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10 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
11 **FOR THE COUNTY OF LOS ANGELES**

12 BEN KAPLAN, an individual,

13 Plaintiff,

14 vs.

15 NBCUNIVERSAL MEDIA, LLC, a
16 Delaware limited liability company;
17 WORKING TITLE GROUP LLC, a
18 Delaware limited liability company;
19 FOCUS FEATURES LLC, a Delaware
20 limited liability company; GARY
21 OLDMAN, an individual; DOUGLAS
22 URBANSKI, an individual; JIM
23 OSBORNE, an individual; and DOES 1
24 through 50, inclusive,

25 Defendants.
26
27
28

Case No.

COMPLAINT FOR:

1. **False Designation of Origin (15 U.S.C. § 1125(a));**
2. **Breach of Implied-in-Fact Contract;**
3. **Unfair and Unlawful Business Practices (Bus. & Prof. Code § 17200, et seq.);**
4. **Intentional Interference with Contractual Relations; and**
5. **Intentional Interference with Prospective Economic Relations**

JURY TRIAL DEMANDED

1 **INTRODUCTION**

2 1. This action arises out of the wrongful appropriation of Plaintiff Ben Kaplan’s
3 movie script.

4 **PARTIES**

5 2. Plaintiff Ben Kaplan (“Plaintiff”) is, and at all times mentioned herein was, an
6 individual residing in New York County, New York.

7 3. Defendant NBCUniversal Media, LLC is a Delaware limited liability company
8 with its headquarters and principal place of business located in New York County, New York.

9 4. Defendant Working Title Group LLC is a Delaware limited liability company
10 with its principal place of business located in Los Angeles County, California.

11 5. Defendant Focus Features LLC is a Delaware limited liability company with its
12 principal place of business located in Los Angeles County, California.

13 6. Defendant Gary Oldman is, and at all times mentioned herein was, an individual
14 residing in Los Angeles County, California.

15 7. Defendant Douglas Urbanski is, and at all times mentioned herein was, an
16 individual residing in Los Angeles County, California.

17 8. Defendant Jim Osborne is, and at all times mentioned herein was, an individual
18 residing in Los Angeles County, California.

19 9. The true names and capacities, whether individual, corporate, associate or
20 otherwise, of Defendants DOES 1 through 50, inclusive, are unknown to Plaintiff at this time.
21 Plaintiff therefore sues those Defendants by their fictitious names. Plaintiff will ask leave of the
22 Court to amend this Complaint to set forth the true names of those Defendants when ascertained.
23 Each of the Defendants, including those named as a DOE, is responsible in some manner for the
24 events and happenings herein referred to, including without limitation on an agency, respondent
25 superior, partnership, joint venture, co-conspirator and/or alter ego theory, and is therefore
26 responsible for the damages alleged herein.

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1 **JURISDICTION AND VENUE**

2 10. The Superior Court of the State of California for the County of Los Angeles has
3 jurisdiction to hear this case and venue is proper in this county because: (1) the damages sought
4 exceed the jurisdictional minimum necessary to constitute an unlimited civil case; (2) one or
5 more of the defendants has its principal place of business in, does business in, and/or resides in
6 Los Angeles County; and (3) much of the conduct giving rise to the claims alleged in this
7 Complaint occurred in Los Angeles County.

8 **FACTUAL BACKGROUND**

9 **A. Mr. Kaplan writes and develops *Churchill***

10 11. Mr. Kaplan is a special education teacher in Brooklyn, New York. He is also a
11 history aficionado and a television and motion picture writer whose credits include the Emmy
12 Award-winning History Channel miniseries *WWII in HD*, *Reagan*, a History Channel
13 documentary, and *Washington*, a 2020 History Channel miniseries about George Washington
14 produced by Pulitzer Prize-winning historian Doris Kearns Goodwin.

15 12. For many years, Mr. Kaplan developed, wrote, and revised a feature motion
16 picture project about Winston Churchill that was initially titled *Captain of the Gate* and then
17 titled *Churchill* (in this Complaint, Mr. Kaplan’s project shall be referred to as “*Churchill*”). Mr.
18 Kaplan began writing *Churchill* in 1999. In February 2002, he registered the script (bearing the
19 original title *Captain of the Gate*) with the Writer’s Guild of America.

20 13. In July 2010, Mr. Kaplan received a teaching fellowship to spend three weeks at
21 Churchill College in Cambridge to study Winston Churchill’s life. This research and experience
22 informed Mr. Kaplan’s further development of the story for *Churchill*.

23 14. In 2011, Mr. Kaplan continued developing *Churchill* with the help of Cameron
24 Lamb, an independent motion picture producer whose credits include the 2017 film
25 *Submergence*. Very early on, Mr. Kaplan and Mr. Lamb set their sights on Gary Oldman as the
26 ideal actor for the lead role of Winston Churchill. Mr. Lamb felt certain that Mr. Oldman would
27 be perfect for the role.

28

1 make a movie about Winston Churchill for years, but that it had not figured out a workable way
2 to tell the story until he had read Mr. Kaplan’s script. Mr. Lamb informed Mr. Webb that he was
3 already partnered with StudioCanal—a film production and distribution company—and
4 Sierra/Affinity—a film finance, production, and sales company—for distribution and financing.
5 Mr. Webb emailed Mr. Lamb several days after their phone call and urged him to leave the door
6 open, saying: “Let’s keep in touch, as I would love to have another conversation down the road if
7 you look for another home.”

8 21. On September 12, 2013, Mr. Lamb emailed a revised offer to Mr. Oldman and
9 Mr. Urbanski for *Churchill* that included an opportunity for Mr. Oldman to direct the film and
10 that doubled Mr. Urbanski’s executive producer fee. This offer attached the July 2013 version of
11 Mr. Kaplan’s script.

12 22. Four days later, on September 16, 2013, Mr. Osborne responded and said: “Thank
13 you so much for your submission for Gary Oldman and Douglas Urbanski. Gary greatly
14 appreciates it and would love to work with you in the future. CHURCHILL is not a role, after
15 much deliberation, that he wishes to tackle.”

16 23. In November of 2013, Mr. Lamb met with Mr. Webb in person at Working Title’s
17 London office. During the meeting, Mr. Webb tried to convince Mr. Lamb to drop his partners
18 (*i.e.* StudioCanal and Sierra/Affinity) and to work with Working Title on *Churchill* instead.
19 Additionally, Mr. Webb emphasized that Eric Fellner, his colleague and co-Chairman of
20 Working Title, had always wanted to do a Winston Churchill film, and Mr. Webb acknowledged
21 that Mr. Kaplan had finally figured out a viable way to do it. Mr. Webb also expressed the same
22 sentiments to Mr. Kaplan in a phone call around the same time. Mr. Lamb again politely
23 declined, citing loyalty to his partners.

24 24. After briefly attaching the actor Kevin Spacey to the role of Winston Churchill,
25 Mr. Lamb, with Mr. Kaplan’s encouragement, spent much of 2014 courting Mr. Oldman through
26 his representatives to try to get Mr. Oldman to re-engage with him. In August or September
27 2014, Mr. Lamb spoke with Mr. Osborne via telephone. Mr. Osborne advised that Mr. Lamb’s
28 timing was “perfect” and advised that Mr. Urbanski and Mr. Oldman would be in London in

1 September 2014.

2 25. During early September 2014, Mr. Osborne and Mr. Lamb worked to arrange a
3 meeting between Mr. Urbanski and director Saul Dibb. Mr. Lamb reached out to Kelly
4 McCormick, Senior VP of Production and Acquisitions at Sierra/Affinity, which was financing
5 *Churchill*, and Jenny Borgars, the head of production at StudioCanalUK, which would be
6 distributing *Churchill* in its territories, about setting the meeting between Mr. Urbanski and
7 director Mr. Dibb.

8 26. In December 2014, Mr. Kaplan finalized his further revisions to *Churchill* and
9 shared his further revised script with Mr. Lamb, who shared it with Mr. Urbanski, Mr. Osborne,
10 and Mr. Oldman. Attached hereto as **Exhibit 2** is a true and correct copy of the December 2014
11 version of the *Churchill* script.

12 27. After reading Mr. Kaplan's further revised script, Mr. Urbanski and Mr. Osborne
13 expressed interest in *Churchill*. Therefore, on January 15, 2015, Mr. Urbanski, Mr. Osborne, and
14 Mr. Lamb met for dinner in Los Angeles. At that meeting, Mr. Osborne and Mr. Urbanski
15 confirmed that Mr. Oldman was on board to play the lead role in *Churchill* (for a \$6,000,000
16 Pay-or-Play fee) provided that Mr. Lamb secured a suitable director. Mr. Osborne and Mr.
17 Urbanski urged Mr. Lamb to re-engage with Saul Dibb, who had previously been attached to
18 *Churchill* as a director.

19 28. On January 24, 2015, Mr. Osborne emailed Mr. Lamb a *Business Insider* article
20 titled "Britain marks 50th anniversary of Churchill's death" with a comment "Now is the time."

21 29. From late January 2015 through early February 2015, Mr. Osborne sent multiple
22 emails to Mr. Lamb with articles about Winston Churchill, actors who have portrayed him,
23 historical information about him, and various articles and materials about Mr. Oldman, including
24 a copy of a 2012 letter from UK Prime Minister David Cameron congratulating Mr. Oldman on
25 his achievements. And on February 10, 2015, Mr. Osborne emailed Mr. Lamb to check in
26 regarding the status of financing for *Churchill*.

27 30. In early February 2015, Mr. Urbanski proceeded to personally vet Mr. Dibb as a
28 proposed director for *Churchill*. This included a two-hour phone call between them regarding

1 *Churchill*.

2 31. On or about February 16, 2015, Working Title’s Mr. Fellner sent an email to Mr.
3 Urbanski asking him whether Mr. Oldman was doing *Churchill*, saying that he “would love to
4 know.” Mr. Urbanski shared this email with Mr. Lamb and warned Mr. Lamb to “watch out for
5 your pals at Studio Canal.” Mr. Urbanski also advised Mr. Lamb that he was receiving daily calls
6 from Mr. Fellner trying to get Mr. Oldman to abandon *Churchill* and sign on with Working Title
7 to perform the role of Winston Churchill in their film instead.

8 32. While Mr. Fellner persisted in trying to poach Mr. Oldman for his own movie,
9 Mr. Kaplan, Mr. Lamb, and their colleagues, with knowledge and encouragement from Mr.
10 Oldman’s representatives, continued to invest their time and resources in developing *Churchill*
11 and in preparing Mr. Oldman to play the lead role in *Churchill*. Mr. Lamb and his colleagues
12 flew to Europe to start scouting locations for *Churchill* and Mr. Lamb worked with Mr. Kaplan
13 and Mr. Dibb to further revise the script. Mr. Oldman’s representatives informed Mr. Lamb that
14 Mr. Oldman was embarking on voice training, research, and engagement with a prosthetics
15 expert in preparation for the role of Winston Churchill.

16 33. On February 20, 2015, Mr. Osborne emailed Mr. Lamb to advise him that he and
17 Mr. Urbanski had engaged in conversation with Graham Taylor at WME—a talent agency—
18 about WME representing *Churchill* for North America. Mr. Osborne wrote: “We have worked
19 with Graham in the past and he is unequivocally the best person to help *us* in this pursuit”
20 (emphasis added). Mr. Lamb replied with his agreement.

21 34. On February 21, 2015, Mr. Urbanski and Mr. Osborne sent Mr. Lamb a series of
22 emails triggered by a *Hollywood Reporter* article titled “Gary Oldman Voted Greatest Actor
23 Never to Win an Oscar.” In his email, Mr. Osborne wrote to Mr. Lamb: “not for long.” Mr.
24 Lamb replied “[f]antastic and agreed,” and Mr. Osborne wrote “give that to your [producing]
25 partner.” In response to Mr. Urbanski’s email forwarding the same article, Mr. Lamb wrote
26 “Thank you! Churchill will be very special!” These and other emails demonstrate the common
27 understanding that existed among Mr. Osborne, Mr. Urbanski, and Mr. Lamb that Mr. Oldman
28 was set to portray Winston Churchill in *Churchill*.

1 35. On February 22, 2015, Mr. Lamb and Mr. Urbanski met for lunch and discussed
2 voice training for Mr. Oldman, prosthetics, and Mr. Kaplan’s *Churchill* script.

3 36. Throughout early March 2015, Mr. Lamb and Mr. Urbanski had numerous calls
4 about *Churchill*. During one of those calls, Mr. Urbanski praised Mr. Kaplan’s revised script as
5 “a fine cashmere sweater.” Mr. Urbanski also requested that a Winston Churchill expert be hired
6 to work one-on-one with Mr. Oldman to help him inhabit the role and suggest other reading
7 material on Winston Churchill. They decided that it made sense for Mr. Kaplan to serve in that
8 role. Accordingly, Mr. Lamb introduced Mr. Urbanski and Mr. Kaplan via email.

9 37. On March 4, 2015, Mr. Urbanski called Mr. Lamb and played him a voice
10 recording of Mr. Oldman (who, according to Mr. Urbanski, had perfected Winston Churchill’s
11 voice) reciting one of Churchill’s speeches.

12 38. On March 5, 2015, Mr. Urbanski informed Mr. Lamb that Mr. Oldman had a
13 prosthetics person that he would be working with to develop the look for Winston Churchill. Mr.
14 Urbanski had also previously informed Mr. Lamb that Sierra/Affinity would need to pay for a
15 makeup test for Mr. Oldman. The same day, Mr. Urbanski emailed Mr. Lamb and Mr. Osborne
16 about having a call with Mr. Dibb to discuss notes on Mr. Kaplan’s script.

17 39. On March 9, 2015, Mr. Lamb had a conference call with Mr. Taylor, Mr.
18 Urbanski, and Mr. Osborne. Later that day, Sierra/Affinity advised Mr. Oldman’s counsel, and
19 Mr. Lamb advised Mr. Osborne, that Mr. Oldman’s counsel would soon receive a long form
20 contract formally documenting the terms of the agreement they had already made with Mr.
21 Oldman, which included: (1) a \$6,000,000 fee with \$600,000 due in escrow a week later on
22 March 16, 2015; (2) a producer credit for Mr. Urbanski; and (3) a position for Mr. Oldman’s
23 friend Jack English as a stills photographer in connection with the film.

24 **C. The Advent of *Darkest Hour***

25 40. On March 10, 2015, Mr. Oldman abruptly pulled out of *Churchill*. Despite
26 repeated requests for an explanation for this sudden about-face, Mr. Oldman’s representatives
27 gave no reason to Mr. Lamb and Mr. Kaplan for the decision.

28

1 41. It was later announced that Mr. Oldman was in talks, and then engaged, to play
2 the role of Winston Churchill in Working Title’s motion picture *Darkest Hour*. In addition to the
3 same leading actor, Mr. Urbanski and Mr. English were also engaged by Working Title to
4 perform the very same services on *Darkest Hour* that they would have performed for *Churchill*.

5 42. *Darkest Hour* premiered at film festivals starting in September 2017 to great
6 critical acclaim. The film received six Academy Award nominations and won two, including Mr.
7 Oldman’s first Oscar for Best Actor. Mr. Oldman also received Best Actor honors from the
8 Hollywood Foreign Press Association (the Golden Globes), the Screen Actors Guild, the British
9 Academy of Film and Television Arts, and the Critics’ Choice awards, among others. To date,
10 *Darkest Hour* has generated in excess of \$150,000,000 worldwide in box office revenue alone.

11 43. *Darkest Hour* was produced by Working Title and was distributed by defendants
12 Focus Features LLC (“Focus Features”) and Universal Pictures, both of which are subsidiaries of
13 defendant NBCUniversal Media, LLC (“Universal”). Mr. Urbanski was a producer for the film.

14 **D. Use of elements from the *Churchill* script in *Darkest Hour***

15 44. Defendants poached and used elements from several versions of Mr. Kaplan’s
16 *Churchill* script in their film, *Darkest Hour*, without Mr. Kaplan’s consent and without
17 compensating him.

18 45. Mr. Kaplan’s approach for telling the story of Winston Churchill was used in
19 *Darkest Hour*, as exemplified by the following:

- 20 a. Both works introduce the audience to a disheveled and dyspeptic Winston Churchill in
21 bed. Shortly thereafter, he casually exposes himself to a young female staffer, who reacts
22 with embarrassment.
- 23 b. The middle of each work depicts an isolated and impotent Churchill under tremendous
24 pressure to yield to his opponents and give up the fight against Adolf Hitler and Nazi
25 Germany, even though he knows that to do so will be a tremendous mistake.
- 26 c. The pivotal scene in each work includes the exact same eight lines of dialogue, recited
27 as a duet, in service of the exact same story purpose: to inspire Churchill, at his moment
28 of deepest despair, not to surrender.

1 d. Finally, the works both conclude with virtually the same scene—Churchill delivering
2 his “We shall fight on the beaches” speech to Parliament. Thereafter, the screen fades,
3 and both works depict text noting that approximately 300,000 troops safely returned from
4 Dunkirk, France, and that the war against the Nazis was successfully won five years later.

5 46. In addition to the similar story arc and ending, there are numerous similar scenes,
6 and even dialogue, throughout the two works. The following is a list of non-exhaustive examples
7 of similarities between *Churchill* and *Darkest Hour*:

8 a. Both *Churchill* and *Darkest Hour* depict Churchill—faced with imminent and
9 massive disaster—creatively conceiving a strategy to assemble a civilian armada
10 of small vessels to bolster the rescue mission at Dunkirk and initiating the order to
11 summon the civilian fleet. Attributing to Churchill the idea for the civilian armada
12 and the order that it be mustered was an ahistorical, fictional invention of Mr.
13 Kaplan that is scripted in *Churchill* and duplicated in *Darkest Hour*. These boats,
14 known as the “Small Vessels Pool” had begun organizing in 1939, before
15 Churchill became prime minister. *Darkest Hour* ends with a fade out to a title
16 stating that almost all of the 300,000 troops at Dunkirk “were carried home by
17 *Winston’s* civilian fleet” (emphasis added). It was Britain’s civilian fleet, not
18 Churchill’s, until Mr. Kaplan portrayed him as its progenitor. Moreover,
19 *Churchill* ends with virtually the same text on screen as *Darkest Hour*, noting that
20 approximately 300,000 troops safely returned from Dunkirk and that the war
21 against the Nazis was won five years later.

22 b. The pivotal scene in each work includes the exact same eight lines of dialogue,
23 recited as a duet, in service of the exact same story purpose: to inspire Churchill,
24 at his moment of deepest despair, not to surrender. In *Churchill*, when he is
25 wracked with doubt, his wife encourages him to never surrender by assisting him
26 in a recital of eight lines from the 629-line poem “Horatius” by Thomas
27 Babington Macaulay. In one of the most pivotal and critically praised scenes in
28 *Darkest Hour*, a nearby passenger on a train assists Churchill, who has just

- 1 discussed the possibility of surrender, in reciting the exact same eight lines of
2 poetry from the same poem.
- 3 c. Both *Churchill* and *Darkest Hour* depict a scene immediately prior to Winston
4 Churchill's appointment as Prime Minister between King George and Neville
5 Chamberlain where King George expresses his dismay at the selection of
6 Churchill and tells Chamberlain how horribly he feels about Chamberlain's
7 resignation.
- 8 d. In both works, after privately receiving the news that he is about to become prime
9 minister, Winston Churchill asks people who work for him if they are aware of
10 what is about to happen.
- 11 e. Both *Churchill* and *Darkest Hour* contain ahistorical scenes where Winston
12 Churchill is on the floor on his belly trying to coax a cat out from under furniture.
- 13 f. Both works have an ahistorical scene where Winston Churchill recalls meeting his
14 wife for the first time, references a rival suitor, and then is teased by his wife, who
15 playfully remembers the suitor fondly.
- 16 g. One of the most lauded scenes and story-telling devices used in *Darkest Hour* is
17 Neville Chamberlain's use of a subtle signal to control Parliament's reaction to
18 Winston Churchill when he spoke. This event, which never appeared anywhere in
19 recorded history nor any published work, appears in both *Churchill* and *Darkest*
20 *Hour* the first time that Churchill addresses Parliament in each work.
- 21 h. In one ahistorical scene in *Churchill*, Winston Churchill is looking for his
22 dressing gown, cannot find it, and becomes frustrated, yelling for "Clemmie!" to
23 find it. In *Darkest Hour*, he does the same thing when looking for his copy of
24 Cicero.
- 25 i. The conclusion of both *Churchill* and *Darkest Hour* includes a similar expression
26 of Churchill's "We shall fight on the beaches" speech to Parliament, closing with
27 the enthusiastic response of his colleagues.
- 28 j. *Darkest Hour* ends with the very same quote from John F. Kennedy that opens

1 Mr. Kaplan’s 2014 *Churchill* script: “In the dark days and darker nights when
2 England stood alone, he mobilized the English language and sent it into battle.”
3 This statement was something President Kennedy said about Churchill in 1963
4 when he made Churchill an honorary U.S. citizen. That both works imported this
5 phrase into a movie that is set in 1940 cannot be mere coincidence. This is
6 particularly so when numerous famous people have said complimentary things
7 about Churchill that could have been used to close *Darkest Hour*. Instead,
8 Defendants used the very quote that opened *Churchill*.

9 47. All of the above examples demonstrate that Defendants used specific ideas from
10 Mr. Kaplan’s *Churchill* scripts in *Darkest Hour*.

11 48. Defendants had access to three *Churchill* scripts prepared by Mr. Kaplan. The
12 first was a May 13, 2013, draft that was shared with Mr. Urbanski and Mr. Osborne. The second,
13 a revised script dated July 17, 2013, was sent by Mr. Kaplan’s agent to Working Title and by Mr.
14 Lamb to Mr. Osborne for Mr. Oldman and Mr. Urbanski. The third, a further revised script dated
15 December 20, 2014, was shared with Mr. Urbanski, Mr. Osborne, and Mr. Oldman. Upon
16 information and belief, one or more of these scripts was shared in whole or in part among
17 Defendants, including Universal and Focus Features.

18 **FIRST CLAIM FOR RELIEF**

19 **False Designation of Origin—15 U.S.C. § 1125(a)**
20 **(Against All Defendants and DOES 1 through 10)**

21 49. Plaintiff repeats and incorporates by reference paragraphs 1–48 of this Complaint
22 as though set forth fully herein.

23 50. Mr. Kaplan spent years developing, writing, and refining *Churchill*. Several
24 versions of the script for *Churchill* were distributed to members of the film industry in Los
25 Angeles County, California. It was understood by members of the film industry that Mr. Kaplan
26 had created a script for a film about Winston Churchill and was planning on turning that script
27 into a feature film.

28 51. Defendants’ wrongful conduct includes using numerous specific elements and

1 ideas from Mr. Kaplan's *Churchill* scripts for their own film, *Darkest Hour*.

2 52. Upon information and belief, Defendants engaged in such wrongful conduct with
3 the willful purpose of misleading, deceiving, or confusing customers and the public as to the
4 origin and authenticity of the goods and services offered, marketed or distributed in connection
5 with their film about Winston Churchill. Defendants' conduct constitutes false designation of
6 origin in violation of Section 43 of the Lanham Trademark Act, set forth at 15 U.S.C. § 1125(a).
7 Specifically, there is a likelihood of confusion among the consuming public that the ideas used in
8 *Darkest Hour* are Defendants' ideas and not Mr. Kaplan's.

9 53. Defendants' wrongful conduct is likely to continue unless restrained and enjoined.

10 54. As a direct and proximate result of Defendants' wrongful conduct, Mr. Kaplan
11 has suffered and will continue to suffer damages in an amount according to proof at trial.

12 55. Mr. Kaplan is entitled to injunctive relief and to an order compelling the
13 impounding of all monies obtained by Defendants from the distribution of Defendants' film. Mr.
14 Kaplan has no adequate remedy at law for Defendants' wrongful conduct because, among other
15 things: (a) the ideas from *Churchill* are unique and valuable property which have no readily-
16 determinable market value; (b) Defendants' advertising, marketing, or distribution of Mr.
17 Kaplan's ideas constitutes irreparable harm to Mr. Kaplan such that Mr. Kaplan could not be
18 made whole by any monetary award; and (c) Defendants' wrongful conduct, and the resulting
19 damage to Mr. Kaplan, is continuing.

