSION lifts the table
up, throwing Hitler back and simultaneously
vaporizing the men standing on either side of him. **

EXT. WOLF'S LAIR - CONFERENCE HUT - DAY **

The hut explodes outward like a house of cards.
Bodies are thrown clear. Everyone hits the deck
except Stauffenberg. He just keeps walking. **

A great cloud of smoke billows from the ruins. The
sky is alive with a swirl of burnt paper scraps and
ash. STUNNED OFFICERS are running about. Shouting.
Screaming. Absolute chaos. **

Even knowing it was coming, Haeften is stunned.
Stauffenberg walks up to the communications building
and takes him by the arm, turning to Fellgiebel.

STAUFFENBERG

Contact General Olbricht in Berlin.
Tell him Hitler is dead. Proceed
with *Operation Valkyrie*. Then sever
all communications.

Fellgiebel nods and rushes to make the call.
Stauffenberg leads Haeften to their waiting car -
still driven by young Lt. Kretz.

He too is stunned by the explosion - so much so that he does not think to get out and open the door for his passengers. Stauffenberg climbs in next to Kretz, pushing Haeften in the back.

STAUFFENBERG (CONT'D)
(to Kretz)

Drive.

(Kretz lingers)

LIEUTENANT.

Kretz snaps out of it and jams the car in gear, speeding off down the forested trail. Stauffenberg and Haeften look back for a clear view of the total destruction. Bodies are carried out of the demolished hut - the grounds littered with the wounded.

Surly there is no way the Führer could have survived.

105 INT. COMMUNICATIONS HUT - DAY

105

Fellgiebel holds a phone to his ear.

FELLGIEBEL (INTO PHONE)
I said Olbricht. General Olbricht
at the War Ministry. The call is
urgent.

A breathless **COMMUNICATIONS OFFICER** enters, pointing in mute shock to the ruin outside.

COMMUNICATIONS OFFICER
What the hell just happened?

FELLGIEBEL
What does it look like? The Führer
is-

Fellgiebel freezes, something catching his eye.

COME AROUND TO HIS P.O.V. Share his horror. Through the window, Fellgiebel has a clear view of the conference hut, or rather what's left.

HITLER - limping, dazed, his clothes in tatters - is being led from the smoldering ruins. He is very much:

FELLGIEBEL (CONT'D)
Alive...

106 **EXT. WOLF'S LAIR - INNER SECURITY CHECKPOINT - DAY** 106

Kretz brings the car to a sudden stop at the first checkpoint. A barricade is in place. A GUARD approaches. Stauffenberg and Haeften hold up passes.

STAUFFENBERG

We have to get to the airfield at once. Orders from the Führer.

The guard signals his men to remove the barricade.

107 **INT. COMMUNICATIONS HUT - MOMENTS LATER** 107

Fellgiebel waits to be connected to the War Ministry in Berlin. His Communications Officer awaits orders. This makes it hard for Fellgiebel to speak plainly. He plays up his distress for his audience.

FELLGIEBEL (INTO PHONE)

I am calling from The Wolf's Lair with urgent news for the General. Something terrible has happened...

Then he turns his back, lowers his voice.

FELLGIEBEL (CONT'D)

(whispering)

The Führer is still alive.

VOICE (ON PHONE)

I'm sorry. Please come again.

But Fellgiebel's officer is watching him, trying to hear. Fellgiebel has no choice but to hang up.

FELLGIEBEL

Sever all communications.

COMMUNICATIONS OFFICER

Sir?

FELLGIEBEL

DON'T ARGUE WITH ME, DAMMIT. JUST DO IT.

108 **INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY** 108

Olbricht anxiously hovers over Mertz who shouts into the phone.

MERTZ

I didn't hear you. Come again.
Fellgiebel. FELLGIEBEL.

But it's no use. Mertz slowly hangs up the phone.

OLBRICHT

Well, what did he say?

MERTZ

I... couldn't be sure. It sounded
as though he said... Hitler is
still alive.

Olbricht clinches his teeth and starts sweating.

OLBRICHT

Get him back on the line.

MERTZ

Sir... The bomb *did* go off. That
much was clear. Fellgiebel's next
step will be to sever all
communications.

Olbricht is confused. Frozen.

**

MERTZ (CONT'D)

Colonel Stauffenberg was explicit.
We initiate *Valkyrie* regardless.

OLBRICHT

Only Fromm can initiate. You know
that.

MERTZ

Then lie. Tell him Hitler's dead.
Or arrest him. But do it now.

**

But Olbricht is frozen.

MERTZ (CONT'D)

Sir... Did you hear me? You have to
give the order to initiate
Valkyrie. This is our only-

OLBRICHT

I'm not doing anything until I talk
to Fellgiebel. Get him back on the
phone. NOW.

Mertz shakes his head bitterly and dials, but he'll
never get through.

109 **EXT. WOLF'S LAIR - OUTER SECURITY CHECKPOINT - DAY** 109

Stauffenberg's car presses on through the woods toward the last security checkpoint, but numerous new road barriers are in place. This is not good.

One **SERGEANT KOLBE** and TWO ARMED SOLDIERS step from the guardhouse, signalling Kretz to stop.

KOLBE

No one gets in or out.

STAUFFENBERG

We're on orders from the Führer. We have to get to the airfield immediately. You will step aside.

KOLBE

I'm sorry, sir, but my orders are-

Stauffenberg steps out of the vehicle and makes a beeline for the guardroom. Kolbe races after him.

110 **INT. GUARDROOM - CONTINUOUS** 110

Stauffenberg snatches up the telephone before Kolbe and his men can stop him.

STAUFFENBERG

Get me General Keitel.

