

"V A R I A N T Z"

By

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FADE IN:

EXT. RURAL COUNTRYSIDE - NIGHT

A crescent moon lights the open outback as tall grass gently sway in a silent breeze.

Farmhouses dot the otherwise deserted landscape at sparse intervals. A dirt road severs the fields in half.

SUPER: "NORMANDY, FRANCE, 4 JUNE 1944"

ÉTIENNE (20s), sporting a three-day beard growth, peeks around a sprawling brush with nervous eyes.

ÉTIENNE
(French/subtitled)
Where are they? They should have
been here by now.

A figure crawls up next to him. **CLAUDE** (30s), Étienne's older brother, brings up a pair binoculars and sweeps the field in front of them.

CLAUDE
(French/subtitled)
Easy, brother. Patience.

The sound of an owl HOOT reaches them.

CLAUDE
(French/subtitled)
That's the signal.

He funnels his hands in front of his mouth and lets out a bird-like reply.

Silence.

Étienne squints in the dark. Then the tall grass comes to life about a hundred yards from them.

Claude points as TWO SOLDIERS, camouflaged to perfection, straighten in the middle of the field.

Étienne signals them with two quick flare-ups from his flashlight.

The two soldiers creep quietly through tall grass towards them.

CLAUDE
 (French/subtitled)
 See, brother, everything works out
 in the end.

VROOOM!

Heads jerk around as powerful headlights bathe the field with bright light.

Three Nazi KRUPP PROTZE military personnel trucks bounce over a small incline to their right and barrel towards the two soldiers.

Muzzle flares light up the night like strobe lights as the two soldiers open fire on the trucks.

The trucks careen to a halt and German soldiers spill out.

The two soldiers make a break for it.

NAZI
 Halt! Werfen Sie Ihre Waffen!

Etienne retrieves his FUSIL M93 bolt action rifle from the ground, takes aim at the Nazis but, before he can squeeze off a shot, Claude yanks him back down to the ground.

CLAUDE
 (French/subtitled)
 No. There's too many of them.
 Come on.

He retreats through the tall grass with as much stealth as he can muster.

Etienne steals a last glimpse of the two soldiers - as they stop and put their hands in the air - before disappearing with his brother into the night.

The Nazis surround the soldiers with weapons raised. One of the Germans moves around the soldiers and decks them both with the butt of his rifle.

NAZI
 Verdammten Briten.

EXT. RAF NORTH WITHAM - DAY

The sun's early rays spill across a large airfield. Multiple C-47 SKYTRAINS (troop carrier Aircraft) line the surrounding fields.

Though early in the morning, activity is already at a peak.

Maintenance workers prepare various Aircraft for take-off, while soldiers mill about.

SUPER: "LINCOLNSHIRE, ENGLAND, 5 JUNE 1944"

A WILLYS MB US Army Jeep rounds a taxiway with screeching tires and jerks to a halt next to an administrative tent.

The DRIVER jumps from the vehicle and enters --

INT. ADMINISTRATIVE TENT - CONTINUOUS

COLONEL KEANE (60s), chiseled and broad-shouldered, looks up from a sizable operations map that lies sprawled out on a table.

OFFICERS and AIDES are in the midst of a discussion as the driver hands Colonel Keane a communiqué.

He quickly skims it. His expression changes. The others see it. The room falls silent.

COL. KEANE
Get me Captain Russell.

INT. TROOP BARRACKS - CONTINUOUS

Fuzzy music cackles off from a transistor as SOLDIERS, seated on bunks, prepare equipment and clean weapons.

A small group of young men sit gathered around a table, playing cards.

One of them, **PFC. MATT DALTON** (20s), smirky demeanor, leans forward in his chair as he deals out the cards.

DALTON
So this kid and his father are listening to Adolf's speech on the radio as Germany declares war on the U.S., right? The boy then asks his father where the U.S. is. His old man takes down a globe and runs his hand across the U.S., saying "All of this area is the United States, son".

Behind a makeshift wall stands **CAPTAIN RUSSELL** (40s) by a sink and meticulously shaves his face.

He scopes his rugged reflection in the mirror and runs the razor across his cheek.

DALTON (O.S.)

The boy looks at the globe and asks "and where is the British Empire?". The Dad indicates Britain, Canada, South Africa, Australia, New Zealand, and India. "Hmmm, I see", says the boy. "And Russia?" Daddy then shows him the entire Russian land mass.

Russell finishes and wipes his face dry. He grabs his uniform jacket from a hanger and slips it on.

The insignia on the shoulder says: "82ND AIRBORNE DIVISION". He rounds the wall just as Dalton nears the finale.

DALTON

The kids's eyebrows furrow with concern, right? "And where's Germany?", he asks. His father points to the tiny speck of land that make up Germany. The boy looks very concerned now and says --

RUSSELL

"Dad, has Hitler seen this?".

The others laugh.

RUSSELL

You need some new material, Dalton.

DALTON

(gives a quick salute)
Aye, Captain.

A burly, mean looking machine-gunner, **PFC. SCOTT "OX" IRONSIDE** (20s), flexes his bulging biceps and slams a fist into his open palm.

OX

Jerry's gonna get creamed.

DALTON

Now that's new.

The two other soldiers at the table, **PFC. PAULO "PROVOLONE" PROVANELLI** (20s), a ladies guy, and **CPL. THOMAS "DOC" MCNEILL** (20s), the silent strong type, share a cigarette.

PROVOLONE

So when are we heading out, Cap'n?

RUSSELL

As soon as Ike gives the go-order.

DOC

What's the hold up anyway, sir? I mean, we've been sitting on our asses here for four weeks now.

OX

Yeah, sir, let's go already.

An **ADJUTANT** enters the barracks and hurries down to Russell.

ADJUTANT

Sir, Colonel Keane needs to see you right away.

An air of anticipation spreads among the men - is this it?

INT. COMMAND BARRACKS - MOMENTS LATER

Colonel Keane lights a cigar and sits back in a comfortable chair behind a desk.

Russell grabs a seat across from him and takes in the somewhat cosy interior.

Keane gets the cigar going and blows a mouthful of smoke into the air. He rests his gaze on Russell.

COL. KEANE

War is too serious a matter to leave in the hands of military men.

RUSSELL

Sir?

COL. KEANE

Here we are, D-Day's not even Forty-Eight hours away and we've got ourselves a major clusterfuck on our hands.

RUSSELL

What's going on, Colonel?

The Colonel tosses two photographs across the desk. Russell picks them up.

COL. KEANE

Lieutenants O'Malley and Coburn of the Royal S.A.S.

(MORE)

COL. KEANE (CONT'D)
were captured by a Nazi patrol last
night just south of Bessin, that's
in --

RUSSELL
Normandy. What were they doing
there?

COL. KEANE
Recon...apparently. German defenses,
weak points, the works. Must've
slipped Churchill's mind, cos' he
sure as hell didn't tell us he had
guys on the ground.

RUSSELL
How much do they know? About the
invasion?

COL. KEANE
Not enough to hurt us if they talk.

RUSSELL
(confused)
So...what's the problem, sir?

COL. KEANE
Problem is, one of them Limeys,
Lieutenant O'Malley, is a distant
relative of Churchill's wife, you
know, her brother's nephew's great
grandfather's niece's son or
something like that.

Russell leans back in his chair, suspecting where this
conversation is heading.

RUSSELL
And you need someone to go get 'em
outta there.

COL. KEANE
Not someone.

Colonel Keane slides a folder across the desk. Russell opens
the file and stare down at the first page, its header reads:
"ORDERS".

COL. KEANE
You.

INT. TROOP BARRACKS - MOMENTS LATER

The soldiers drop what they're doing as Russell enters. They all stare at him - just waiting for him to deliver the "good" news.

Instead...

RUSSELL
 (points at the four guys
 at the table)
 You. Let's go.

He spins around on his heel and exits the barracks, leaving a bunch of baffled soldiers behind.

EXT. BARRACKS - LATER

The four of them, lead by Russell, march across the field, disappointment painted on their faces.

OX
 You're telling us we're gonna miss
 out on the invasion? After all
 this waiting around?

RUSSELL
 Uh-huh.

Dalton lights up a smoke, shakes his head.

DALTON
 Why don't they just send in the
 whole fucking regiment?

PROVOLONE
 Yeah, if these Limeys are so damn
 important, why the five of us gotta
 jump into Jerry's back garden,
 Cap'n?

RUSSELL
 Cos' these guys can't appear to be
 that important.

OX
 That's horseshit...sir.

DALTON
 Look, Captain, can't we just --

Russell stops.

RUSSELL

Guys, I'm not asking you to do this, I'm telling you. Now you can either get on that plane with me or you can stand in front of a firing squad for refusal to follow orders.

(gives them all a stern look)

Make up your mind. And make it up now.

Doc looks around at the Grunts and, reluctantly, gets a nod from each of them. He turns to Russell.

DOC

When do we leave, sir?

EXT. AIRSTRIP - MAGIC HOUR

With the sun setting in the background, Russell leads the four soldiers to a WACO CG-4A Assault glider.

They duck under the Aircraft's long wings and board the plane.

INT. WACO GLIDER - CARGO HOLD - CONTINUOUS

The troops pile into the spacious cargo hold and Russell checks their weapons and parachutes.

All of the soldiers has tied flashlights to the barrels of their weapons.

Russell gives the LOAD MASTER a thumbs up and the door closes with a BAM.

EXT. AIRSTRIP - CONTINUOUS

A long tow cable runs from the nose of the glider to the back of the C-47 parked in front of it.

The C-47's engines fire up. Dirty smoke belches from the manifolds as the propellers pick up speed.

Colonel Keane watches as the Skytrain roars down the runway with the Waco in tow.

Wheels leave the runway and both Aircraft take to the sky.

INT. WACO GLIDER - CARGO HOLD - CONTINUOUS

The five of them slowly tilt as the glider arcs for altitude.

EXT. WACO GLIDER - CONTINUOUS

The two Aircraft gain more and more altitude as the sky darkens around them.

INT. WACO GLIDER - COCKPIT - CONTINUOUS

The **PILOT** checks his gauges and nods to the **CO-PILOT**.

PILOT
Alright, cut it.

The Co-Pilot jerks back on a lever and --

EXT. WACO GLIDER - CONTINUOUS

-- the tow cable detaches, leaving the glider to manoeuvre on its own. The C-47 breaks left and disappears into the night sky.

INT. WACO GLIDER - CARGO HOLD - CONTINUOUS

An eerie silence surrounds the Aircraft, only a faint trace of the wind is still audible.

Ox clutches his BROWNING AUTOMATIC RIFLE (B.A.R.) while he silently psyches himself up for the jump.

Russell pulls out a folded map from his pocket and points to a spot marked with a black circle.

RUSSELL
That's the insertion point. We'll
deploy at four hundred feet to
avoid scatter and --

DOC
Whoa, four hundred feet? Sir,
that's --

DALTON
Insane.

DOC
I was gonna say 'pretty low' but --

PROVOLONE

There's no room for mistakes,
Cap'n.

RUSSELL

Then don't make any.
(returns to the map)
We'll head east and rendezvous with
members of the French resistance.

DALTON

(lights up)
The French resistance?

He nudges Provolone playfully with his elbow.

DALTON

Nice, huh? I hear those French
broads are real sexy. Shaved legs
and all.
(to Russell)
What are their names, sir?

RUSSELL

Claude and Étienne. Brothers.

DALTON

(lights out)
Oh.

RUSSELL

They'll take us to the compound
where the Nazis are holding the two
British officers captive.

OX

(grunts)
Fucking Limeys.

RUSSELL

Secure that shit, Ox. We're all on
the same side here.

OX

Aye, Captain, sir.

RUSSELL

We go in, grab 'em and exfil by
boat.

EXT. WACO GLIDER - NIGHT (TIMECUT)

The Waco glides silently across the English Channel as the dark outline of Normandy takes shape on the horizon.

Almost invisible against the night sky, the Aircraft cuts a straight line through the air and crosses the coast line.

INT. WACO GLIDER - COCKPIT - CONTINUOUS

The Pilot's grip around the controls tightens.

CO-PILOT

We're feet dry.

PILOT

Alright, let's hit the deck. Kill the lights.

The Co-Pilot flips a switch and all lights onboard the Waco extinguish.

The pilot thrusts the controls forward and the nose of the Aircraft dips dramatically.

CARGO HOLD

The five of them grab on to whatever is around them as the Aircraft pitches forward.

PROVOLONE

Oh, I hate this part.

EXT. WACO GLIDER - CONTINUOUS

The Waco swoops in low and silently crosses the forward beachhead.

It swings right and proceeds over endless fields and forests when suddenly a muffled POOMPHF goes off on the ground.

BOOM!

An Anti-Aircraft shell explodes with a thunderous roar high above the Waco.

INT. WACO GLIDER - COCKPIT - CONTINUOUS

The controls vibrate in the Pilot's hands as the shockwave hits. Tiny pieces of shrapnel bounce off the hull.

PILOT
Get 'em ready.

The Co-Pilot unbuckles and staggers into --

CARGO HOLD

-- as another shell explodes somewhere above them. He sees Provolone's pale and sweaty face.

CO-PILOT
Don't worry, pardner, we're too low
for them to hit us.

PROVOLONE
(swallows)
Who's worrying?

Doc peeks out of a porthole-sized window just in time to see a tracer salvo from a machine gun emplacement sweep the sky eerily close to them.

DOC
(points)
And that?

CO-PILOT
Um, those you can worry about,
sure.

He hooks his index-fingers together for all to see.

CO-PILOT
Hook up.

The soldiers get to their feet and clasp on quick-releases to the metal bar the runs above their heads; Ox on point with Russell making up the rear.

CO-PILOT
One minute.

He pries down a handle and opens the jump-door. A rush of air tugs at Ox' uniform as he steals a glimpse at the ground rushing past below - ominously close.

Another burst from AAA shell shakes the Aircraft. The Co-Pilot holds up a hand.

CO-PILOT
Get rea --

Machine gun fire tears through the Aircraft's floor and rips into the Co-Pilot. He spasms and lets out a gurgled cry before dropping to the floor like a ragdoll.