20 56. In committing the actions alleged herein, Defendants acted in a willful, wanton
21 and malicious manner toward Plaintiff, in callous, conscious and intentional disregard of
22 Plaintiff's rights, and with the intent to cause harm and damage to Plaintiff, thereby entitling
23 Plaintiff to an award of punitive damages against them in an amount according to proof at trial.

24 **SECOND CLAIM FOR RELIEF**

25 **Breach of Implied-in-Fact Contract**

26 **(Against Defendants Mr. Urbanski, Mr. Osborne, Mr. Oldman, Working Title, and DOES**
27 **11 through 20)**

28 57. Plaintiff repeats and incorporates by reference paragraphs 1–48 of this Complaint

1 as though set forth fully herein.

2 58. Mr. Kaplan shared his *Churchill* scripts with Defendants with the expectation
3 that, to the extent that ideas from his scripts were used, he would be compensated.

4 59. Mr. Kaplan clearly conditioned his offer to convey his scripts and ideas on an
5 obligation for Defendants to pay for them if they were used by Defendants. Defendants knew of
6 this condition before they read Mr. Kaplan's scripts. And Defendants voluntarily accepted
7 disclosure of Mr. Kaplan's ideas by reading his scripts, finding the ideas valuable, and using
8 those ideas in their film, *Darkest Hour*.

9 60. Given these circumstances, an implied-in-fact contract arose between Mr. Kaplan,
10 on the one hand, and Defendants, on the other hand.

11 61. Defendants breached this contract by, among other things: (a) taking specific
12 ideas from *Churchill* and using those ideas to make *Darkest Hour*; and (b) assisting in the
13 creation, development, and/or production of *Darkest Hour*.

14 62. Despite the use of Mr. Kaplan's ideas in *Darkest Hour*, Mr. Kaplan was not
15 credited and was not compensated.

16 63. Mr. Kaplan was harmed by the failure of Defendants to credit and compensate
17 him for the use of his ideas in *Darkest Hour*.

18 64. The actions of Defendants were a substantial factor in causing Mr. Kaplan's harm.

19 65. As a direct and proximate result of Defendants' breach of the implied contract,
20 Plaintiff has been damaged in an amount according to proof at trial.

21 **THIRD CLAIM FOR RELIEF**

22 **Unfair and Unlawful Business Practices—Bus. & Prof. Code § 17200, et seq.**

23 **(Against All Defendants and DOES 21 through 30)**

24 66. Plaintiff repeats and incorporates by reference paragraphs 1–48 of this Complaint
25 as though set forth fully herein.

26 67. Defendants' wrongful conduct complained of herein constitutes an unlawful and
27 unfair business practice in violation of California's statutory unfair competition laws.

28 68. Defendants' conduct, as alleged herein, constitutes an unlawful business practice

1 because it violates the Lanham Trademark Act 15 U.S.C. § 1125(a). This conduct includes
2 Defendants' unauthorized use of Mr. Kaplan's ideas and work and Defendants' unlawful
3 appropriation of Mr. Kaplan's property.

4 69. Defendants' conduct, as alleged herein, constitutes an unfair business practice
5 because it is immoral, unethical, oppressive, unscrupulous or substantially injurious to
6 consumers because it is likely to deceive or mislead the public.

7 70. Defendants' conduct has resulted in a wrongful diversion of business, money,
8 and/or property from Mr. Kaplan to Defendants.

9 71. Unless enjoined, Defendants will continue to deceive consumers and compete
10 unfairly against Mr. Kaplan.

11 72. As a result of this unfair competition by Defendants, Mr. Kaplan has suffered and
12 will continue to suffer irreparable injury to his business reputation and goodwill, and has and will
13 continue to lose profits in an amount not yet fully ascertained. Defendants should be required to
14 disgorge and restore all such profits to Mr. Kaplan.

15 **FOURTH CLAIM FOR RELIEF**

16 **Intentional Interference with Contractual Relations**

17 **(Against Working Title and DOES 31 through 40)**

18 73. Plaintiff repeats and incorporates by reference paragraphs 1–48 of this Complaint
19 as though set forth fully herein.

20 74. Mr. Kaplan pleads this claim for relief in the alternative to the Fifth Claim for
21 Relief.

22 75. Mr. Kaplan entered into an agreement with Mr. Oldman for Mr. Oldman to star in
23 a feature film based on Mr. Kaplan's *Churchill* script. The course of conduct between Mr.
24 Kaplan and Mr. Lamb on behalf of Mr. Kaplan on the one hand and Mr. Oldman on the other
25 hand shows that there was an implied contract between them that Mr. Oldman would play the
26 lead role in the *Churchill* film.

27 76. Additionally, Mr. Kaplan entered into an agreement with Mr. Urbanski for Mr.
28 Urbanski to receive a producer credit for *Churchill* in exchange for his help in developing and

1 realizing the *Churchill* film. The course of conduct between Mr. Kaplan and Mr. Lamb on behalf
2 of Mr. Kaplan on the one hand and Mr. Urbanski on the other hand shows that there was an
3 implied contract between them that Mr. Urbanski would help develop and realize the *Churchill*
4 film.

5 77. Working Title knew of the implied agreements between Mr. Kaplan and Mr.
6 Oldman, and between Mr. Kaplan and Mr. Urbanski.

7 78. Working Title's intentional acts were designed to induce a breach or disruption of
8 Mr. Kaplan's and Mr. Oldman's contractual relationship. Specifically, Working Title sought to,
9 and in fact did, poach Mr. Oldman from Mr. Kaplan's *Churchill* project so that Mr. Oldman
10 could, and in fact did, star in *Darkest Hour*, produced by Working Title. Additionally, Working
11 Title's intentional acts were designed to induce a breach or disruption of Mr. Kaplan's and Mr.
12 Urbanski's contractual relationship. Because Mr. Oldman was to no longer be involved in
13 *Churchill*, Mr. Urbanski declined any further involvement in the project.

14 79. There was an actual breach and/or disruption of the contractual relationships
15 between (1) Mr. Kaplan and Mr. Oldman, and (2) Mr. Kaplan and Mr. Urbanski. Working Title
16 persuaded Mr. Oldman to abandon Mr. Kaplan's film and, instead, star in *Darkest Hour*. And
17 Mr. Urbanski ceased all involvement in the *Churchill* project.

18 80. As a direct and proximate result of Working Title's intentional acts of
19 interference, Mr. Kaplan was harmed and damaged in an amount according to proof at trial.
20 Specifically, Mr. Kaplan and his associate, Mr. Lamb, had worked with Mr. Oldman, Mr.
21 Oldman's representatives, and Mr. Urbanski for months on making the preparations for the film
22 and for Mr. Oldman's role as Winston Churchill. But, after all that work, Working Title stole
23 *Churchill's* leading actor for its own film. Without Mr. Oldman playing the leading role and
24 without Urbanski's help, Mr. Kaplan's project did not move forward and was not developed into
25 a feature film.

26 81. In committing the acts of interference alleged herein, Working Title acted in a
27 willful, wanton and malicious manner toward Plaintiff, in callous, conscious and intentional
28 disregard of Plaintiff's rights, and with the intent to cause harm and damage to Plaintiff, thereby

1 entitling Plaintiff to an award of punitive damages against Working Title, pursuant to California
2 Civil Code section 3294, in an amount according to proof at trial.

3 **FIFTH CLAIM FOR RELIEF**

4 **Intentional Interference with Prospective Economic Relations**

5 **(Against Defendant Working Title and DOES 41 through 50)**

6 82. Plaintiff repeats and incorporates by reference paragraphs 1–48 of this Complaint
7 as though set forth fully herein.

8 83. Mr. Kaplan pleads this claim for relief in the alternative to the Second and Fourth
9 Claims for Relief.

10 84. There was an existing economic relationship between Mr. Kaplan on the one hand
11 and Mr. Oldman, Mr. Urbanski, and Mr. Osborne on the other hand. This economic relationship
12 had a probability of future economic benefit to Mr. Kaplan. For example, as a result of the
13 relationship, there was at least a probability that and Mr. Urbanski and Mr. Osborne would help
14 get Mr. Oldman to star in a film based on Mr. Kaplan’s script, Mr. Urbanski and Mr. Osborne
15 would aid in getting the film made, and Mr. Oldman would in fact star in the film.

16 85. Working Title knew of the relationship between Mr. Kaplan on the one hand and
17 Mr. Oldman, Mr. Urbanski, and Mr. Osborne on the other hand.

18 86. Working Title’s intentional acts were designed to disrupt the relationship.

19 87. Working Title actually disrupted the relationship. Specifically, Working Title
20 poached Mr. Oldman from Mr. Kaplan’s *Churchill* project so that Mr. Oldman could, and in fact
21 did, star in *Darkest Hour*, produced by Working Title. Because Mr. Oldman was to no longer be
22 involved in *Churchill*, Mr. Urbanski and Mr. Osborne declined any further involvement in the
23 project.

24 88. Working Title’s conduct was independently wrongful. Working Title’s conduct
25 violated the Lanham Act and California’s Unfair Competition and False Advertising Laws.

26 89. As a direct and proximate result of Working Title’s wrongful interference with
27 Mr. Kaplan’s prospective economic relations, Mr. Kaplan was harmed and damaged in an
28 amount according to proof at trial. Specifically, Mr. Kaplan and his associate, Mr. Lamb, had

1 worked with Mr. Oldman, Mr. Urbanski, and Mr. Osborne for months on making the
2 preparations for the film and for Mr. Oldman's role as Winston Churchill. But, after all that
3 work, Working Title stole *Churchill's* leading actor for its own film. Without Mr. Oldman
4 playing the leading role, Mr. Kaplan's project did not move forward and was not developed into
5 a feature film.

6 90. In committing the acts of interference alleged herein, Working Title acted in a
7 willful, wanton and malicious manner toward Plaintiff, in callous, conscious and intentional
8 disregard of Plaintiff's rights, and with the intent to cause harm and damage to Plaintiff, thereby
9 entitling Plaintiff to an award of punitive damages against Working Title, pursuant to California
10 Civil Code section 3294, in an amount according to proof at trial.

11 **PRAYER FOR RELIEF**

12 WHEREFORE, Plaintiff prays for judgment, as follows:

13
14 **On The First Claim For Relief**

- 15 1. For compensatory damages in an amount according to proof at trial;
- 16 2. For injunctive relief restraining and enjoining Defendants from continuing to mislead,
17 deceive, and/or confuse the public as to the origin and authenticity of the film *Darkest*
18 *Hour*;
- 19 3. For an order compelling the impounding of all monies obtained by Defendants from the
20 distribution of *Darkest Hour*; and
- 21 4. For punitive and exemplary damages.

22
23 **On The Second Claim For Relief**

- 24 1. For compensatory damages in an amount according to proof at trial.

25
26 **On The Third Claim For Relief**

- 27 1. For disgorgement and restoration by Defendants to Mr. Kaplan of all profits obtained
28 from their unfair and/or unlawful business practices.

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On the Fourth And Fifth Claims For Relief

- 1. For compensatory damages in an amount according to proof at trial;
- 2. For punitive and exemplary damages.

On All Claims For Relief

- 1. For costs of suit incurred herein; and
- 2. For such other and further relief as the Court may deem proper.

Dated: September 18, 2020

FOLEY BEZEK BEHLE & CURTIS, LLP

By: 

Roger N. Behle, Jr. (174755)
Attorneys for Plaintiff

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JURY TRIAL DEMANDED

Plaintiff hereby demands a jury trial on all claims for relief for which a jury is available under the law.

Dated: September 18, 2020

FOLEY BEZEK BEHLE & CURTIS, LLP



By: _____
Roger N. Behle, Jr. (174755)
Attorneys for Plaintiff

EXHIBIT 1

CHURCHILL

by

Ben Kaplan

"It was the nation and the race dwelling all around the globe
that had the lion's heart. I had the luck to be called upon
to give the roar."

Winston Churchill

The following is based on a true story.

FADE IN:

EXT. CHARTWELL MANOR -- MORNING

We PUSH through a thicket of trees and BURST onto the grounds of a sprawling estate tucked in the middle of a forest.

SUPER: WESTERHAM, ENGLAND 1936

The early-morning sun lights up the lush landscape.

A BLACK CAT lounges in the grass, giving SEVERAL KITTENS a tongue bath.

INT. CHURCHILL'S BEDROOM

WINSTON CHURCHILL, 62, is asleep in his bed. A sleeping mask covers his eyes.

On the bedside table is a bookmarked copy of MEIN KAMPF.

Churchill wakes up and whips off his mask.

CHURCHILL
(shouting)
Inches!

No response.

He sweeps away the sheets and strides to the door -- naked.

EXT. HALLWAY -- CONTINUOUS

Churchill opens the bedroom door and steps into the hallway.

CHURCHILL
(shouting)
Inches!

Nothing.

INT. BILLIARD ROOM

DAVID INCHES, Churchill's manservant, is polishing the gold-plated liquor cabinet. He makes sure the coast is clear, then opens a bottle of scotch and takes a swig.

EXT. HALLWAY

Churchill barrels around a corner and encounters a YOUNG MAID, carrying a basket of laundry.

She catches sight of Churchill and GASPS.

Churchill puts his hands on his hips and glowers at her.

CHURCHILL

Don't just stand there gawking, you ninny! Fetch me my man!

He turns and stalks back toward his room.

He comes across an ELDERLY MAID, stooping to plug in a vacuum. She sees him, straightens up, and calmly curtsies.

ELDERLY MAID

(smiling)
Good morning, sir.

He GRUNTS at her, then, without breaking stride, steps over the cord, re-enters his room, and SLAMS the door.

INT. CHURCHILL'S BEDROOM -- CONTINUOUS

Churchill rummages through his dresser drawers, flinging clothing onto the floor. He locates a pair of underpants and puts them on just as Inches enters, wiping his mouth.

INCHES

I beg your pardon, sir. I'm so sorry. Shall I draw your bath?

CHURCHILL

(shaking his head)
I'll bathe when I get back.

INCHES

Very well, sir.

While Inches pulls on his socks and helps him into his pants, Churchill examines himself in the mirror. He sucks his gut in, throws his shoulders back, and strikes a commanding pose.

CHURCHILL

If you can dream and not make
dreams your master; If you can
think and not make thoughts your
aim ...

CHURCHILL (CONT'D)
 If you can meet with triumph and
 disaster and treat those two
 imposters just the same ...

Inches puts on his shirt and shoes.

CHURCHILL (CONT'D)
 (voice rising)
 If you can bear to hear the truth
 you've spoken twisted by knaves to
 make a trap for fools ...

Fully dressed, Churchill struggles into his frock coat and
 pats Inches playfully on the cheek.

CHURCHILL (CONT'D)
 (smiling)
 Yours is the earth and everything
 that's in it, and which is more,
 you'll be a man, my son!

He heads for the door with Inches right behind him.

INT. HALLWAY -- CONTINUOUS

Inches dusts off Churchill's shoulders with a lint brush as
 they walk downstairs.

INT. LIVING ROOM -- MOMENTS LATER

CLEMENTINE CHURCHILL, an elegant middle-aged woman with
 intelligent eyes, is sitting by the fire while BRENDAN
 BRACKEN, 35, leans against the piano, sipping a brandy.

CLEMENTINE
 I don't give a damn how it got
 started. You just make sure you put
 a stop to it.

Churchill and Inches enter.

CHURCHILL
 (to Clementine)
 Oink! Oink!

CLEMENTINE
 Mee-yow!

She stands up and gives him a kiss.

CLEMENTINE (CONT'D)

We've just been discussing a little rumor that's making the rounds in Parliament. Apparently, people are saying that Brendan here is your illegitimate son.

CHURCHILL

(pleased)

Really?

Bracken starts leafing through the newspaper, trying to stifle a smile.

CLEMENTINE

It's not funny, Pig.

CHURCHILL

Don't worry. I'll look the matter up, but I'm sure the dates won't coincide.

(re: newspaper)

Anything interesting?

BRACKEN

(reading)

A 75-year-old man was arrested in Hyde Park in sub-zero weather last night for exposing himself to a Cambridge woman.

CHURCHILL

(smiling)

Makes you proud to be an Englishman!

Clementine rolls her eyes. Churchill opens the humidor on the coffee table, takes out a cigar, and gazes at it fondly for a moment. Then he bites off the tip and spits it on the floor. Inches scoops the cigar stub up and puts it in his pocket.

CHURCHILL (CONT'D)

Pushy-cat, have you seen my speech?

CLEMENTINE

It's in the study. I'll get it.

She exits. Churchill lights the cigar and takes a few puffs. Then he pulls a YO-YO out of his pocket.

CHURCHILL

(to Bracken)

Watch this.

He tries to execute an "Around the World" maneuver, but the yo-yo CRASHES into a carafe, spilling water on the floor and sending shards of glass sailing across the room.

CHURCHILL (CONT'D)

I'm still working out the kinks.

He pockets the yo-yo as Inches starts cleaning up the mess.

BRACKEN

Do you think they'll listen?

CHURCHILL

Unpleasant truths are never popular, but I've got to try.

A SERVANT enters, carrying a piece of paper.

SERVANT

(to Churchill)

A telegram just arrived for you, sir, from Mister Bernard Shaw.

CHURCHILL

Well?

SERVANT

(reading)

Have left two tickets at Haymarket box office for you to attend tomorrow's opening night performance of Pygmalion. Bring a friend -- if you have one.

Bracken CHUCKLES.

CHURCHILL

Send the following response: Can't make it to opening night. Will attend second performance -- if there is one.

SERVANT

Right away, sir.

The servant exits as Clementine re-enters, carrying a folder, which she hands to Churchill.

CHURCHILL

Thank you, darling.

He checks to make sure every page is there, confirms that it is all in order, then checks again. And again.

CLEMENTINE
It's all there, darling.

CHURCHILL
Of course it is, Cat.

He continues obsessively flipping through the pages.

W.H. THOMPSON enters. Thompson, 45, is a former Scotland Yard inspector, who now serves as Churchill's bodyguard.

THOMPSON
I brought the car around.

CHURCHILL
Excellent.

He stubs out his cigar, gives Clementine a kiss on the cheek, and rushes out of the room.

EXT. CHARTWELL MANOR

A car is idling in the driveway.

Churchill scampers out the door ahead of Thompson and climbs behind the wheel. Thompson gets into the passenger seat.

INT. CAR -- CONTINUOUS

THOMPSON
Are you quite sure you don't want
me to drive?

Churchill gives him an impish look, then REVS the engine, shifts into gear, and SCREECHES out of the driveway.

CHURCHILL
(singing)
I am the very model of a modern
Major General. I've information
vegetable, animal, and mineral. I
know the kings of England and I
quote the fights historical, from
Marathon to Waterloo, in order
categorical.

As the car approaches a sharp curve in the road, Churchill slams down on the gas pedal. Thompson winces.

EXT. ROAD -- CONTINUOUS

MUSIC UP from "The Pirates of Penzance" as the car speeds through the scenic countryside.

EXT. WHITEHALL TERRACE -- DAY

The foreign office building.

SUPER: FOREIGN OFFICE

INT. WHITEHALL TERRACE -- OUTER OFFICE

RALPH WIGRAM, 45, is working at his desk. Wigram is dignified and diffident, the quintessential British civil servant.

A few feet away from him is a closed door with the words "Permanent Under-Secretary of State" etched into it.

After several moments, the door opens and SIR ROBERT VANSITTART, 55, emerges from his office, putting on his coat.

VANSITTART

I'm headed to the House.

WIGRAM

Yes, sir.

Vansittart shuts his office door and exits.

Wigram stamps a document and puts it in the out box. He bites his lip, then reaches under the desk and pulls out a cane.

With excruciating effort, he struggles to a standing position and moves toward Vansittart's office, dragging his feet.

He reaches the door and pauses to catch his breath.

INT. WHITEHALL TERRACE -- INNER OFFICE

The door opens and Wigram enters.

Leaning heavily on his cane, he crosses to a wall safe.

He unlocks the safe and pulls out a THICK FILE FOLDER.

Sweating profusely, he collapses into a chair and rests the heavy folder on his lap.

CLOSE ON -- the folder, which reads "Military Intelligence Reports" with the words "Most Secret" stamped in red ink.

With trembling hands, Wigram flips through the file until he comes to a section titled "Strength of Germany's Armed Forces." He removes several pages and closes the folder.

As he scans the first page, he GASPS and bites down on his lip so hard it begins to bleed.

EXT. LONDON STREET -- DAY

Churchill's car is in the middle of a massive TRAFFIC JAM.

Churchill leans out the window and glares at the bumper-to-bumper gridlock.

CHURCHILL

Goddammit! This won't do at all.

He swerves hard to the right and drives up on the sidewalk.

STARTLED PEDESTRIANS scatter as the car hurtles right at them. Churchill outflanks the traffic jam, whizzes along the sidewalk for several blocks, and turns a corner.

EXT. PARLIAMENT -- LATER

The spiked turrets sparkle in the sunshine.

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill is addressing the half-empty House. SEVERAL MP's are dozing. ANOTHER is doing a CROSSWORD PUZZLE. The rest are looking at Churchill with thinly-veiled hostility.

CLOSE ON -- NEVILLE CHAMBERLAIN, 65, the Chancellor of the Exchequer, glaring at Churchill with a look of utter disgust.

Chamberlain has a pasty face and a waxed mustache. He oozes aristocratic arrogance from every pore.

He sits beside SIR HORACE WILSON, his oily-tongued advisor.

CHURCHILL

I implore you to look at the facts.
Facts do not lie. And the plain
fact is that Hitler has begun
building an army in direct
violation of the terms of the
Treaty of Versailles. My friends, I
am not an alarmist.

LAUGHTER.

An MP stands up, gives Churchill a contemptuous look, and walks out of the hall.

Churchill sweeps the audience with a stern stare.

CHURCHILL (CONT'D)

But make no mistake! England's hour
of weakness is Europe's hour of
danger.

To Churchill's consternation, the MP's leap to their feet and start HOLLERING DERISIVELY at him.

Churchill holds up his hands for silence, but the CATCALLS persist. He opens a folder and WE SEE the same sheets of paper Wigram took from the safe -- with a note that reads "Back to me before 9."

After a moment, the audience sits back down, still SEETHING.

CHURCHILL (CONT'D)

The scale and rapidity of German
rearmament has continued
remorselessly. Reliable sources
report the existence of two hundred
Nazi divisions. We have only eight.

Startled, Chamberlain arches an eyebrow and glances at Wilson, who returns the look with a barely perceptible shrug.

CHURCHILL (CONT'D)

A mighty army is coming into being.
Great cannon, tanks, machine guns
and poison gas are fast
accumulating. We have been the
helpless, perhaps even the supine,
spectators of this vast
transformation, to the acute
distress of Europe and to our own
grievous disadvantage.

MUTTERING with disgust, SEVERAL MORE MP's leave the floor.

CHURCHILL (CONT'D)

Nothing can save England if she
will not save herself. If His
Majesty's Government adopts a
policy of unilateral disarmament
while simultaneously encouraging
Nazi Germany to acquire a dominant
military capability, we will be
fixing the date for another war as
if it were a prize fight.

BOOS rain down on Churchill from the balcony and benches.

CHURCHILL (CONT'D)

Do not delude yourselves! Do not believe that all Germany is asking for is equal status. All these bands of sturdy Teutonic youths, marching through the streets of Germany with the light of desire in their eyes, are not looking for status. They are looking for weapons. They are looking for war.

He holds up a PAMPHLET and waves it at his audience.

CHURCHILL (CONT'D)

When I entered this hallowed hall yesterday, a representative of the Oxford Student Union handed me a most extraordinary document.

(reading)

We hereby resolve that in the interests of world peace we will under no circumstances fight for king and country.

He tears the pamphlet to pieces.

CHURCHILL (CONT'D)

Right at this moment, in Germany, the splendid clear-eyed youth are demanding to be conscripted into the army, eagerly seeking the most terrible weapons of war, burning to suffer and die for the fatherland. One can almost feel the curl of contempt upon their lips when they read this message sent out in the name of young England.

The MP's and the citizens seated up in the Stranger's Gallery spring to their feet, unleashing a fresh BARRAGE OF INVECTIVE - which includes taunts of "GALLIPOLI!" - as Churchill tries in vain to continue speaking.