Stauffenberg wipes a single bead of sweat from his brow. With the guards hovering over him, he turns and casually sits on the desk, blocking the phone with his body. He surreptitiously rests his hand on the telephone cradle, hanging up. He talks to no one.

STAUFFENBERG (CONT'D)

Yes... General Keitel. Stauffenberg here. I can't get past the outer gate. A Sergeant...

He looks at Kolbe. Kolbe swallows.

KOLBE

Kolbe.

STAUFFENBERG

Sergeant Kolbe says no one is getting out... Yes. Yes. Maybe you can explain it to him.

Stauffenberg holds out the phone - staring hard, bluffing harder. Kolbe considers the phone. Finally:

KOLBE

That won't be necessary, Colonel.

111 **EXT. WOLF'S LAIR - OUTER SECURITY CHECKPOINT - LATER** 111

A humiliated Kolbe watches Stauffenberg's car speed away from the open barriers. Free.

112 **INT. CAR - DAY** 112

Silence but for the chattering engine. Kretz is distracted by movement in the rearview mirror.

P.O.V. IN REARVIEW MIRROR. Haeften rummages through his briefcase, removing objects Kretz can't make out - tossing them, one by one, into the woods. Haeften realizes he is being watched by Kretz in the mirror and shoots him a look. "Mind your own business."

Kretz returns his attention to the road. But something just isn't sitting right with him...

113 **EXT. AIRFIELD - RASTENBURG - DAY** 113

TITLES: 1:15 PM.

Stauffenberg and Haeften climb aboard a waiting plane. A beat later it is rolling down the runway.

MERTZ (V.O.)

Every second we stand here arguing
is a second lost.

114 **INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY** 114

Olbricht is calm - in full denial. He straightens his tie in the mirror as Mertz paces the room, flustered.

OLBRICHT

I can't initiate *Valkyrie* without confirmation that Hitler's dead. It's too great a risk.

MERTZ

What about Stauffenberg? What about his risk? He did his part and now you're abandoning him.

OLBRICHT

Watch yourself, Colonel.

MERTZ

Shouldn't you be consulting Beck?

OLBRICHT

I know just what Beck will say. He's a dying man. What does he have to lose? **

He puts on his hat and coat now, turning to leave.

MERTZ

At least put the Reserve Army on alert.

OLBRICHT

I can't cover up another false alarm. When Stauffenberg returns, when he gives me confirmation. *Then* we'll proceed. **

Mertz is speechless. As Olbricht walks out:

MERTZ

And where are you going?

OLBRICHT

The same place you are. Lunch.

115 INT. KEITEL'S OFFICE - DAY

115

Keitel sits at his desk, listening intently to someone O.S. Although his wounds are superficial, he certainly took a beating in the blast.

PULL BACK TO REVEAL:

ADAM

The one-eyed Colonel...

KEITEL

Stauffenberg.

ADAM

He left the building very abruptly -
just before the explosion.

KEITEL

Several men left the building
before the explosion.

ADAM

Yes, sir. Of course. But...

KEITEL

But what? Spit it out, man.

ADAM

Well. The Colonel left his hat.

Keitel's expression sours. "Is that all you've got for me?" He is about to say so when that prick Freyend barges in, also banged up. With him is Kretz - Stauffenberg's driver.

FREYEND

Pardon the intrusion, sir, but I think you will be most interested to hear what this man has to say.

116 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY

116

TITLES: 2:00 PM.

Forty-five precious minutes have slipped away.

Mertz sits alone at Olbricht's desk, lighting a fresh cigarette with the remains of another. The ashtray says he's been at this for quite a while. He stares at the clock, as if attempting to will time forward.

His eyes sweep across Olbricht's desk, past his files, his stationery, framed photographs of his family. Then he looks up at a portrait of Hitler.

Mertz is struck suddenly with a notion. He looks again at Olbricht's desk. His stationery...

"Fuck it."

He grabs the stationery and feeds it into a typewriter.

117 INT. WAR MINISTRY - COMMUNICATIONS OFFICE - DAY 117

Mertz approaches a LOWLY TELECOMMUNICATIONS OPERATOR. Awkward pause. A struggle with the soul. Then he hands over a sheet of paper.

MERTZ

Orders from General Olbricht.

CLACK-CLACK-CLACK-CLACK-CLACK...

118 INT. CENTRAL COMMUNICATIONS - BERLIN - DAY 118

Again we are inside the nerve center of Nazi communications. Again the teletypes busily chatter away. And again, Sgt. Helm is curious, watching:

STANDBY FOR OPERATION VALKYRIE...

The TELETYPE OPERATOR looks up at Helm. "What do I do?" Helm glances over his shoulder to the uptight Lt. Haan - oblivious. Helm shrugs.

HELM

Send it through. But keep me informed.

A SHRILL WHISTLE takes us to...

EXT. BERLIN - VARIOUS - DAY **

Once again RESERVISTS and CADETS rush to their homes and scramble to put on their uniforms. **

119 EXT. DEUTSCHLAND GUARD BATTALION - DAY 119

The siren, the sculpted eagle and swastika, the pillared stronghold. Tanks and heavy equipment are once again made ready. **

General Hase issues the alert signal just as he did before, watching the men of the Reserve Army scramble. In the melee we find Lieutenant Hagen. **

HAGEN

Here we go again.

He says this to:

Major Remer, the man who was so suspicious last time is even more suspicious now.

**

121 EXT. WOLF'S LAIR - CONFERENCE HUT - DAY 121

A light drizzle. A man jabbering in Italian O.S.