PROVOLONE

Shit.

More rounds perforate the right wing of the Glider. The Aircraft trembles.

PROVOLONE

Shit!

RUSSELL

Go! Go! Go!

Ox throws himself fearlessly out of the door and disappears into the night.

Provolone and Doc quickly follow suit.

Dalton grips the door frame tight and readies himself.

BOOM!

A massive explosion tears off the Glider's right wing. The concussion rolls the Aircraft to its left.

Russell stumbles and slams into the left wall, which is now the floor.

Dalton hangs onto the door frame above him. He grits his teeth, pulls himself up but the out-of-control Aircraft and gravity yanks him back down.

Russell regains his footing and spots the struggling Dalton. He grabs the soldier's feet and pushes him upwards.

Dalton throws his arms over the edge and claws himself halfway through the door. He sticks a hand back down to Russell.

DALTON

Come on, sir!

RUSSELL

Go!

He gives the young man a final push and Dalton --

EXT. ABOVE NORMANDY - CONTINUOUS

-- rolls off the side of the Aircraft and falls toward the ground.

He looks up to see his chute flutter in the wind before blossoming open.

Above him, the Aircraft keels left and --

KA-BLAMO!

-- splinters to a million pieces as a AAA shell hits it dead on.

The explosion lights up Dalton's shocked-stricken face.

EXT. FIELD - CONTINUOUS

A heavy THUMP as Ox ungracefully lands and rolls around in the weeds. Doc and Provolone follow within seconds.

The three of them look to the sky where the explosion fades and see a lone parachutist on his way to the ground.

Unhooking themselves from their chutes, they rush across the field just as Dalton touches down - hard.

Ox grabs the groaning soldier by the jacket and untangles him from the wires.

DOC
Where's the Captain?

DALTON
He didn't make it out.

They exchange glances.

PROVOLONE
What do we do?

They turn to Doc - now the highest ranking member of the squad. He swallows, weighed down by the circumstances.

DALTON
Doc?

DOC
We, um...
(mans up)
We complete the mission.

They duck down in the hip-high tall grass as the engine sound from a truck reaches them.

DOC
 Alright, stay low. We head east.
 On me.

The four of them crouch down and snake their way through the field.

Behind them, a German truck revs along a dirt road next to the field, its searchlight sweeping across the field.

Nazi soldiers disembark the truck and spread out across the field with their distinctive M.P. 40 submachine guns poised.

Moving in a single file, the four G.I.'s haste on as covertly as possible.

EXT. FARM - LATER

A few pigs OINK and scatter inside a paddock as Dalton sneaks by.

He stops, checks for danger and, not seeing any, waves the others closer.

They give the dark farm house on their left a wide berth and move across a field to a forest.

EXT. FOREST - LATER

The four of the scuttle past trees and bushes. Dalton, still on point, climbs across a fallen tree trunk and --

-- his boots slips on the moist bark. He stumbles, claws for support and finally crashes into the leafy undergrowth head first.

Dalton shakes his head and looks up at

A PAIR OF LEGS

He lifts his head and stares up at Claude who's got his rifle trained on him. The Frenchman shakes his head.

CLAUDE
 (heavy accent)
 Americans. You make too much
 noise.

The three remaining members of the team move in on Claude with their weapons raised.

Etienne steps out from behind a tree and a stand off ensues.

Claude holds up a hand in a reassuring manner and helps Dalton up from the ground.

DALTON
You're the French guys?

Claude and Etienne exchange glances.

Doc orders his team to lower their weapons with a hand signal and steps up to Claude.

DOC
Claude? Etienne?

CLAUDE
Oui.

DOC
I'm Doc, that's Dalton, Ox and Provolone.

ETIENNE
(French/subtitled)
Provolone? Why is he named after a cheese?

CLAUDE
(French/subtitled)
He probably stinks.

Etienne chuckles.

PROVOLONE
Hey, speak English, Frenchy.

Claude scopes the four Americans.

CLAUDE
Where is Captain Russell?

DOC
He, um, didn't make it.

CLAUDE
(nods understandingly)
I am sorry.

DOC
Thanks.

CLAUDE
We still take you to the English
soldiers, yes?

 DOC
Yeah, that's right.

EXT. FOREST - LATER

Crickets chirp in the night as the six men crawl through the outskirts of the forest that borders a large and dark village.

Claude hands Doc a pair of binoculars and points.

 CLAUDE
The big building.

POV - THROUGH BINOCULARS

A large and quiet rural village. Brick houses here and there - some of them show the scars of war.

No lights from the windows. No people in the streets.

Continuing the sweep, the binoculars comes to a stop on a two-storey tall elongated building.

Most windows have been boarded and then ones that haven't are dark as the night.

A SWASTIKA flag gently flows in the breeze on its roof.

BACK TO SCENE

Doc lowers the binoculars, hands them to Dalton and turns to Claude.

 DOC
That doesn't look like no prison.

 CLAUDE
It used to be a hospital. There
are two more floors below the
ground. That's where they keep the
English soldiers.

 DALTON
I don't see any guards outside.

DOC
Doesn't mean they're not there.

He gathers his squad around him.

DOC
Alright, two teams. Dalton's with me and Claude. Ox, take Provolone and Etienne.

CLAUDE
No, Etienne stays here.

ETIENNE
Why?

CLAUDE
If something happens to me, he will take you to the boat.

ETIENNE
(French/subtitled)
I want to fight.

CLAUDE
(French/subtitled)
Do as I say.

The young Frenchman fumes but accepts it.

DOC
Whatever, he stays. Let's move.

EXT. VILLAGE - CONTINUOUS

The five of them split into two teams and proceed to flank around the prison.

Doc and his team crawl through the field that leads up to the village and hurry across a gravel road before seeking shelter behind a small shack.

He peeks around the corner, sees nothing but an empty street.

Ox and Provolone stomach their way closer to the prison facility while keeping their heads low.

Ox steadies his B.A.R. and covers Provolone as he sprints through the tall grass.

Provolone throws himself to the ground and covers Ox with his M1 GARAND as the muscular man moves closer to the building.

EXT. PRISON FACILITY - WEST ENTRANCE - CONTINUOUS

The moon lights Doc, Claude and Dalton while they silently approach the west entrance with their weapons cocked and ready.

Doc lifts his head, squints and spots a partially concealed PILLBOX to the right of the entrance.

The muzzle from a M.G. 42 machine gun sits trained on the field in front of it.

DOC
(whispers)
M.G. 42.

Dalton nods and creeps in a wide circle around the pillbox.

EXT. PRISON FACILITY - EAST ENTRANCE - CONTINUOUS

Provolone moves up to the wall and pulls a small mirror from his pocket.

He angles it around a corner and checks the reflection.

Nothing.

Ox moves up next to him.

PROVOLONE
(whispers)
Awfully quiet, ain't it?

OX
I reckon there's gonna be lotsa
screaming pretty soon, buddy.

The big man sends Provolone an confident grin and glides around the corner.

EXT. PRISON FACILITY - WEST ENTRANCE - CONTINUOUS

Dalton slowly manoeuvres himself closer to the pillbox from the side.

He brings up his M1 GARAND and crouches next to the pillbox' concrete wall.

Dalton cocks his ears but hears only the sooting sound of a gentle breeze.

He steadies himself, his finger poised on the trigger as he slides closer to the opening. He ducks down and leaps --

INT. PILLBOX - CONTINUOUS

-- inside. His eyes jerk back and forth, searching for danger.

The narrow concrete room is empty. The unmanned machine gun rests harmlessly on its bipod.

Not sure what to make of this, Dalton looks around. He sees a small table with a tin cup filled with coffee on it, an unfinished meal on a tin plate.

EXT. PRISON FACILITY - EAST ENTRANCE - CONTINUOUS

Ox and Provolone move up on both sides of the brass plated door to the facility.

They exchange curious glances as they see that the door is slightly ajar.

Ox counts down from three to one with his fingers and jerks the door wide open with a strong thrust.

Provolone swings around and aims his weapon into the dark interior.

EXT. PRISON FACILITY - WEST ENTRANCE - CONTINUOUS

Doc pries the entrance open and slips inside. Claude follows on his heels as Dalton checks the surroundings one final time before disappearing into the facility.

INT. PRISON FACILITY - RECEPTION - CONTINUOUS

Darkness. They flick on their weapon mounted flashlights and let the beams glide across the floor and walls.

They're in a small enclosed reception area. Papers lay scattered about. The remnants of battered chairs litter the black and white tiled floor.

Dalton kneels close to a red smear on the wall.

DALTON
Is that blood?

Doc shines his light at the smear, doesn't like what he sees.

Claude moves to the reception and peeks through the grilled netting that separates the reception desk from the rest of the area.

He spots even more mayhem. Broken glass, weapons scattered about, files and papers spread out as if hit by a tornado.

But no people.

DOC

You're sure this is where they took
'em?

CLAUDE

(confused)

Yes. We followed them. This is
the place.

Something catches Dalton's attention.

DALTON

What the hell?

His light falls on a door that has been hastily boarded up --
-- from this side of the door.

GROUND FLOOR - HALLWAY - CONTINUOUS

Ox points his weapon down a long featureless hallway, while Provolone provides the light.

Dozens of doors on both sides on the hallway, all closed.

The only sound audible is the floor that creaks as they move forward.

OX

Check that out.

He nods at a large blood spatter on the wall and a bloody drawn out handprint next to it.

Bloody footsteps lead from a door and fade into the darkness.

Ox grips his weapon a little tighter.

The two of them move further down the passage, give a few doors a try - all locked.

They pass two set of stairs. One leading up, the other one down - blood trails on both of them.

PROVOLONE

I don't like this. C'mon, man,
let's haul ass, there's nothing
here.

They hear something. A faint CREAKING sound further up
ahead.

Both of them instinctively bring up their weapons and stalk
down the hallway.

The sound increases as they round a corner. They spot a door
- the handle moves. Ox and Provolone take up fire positions.

The door frame moans under duress and, finally, the door
swings open.

Doc peers through the open door.

Ox and Provolone breath a collective sigh of relief.

OX

Dammit, Doc.

Doc, Claude and Dalton step out into the hallway.

DOC

Anything?

OX

Lotsa blood. No people.

DALTON

Weird.

DOC

Let's check upstairs.

FIRST FLOOR - HALLWAY - CONTINUOUS

The five of them spread out across the floor, beams from
flashlights dance around in the dark.

Almost identical to the ground floor, the first floor shows
even more signs of violence though.

Bullet holes across the walls, spent casings on the floor,
blood spatter.

DALTON

Did somebody beat us to it?

DOC
 Could be.

Provolone checks a door - locked.

PROVOLONE
 (to Claude)
 You guys do this?

CLAUDE
 No.

Provolone checks another door - also locked.

Ox picks up a German military jacket from the floor, the grey fabric holed and bloody.

OX
 Whoever did this deserves a medal.

PROVOLONE
 Right.

He grabs another door handle and casually pries it down --
 -- the door CREAKS open.

Startled, the five of them whip around and aim at the open door.

WARD - CONTINUOUS

They stare inside. Faint moonlight seeps through the planks that cover the windows.

Two rows of unmade beds line the walls. Doc steps closer to one of them and shines a light at a

DECAPITATED FEMALE CORPSE

DOC
 Jesus.

He backs away, covers his mouth and forces himself not to throw up.

Provolone crosses himself.

Claude shines his light across the beds. He swallows at the sight of the nauseating carnage.

Mutilated and decapitated corpses fill the beds, some carved up worse than others - all female.

The Frenchmen spots a STAR OF DAVID branded into the skin of one of the corpses.

He checks the other corpses. All of them has the same symbol branded onto their shoulders.

CLAUDE

Jews.

DALTON

Okay, this place is now officially
freaking me out.

A RUSTLING

spins them around. Breaths quicken as the light fall on a closed door at the end of the ward.

Ox moves up to the door with his B.A.R. firmly pressed against his shoulder.

Dalton kneels next to him as Provolone positions himself next to the door.

He grabs the handle and nods to the other.

He flings the door open.

Inside a small enclosure, an armed German soldier raises his submachine gun.

ARMED GERMAN

Nicht schießen! Nicht schießen!

Another German soldier, STEPHAN (20s), scared stiff, holds up his hands.

STEPHAN

Nein! Macht uns nicht ganz aus!

DOC

Whoa. Hold --

His words drown out as Ox opens fire. The heavy slugs from his automatic rifle tear through the Armed German and splatter the wall behind him with blood.

STEPHAN

Nein! Nicht schießen!

DOC

Seize fire!

He jerks Ox' weapon into the air and shoves him away.

DOC
The hell's wrong with you?

OX
He was armed.

DOC
He was surrendering.

OX
Who gives a fuck?!

Dalton and Provolone grab Stephan by the collar and drag him outside. The scared German looks around at the men.

His fingers tremble as he holds up his hands.

STEPHAN
Wir sind nicht in Sicherheit. Ihr
müssen wegkommen. Jetzt.

DALTON
What the hell's he saying?

DOC
Something about...it not being safe
here.

STEPHAN
(thick accent)
Please, we muzz go.

A STRANGE YELL

wells up through the building. Stephan stiffens.

STEPHAN
No. No.

Doc grabs him hard and yanks him to his feet.

DOC
The British soldiers? They here?

STEPHAN
Please.

DOC
Are. They. Here?

STEPHAN
Yez. In ze bazement.

DOC

Take us.

STEPHAN

(on the verge of tears)

No. Please, no.

BLAM!

Ox fires off a round that ricochets against the floor mere inches from Stephan's feet.

OX

Now.

SPIRAL STAIRCASE - CONTINUOUS

The six of them move cautiously down the steps, passing the ground floor.

They slow down as they reach a door - which is also boarded up from the outside.

STEPHAN

Tiz iz ze one.

Doc kicks off a plank of wood that covers the door.

DOC

Someone needs to teach you guys
about how to keep people out, you
usually board it from the inside.

Dalton clears the final obstruction and pulls the door open.

The six of them poise themselves and step inside.

BASEMENT ENTRANCE - CONTINUOUS

Ox moves in first, his lets his eyes glide down a long and narrow corridor with corners left and right.