Red-faced and furious, Churchill stalks out of the chamber. Chamberlain blows him a condescending kiss goodbye.

EXT. CHARTWELL MANOR -- EARLY EVENING

Churchill stands at the edge of a POND, forlornly perusing a file while flicking BITS OF BREAD into the water.

CLOSE ON -- a colorful group of GOLDFISH swimming around.

We SLOWLY PULL BACK to reveal the setting sun, glowing red behind the solitary figure by the pond.

MARY (O.C.)
(calling)
Pa-PAH!

Churchill closes the folder and turns. His face lights up at the sight of his approaching family: his daughter MARY, 13, hand-in-hand with Clementine, accompanied by their daughter, DIANA, 26, and her dashing husband, DUNCAN SANDYS, 27.

Mary and Diana race to Churchill and wrap him in an embrace.

MARY (CONT'D)
She's home! She's home!

CHURCHILL
I see that, Mouse.
(to Diana)
When did you get back?

DIANA
About an hour ago. Duncan insisted
we come see you right away.

Sandys gives Churchill a warm handshake.

SANDYS
Quite right. Proper post-honeymoon
etiquette demands a timely visit to
the parents of the bride.
(grinning)
And I know how strongly you feel
about always following the rules.

Churchill CHUCKLES.

DIANA
Well? How do I look?

CLEMENTINE
Positively radiant.

CHURCHILL
What she really means is "How soon
till we're grandparents?"

CLEMENTINE
Winston.

CHURCHILL
What? Am I right?

CLEMENTINE
Of course. But must you express
every thought you ever have?

CHURCHILL
Of course.

MARY
(to Diana)
You're pregnant?

DIANA
No, dear. Not yet.

CHURCHILL
Why the devil not?

CLEMENTINE
Hush. You both look brilliant and
we're delighted to have you home.

CHURCHILL
Hear, hear.

DIANA
(kissing Clementine)
Thanks, mum.

SANDYS
(kissing Clementine)
Thanks, mum.

They start walking away from the pond.

CHURCHILL
Speaking of brilliant, care to hear
something impressive about me?

CLEMENTINE
Do we have a choice?

CHURCHILL
My most brilliant achievement was
persuading my wife to marry me.

Touched, Clementine MEOWS softly and gives him a kiss. Sandys
and Diana smile. Mary rolls her eyes.

As Clementine and the girls lead them back toward the house,
Churchill falls into step beside Sandys, slackens the pace,
and slips the folder to Sandys.

CHURCHILL (CONT'D)
Back to Wigram before nine.

INT. CHURCHILL'S STUDY -- NIGHT

VIOLET PEARMAN, 34, is sitting in a chair in the middle of the room, poised in front of a DICTATION MACHINE.

Churchill enters. He throws open the French windows and breathes in deeply. Then he whirls and smiles mischievously.

CHURCHILL
Are you ready, Miss P? I'm feeling fertile tonight.

PEARMAN
(giggling)
Ready, sir.

CHURCHILL
(teasing)
I must warn you. My potency is such that I may require two young women to satisfy my stenography needs.

PEARMAN
Miss Hill is on stand-by in case you wear me out. But I took a nap earlier so hopefully I can handle you myself.

Inches enters, carrying a glass of scotch on a tray.

PEARMAN (CONT'D)
What's on the agenda this evening?

CHURCHILL
An article for *The Manchester Guardian*.
(muttering)
If Parliament won't tell the people the truth, I will.

PEARMAN
Excellent. But before we start ...

She plucks an envelope out of her purse.

PEARMAN (CONT'D)
There's a fellow I've been seeing these past few months. I told him all about you, of course, and, well, he'd really like to meet you.

Churchill clasps his hands behind his back and begins pacing.

PEARMAN (CONT'D)

He asked me to deliver this note.
Do you think you might possibly--

CHURCHILL

(loudly)

In this solemn hour for the life of
our country, of our empire, of our
allies, and, above all, of the
cause of freedom ...

Inches sets the scotch on the desk, takes the envelope from
her with a respectful nod and stuffs it in his shirt pocket.

Miss Pearman mouths "THANK YOU" and starts taking dictation.

CHURCHILL (CONT'D)

We cannot sit idly by and allow the
swirl of disturbing events
transpiring on the continent to
continue. This year alone, Herr
Hitler has spent eight hundred
million pounds on weapons of war.

His pace quickens as Miss Pearman types furiously.

CHURCHILL (CONT'D)

That's 3.9 billion dollars, 26.8
billion francs, 11.5 billion rubles-

A BAT flies through the open window and starts whizzing
around the room. Churchill grabs a ruler, climbs up on a
chair, and flails at the bat, trying to chase it outside.

CHURCHILL (CONT'D)

12.7 billion zloties-

The bat flies right at Miss Pearman.

CHURCHILL (CONT'D)

8.4 billion guilders-

She CRINGES and covers her face as the bat swoops away.
Churchill swipes at the bat with the ruler, narrowly missing
Miss P's head.

CHURCHILL (CONT'D)

36.5 billion kronas-

Inches runs at the bat, waving the tray.

CHURCHILL (CONT'D)
And eight billion marks!

The bat flies back outside. Inches shuts the windows.

A beat.

PEARMAN
Excuse me, sir. How many kronas was that?

CHURCHILL
What's the matter with you? Were you listening to a word I said?

PEARMAN
I tried, sir, but-

CHURCHILL
(enraged)
Are you deaf?

Miss Pearman cringes.

INCHES
(frowning)
I beg your pardon, Mr. Churchill, but perhaps an apology is in order.

CHURCHILL
Quite right.
(to Miss Pearman)
Well?

INCHES
Not her. You, sir.

CHURCHILL
Me? What the devil for?

Inches gives him a reproachful look.

CHURCHILL (CONT'D)
Fine.
(to Miss Pearman)
I'm sorry you're so hard of hearing.

INCHES
I think that's enough, sir.

CHURCHILL
I'll decide what's enough, you-

INCHES
Sir, please control yourself.

CHURCHILL
How dare you interrupt me when I'm
interrupting you!

They glare at each other for several moments until Inches -
remembering his place - bows his head.

CHURCHILL (CONT'D)
You were quite rude to me.

INCHES
I'm sorry, sir.
(then)
But you were rude to me, too.

CHURCHILL
(smiling)
Yes, but I am a great man.

INT. TEN DOWNING STREET -- OFFICE

SUPER: OFFICE OF THE PRIME MINISTER

Chamberlain lounges on a couch, smoking a cigarette, while
Horace Wilson plays a game of chess with STANLEY BALDWIN, the
prime minister.

CHAMBERLAIN
(snickering)
The man is a busted flush.

BALDWIN
Did they really shout him down?

CHAMBERLAIN
He fled with his tubby tail tucked
between his legs.

BALDWIN
I'm sorry I missed it.

WILSON
Remember back when people thought
Winston was going to become PM?

BALDWIN
That was a long time ago.

WILSON

Hard to believe a raving lunatic
could come from such a fine family.

CHAMBERLAIN

Fine family, my foot. His father
died of syphilis and his mother was
sleeping with the king.

BALDWIN

Among others.

They LAUGH.

A KNOCK at the door.

BALDWIN (CONT'D)

Come in.

Wigram enters, a briefcase in one hand, a cane in the other.

WIGRAM

Good morning, gentlemen.

He shuffles forward a few steps, hoping for an invitation to
sit, but Chamberlain does not make room for him on the couch.

CHAMBERLAIN

You should have seen his face when
our right honorable friends yelled
"Gallipoli!"

WILSON

I meant to ask. Why Gallipoli?

BALDWIN

It was one of our most devastating
defeats in the Great War.
Conceived, commanded and completely
cocked up by former First Lord of
the Admiralty Winston Churchill.

CHAMBERLAIN

He tried to force a passage through
the Dardanelles strait.

BALDWIN

Which failed miserably.

CHAMBERLAIN

Then he ordered an amphibious
landing on the Gallipoli peninsula.

BALDWIN

Which failed even more miserably.

CHAMBERLAIN

A fatally flawed plan fueled by reckless hubris that cost 50,000 lives. And taught us never again to put our trust in Winston Churchill.

A beat.

Wigram is visibly shaken by this revelation.

BALDWIN

What is it, Wigram?

WIGRAM

Mister Prime Minister, we received a dispatch from Ambassador Rumbold. A rather alarming assessment of the Nazi regime. May I read it to you?

BALDWIN

Very well.

He moves a rook as Wigram takes a folder from the briefcase.

BALDWIN (CONT'D)

(to Wilson)

Check.

WIGRAM

(reading)

The National-Socialist program is intensely anti-Jewish. It is certainly Hitler's intention to degrade, and if possible, expel the Jewish community from Germany. Jewish citizens are being sent to concentration camps, including one in a town called Dachau.

BALDWIN

(yawning)

I thought it's pronounced dah-kow.

WILSON

No, I'm pretty sure it's dah-chow.

A flicker of frustration crosses Wigram's face.

BALDWIN

(to Wilson)

Your move.

WIGRAM

(reading)

The deliberate ruthlessness and brutality which have been practiced seem both excessive and unnecessary. Hitler is a fanatic who would be satisfied with nothing less than the dominance of Europe.

CHAMBERLAIN

Oh, for fuck's sake, Wigram, don't tell me you believe that twaddle?

Cowed by Chamberlain's glare, Wigram remains silent.

BALDWIN

And even if it's true that the regime is rather ...

CHAMBERLAIN

Rough around the edges ...

BALDWIN

It's none of our business how Hitler handles domestic policy with certain segments of his population.

CHAMBERLAIN

(to Wigram)

Is that all?

WIGRAM

Not quite, sir.

He pulls a memo out of his pocket and hands it to Baldwin. Baldwin passes the memo to Chamberlain without looking at it, then gazes at the chessboard, contemplating his next move.

WIGRAM (CONT'D)

I have done some calculations of my own, gentlemen, and I have concluded that it is no exaggeration to suppose a week or ten days intensive bombing upon London would leave thirty or forty thousand dead or maimed, a civilian population in grave panic, and millions driven into open country.

BALDWIN

Thank you, Wigram. We'll take it under advisement.

WIGRAM

Sir, I respectfully submit that--

BALDWIN

(sharply)

Thank you, Wigram.

WIGRAM

Yes, sir. Good day, gentlemen.

He limps toward the door, swaying with every step.

Oblivious to his difficulties, Chamberlain blows smoke rings at the ceiling as Baldwin and Wilson continue playing chess.

Struggling to turn the knob, Wigram sets the briefcase down, opens the door, almost topples picking it back up, and exits.

BALDWIN

(sighing)

There are things I shall miss in my retirement, but that Leaning Tower of Pessimism is not one of them.

(re: the memo)

Is this something I need to concern myself with?

Chamberlain crumples the memo and tosses it in the trash.

CHAMBERLAIN

Not at all. I assure you we have nothing to fear from Adolf Hitler.

BALDWIN

I wonder if I should show Rumbold's report to the cabinet.

CHAMBERLAIN

(shaking his head)

It would only upset them.

WILSON

I hope the man hasn't ruffled any feathers in Berlin.

BALDWIN

If so, it might be prudent to remind our Nazi friends exactly how we feel about them.

WILSON

Perhaps we should appoint a new ambassador -- as a gesture of goodwill ...

They mull the matter over for a few moments.

BALDWIN
What about Neville Henderson?

CHAMBERLAIN
Capital!

WILSON
I'll prepare the paperwork at once.

BALDWIN
While you're at it, ring up Reith
at the BBC and ask him to ban
Winston from delivering any more
broadcasts.
(to Chamberlain)
Maybe we can't muzzle him in the
House but we can certainly prevent
him from poisoning the public
against Henderson.

CHAMBERLAIN
And Hitler.

At a nod from Baldwin, Wilson exits.

Chamberlain stubs out his cigarette and takes over Wilson's
place at the chess board.

Baldwin makes a move. Chamberlain quickly counters.

CHAMBERLAIN (CONT'D)
Checkmate.

BALDWIN
Damn.

EXT. LONDON STREET -- NIGHT

We CREEP down the dark and deserted block, passing through
pockets of wispy fog. A STREETLIGHT flickers on and off.

ANGLE ON -- a narrow alley, where a CIGAR suddenly sparks up
like a firefly, then winks out, leaving a trail of smoke.

Churchill is standing in the shadows, leaning against the
side of a building. He puffs on his cigar, then pulls a yo-yo
out of his pocket and begins playing with it.

A CLOAKED FIGURE in a hat comes into view, his face shrouded
in a scarf.

CHURCHILL
It's good of you to come.

The man lowers his scarf, revealing Ralph Wigram.

CHURCHILL (CONT'D)
How are Ava and the children?

WIGRAM
Fine, thank you. Your wife is well?

CHURCHILL
Quite well.

Wigram glances up and down the street. Then he pulls an envelope out of his pocket and hands it to Churchill.

CHURCHILL (CONT'D)
You showed the prime minister?

WIGRAM
Yes.

CHURCHILL
And?

A CAR HORN BLARES in the distance. Wigram starts, then shrinks deeper into the shadow of the alley.

CHURCHILL (CONT'D)
Calm down, man.

He hands Wigram the yo-yo.

CHURCHILL (CONT'D)
Here. Play with this.

Wigram looks at the yo-yo in confusion for a moment, then shoves it in his pocket.

WIGRAM
(whispering)
They're dismissing Ambassador Rumbold and replacing him with Nevile Henderson.

CHURCHILL
(loudly)
What?

WIGRAM
Shh!
(whispering)
(MORE)

WIGRAM (CONT'D)

I've included a copy of Rumbold's latest dispatch as well as minutes of the last three cabinet meetings.

CHURCHILL

Good work.

(beat)

Did they say anything else?

Wigram hesitates.

CHURCHILL (CONT'D)

(gently)

It's okay, Ralph. I can handle it.

WIGRAM

They said your blunders caused the deaths of 50,000 men at Gallipoli.

Churchill grimaces, then shakes his head - sadly, slowly.

WIGRAM (CONT'D)

Is it true?

CHURCHILL

Yes.

Devastated, Wigram stares at Churchill in horror.

Wigram's "cane arm" starts twitching. Feeling wobbly, he tries to lower himself to a sitting position.

Churchill springs forward and assists him, then awkwardly maneuvers his bulk and sits on the pavement beside him.

CHURCHILL (CONT'D)

I wanted to create a sea route to Russia so we could link up with our Russian allies and smash through the enemy's southern flank, which would have shortened the war and saved thousands of lives.

(then)

Is your ass as cold as mine?

WIGRAM

What went wrong?

CHURCHILL

They wouldn't give me the go-ahead for a full year. By then, the beaches had been heavily fortified - dashing all hope of striking a decisive blow.

(MORE)

CHURCHILL (CONT'D)

But it was my plan and it occurred on my watch. So I resigned, re-enlisted in the army and requested command of a battalion on the Western front.

WIGRAM

You fought at the front?

CHURCHILL

Rather recklessly if truth be told.
(smiling)

I was ready to meet my Maker. Whether He was ready for the ordeal of meeting me is another matter.

Clearly relieved, Wigram grasps Churchill by the shoulder.

WIGRAM

Winston, you've got to make them listen. If they don't wake up soon, we won't stand a chance.

Churchill gives Wigram's hand a reassuring squeeze, then fixes his gaze on Wigram's pocket and frowns.

CHURCHILL

That yo-yo was a loan -- not a gift.

EXT. BOROUGH OF MAIDSTONE - DAY

A car drives through the scenic village streets.

INT. CAR

Churchill, sitting in the back seat beside Miss Pearman, clutches a NOTE.

CHURCHILL

Why in the world didn't you tell me about your boyfriend sooner?

PEARMAN

I tried, sir, but as I recall, you were rather busy berating me.

CHURCHILL

Ah, yes, well ... you must forgive me for that, you see, because--

PEARMAN
(teasing)
Because you are a great man?

MOVE TO - Inches, SOFTLY SNICKERING in the passenger seat. At the wheel, Thompson remains stoic, eyes fixed on the road.

CHURCHILL
(smiling)
Touché, Miss P. We're all worms.
But I do believe I am a glow worm.

Miss Pearman GIGGLES, and Churchill beams at her.

CHURCHILL (CONT'D)
He's definitely bringing his boss?

PEARMAN
I thought you were the boss.

Churchill starts to reply, then stops - at a loss for words. Pearman CHUCKLES.

PEARMAN (CONT'D)
Yes, sir, he's bringing his boss.
Commodore Charles Portal. They're
both rather eager to have a chat.

CHURCHILL
Well done, Miss P.
(then)
Your boyfriend is a lucky fellow.

PEARMAN
Thank you.

CHURCHILL
And he's really a wing commander?

PEARMAN
Yes. His name is Torr Anderson and
he's absolutely marvelous.

CHURCHILL
That's rather hard to believe.

PEARMAN
That I've met a marvelous man?

CHURCHILL
That a parent could name their
child Torr.

EXT. PILGRIMS WAY

As the car starts the steep climb up Detling Hill, WE SEE a sign that reads "RAF DETLING - 5 KILOMETERS."

EXT. RAF DETLING AIR FORCE BASE

An ARRAY OF AIRPLANES, including BRISTOL BLENHEIM, WHITLEY, WELLINGTON, WELLESLEY, AND HAMPDEN BOMBERS.

Churchill inspects the planes with AIR COMMODORE CHARLES PORTAL, 45, and WING COMMANDER TORR ANDERSON, 30.

The mood is grim.

PORTAL

As you can see, our Wellesley's are virtually obsolete. And the Blenheims will be bloody useless against Messerschmitts without radical modifications and training.

ANDERSON

All our requests for facilities to properly train our navigators have been flatly denied.

They walk briskly toward a FAIREY BATTLE bomber.

PORTAL

Last week, I went to them hat in hand and begged for funding to provide us with ample reserves.

CHURCHILL

Pilots or planes?

PORTAL

Both.

CHURCHILL

And?

ANDERSON

Mister Chamberlain cried poverty.

Churchill looks at Portal, who shakes his head in disgust.

PORTAL

All I got back was a bunch of bullshit about the need to balance the budget.

(MORE)

PORTAL (CONT'D)

Which means if we go into battle,
we'll only be able to fight for a
week. Two at most.

CHURCHILL

So how many operational squadrons
does Monsieur J'Aime Berlin intend
to provide you with?

PORTAL

We were promised forty-two. At the
moment we have none.

They arrive at the BATTLE BOMBER. Churchill conducts a
thorough inspection, then nods approvingly.

CHURCHILL

Is it as sturdy as it looks?

PORTAL

Very much so. But we're rather
short of engines right now. One
hundred and eighteen to be exact.

CHURCHILL

What the hell happened?

ANDERSON

Mister Chamberlain sold them.

CHURCHILL

He sold 118 Merlins? To whom?

PORTAL

Germany.

Stunned, Churchill looks at the plane, then back at Portal,
who shakes his head helplessly.

CHURCHILL (V.O.)

I hoped I would never see the day
when the forces of right were
deprived the right of force.

INT. PARLIAMENT -- HOUSE OF COMMONS

The chamber is packed.

Clementine and Diana are in the gallery, looking tense.

Churchill is trying to make himself heard above the DIN.

CHURCHILL

My friends, only a few hours away by air there dwell a nation of nearly seventy millions, who are being taught to think of war as a glorious exercise and death in battle as the noblest fate for man. Now they are rearming with the utmost speed, and ready to their hands is the new lamentable weapon of the air, before which women and children, the warrior and the civilian, all lie in equal peril. With the new weapon has come the possibility of compelling the submission of our nation by terrorizing our civil population.

CLEMENT ATTLEE rises to respond but Churchill keeps talking. Attlee, 55, is leader of the Labour Party.

CHURCHILL (CONT'D)

I should not speak to you in this way if I were not prepared to declare measures of preparation by which I believe another great war may be averted and our destruction be prevented should war come. First, we must without another day's delay begin to make ourselves at least the strongest air power in the European world.

The entire chamber REACTS NEGATIVELY.

CHURCHILL (CONT'D)

To urge preparation of defense is not to assert the imminence of war. On the contrary, if war were imminent, preparations for defense would be too late.

ATTLEE

My right honorable friend has clearly lost his right honorable mind. He is proposing a war budget, plain and simple, where all available resources are to be devoted to armaments, to piling up instruments of death with utter disregard for the services which build up the life of the people.

CHURCHILL

I always welcome the wise words of Mister Attlee. A modest man - with much to be modest about. Indeed, there are those like my learned friend - other sheep in sheep's clothing - who say, "Let us ignore the continent of Europe. Let us leave it with its hatreds and its armaments, to stew in its own juice, to fight out its own quarrels, and decree its own doom."

MURMURS OF APPROVAL.

CHURCHILL (CONT'D)

There would be very much to this plan if only we could unfasten the British islands from their rock foundations, and tow them three thousand miles across the ocean, but I have not yet heard of any way in which this could be done.

Churchill fixes his gaze on Chamberlain, who glares back.

CHURCHILL (CONT'D)

The flying peril is not a peril from which one can fly. We cannot move London. And now we learn that Chancellor Chamberlain has sold Hitler more than a hundred military engines belonging to the RAF. All in the name of the almighty budget.

As Churchill sits down, SEVERAL MP's move away from him.

ANTHONY EDEN, 35, rises to respond for the government. His handsome face is flushed.

EDEN

I must start by saying that I, for one, have not come here today to listen to the fantastic absurdities of a disappointed office seeker.

The House ERUPTS IN APPLAUSE.

EDEN (CONT'D)

Mister Chamberlain, I thank you, and your country thanks you, for your farsighted vision and your steadfast commitment to our fiscal health and perpetuating the peace.

Churchill lowers his head and begins shaking it from side to side in ever widening arcs.

EDEN (CONT'D)

I see the right honorable gentleman shaking his head. I wish to remind him that I am only stating my own opinion.

CHURCHILL

And I am only shaking my own head.

INT. EDEN'S OFFICE -- A LITTLE LATER

Anthony Eden is working at his desk.

The door swings open and Churchill barges into the room.

Eden scowls as Churchill sits across from him.

EDEN

To what do I owe this ... honor.

CHURCHILL

I wanted to congratulate you on your performance.

Churchill reaches into his coat pocket and pulls out a FLASK. He reaches into another pocket and grabs two SHOT GLASSES.

CHURCHILL (CONT'D)

(chuckling)

"The fantastic absurdities of a disappointed office seeker."

(then)

Did you come up with that line yourself?

EDEN

As a matter of fact, I did.

Churchill fills both glasses and offers a shot to Eden. Eden shakes his head. Churchill shrugs, then downs the two shots.

CHURCHILL

You're a very intelligent young man.

EDEN

(coldly)

Thank you.

CHURCHILL

It's a shame you're so confused.

EDEN

It's a shame you've turned into
such a crazy old crank.

(sighing)

Like father, like son, I suppose.

CHURCHILL

My father may have been a crank but
he wasn't crazy. And neither am I.

Churchill pulls out his copy of Mein Kampf and tosses it on
the desk in front of Eden.

Eden glances down at the book in surprise, then looks back up
at Churchill.

CHURCHILL (CONT'D)

Don't worry. It won't bite.

Eden folds his arms across his chest and frowns.

CHURCHILL (CONT'D)

And it might help you see the
situation more clearly.

EDEN

Very kind of you. But I assure you
my vision is quite clear.

CHURCHILL

Then why don't you recognize the
danger? Why are you so hell-bent on
coddling Hitler?

EDEN

Because I remember the last war!
And so should you. One million of
our soldiers -- dead! One hundred
thousand civilians -- dead! Two
million more wounded. My friends
and yours. My family and yours.
(softly)

We call it The War to End All Wars
for a reason, Winston. And I intend
to make sure we keep it that way.

CHURCHILL

I can sympathize with your
sentiments.

(MORE)

CHURCHILL (CONT'D)

And your attitude toward war should prove useful in preventing us from attacking any other country. But you have forgotten one thing.

EDEN

What's that?

CHURCHILL

What happens if we are attacked?

Churchill stands and sticks the shot glasses back in his pocket. He sets the flask on top of the book.

CHURCHILL (CONT'D)

I'll leave you this as well. I expect you'll need a stiff drink soon enough.

INT. OLD VIC THEATER -- EVENING

The CROWD IS APPLAUDING as the curtain goes up on a performance of Hamlet.

WE SLOWLY PAN through the audience until we find Churchill sitting in the second row, between Clementine and Mary.