We get our first good look at the demolished briefing hut. That anyone survived is a miracle. Officers crowd around the smoldering ruins, the Führer himself heading this procession. He wears new clothes, nodding, smiling politely to the jabbering Italian O.S. A slight wince is the only indication that he was damn near blown to bits just hours ago.

COME AROUND TO REVEAL none other than **BENITO MUSSOLINI** speaking an incessant stream of Italian.

HITLER'S P.O.V. Blissful silence. Mussolini's blathering falls literally on deaf ears.

122 EXT. AIRFIELD - RANGSDORF - DAY 122

TITLES: 3:15 PM.

Three hours have passed since the explosion. Stauffenberg and Haeften alight from the plane. The airfield is surprisingly calm. No car to meet them.

STAUFFENBERG

Quiet, isn't it?

Too quiet.

HAEFTEN

I'll see where our driver is.

Haeften walks over to the office. Stauffenberg looks around the airfield. The silence slowly becomes unnerving. He goes after Haeften.

123 INT. AIRFIELD OFFICE - DAY 123

Stauffenberg enters just in time to hear:

HAEFTEN (INTO PHONE)

You mean to tell me that the alert is only *just* going out-

Stauffenberg swipes the phone from Haeften.

STAUFFENBERG (INTO PHONE)
This is Stauffenberg. Get me
General Olbricht.

124 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY

124

Olbricht storms in, furious. He stands over Mertz, waving a document in his face - the very same document Mertz typed on Olbricht's stationery.

OLBRICHT

Explain this.

MERTZ

Someone had to do something while you were playing dead.

OLBRICHT

We don't know that the Führer is not alive. We don't know any-

MERTZ

THIS IS ABOUT GERMANY, FOR GOD'S SAKE. NOT YOU. BE A MAN.

Before a fuming Olbricht can respond, the phone rings. Both men look at it - Olbricht is afraid to answer. Mertz shakes his head and picks up.

MERTZ (CONT'D)

General Olbricht's office.

He looks at Olbricht grimly, holding out the phone.

MERTZ (CONT'D)

Stauffenberg for you, *sir*.

Olbricht would rather take a live cobra than handle the phone right now. But take it he does.

125 INT. AIRFIELD OFFICE - CONTINUOUS

125

(*Note: Intercut between Olbricht and Stauffenberg.*)

STAUFFENBERG

It's been three hours, Olbricht.
What the hell have you been doing?

**
**

OLBRICHT

We've had no confirmation that-

**

STAUFFENBERG

*Dammit man, I saw the explosion
myself. Nothing else matters now.
We are committed.*

**

Olbricht sits, color draining from his face. A real
"what have I done" moment.

OLBRICHT

Dear God.

STAUFFENBERG

Now where is Fromm? Is he with us
or did you-

OLBRICHT

I- No one has spoken to him yet.

Stauffenberg pounds his fist on the wall, furious -
for the first and only time showing us a crack in his
ultra-cool exterior. He collects himself and looks at
his watch.

**
**
**

STAUFFENBERG

Listen to me, Olbricht. Never mind
Germany. Never mind Europe. Your
life is at stake now, do you
understand? If you want to live
through the night you'll do exactly
as I say.

OLBRICHT

I understand.

STAUFFENBERG

The second you hang up the phone,
initiate *Operation Valkyrie* in
Fromm's name. Then go over to his
office in force, give him the
choice to join us or place him
under immediate arrest. Do I make
myself perfectly clear?

OLBRICHT

I understand.

STAUFFENBERG

I am at the airfield now. I will be
in Fromm's office in fifteen
minutes. Be there when I arrive.

**

He slams the phone down, taking us to:

**

126 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY

126

Silence. With shaking hands, Olbricht moves the portrait of Hitler, exposing a hidden wall safe from which he removes, at last, a thick folder marked:

VALKYRIE

He looks at Mertz.

OLBRICHT

Get Beck and the others. Tell them
it's time.

**

Relieved, Mertz nods and rushes out. Olbricht picks up the phone and dials. After a beat, he reads from the first page of the *Valkyrie* order.

OLBRICHT (CONT'D)

This is General Olbricht calling on behalf of General Fromm - Commander of the Home Army. Adolf Hitler, is dead. A group of radicals from the SS are attempting to seize control of the government. *Operation Valkyrie* is in effect. All military districts, training schools and replacement troops are to take control of essential government offices at once...

**
**

CLACK-CLACK-CLACK-CLACK-CLACK...

127 INT. CENTRAL COMMUNICATIONS - BERLIN - DAY

127

Lt. Haans sits at his desk, sensing someone over his shoulder. He turns to find Sgt. Helm, a sheet of paper in his trembling hands.

HELM

The Führer is dead.

Skeptical, Haans snatches the paper from Helm. When he looks up, the entire staff is looking at him, some with tears in their eyes - others perhaps hiding a sense of relief.

A phone rings. Then another. The chattering teletypes seem to surge into another gear as news of Hitler's death starts to spread.

Long pause. Haans struggles with the sheer size of the moment.

HAANS

You all know your jobs. Get to work.

Zombie-like, the Operators go back to their teletypes, passing orders along.

But one Operator - the one Helm asked to keep him informed - notices something strange about one order in a stack of many he is sifting through.

**

**

OPERATOR

Sergeant. This order is signed by Witzleben.

**

HELM

(taking the paper)

That's ridiculous. He's not even in the army anymore.

But sure enough, there is Witzleben's name. Strange. Helm looks over at the devastated Haans, wondering how to handle this. Then, like a good little Nazi:

HELM (CONT'D)

Pass the order along.

128 EXT. DEUTSCHLAND GUARD BATTALION - DAY

128

RESERVE SOLDIERS are marched into readiness. Vehicles moved into place. As they await further orders...