The flashlights reveal mildew infested brick walls that line an uneven floor where pools of water have formed.

Light bulbs dangle from the ceiling at different intervals, a few of them on - most of them not.

The air thick with dust.

DOC
(to Dalton and Claude)
You two stay here and cover our
exit.

He jams the tip of his weapon into Stephan's lower back.

DOC
Take us to 'em.

The young German draws shallow and frightened breaths and reluctantly steps forward.

Dalton and Claude watch as the rest of them disappear around a corner.

DALTON
So...any women in the French
resistance?

CELL AREA - CONTINUOUS

Stephan carefully pushes open a barred door that whines on its hinges.

They follow him through a maze of interconnected corridors as he nervously checks each corner they pass.

Stephan holds up a hand, swallows deeply and points up ahead.

Doc steps forward, passes Stephan who just stands there, like nailed to the ground. Sweat runs down his pale face.

Blood spattered across the walls catches Doc's attention. A bloody drag mark leads around another corner.

He points it out to Ox. Ox nods and moves forward, his weapon raised.

Provolone covers him as they round the corner and stare down another deserted corridor. The drag mark ends at a mangled body.

A NURSE

Her head rests in a pool of her own blood, her face torn apart.

Doc covers his mouth at sight of her mutilated face. Provolone winces, pulls away.

PROVOLONE

Jesus. What the hell happened to her?

The nurse SCREAMS and throws herself at Ox. She tackles the burly man to the ground in a fit of frenzy, knocking his gun across the floor.

Snapping her jaws at his face, Ox crosses his arms in front of him as the nurse reaches out and --

BANG!

Provolone blows the back of her skull apart. Blood and brain tissue splatter against the wall.

The nurse's body goes limp and she sags to the floor.

Panting for air, Ox kicks the woman off him and stumbles to his feet.

OX

What the fuck is going on here?!

STEPHAN

(whispers)

Untoten.

DOC

What?

A door blows open somewhere in the darkness. The sound of running feet hitting the floor move towards them.

Hoarse howling accompany the sound of running feet.

Stephan backs away from the others, his face frozen in a pose of unfiltered horror.

STEPHAN

Run!

They back up as a crowd of deranged looking German soldiers burst around a corner at the end of the corridor.

DOC

Fire!

The soldiers open fire and cuts down the first line of attackers. Blood explodes from deep wounds as projectiles shred them.

Stephan turns and sprints away as Provolone places two shots in a German soldier's chest.

The soldier's arms flail about and he careens across the floor.

Provolone switches targets but the injured soldier regains his footing and charges again with a GROWL.

PROVOLONE

What the hell?

He shoots the German in both legs but the soldier still claws his way toward them.

Ox opens up with his large calibered rifle and takes down a mad soldier with a burst that nearly takes his head off.

More deranged soldiers follow behind him - and more behind them.

Doc fires as he retreats down the corridor.

DOC

Fall back!

STEPHAN

bounces against the walls as he takes the corners at high pace.

He trips, stumbles to a knee and pulls himself up --

-- and stares into the bloodshot eyes of an enraged Nazi.

Stephan yelps. The man hurls himself at him. Stephan stumbles back and tries to block the attack.

The Nazi claws at Stephan's face at a frantic pace, his nails tear through the skin.

Dripping saliva, his mouth locks around Stephan's thumb and rips it off with his teeth.

Stephan cries out in pain.

Howling off gibberish, the Nazi pries Stephan's head to the side until the neck is exposed.

Stephan's petrified pleading abruptly dies as the Nazi sinks his jaws into the his jugular.

The Nazi throws his head back and tears the throat open.

A thick burst of blood shoots from the opening and showers the floor.

Stephan's head snaps back and he gasps for air. His body spasms as life slips from his grasp.

BANG!

The Nazi's head explodes in a shower of blood and brain tissue.

Provolone looses his rifle and runs up to Stephan, while Ox and Doc repel attackers behind him.

Stephan chokes on his own blood...and dies.

DOC

Let's go!

Provolone gives the dead German a final glance and turns to run just as --

-- Stephan's eyes fly back open.

Infused with bloodlust, he claws a hold of Provolone's wrist and bites down hard.

The American screams out in agony and wrestles loose.

He kicks Stephan in the head, smacking him against the floor, and pops two rounds into his skull.

Doc grabs Provolone by the collar and jerks him back on track while Ox lays down suppressing fire.

DOC

Ox, come on!

The three of them run down another corridor. Doc looks around for anything recognizable.

DOC

Where the fuck are we? Dalton!

BASEMENT ENTRANCE - CONTINUOUS

Doc's yell reverberates against the brick walls and finally reaches Dalton. The muffled sound of weapons fire chases it.

Dalton looks up, alert.

DALTON

Man, that doesn't sound too good.

He checks his weapon and readies to move in after his comrades.

CLAUDE
No. Stay here.

 DALTON
Hey, I don't know how you guys do
it but we don't leave our friends
behind.

Claude watches as Dalton disappears into the darkness, the flickers from his flashlight quickly fade.

The Frenchman looks from the corridor to the exit, impatient yet unsure what to do.

SCRAPING FEET (O.S.) distracts him.

He looks up, sees the outline of a towering figure that moves towards him. The figure moans hoarsely.

 CLAUDE
Dalton?

He lifts his flashlight.

The light lands on a German soldier in full uniform, pale and bruised skin dangle from his face, exposing his jaw bone.

His helmet hangs from its strap around his neck and bounces against his shoulder blades.

Two STIELHANDGRANATE, high-explosive hand grenades, wiggle back and forth on his hip.

The soldier parts his lips and reveals a set of decaying teeth. Bloody saliva drips from his mouth as he GROWLS out in hunger.

His feet scrape against the ground as he slowly closes the distance between himself and Claude. He HISSSES.

The Frenchman, taken aback, raises his rifle and aims it at the oncoming foe.

And fires.

The round pierces the soldiers shoulder. The impact staggers the German...but little else.

DALTON

squints in the darkness, the beam from his flashlight dances across the dark walls.

Dalton picks up his pace, rounds a corner and --

-- a Nazi throws himself at him. Dalton rolls to his right and shoves the him against the brick wall face first.

Goey blood smears the bricks as the Nazi peels his mangled face away and attacks Dalton again.

CLAUDE

fumbles with loading mechanism but finally manages to reload the rifle.

He fires again. The shot hits the German in the stomach.

Again, he shakes it off as if it never happened.

The tattered soldier, agitated and determined, scuttles toward Claude.

Instead of running away, Claude desperately tries to reload his weapon. Too late.

The soldier tackles him to the ground.

DOC

spots another spiral staircase - this one leading down.

He points the others in that direction and squeezes off a quick burst at the pursuing mob.

Weapons fire to his right spins him around. A figure bursts past a corner further down the corridor.

DOC

Dalton!?

More SHOTS (O.S.) followed by a THUD.

Doc repels an attacker with his THOMPSON, peeks over his shoulder and spots Dalton running towards him.

DOC

Where's the damn exit?

DALTON

This way.

CLAUDE

jerk his head around as the soldier attacks with brutal ferociousness.

Teeth sink into his cheek and tear a gory hole in his face.

Claude screams, spasms, gurgles as blood fills his mouth.

The Nazi snarls in his face and chomps down on his jugular.

He shakes his head violently from side to side and rips a large chunk of flesh from Claude's neck.

Blood jets from the wound, Claude barely moans. Sensing the end approaching, the Frenchman musters his remaining strength and grabs the HAND GRENADES on the Nazi's hip.

He yanks them hard and the safeties pop loose.

The Nazi growls through bloody teeth and bites down again just as --

BOOOOOM!

-- the grenades explode.

The concussion slams against the walls, ceiling and floor.

Plaster rains down from the ceiling followed by larger chunks.

EXT. FOREST - CONTINUOUS

From his vantage point at the outskirts of the forest, Étienne looks up as he hears the muffled explosion echo through the night.

INT. PRISON FACILITY - BASEMENT - CONTINUOUS

Doc nearly trips as the ground shudders underneath his feet.

The four soldiers look at each other - what the hell is going on?

The whole basement trembles around them, a deep roar builds somewhere in the darkness.

DALTON

Not good.

A section of the ceiling breaks off and CRASHES against the floor, blocking their path.

DALTON

Not good!

A chunk of mortar hits Ox on the shoulder. The four of them back away just as more ceiling hits the floor.

DOC

Go! Go!

They double back towards the staircase with the basement caving in around them.

A Nazi with bleeding eyes spots them, GROWLS and gives chase.

The four of them reach --

SPIRAL STAIRCASE - CONTINUOUS

-- and rush down the steps at break-neck speed. They reach a landing, round the bend and proceed further down.

They stop at a door. Doc grabs the handle - nothing happens. He puts more weight into it and --

GROWL

-- the Nazi throws himself at them from behind. He tackles Dalton to the ground and claws and bites at him.

Ox swings his B.A.R. around and takes aim but there's too much commotion for him to get off a clear shot.

Teeth snap shut mere inches from Dalton's face. He wedges his rifle between himself and the enraged Nazi and forces him off him.

Provolone seizes the opportunity and stabs his bayonet through the Nazi's throat.

The Nazi tumbles back squealing. He shoots to his feet, more determined than ever, and stares at Provolone with the bayonet still protruding from his neck.

BLAM! BLAM!

The Nazi's skull explodes and grey-matter sprays across the wall behind him.

Ox lowers his still smoking weapon. In the silent aftermath, they hear a distinct clamor building - hissing and growling.

OX

We're about to have company.

Doc RAMS the door with his shoulder but nothing happens.

The clamor increases in volume. THUMPING footsteps approach rapidly.

DALTON

C'mon!

Doc raises his Thompson and sprays the door. The wood splinters around the lock.

Doc takes a step back and KICKS the door with full force. It bursts open and the four of them pour inside.

SUB-BASEMENT - CORRIDOR - CONTINUOUS

Dalton pushes the damaged door shut behind them while the CLAMOR builds (O.S.).

They rush down a corridor, closed doors on both sides. The entrance slams open behind them and a horde charges after them.

The four soldiers turn left down another corridor and dash blindly forward.

They reach the end and bank right and --

-- stop.

It's a featureless dead-end.

All color drains from their faces. Ox and Dalton quickly take up defensive position by the corner as the sound of the horde approaches.

Doc replaces his clip and loads his Thompson.

DOC

Make every round count.

The HOWLING and HISSING move closer. The four of them ready themselves for the inevitable when --

-- the wall CREAKS open behind them and reveals a hidden entrance. A hand waves them over.

FEMALE VOICE

Im hier. Jetzt.

The four exchange quick puzzled glances.

FEMALE VOICE
(slight accent)
In here. Hurry.

DOC
Identify yourself.

DALTON
Who gives a shit? Let's go.

The Americans spill inside just as the ravage horde round the corner and throw themselves at them.

HIDEOUT - CONTINUOUS

The wall creaks on its hinges as Ox shoves it back in place when --

-- an arm lodges itself through the small crack and blocks the wall from closing.

Nails claw at the Americans followed by deranged (O.S.)
SNARLING.

Doc grabs his sidearm and fires four shots into the arm. A
SQUEAL (O.S.) and the arm retracts.

Ox rams the wall with his shoulder and slams the opening shut with a reverberating THUD.

The muffled sound of the HOWLING mob is still audible as the panting G.I.s turn to face:

ELSA (20s), dressed in a nurse uniform. Her face pleasing to the eye with soft features.

She looks at their weapons, holds up a reassuring hand.

ELSA
Please, we are...friends.

Ox looks over her shoulder and sees two armed German soldiers, a Lieutenant, **ULI**, (30s) and a private, **PATRICK** (20s).

OX
Yeah?

The soldiers eye each other suspiciously.

ELSA
It's just for protection.

MALE VOICE (O.S.)
You zhould not have let zem in
here, Elsa.

A tall man, **HEINRICH** (40s), dressed as a doctor, steps through a opening near the back of the room.

His arrogant Aryan features would definitely have made Adolf Hitler proud.

HEINRICH
Now ze otherz know we are here.

ELSA
They already knew that.

DOC
They? What the hell is going on
here? What's wrong with those
people?

ELSA
They are...sick.

PROVOLONE
No shit, lady. Look what one of
them did to my hand.

He holds up his bleeding wrist.

All eyes pop open in fear. Silence hits the room hard.

PROVOLONE
What?

Patrick grabs Elsa from behind and pulls her away from Provolone.

Uli whips up his M.P. 40 submachine gun, finger poised on the trigger.

DOC
Whoa. Hold up.

HEINRICH
You muzz kill him. Now!

DOC
What are you talking about?

HEINRICH

He iz already infected. He will
turn inzo one of zem.

PROVOLONE

What?!

Ox steps in front of Provolone and shields his friend from Uli's weapon. He points his B.A.R. at Heinrich.

OX

Tell your kraut friend back there
to lower his weapon or this will
turn into a bloodbath.

HEINRICH

You don't underztand.

OX

And you don't seem to understand
that a thirty-aught-six slug will
put a huge hole in your head.

ELSA

No, Heinrich is right. Your friend,
he's infected.

Coming from Elsa, the words carry more truth to them.

DOC

Infected with what?

GROUND FLOOR - LATER

A door cracks open and the darkness parts as artificial light spills inside.

Étienne cautiously steps through the opening and lets his periscope-shaped flashlight trace a path along the floor.

He looks around, sees the signs of violence. His brow creases with concern.

SUB-BASEMENT - HIDEOUT - LATER

Elsa leads the four Americans through the room, with Heinrich trailing along.

It's bigger than first perceived, dimly lit by a dysfunctional light bulb dangling from the ceiling.

Armed, Uli and Patrick follow close behind them, their eyes peeled on Provolone.

They pass a few cabinets on their right and proceed into --

ANTEROOM - CONTINUOUS

Also dimly lit, the smaller room sports a few bunks, a cordoned-off toilet and cupboards with medical equipment.

DOC

I thought this was a prison.

ELSA

Well, it's...
(looks at Heinrich)
...also a prison.

They sit down on the bunks.

DOC

Alright, spill it.