CHURCHILL

They all hate me.

CLEMENTINE

Don't be silly.

CHURCHILL

You weren't there. It was awful.

She rubs his belly, then clasps his hand and gives it a kiss.

CLEMENTINE

If it makes you feel any better, I don't hate you. In fact, I'm quite fond of you.

Mary rubs his belly, too, then clasps his other hand. Churchill grins and gives her hand an affectionate squeeze.

ANGLE ON -- the stage, where GERTRUDE, HAMLET, and CLAUDIUS are performing.

GERTRUDE

Do not forever with thy veiled lids seek for thy noble father in the dust. Thou know'st 'tis common.

(MORE)

GERTRUDE (CONT'D)
All that lives must die, passing
through nature to eternity.

HAMLET
Ay, madam. It is common.

GERTRUDE
If it be, why seems it so
particular with thee?

Churchill starts RECITING the lines in unison with Hamlet.

HAMLET/CHURCHILL
Seems, madam? Nay, it is. I know
not "seems". 'Tis not alone my inky
cloak, good mother, nor customary
suits of common black ...

AUDIENCE MEMBERS try to SHUSH Churchill, but he keeps right
on RUMBLING. Clementine and Mary smile and snuggle up to him.

On stage, Claudius tries to carry on with the play as Hamlet
and Gertrude exchange a nervous look.

CLAUDIUS/CHURCHILL
'Tis sweet and commendable in your
nature, Hamlet, to give these
mourning duties to your father, but
to persevere in obstinate
condolement is a course of ... of--

CHURCHILL
(calling out)
Of impious stubbornness!

CLAUDIUS
(annoyed)
Of impious stubbornness.

EXT. SAVOY HOTEL -- NIGHT

Establishing shot.

INT. SAVOY HOTEL -- BALLROOM

An extravagant charity reception.

SEVERAL ELEGANT WOMEN are stationed at a booth near the
entrance, standing by BOXES brimming with KID-SIZED BOOTS.

A banner reads, "ANNUAL BOOT FUND BALL."

While THE BAND PLAYS A WALTZ, GUESTS DANCE AND MINGLE.

Churchill and Clementine enter, each carrying a bag.

They stop at the booth and Clementine places SEVERAL PAIRS OF MARY'S OLD SHOES in a box. Churchill hands a woman his VELVET SLIPPERS with the monogram "WSC". She rolls her eyes at him.

WOMAN

You realize these donations are to provide footwear for poor children?

CHURCHILL

And when their feet grow? What then, madam? What then?

Clementine tugs him toward the dance floor, but Churchill flags down a WAITER carrying a tray of champagne.

He takes two glasses, and hands one to Clementine.

CLEMENTINE

Thank you, Pig.

Churchill sidles up to an hors d'oeuvres table.

ANNE CHAMBERLAIN, chatting with NANCY ASTOR, catches sight of Churchill and nudges Nancy. They approach Churchill together.

ANNE

Hello, Winston.

CHURCHILL

Good evening, Mrs. Chamberlain. Lady Astor.

ANNE

I heard you ruined tonight's performance at the Old Vic.

NANCY

I don't know how Clemmie puts up with you. If I were your wife, I'd put poison in your tea.

CHURCHILL

Madam, if I were your husband, I'd drink it.

Clementine walks over and nods stiffly at Anne and Nancy.

CHURCHILL (CONT'D)

If you ladies will excuse me, I'm going to go look for the loo.

He drains his glass, lets out a little BURP, and exits.

ANNE

Neville tells me Winston hasn't got
a single friend left in Parliament.

NANCY

(snickering)
Or England.

CLEMENTINE

Winston may have his faults, but
the day will come when you get down
on your knees and thank God he was
born an Englishman.

She finishes her drink, hands the glass to Anne, and exits.

ANGLE ON -- Chamberlain and Wilson, chatting with Eden.

CHAMBERLAIN

I must tell you, Anthony, that your
steady and eloquent support of our
cause has not gone unnoticed.

WILSON

Hear! Hear!

CHAMBERLAIN

In fact, if you continue to show
such loyalty, I foresee a very
bright political future for you.

WILSON

As you know, Neville is about to
succeed Stanley as prime minister.

CHAMBERLAIN

And at the appropriate time, I plan
to hand pick my successor.

EDEN

Thank you, sir. Thank you very
much, indeed.

CHAMBERLAIN

As a matter of fact, why don't you
come out to the country this
weekend. Give us a chance to relax
and get to know each other better.

As Chamberlain and Eden beam at each other, we ...

EXT. THE RHINELAND/INT. KROLL OPERA HOUSE (ARCHIVAL FOOTAGE)

SUPER: RHINELAND DEMILITARIZED ZONE. MARCH 7, 1936.

INTERCUT - Hitler's speech with soldier and crowd footage.

-GERMAN SOLDIERS roll across a bridge on BICYCLES.

-TRUMPETS BLARE as TROOPS ON HORSEBACK ride into the city.

-CHEERING CITIZENS line the Rhineland streets.

Hitler is on stage speaking to a THRONG OF SCREAMING NAZIS.

HE SPEAKS IN GERMAN WITH SUBTITLES.

HITLER

In the interest of the primal right of a people to safeguard its borders and maintain its possibilities of defense, the German Reich Government has today re-established the full and unlimited sovereignty of the Reich in the demilitarized zone of the Rhineland.

The CROWD ERUPTS.

HITLER (CONT'D)

However, in order to prevent any misinterpretation of its intentions the German Reich Government declares its willingness to assent to establishing a system for securing peace. We have no territorial claims to make in Europe. Above all, Poland will remain Poland, and France will remain France. I now ask the German Volk to strengthen me in my belief and to continue giving me power of my own to support me in my struggle for real peace.

The opera house EXPLODES IN DELIRIOUS CHEERS AND SALUTES.

EXT. BIRMINGHAM, ENGLAND -- DAWN

SUPER: BIRMINGHAM, ENGLAND - CHAMBERLAIN FAMILY ESTATE

A FOX HUNT is about to begin in this idyllic country setting.

Chamberlain, Eden, and Baldwin are ON HORSEBACK, adjusting their stirrups, while their FELLOW HUNTERS ready themselves.

As a PACK OF FOX HOUNDS BARK WILDLY in a nearby PEN, SERVANTS distribute STIRRUP CUPS to the riders for the STARTING TOAST.

BALDWIN

Entry into the buffer zone is hardly an act of aggression.

CHAMBERLAIN

Agreed. After all, they are only going into their own back garden.

EDEN

True. But Versailles demands that it remain completely demilitarized.

CHAMBERLAIN

(enraged)

The Treaty of Versailles is a cancer on the conscience of this country - and the world. It was an act of revenge, not reconciliation.

EDEN

Yes, sir, but--

CHAMBERLAIN

No nation could ever hope to re-pay such an odious reparations bill. 132 billion marks? The short-sighted stupidity of this vindictive retribution not only humiliated Germany, it denied us a key trading partner, which had a devastating impact on our economy.

A beat.

EDEN

With regard to the matter at hand?

BALDWIN

I hardly think it's fair to punish Hitler for trying to right some of the heinous wrongs inflicted on his people. Or deny him the right to restore a sense of honor in order to put the country on a path to prosperity. If re-claiming the Rhineland will bring him closer to those goals, I applaud his efforts.

EDEN

Yes, sir. We will still need to give an official response.

BALDWIN

So what do you propose?

EDEN

A trade.

CHAMBERLAIN

What kind of trade?

EDEN

In exchange for our relinquishing control of the Rhineland and a vow to work toward a general settlement of grievances stemming from Versailles, we request a promise from Hitler never to use force to alter borders and a comprehensive ban on aerial bombardment.

BALDWIN

What about the French? Can we count on them to follow our lead?

CHAMBERLAIN

And behave as reasonably as Hitler?

EDEN

(chuckling)

Believe me, sirs, the French are the least of our worries.

At a signal from the HUNT MASTER, the TRUMPETS SOUND.

Chamberlain raises his cup and the other riders follow suit.

CHAMBERLAIN

To the hunt!

As the hunters drain their cups and toss them in the grass, servants open the pen and the PACK OF FOXHOUNDS rush forward.

With EXUBERANT CRIES of "TALLY HO!" Chamberlain, Eden, Baldwin and their FELLOW HUNTERS take off at a gallop.

The BARKING hounds scatter, and so do the horses, in hot pursuit of the pursuers.

Off Chamberlain's EXULTANT FACE, we ...

EXT. CHARTWELL MANOR -- MORNING

Establishing shot.

INT. CHARTWELL MANOR -- DRAWING ROOM/OPERATIONS ROOM

Churchill is sitting on the couch with Wigram and Sandys while Wing Commander Anderson presents a SLIDE SHOW of GERMAN FREIGHT TRANSPORT PLANES being converted to FIGHTER AIRCRAFT.

ANDERSON

It's really rather ingenious.

(pointing)

They simply unbolt the sections you see here and replace them with these pieces here and a commercial plane becomes a Luftwaffe bomber.

CHURCHILL

Powered by our Merlin engine?

ANDERSON

(nodding)

The whole process probably takes less than four hours.

CHURCHILL

Smashing.

Clementine enters with a pot of tea, which she sets on the coffee table. She squeezes onto the couch next to Churchill.

CHURCHILL (CONT'D)

Any more good news?

As Sandys and Anderson help themselves to tea, Wigram hands Churchill a DOCUMENT. Clementine reads over his shoulder.

WIGRAM

Our internal minutes indicate Chamberlain wants to limit the Air Force to a maximum of five hundred planes. However, he will offer to provide additional funds to the RAF when he becomes PM.

CHURCHILL

(to Anderson)

Oh! Did you hear that Commander?

WIGRAM

But only from money currently allocated to the army or navy.

Off Churchill's look of disgust, we ...

INT. PARLIAMENT -- HOUSE OF COMMONS -- DAY

Chamberlain has the floor. He is brandishing a fishing rod and beaming at Baldwin, who sits nearby.

CHAMBERLAIN

And so it is my honor to present the newly-created Earl Baldwin of Bewdly with this token of our esteem. We wish him a happy and healthy retirement.

The House APPLAUDS HEARTILY as Chamberlain shakes hands with Baldwin and presents him with the fishing rod.

CHAMBERLAIN (CONT'D)

Before I conclude, I would like to say a word about the field of foreign policy. The cost of our defense programs has been mounting at a giddy rate. If this trend continues we could be faced with the unthinkable: an unbalanced budget.

ANGLE ON -- Churchill, a sour look on his face, sitting with Sandys and Bracken.

CHAMBERLAIN (CONT'D)

From this day forward, I resolve to do everything in my power to convince Herr Hitler that we intend to resolve any disagreements between Germany and England at the negotiating table. From this day forth, His Majesty's foreign policy will be the policy of appeasement.

A STANDING OVATION washes over the new prime minister as he picks up his umbrella and exits the hall.

EXT. BAVARIAN COUNTRYSIDE -- DAY

A Mercedes with a swastika painted on its side cruises along a winding road in the Bavarian Alps. The car climbs into the mountains, a solitary speck in the middle of the wilderness.

INT. CAR

SIR NEVILLE HENDERSON, the British ambassador to Germany, is sitting in the back seat, admiring the scenery.

EXT. THE BERGHOF MANSION -- A LITTLE LATER

The leaves of the trees outside Hitler's luxurious villa are flushed with the colors of fall.

SUPER: BERCHTESGADEN, BAVARIA - HITLER'S VILLA

The Mercedes pulls into view and parks in front of the house.

INT. CAR

The CHAUFFEUR turns the ignition off. Henderson buttons up his coat and waits for a footman to open the door for him.

Several moments pass.

Henderson looks out the window and sees the TORSO OF A MAN standing right outside his door.

HENDERSON

What the devil is he waiting for?

Henderson continues to wait, but the man still does not open the car door. Bristling, Henderson shoves open the door.

He gets out of the car and comes face-to-face with Hitler.

HENDERSON (CONT'D)

Herr Hitler! I beg your pardon.

(laughing nervously)

I thought you were the footman.

Hitler does not look amused. He turns abruptly and heads into the house with Henderson at his heels.

INT. THE BERGHOF MANSION -- STUDY

A huge window provides a view of the snow-capped Alps.

The door opens and Hitler leads the way into the room, followed by Henderson.

Hitler sits behind the desk and motions to a chair. Henderson takes off his coat, sits down, and looks out the window.

THEY SPEAK IN GERMAN WITH SUBTITLES.

HENDERSON

What a wonderful view.

Hitler gives him a withering look. Henderson CLEARS HIS THROAT, then opens his briefcase and pulls out some papers.

HENDERSON (CONT'D)

Prime Minister Chamberlain asked me to call upon you in order to convey his heartfelt desire to establish a strong and unbreakable bond of friendship between His Majesty's Government and the government of the Third Reich. Accordingly, Great Britain is prepared to offer to Germany as a gesture certain colonial territories currently under British control. The prime minister asks nothing in exchange for this gift -- save only your friendship.

Hitler lights a cigarette and remains silent. Henderson shifts nervously in his seat.

HENDERSON (CONT'D)

In addition to the aforementioned colonies, the prime minister is prepared to offer you possession of the Congo.

Hitler gazes at Henderson for a long moment.

HITLER

I am glad to begin to know Mister Chamberlain. I believe we will be able to work together.

HENDERSON

(smiling)

I'm delighted to hear it.

He stands up and puts on his coat.

HITLER

I am curious about one thing.

HENDERSON

Yes?

HITLER

How would you rate the political prospects of Winston Churchill?

Henderson BURSTS OUT LAUGHING.

HENDERSON
Churchill? Oh, he's finished.

Hitler arches his eyebrows, then turns his attention to some papers on the desk -- disregarding Henderson's outstretched hand. Henderson hesitates for a moment, then exits.

Hitler picks up the phone and presses a button.

HITLER
 Get me Ribbentrop -- now!

INT. GERMAN EMBASSY -- LONDON -- DAY

Churchill is being escorted down a plushly carpeted hall by TWO NAZI SERGEANTS.

INT. RIBBENTROP'S OFFICE -- MOMENTS LATER

JOACHIM VON RIBBENTROP, the Third Reich's ambassador to England, is standing in front of his desk.

Ribbentrop flashes a thin smile and gestures to a chair as Churchill enters.

RIBBENTROP
 Sit.

Churchill sits down, regarding Ribbentrop warily. Ribbentrop picks up a cigar box and holds it out to him.

RIBBENTROP (CONT'D)
 Cigar?

CHURCHILL
 I don't smoke.

Ribbentrop sets the box back on the desk and takes a seat.

RIBBENTROP
 As you wish.
 (then)
 The fuhrer asked me to extend to you his personal guarantee to stand guard over the British Empire, provided that-

CHURCHILL

Please inform Corporal Hitler that we've stood guard over our empire without him for five hundred years - and will be doing so long after he and his gang of bloodthirsty gutter snipes have decayed into dust.

(then)

Can you remember that message, Mister Ribbentrop? Or would you like me to write it down for you?

The color drains from Ribbentrop's face. With a supreme effort, he masters his emotions, and maintains his composure.

RIBBENTROP

The fuhrer had me arrange this meeting to assure you that Germany seeks the friendship of England. All that is required is that Britain give us a free hand in Eastern Europe so that we may have sufficient living space for our increasing population.

CHURCHILL

How much living space do you want?

Ribbentrop walks over to a wall map of Europe.

RIBBENTROP

We will absorb all of Poland, the Ukraine, and the Danzig Corridor. Nothing less will suffice.

CHURCHILL

Mister Ambassador, are you seriously asking permission to-

RIBBENTROP

I am not asking permission for anything!

A beat.

CHURCHILL

How does Stalin feel about this?

RIBBENTROP

Let the fuhrer worry about Stalin.

CHURCHILL

Why are you telling me this? I am not even a member of my government.

Ribbentrop appraises Churchill for a long moment.

RIBBENTROP

All we are asking is that you do not interfere with our plans.

CHURCHILL

Great Britain will never enable Germany to gain the domination of Central and Eastern Europe. Even a mediocre former wine merchant like yourself can see that a cancer that spreads in one direction may just as easily spread the other way.

RIBBENTROP

In that case, war is inevitable. The fuhrer is resolved. Nothing will stop him.

CHURCHILL

Do not be fooled by the attitude of the present administration. And do not underrate England. She is very clever. If you plunge us all into another Great War, she will bring the whole world against you -- like last time.

RIBBENTROP

England may not be quite as clever as you think, Herr Churchill.

Churchill stands up.

CHURCHILL

Inform your master that if he dares to drag us into the darkness, he shall not live to see the dawn.

He snatches Ribbentrop's cigars and strides out of the room.

EXT. TEN DOWNING STREET -- DAY

SUPER: MARCH 12, 1938

INT. TEN DOWNING STREET -- DINING ROOM

SERVANTS bustle about, pouring wine and setting place cards.

Chamberlain and Ribbentrop enter arm-in-arm, LAUGHING.

They are followed by Anne Chamberlain, Wilson, MADAM VON RIBBENTROP, and SIX OTHER COUPLES, including Anthony Eden and his wife, ALEXANDER CADOGAN and his wife, and Churchill and Clementine.

Churchill opens his mouth to say something to Eden, but Eden brushes past him before he can speak. Churchill frowns.

As the guests take their seats, Churchill and Clementine locate their place cards at the far end of the table.

Churchill looks down the length of the room at Chamberlain and Ribbentrop and shakes his head ruefully. He sits down, turns to Clementine, and smiles.

CHURCHILL

Remember the first time we were assigned seats next to each other?

CLEMENTINE

Of course. At the Carlisle's Christmas party. The night we met.

CHURCHILL

Well, I have a confession to make about that night. You see ... I snuck into the dining room during the cocktail hour and switched the seating tags so we'd be placed next to each other.

CLEMENTINE

You did?

CHURCHILL

(nodding)

You were supposed to sit next to Rutherford Simms and I was meant to sit with Emily Hayes. I hope you're not mad.

CLEMENTINE

Of course not, darling.

(smiling)

Although, as I remember, that Simms fellow was quite a looker. You wouldn't happen to know if he's still single?

Churchill CHUCKLES.

MOVE TO -- the head of the table, where Chamberlain stands and TAPS his fork against a glass.

CHAMBERLAIN

I'd like to make a toast. To our distinguished guest of honor. Duty calls the ambassador back to Berlin. We are sorry to see him go, but we trust that he will remember the friends he has made here.

He raises his wine glass.

CHAMBERLAIN (CONT'D)

To friendship.

GUESTS

To friendship.

Ribbentrop CLINKS glasses with Chamberlain, then locks eyes with Churchill and winks.

EXT. VIENNA -- DAY (ARCHIVAL FOOTAGE)

NAZI TROOPS pour into the city, greeted by CHEERING citizens.

SUPER: VIENNA, AUSTRIA

INT. TEN DOWNING STREET -- DINING ROOM

BOISTEROUS LAUGHTER.

The prime minister and his guests are lingering over dessert as Churchill looks on in disgust.

CHURCHILL

(to Clementine)

I can't stand this anymore.

CLEMENTINE

Me neither. I'll get our coats.

While Churchill exits, Cadogan is handed a NOTE by a SERVANT.

He reads the note, then quickly hands it to Chamberlain.

Chamberlain reads it with a quizzical expression on his face, then looks sharply at Ribbentrop.

He passes the note to Wilson, who tucks it away.

Chamberlain WHISPERS to his wife.

CHAMBERLAIN

Shall we adjourn to the drawing
room for coffee?

As the guests file out of the room, Eden pulls Cadogan aside.

EDEN

Well?

CADOGAN

(whispering)

Hitler has invaded Austria. German
mechanized forces are advancing
fast upon Vienna.

Eden stiffens, but maintains his composure.

Ribbentrop approaches Eden and offers his hand. Eden shakes.

RIBBENTROP

Ah, Mister Eden. Such a pleasure to
see you again.

EDEN

Thank you, sir.

(then)

Might I ask you a question?

Chamberlain hurries over and flashes a smile at Ribbentrop.

CHAMBERLAIN

I am so sorry to drag Anthony away,
but we have to go now.

RIBBENTROP

Certainly. Nothing amiss, I hope.

CHAMBERLAIN

No, no. Just an internal matter
that requires our attention.

RIBBENTROP

I understand. Good luck to you.

CHAMBERLAIN

And to you.

Chamberlain and Eden exit.

Churchill re-enters and helps Clementine into her coat.

Madam Ribbentrop glares at Churchill. He bows.

CHURCHILL

Bon voyage, madam. I hope England and Germany will preserve their friendship.

MADAM RIBBENTROP

Be careful you don't spoil it.

EXT. LINZ, AUSTRIA -- CITY HALL BALCONY (ARCHIVAL FOOTAGE)

Hitler speaks about the Anschluss to a THRONG of AUSTRIANS.

HITLER

Above all, I thank you who have assembled here and testified to the fact that it is not the will and desire of only a few to establish this great Reich of the German race, but the wish and the will of the German Volk.

EXPLOSIVE CHEERS.

HITLER (CONT'D)

May there be those among you this evening, our reputed international truth seekers, who will not only perceive for themselves this reality, but admit it afterwards, too.

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill is speaking, desperately trying to rouse the House.

Chamberlain and Wilson sit listlessly, while Wigram appears to be on the verge of a nervous breakdown.

CHURCHILL

Adolf Hitler has conquered Austria without firing a shot. And in so doing, gained yet another staging ground from which to unleash his deadly Luftwaffe bombers on London.

Churchill looks at Wigram. He gives a barely perceptible nod.

CHURCHILL (CONT'D)

It is no exaggeration to suppose a week or ten days intensive bombing upon London would leave thirty or forty thousand dead or maimed, a civilian population in grave panic, and millions driven into open country.

Horace Wilson's normally hooded lids fly open. He has heard these exact words before - but where? In sudden realization, he whips his head around and glares at Wigram, then whispers to Chamberlain. Wigram cringes and bites deeply into his lip.

CHURCHILL (CONT'D)

Our loyal, brave people should know the truth. They should know that there has been a gross neglect and deficiency in our defences. They should know that we have sustained a defeat without a war.

Wilson scribbles a note, then summons a PAGE and points to Wigram. The page crosses to Wigram and hands him the note.

CHURCHILL (CONT'D)

And do not suppose that this is the end. This is only the beginning of the reckoning.

Wigram looks at the note, which reads, "The prime minister and I would like a private word. First thing in the morning."

CHURCHILL (CONT'D)

This is only the first sip, the first foretaste of the bitter cup which will be proffered to us year by year, unless by a supreme recovery of moral health and martial vigour, we arise again and take our stand for freedom as in olden time.

Off Wigram's look of terror, we ...

INT. LORD NORTH STREET -- DAY

A residential block of modest row houses.

INT. WIGRAM'S HOUSE -- STUDY

The door opens and Ava Wigram walks in, a look of concern on her face. She flicks on the light and looks for her husband.

She is about to leave, when she spots a note neatly resting on the chair. She picks it up and starts reading.

WIGRAM (V.O.)

My dearest darling. I have failed to make my masters realize what is at stake. I am not strong enough to make them understand. War is now inevitable and it will be the most terrible war there has ever been. I'm so sorry, darling. Tell Winston ... I'm sorry.

Trembling, Ava rushes for the phone.

As she picks up the receiver, she sees a partially concealed item on the floor that makes her GASP: her husband's cane. She steps toward it, spots Wigram's body, and SCREAMS.

EXT. CHARTWELL MANOR -- COTTAGE CONSTRUCTION SITE -- DAY

Churchill is standing at a partially built brick wall, holding a trowel and scooping mortar onto a brick.

Two walls have been completed. Churchill works on the third.

Inches stands nearby, holding a glass of scotch with a straw stuck in it. A bucket of mortar is on a stool beside them.

CHURCHILL

The secret to bricklaying is properly mixing the mortar.

INCHES

Yes, sir.

He sneaks a sip of Churchill's scotch.

CHURCHILL

As a member in good standing of the Amalgamated Union of Building Trade Workers, I happen to know quite a bit about mortar. It's made from masonry cement, fine - not coarse - mason sand, and clean water. The key is its consistency. It should feel like soft custard.

He picks up another brick and scoops more mortar onto the trowel. Then he leans over the bucket and sucks on the straw.