FROMM (V.O.)

Who told you the Führer was dead?

129 INT. WAR MINISTRY - FROMM'S OFFICE - DAY

129

Mertz and a sheepish Olbricht stand before Fromm. A stunned Lt. Herber hovers by the door.

OLBRICHT

General Fellgiebel. At the Wolf's Lair.

Fromm is at a loss for words. This just can't be so. He picks up the phone.

FROMM (INTO PHONE)
This is Fromm. Put me through to
The Wolf's Lair.

OLBRICHT
There's no use calling, all
communication lines are-

FROMM (INTO PHONE)
Yes. General Fromm for Field
Marshal Keitel. Urgent.

Mertz and Olbricht are shocked that he got through. **

130 INT. WOLF'S LAIR - KEITEL'S OFFICE - DAY 130

Keitel is still nursing a few wounds.

FROMM (ON PHONE)
What's going on up there? The most
incredible rumors are circulating
in Berlin.

Immediately suspicious, Keitel plays dumb, leading...

KEITEL
I don't know what you mean.
Everything's in order here.

Keitel looks out the window at the still smoldering
ruins of the conference hut in the distance.

FROMM
There's talk the Führer's been
assassinated.

KEITEL
Another failed attempt. The Führer
was never in danger.
(beat)
By the way, where is your man
Colonel Stauffenberg?

131 INT. WAR MINISTRY - FROMM'S OFFICE - DAY 131

FROMM
Stauffenberg? On his way back to
Berlin, I should think.

At the very mention of his name, Olbricht starts
squirming.

KEITEL (ON PHONE)

Let me know when he arrives. I'd like a word with him.

FROMM

Certainly.

Click. After a beat, Fromm hangs up, smug.

FROMM (CONT'D)

A false alarm. The Führer is fine.

Herber's outward relief stands in sharp contrast to Olbricht's barely contained dread. Then:

VOICE (O.S.)

That's a lie.

All eyes turn to see Stauffenberg and Haeften appear in the doorway. Mertz lets out a sigh of relief as they push their way past Herber and march into the room.

STAUFFENBERG

Hitler is dead. *Operation Valkyrie* is in effect.

Fromm stands, pounding his fist on the desk.

FROMM

OPERATION VAL- WHO GAVE THE ORDER?

STAUFFENBERG

You did.

FROMM

THIS IS NOTHING LESS THAN TREASON.

STAUFFENBERG

Be that as it may, the Reserve Army is assuming control here in Berlin. We trust you'll join us.

FROMM

Dammit, man. Do you realize what you've done? The Führer is a-

STAUFFENBERG

I delivered the bomb myself. I saw the blast. He is *dead*.

Fromm is stunned on several levels. He slowly sits back in his chair.

CLOSE ON: Lt. Herber, who sees Stauffenberg as the model Nazi, is more shocked by this than the news of Hitler's death.

FROMM

This can't be happening. It's some kind of joke.

STAUFFENBERG

Are you with us or not?

FROMM

Colonel, if what you say is true you should shoot yourself at once.
(to the others)
The rest of you are under arrest.

STAUFFENBERG

No, General. You are.

And with those words, Haeften and Mertz draw their pistols, training them on the confused Fromm. Herber is paralyzed - unsure of what to do.

FROMM

I don't know where you think this is going, but I suggest you men change into civilian clothes and find a place to hide.

**
**
**
**
**

STAUFFENBERG

(to Haeften)

Lock him upstairs in his private quarters. Make sure his phone lines are cut.

132 INT. WAR MINISTRY- HALLWAY - DAY

132

Stauffenberg, Mertz and Olbricht march with great purpose. They are joined by Beck, coming the other way, wearing a plain dark suit. It is moving to see the old man manage the long walk.

STAUFFENBERG

You're not in uniform.

BECK

This has to be seen as a movement of the people.

**

Then he takes Stauffenberg's arm, letting Mertz and Olbricht walk on, lowering his voice.

**
**

BECK (CONT'D)
 You're *certain* he's dead.

**
 **

Certain? Stauffenberg can see the private fear in
 Beck's eyes. But before he can answer, he is
 interrupted by a gasp O.S. as Olbricht opens the door
 to his office, stepping back in shock. The others
 turn to see what it is...

**
 **
 **

133 INT. WAR MINISTRY - OLBRICHT'S OFFICE - DAY

133

Looking out at the shocked faces of Olbricht, Mertz,
 Beck and Stauffenberg. PULL BACK TO REVEAL:

Olbricht's office is packed to the four walls with
 GERMAN OFFICERS - all of them standing in silence,
 looking at the leaders of the Resistance with great
 respect. Stauffenberg walks in and the crowd parts,
 solemn and silent, nodding and whispering thanks.

A YOUNG OFFICER steps forward. He looks hauntingly
 like the Lieutenant who drove Stauffenberg in Africa.

YOUNG OFFICER
 Colonel Stauffenberg, sir. We're
 reporting for duty.

Stauffenberg is moved beyond words. Suddenly, what
 was once a small clutch of discarded generals and
 politicians is now a movement of motivated men.
 Stauffenberg nods, collects himself. In the crowd he
 finds Helldorf, the head of the Berlin Police, whom
 we met earlier. At first he speaks quietly, humbled.

STAUFFENBERG
 (shaking hands)
 Helldorf, I'm... glad to see you.
 We're getting a late start and we
 need all of the manpower we can
 muster. Can we count on the police?

**

HELLDORF
 There's a lot of talk that Hitler
 isn't really dead. Is this true?

**
 **

Awkward pause. Good question. The men in the room
 share nervous glances. Then all eyes on Stauffenberg.