ELSA

It started two days ago when Herr Mengele --

HEINRICH

Elsa! Zey do not need zo hear tiz. Zey are ze enemy. Zey are invading Normandy.

DALTON

Look who's talking, asshole.

DOC

Mengele? Josef Mengele?

ELSA

Yes.

DALTON

Who is he?

DOC

The Angel of Death.

DALTON

Oh-kay, creepy fella, what about him?

DOC

I heard some stories about how he performs weird medical tests on Jews. Weapon tests too, mustard gas, things like that.

ELSA

And things...not like that.

HEINRICH

(off her look)

Elsa. Don't.

She shoots him a disdainful stare before turning back to the Americans.

And, just then, sunlight illuminates her face as --

EXT. PRISON FACILITY - DAY (FLASHBACK)

-- she watches a military jeep come to a stop in front of the building.

Heinrich rushes past her to greet the jeep's only passenger.

ELSA (V.O.)

Two days ago, Doctor Mengele paid us a visit.

JOSEF MENGELE (30s), dressed in an S.S. uniform and carrying a small briefcase, dons a healthy tan with his dark pomaded hair combed back.

Heinrich slaps his heels together and offers a Nazi salute.

Mengele gives him a half-assed salute in return and heads for the entrance.

He spots Elsa and checks her out - elevator style. His mouth produces a nasty lustful smile before he disappears into --

INT. PRISON FACILITY - CONTINUOUS

Mengele marches down a corridor with Heinrich and Elsa behind him, hurrying to keep up.

NOTE: All dialogue (except V.O.s) is spoken in German with English subtitles.

HEINRICH

How was Africa, Herr Doctor?

MENGELE

Warm. No place for a white man.

He barges open a door and trots into --

WARD - CONTINUOUS

Jewish women, shackled to the beds, stare up at the imposing Mengele as he moves across the floor.

He stops at a particular bed and observes the beautiful young woman in it.

She stares back at him - frightened out of her mind.

MENGELE

I will never understand why God
makes them so cute.

Mengele runs a hand across the thin sheet that covers her body.

Moving his hand along her thighs, he pauses it between her legs and massages her vagina.

Elsa squirms, looks away.

MENGELE

I think we will start with this
one.

LATER

Heinrich tightens the woman's restraints as Mengele wraps a plastic cord around her upper arm to make her veins bulge.

He then opens his briefcase and pulls out a syringe filled with a brownish liquid.

ELSA

What is it?

Heinrich shoots her a reprimanding stare but Mengele merely smiles.

MENGELE

It's okay.
(to Elsa)
Let's just call it a little present
from Africa, Fräulein.

He gently drives the needle into the woman's vein and presses down on the plunger.

The frightened woman stares on as the liquid enters her bloodstream.

Mengele retracts the needle.

MENGELE

It's a hemorrhagic fever I've been
toying with for a while now.

He checks the clock on the wall and stares down at the woman.

MENGELE

There were setbacks along the way
of course, necessary sacrifices if
you like. But this one...

(looks down at the
syringe)

...this one will make The Third
Reich the only Reich.

He looks up and smiles at Elsa.

MENGELE

The ultimate Endlösung.

ELSA (V.O.)

And then we waited.

Elsa looks up at the clock. The large hand speeds around
as...

SEVERAL MINUTES PASS

Sweat rolls off the Jewish woman's pale face, her breath
rasps in her throat.

Mengele points to her arm.

MENGELE

Look.

Elsa and Heinrich stare down at the woman's veins. No longer
a subtle red or blue, now all of them stand out pitch black.

MENGELE

It's beginning.

ELSA (V.O.)

And waited.

MORE MINUTES PASS

The woman struggles to breath, her skin a sickly shade of pale, the sheet soaked in sweat.

Her chest rises, falls. Stops. Her eyes glide shut as she dies.

Elsa stares at the dead woman and struggles to hold back her tears.

Heinrich leans closer to the woman, studies her, checks her pulse.

HEINRICH

I don't understand, Herr Mengele,
you...killed her. Surely there are
easier --

Mengele holds up a hand.

MENGELE

Wait for it.

He checks his wristwatch. Seconds tick away. And then:

MENGELE

Here it comes.

The woman's eyes pop open, two black orbs stare up into the air.

Startled, Heinrich pulls back.

HEINRICH

But --

The Undead woman snarls and snaps her teeth at him. She HISSES and tears against her restraints.

Elsa and Heinrich pull back from the bed, surprised and shocked.

Mengele looks down at the Undead in a zoned out way as she HOWLS out in pure rage.

MENGELE

Fascinating, isn't it?

HEINRICH

(swallows)

Very.

MENGELE

Dead yet alive.

ELSA
Reanimation?

MENGELE
Yes. Driven only by the most basic
instinct of them all...
(turns to face them)
...hunger.

Heinrich, composed again, sees the potential of this
discovery. He steps closer to the bed, intrigued.

HEINRICH
Imaging a soldier infected with
this.

MENGELE
Imaging an entire army, Doctor.
Unstoppable.

ELSA
How do you control it?

MENGELE
Like this.

Mengele whips out a 9mm LUGER from his hip sheath and fires a
round into the Undead's skull.

Blood sprays across the linen and the Undead goes limp.

MENGELE
Kill the brain and you the body.

He sheathes the Luger.

MENGELE
Cut its head off, I want to study
the brain.
(hands the briefcase to
Heinrich)
There's enough in here for
everyone.

He motions at the rest of the women.

MENGELE
Document everything, I want a full
report.

HEINRICH
You're leaving?

MENGELE

Der Führer wants me in Berlin, I
will return next week.

HEINRICH

Yes, sir.

Mengele straightens his jacket and steps closer to Elsa. He
takes her hand and kisses it gently.

MENGELE

I shall look forward to seeing you
again, Fräulein.

Mengele does an about-face and marches out of the ward.

Elsa wipes her hand against her uniform and eyes Mengele as
he leaves.

And, just then, darkness shroud her face as --

INT. SUB-BASEMENT - ANTEROOM (PRESENT)

-- she looks down and sighs.

Provolone swallows. The others stare at him, opening up a
space around him.

ELSA

I don't know how it got out of
control. Maybe someone got bitten,
maybe...

She runs a hand across her tired face.

DOC

Yeah, that doesn't matter right
now.

HEINRICH

That iz how it zpreadz, bodily
fluidz...

(nods at Provolone's
bloody wrist)
...bitez.

OX

Waking up the dead? Gimme a break.

HEINRICH

You have zo kill him.

OX
 If anybody dies here it's you, you
 fucking Nazi.

DOC
 Ox.

OX
 You're actually buying this crap?

DALTON
 You wanna open the door and ask
 'em?

OX
 Shut up!
 (to Doc)
 They're Nazis for Christ's sake,
 they can't be trusted.

Provolone cringes, grabs his wrist.

PROVOLONE
 This really hurts man.

He rolls up his sleeves and exposes a myriad of black veins.
 The sight shocks him to his core.

PROVOLONE
 Jesus. No.

OX
 Take it easy, man. We'll figure
 something out, you hear me?

He doesn't. Panic sets in.

PROVOLONE
 (on the verge of tears)
 Fuck. I don't wanna die. Not like
 this.
 (to Heinrich)
 What the fuck did you do to me?!

OX
 You're not gonna die.
 (to Elsa)
 You, Florence, fix it.

ELSA
 I can't.

OX
 Fix it!

HEINRICH

Zere iz only one cure and zhe
already told you what it iz.

Ox loses it. He jerks forward and grabs Heinrich by the collar. Spit flies from his mouth as --

OX

Nobody touches him!

He lands a right cross on Heinrich's jaw.

OX

You got that?!

ELSA

Stop it!

Ox knees the Doctor in the groin.

OX

You got that, you fucking animal?!

Heinrich sags to his knees, groggy and in severe pain.

The Uli and Patrick react and bring up their weapons. Doc and Dalton go for theirs.

A stand-off ensues, with Ox and Heinrich right in the line of fire.

DOC

Drop your weapons.

Sweaty faces stare at each other across the room. Nervous fingers tighten around triggers.

DALTON

Drop 'em!

Neither of the Germans flinch - it's obvious they've been through hell and don't plan on going back.

It's a stalemate, until:

DOC

Okay. Everyone just cool it.

He lowers his Thompson, motions for Dalton to do the same.

ELSA

(to the German soldiers)
Setzen sie. Bitte.

Again, her voice has the necessary effect. The two Germans lower their weapons.

DOC

Whether we like it or not, we're on the same side. At least for the time being.

(to Ox)

Understood?

The big man doesn't reply. He backs away from Heinrich who gets to his feet and wipes blood from his lips.

Behind them, Provolone keels onto his side and writhes in pain.

He struggles to keep his eyes open while the air sputters in his throat.

Heinrich desperately wants to say something but he keeps his tongue in check.

Doc kneels next to his dying comrade. He reaches out for Provolone's hand but rethinks it.

He looks into Provolone's vacant eyes.

DOC

I'm sorry.

DALTON

Yeah, sorry, man.

(looks around)

So who's gonna do it?

ELSA

I can do it. He will not feel --

OX

Like hell you will.

He retreats his weapon from the floor, accepts the responsibility.

DOC

You sure?

OX

Just...get out.

The six of them back out of the room.

SPIRAL STAIRCASE - LATER

Étienne descends the steps one at the time, his eyes peeled at the ever rounding corner.

The further down he goes, the more dust and debris cover the steps.

Finally, he reaches --

BASEMENT ENTRANCE - CONTINUOUS

Not really an entrance anymore, a big pile of rubble greets him.

Étienne shines his light around, spots several jagged line where the foundation has cracked.

He sees blood splatter on the walls and rubbles and directs his light to the ground and --

-- GASPS

Claude's nearly severed body lies beneath the debris, only his head, upper torso and arms visible.

Étienne drops his rifle and kneels next to his dead brother.

Claude's seared face, frozen in a ghastly pose, stare vacantly into the air.

The young Frenchman covers his mouth at the sight and fights back tears.

ETIENNE
(French/subtitled)
Oh, no.

He runs a hand through his brother's hair and closes his scorched eyelids.

ETIENNE
(French/subtitled)
Rest in peace.

CLAUDE'S EYES SNAP OPEN

Étienne jolts back. The flashlight flies across the floor, bouncing the light around.

Claude BARKS and bites at him. He claws at Étienne's boots and gets a hold of his laces.

He jerks Étienne's leg close to his mouth and bites down but Étienne kicks free just in time.

Claude twists his torso a full One-Eighty degrees. Bones pop, skin and muscles tear as he pulls himself free of the rubbles.

Étienne retrieves his rifle and staggers to his feet.

Claude digs his fingernails into the floor and claws after his brother, while trailing his crushed spine and torn pieces of flesh.

Scared shitless, Étienne backs up the steps. Claude pulls himself after him, his jaws snapping like crazy.

Étienne bumps a heel against a step and falls on his butt. Claude moves closer, almost within reach.

Étienne fumbles with his rifle just as Claude grabs his boot. His deformed mouth opens and --

ETIENNE
(French/subtitled)
Sorry, brother.

BLAM!

The round hits Claude in the forehead and rips his brain out of the back of his skull.

Claude slumps and rolls down the steps.

Étienne's face contorts in internal pain, emotionally winded.

SUB-BASEMENT - HIDEOUT - LATER

A few muffled THUMPS and THUDS from the mob outside still faintly audible.

DALTON
That shit's starting to get
annoying. Don't they have
somewhere they gotta be?

He sits against the wall and lights a cigarette.

DOC

stares at the door to the anteroom, submerged in thoughts. Elsa moves up behind him.

ELSA

Your friend, he seems...angry.

DOC

Ox? He lost a brother when the Japanese attacked Pearl. He figures Japs, Nazis...they're all scum.

ELSA

(with pride)

Not all Germans are Nazis.

DOC

Really? Was that what you were telling yourself when you started experimenting on the Jewish girls?

His words hit her like a slap in the face.

ELSA

I...

DOC

You might not have driven the knife yourself. Lady, but you're just as guilty as the ones who did.

HEINRICH

You have no right talking zo her like zat. You do not know waz it iz like.

DOC

What what's like?

ELSA

Living in constant fear. The S.S. and Gestapo, they have eyes and ears everywhere.

DOC

Please.

ELSA

You say the wrong thing to wrong person or shake your head when you should have nodded and then you disappear. Forever.

(swallows)

Like my father did.

DOC

At least he stood up for what's right.

(MORE)

DOC (CONT'D)

When Saint Peter asks you what
you've done to deserve to get into
Heaven, what are you gonna say?
I'm no Nazi, I only work for 'em?

ELSA

I will tell him that on this day, I
saved the life of four American
soldiers.

A pretty good comeback.

DOC

Yeah, well...

BLAM!

A shot rings out from the anteroom (O.S.).

DOC

Make that three.

BASEMENT ENTRANCE - CONTINUOUS

Étienne cocks his ears - the gunshot more a tremor than an
actually noise.

Curious, he gathers himself, steps over his brother's corpse,
listens - nothing.

Wait...

...something's there. A faint ruckus.

Étienne takes a deep breath, grabs a large rock from the
rubbles and tosses it aside. He grabs another. And another.

SUB-BASEMENT - HIDEOUT - CONTINUOUS

Ox exits the anteroom stone faced and shuts the door behind
him - though not before the others see the blood covered wall
inside.

DOC

You okay?

Ox doesn't reply. Instead he sits down, ejects the magazine
from his weapon and methodically pops new rounds into the
clip with an eerie determination.

Doc watches him, unsure what to make of his behavior.

Finished, Ox slams the magazine back into its slot and loads the weapon.

OX

So what's the plan? We still got a job to do, remember?

DALTON

Man, we don't even know if they're still alive.

OX

Then we better find out.

DALTON

You wanna go out there? Are you nuts?

OX

Orders are orders.

ELSA

Who are you looking for?

DOC

Two British officers were brought here last night. Ring a bell?

ELSA

(reluctantly)

Yes.

OX

Did you run your little test on them as well.

HEINRICH

We have not touched zem.

DOC

They're still alive?

ELSA

I don't know.