A BLACK CAT springs lightly onto the bricks, and mucks around in the mortar. Churchill GROWLS and waves the trowel at him, splattering mortar on Inches.

CHURCHILL (CONT'D)
Get down, you little devil!

To Churchill's annoyance, the cat bats at the trowel.

MARY (O.C.)
Pa-PAH! Are you ready?

Churchill sets down the brick and trowel, wipes his hands on Inches' shirt, and waves to Mary.

CHURCHILL
(smiling)
Ready, Mouse!

Mary enters slowly, cradling FOUR NEWBORN PUG PUPPIES.

Churchill sits as she places the puppies in his arms.

CHURCHILL (CONT'D)
They're beautiful! What are their names?

MARY
Ashley, Ainsley, Audrey, and Abigail.

CHURCHILL
(inspecting them)
I think Audrey may be an Arthur.

As Churchill hands the puppies to Inches, a GROWN-UP PUG wanders over. Churchill beams at him.

CHURCHILL (CONT'D)
Ah-ha! Our resident Casanova.
(saluting)
Congratulations, sir.

Mary GIGGLES.

CHURCHILL (CONT'D)
How's their mother doing?

MARY
Fine. Shall I bring her here, too?

CHURCHILL

No, no. Let her rest. I read
somewhere that giving birth can be
rather tiring.

A MAID enters, carrying an envelope.

MAID

This just arrived for you, sir.

CHURCHILL

Thank you, Agatha.

The maid rolls her eyes, miffed about something, then leaves.
On her way back toward the house, she encounters Clementine.

CLEMENTINE

Hello, Alice.

MAID

(smiling)

Hello, ma'am.

The maid exits. Clementine pets the puppies and looks at
Churchill, who has just opened the envelope.

CLEMENTINE

Aren't they darling?

He doesn't hear her. His face has turned ashen and his hands
are trembling.

CLEMENTINE (CONT'D)

Run along inside with Inches,
Mouse. Their mum is probably
wondering where they've gone.

Inches and Mary exit with the puppies.

CHURCHILL

Ralph Wigram committed suicide.

Clementine GASPS. Tears form in Churchill's eyes and he lets
out a LOW MOAN.

She hugs him tight, rocking him back and forth.

CLEMENTINE

It's okay, darling. It's okay.

CHURCHILL

It's too hard. I can't go on alone.

CLEMENTINE

You must.

CHURCHILL

I can't.

CLEMENTINE

Nonsense. You're the only man who can.

She lifts his chin up and gazes into his bloodshot eyes.

CLEMENTINE (CONT'D)

(chanting softly)

Then out spake brave Horatius, the captain of the gate ...

Churchill takes a deep breath, then slowly lets it out.

CHURCHILL

"To every man upon this earth death cometh soon or late" ...

CLEMENTINE

"And how can man die better than facing fearful odds, for the ashes of his fathers and the temples of his gods?"

(then)

You will stand up to every last one of them -- and the strength of your words will save us all.

INT. TEN DOWNING STREET -- STUDY -- NIGHT

Chamberlain and Wilson are sitting and smoking.

WILSON

As I see it, the question before us is what to do about Czechoslovakia. Reliable sources report that the Czech border is swarming with German assault troops.

He pours a glass of brandy and hands it to Chamberlain.

WILSON (CONT'D)

What do you propose we do?

Silence. Chamberlain gazes at his reflection in the window for a moment, then turns to Wilson and smiles.

CHAMBERLAIN

Plan Z.

Chamberlain clicks the intercom button.

CHAMBERLAIN (CONT'D)

Miss Keats, I'd like to send a cable.

MISS KEATS (O.S.)

Go ahead, sir.

CHAMBERLAIN

To Adolf Hitler, from Sir Neville Chamberlain. Stop. In light of current situation I propose to come see you at once with a view to trying to find a peaceful solution. Stop. Got it?

MISS KEATS (O.S.)

Yes, sir.

CHAMBERLAIN

Good.

He looks at Wilson, who nods approvingly.

CHAMBERLAIN (CONT'D)

I intend to present myself to Hitler as a one-man mission of inquiry to determine face-to-face, in personal conversation, what the two of us can do to save the peace.

MONTAGE -- MUNICH MEETINGS (ARCHIVAL FOOTAGE)

EXT. HESTON AERODROME -- DAY

MONTAGE -- TRIUMPHANT RETURN (ARCHIVAL FOOTAGE)

A Rolls Royce follows a police escort out of the airport.

INT. ROLLS ROYCE

Chamberlain and Wilson are sitting in the back seat as the car cruises along the London streets. Chamberlain is glowing.

CHAMBERLAIN

It has been a lesson in the value of personal diplomacy from start to finish. I tell you, I felt like a modern-day Solomon. Hitler doesn't want war any more than I do.

WILSON

Are you sure?

CHAMBERLAIN

Positive. All he really wanted was for me to agree to his liberation of the Sudetenland portion of Czechoslovakia and the incorporation into the Reich of the Germans currently living there.

WILSON

That's all? What a relief.

CHAMBERLAIN

(nodding)

Once those three million Germans have been liberated he will have no further interest in Czechoslovakia.

WILSON

Do you think we can believe him?

CHAMBERLAIN

I do. To be safe, though, I put the whole thing in writing and got him to sign it in my presence.

He carefully slides an official-looking piece of paper out of his briefcase and hands it to Wilson with a flourish.

CHAMBERLAIN (CONT'D)

(triumphantly)

What do you think of that?

WILSON

Sir, I congratulate you. You have done wonders.

EXT. DOWNING STREET

As the car pulls up in front of the prime minister's house, we encounter a LARGE CROWD CHEERING Chamberlain's arrival.

CHAMBERLAIN

Ah! Good news travels quickly.

The CHAUFFEUR gets out and opens the back door. Chamberlain emerges first, followed by Wilson.

He waves his umbrella at the crowd, basking in the adoration. Wilson enters the residence, but Chamberlain lingers for several more moments, blowing kisses, then heads inside.

INT. TEN DOWNING STREET -- FOYER -- CONTINUOUS

Chamberlain is greeted with RAUCOUS APPLAUSE by MEMBERS OF THE CABINET AND HIS HOUSEHOLD STAFF.

As SERVANTS circulate with champagne glasses, Anne gives Chamberlain a fervent embrace and a proud kiss on the lips.

CHAMBERLAIN

(winking)

I should go to Munich more often.

LAUGHTER and MORE CHEERS.

Wilson CLEARS HIS THROAT and raises his glass.

ANGLE ON -- Eden, rather removed from the festivities.

WILSON

My friends, it is my profound honor to welcome home the man who has brought the world back from the brink. A man of moral fiber. Of finesse. Of fortitude. I give you the man who made Hitler blink. Prime Minister Neville Chamberlain.

Everyone CHEERS and drains their glass -- except Eden.

INT. TEN DOWNING STREET -- PRIVATE QUARTERS -- A LITTLE LATER

Chamberlain is admiring his reflection in a floor-length mirror as Anne enters, smiling broadly.

She flings open the window doors, and looks down at the people who have gathered in front of the house.

ANNE

Oh, Neville! Your people are calling for you. Go to them!

Relishing the moment, Chamberlain strides out onto the balcony to the ROAR of the euphoric crowd.

EXT. WINDOW -- CONTINUOUS

Chamberlain looks down upon the DENSE THRONG and brandishes the piece of paper bearing Hitler's signature over his head.

CHAMBERLAIN

My good friends, the fuhrer of Germany and I have just signed an historic agreement. This is the second time that there has come back from Germany to Downing Street peace with honor. I believe it is peace for our time.

INT. PARLIAMENT - HOUSE OF COMMONS

CHAMBERLAIN (CONT'D)

(proudly)

The goal has been to work for the pacification of Europe, for the removal of those suspicions and animosities which have poisoned the air.

ANGLE ON -- Churchill, sitting with Sandys and Bracken, silently brooding. He looks old, tired, beaten.

CHAMBERLAIN (CONT'D)

The path to appeasement is long and bristles with obstacles. This is the latest and perhaps the most dangerous of those obstacles, but now that we have got past it, I feel it may be possible to make further progress along the road to sanity.

EXT. CHARTWELL MANOR - DRIVEWAY

The whole household is bustling about, loading suitcases into TWO CARS - except Churchill, who sits sulking on the steps.

As servants pass him on their way back and forth, carrying luggage and other vacation items, Churchill SPEAKS SADLY.

CHURCHILL

I see it all coming, and cry aloud to my countrymen and to the world. But no-one pays any attention.

Clementine enters, carrying a TENNIS RACKET, and gently taps Churchill on the top of his head with the racket.

CLEMENTINE

I know, dear. We all do. It's time to go, though. A vacation will do wonders for your spirits.

CHURCHILL

I don't want a vacation.

CLEMENTINE

You're going and that's final.
(smiling)
Save your strength for a fight you might win.

She gives him a kiss and continues loading the cars.

Diana, Sandys, and Mary enter, carrying suitcases.

Churchill slowly rises to his feet and shuffles forward. Mary and Diana each take a hand, and help guide him to the car.

CHURCHILL

There never was a war more easy to stop than that which will now wreck what is left of the world.

MARY

Yes, pa-PAH.

DIANA

Chin up, pa-PAH.

MARY

A couple days at Cousin Consuelo's and you'll feel much better.

EXT. MARLBOROUGH CHATEAU -- DAY

SUPER: DREUX, FRANCE

CLOSE ON -- Churchill's face, which looks even more miserable than before.

WE PULL BACK and see that he is sitting at an EASEL on the grounds of a luxurious villa, with Mary sitting beside him.

They are painting together, each focusing on one half of the canvas, as Clementine and Diana play tennis nearby.

They GIGGLE as they clumsily bash the ball back and forth.

DIANA

Over the net, Mummy!

CLEMENTINE
 (breathlessly)
 I'm trying!

Churchill watches Clementine flail at a forehand.

CHURCHILL
 She may never win Wimbledon but she
 has pulled me out of the abyss more
 times than I can count.

MARY
 What do you mean?

He gazes at Clementine with unabashed admiration.

CHURCHILL
 You know my studio back home?

MARY
 Yes.

CHURCHILL
 Your mother built that for me.
 It's been a godsend. Whenever I'm
 so distraught I want to tear out
 what's left of my hair, she sets up
 an easel for me. With her support,
 confronting that blank canvas
 doesn't seem nearly as daunting.
 And when I'm finished, I feel ready
 to go back into battle.

They resume painting in silence.

CHURCHILL (CONT'D)
 On your mark ...

MARY
 (smiling)
 Get set ...

CHURCHILL
 Switch!

GIGGLING, Mary switches seats with Churchill and starts painting the half of the canvas he had been working on, while Churchill works on the area just vacated by Mary.

MARY
 Am I still in charge of the water?

CHURCHILL
 Yes.

He pauses, and gazes out at the trees, which are on the verge of changing colors.

CHURCHILL (CONT'D)

(muttering)

This is the last picture we shall paint in peace for a very long time. Before the harvest is gathered we shall be at war.

Sandys enters, carrying SEVERAL NEWSPAPERS. He sits across from Churchill and Mary.

SANDYS

May I show something to you?

CHURCHILL

No.

SANDYS

Fine.

(to Mary)

May I show something to you?

MARY

Yes.

Sandys grins and holds up a FRENCH NEWSPAPER.

WE SEE a PHOTO OF CHURCHILL, with A CAPTION, which reads, "C'est l'homme qui fait peur a Hitler."

SANDYS

(triumphantly)

What do you think of that?

Churchill glares at him.

CHURCHILL

If you think being compared to Hitler is cause for celebration, you're sadly mistaken.

SANDYS

Is your French really that bad?

CHURCHILL

My French is impeccable.

He squints at the caption, trying harder to figure it out.

MARY

Pa-PAH, it's not making fun of you.

CHURCHILL

I know that ... now.

(then)

What do you think it says?

MARY

It says, "This is the man Hitler fears."

Churchill brightens for a moment, then shrugs.

CHURCHILL

The French certainly know a thing or two about fear - but they don't know shit about Hitler.

SANDYS

But-

CHURCHILL

But nothing. They are armed to the teeth, but pacifist to the core.

Sandys SIGHS and starts reading a British newspaper.

CHURCHILL (CONT'D)

(to Mary)

They're the ones who mucked up their magnificent Maginot Line by building it in the wrong place.

MARY

What do you mean?

CHURCHILL

Look here ...

He gestures to the canvas, and WE SEE a skillfully rendered MAP OF WESTERN EUROPE with troop positions and naval vessels delineated in intricate detail.

As he speaks, he points his paintbrush at the Maginot Line, then moves it north to the Ardennes Forest.

CHURCHILL (CONT'D)

It's a ten-foot high fortified cement wall, winding for miles in either direction. Elevators and electric trains can transport thousands of soldiers to virtually any point along the Line.

(MORE)

CHURCHILL (CONT'D)

But we are faced with a new weapon,
armor in great strength, and
forests will be quite tempting to
such forces since they will offer
concealment from the air.

MARY

You should tell them that.

SANDYS

(not looking up)
He did.

CHURCHILL

(sadly)
I did.

MARY

Were you polite?

CHURCHILL

Of course. I said, politely, that
the great advantage of a shield is
that it may be moved to defend any
part of the soldier's body. Your
Maginot Line is immovable.

MARY

And what did they say?

SANDYS

(not looking up)
They laughed at him.

CHURCHILL

(sadly)
They laughed at me.

MARY

Oh. That wasn't very nice.

CHURCHILL

No, not very nice at all.

Sandys GASPS.

CHURCHILL (CONT'D)

What the hell is the matter?

Sandys passes him the paper.

CLOSE ON -- a cartoon, which depicts Chamberlain, Churchill,
and the figure of Britannia draped in the Union Jack.

Chamberlain is slinking away. Churchill is saying, "I'm not afraid of Hitler." And Britannia is telling Chamberlain, "Bring him back. It's your last chance."

A beat.

Off Churchill's look of renewed vigor and defiance, we ...

EXT. CZECHOSLOVAKIA (ARCHIVAL FOOTAGE)

The German invasion of Prague.

EXT. LONDON STREET -- DAY

SUPER: MARCH 15, 1939

A car drives along the streets, obeying traffic laws.

INT. CAR

Thompson is behind the wheel. Churchill is fidgeting in the back seat, in a clear state of discomfort.

CHURCHILL
(squirming)
Damn it, man! Can't you go any
faster?

On the seat beside him is a copy of The Evening Standard, dated MARCH 15, 1939. The headline reads: "NAZIS ENTER PRAGUE" and in smaller letters below: "HITLER SAYS CZECHOSLOVAKIA NO LONGER EXISTS".

As they drive through the Strand, to Churchill's amazement, he sees a GIANT POSTER that reads "WHAT PRICE CHURCHILL?"

Thompson pulls up in front of Parliament. Before the car comes to a complete halt, Churchill throws open the door and clambers onto the sidewalk, then sprints into the building.

INT. PARLIAMENT -- HALLWAY -- MOMENTS LATER

Churchill hustles through the halls, brushing by assorted MP's. He reaches his destination, a RESTROOM, and rushes in.

INT. RESTROOM -- CONTINUOUS

Clement Attlee is washing his hands.

ATTLEE
Winston! Thank God you're back.

CHURCHILL
Have you been drinking?

Attlee blocks Churchill's path to the urinals and shakes his hand. As Attlee speaks, Churchill continues trying to get by.

ATTLEE
Never mind what I've said in the past. We are in the midst of a humiliating tragedy. Munich was not a victory for reason or humanity. It was a victory for brute force. And now this ...

Churchill pushes past Attlee and several available urinals, chooses one in the corner, and, to his great relief, pees.

ATTLEE (CONT'D)
Feeling standoffish today?

CHURCHILL
I make it a practice never to piss near a member of the Labour Party.

ATTLEE
Oh? Why is that?

CHURCHILL
Because every time you see something big you try to nationalize it.

INT. PARLIAMENT -- PRIME MINISTER'S PRIVATE OFFICE

While Wilson paces, Chamberlain fixates on a FRAMED DOCUMENT on the wall. His face is ashen and his hands are shaking.

CLOSE ON -- the frame, which holds the page of the MUNICH AGREEMENT containing HITLER'S SIGNATURE.

CHAMBERLAIN
How could he do this to me?

He whips out a handkerchief and wipes his forehead.

WILSON
Sir? Perhaps--

Chamberlain waves him away, then darts into his LAVATORY.

As WE HEAR Chamberlain VOMIT, Wilson grimaces.

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill has the floor, and the full attention of the House.

Bracken and Sandys sit together, radiating their support.

He locks eyes with a MAN sitting in the balcony. He looks foreign, and enormously engaged in the events on the floor.

CHURCHILL

The prime minister had to choose
between war and dishonor. He chose
dishonor. He shall have war.

He glances at DAVID LLOYD GEORGE, 75, on the Liberal bench,
and draws his attention to the man in the balcony.

Lloyd George looks at the man and reacts in surprise.

CHURCHILL (CONT'D)

All is over. Silent, mournful,
abandoned, broken, Czechoslovakia
recedes into the darkness. We have
passed an awful milestone in our
history, and these terrible words
have for the time being been
pronounced against the Western
democracies, 'Thou art weighed in
the balance, and found wanting'

He glares at Chamberlain, who averts his eyes.

CHURCHILL (CONT'D)

The utmost the prime minister has
been able to secure by all his
immense exertions in Munich has
been that the German dictator,
instead of snatching his victuals
from the table, has been content to
have them served to him course by
course.

INT. PARLIAMENT -- SMOKING ROOM -- A LITTLE LATER

Churchill enters, accompanied by Lloyd George, and eagerly
scans the room.

LLOYD GEORGE

What the devil is he doing here?

CHURCHILL
I invited him.

LLOYD GEORGE
Do you even know where they stand?

CHURCHILL
(playfully)
No. It is a riddle wrapped in a
mystery inside an enigma.

He shoulders his way toward the back, past ASSORTED MP's
lounging in cushioned chairs. Lloyd George tries to keep up.

CLOSE ON -- a secluded corner, where a MAN is sitting alone
on a couch, his face hidden by the newspaper he is reading.

Churchill walks over to him and CLEARS HIS THROAT.

He lowers the paper, revealing the man from the balcony,
AMBASSADOR IVAN MAISKY of the Soviet Union, calmly smoking.

He nods pleasantly at Churchill and Lloyd George.

CHURCHILL (CONT'D)
Mister Ambassador.
(in awful Russian)
Zdravstvujtye ee privestye.

MAISKY
Nice to see you, too, Winston. But,
please, no more Russian.

CHURCHILL
As you wish.

MAISKY
(to Lloyd George)
Hello, David.

LLOYD GEORGE
Ivan.

Maisky motions for them to sit on the couch, which they do.

CHURCHILL
I brought David here as my witness.

LLOYD GEORGE
Witness to what?

CHURCHILL
Shush.
(to Maisky)
(MORE)

CHURCHILL (CONT'D)

I've asked you here today because our wisest course is to invite you to join our alliance with France. The danger is too great to indulge the luxury of excluding a power merely because its regime is unsavory. I don't care for Stalin or your system of government and I never have, but I'd make a deal with the devil to defeat Hitler.

MAISKY

Does that make me the devil?

CHURCHILL

Not you. Your boss.

Maisky CHUCKLES.

CHURCHILL (CONT'D)

Well?

LLOYD GEORGE

Hold on, Winston. I'm not sure we-

CHURCHILL

(waving him off)

You must not put spokes in the wheel of history, my dear. Let the man speak.

Maisky opens his briefcase and hands Churchill a document.

MAISKY

The devil sends you his compliments, Mister Churchill. He has authorized me to present the British government with this formal proposal guaranteeing that a German offensive in the east will be met by all the resources of the Soviet Union, including the Red Army.

Elated, Churchill gives Maisky a bear hug, kisses him on both cheeks, and dashes away.

INT. PARLIAMENT -- CABINET ROOM

Chamberlain is presiding over a cabinet meeting.

CHAMBERLAIN

The bottom line, gentlemen, is we need to figure out what we can do differently in the future to avert similar disasters. We must take action before the situation spirals even further out of control.

(beat)

Allow me to remind you what unchecked labor unrest can lead to.

Eden squirms in his seat, clearly frustrated, as Chamberlain methodically finds and marks his place in a document.

CHAMBERLAIN (CONT'D)

In 1931, in response to government cuts in public spending, a thousand sailors stationed at Invergordon refused to follow orders or put to sea. The incident caused a panic on the London Stock Exchange.

Churchill enters, breathing heavily.

Chamberlain frowns as Churchill closes the door behind him.

CHURCHILL

Excuse the intrusion, gentlemen, but I have momentous news.

He hands Maisky's proposal to Chamberlain.

CHURCHILL (CONT'D)

Russia has just offered to join hands with us in a treaty to defend against German aggression.

He does a joyful little jig, CLAPS his hands together, and SLAPS Chamberlain on the back.

CHAMBERLAIN

(wincing)

Are you out of your mind?

CHURCHILL

Not at all.

He spots Chamberlain's umbrella and grabs it.

CHURCHILL (CONT'D)

By your leave, sir.

He hurries to a MAP OF EUROPE on the wall and points the umbrella at it.

CHURCHILL (CONT'D)

Under the proposed treaty, any Nazi aggression here, here, or here will provoke retaliation from Russia.

CHAMBERLAIN

Rubbish.

CHURCHILL

I beg your pardon, sir, but what possible objection could you have?

CHAMBERLAIN

Britain will never climb into bed with the bloody Bolsheviks!

CHURCHILL

If we reject the Russians solely because you despise Bolshevism, we will suffer a colossal catastrophe.

Chamberlain springs to his feet and snatches the umbrella.

As he speaks, he SLAMS it against the map, illustrating the respective geographic positions of Germany and Russia.

CHAMBERLAIN

Dammit, Winston! A powerful Germany provides a buffer that protects us from Communist infiltration of our labor forces. I will not invite the enemy in and open the floodgates for a full-fledged insurrection.

Stunned, Churchill sweeps his gaze around the table.

He locks eyes with Eden. Eden fidgets, then looks away.

CHURCHILL

(to Chamberlain)

Sir, Stalin will be catapulted into Hitler's arms. Our safety will be sacrificed - and so will our lives.

CHAMBERLAIN

(shouting)

Simmons!

The page enters.

CHAMBERLAIN (CONT'D)

Show Mister Churchill out.

The page puts a hand on Churchill's arm, but Churchill wrenches free and leans in toward Chamberlain.

CHURCHILL

I implore you to get some brutal truths into your head. Without an effective Eastern front, there can be no satisfactory defense of our island, and without Russia there can be no effective Eastern front.

EDEN

(to Chamberlain)

Sir? Perhaps we should consider-

CHAMBERLAIN

Shut up, Anthony!

CHURCHILL

If His Majesty's Government -- having neglected our defenses, having thrown away Czechoslovakia -- now leads us in the worst of all ways into the worst of all wars-

CHAMBERLAIN

Simmons!

The page takes hold of Churchill again and escorts him toward the door. Churchill resists.

CHURCHILL

I beg you in the name of king and country, do not let our last chance to avoid bloodshed slip away.

The page slams the door shut behind Churchill. Eden looks at Chamberlain, then shifts his gaze to the door as Chamberlain sits back down and shuffles some papers.

EDEN

(re: treaty proposal)

Sir, might I take a look?

CHAMBERLAIN

Certainly not. Let's move on.

EDEN

Sir?

Chamberlain looks at him, with a hint of menace.

CHAMBERLAIN

Yes?

EDEN

Nothing.

CHAMBERLAIN

Now where were we?

EXT. THE STRAND -- DAY

The sky above the busiest street in London is dark.

Churchill is standing on a milk carton in front of a newsstand, addressing a SMALL CROWD of curious onlookers as PEDESTRIANS pass back and forth in front of them.

Inches is standing beside him, leaning on an umbrella.

CHURCHILL

What, I ask you, is so ridiculous about the concept of collective security? The only thing ridiculous about it is that we haven't got it.

As a light rain starts to fall, the CROWD BEGINS TO GROW.

Inches takes out a flask and starts sipping from it.

CHURCHILL (CONT'D)

My friends, our goals will not be attained by mush, slush, and gush.

The rain starts coming down harder. Churchill smacks Inches in the back of the head, interrupting him in mid-sip. He pockets the flask, then opens the umbrella, squinches closer to Churchill, and holds the umbrella up over them both.