**
 **

STAUFFENBERG
 I can't offer you any guarantees.
 The decision is yours and yours
 alone. Can we count on you?

**

Long pause. PAN ACROSS the uneasy faces of the men in the room, perhaps all of them waiting to see what Helldorf does before making their decisions. Finally:

HELLDORF

I'm with you.

Stauffenberg can barely hide his relief. There is a palpable shift in the room. One by one, the officers in the room reaffirm their commitment to the coup.

STAUFFENBERG

Have your men surround the building. No one gets in or out of here without my permission.

**

**

(to the others)

I want every available soldier on task - we need simultaneous control of every government building in the city. Dismissed.

The soldiers move, but Beck's voice stops them - surprisingly loud and clear for a sick old man.

BECK

Acts of vengeance will not be tolerated. We represent a different form of government. We represent what is good and just in Germany.

**

AN EXPLOSION OF ACTIVITY:

**

135 INT. WAR MINISTRY - STAUFFENBERG'S OFFICE - DAY

135

Stauffenberg stands at his cluttered desk, a flurry of activity surrounding him. He is frantically speaking into the phone and to those present.

STAUFFENBERG

...Deploy troops to seize and protect all Reich agencies. Of most importance are communication centers - newspapers, radio stations, telephone and telegraph offices. All Nazi officials and government leaders are to be arrested at once...

**

136 INT. MILITARY COMMANDANT'S OFFICE - BERLIN - DAY 136

General Hase, the Berlin Commandant, stands before a giant map of Berlin, addressing a roomful of NAZI OFFICERS. **

HASE

... Completely blockade the government quarters. Everything from the Brandenburg Gate to Potsdamer Platz. Nobody, not even generals or ministers, should be allowed to pass. **

(beat)

You have your orders, gentlemen.

Again, we focus on Major Remer, Commander of the Deutschland Guard Battalion and always suspicious.

HASE (CONT'D)

Is there a problem, Major?

REMER

It just all seems very... vague, sir. Protocol dictates we should receive orders in writing-

HASE

These are the orders as they were presented to me, Major. Now move.

Pause. Just before the pause becomes insolent, Remer clicks his heels and salutes, leaving. But the look on his face tells us he's hatching a plan of his own.

You are right to be nervous.

137 EXT. GOVERNMENT QUARTERS - BERLIN - VARIOUS - LATER 137

The city center is abuzz with soldiers and military vehicles as they frantically cordon off the streets.

SOLDIERS come out of various government buildings with SEVERAL NAZI GENERALS in custody, hands bound. They push them into waiting trucks.

Meanwhile, PASSING CIVILIANS walk quickly by, trying to pretend they don't see anything. Years of Nazi rule have told them to mind their own business.

ANGLE ON: A staff car - Major Remer in the back, watching the entire scene with cold eyes. Lt. Hagen emerges from the chaos on the streets.

HAGEN

Major Remer. We've just had orders from the War Ministry. The battalion is to blockade the government quarter and place Minister Goebbels under arrest.

Remer does not move. He just thinks.

HAGEN (CONT'D)

What is it, Major?

REMER

Something just doesn't feel right about this. I would hate to find out I'm being taken advantage of.

HAGEN

(realizing)

A coup you think?

REMER

Of that I am certain. What I can't say is which side we're on. Get in.

As Hagen does, Remer turns to his DRIVER.

REMER (CONT'D)

Take us to the Reichministry. Be quick about it.

**

140 INT. WAR MINISTRY - FROMM'S OFFICE - DAY

140

Stauffenberg, Beck and Olbricht lead a continued effort to manage the coup. Each man shouts orders into the phone, all the while signing dispatches sent by a steady flow of RUNNERS.

**

FRAULEIN VON OVEN (the secretary who worked with Stauffenberg and Tresckow to compile the *Valkyrie orders*) rushes in, whispering to Stauffenberg.

**

**

STAUFFENBERG

**

Send him in.

(Oven hesitates)

It's all right. Send him in.

She opens the door and motions to someone outside. After a beat, the door is filled with an almost classic looking Nazi - **A FAT GENERAL** bristling with medals. He enters the room, confused when he sees Olbricht at Fromm's desk.

FAT GENERAL

Begging your pardon, but I have orders to report to General Fromm.

OLBRICHT

General Fromm is no longer in command. I am.

FAT GENERAL

I...

(seeing Beck)

Beck? What are you- What is going on here?

STAUFFENBERG

The Führer is dead. The SS is staging a coup. We've initiated *Operation Valkyrie* to crush the uprising and save Hitler's Germany.

The Fat General assesses the scene with suspicion.

FAT GENERAL

I'd say there is a coup all right, but it's not the SS.

Olbricht offers a sheet of paper.

OLBRICHT

You will present these orders to your troops.

FAT GENERAL

I will do no such thing without speaking to General Fromm. I swore an oath-

STAUFFENBERG

You have your orders. Join us or face the consequences.

**

**

Stauffenberg and Olbricht take an imposing step in the Fat General's direction. He carefully backs away.

FAT GENERAL

This is treason. I won't take part.
The Führer is not dead. THE FÜHRER
IS NOT DEAD.

The Fat General makes a break for it. The conspirators chase him out into...

141 INT. WAR MINISTRY - HALLWAY - CONTINUOUS

141

The Fat General pushes past ONLOOKING OFFICERS.

OLBRICHT

STOP THAT MAN.

But they just watch the commotion, stunned. A ranking general being chased like a common criminal. Surreal.

Haeften and Mertz appear at the other end of the hall - pistols raised, blocking the General's path. With Stauffenberg and Olbricht they overpower the Fat General who screams wildly to the amazement of the gawking officers.