DOC

I need you to take us to 'em.

ELSA

(horrified)

I-I...

DOC

Lady, you're scared, I get it, but if you're looking for expiation, you're not gonna find it on this side of the door. So, please, get un-scared right now cos' we're leaving.

HEINRICH

I am not zure that would be in our bezt interezt.

Ox raises his weapon, not much but enough to underline the seriousness of his words.

OX

Trust me. It is.

BASEMENT - CORRIDOR - LATER

Étienne wriggles through a slim opening in the rubbles. He winces as pointy rocks scrape against his stomach and...

...the rubbles around him squeak. Wide-eyed, he holds his breath. A small rock rolls down from above.

More debris shifts above him. More creaks. A louder rumble.

Étienne frantically pulls himself through just as the whole thing comes down around him.

He coughs as the dust settles, gropes around on the floor, finds his flashlight, flips it on.

More blood and entrails cover this side of the entrance. A cracked German helmet gently rocks back and forth on the ground.

Étienne gets to his feet, moves forward. Stops.

WHERE'S HIS RIFLE?

He spins around, spots the tip of the barrel sticking out of the debris. He grabs it, yanks it. It doesn't budge.

ETIENNE

(French/subtitled)

Shit.

He spins around as an all too familiar clamor reaches him. The sound grows in strength - getting closer.

SUB-BASEMENT - HIDEOUT - CONTINUOUS

Dalton leans an ear against the wall. He hears the muffled sound of footsteps moving away.

DALTON
(puzzled)
They're leaving.

DOC
Then now's our chance.
(to Ox)
You ready?

OX
Take a wild guess.

DOC
(to Elsa)
You?

Elsa takes a deep breath.

ELSA
No.

She tries to smile - fails.

DALTON
What about The Brothers Kraut over there?

He nods at the two German soldiers.

Both of them look up, maybe they don't get the individual words but they know where the conversation is headed.

DOC
(to Uli)
You, you're an officer and by definition a gentleman, you really gonna let a woman go out there without maximum protection?

The Lieutenant swallows - and looks down, ashamed. He's not going anywhere.

DOC
Figures.

Patrick warily gets to his feet and grabs his KARABINER 98K bolt action rifle.

He looks at Elsa, unsaid words pass between them. Dalton sees it.

DALTON
Cute.

PATRICK
(thick accent)
I will come.

DOC
That's the spirit. What's you're name?

PATRICK
Patrick.

DOC
Alright, here's how we're doing it.
Ox' gonna take point --
(to Elsa)
-- you shout out directions,
alright?

ELSA
Okay.

DOC
Stay beside me. Dalton and Patrick
will cover our backs.
(looks around)
We set?

OX
Let's do this.

They gather at the door. Elsa slowly presses down a lever and the door unlocks with a soft POP.

DALTON
Hey, Jerry.

PATRICK
It's Patrick.

DALTON
Whatever. Remember, we're the good
guys, alright?
(over-accentuates)
Gooooood guuuuuuys. Got that?

ELSA
He understands.

OX
He better.

Doc turns to Heinrich.

DOC
If we need to double back here for
some reason, don't let me knock
twice.

Heinrich doesn't reply.

DOC
Let's go.

They pry the wall open and slips outside. Heinrich closes it
behind them.

SUB-BASEMENT - CORRIDOR - CONTINUOUS

Ox leads them down the corridor, his trusted B.A.R. ready as
always. They reach an intersection.

ELSA
Left.

They turn left, eyes peeled, ears cocked. The dark corridor
fades into --

BASEMENT - CORRIDOR - CONTINUOUS

-- a similar corridor. Étienne sneaks along the wall, his
breathing a cautious stutter.

He nears a T-section and --

-- slips.

He regains his footing, shines his light at the ground. He
stands in a large pool of blood.

Étienne carefully steps out of the pool, shakes his foot,
squirms.

DRIP

A drop of blood lands in the pool. And another.

Étienne tilts his light upwards. The beam glides across the
overhead pipes - all covered in blood.

He squints, leans closer and --

SPLASH

-- bloody intestines drop down and sloshes across his face.

Freaked out, Étienne yelps. His arms flail about, thrashing at the dangling entrails.

A HISS

gusts its way towards him. He spins around, his face smeared with blood.

The sound bounces off the walls. Whether it's coming from the left or right is impossible to say.

THUMPING FOOTSTEPS - lots of 'em, getting closer.

Étienne takes off and sprints down the corridor. He spots a barred door that leads to --

CELL AREA - CONTINUOUS

-- and runs through the opening.

Barred cell doors line the walls. Étienne flicks off his light and throws himself inside one of the cells as --

WHOOSH

-- a mob of nearly a dozen Undead Nazis storm past the opening to the cell area.

All except A NURSE. She stops.

Her oddly tilted head sticks out of her blood spattered uniform.

She stares into the cell area with violent intent buried in her bleeding eyes.

Air whistles through a torn hole in her left cheek. Her shredded lips drip blood and saliva.

CELL - CONTINUOUS

Étienne scoots underneath an uncomfortable looking metal cot, the cell's sole furniture, and pulls a moth eaten mattress on top of him.

CELL AREA - CONTINUOUS

The Nurse steps inside the cell area, lets out a rasping growl as she takes a soggy step closer to a nearby cell.

Behind the bars, Étienne peeps around the edge of the mattress and sees the tip of the Nurse's shoes.

The Nurse stops. Her sprained eyes dart back and forth as she sniffs the air.

And then...

...she jerks around and storms back towards the opening.

CELL - CONTINUOUS

Étienne breaths a sigh of relief. He kicks the mattress off of him, rolls out from under the cot and gets to his feet.

He freezes.

THE NURSE STANDS ON THE OTHER SIDE OF THE BARS

She stares at him, hisses, shoves the cell door open and attacks.

The Nurse rams into him, like she's the bull and he's the red cloth.

Étienne goes down but not without a fight. They slide across the coarse floor, roll around, tumble.

She snaps at him continuously like a rabid dog, her teeth drawn to his flesh.

Étienne grabs her hair and pulls her head back but her nails still scratch his arms and chest.

The Nurse yanks her head forward, leaving Étienne only with a useless handful of hair.

She bites down. Étienne rolls to his right and kicks her hard in the chest.

The Nurse stumbles back, giving the Frenchman just enough time to regain his footing.

She charges again. Étienne throws a left hook that breaks her jaw with a loud SNAP.

He grabs her throat, sweeps her legs and smashes the back of her head against the cot.

The Nurse squeals and spasms. Étienne seizes the opportunity and bolts for the door.

HER HAND

catches his foot and sends him flailing across the floor.

The Nurse's nails dig into his legs. He YELPS. She claws herself closer.

He kicks her in the face. Her head snaps back. He kicks her again but she keeps coming.

Étienne retreats towards the cell door, the Nurse still lodged onto his leg.

He reaches the door, grabs its sides and pulls himself through.

The Nurse chumps down but he rolls away just in time. He jumps to his feet and barrels through --

CELL AREA - CONTINUOUS

Étienne looks over his shoulder. Behind him, the Nurse gets to her feet and takes up pursuit while GROWLING.

Étienne storms past cell openings, some empty, some filled with all sort of junk.

The Nurse gains on him, her feet pounding the rocky floor like drumsticks.

The cell area end in a left turn. Étienne takes it and --

WHAM!

-- runs face first into a closed cell door.

He spins around, his face sweaty.

THE NURSE

throws herself at him, clawing and howling. She hits him hard, the back of his head slams against the bars.

Groggy, he sags to the floor, his vision blurry. The Nurse towers over him, ready for the kill when --

TWACK!

She stops dead in her tracks. Blood trickles down her forehead.

Étienne looks up.

A homemade hammer protrudes from behind the bars, its tip buried in the Nurse's skull.

The hammer retracts and the Nurse hits the floor like the dead slab of meat that she is.

A smiling face appear behind the bars as Lt. **SHAUN O'MALLEY** (20s) peers down at Étienne.

O'MALLEY
Oi, almost lost yer ol' nob there,
ay mate?

SPIRAL STAIRCASE - CONTINUOUS

Doc's team moves up the steps with Ox on point. The big man stops at the entrance to the basement and checks the corners.

ELSA
Go right.

They head out into --

BASEMENT - CORRIDOR - CONTINUOUS

-- and as quietly as possible, make their way further into the darkness.

Patrick keeps a close eye on the ominous surroundings. His movements jerky, scared.

Dalton places a hand on his shoulder, the young German almost squeezes the trigger.

DALTON
Easy. I got your back.

Patrick swallows, nods.

Ox reaches a four-way junction.

ELSA
Turn left.

OX
No can do, lady.

Doc moves up to the corner.

DOC
What's happening?

Ox shines his gun light around the corner. Rubbles block the corridor halfway down.

DOC
Dammit. Is there a way around?

ELSA
Yes, go straight.

They pile down the corridor and reach another four-way section when --

-- Ox holds up clenched fist.

The soldiers freeze. Doc pushes Elsa against the wall and holds a finger across his lips.

And then they hear it. A slurping sound.

Ox carefully tilts his head around the corner and sees --

TWO NAZIS MUNCHING ON A CORPSE

The Nazis spin around like rabbits caught in headlights, pieces of meat dangle from their jaws

Ox brings up his weapon, the Nazis HISS and stampede towards him.

OX
Go!

He opens fire.

Doc grabs Elsa and the rest of them storm down the corridor.

Ox pumps round after round into the attackers, blood explodes from their already dead bodies.

But he misses the heads. They keep coming.

Ox backs away firing. One round finally blows one of the Nazi's skull apart but the other one is right on top of him.

They clash, Ox using his superior strength to hold off the attacker.

He melees the Undead, slamming the butt of his rifle into the face of the Nazi.

The Undead, however, takes it without missing a beat. He lashes out at Ox, scrapes his nails across his face.

Ox howls out in pain.

DALTON

screeches to a halt at the sound of Ox' scream. He leaves the others and runs back.

OX

pissed off, wraps his hands around the Nazi's throat, wrestles him to the ground and squeezes like there's no tomorrow.

The Nazi thrashes about wildly in his grip, biting and clawing.

A POP

as his spine snaps.

OX

DIE YOU PIECE OF SHIT!

He rams the Nazi's skull into the ground. Again and again until the cranium splits open with a nauseating wet CRUNCH.

Blood and brain matter sputter across the floor and the Undead finally goes limp.

Ox raises his arms and lets out a triumphant yell.

AN UNDEAD

jumps him from behind and bites down on his neck. The teeth sink into the flesh, Ox screams out in pain.

The big man reaches around and grabs a hold of the Undead. He pulls him off as the teeth gnaw off a chunk of his flesh.

Blood jets from the wound. Ox yells out in pure rage and bites down on the Undead's jugular.

OX

IS THAT WHAT YOU WANT?!

He tears a lump of rotting flesh from the Undead's throat with his teeth.

OX
IS IT?!

Completely out of control, he chumps down again, tearing the Undead apart.

Just then, Dalton rounds the corner and --
-- backpedals at the sight of the carnage.

DALTON
Holy shit! Ox, what the hell?

The big man throws his head back, whipping blood and flesh with it.

Ox let's out a deranged cackle.

OX
I love this, man.

GROWL

Dalton stares past Ox and sees a mob of Undead Nazis charging towards them. Ox sees them too...and he welcomes the sight.

OX
Go.

DALTON
Ox?

OX
GETOUTTAHERE!

The big man gets to his feet and faces the oncoming mob. He spreads out his arms in a challenge.

OX
COME ON!

Dalton takes off as Ox charges towards the mob.

CELL AREA - CONTINUOUS

Étienne aims his rifle at the lock to O'Malley's cell. A reverberating shot rings out.

O'Malley kicks the door hard from the inside. It SLAMS open.

O'MALLEY
Cheers, mate.

He steps out, hammer in hand. The hammer is two pieces of rusted steel crudely tied together with a rag.

O'MALLEY
So where these Yanks at?

ETIENNE
Yanks?

O'MALLEY
The Americans yer told me about.

DOC (O.S.)
Right here.

They look up as Doc, Elsa and Patrick enter the area.

O'MALLEY
(spots Patrick)
Bloody hell.

He brings up the hammer. Doc steps in front of him.

DOC
Back off. He's okay.

O'MALLEY
Yeah?

DOC
Yeah.
(to Étienne)
Where's your brother?

Étienne looks away. Doc gets it.

DOC
Jeez, I'm sorry, man.

He looks into the empty cell behind O'Malley.

DOC
Ain't there supposed to be two of you?

O'MALLEY
I don't know where Gary is, they split us up.

DOC
Gary? Lieutenant Coburn?

O'MALLEY
That's right, mate. We have to
find him.

ETIENNE
But --

DOC
Yeah? How you gonna do that?

O'MALLEY
You're gonna help me.

ETIENNE
Excuse me --

DOC
Is that an order?

O'MALLEY
Technically, I outrank yer arse,
Yankee Doodle.

DOC
Technically, I don't give a
shit...Limey

ETIENNE
Listen!

The Frenchman's outburst startles them to silence.

ETIENNE
We cannot get out. The entrance, it
is...how do you say...destroyed.

DOC
What?

DALTON (O.S.)
He's right.

Dalton stumbles into the cell area, catches his breath.

DALTON
The whole thing's caved in.

DOC
Where the hell where you? And
where's Ox?

Dalton shakes his head.

DOC

Fuck.

O'MALLEY

So we blow our way out, no problem.

DOC

Yeah, of course we do, you know, if we had some, idunno, dynamite?

O'MALLEY

Oi, don't need no dynamite to make a bomb, mate.

PATRICK

There is...

(turns to Elsa)

...Wie sagt man das, Lagerung?

ELSA

Patrick says there is a storage.

(to Patrick)

Wo?

PATRICK

Am anderen Ende.

ELSA

At the --

DOC

Other end.

DALTON

Yeah, God forbid it should be just around the corner.

ELSA

There might be weapons there.

DOC

Alright, Dalton, take Patrick and Étienne and go find this place. We're gonna look for Coburn.

O'MALLEY

If yer come across any flour, grab it.

DALTON

What are you gonna do, bake a bread?