CHURCHILL (CONT'D)

You, sir! And you, madam!

Churchill accosts a COUPLE walking by WITH TWO CHILDREN.

CHURCHILL (CONT'D)

Do you wish for war?

They stop and look at him in confusion.

CHURCHILL (CONT'D)

Please think this over carefully because your answer matters a lot - not only to you, but your children.

The family joins the crowd, along with SEVERAL MORE PEOPLE.

CHURCHILL (CONT'D)
 How I hope and pray we may be
 spared such senseless horrors.

Annoyed that his side is still getting wet, Churchill tugs at the umbrella, covering himself but exposing Inches.

CHURCHILL (CONT'D)
 We must defend our rights, our
 liberties, and indeed our lives.

The rain begins coming down in torrents. Inches slowly pulls the umbrella back to where it was. Churchill's right side starts getting soaked again. Inches is completely covered.

CHURCHILL (CONT'D)
 With Germany arming at breakneck
 speed, England lost in a pacifist
 dream, America remote and--
 (to Inches)
 Give me that, you fool!

He snatches the umbrella away from him.

EXT. CHARTWELL MANOR -- EVENING

The rain is still falling, even harder than before.

INT. CHARTWELL MANOR -- LIVING ROOM

Sniffing, Churchill shuffles into the room. He has on a dressing gown and a towel is draped over his head.

He pours a glass of brandy, then opens a drawer and takes out a battered cigar box. He sits on the couch, opens the box, and pulls out a YELLOWING, TATTERED LETTER, which he reads.

After a few moments, Clementine enters, carrying a blanket. She drapes the blanket over Churchill's legs and tenderly tucks it in. She catches sight of the letter and frowns.

CLEMENTINE
 Well? Which is it today?

Churchill ignores her and continues reading. Frustrated, she plucks the letter from him and sits on the arm of the chair.

CLEMENTINE (CONT'D)
 Ah, yes. Your charming childhood
 correspondence with your father.
 (reading)
 (MORE)

CLEMENTINE (CONT'D)

My dearest Papa, I was so, so, so disappointed to hear you had visited the school down the road to speak to their students this week, yet did not stop by to see me.

(to Churchill)

Your spelling was atrocious, Pig. No wonder he didn't love you.

Churchill SNORTS at her and cracks a tiny smile.

CLEMENTINE (CONT'D)

Well? Come on, then. Let's see his reply. I know you've got it tucked away someplace in there.

She tries to get at his pockets, tickling him as she does so.

CHURCHILL

Cut it out!

She snatches another OLD LETTER out of his pocket and holds it above her head, yet this is clearly not a game to her.

CHURCHILL (CONT'D)

Give me that.

CLEMENTINE

No.

CHURCHILL

Yes.

CLEMENTINE

Make me.

Churchill lunges at her, but she is too quick for him. She darts away, and reads the letter aloud as he chases her.

CLEMENTINE (CONT'D)

Dear, Winston. Do not think I am going to take the trouble to visit you when never have I received a really good report of your conduct.

CHURCHILL

Clemmie!

He lumbers after her, but she easily evades him.

CLEMENTINE

If you cannot prevent yourself from leading this useless life, you will become a mere social wastrel, and you will degenerate into a shabby, unhappy, and futile existence.

CHURCHILL

Stop!

CLEMENTINE

You will have to bear all the blame for such misfortunes yourself. P.S. Your mother sends her love.

CHURCHILL

Enough!

CLEMENTINE

Enough, indeed!

She hands the letters back to Churchill.

Tears are in their eyes.

CLEMENTINE (CONT'D)

Why do you persist in torturing yourself about the past?

CHURCHILL

Because it's not just my bloody past. It's my whole life. No matter how hard I try, nobody respects me. Nobody loves me. Nothing has changed.

CLEMENTINE

Nothing?

CHURCHILL

Nothing.

She snatches the letters away from him again and smacks him repeatedly with them, punctuating each word with a whack.

CLEMENTINE

Poor old Winnie. "Nobody loves me." It just so happens I love you, you blithering bastard. And on rare occasions, I even respect you.

She catches sight of his forlorn face, and stops hitting him.

CLEMENTINE (CONT'D)

But now is not one of those times.

(softly)

Winston, these letters were written fifty years ago. And that prick you called Papa has been dead for forty. It's not just pathetic, Pig. It's perverse.

A beat.

CHURCHILL

(tenderly)

Oink?

CLEMENTINE

(reluctantly)

Mee-yow.

He takes hold of her hands and pulls her close to him.

CHURCHILL

Oink! Oink!

CLEMENTINE

Mee-yow!

With surprising agility, Churchill and Clementine playfully flop to the floor, enthusiastically OINKING AND MEOWING as they take turns chasing each other around the piano.

Inches enters. Unfazed, he pours Churchill a fresh brandy.

After several moments, Churchill and Clementine stand up, CHUCKLING. He goes to give her a kiss, but - to his annoyance - is blocked by Inches, who has stooped to dust his pants.

Churchill swats him away, then kisses Clementine.

INT. CHARTWELL MANOR -- FRONT HALL

Churchill is crossing from the kitchen to the living room, struggling to unscrew the cap on a bottle of brandy.

The doorbell RINGS.

He opens the door and sees Eden standing in the rain.

EDEN

Good evening.

CHURCHILL
 (startled)
 Good evening.

Eden wipes his feet on the mat and walks into the house.

EDEN
 I have something that belongs to
 you.

He reaches into his coat pocket and pulls out Churchill's copy of Mein Kampf. Churchill gazes at the book in surprise.

EDEN (CONT'D)
 Don't worry. It won't bite.

Churchill gives Eden a quizzical look.

CHURCHILL
 Is that all?

EDEN
 Not quite.
 (then)
 I believe our fate depends above
 all on the temper of the nation.
 That temper must find expression in
 a firm spirit. And the firmest
 spirit I've ever encountered is
 yours. I'd like to join your little
 rebellion -- if you'll let me.

A beat.

CHURCHILL
 Your timing couldn't be better.

He hands the brandy to Eden.

CHURCHILL (CONT'D)
 For starters, you can open this
 bloody bottle.

EXT. POLAND -- DAWN (ARCHIVAL FOOTAGE)

SUPER: SEPTEMBER 1, 1939 -- POLAND

The Nazi invasion of Poland.

EXT CHARTWELL MANOR -- DAY

TWO CHOCOLATE-COLORED SPANIELS are wrestling in the grass.

INT. CHARTWELL MANOR -- BATHROOM

Churchill is sitting in the tub playing with his TOY SOLDIERS while Inches scrubs his back with a sponge.

CHURCHILL

Tell me, Inches. Are you familiar with the Battle of Bull Run?

INCHES

No, sir.

CHURCHILL

Then pay close attention.

As Inches washes him, he arranges the soldiers into two armies and re-enacts the battle.

CHURCHILL (CONT'D)

Virginia. July 21st, 1861. A blisteringly hot Sunday. With an overwhelming force of 35,000 Federal troops, General McDowell attacks the Confederate army near a stream called Bull Run.

He smashes the soldiers into each other, splashing water onto the floor.

CHURCHILL (CONT'D)

Led by a determined young general, the Southern soldiers make a dramatic stand. Organization and tactics dissolve in the heat of battle. Total confusion prevails. With the aid of reinforcements from the Shenandoah Valley, the Confederate general launches a counter-attack that turns defeat into victory.

He holds up a soldier.

CHURCHILL (CONT'D)

That general's name was Stonewall Jackson.

INCHES

Arms, please.

CHURCHILL

Not until you salute the general.

Inches salutes the toy soldier. With Churchill's help, the soldier salutes him back. Churchill lifts his arms above his head so Inches can wash his armpits.

The phone RINGS in the next room.

Inches dries his hands on a towel and exits.

Churchill dunks his head underwater and comes up sputtering as Inches re-enters.

INCHES

The Polish ambassador is calling from Warsaw. It's not a very good connection.

CHURCHILL

I'll take it in here.

Inches exits again and returns with the phone. He hands the receiver to Churchill.

CHURCHILL (CONT'D)

Hello?

Amid crackling STATIC, we hear the sounds of ARTILLERY FIRE.

POLISH AMBASSADOR (O.C.)

Mister Churchill? Can you hear me?

CHURCHILL

Yes, Ambassador. What's going on?

POLISH AMBASSADOR (O.C.)

Fifty-six German divisions have crossed our frontier. We are under heavy attack.

CHURCHILL

Have you informed our war office?

POLISH AMBASSADOR (O.C.)

I rang them, but nobody picked up.

A LOUD EXPLOSION on the other end of the phone causes Churchill to jerk the receiver away from his ear.

CHURCHILL

Hello? Are you there?

POLISH AMBASSADOR (O.C.)

(barely audible)

The Luftwaffe is bombing the city. Casualties are heavy. If you don't--

The line goes dead.

CHURCHILL
Hello? Hello?

He drops the phone in the water.

CHURCHILL (CONT'D)
Goddammit!

He steps out of the tub, trips and falls, picks himself up, CURSES, and races out of the bathroom.

INT. HALLWAY -- MOMENTS LATER

Churchill runs through the hall, naked, with Inches at his heels, carrying a bathrobe.

They pass the same YOUNG MAID who cringed at Churchill's nudity several years earlier. This time, she calmly curtsies.

INT. LIVING ROOM

Still naked, Churchill paces back and forth in front of the fire with the phone to his ear and a scowl on his face.

CHURCHILL
Pick up, dammit!

He grabs the poker and starts jabbing at the burning logs.

Inches tries to robe him, but Churchill shoves him away.

CHURCHILL (CONT'D)
Hello? This is Winston Churchill.
Patch me through to the war office.
(a beat)
It's Winston. They've started.
Warsaw is being bombed ... Of
course I'm sure. We must tell the
French to blast through the
Siegfried Line immediately ...
(angrily)
Because Hitler only has ten
divisions defending it ...

He hangs up, and momentarily stops moving, allowing Inches to get him into the bathrobe. Clementine enters.

CHURCHILL (CONT'D)
(into phone)
What time is the cabinet meeting?
(MORE)

CHURCHILL (CONT'D)
 ... Well, find him! Find him now!
 Every minute counts. We swore an
 oath to protect Poland and we damn
 well better keep our word.

He SLAMS the phone down.

CHURCHILL (CONT'D)
 Our fearless leader is probably
 spending his Friday in the country
 surrendering to a fucking fox.

CLEMENTINE
 Smashing. Neville takes weekends in
 the country while Hitler takes
 countries in the weekend.

EXT. LONDON STREETS -- DAY

CITIZENS scurry along the sidewalks, grim-faced and tense.

MONTAGE

THE STRAND -- FRENZIED CROWDS gather at newsstands, fighting
 to get their hands on a paper. NEWSBOYS hold up placards
 proclaiming headlines that read: "HITLER HURLS TROOPS INTO
 POLAND" and "WARSAW UNDER HEAVY ATTACK".

VICTORIA STREET -- In the courtyard of a SCHOOL, FAMILIES
 wait in line for their CHILDREN to be fitted for gas masks.

TRAFALGAR SQUARE -- WORKMEN dig up a section of the pavement,
 building an underground bomb shelter.

WESTMINSTER BRIDGE -- A CAR barrels over the bridge, weaving
 in and out of traffic as a driving rain starts to fall.

INT. CAR

Churchill is behind the wheel. Thompson is in the passenger
 seat, clinging to the upholstery and looking queasy.

CHURCHILL
 Where are the bloody wipers?

He takes his eyes off the road and scans the dashboard.

A CAR HORN BLARES.

THOMPSON
 Perhaps you should watch the road.

Unruffled, Churchill takes both hands off the wheel and begins flicking switches, trying to turn on the wipers.

CHURCHILL
Maybe it's this one.

He turns a knob. A gust of air blows out of the vents.

CHURCHILL (CONT'D)
Dammit!

He swerves the car to the side, barely avoiding a collision.

THOMPSON
There! There!

CHURCHILL
Where? Where?

Thompson reaches across Churchill's lap and turns a knob, activating the windshield wipers. Churchill smiles as Thompson breathes a SIGH of relief.

CHURCHILL (CONT'D)
Well done.

He turns the wheel sharply and spins onto Whitehall Street, hurtling Thompson against the passenger window.

EXT. STREET -- CONTINUOUS

The car skids on the slick pavement, then screeches to a stop outside Parliament.

Churchill climbs out of the car and stalks into the House.

INT. PARLIAMENT -- HALLWAY

Chamberlain and Wilson are hurrying along the corridor.

WILSON
The Poles are demanding we fulfill our treaty obligations and attack at once.

CHAMBERLAIN
Are they insane? How can we fight a war we have no hope of winning?
(then)
What about truth raids?

WILSON

Truth raids?

CHAMBERLAIN

Our planes could pummel the Germans with leaflets explaining exactly what has happened. Once the Nazi soldiers see the way Hitler has acted, maybe they'll overthrow him on their own.

INT. PARLIAMENT -- MAIN CHAMBER -- MOMENTS LATER

The room is RUMBLING with anger and anticipation.

Churchill sits between Bracken and Sandys as the prime minister strides to the Speaker's chair.

He begins talking quickly and quietly.

A hush falls over the chamber.

CHAMBERLAIN

This is a sad day for all of us, and to none is it sadder than to me. Last night, Sir Nevile Henderson delivered a message from His Majesty's Government to the government of the Third Reich in which I registered my outrage at Germany's attack on Poland. Up to the present no reply has been received from the German government. In the interests of peace, I will not preclude the possibility of further negotiations. If the German government should agree to withdraw their forces, then His Majesty's Government would be willing to regard the position as being the same as it was before the German forces crossed the Polish frontier. In the meantime -- until we hear from Herr Hitler -- we have no choice but to wait.

As Chamberlain wipes his forehead with a handkerchief, Bracken springs to his feet, enraged.

BRACKEN

What about our guarantee to Poland?

CHAMBERLAIN

I am prepared to reaffirm our demand that German troops leave Poland, but I make no fixed deadline for their departure. We do not wish to antagonize the Germans by insisting on a deadline for withdrawal -- an aggressive act which might hinder the chances of negotiations that could pave the way for a peaceful resolution.

LLOYD GEORGE

And the dead Polish women and children? Have you nothing to say on their behalf?

CHAMBERLAIN

It is my understanding that the Nazis are attacking only military objectives.

The House ERUPTS in anger as Chamberlain sits.

Churchill remains seated, immobile, as if in a trance.

Lloyd George stands, and the House falls silent.

LLOYD GEORGE

My friends, somehow or other we must get into the government men who can match our enemies in fighting spirit, in daring, in resolution, and in thirst for victory. Three hundred years ago, when this House found that its troops were being beaten by Prince Rupert's cavalry, Oliver Cromwell said, "Your troops are most of them decayed serving men. You must get men of a spirit that are likely to go as far as they will go, or you will be beaten still." We are fighting today for our life, for our liberty, for our all. We cannot go on being led as we are.

MURMURS OF APPROVAL.

LLOYD GEORGE (CONT'D)

I have quoted certain words of Oliver Cromwell. I will quote certain other words.

He unfolds a piece of paper.

LLOYD GEORGE (CONT'D)

This is what Cromwell said to the Parliament when he thought it no longer fit to govern the affairs of the nation.

(reading)

"You have sat too long here for any good you have been doing. Depart, I say, and let us have done with you."

(glaring at Chamberlain)

"In the name of God, go!"

The House BURSTS INTO APPLAUSE. Chamberlain stands up and begins SPUTTERING SHRILLY.

CHAMBERLAIN

It may well be that it is a duty to criticize this government. But I say to my friends in the House -- and I still have friends in the House -- that no government can function efficiently unless it has public and parliamentary support. I accept this challenge. I welcome it indeed. At least I shall see who is with me and who my enemies are--

BRACKEN

(shouting)

I thought Hitler was the enemy.

CHAMBERLAIN

--and I call on my friends to support me.

Chamberlain sits down in a huff. He is met by LOUD HISSES.

Attlee stands up and BANGS his fist on the bench in front of him, trying to be heard.

ATTLEE

It is not a question of who are the prime minister's friends. It is a far bigger issue. The nation is prepared for every sacrifice so long as the government show clearly what they are aiming at, and so long as the nation is confident that those who are leading it are doing their best.

(MORE)

ATTLEE (CONT'D)

The prime minister should give an example of sacrifice because there is nothing which can contribute more to victory in this war than that he should sacrifice the seals of office.

THUNDEROUS APPLAUSE and CRIES of "GO! GO! GO! GO!" assail Chamberlain as he stands up and stalks out of the room.

Churchill remains seated, shaking his head sadly.

EXT. TEN DOWNING STREET -- EVENING

The rain is coming down hard.

INT. TEN DOWNING STREET -- OFFICE

Chamberlain is sitting at his desk, brooding over a document, while Wilson lounges on the couch, smoking a cigarette.

CHAMBERLAIN

I don't see how we can avoid fighting and still stay in office.

A KNOCK at the door.

CHAMBERLAIN (CONT'D)

Come in!

The cabinet files into the room, soaking wet from the rain.

Chamberlain stands and gazes in surprise at the resolute faces of LESLIE HORE-BELISHA, SIR JOHN SIMON, REGINALD SMITH, SIR JOHN ANDERSON, KINGSLEY WOOD, SIR MAURICE HANKEY, and LORD CHATFIELD.

CHAMBERLAIN (CONT'D)

You men look awful. Take a seat and I'll have Miss Keats brew up a pot of tea.

HORE-BELISHA

Thank you, sir. We prefer to stand.

Chamberlain sits back down.

CHAMBERLAIN

My friends, I realize that my statement to the House didn't go over very well, but we mustn't lose heart. Peace can still be preserved if we--

HORE-BELISHA

Mister Prime Minister, you must declare war now or your government will fall.

He removes a document from his coat pocket.

HORE-BELISHA (CONT'D)

(reading)

Should one of the contracting parties become engaged in hostilities with a European power, the other contracting party will at once give the contracting party engaged in hostilities all the support and assistance in its power -- including the use of force.

WILSON

The prime minister is familiar with the Treaty of Versailles language, Leslie. He certainly doesn't need you to--

HORE-BELISHA

I beg your pardon, sir, but I was not addressing you.

(to Chamberlain)

It is the unanimous decision of this cabinet that we must go to war. If you refuse to fight, we will carry the battle directly to the people.

CHAMBERLAIN

What do you mean?

HORE-BELISHA

We will have no choice but to reveal to the country that you intend to sacrifice the Poles as you did the Czechs.

A long silence, broken only by the sound of the RAIN BEATING AGAINST THE WINDOWS.

Hore-Belisha hands Chamberlain a piece of paper.

CHAMBERLAIN

What's this?

HORE-BELISHA

Our ultimatum to Germany. We'd like you to sign it and have Henderson deliver it to Ribbentrop within the hour.

Chamberlain considers for a long moment, then picks up a pen and signs the document.

He hands it back to Hore-Belisha, who exits.

CHAMBERLAIN

Is there anything else?

CHATFIELD

Yes, sir. Attlee has informed us that Labour will not continue to support the government unless you include Winston Churchill in your war cabinet.

CHAMBERLAIN

Don't worry. I'll talk to Attlee.

CHATFIELD

He doesn't want to talk. He wants Winston.

EXT. MORPETH MANSIONS -- EVENING

A flash of lightning.

SUPER: MORPETH MANSIONS - CHURCHILL'S LONDON RESIDENCE

INT. MORPETH MANSIONS -- DINING ROOM

Eden, Bracken, Lloyd George, and Clementine are sitting around the table. The mood is grim.

Thompson is sitting by a window, glancing at his watch. Churchill stands beside him, eagerly watching the rain.

We hear a CLAP OF THUNDER and see a bolt of lightning cut through the night. Churchill slaps Thompson on the back.

CHURCHILL

Did you see it? Did you see it?

THOMPSON

Yes.

CHURCHILL

Well? How long since the last one?

THOMPSON

(checking his watch)

Forty seconds.

CHURCHILL

And what was your guess?

THOMPSON

Fifty seconds.

CHURCHILL

And mine?

THOMPSON

Four minutes.

CHURCHILL

Damn.

He hands Thompson several coins.

LLOYD GEORGE

Winston, would you care to join us?

Churchill sits at the table as a SERVANT enters, carrying a pot of tea. He sets the pot in front of Clementine and exits.

BRACKEN

You've got to do something.

CHURCHILL

Like what?

BRACKEN

Denounce Neville.

EDEN

Call for a vote of confidence.

LLOYD GEORGE

By tomorrow, you'll be prime minister.

CHURCHILL

I will not split the country.

BRACKEN

What's the matter with you? This is the moment you've been waiting for.

CHURCHILL

A divided England will be no match for Hitler. We must remain united. If we open a quarrel between the past and the present, we shall find we have lost the future.

BRACKEN

But we can't just sit here.

LLOYD GEORGE

For all we know Neville's about to sell Hitler the weapons he needs to finish off France as well.

CHURCHILL

Don't worry. Nothing will happen without our knowledge. I have a well-placed source who will let me know the moment there's any news.

EDEN

Whom have you--

CHURCHILL

Who, not whom. Didn't they teach you any English at Oxford?

LLOYD GEORGE

Winston. Who is it?

CHURCHILL

It's a secret.

Inches enters.

INCHES

(to Churchill)

Mister Hore-Belisha for you, sir.

Churchill glares at Inches, then exits quickly.

Clementine starts pouring the tea.

BRACKEN

Do you think Neville has resigned?

CLEMENTINE

Don't count on it. He'll hang on like chewing gum stuck to a chair.

EDEN

You've got to talk to Winston, convince him to act. The prime minister led us into this mess and--

CLEMENTINE

I'll do no such thing. And as far as "this mess" is concerned, if you had listened to Winston three years ago instead of three weeks ago, we might not be in it.

Churchill re-enters, beaming.

CHURCHILL

Great Britain is now at war with Germany.

He gazes triumphantly at them, then walks to Clementine.

CHURCHILL (CONT'D)

I am to be appointed First Lord of the Admiralty.

CLEMENTINE

The Admiralty?

He nods. Clementine squeezes his hand. Churchill smiles at her, then RINGS A BELL. The servant re-enters.

CHURCHILL

Be a dear and fetch us four cigars.

CLEMENTINE

Make that five.

Before the servant can exit, we hear the sounds of AIR RAID SIRENS from outside the house. The MP's stand up, alarmed.

EDEN

Where's the nearest shelter?

CLEMENTINE

Right around the corner. Follow me, gentlemen. No pushing, please.

As the group files out of the room, Churchill opens the liquor cabinet and takes out a bottle of whiskey.

He shoves the bottle in his pocket and walks out the door, trailed closely by Thompson.

EXT. MORPETH MANSIONS -- MOMENTS LATER

The sound of the SIRENS pierces the neighborhood as people hurry along the street, heading for the shelter.

Clementine opens an umbrella and leads the way out of the house. The MP's fall into step behind her as a bomb EXPLODES in the street, smashing several cars to smithereens.

Churchill comes outside, but instead of walking toward the shelter, he turns into an alley. Thompson rushes after him.

EXT. ALLEY -- CONTINUOUS

CHURCHILL

What a dull naval war this will be.
We have only Germany to fight. Now
if we fought Germany and Japan
together, that would be much more
interesting.

Churchill pulls down the fire escape ladder, manages to hoist himself onto it, and grins down at Thompson.

CHURCHILL (CONT'D)

Let's go have a look at the fun.

Another bomb EXPLODES nearby.

Thompson grabs onto Churchill's ankle and starts tugging. Churchill tries to kick himself free.

CHURCHILL (CONT'D)

Unhand me, you varlet. You'll break
the booze.

Thompson lets go of him and Churchill starts scrambling up the ladder. Thompson climbs up after him.

EXT. ROOFTOP -- MOMENTS LATER

Churchill heaves himself onto the roof and checks to make sure the liquor bottles are still intact. As Thompson reaches the rooftop, a LUFTWAFFE PLANE SCREECHES across the sky. Thompson covers his ears and ducks.

Churchill takes out a pistol and FIRES SEVERAL SHOTS at the plane as it whizzes over their heads.

A bomb CRASHES into a nearby building, igniting a blaze.

Churchill stands impassively, gazing out into the night, as Thompson puts a hand on his shoulder.

CHURCHILL

You've got to hand it to Hitler.
The war is less than a half-hour
old and already he has bombers over
London.