FAT GENERAL

THE FÜHRER IS NOT DEAD. I'VE SWORN
AN OATH. YOU ALL HAVE...

When they have him under control, Stauffenberg turns to the onlookers. He finds a familiar face in the crowd. A face he can trust. He finds:

STAUFFENBERG

Lt. Herber. Come here.

ANGLE ON: Lt. Herber. "Who, me?" He reluctantly steps forward.

STAUFFENBERG (CONT'D)

Lock him up with Fromm.

Herber hesitantly takes hold of the General, but the act of taking a General into custody is a strange one. Herber is clearly conflicted.

**
**
**

142 EXT. REICHMINISTRY - DAY

142

Est. Remer arrives, followed by a wave of trucks. Soldiers deploy, surrounding the building.

143 INT. REICHMINISTRY - GOEBBELS' OFFICE - DAY

143

Propaganda Minister Goebbels - the most ghoulish of Hitler's Big Six. His spooky, deep-set eyes watch the action on the street below. Already he can hear troops coming down the hallway. He takes a pistol from his desk drawer and leaves it within reach. Then he picks up the phone and dials. After a beat.

GOEBBELS

I am ready to be connected.

The sound of footsteps outside his door. It bursts open. Remer enters, followed by ARMED SOLDIERS.

GOEBBELS (CONT'D)

What can I do for you, Major?

REMER

Minister Goebbels, my battalion has an order to blockade the government quarter and place you under arrest.

Remer sees the pistol on Goebbels desk. But Goebbels makes no attempt to grab for it. Instead:

GOEBBELS

Are you a dedicated Nazi, Major?

Remer is caught off guard.

REMER

Yes, sir.

With that Goebbels turns his attention to the phone in his hand. We hear a faint voice: "Hello?"

With an eerie smile, Goebbels simply extends his arm, offering the phone to a confused Remer. Silence as the Major takes it, holding it to his ear...

REMER (CONT'D)

Hello?

VOICE (ON PHONE)

Do you recognize my voice?

Remer is in awe, for a moment unable to speak. Then:

REMER

Of course, Mein Führer.

HITLER (ON PHONE)
Then listen to me very carefully...

144 INT. CENTRAL COMMUNICATIONS - BERLIN - DAY

144

The communications staff busily connects calls and transmits orders. Sgt. Helm gingerly approaches Lt. Haans with two sheets of paper.

HAANS
What is it now, Sergeant?

HELM
It's just that now we're getting conflicting orders, sir. The Wolf's Lair says one thing, Stauffenberg another.

Haans sighs, genuinely irritated now.

HAANS
Our job is not to interpret the orders. Our job is to pass them along. Regardless.

HELM
Yes, but sir-

HAANS
Is that perfectly clear, Sergeant?

Haans thrusts the orders back at Helm who sheepishly walks back to his pool of radio operators.

145 EXT. REICHMINISTRY - DUSK

145

As day turns to night, the soldiers surrounding the government quarters wait for further orders.

Major Remer comes out a new man - invigorated and focused. He walks over to a truck loaded with RANKING PRISONERS, turning to the soldiers guarding them.

REMER
(re: prisoners) **
Release these men at once. **

HAGEN **
But these men are part of a coup.

REMER

I've just been on the phone with Hitler himself. We are the coup, you idiot. We've been duped.

146 INT. WAR MINISTRY - FROMM'S QUARTERS - NIGHT

146

Fromm is a prisoner in his own quarters - staring at a portrait of Hitler with equal parts disdain and reverence. The door suddenly opens.

Herber enters, leading the handcuffed Fat General. Avoiding Fromm's gaze, he removes the restraints and turns to leave. But the wily Fromm can see the look in Herber's eyes.

FROMM

Well, Lieutenant. What do you make of all of this?

Herber freezes. Beat.

HERBER

I... I don't know...

**

FROMM

I won't ask you to make a choice. That's for you and you alone. All I ask is that you observe and think for yourself. In time you'll see things for what they truly are. You know where to find me when you do.

Herber nods hesitantly, then turns to leave, but:

FROMM (CONT'D)

Lieutenant.

(as Herber turns back)

Heil Hitler.

Herber raises his right arm, just managing:

HERBER

Heil Hitler.

147 INT. REICHMINISTRY - GOEBBELS' OFFICE - NIGHT

147

Goebbels' office is now the scene of great activity. Soldiers rush in and out carrying orders. Goebbels is on two phones at the same time.

Through the melee comes none other than Heinrich Himmler - the bespectacled villain whose appearance is unmatched in fiction. His arrival cannot be good.

GOEBBELS

Have you seen the Führer? Is he-

HIMMLER

It seems the conference table shielded him from the blast. He's lucky to be alive.

(looking around)

Do you want to tell me what's going on?

GOEBBELS

Everything is under control. I've taken charge of the Guard Battalion and given them new orders. We're turning the tables on these cowards.

HIMMLER

I've been sent here personally by the Führer to collect the conspirators. He insists they be taken *alive*.

Goebbels and Himmler, two of the most evil men who ever lived, smile coldly. Being taken alive by this mob is obviously a fate worse than death.

Goebbels turns to a nearby AIDE.

GOEBBELS

Take this down. By order of Adolf Hitler...

CLACK-CLACK-CLACK-CLACK-CLACK...

148 INT. CENTRAL COMMUNICATIONS - BERLIN - NIGHT

148

Once again the operators are frozen, looking at Lt. Haans. He in turn looks at two orders in his hands. He is deeply confused. Sgt. Helm is not.

HELM

It's a coup all right... And when it's over, we'd better wind up on the right side. Now we can't afford to remain neutral any longer. We have to make a decision.