O'MALLEY
Just grab it, mate.

DOC
Remember, we're not exactly at the top of the food chain around here, so watch your asses. We meet back here in twenty minutes.

SUB-BASEMENT - HIDEOUT - CONTINUOUS

Heinrich paces back and forth, his hands folded behind his back.

Uli stands at the wall, listening for any sounds.

ULI
(German/subtitled)
It's very quiet. Maybe we should have gone with them.

HEINRICH
(German/subtitled)
And betray Der Führer like Elsa and Patrick did? No. Never.

He pulls a out a pocket watch, checks the time.

HEINRICH
(German/subtitled)
Help is coming. Soon. The S.S. will...

Heinrich stops, ponders his own words. A realization dawns on him.

ULI
(German/subtitled)
What is it?

HEINRICH
(German/subtitled)
If the S.S. finds out that we let the Americans and the British escape, they will not look too kindly on us.

Uli goes pale, fearstricken. This is really bad news.

ULI
(German/subtitled)
But we...they...

Heinrich shakes his head.

HEINRICH
(German/subtitled)
We must stop them.

BASEMENT - CORRIDOR - LATER

Dalton crouches near a corner and waves Patrick and Étienne forward.

DALTON
Where to, Jerry?

PATRICK
Over there.

He points to a door further up the corridor.

DALTON
Let's go.

Dalton rounds the corner and sprints to the door with Patrick and Étienne right behind him.

He reaches the thick wooden door, grabs the handle and is surprised to find the door unlocked.

DALTON
Cover me.

Étienne readies himself.

Dalton gives the door a nudge and swings it open. He shines his gun light around and disappears inside.

STORAGE - CONTINUOUS

Patrick stands guard at the door as Dalton and Étienne search around.

A decent sized enclosure, sporting rows of tall metal closets, cupboards and cabinets.

But someone's already been here.

Smashed jars lay scattered about among knocked over canned goods and what not.

Dalton opens the door to a cabinet. Milk drips from a broken bottle and spills over the shelves.

ETIENNE

What about this?

He points at a one-gallon JERRYCAN marked with the word:
"PETROLEUM".

DALTON

Yeah, get that one. And see if you
can't find that flour he was
babbling about.

Dalton moves further into the room, passing large cabinets.

A SCUTTling NOISE

stops him in his tracks. He leans against the side of a
cabinet, readies his weapon.

The noise moves closer.

Dalton holds his breath, takes aim and swings around the
corner.

Nothing.

He sneaks down the aisle, reaches a new corner. The noise
almost on top of him.

Something scrapes the floor around the corner. A faint PEEP
follows it.

Dalton backs away from the corner and braces himself just
as --

A BIG FAT RAT

scuttles rounds the corner.

Dalton breaths a sigh of relief, almost chuckles but then he
spots what the rodent is holding in its mouth.

A GNAWED OFF HUMAN FINGER

Dalton recoils, backs against the cabinet.

TAP

A drop of blood hits his shoulder. He dares a peek upwards.

An Undead Nazi HISSSES from the top of the cabinet and jumps
him.

Dalton squeezes off two rounds in quick concession but both shots miss.

Étienne spins around and runs to Dalton's aid. He finds the two men entangled in a brawl.

The Undead SNARLS a bite after Dalton. The American rolls away and the teeth sink harmlessly into his lapel.

Étienne kicks the Undead in the side off his head, knocking him off Dalton.

PATRICK

stands in the doorway. He jolts as another shot lights up the storage like a bolt of lightning, the action obscured by the rows of cabinets.

Not paying any attention to the corridor outside, he doesn't see the eyes that watch him.

DALTON

scuttles across the floor, away from the Undead, and pulls himself to his feet.

The Undead fixates on Étienne. Unarmed and exposed, the Frenchman backs up.

The Nazi charges. Étienne runs. Dalton shoots again and hits the Undead in the back of its knee.

It squeals, tumbles to the ground, gets back up.

BLAM! BLAM!

Two more shots in its back drops it - but not for long. It rises, spins around, goes for Dalton.

BAM! PING!

The Garand's en bloc clip flings from the rifle, depleted.

Dalton goes for his sidearm but the Nazi jumps at him before he can reach it.

Dalton throws himself backwards and narrowly escapes a set of jaws aimed at his throat.

He rolls around, lands on his feet, pulls his .45 Caliber M1911 from his hip and opens fire.

The Nazi takes the shots in stride and barrels down on Dalton.

The American empties the clip, does a quick about-face and runs down the aisle with the Undead in tow.

He rounds the corner and...

...trips over a corpse. Dalton flies through the air and skids across the floor.

The Undead runs at him when --

SPLASH

-- a murky liquid douses it.

ÉTIENNE

flings a lit match at the soaked Nazi. The match hits him and --

WHOOF!

-- flames engulf him. The Nazi SQUEALS and tumbles around like a human torch. He thrashes into the cabinets, setting them ablaze.

Finally, the Undead slumps and dies.

Étienne puts down the Jerrycan and helps Dalton to his feet.

DALTON

Thanks.

(re: Jerrycan)

Good thinking, Frenchy.

While Étienne tries to put out the fire, Dalton reloads his M1911 and turns to the corpse he tripped over.

To call it a corpse might be overstating it, it's more a head and a torso with no arms.

The neck has been ripped open, exposing the spine. The lower jaw dangles on thin threads of flesh under a gnawed through cheek.

Bowels and intestines make up the lower part of the body, no sign of the legs, only an exposed pelvis bone and a shattered femur.

This has been somebody's royal feast.

DALTON
(cringes)
Damn.

And then he spots the ragged remains of the uniform. Not the typical grey and black German colors, no Swastika, no Iron Cross.

Dalton leans in for a closer inspection.

This is a dark tanned British uniform. Dalton reaches down and grabs a bloody set of dog tags.

He yanks the chain off the corpse and reads the identifier.

DALTON
G. Coburn. Looks like we found
him.

THE CORPSE'S EYES SNAP OPEN

Dalton jolts back.

DALTON
Fuck!

The corpse, that was once Gary Coburn, snaps pathetically at Dalton with its useless jaws.

Dalton panics and empties the entire clip into the corpse, blowing its brains out.

DALTON
And stay dead.

PATRICK

waits impatiently at the door. His eyes dart from the darkness of the corridor to the flame lit interior of the Storage.

PATRICK
Is...you okay?

Movement in the corridor outside catches his attention.

He squints at the darkness, sees someone moving.

RA-TA-TA-TA-TA!

Bullets chips the door frame around him. He ducks, hurls himself inside and jerks the door closed.

Dalton and Étienne run up just in time to hear the door LOCK from the outside.

Patrick grabs the handle and tries to open the door but it won't budge.

Behind them, the fire spreads.

CORRIDOR - CONTINUOUS

Doc leads Elsa and O'Malley through the passage, his gun light sweeping back and forth.

O'MALLEY
Did ya hear that?

DOC
I heard it.

O'MALLEY
That was an M.P. 40.

DOC
I know what an M.P. 40 sounds like, bud.

O'MALLEY
Just saying, mate. Yer friend, Fritz --

ELSA
Patrick.

O'MALLEY
Yeah, Patrick, he wasn't packing one of those.

They sneak closer to an opening.

O'MALLEY
Someone else is down here.

Doc leans around the corner and shines his light inside a small featureless alcove. Nothing.

He moves to the nearest corner, makes sure Elsa is right behind him.

O'MALLEY
Oi, yer hearing me, Sherman?

DOC

Yeah, I hear you. We'll cross that bridge when we get to it.

O'MALLEY

Yeah, I guess that's the Yank way, huh? Let Europe deal with Hitler alone, not our problem. But then you get a few bombs dropped on yer arse and all of a sudden yer wanna play cowboys an' Indians.

Doc jaw muscles tighten.

DOC

Oh, that better be some useful information you've got in that Limey brain of yours or --

O'MALLEY

(gets in his face)
Or what, mate?

Doc fumes, his nostrils twitch. O'Malley meets his stare without flinching. Bad ass.

Doc shakes his head, backs down.

O'MALLEY

All mouth and no trousers, ey?

DOC

I don't even know what the fuck that means. Now shut up and watch our backs.

He sneaks around the corner and freezes as his light falls on a pair of legs that sticks out of an opening.

Doc motions for the other to be quiet and slowly moves closer with his Thompson ready to fire.

As he semi-circles around the opening, his light moves up along the legs, reaching the waist and...

...a shitload of gory entrails. The upper half of the body has been torn off.

DOC

Yummy.

Doc motions to move on but O'Malley stops him.

O'MALLEY

Hold on.

He bends down and inspects the pants - dark tanned, like the uniform on the corpse Dalton found.

O'Malley grabs the left trouser leg and rolls it up. He stares down a bloody spot on the calf, wipes the blood away.

A tattoo depicting a sword with wings and the words "WHO DARES, WINS" beneath it, stares back at him.

O'MALLEY

That's Gary.

DOC

You sure?

He grits his teeth and drops the leg, too much a man to actually show his real emotions.

O'MALLEY

Very sure.

A short but uncomfortable moment silence ensues.

DOC

So, um...

ELSA

I'm sorry about your friend.

O'MALLEY

Yeah. Thanks. I guess.

DOC

We should get back, meet up with the others.

O'Malley gives Lieutenant Coburn's remains a final look and heads off.

STORAGE - CONTINUOUS

Étienne douses milk on the flames which licks the ceiling, follows it up with canned tomatoes.

Meanwhile, Dalton and Patrick kick and shoulder the solid wooden door.

But to no avail.

Patrick shoots his Karabiner 98K at the lock-area, reloads, fires again. Dalton follows up with a salvo from his M1911.

They only get a few chips of splintered wood in return, no discernible damage to the lock.

Dalton coughs, waves away black smoke.

DALTON
My kingdom for a hand grenade.

CORRIDOR - CONTINUOUS

Doc leads Elsa by the hand with O'Malley making up the rear. A few muffled GUNSHOTS echo through the passage.

Doc stops.

DOC
That was no M.P. 40.

O'MALLEY
Yer right.

DOC
That was a Browning M1911, U.S. issue forty five calibre, semi-automatic handgun.

O'MALLEY
(dryly)
Bravo.

ELSA
Your friend?

DOC
(nods)
Dalton.

Another SHOT.

Doc looks around, the echo bounces off the walls.

ELSA
I think it came from down there.

She points at a passage up on the left.

DOC
Let's go.

He takes off, spins around the corner and

RA-TA-TA-TA-TA!

as an M.P. 40 lights up the corridor. Bullets shoot past them, one hits Doc in the thigh.

He goes down squealing.

O'Malley throws himself across the floor, glides to a stop next to Doc.

He grabs the Thompson off the floor and returns fire with controlled bursts.

Doc writhes in pain as O'Malley grabs him by the collar and drags him back around the corner where Elsa goes to work.

She applies pressure to the wound with her hand as O'Malley leans around the corner and lets the weapon rip.

ULI

crouched, returns fire at O'Malley, shreds the wall around him, chipping the rocks.

Heinrich ducks down behind Uli, grabs a Luger from the Lieutenant's hip sheath.

O'MALLEY

shows why he's in the Special Forces and not just a regular Grunt.

He takes the fight to Uli, slides across the floor and delivers an accurate salvo.

ULI

screams out in pain as bullets hit him in the leg, arm and chest.

Heinrich shrieks back and retreats into the darkness behind him.

O'MALLEY

not wasting any ammo, sprints towards the wounded Uli, slams the butt of the Thompson into his head...

...wraps the shoulder strap around his neck and yanks it hard and the neck goes...

SNAP-CRUNCH

O'Malley doubles back to Doc and Elsa. The Nurse wraps a torn piece of her uniform around Doc's thigh wound and tightens it hard.

Doc yelps.

DOC
Dammit, that hurts.

O'Malley grabs Doc's arm and pinches it really hard.

Doc screams out in pain.

DOC
What the fuck, man?!

O'MALLEY
Still feel the pain in yer leg?

Doc shoots O'Malley a puzzled look - then it dawns on him.

DOC
No.

O'MALLEY
(winks)
There yer go, mate. Keep at it.

He gathers his homemade hammer from the floor, sticks it in his belt and expertly checks the Thompson's ammo status.

He then spins around and heads for the corner.

DOC
Where you going?

O'MALLEY
One got away. Time to light his arse up.

STORAGE - CONTINUOUS

With pieces of clothes wrapped around their mouths and noses, the three men crawl across the floor in the smoke filled room.

The air shimmers from the heat of the flames as Dalton sags to his butt, coughing.

Patrick crawls close, points to the cabinet closest to the door.

DALTON
What?

PATRICK
We...must...try...push.

DALTON
You wanna...touch my tush?

PATRICK
(gestures with his hands)
Push. Push.

ETIENNE
I think he wants us to push it.

Dalton looks at the cabinet, quickly measures its height relative to the distance to the door. Doable.

DALTON
That just might work, Jerry.

PATRICK
My name is --

DALTON
I know.

They crawl across the floor to the cabinet and lean their backs against it.

Digging their heel in, they shove it with all of their combined strength.

The cabinet MOANS and wobbles a bit. They shove harder, sweating and panting.

The cabinet tilts slightly and...

...bounces back in place.

The three men gasp for air.

CORRIDOR - CONTINUOUS

Heinrich runs down the corridor, throwing scared glances over his shoulder.

The darkness folds itself around him like a blanket as he stumbles blindly through the maze of interconnected passage ways.

FOOTSTEPS

gains on him from somewhere.

He spins around, fires the Luger in all directions. The flashes from the muzzle light up the corridor briefly.

Bloody teeth glisten in the flare-up, black eyes locked on him.

Heinrich screams and runs down the corridor with all the strength he can muster.

Two Undead Nazis charge after him when suddenly a flashlight illuminates them from behind.

Cast in silhouette, the Undeads spin around and HISS.

O'MALLEY

takes aim and puts the two Nazis down with well placed headshots.

HEINRICH

spots O'Malley further down the corridor, fires his Luger but his shots are not even close.

He takes a corner at high speed and bounces against the wall - hard.

Heinrich careens sideways, trips and falls across the floor.