THOMPSON

Can we please go now?

We hear a LOUD EXPLOSION and see another building burst into flames, then crumble to the ground.

THOMPSON (CONT'D)

Come on. It's up to you to set a
good example for the others.

Churchill reluctantly allows himself to be led back to the fire escape. They climb down.

EXT. STREET -- MOMENTS LATER

To Thompson's consternation, Churchill stops to light a cigar. Thompson takes hold of his sleeve and drags him down the street as bombs continue EXPLODING in their vicinity.

They reach the shelter and Churchill leads the way inside.

CHURCHILL

Did anybody bring a deck of cards?

EXT. PRIME MINISTER'S PRIVATE PARK -- DAY

SUPER: EIGHT MONTHS LATER

Chamberlain is sitting on a bench in the garden behind his residence, listlessly feeding bread crumbs to the birds.

CHURCHILL (O.C.)

(singing)

I am the monarch of the sea. The
ruler of the queen's navy ...

Churchill enters, brimming with energy and belting out a tune from "H.M.S. Pinafore".

CHURCHILL (CONT'D)

(singing)

... whose praise Great Britain
loudly chants.

(MORE)

CHURCHILL (CONT'D)
And we are his sisters and his
cousins and his aunts.

He spots Chamberlain and hurries over to him.

CHURCHILL (CONT'D)
Good afternoon, Mister Prime
Minister!

CHAMBERLAIN
Hello, Winston.

CHURCHILL
Sir, I'd like to issue orders to
execute Royal Marine.

CHAMBERLAIN
Royal Marine?

CHURCHILL
My plan to mine the waters of the
Rhine.

CHAMBERLAIN
Is that wise?
(then)
If we blow up Hitler's boats, he
may refuse to negotiate with us.

CHURCHILL
I have thought carefully whether it
is part of our duty to enter into
negotiations with that man. And I
have concluded that if our story is
to end at last, let it end only
when each one of us lies choking in
his own blood upon the ground.

CHAMBERLAIN
(sighing)
Very well. Go right ahead.

CHURCHILL
Excellent. I'll see to it at once.
(then)
Is there anything else I can do?

Chamberlain does not seem to hear him.

Concerned, Churchill sits beside him on the bench.

CHURCHILL (CONT'D)
Are you alright, sir?

CHAMBERLAIN

As a matter of fact, I'm not.

CHURCHILL

(gently)

Forgive me, sir, but now that the battle has been joined it's imperative that you rid yourself of doubt and show the nation a fearless resolve.

CHAMBERLAIN

How can I when everything I've worked for, everything I've believed in, is now in ruins?

(a beat)

I had a young cousin. Norman. He was killed in the Great War.

CHURCHILL

How did he die?

CHAMBERLAIN

A botched offensive in the Argonnes. When the fighting broke out, I encouraged Norman to enlist in the Grenadier Guards. He didn't want to, but I convinced him that it was his patriotic duty.

(then)

When I got the news, I came down with an acute case of chicken pox. I tried to ease my conscience by writing Norman's biography. In the dedication I vowed never to send another boy into battle. But now I've dishonored his memory and doomed countless more to die.

CHURCHILL

Neville, it fell to you in one of the supreme crises of the world to be contradicted by events, disappointed in your hopes, and deceived and cheated by a wicked man. But what were these hopes? They were surely among the most noble and benevolent instincts of the human heart - the love of peace.

CHAMBERLAIN

Thank you, Winston. One doesn't often come across a real man of genius, or, perhaps, appreciate him when one does. You are such a man.

Chamberlain squeezes Churchill's shoulder. Churchill covers Chamberlain's hand with his own.

CHAMBERLAIN (CONT'D)

I can't help liking you, although I think you nearly always wrong and impossible as a colleague.

Churchill CHUCKLES. They sit in silence for several moments.

Eden enters, accompanied by QUEEN WILHELMINA of Holland, looking haggard and horror-stricken.

EDEN

The Nazis have entered Rotterdam and shut down the airport. Her Highness and her family escaped on the last plane out.

WILHELMINA

Mister Prime Minister, my people are dying.

EDEN

German troops have crossed the Belgian border and the Luftwaffe is bombing Brussels. Premier Reynaud has ordered a black out of Paris.

WILHELMINA

You must help us.

EDEN

There's not a moment to lose, sir.

Chamberlain stares at Eden, struggling to make a decision. He snatches his umbrella and darts away.

WILHELMINA

Where is he going?

EXT. BUCKINGHAM PALACE -- DAY

The gates swing open and a Rolls Royce pulls into the palace.

INT. BUCKINGHAM PALACE -- SITTING ROOM -- A LITTLE LATER

The king is reclining on a chaise lounge chair while Chamberlain sits across from him.

KING GEORGE

I am terribly sorry it has come to this.

CHAMBERLAIN

So am I, your majesty. So am I. Unfortunately, I have no choice but to offer my resignation.

KING GEORGE

Very well. Whom shall I send for?

CHAMBERLAIN

I fear there is only one man Parliament and the people will accept.

A beat.

KING GEORGE

Oh, dear.

INT. ADMIRALTY HOUSE -- MAP ROOM -- DAY

SUPER: ADMIRALTY HOUSE

While SECRETARIES work the phones, SEVERAL NAVAL OFFICERS stand in front of a GIANT SITUATION MAP, sticking pins in it to indicate the location of enemy ships.

Churchill is standing in the center of the room, cradling a BLACK CAT in his arms. He's wearing colorful pajamas. Thompson is sitting at a nearby desk, studying the map.

CHURCHILL

Make sure you keep track of allied shipping losses in the North Sea.

NAVAL OFFICER

Yes, my lord.

Churchill points at a spot on the map and scowls.

CHURCHILL

What are all those battleships doing up near Norway?

NAVAL OFFICER

Your predecessor sent them there.

CHURCHILL

My predecessor was an idiot. Bring those ships home immediately.

The phone on the desk RINGS.

Churchill sets the cat on the desk and picks up the phone.

CHURCHILL (CONT'D)

(surly)

Hello?

(sweet)

Yes, your majesty.

To Churchill's annoyance, the cat begins batting at the cord.

CHURCHILL (CONT'D)

No, your majesty. Not at all. What can I do for you?

Churchill tries to pull the cord away from the cat, but he refuses to let go of it.

CHURCHILL (CONT'D)

I see ... I see.

The cat playfully bites the cord.

CHURCHILL (CONT'D)

(to the cat)

Get off the line, you fool!

He shoves the cat to the ground and it scoots under the desk.

CHURCHILL (CONT'D)

(into phone)

No, not you, sir ... Right ...
Right ... I understand. Thank you,
your majesty.

He hangs up, then stands completely still for a long moment, a far-off look in his eyes.

CHURCHILL (CONT'D)

(to Thompson)

Do you know why the king just called me?

THOMPSON

I think I can make a guess.

He reaches out and shakes Churchill's hand.

THOMPSON (CONT'D)
 Congratulations. I only wish the
 position had come your way in
 better times. You have an enormous
 task before you.

Churchill's eyes fill with tears.

CHURCHILL
 God alone knows how great it is. I
 hope that it is not too late. I am
 very much afraid that it may be.

ADMIRAL DUDLEY POUND enters and hands Churchill a document.

POUND
 Sir, I need your signature to--

CHURCHILL
 Just a moment.

Churchill gives the document back to Pound and kneels down on
 the floor. Thompson kneels next to him, preparing to pray.

But instead of praying, Churchill flops onto his belly, peers
 under the desk, and tries to coax out the cat.

CHURCHILL (CONT'D)
 (to the cat)
 I'm sorry, darling. If it were
 anybody but the king, I wouldn't
 care.

POUND
 Sir, this is rather urgent.

CHURCHILL
 So is this.

INT. PARLIAMENT -- MAIN CHAMBER -- DAY

It's standing room only.

SUPER: MAY 13, 1940

INT. PARLIAMENT -- HALLWAY

Churchill hurries along the hall, clutching his speech and
 repeatedly checking to confirm that he has all the pages.

INT. PARLIAMENT -- MAIN CHAMBER -- MOMENTS LATER

As Churchill enters, the members of the House and the spectators stand, then take their seats.

ANGLE ON -- the balcony, where Diana and Mary are rushing to join Clementine, who has saved seats for them. They sit.

Diana hands Clementine an ENVELOPE.

She opens it and slides out a NOTE from Churchill. It reads, "Dearest Cat, What it has been to me to live all these years in your heart and companionship, no phrases can convey."

Overwhelmed, Clementine gazes down at Churchill as he steps forward and stares into a sea of expectant faces -- some scared, some hopeful, many skeptical.

He finds Clementine in the balcony, and sees she is sitting beside Ava Wigram. He nods at Ava, then lets his gaze linger on his wife for a long moment. Tears are in their eyes.

He sweeps the room with a stern stare.

CHURCHILL

Mister Speaker, on Friday evening last I received His Majesty's commission to form a new administration. I would say to the House, as I have said to those who have joined this government: I have nothing to offer but blood, toil, tears, and sweat. We have before us an ordeal of the most grievous kind. We have before us many, many long months of struggle and of suffering. You ask, what is our policy? I will say it is to wage war by sea, land, and air with all our might and with all the strength that God can give us, to wage war against a monstrous tyranny never surpassed in the dark and lamentable catalog of human crime.

EXT. BELGIUM (ARCHIVAL FOOTAGE)

A Nazi blitzkrieg decimates the country.

CHURCHILL (V.O.)

You ask, what is our aim? I can answer in one word: It is victory, victory at all costs, victory in spite of all terror, victory however long and hard the road may be; for without victory, there is no survival.

EXT. THE NETHERLANDS -- DAY (ARCHIVAL FOOTAGE)

Another blitzkrieg.

CHURCHILL (V.O.)

Behind the armies of Britain and France gather a group of shattered states and bludgeoned races -- the Czechs, the Poles, the Norwegians, the Danes, the Dutch, the Belgians -- upon all of whom a long night of barbarism will descend unbroken even by a star of hope, unless we conquer, as conquer we must, as conquer we shall.

EXT. PARIS -- CHAMPS ELYSEES -- DAY (ARCHIVAL FOOTAGE)

The triumphant NAZI SOLDIERS march past the Arc de Triomphe and make their way down the middle of the street.

DAZED FRENCH CITIZENS stand on either side of the avenue, watching the troops pass by.

CHURCHILL (V.O.)

We shall fight in France. We shall fight on the seas and oceans. We shall fight with growing strength and growing confidence in the air. We shall defend our island whatever the cost may be.

INT. LONDON -- CAFE -- DAY

PATRONS sip tea while they listen to Churchill on the radio.

CHURCHILL (ON RADIO)

We shall fight on the beaches. We shall fight on the landing grounds. We shall fight in the fields and in the streets. We shall fight in the hills. We shall never surrender.

EXT. MANCHESTER -- EXCAVATION SITE -- DAY

A TEAM OF COALMINERS, their faces covered in soot, are leaning on their shovels and listening to the radio.

CHURCHILL (ON RADIO)

The Battle of France is now over. I expect that the Battle of Britain is about to begin. Upon this battle depends the survival of Christian civilization.

EXT. DOVER -- DOCK -- DAY

We PAN along the pier, past CLUSTERS OF FISHERMEN and MERCHANT SEAMEN, as Churchill's voice BLARES from every radio on board every boat moored to the dock.

CHURCHILL (ON RADIOS)

Hitler knows that he will have to break us on this island or lose the war. If we can stand up to him all Europe may be free and the life of the world may move forward into broad, sunlit uplands.

INT. PARLIAMENT -- AT THAT MOMENT

CHURCHILL

Let us therefore brace ourselves to our duties, and so bear ourselves that if the British Empire and its Commonwealth last for a thousand years, men will still say: this was their finest hour.

EXT. ENGLISH CHANNEL -- DAY

SUPER: Eight months after the British army set forth to support the French in their fight for freedom, France is on the verge of surrender.

SUPER: French Prime Minister Reynaud declares to Churchill, "We are beaten. We have lost the battle."

SUPER: Pummeled by Nazi panzers, the British forces retreat.

EXT. DUNKIRK -- DAY

A thick haze hangs over the beaches. Through the mist WE SEE the entire BRITISH ARMY, more than 300,000 men, sprawled out amid the sand dunes.

SUPER: DUNKIRK

While MEDICS tend to the WOUNDED, the soldiers mill about -- skipping stones across the water; seeking shelter from the wind behind assorted jeeps; looking out across the Channel; or sitting huddled together in the sand.

ANGLE ON -- LORD GORT, GENERAL ALEXANDER, and GENERAL CURTIS, poring over a map that is spread out on the hood of a jeep.

ALEXANDER

How long?

GORT

Five hours. Maybe six.

(points at the map)

Thirty panzer divisions approaching from Antwerp. Thirty-five from Amiens.

CURTIS

A textbook pincer movement.

AN AIDE enters and hands a piece of paper to Gort.

AIDE

A coded communique just came in from the war office, sir.

GORT

Thank you, sergeant.

The aide salutes and exits.

GORT (CONT'D)

(reading)

Latest intelligence reports that the bulk of the French army has ceased fighting.

Alexander shakes his head in disgust.

ALEXANDER

Splendid.

GORT
 (reading)
 General Gamelin has requested
 permission from his government to
 petition the ranking German general
 for an armistice.

CURTIS
 So all the French tanks and
 artillery--

GORT
 --will soon be the property of
 Adolf Hitler.

ALEXANDER
 With allies like that, who needs
 enemies?

Curtis gazes out at the sea. There is not a ship in sight.

CURTIS
 Where the hell's the bloody navy?

ALEXANDER
 No ships. No tanks. No time.

GORT
 Once the panzers pass through the
 rough terrain near Ghent and
 Doullens, it'll be clear sailing to
 the sea.
 (looking at his watch)
 We shall all be dead by dusk.

As Gort and Alexander resume studying the map, Curtis looks
 out at the water again and GASPS.

He tugs urgently at Alexander's sleeve. Alexander glances at
 him, then gazes out at the sea.

ALEXANDER
 Well, I'll be damned.

GORT
 What is it?

No response. Gort whirls around.

ANGLE ON -- the ocean, where a rag-tag armada of HUNDREDS OF
 CIVILIAN BOATS have suddenly appeared as if by magic.

FOGHORNS BLARING, the vessels come closer and closer, skimming across the water in a caravan that stretches all the way back to Dover.

At the head of the fleet, a BOAT CAPTAIN puts a BULLHORN to his mouth.

BOAT CAPTAIN
Did somebody call a cab?

The army answers with a RESOUNDING ROAR.

EXT. KING CHARLES STREET -- DAY

Admiral Pound rushes down the street, clutching a telegram.

He stops in front of a nondescript building bearing a plaque that reads, "CENTRAL STATISTICAL OFFICE". He checks to make sure nobody is watching him, then enters the building.

INT. CABINET WAR ROOM -- CONTINUOUS

Pound pushes open a door, descends a cellar staircase, and emerges into a cramped bunker.

GOVERNMENT OFFICIALS move from room to room while SECRETARIES in headsets tend to an elaborate switchboard.

Pound salutes an ARMED SENTRY stationed in front of a door and walks into an office.

INT. CABINET WAR ROOM -- OFFICE -- CONTINUOUS

Churchill is hunched over a desk, brooding. He stands as Pound enters.

CHURCHILL
Well?

POUND
I think you'd better sit back down.

CHURCHILL
Ten thousand? Twenty?

Pound shakes his head and smooths out the telegram.

CHURCHILL (CONT'D)
Spit it out! How many made it back?

POUND
 (smiling)
 Three hundred thirty eight thousand
 two hundred and twenty six.

Churchill sits back down, puts his hands over his face, and
 BURSTS INTO TEARS.

POUND (CONT'D)
 Sir?

CHURCHILL
 Don't mind me, Dudley. I'm a
 blubberer.

He blows his nose and composes himself as Pound takes a soggy
 piece of paper out of his pocket and hands it to him.

POUND
 A young sailor down at the docks
 asked me to deliver this to you.

CLOSE ON -- the note

Scrawled in a sloppy script is a single sentence: "Give us
 the tools and we'll finish the job."

Churchill stares at the note for a moment, then crumples it
 into his clenched fist and strides to the door.

POUND (CONT'D)
 Where are you going?

CHURCHILL
 To finish the job.

EXT. KING CHARLES STREET -- MOMENTS LATER

Churchill emerges from the Cabinet War Room with a glint in
 his eye and walks briskly toward Thompson, who is leaning
 against the car and smoking a cigarette.

Thompson tosses his cigarette and holds open the driver's
 side door for Churchill, who nods graciously at him, then
 opens the back door and squeezes his bulk into the back seat.

Thompson flashes a smile and gets behind the wheel.

The car peels out and speeds down King Charles Street.

MUSIC UP: "HE IS AN ENGLISHMAN" FROM "H.M.S. PINAFORE"

We slowly PULL BACK as the car heads toward the towering turrets of Parliament.

FADE OUT.

SUPER: FOR THE NEXT FIVE YEARS, WINSTON CHURCHILL GUIDED GREAT BRITAIN THROUGH THE WAR, HELPING THE ALLIES DEFEAT NAZI GERMANY AND LIBERATE MILLIONS.

SUPER: IN 1963, PRESIDENT KENNEDY DECLARED CHURCHILL AN HONORARY CITIZEN OF THE UNITED STATES.

PRESIDENT KENNEDY (V.O.)

We meet to honor a man whose honor requires no meeting -- for he is the most honored and honorable man to walk the stage of human history in the time in which we live. In the dark days and darker nights when Britain stood alone -- and most men save Englishmen despaired of England's life -- he mobilized the English language and sent it into battle.

SUPER: IN 1965, AT THE AGE OF 90, WINSTON CHURCHILL PASSES AWAY. HIS BELOVED CLEMENTINE IS BY HIS SIDE.

PRESIDENT KENNEDY (V.O.)

Now his stately Ship of Life, having weathered the severest storms of a troubled century, is anchored in tranquil waters. The record of his triumphant passage will inspire free hearts for all time.

EXHIBIT 2

CHURCHILL

by

Ben Kaplan

"In the dark days and darker nights when England stood alone, he mobilized the English language and sent it into battle."

John F. Kennedy

The following is based on a true story.

FADE IN:

EXT. CHARTWELL MANOR -- MORNING

We PUSH through a thicket of trees and BURST onto the grounds of a sprawling estate tucked in the middle of a forest.

SUPER: WESTERHAM, ENGLAND 1936

The early-morning sun lights up the lush landscape.

A BLACK CAT lounges in the grass, giving SEVERAL KITTENS a tongue bath.

INT. CHURCHILL'S BEDROOM

WINSTON CHURCHILL, 62, is asleep in his bed. A sleeping mask covers his eyes.

On the bedside table is a bookmarked copy of MEIN KAMPF.

Churchill wakes up and whips off his mask.

CHURCHILL
(shouting)
Inches!

No response.

He sweeps away the sheets and strides to the door -- naked.

EXT. HALLWAY -- CONTINUOUS

Churchill opens the bedroom door and steps into the hallway.

CHURCHILL
(shouting)
Inches!

Nothing.

EXT. HALLWAY

Churchill barrels around a corner and encounters a YOUNG MAID, carrying a basket of laundry.

She catches sight of Churchill and GASPS.

Churchill puts his hands on his hips and glowers at her.

CHURCHILL

Don't just stand there gawking, you ninny! Fetch me my man!

He turns and stalks back toward his room.

He comes across an ELDERLY MAID, stooping to plug in a vacuum. She sees him, straightens up, and calmly curtsies.

ELDERLY MAID

(smiling)

Good morning, sir.

He GRUNTS at her, then, without breaking stride, steps over the cord, re-enters his room, and SLAMS the door.

INT. CHURCHILL'S BEDROOM -- CONTINUOUS

Churchill rummages through his dresser drawers, flinging clothing onto the floor. He locates a pair of underpants and puts them on just as DAVID INCHES, his manservant, enters.

INCHES

I beg your pardon, sir. I'm so sorry. Shall I draw your bath?

CHURCHILL

(shaking his head)

I'll bathe when I get back.

INCHES

Very well, sir.

Inches pulls on his socks and helps him into his pants.

INT. LIVING ROOM

CLEMENTINE CHURCHILL, an elegant middle-aged woman with intelligent eyes, is sitting by the fire while BRENDAN BRACKEN, 35, leans against the piano, sipping tea.

Bracken is a Conservative backbencher in Parliament and Churchill's only political ally.

CLEMENTINE

I don't give a damn how it started. Just make sure you put a stop to it.

Churchill enters, trailed by Inches.

CHURCHILL

Oink!

CLEMENTINE

Mee-yow!

She gives him a kiss.

CLEMENTINE (CONT'D)

Good morning, Pig. We've been discussing a rumor making the rounds in Parliament. Apparently, people are saying that Brendan here is your illegitimate son.

CHURCHILL

(pleased)

Really?

Clementine frowns. Bracken tries to stifle a smile.

CHURCHILL (CONT'D)

I'll look the matter up, darling, but I'm sure the dates won't coincide.

Churchill opens the humidor on the coffee table, takes out a cigar and gazes at it fondly for a moment. Then he bites off the tip and spits it on the floor.

As Inches retrieves the cigar stub, Churchill pats his coat pockets, suddenly alarmed.

CLEMENTINE

It's in the study. I'll get it.

She exits. Relieved, Churchill lights the cigar and takes a few puffs.

BRACKEN

Do you think they'll listen?

CHURCHILL

Unpleasant truths are never popular, but I've got to try.

A SERVANT enters, carrying a piece of paper.

SERVANT

(to Churchill)

A telegram just arrived for you, sir, from Mister Bernard Shaw.

CHURCHILL

Well?

SERVANT

(reading)

Have left two tickets at Haymarket box office for you to attend tomorrow's opening night performance of Pygmalion. Bring a friend -- if you have one.

Churchill grimaces, clearly bothered by the barb.

CHURCHILL

Send the following response: Can't make it to opening night. Will attend second performance -- if there is one.

SERVANT

Right away, sir.

The servant exits as Clementine re-enters, carrying a folder, which she hands to Churchill.

CHURCHILL

Thank you, Cat.

He removes his speech, checks to make sure every page is there, and confirms that they are in the proper order. Then he checks again. And again.

CLEMENTINE

It's all there, darling.

As he obsessively flips through the pages, W.H. THOMPSON enters. Thompson, 45, is a former Scotland Yard inspector, who now serves as Churchill's bodyguard.

THOMPSON

I brought the car around.

Churchill stubs out his cigar, kisses Clementine and rushes out of the room.

EXT. WHITEHALL TERRACE -- DAY

The foreign office building.

SUPER: FOREIGN OFFICE

INT. WHITEHALL TERRACE -- OUTER OFFICE

RALPH WIGRAM, 35, is working at his desk. Wigram is dignified and diffident, the quintessential British civil servant.

A few feet away from him is a closed door with the words "Permanent Under-Secretary of State" etched into it.

After several moments, the door opens and SIR ROBERT VANSITTART, 55, emerges from his office, putting on his coat.

VANSITTART
I'm headed to the House.

WIGRAM
Yes, sir.

Vansittart shuts his office door and exits.

Wigram stamps a document and puts it in the out box. He bites his lip, then reaches under the desk and pulls out a cane.

With excruciating effort, he struggles to a standing position and moves toward Vansittart's office, dragging his feet.

He reaches the door and pauses to catch his breath.

INT. WHITEHALL TERRACE -- INNER OFFICE

The door opens and Wigram enters.

Leaning heavily on his cane, he crosses to a wall safe.

He unlocks the safe and pulls out a THICK FILE FOLDER.

Sweating profusely, he collapses into a chair and rests the heavy folder on his lap.

CLOSE ON -- the folder, which reads "Military Intelligence Reports" with the words "Most Secret" stamped in red ink.

With trembling hands, Wigram flips through the file until he comes to a section titled "Strength of Germany's Armed Forces." He removes several pages and closes the folder.

As he scans the first page, he GASPS and bites down on his lip so hard it begins to bleed.

EXT. LONDON STREET -- DAY

Churchill's car is in the middle of a massive TRAFFIC JAM.

Thompson is in the passenger seat and Bracken is in back.

Churchill leans out the window and glares at the bumper-to-bumper gridlock.

He swerves hard to the right and drives up on the pavement.