CLOSE ON: Haans. All eyes watch him weigh the decision of his life, of many lives. Millions in fact. Finally he relents, handing one paper to Helm.

HAANS

Very well. Send all communications from the Wolf's Lair. Stop all communications from Stauffenberg.

The operators spring into action.

CLACK-CLACK-CLACK-CLACK-CLACK...

RADIO ANNOUNCER (V.O.)

Today an attempt was made on the Führer's life...

149 INT. WAR MINISTRY - FROMM'S OFFICE - NIGHT

149 **

Stauffenberg works frantically in a room full of officers - the energy here being the antithesis of Goebbels' office - the morale quickly waning.

He ignores the radio, writing orders, making phone calls, fighting to keep the coup alive. But we know now his orders are hitting a dead end.

RADIO ANNOUNCER

...The Führer himself suffered no major injuries and resumed his work immediately...

Stauffenberg turns off the radio, grabbing Haeften just as he is coming in.

STAUFFENBERG

Send the following teleprint to all Army Commanders... 'Broadcast communique not correct. The Führer is dead. Orders to be carried out with utmost dispatch.'

Haeften nods and leaves. Stauffenberg turns back to his work, coming face to face with a deeply troubled Beck. Stauffenberg whispers, frustrated...

**

STAUFFENBERG (CONT'D)

I saw the blast...

**

VOICE (O.S.)

What the hell kind of coup is this?

All eyes turn to find Witzleben. Hours ago he was a civilian, now he is a pompous, know-it-all General.

WITZLEBEN

The military districts are receiving contradictory reports. I've got men sitting around joking about whose turn it is to arrest whom. Neither the capital nor the radio network are under our control. And where are the troops? You'd think there would be some activity going on in this city.

(to Stauffenberg)

The word is all over the street that Hitler is still alive. We trusted you and you failed us. You should have stayed. To be sure.

**
**

OLBRICHT (O.S.)

And who would have led the men here in Berlin? You?

**
**

Finding his balls, Olbricht confronts Witzleben.

OLBRICHT (CONT'D)

The Colonel did more than any man could have hoped. If anyone is to blame it's-

**
**
**

STAUFFENBERG

Field Marshal Witzleben is right. I am the officer in charge. I am the man responsible. No one else.

**
**
**
**

Olbricht is moved and rightly so. Meanwhile:

**

WITZLEBEN

I'm going home to await my inevitable arrest.

**
**

Witzleben turns, marching out. The room remains ill at ease, everyone having just witnessed a serious blow to the Resistance. Those anonymous soldiers present exchange glances of concern.

**

**

OLBRICHT

I'm sorry, Colonel.

**
**

After a beat, Olbricht turns and leaves.

CLOSE ON LIEUTENANT HERBER, tucked away in a corner of the office.

He looks at Stauffenberg in a new light now, something darker - no longer the admirer. He shares a look with TWO OTHER OFFICERS. A wordless understanding. He leaves and they follow.

150 INT. WAR MINISTRY - HALLWAY - NIGHT 150

Herber and company march down the hallway in silence. They stop for Herber to unlock the door to...

151 INT. WAR MINISTRY - MUNITIONS STORAGE ROOM - NIGHT 151

The officers file in, making a beeline for a locker in the corner of the room. Inside are all manner of sub-machine guns, pistols, grenades...

HERBER

Arm yourselves.

152 EXT. WAR MINISTRY - NIGHT 152

Under Remer's direction the Deutschland Guard Battalion quickly surrounds the War Ministry.

We see a figure moving behind the windows up above...

153 INT. WAR MINISTRY - OLBRICHT'S OFFICE - NIGHT 153

Olbricht helplessly watches troops surround the building below. It is only a matter of time now.

He sits at his desk. With a long trembling sigh, he puts pen to paper and writes:

"My dearest wife..."

A commotion from the anteroom startles Olbricht and he drops the pen. A loud, shrill scream follows.

The door bursts open to reveal Herber and his TWO COHORTS. They are supported by A HALF DOZEN ARMED SOLDIERS, all training their weapons on Olbricht.

**

In the anteroom behind the soldiers we see Fraulein Oven quietly slipping out into the hallway.

154 INT. WAR MINISTRY - FROMM'S OFFICE - NIGHT 154

Beck, Stauffenberg and Haeften are still making calls and writing orders - doing all they can to keep the coup alive. They are startled when Fraulein Oven bursts in. It is written on her face.

155 INT. WAR MINISTRY - HALLWAY - NIGHT 155

Stauffenberg and Haeften rush toward Olbricht's office, stopping when they see a MASS OF SOLDIERS surrounding the doorway. A chill runs down our spines when we see Herber talking to none other than Major Remer. Just then, he spots Stauffenberg and Haeften.

REMER

YOU THERE.

Stauffenberg and Haeften turn and run.

REMER (CONT'D)

HALT.

BANG. A shot is fired. Stauffenberg and Haeften take cover in a nearby doorway. Haeften returns fire. Stauffenberg clamps his pistol under the stump of his right arm, managing to cock it with the three fingers of his left hand. Awkward. Then he aims and fires. **

Stauffenberg takes a bullet in the shoulder of his good arm. He drops his gun, bleeding badly. **

But MORE SOLDIERS appear at the opposite end of the corridor. The loyal Haeften covers Stauffenberg with his body, aiming to fire. But Stauffenberg stops him, shaking his head. It's over. They toss down their guns. Boot-steps approach loudly O.S. **

As Stauffenberg looks down at the cross and ring around his neck: **

HAEFTEN **

Thank you, Colonel. **

Stauffenberg is genuinely confused. "For what?" **

HAEFTEN (CONT'D) **

Better I die for Germany than for Hitler. **

VOICE (O.S.)
Colonel Stauffenberg.