He staggers to his feet, gropes around for the Luger, finds it.

STORAGE - CONTINUOUS

Dalton pulls the cloth away from his face and desperately gasps for air, his face red.

The cabinet still stands against their backs.

Étienne's head bobs against his chest, he's barely conscious.

DALTON

Come on!

He empties his lungs in a desperate final attempt and presses as hard as possible against the cabinet.

The cabinet lurches forward, slowly, slowly...

CORRIDOR - CONTINUOUS

O'Malley comes around the corner and aims his weapon at Heinrich. And pulls the trigger.

CLICK

Heinrich smiles victoriously and raises the Luger, points it O'Malley's chest.

HEINRICH

Dummkopf.

His finger tightens around the trigger when --

CRASH!

-- the door to his right smashes open as the cabinet finally tips over.

Heinrich twists his neck just as the flames inside the storage gather new strength from the sudden rush of oxygen...

...and shoot through the door in an explosive of roar of a BACKDRAFT.

The blast slams Heinrich against the wall like a boneless carcass and covers him in flames.

O'Malley hits the deck and ducks below the fire. Heinrich doesn't even twitch as the flames eat into him, he was dead the moment he hit the wall.

The backdraft quickly subsides - like it never happened.

Coughing, coming from inside the Storage, jerks O'Malley to his feet.

He jumps across the fallen cabinet and enters --

STORAGE - CONTINUOUS

O'Malley plows through the thick smoke, eyes the three guys on the ground.

He slaps Dalton back into consciousness, moves to the two other men.

DALTON

(groggy)

We alive?

O'MALLEY

Aye, mate.

He grabs the Jerrycan and a can of flour off a rack.

DALTON

What's with you and the flour, man?

O'MALLEY

Oh, yer'll love it. Trust me.

He bundles it in his jacket, rolls it up and ties the makeshift backpack around his back.

Dalton helps Patrick and Étienne to their feet and together, the four of them head for the door.

CORRIDOR - CONTINUOUS

Elsa tightens Doc's tourniquet, much to the soldier's discomfort.

ELSA

Sorry, but you are losing too much blood.

Doc, pale as a sheet, tries to stand, wobbles and reaches for support. Elsa grabs him.

ELSA

You should rest.

DOC

We have to get outta here. It's not safe.

He hobbles forward, using Elsa's shoulder as a crutch.

They manage a few yards before Doc succumbs to the pain and slides to the floor.

DOC

Dammit.

ELSA

Your friends, they will be back soon.

She stares longingly at the dark corridor, her thoughts somewhere else. Doc sees it.

DOC
Don't worry. Patrick'll be fine,
Dalton's with him.

Elsa nods, not convinced. She brings a hand to her quivering lips, fights back the tears.

ELSA
You were right.

DOC
Huh?

ELSA
When you said I should have stood
up against them, protected the
girls.

DOC
(nods solemnly)
Yeah, you should. Sometimes you've
gotta do what's right no matter the
consequences.

ELSA
I will.

She wipes away a tear on her right cheek.

DOC
You're doing it right now.

She offers him a weak smile.

Doc contemplates for a few second.

DOC
Elsa. You and Patrick, if we make
it out of here alive then run. You
follow?

She doesn't.

DOC
Leave France. Leave Germany. A
storm is coming. Do you understand
what I'm saying?

This time she does.

ELSA
Thank you.

BLAM! (O.S.)

The gunshot startles them. Heavy FOOTSTEPS close in on them.

Doc reaches for his sidearm, cocks the hammer.

DOC
Go. I'll keep 'em off you as long
as possible.

Elsa reluctantly backs away.

Doc aims his gun at the nearest corner.

DALTON (O.S.)
Doc?!

Doc lights up.

DOC
Here! Down here!

Dalton, Etienne, Patrick and O'Malley burst around the corner.

Elsa throws herself around Patrick's neck.

DALTON
Save that shit for later, we've got
company.

O'Malley helps Étienne scoop up Doc on his shoulders while Dalton fires his handgun around the corner. The Frenchman boggles under the extra wait but sucks it up.

O'MALLEY
The exit, bloody move.

Patrick and Elsa lead Étienne (carrying Doc) down the corridor.

Side by side, Dalton and O'Malley team up to face

THE FOUR UNDEAD NAZI

who sprint around the corner.

Dalton opens fire, blows the brains out of one of them, who goes down in a shower of his own blood.

O'Malley slides across the floor and takes away the legs of one of the attackers.

The Nazi hits the floor face first. O'Malley swings his hammer, crushes the Nazi's skull.

He shoots to his feet and uppercuts the third attacker with the hammer. The Undead's head snaps back and Dalton pops a round into his skull.

DALTON
Reloading!

He pops out the clip and goes for a new one as the last Undead SNARLS and throws himself at him.

In a swift and fluid move, O'Malley grabs Dalton's bayonet from his belt and drives it up through the Nazi chin, all the way through the brain.

Dalton slams a new magazine just as the Nazi drops dead at his feet.

O'Malley hands him back the bayonet.

DALTON
Okay, you've got skills. Big deal.

O'MALLEY
(shrugs)
I get by.

ÉTIENNE

pushes ahead with Doc bobbing up and down on his back.

Patrick takes point, checking corners and alcoves. He waves the others forward.

DOC
Are we there yet?

PATRICK
Almost, we only --

WHAM!

A massive figure tackles him from the right. Both of them skid across the floor.

Elsa screams.

Étienne rams into her from behind and the three of them tumbles around - the bruising way.

Doc snaps around, sees the attacker.

OX

his face contorted in a venomous SNARL, rips into Patrick with sickening brutality.

He grabs the young German by the ears and tears both of them off.

Blood jets from the open holes in Patrick's head, while he writhes in pain, screaming his lungs out.

Ox bites down on his nose, his cheek, his mouth, his eyes, his throat.

Blood burst from the cacophony of gore that was once Patrick's face.

Elsa cries out - a lot louder this time.

BLAM! BLAM!

Doc fires into Ox' back. The big man HOWLS, twirls around and hurls himself at Doc.

Doc blocks the attack, lodging his elbow against Ox' throat. The big man HISSES, blood ooze from his snapping jaws.

Étienne slams his flashlight against the back of Ox' head, but that only pisses him off even more.

Ox lashes out at Étienne, delivers a blow to his leg.

Doc's free hand fumbles around for his gun, finds it, brings it around.

Ox presses his face closer to Doc's, his teeth millimeters from throat. Almost there.

Doc presses the gun against Ox' gut and pulls the trigger.

Ox' SQUEALS, giving Doc just enough time to land a haymaker to his jaw.

The two of them roll across the floor, barge into Étienne and Elsa and take them down as well.

Four people tumble about, hands claw out, jaws snap, legs kick, heads jerk back, knuckles scrape against the ground and...

...teeth sink into flesh, someone yelps.

Ox grabs at Elsa but Étienne catches his arm and slams it against the ground.

Doc latches on to the other arm, whips out his bayonet and rams the tip through Ox' hand, pinning it to the ground.

Ox HISSES, struggles against the blade. Doc jams his gun firmly into Ox' temple.

DOC

Ox! Ox!

He stares into the black orbs that was once Ox' eyes. His friend's not there anymore.

Ox' pinned down hand jerks forward, the blade cuts a straight line trough the palm and exits between two fingers.

He grabs the back Doc's neck and squeezes hard. Doc withstands the pain, determined.

DOC

Call me old fashioned, buddy, but I think the dead...

(cocks the hammer)

...should stay dead.

BLAM!

Ox's head explodes and the fight is over.

Doc sinks back, exhausted, he grabs his thigh wound, squirms.

Elsa stumbles against the wall, sobbing hysterically.

She doesn't see

PATRICK

as he rises behind her. The flesh hangs off his face, pink and bloody.

His destroyed lips curl back, exposing the teeth. He locks a pair of dead eyes on Elsa and GROWLS.

Elsa spins around, gasps at the horrific sight. Patrick lurches forward and --

BLAM!

-- his brain turns into airbrush paint as Dalton puts one between his eyes.

The three men helps Doc to his feet. Dalton looks down at Ox' corpse.

DALTON
 (solemnly)
 Goddammit, Ox.

O'MALLEY
 Let's move.

DOC
 Elsa, where to?

She raises a shivering hand and points to the right without taking her eyes off Patrick.

The four men take off. Elsa wipes away tears from her face, gives Patrick one final look and heads after them.

BASEMENT ENTRANCE - MOMENTS LATER

O'Malley reaches the blocked passage first. He quickly checks it out, nods - doable.

The others arrive in time to see O'Malley unpacking the makeshift backpack.

He places the Jerrycan and the flour on the floor, looks up.

O'MALLEY
 Anybody got a light?

Dalton flings him his ZIPPO.

O'MALLEY
 And yer shank.

DALTON
 My what?

O'MALLEY
 Yer bayonet, for fuck's sake.

Dalton gives it to him.

O'MALLEY
 I need a couple of bullets too.

Dalton sighs, digs out two .45 slugs and hands them to him.

DALTON
 Want my shorts too?

O'MALLEY
 No, mate.

O'Malley stabs a small hole the flour containers top, screws the lid off the kerosene.

He stops, looks back over his shoulder.

O'MALLEY
You might want to find some cover
now.

Dalton and Étienne pick up Doc and helps him into the safety of a nearby --

ALCOVE

Elsa takes a look at Doc's wound, reaches out for the tourniquet. He stops her.

DOC
Don't.

Dalton peeks around the corner, observes O'Malley as he splashes kerosene in a circle around the can of flour.

DALTON
Man, he really is gonna bake a
bread.

Doc pops the magazine out of his handgun - one bullet left.

DOC
(to Étienne)
How far is it to the boat?

ETIENNE
Not far. Four, five kilometers.

Doc checks his watch.

DOC
Sun'll be up pretty soon.

EXT. PRISON FACILITY - DAWN

The sun creeps over the flat landscape, spilling faint rays across the village.

Something moves on the horizon. Something noisy.

EXT. ROAD - CONTINUOUS

A Nazi KUBELWAGEN jeep leads an OPEL BLITZ military truck down the road, both heading towards the prison facility.

INT. PRISON FACILITY - BASEMENT ENTRANCE - CONTINUOUS

Using the bayonet, O'Malley slides off the projectiles and empties the gunpowder from the casings into the small hole he carved in the flour container.

Done, he grabs the Jerrycan and drags a line of kerosene all the way back to the --

ALCOVE

He puts the can down and ignites the Zippo.

DALTON

This is gonna do what exactly?

O'Malley makes an explosion with his hand.

O'MALLEY

Kaboom.

DALTON

Right. Sure it will.

O'Malley kneels, moves the lighter closer to the line of kerosene.

O'MALLEY

Cover yer ears.

WHOOMPF

The kerosene ignites.

FLAMES

shoots across the floor in a straight line towards the rubbles and the can of flour.

The fire darts up over the debris, along the side of the container until it reaches the gunpowder and --

FWIISSSHH

-- the gunpowder ignites in a bright flame. It quickly eats its way into the container and...

Nothing.

O'MALLEY

gives the others a curious and somewhat embarrassed look.

DALTON

Wow. That explosion must've turned me deaf cos' I didn't even hear it.

O'MALLEY

(peeks around the corner)
I don't understand.

DALTON

What's not to understand? Flour ain't flammable, you bozo.

O'MALLEY

I know, but it's --

DOC

Combustible.

DALTON

Com-what?

KAAABOOOOOOOM!

The flour ignites in a DEAFENING thermobaric explosion. A wave of tiny flour particles shoot into the air and blows up.

The explosion creates an instant vacuum and literally sucks the rubbles out of the opening.

Debris shoots across the floor, all the way past the --

ALCOVE

Dalton steadies himself against the wall and blinks repeatedly.

O'MALLEY

Okay, it's clear. Let's go.

DALTON

(holds a hand behind his ear)
What?!

They help Doc to his feet and head for the staircase.

EXT. PRISON FACILITY - CONTINUOUS

The vehicles pull to a stop and Nazi soldiers dismount. A STERN NAZI (40s) barks a rapid fire of orders at his men.

INT. PRISON FACILITY - GROUND FLOOR - CONTINUOUS

Étienne hears GERMAN VOICES from the outside. He runs to a boarded up window, finds a small crack and manages to steal a quick glimpse of armed Nazis gaining on the building.

HALLWAY - CONTINUOUS

O'Malley and Dalton run with Doc hanging between them while Elsa tries to keep up.

DOC

Stop.

They don't.

DOC

Stop! Put me down.

He manages to wrestle free and the five of them come to a halt.

DOC

You guys need to haul ass fast.

Dalton and Étienne exchange glances.

ETIENNE

You are not...coming?

Doc shakes his head.

DALTON

Alright, drop this hero shit, Doc.
We'll carry you, that's not even...

Doc rolls up his pants and exposes a bloody bite mark on his left calf. Dalton goes pale.

O'MALLEY

Bloody hell, mate.

DALTON

Nah, man, you--you're coming with us. They've got doctors back home. Real doctors. They can fix --

DOC
It's over.

CLANGING (O.S.)

Dalton takes a step back, visibly shaken.

DALTON
No...no, I won't --

DOC
You gotta go. Now.

FOOTSTEPS (O.S.)

O'MALLEY
Let's go.

DOC
Gimme' your gun and whatever ammo
you've got. I'll buy some time.

Dalton shakes his head,

DALTON
I...I...

DOC
C'mon!

Dalton fumbles around with the gun and hands it to Doc.
Their eyes meet for a final moment.

As if the grim truth is just finally setting in, Doc's voice
falters.

DOC
You take care. You hear? Don't go
get yourself killed.

Dalton swallows.

DOC
Tell my dad --

He coughs, squirms in pain.

A DOOR SLAMS OPEN (O.S.)

Doc takes a deep breath and composes himself.

O'Malley and Étienne drag Dalton away, his eyes still locked
on Doc.

O'MALLEY
Come on, mate.

The three guys take off down the hallway but Elsa doesn't move.

ELSA
I will stay with you.

DOC
No, you should go, Elsa. Remember
what I told you?

ELSA
Yes. Running away might be the
easy thing to do but ...
(a real smile)
...maybe not the right thing.