Stauffenberg turns to find Remer standing there. **

REMER
You're under arrest. **

160 INT. WAR MINISTRY - FROMM'S OFFICE - LATER 160

Stauffenberg, Olbricht, Beck, Mertz and Haeften, the last of the conspiracy, are held at gunpoint. A smug Fromm enters, followed by Herber, the Fat General, Remer and numerous GUN-TOTING OFFICERS. **

FROMM **
If you have any last messages, **
you'd better write them now. **

STAUFFENBERG **
My actions speak for me. **
(to his men) **
I'd rather my wife and children **
remember our last time together. **

The others bravely nod in agreement. But then: **

BECK
I'd like a pistol, please.

Stauffenberg looks at Beck with surprise.

BECK (CONT'D)
For personal reasons.

Fromm thinks about it, then matter-of-factly hands Beck a pistol. Remer quickly steps forward.

REMER
General, my orders are to deliver
the prisoners alive.

FROMM
Noted, Major.
(to Beck)
Get on with it then.

REMER
But, sir-

FROMM
THAT WILL BE ALL, MAJOR.

Fromm glares at Remer who angrily backs down. Then he turns to Beck and with a casual wave of the hand:

FROMM (CONT'D)

Continue.

The moment is surreal. Beck, seated at the desk, looks at each of his fellow conspirators. A look of thanks, goodbye. With a badly trembling hand he places the gun to his temple.

BECK

I'm thinking of earlier times...

CLOSE ON: The conspirators turn away, unable to watch. Except Stauffenberg.

**
**

BANG.

**

And as if none of the last minute has even occurred, Fromm turns to the other conspirators.

**

FROMM

**

Very well then... A court martial, convened by me in the Führer's absence, has pronounced sentence: Colonel Mertz von Quernheim, General Olbricht, Lieutenant Haeften...

(glaring at Stauffenberg)

And the Colonel, whose name I will not mention, are condemned to death.

(to his men)

Take them outside.

Remer is clearly upset by this. Herber, on the other hand, seems clearer than ever. He nods to his men who drag the conspirators out. Herber personally takes Stauffenberg by the arm. The two men share a look. Nothing needs to be said. Each has found his place.

Stauffenberg turns to confront Fromm. He is weak, white from fatigue and loss of blood.

**

STAUFFENBERG

**

The Führer will want to put us on trial, make an example of us. This won't win you any favor. And it won't hide you're involvement.

**
**
**
**
**

FROMM

**

Involvement. I don't know what you-

**

STAUFFENBERG **
 You knew and you did nothing. **
 You're just as guilty as we are. **
 Even more so. **

FROMM **
 Spare me, Stauffenberg. **

And those words bring a genuine smile to **
 Stauffenberg's face. He almost pities Fromm now. **

STAUFFENBERG **
 No one will be spared. **

And as Fromm motions for Herber to take Stauffenberg **
 away, we hear music, faintly at first - accompanied **
 by the subtle hiss and crackles of a phonograph... It **
 is the piece Stauffenberg and Nina were dancing to **
 one night long ago... Over this: **

A voice. A man speaking in German - faint at first, **
 crackling over the radio. **

HITLER (V.O.) **
 My comrades. Once again - I don't **
 know how many times it has been now **
 - an attempt has been made on my **
 life. **

INT./EXT. BERLIN - VARIOUS - NIGHT **

A series of images of the coup being reversed as the **
 Nazis take back power, made all the more poignant by **
 the lonely sound of the phonograph, the music slowly **
 rising, growing clearer and eventually becoming score **
 over the silent images of: **

Conspirators being rounded up and arrested. Among **
 them are faces we recognize... **

Goerdeler, dragged from a hotel bed by SS OFFICERS as **
 his informing INNKEEPER watches from the doorway. **

TITLES: **DR. CARL GOERDELER** - TRIED, 7 SEPTEMBER **
 1944. HANGED, 2 FEBRUARY 1945. **

Witzleben is led in handcuffs from his home where he **
 has been awaiting his fate. **

TITLES: **ERWIN VON WITZLEBEN** - TRIED, 8 AUGUST 1944. **
 HANGED, 8 AUGUST 1944. **

TITLES: **BERTHOLD VON STAUFFENBERG** - TRIED, 10 AUGUST 1944. HANGED, 10 AUGUST 1944. **

EXT. WAR MINISTRY - NIGHT **

Fromm smiles to himself, satisfied. **

HITLER (V.O.) **

A small clique of ambitious, dishonorable, *stupid* officers have conspired to eliminate me. Except for a few bruises and burns, I was completely untouched. **

Fromm raises his arm, his lips reading: "TAKE AIM..." **

TITLES: **GENERAL FRIEDRICH FROMM** - TRIED, 7 MARCH 1945. EXECUTED, 12 MARCH 1945.

Stauffenberg takes a breath and shouts defiantly, his lips reading: "Long live sacred German-" **

Fromm drops his hand. Ten rifles open fire. **

CRANE UP and away as the music swells, as what is left of Berlin comes into view, as the few lights that remain suddenly go out as if a dark shadow were passing over the land. **

HITLER (V.O.) (CONT'D) **

I see in this the hand of Providence... directing me to complete my work. **

And the last strains of music resolve in a single, sustained note as we CRANE UP FURTHER, looking at last to the overcast darkness of the night sky. The last note goes on as if it might play forever... **

Until suddenly it dips and we realize we are no longer hearing music at all, but the urgent wailing of an air-raid siren - the warning of allied bombers coming to deliver their nightly assault on Berlin. **

Hitler's gift to Germany. **