Doc can't help but chuckle but it's cut short by a violent cough.

He leans back, his face pale and sweaty. He hands Elsa the gun.

DOC
Know how to use one of those?

ELSA
No.

DOC
Nothing to it really. Just point
and fire.

EAST ENTRANCE - CONTINUOUS

O'Malley carefully moves up to the door and peers out through the crack.

German soldiers move closer from the outside.

O'Malley waves the others away. The three of them press themselves against the walls, the darkness still dense enough to hide them.

The door CREAKS open.

Four Nazi soldiers step inside.

HALLWAY - CONTINUOUS

Elsa squints in the dark hallway, sees a group of soldiers moving towards her.

She raises the M1911 with a shaky hand, takes aim and...

BLAM! BLAM! BLAM!

The soldiers drop to the floor and return fire.

EAST ENTRANCE - CONTINUOUS

The four German soldiers turn toward the sound of the gunfire and run for the hallway.

As the footsteps move away, the three men slip outside into the early morning dawn.

HALLWAY - CONTINUOUS

Elsa fires again without aiming. The Nazis open up from both sides with controlled salvos.

The bullets tear into her, flails her body around in a bloody beating. Elsa yelps and crashes to the floor dead.

The Germans run up to her. One of them pokes her with his boot. She's dead alright.

Another turns and spots Doc sitting hunched over against the wall.

The soldier grabs Doc's chin and lifts his face off his chest. A pale dead face glares back at him.

GERMAN SOLDIER
(shakes his head)
Tot.

The German soldiers turn around and head down the hallway.

A GROWL builds in Doc's throat. Faint at first but then...

...Doc lifts his head, his black eyes lock on the Germans.

They stop - look back.

Doc SNARLS and attacks.

EXT. VILLAGE - CONTINUOUS

Feet pound against the ground as Dalton, Étienne and O'Malley sprint toward the forest.

A German soldier spots them. He yells and opens fire.

INT. PRISON FACILITY - GROUND FLOOR - CONTINUOUS

Doc rips through the nearest German, gnawing his left eye out.

The soldier staggers back screaming, clutching his bleeding face.

Doc claws at another stunned soldier, sinks his teeth into the Nazis Adam's Apple and tears the flesh apart.

The other Nazis open up on Doc, bullets cut into him, knocking him down.

He HISSES out dark blood, pushes himself off the floor, attacks again.

Submachine gun fire lifts him off the ground, blood spurts from deep wounds and finally...

...a slug rips his skull apart.

EXT. FOREST - CONTINUOUS

Bullets whip by as Étienne leads Dalton and O'Malley through the woods.

They dart in and out past trees, jump over fallen trunks, splash through muddy pools.

Behind them, German voices approach, more weapons fire.

ETIENNE

This way.

EXT. FIELD - CONTINUOUS

They burst through an opening, run across an open field and duck down low in the tall grass.

EXT. CREEK - CONTINUOUS

They reach a low and narrow stream, dotted with rocks and boulders, and follow it as it stretch towards a low stone overpass.

O'Malley finger-signals them forward.

EXT. UNDERNEATH THE OVERPASS - CONTINUOUS

They move up under the bridge, into a small viaduct and assert the situation.

DALTON
Dammit, this water is freezing.

O'MALLEY
Quiet.

He cocks his ears. Heavy footsteps approach. Agitated German voices chase them.

The three men squeeze themselves against the concealing rocks and hold their breaths.

Dust seeps down from above as boots run across the bridge.

STERN NAZI (O.S.)
Haben Sie gesehen haben?

UNDERLING NAZI (O.S.)
Nein, Herr Kapitän.

STERN NAZI (O.S.)
Finden Sie sie. Jetzt!

UNDERLING NAZI (O.S.)
Jawohl, Herr Kapitän.

Footsteps dart off in a hurry.

STERN NAZI (O.S.)
Dummkopf.

O'Malley motions for the others to keep quiet as he slowly creeps a couple of inches closer to the opening.

He freezes as a fly ZIPS open above him.

The Stern Nazi SIGHS (O.S.) and, immediately, a concentrated stream of urine rains down from above.

It splashes against some rocks in front of O'Malley and sprinkles his face.

He recoils in disgust. His boot SCRAPES against the ground and the golden shower stops as if turned off.

The three men poise themselves as everything goes dead-quiet above them.

O'Malley silently retracts the bayonet from his belt and motions for Dalton to move to the opening.

Above them, boots slowly move from one side of the overpass to the other.

O'MALLEY
(whispers)
Get his attention.

EXT. ON THE OVERPASS - CONTINUOUS

The Stern Nazi, a LUGER in hand, peeks over the edge of the overpass...

...sees nothing but water and rocks.

An odd CHIRPING spins him around. His fingers tighten around the Luger as he steps closer to the opposite edge.

He gently leans over the edge and spots...

DALTON AND ÉTIENNE

...waving to him.

DALTON
Hi there.

The German raises the weapon but just as he is about to call out, O'Malley slaps a hand over his mouth from behind and thrusts the bayonet all the way through his throat.

With his larynx and vocal cords severed, the Nazi gurgles as dark blood gushes from the gaping hole in his throat.

O'Malley shoves him over the side and he hits the creek face first - already dead.

ETIENNE
Bye there.

EXT. SHORE - LATER

Étienne leads them over a small incline to a rocky shore. Dalton spots a ramshackle fishing cutter tied to a small makeshift pier.

The boat rocks back and forth in the gentle waters, displaying a more or less non-existing paint job.

DALTON
Does that, like, run?

O'MALLEY
It's fine, mate.

RA-TA-TA-TA-TA

Bullets kick up sand and rocks around them. They throw themselves to the ground for cover.

O'Malley dares a peek over the incline and spots a platoon of Nazis barrelling down on them on foot, accompanied by the KUBELWAGEN jeep.

Unarmed, the three of them stomach their way across pebbles while bullets zing past them.

DALTON
You got anymore of that flour?

O'MALLEY
'Fraid not.

The German soldiers fan out around them in a half-circle with their weapons raised.

GERMAN SQUAD LEADER
Halt!

He fires a couple more warning shots.

The three men look at each other - they know it's over. Grudgingly, they get to their feet and put their hands in the air.

DALTON
Well, it's been great, guys.

The Squad Leader motions for his men to subdue them when --

FSSSHHHHHH!

-- a white smoke trail shoots across the field towards them.

DALTON

What the --

Étienne pulls them to ground.

BOOM!

The Jeep explodes in a shower of glass and steel.

Gun fire erupts from everywhere. Bullets cut into the Germans. They drop like flies, screaming, dying.

Dalton looks up as the smoke settles. All the German are dead.

DALTON

What the hell just happened?

Étienne gets up and waves his hand in the air.

FRENCH RESISTANCE FIGHTERS

pop up all around them from various hiding places. One of them, an older MAN, shouldering a BAZOOKA, moves up to Étienne.

RESISTANCE LEADER

Plus de soldats sont à venir.

Étienne turns to Dalton and O'Malley.

ÉTIENNE

He says more are coming. You have to go. Now.

DALTON

Okay.

(extends his hand)

Thank you. For everything.

Étienne ignores Dalton's hand. Instead he gives him a big bear hug and kisses him on both cheeks.

DALTON

Yeah. Okay. Alright.

Étienne shakes O'Malley's hand.

ÉTIENNE

All this violence...be worth it.

O'Malley nods and he and Dalton heads for the boat.

EXT. CUTTER - CONTINUOUS

Dalton cuts the moorings as O'Malley fires up the diesel engine.

O'Malley guns it and the cutter slices through the surf.

Dalton looks back at the shore. Étienne and his friends are already gone.

Dalton slumps to the deck, exhausted. He stares up at the morning sky with heavy eyelids.

His eyes close as the sun warms his face. Dalton sighs comfortably and falls asleep when --

EXT. RAF NORTH WITHAM - DAY

-- a hand slaps his cheek. Dalton opens his weary eyes and sees Colonel Keane towering over him.

COL. KEANE

Good, you're rested.

Dalton lies on his back in a grassy field not far from the busy and mist-covered runway.

O'Malley sits next to him, smoking a cigarette.

COL. KEANE

Get your gear together, your plane's leaving in fifteen minutes.

DALTON

Back to Wyoming?

COL. KEANE

Try Sainte-Mère-Église. You and about a hundred and fifty thousand other guys.

(looks at O'Malley)

Let's try not to get captured again, shall we?

O'MALLEY

Aye, Colonel.

Colonel Keane does an about-face and heads off.

Dalton grabs O'Malley's cigarette from his fingers and takes a deep drag.

DALTON
Where you headed?

O'MALLEY
They're dropping us on Breton.

DALTON
I hear it's lovely this time of year,
you know, if you avoid the four
hundred thousand Jerrys that are
camped out there.

O'MALLEY
Aye.

Dalton takes another drag, passes the smoke to O'Malley and gets to his feet.

DALTON
I got a plane to catch.

He extends his hand to O'Malley. The Lieutenant grabs it and gives it a good squeeze.

O'MALLEY
See you on the other side.
(beat)
Of the channel, mate.

DALTON
Right. The channel.

O'Malley grabs his gear from the ground and heads off into the mist.

Dalton just stands there, grimy, bloody and exhausted.

His hardened eyes glide across the young faces of anxious soldiers that mill by him.

He bends down, picks up his backpack, throws a final glance at the direction O'Malley went, then turns and heads for the runway.

The mist embraces him, obscuring his outline at first and then, finally, swallows him whole.

All that remains is a murky shade of white.

The sound of the wind picks up, the splashing of water slamming against rocks.

Distant screams. Faint explosions. War.

Then everything goes silent as the sun slices through the mist. The vapor evaporates and the warm sun --

EXT. CITY - DAY

-- bakes down on a large and colorful market place.

Men and women flitter about amidst the sounds of upbeat CONGAS and SINGING. Street vendors out-shout each other.

Good times.

SUPER: "THE CITY OF EMBU, SAO PAULO, BRAZIL"

A lime-green MOPED zigzags its way down a narrow street. The driver expertly avoids the pedestrians and comes to a halt a large yellow building.

SUPER: "TODAY"

FRANCESCA (20s) dismounts the Moped, wrestles her helmet off and evens out her long sun-bleached hair.

She hurries up a wide pillar-flanked staircase to the building's entrance, passing a sign that reads: "MUSEUM".

INT. MUSEUM - OFFICE AREA - CONTINUOUS

NOTE: All dialogue is spoken in Portuguese with English subtitles.

Francesca jogs down an aisle, constantly checking her watch.

FRANCESCA

Shit.

She reaches a tainted glass door to a specific office, stops and composes herself.

Black letters on the glass states that this office belongs to "PROF. MARCELO ROBERTO".

Francesca reaches for the handle.

MOANING and GROANING from the other side of the door stops her.

PROF. ROBERTO (O.S.)

Help!

Alarmed, she barges the door open --

-- but only about a foot. Something blocks it from the inside.

FRANCESCA
Professor?

PROF. ROBERTO (O.S.)
Help me!

Francesca presses her face against the opening, sees a figure fighting with something obscured by large crates.

PROF. ROBERTO (O.S.)
Hurry, dammit!

Francesca shoves the door hard, opens up the crack a bit more.

She sucks in her stomach (which is pretty flat to begin with) and squeezes through the opening.

PROFESSOR ROBERTO'S OFFICE - CONTINUOUS

Francesca pushes a box out of the way and sees **MARCELO ROBERTO** (50s), red-faced and wild-haired, balancing a crate that is way too heavy for him.

She runs to his aid and together they put the crate down safely on the floor.

The Professor gasps for air and wipes sweat from his creased forehead.

PROF. ROBERTO
You're late, Francesca. Again.

FRANCESCA
Looks to me like I was right on time, Professor.

Roberto can't argue with that.

Francesca looks around at the jammed packed office. Wooden crates and boxes take up much of the space.

FRANCESCA
What is all this?

PROF. ROBERTO
A present from Doctor Ortega at the National Museum.
(hands her a manifest)
(MORE)

PROF. ROBERTO (CONT'D)
 They've been holding on to this stuff for over twenty years. Now they don't want it anymore, says it's better preserved here.

Francesca skims the manifest.

FRANCESCA
 (reads)
 Personal belongings of...Wolfgang Gerhard.
 (looks up)
 Who's Wolfgang Gerhard?

PROF. ROBERTO
 (tsk tsk tsk)
 Someone needs to catch up on some history. Wolfgang Gerhard was Doctor Josef Mengele.

The professor cracks open a crate with a crowbar and picks up items; books, a few piece of old clothing and a bag.

FRANCESCA
 Josef Mengele?

PROF. ROBERTO
 Please tell me you know who he was.

FRANCESCA
 The Angel of Death.

PROF. ROBERTO
 That's right. He was buried just a few miles outside the city, never got caught. But of course, you already knew that, didn't you?

FRANCESCA
 Um, of course. Who doesn't?

Roberto chuckles.

PROF. ROBERTO
 Anyway, the family doesn't want any of this.
 (shrugs)
 And who can blame them really?

He stacks a few more books on his desk. Francesca runs a hand across an elongated crate.

FRANCESCA
 What's in here?

PROF. ROBERTO
That would be...him.

FRANCESCA
Him? You mean --

PROF. ROBERTO
Yes, his Earthly remains.

Francesca quickly backs away from the crate - yikes!

PROF. ROBERTO
His body was exhumed in 1985 for
D.N.A. testing. I guess nobody
bothered to bury him again.
(goes back to unloading
the crate)
Suits him right.

Francesca opens up another crate, pulls out a grungy old
doctor's bag.

She opens it and retrieves an ancient stethoscope. She
studies it for a moment before putting it back.

Francesca closes the bag - but stops as she sees a small
pouch lodged in a side pocket.

She opens the pouch and pulls out a small glass vial. A
brownish liquid rolls back and forth inside the bottle.

Francesca turns the vial around in her hand and stares down
at a crudely attached label.

The label is old, smudged and turning yellow. On it is a
single handwritten black letter.

Francesca leans closer, squints at the letter. It reads:

"Z"

FADE TO BLACK

THE END