STARTLED PEDESTRIANS scatter as the car hurtles right at them. Churchill outflanks the traffic jam, whizzes along the pavement for several blocks and turns a corner.

EXT. PARLIAMENT -- LATER

The spiked turrets sparkle in the sunshine.

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill takes to the FLOOR and waits for the SPEAKER to finish making some notations and officially recognize him.

With the exception of Bracken, every MEMBER OF PARLIAMENT regards Churchill with thinly-veiled hostility, including the LOYAL OPPOSITION - led by CLEMENT ATTLEE of Labour and Liberal DAVID LLOYD GEORGE - and GOVERNMENT MINISTERS, including foreign secretary ANTHONY EDEN, 39, and ...

NEVILLE CHAMBERLAIN, 65, the Chancellor of the Exchequer.

CLOSE ON -- Chamberlain, watching Churchill.

Chamberlain oozes aristocratic arrogance from every pore.

But beneath this outer layer lurks a passion and power every bit as fervent and formidable as Churchill's.

While Churchill prepares to address the House he engages in a bizarre ritual. First, he repeatedly pats his inside pocket. He removes his speech and shuffles through the pages, making sure they are in the proper order, then stuffs the speech back in his pocket, waits a beat and repeats the progression.

The Speaker rises from the CHAIR and CLEARS HIS THROAT.

SPEAKER

The House recognizes the right honorable gentleman from Epping, Mister Churchill.

CHURCHILL

Mister Speaker, I implore you to look at the facts. Facts do not lie.

(MORE)

CHURCHILL (CONT'D)

And the plain fact is that Hitler has begun building an army in direct violation of the terms of the Treaty of Versailles. My friends, I am not an alarmist.

LAUGHTER.

With a barely perceptible nod, Chamberlain signals several nearby MP's. They stand, give Churchill a contemptuous look and walk out of the hall.

CHURCHILL (CONT'D)

But make no mistake!

Churchill sweeps the chamber with a stern stare.

He notices Conservative backbencher NANCY ASTOR and is momentarily distracted by her supercilious smirk. Astor is American by birth, British by marriage and cruel by nature.

Churchill politely acknowledges her and LEO AMERY, another Conservative backbencher, then looks back at his speech.

CHURCHILL (CONT'D)

England's hour of weakness is
Europe's hour of danger.

To Churchill's consternation, the MP's leap to their feet and start HOLLERING DERISIVELY at him.

Churchill holds up his hands for silence, but the CATCALLS persist. He opens a folder and WE SEE the same sheets of paper Wigram took from the safe -- with a note that reads "Back to me before 9."

After a moment, the audience sits back down, still SEETHING.

CHURCHILL (CONT'D)

The scale and rapidity of German rearmament has continued remorselessly. Reliable sources report the existence of two hundred Nazi divisions. We have only eight.

Chamberlain arches an eyebrow and scans the gallery until he finds Wigram, whose attention is fully focused on Churchill.

CHURCHILL (CONT'D)

A mighty army is coming into being. Great cannons, tanks, machine guns and poison gas are fast accumulating.

(MORE)

CHURCHILL (CONT'D)

We have been the helpless, perhaps even the supine, spectators of this vast transformation, to the acute distress of Europe and to our own grievous disadvantage. Nothing can save England if she will not save herself. If His Majesty's Government adopts a policy of unilateral disarmament while simultaneously encouraging Nazi Germany to acquire a dominant military capability, we will be fixing the date for another war as if it were a prize fight.

BOOS rain down on Churchill from the balcony and benches.

SEVERAL MP's look over at Chamberlain. With a nod, he directs them to leave the floor, which they do, MUTTERING in disgust.

CHURCHILL (CONT'D)

Do not delude yourselves! Do not believe that all Germany is asking for is equal status. All these bands of sturdy Teutonic youths, marching through the streets of Germany with the light of desire in their eyes, are not looking for status. They are looking for weapons. They are looking for war.

He holds up a PAMPHLET and waves it at his audience.

CHURCHILL (CONT'D)

When I entered this hallowed hall yesterday, a representative of the Oxford Student Union handed me a most extraordinary document.

(reading)

We hereby resolve that in the interests of world peace we will under no circumstances fight for king and country.

He tears the pamphlet to pieces.

CHURCHILL (CONT'D)

Right at this moment, in Germany, the splendid clear-eyed youth are demanding to be conscripted into the army, eagerly seeking the most terrible weapons of war, burning to suffer and die for the fatherland.

(MORE)

CHURCHILL (CONT'D)

One can almost feel the curl of contempt upon their lips when they read this message sent out in the name of young England.

Many MP's and the citizens seated in the Stranger's Gallery spring to their feet, unleashing a fresh BARRAGE OF INVECTIVE - which includes taunts of "GALLIPOLI!"

Churchill glances at his fellow Conservative BACKBENCHERS, hoping for a semblance of support. To his dismay, his colleagues CRUMPLE their ORDER PAPERS and fling them at him.

MP'S/SPECTATORS

Gallipoli! Gallipoli!

Churchill winces, then locks eyes with Chamberlain.

A beat.

Churchill averts his gaze and stalks out of the chamber.

EXT. CHARTWELL MANOR -- EARLY EVENING

Churchill sits in a chair near the edge of a POND with an open file on his lap, forlornly flicking BITS OF BREAD into the water.

CLOSE ON -- a colorful group of GOLDFISH

We SLOWLY PULL BACK to reveal the setting sun, glowing red behind the brooding figure by the pond.

Clementine approaches, carrying a BLANKET.

Churchill listlessly stares at the horizon as Clementine drapes the blanket over him and tenderly tucks it in.

She steps back and admires the scenery.

A beat.

CLEMENTINE

What are you thinking about?

CHURCHILL

Train tracks.

(then)

I'm standing at the edge of the platform. An express train is passing through. A second's action. A last drop of desperation. A crash - and an end to all my suffering.

Clementine gently strokes his few remaining strands of hair.

MARY (O.C.)
 (calling)
 Pa-pah!

Churchill closes the file, turns and sees his 13-year-old daughter MARY eagerly approaching, carrying a CARDBOARD BOX.

CLEMENTINE
 (to Churchill)
 Chin up, darling.

With enormous effort, Churchill manages to mask his sorrow and greet Mary with a wave and an affectionate grin.

CHURCHILL
 Hullo, Mouse!

As Mary approaches, FOUR NEWBORN PUG PUPPIES poke their heads out of the box.

MARY
 Look, pa-pah! Mummy thought you might like to meet them.

Churchill clasps Clementine's hand.

CHURCHILL
 Mummy thought right - as usual.
 They're scrumptious!
 (then)
 Have you named them yet?

MARY
 Ashley, Ainsley, Audrey and Abby.

As Churchill plays with the puppies, a MALE PUG approaches.

CHURCHILL
 Ah! Our resident Casanova.
 (saluting)
 Mazel tov.

Mary GIGGLES.

CLEMENTINE
 Better bring them back inside
 before their mum starts to worry.

Churchill helps Mary place the puppies back in the box, then lights a CIGAR.

At the sound of APPROACHING VOICES, they look back toward the house and Mary SQUEALS with delight.

MARY

She's home!

She runs to meet her sister DIANA, 26, walking toward them, hand-in-hand with her dashing husband DUNCAN SANDYS, 27.

Churchill and Clementine greet Diana and Duncan warmly.

CHURCHILL

When did you get back?

DIANA

About an hour ago. Duncan insisted we come see you right away.

SANDYS

Quite right. Proper post-honeymoon etiquette demands a timely visit to the parents of the bride.

(grinning)

And I know how strongly you feel about always following the rules.

Churchill CHUCKLES.

DIANA

Well? How do I look?

CLEMENTINE

Positively radiant.

CHURCHILL

What she really means is "How soon till we're grandparents?"

CLEMENTINE

Winston.

CHURCHILL

What? Am I right?

CLEMENTINE

Of course. But must you express every thought you ever have?

CHURCHILL

Of course.

MARY

(to Diana)

You're pregnant?

DIANA
No, dear. Not yet.

CHURCHILL
Why the devil not?

CLEMENTINE
Hush. You both look brilliant and
we're delighted to have you home.

DIANA
(kissing Clementine)
Thanks, mum.

SANDYS
(kissing Clementine)
Thanks, mum.

They start walking away from the pond.

CHURCHILL
Speaking of brilliant, care to hear
something impressive about me?

CLEMENTINE
Do we have a choice?

CHURCHILL
My most brilliant achievement was
persuading my wife to marry me.

Touched, Clementine MEOWS softly and gives him a kiss.

As Clementine and the girls lead them back toward the house,
Churchill falls into step beside Sandys, slackens the pace
and slips him the folder.

CHURCHILL (CONT'D)
Back to Wigram before nine.

INT. CHURCHILL'S STUDY -- NIGHT

VIOLET PEARMAN, 30, is sitting in a chair in the middle of
the room, poised in front of a DICTATION MACHINE.

Churchill enters. He throws open the French windows and
breathes in deeply. Then he whirls and smiles mischievously.

CHURCHILL
Are you ready, Miss P? I'm feeling
fertile tonight.

PEARMAN
 (giggling)
 Ready, sir.

CHURCHILL
 (teasing)
 I must warn you. My potency is such
 that I may require two young women
 to satisfy my stenography needs.

Inches enters, carrying a glass of scotch on a tray.

PEARMAN
 What's on the agenda this evening?

CHURCHILL
 A speech, a radio broadcast and an
 article for the *Telegraph*.
 (muttering)
 If Parliament won't tell the people
 the truth, I will.

PEARMAN
 Excellent. But before we start ...

She plucks an envelope out of her purse.

PEARMAN (CONT'D)
 There's a fellow I've been seeing
 these past few months. I told him
 all about you, of course, and,
 well, he'd really like to meet you.

Churchill clasps his hands behind his back and begins pacing.

PEARMAN (CONT'D)
 He asked me to deliver this note.
 Do you think you might possibly--

CHURCHILL
 Mister Speaker! In this solemn hour
 for the life of our country, of our
 empire, of our allies, and, above
 all, of the cause of freedom ...

Inches sets the scotch on the desk, takes the envelope from
 her with a respectful nod and stuffs it in his shirt pocket.

Miss Pearman mouths "THANK YOU" and starts taking dictation.

CHURCHILL (CONT'D)
 We cannot sit idly by and allow the
 swirl of disturbing events
 transpiring on the continent to
 continue. [Shake fist.] This year
 alone, Herr Hitler has spent eight
 hundred million pounds on weapons
 of war. [Glower. Pause for effect.]

CHURCHILL (CONT'D)
 That's 3.9 billion dollars, 26.8
 billion francs, 11.5 billion rubles-

A BAT flies through the open window and starts whizzing
 around the room. Churchill grabs a ruler, climbs up on a
 chair and flails at the bat, trying to chase it outside.

CHURCHILL (CONT'D)
 12.7 billion zloties-

The bat flies right at Miss Pearman.

CHURCHILL (CONT'D)
 8.4 billion guilders-

She CRINGES and covers her face as the bat swoops away.
 Churchill swipes at the bat with the ruler, narrowly missing
 Miss P's head.

CHURCHILL (CONT'D)
 36.5 billion kronas-

Inches runs at the bat, waving the tray.

CHURCHILL (CONT'D)
 And eight billion marks!

The bat flies back outside. Inches shuts the windows.

A beat.

PEARMAN
 Excuse me, sir. How many kronas was
 that?

CHURCHILL
 What's the matter with you? Were
 you listening to a word I said?

PEARMAN
 I tried, sir, but-

CHURCHILL
 (enraged)
 Are you deaf?

INCHES
 I beg your pardon, Mr. Churchill,
 but perhaps an apology is in order.

CHURCHILL
 Quite right.
 (to Miss Pearman)
 Well?

INCHES
 Not her. You, sir.

CHURCHILL
Me? What the devil for?

Inches gives him a reproachful look.

CHURCHILL (CONT'D)
 Fine.
 (to Miss Pearman)
 I'm sorry you're so hard of
 hearing.

INCHES
 I think that's enough, sir.

CHURCHILL
 I'll decide what's enough, you-

INCHES
 Sir--

CHURCHILL
 How dare you interrupt me when I'm
 interrupting you!

They glare at each other for several moments until Inches -
 remembering his place - bows his head.

CHURCHILL (CONT'D)
 You were quite rude to me.

INCHES
 I'm sorry, sir.
 (then)
 But you were rude to me, too.

CHURCHILL
 Yes, but I am a great man.

INT. TEN DOWNING STREET -- OFFICE

SUPER: OFFICE OF THE PRIME MINISTER

Chamberlain lounges on a couch, smoking a cigarette, while prime minister STANLEY BALDWIN plays chess with HORACE WILSON, his oily-tongued advisor.

BALDWIN

The man is a busted flush.

WILSON

Remember back when people thought he was going to become PM?

BALDWIN

That was a long time ago.

A KNOCK at the door.

BALDWIN (CONT'D)

Come in.

Wigram enters, a briefcase in one hand, a cane in the other.

WIGRAM

Good morning, gentlemen.

Chamberlain greets him with an impassive glare. Baldwin and Wilson ignore him.

WILSON

You should have seen Winston's face when our right honorable friends yelled "Gallipoli!"

Wigram grimaces, a bit rattled by the reference to Gallipoli.

BALDWIN

I'm sorry I missed it.

WILSON

Hard to believe a raving lunatic could come from such a fine family.

BALDWIN

Fine family, my foot. His father died of syphilis.

CHAMBERLAIN

And his mother was American.

They CHUCKLE.

BALDWIN (CONT'D)
What is it, Wigram?

WIGRAM
Mister Prime Minister, we received a dispatch from Ambassador Rumbold. A rather alarming assessment of the Nazi regime. May I read it to you?

BALDWIN
Very well.

He moves a rook as Wigram takes a folder from the briefcase.

BALDWIN (CONT'D)
(to Wilson)
Check.

WIGRAM
(reading)
The National-Socialist program is intensely anti-Jewish. It is certainly Hitler's intention to degrade, and if possible, expel the Jewish community from Germany. Jewish citizens are being sent to concentration camps, including one in a town called Dachau.

BALDWIN
(to Wilson)
Your move.

WIGRAM
(reading)
The deliberate ruthlessness and brutality which have been practiced seem both excessive and unnecessary. Hitler is a fanatic who will be satisfied with nothing less than the dominance of Europe.

Chamberlain exhales a stream of cigarette smoke.

CHAMBERLAIN
Oh, for fuck's sake, Wigram, don't tell me you believe that twaddle?

Cowed, Wigram remains silent.

BALDWIN
And even if it's true that the regime is rather ...

WILSON

Rough around the edges ...

BALDWIN

It's none of our business how
Hitler handles domestic policy with
certain segments of his population.

WILSON

Agreed.

(then)

And an assertive Germany will
insulate us against any westward
incursions by the economic rapists
currently running Communist Russia.

BALDWIN

(to Wigram)

Is that all?

WIGRAM

Not quite, sir.

He pulls a memo out of his pocket and hands it to Baldwin. Baldwin passes the memo to Chamberlain without looking at it, then gazes at the chessboard, contemplating his next move.

WIGRAM (CONT'D)

I have done some calculations of my
own, gentlemen, and I have
concluded that it is no
exaggeration to suppose a week or
ten days intensive bombing upon
London would leave thirty or forty
thousand dead or maimed, a civilian
population in grave panic and
millions driven into open country.

BALDWIN

Thank you, Wigram. We'll take it
under advisement.

WIGRAM

Sir, I respectfully submit that--

BALDWIN

Thank you, Wigram.

WIGRAM

Yes, sir. Good day, gentlemen.

He limps toward the door, swaying with every step, and exits.

BALDWIN

(sighing)

There are things I shall miss in my retirement, but that Leaning Tower of Pessimism is not one of them.

(re: the memo)

Is this something I need to concern myself with?

Chamberlain studies the memo for a moment, then crumples it and tosses it in the trash.

WILSON

Are you going to show Rumbold's report to the cabinet?

BALDWIN

(shaking his head)

It would only upset them. The last thing we need is people worrying about the prospect of another war.

WILSON

I hope Rumbold hasn't ruffled any feathers in Berlin.

BALDWIN

If so, it might be prudent to remind our Nazi friends exactly how we feel about them.

WILSON

Perhaps we should appoint a new ambassador -- as a gesture of goodwill ...

They mull the matter over for a moment.

WILSON (CONT'D)

What about Nevile Henderson?

BALDWIN

Capital!

WILSON

I'll prepare the paperwork at once.

CHAMBERLAIN

While you're at it, ring up Reith at the BBC and ask him to ban Winston from delivering any more broadcasts.

WILSON
Right away, sir.

He exits.

CHAMBERLAIN
Maybe we can't muzzle him in the House but we can certainly squash his efforts to poison the public against Hitler.

Chamberlain stubs out his cigarette and takes over Wilson's place at the chess board.

Baldwin makes a move. Chamberlain quickly counters.

CHAMBERLAIN (CONT'D)
Checkmate.

EXT. LONDON STREET -- NIGHT

We CREEP down the dark and deserted block, passing through pockets of wispy fog. A STREETLIGHT flickers on and off.

ANGLE ON -- a narrow alley, where a CIGAR suddenly sparks up like a firefly, then winks out, leaving a trail of smoke.

Churchill is standing in the shadows, leaning against the side of a building. He puffs on his cigar, then pulls a yo-yo out of his pocket and begins playing with it.

A CLOAKED FIGURE in a hat comes into view, his face shrouded in a scarf.

CHURCHILL
It's good of you to come.

The man lowers his scarf, revealing Ralph Wigram.

CHURCHILL (CONT'D)
How are Ava and your boy?

WIGRAM
Fine, thank you. Your wife is well?

CHURCHILL
Quite well.

A CAR HORN BLARES in the distance. Wigram starts, then shrinks deeper into the shadow of the alley, trembling.

Churchill hands Wigram the yo-yo.

CHURCHILL (CONT'D)
Here. Play with this.

Wigram looks at the yo-yo in confusion for a moment, then shoves it in his pocket.

He hands an ENVELOPE to Churchill.

WIGRAM
(whispering)
They're dismissing Ambassador Rumbold and replacing him with Nevile Henderson.

CHURCHILL
(loudly)
What?

WIGRAM
Shh!
(whispering)
I've included a copy of Rumbold's latest dispatch as well as minutes of the last three cabinet meetings.

CHURCHILL
Good work.
(then)
Anything else?

WIGRAM
Yes.

Wigram grips his cane so tightly it begins to quiver. Churchill covers Wigram's hand with his own, steadying it.

WIGRAM (CONT'D)
I analyzed our air defense capability and compiled data that clearly demonstrates we are dreadfully unprepared to protect our population and defend our island. But if I hand this report to you, I'm committing treason.

CHURCHILL
Better a British prison than a Nazi concentration camp.

WIGRAM
I want to trust you, Winston, but because of Gallipoli ...

CHURCHILL

My reputation for rash impulsivity
doesn't exactly inspire confidence.

A beat.

CHURCHILL (CONT'D)

In school, they teach that
Gallipoli was our worst defeat in
the Great War. A campaign conceived
and royally cocked up by the former
First Lord of the Admiralty.

WIGRAM

Did you really try to force a
passage through the Dardanelles
strait?

CHURCHILL

Yes.

WIGRAM

And order an amphibious landing?

CHURCHILL

Yes.

(sighing)

A flawed plan fueled by hubris that
taught the country never to trust
that reckless First Lord again.

A beat.

WIGRAM

I read the official report of the
Dardanelles Commission. Is it true
your request to attend the official
deliberations was denied?

CHURCHILL

Yes.

WIGRAM

As was your request to disseminate
potentially exculpatory documents?

CHURCHILL

Yes.

WIGRAM

Winston, you're leaving something
out. And given the crime you're
asking me to commit, I deserve to
know what truly transpired.

As Churchill considers, Wigram's cane arm starts twitching from the strain of prolonged standing.

CHURCHILL
Shall we sit?

Wigram gingerly starts lowering himself to the ground.

Churchill springs forward and assists him, then awkwardly maneuvers his bulk and sits on the pavement beside him.

CHURCHILL (CONT'D)
I wanted to create a sea route to Russia so we could link up with our Russian allies and then smash through the enemy's southern flank, which could have shortened the war and saved thousands of lives.

WIGRAM
What went wrong?

CHURCHILL
By the time they gave me the go-ahead, the Gallipoli beaches had been heavily fortified - dashing all hope of striking a decisive blow. But it was my plan and because of me fifty thousand men died. So I resigned, re-enlisted in the army and requested command of a battalion on the Western front.

WIGRAM
You fought at the front?

CHURCHILL
Rather recklessly if truth be told. I was ready to meet my Maker. Whether He was ready for the ordeal of meeting me is another matter.

A beat.

Wigram removes a single sheet of folded paper from his pocket and gives it to Churchill.

CHURCHILL (CONT'D)
Thank you, Ralph.

WIGRAM
Winston, you must make them listen. If they don't wake up soon, we won't stand a chance.

As they shake hands, Churchill fixes his gaze on Wigram's other pocket and frowns.

CHURCHILL
That yo-yo was a loan - not a gift.

EXT. BOROUGH OF MAIDSTONE - DAY

A car drives through the scenic village streets.

INT. CAR

Churchill is sitting in the back beside Miss Pearman. He is wearing a military MEDAL on his chest.

CHURCHILL
(re: the medal)
I received this particular honor forty two years ago in Cuba for demonstrating courage under fire while observing a battle between Spanish troops and Cuban guerillas.
(then)
And you'll never guess the most remarkable part ...

PEARMAN
Did it happen on your birthday?

CHURCHILL
Ah. You've heard this story before.

PEARMAN
Maybe once or twice.

Embarrassed, Churchill turns to Thompson, who is driving.

CHURCHILL
How much longer?

THOMPSON
About ten minutes, sir.

CHURCHILL
Very well.

A beat.

CHURCHILL (CONT'D)
Why in the world didn't you tell me about your boyfriend sooner?

Miss Pearman rolls her eyes.

CHURCHILL (CONT'D)
He's definitely bringing his boss?

PEARMAN
Yes, sir. Charles Portal. They're both rather eager to have a chat.

CHURCHILL
Well done, Miss P.
(then)
Your boyfriend is a lucky fellow.

PEARMAN
Thank you.

CHURCHILL
And he's really a wing commander?

PEARMAN
Yes. His name is Torr Anderson and he's absolutely marvelous.

CHURCHILL
That's rather hard to believe.

PEARMAN
That I've met a marvelous man?

CHURCHILL
That a parent could name their child Torr.

EXT. PILGRIMS WAY

As the car starts the steep climb up Detling Hill, WE SEE a sign that reads "RAF DETLING - 5 KILOMETERS."

EXT. RAF DETLING AIR FORCE BASE

An ARRAY OF AIRPLANES, including BRISTOL BLENHEIM, WHITLEY, WELLINGTON, WELLESLEY, AND HAMPDEN BOMBERS.

Churchill inspects the planes with AIR COMMODORE CHARLES PORTAL, 45, and WING COMMANDER TORR ANDERSON, 30.

The mood is grim.

PORTAL
As you can see, our Wellesley's are virtually obsolete.
(MORE)

PORTAL (CONT'D)

And the Blenheims will be bloody useless against Messerschmitts without radical modifications and training.

ANDERSON

All our requests for facilities to properly train our navigators have been flatly denied.

They walk briskly toward a FAIREY BATTLE bomber.

PORTAL

Last week, I went to them hat in hand and begged for funding to provide us with ample reserves.

CHURCHILL

Pilots or planes?

PORTAL

Both.

CHURCHILL

And?

ANDERSON

Mister Chamberlain cried poverty.

Churchill looks at Portal, who shakes his head in disgust.

PORTAL

All I got back was a bunch of bullshit about the need to balance the budget. Which means if we go into battle, we'll only be able to fight for a week. Two at most.

CHURCHILL

So how many operational squadrons does Monsieur J'Aime Berlin intend to provide you with?

PORTAL

We were promised forty-two. At the moment we have none.

They arrive at the BATTLE BOMBER. Churchill conducts a thorough inspection, then nods approvingly.

CHURCHILL

Is it as sturdy as it looks?

PORTAL

Very much so. But we're rather short of engines right now. One hundred and eighteen to be exact.

CHURCHILL

What the hell happened?

ANDERSON

Mister Chamberlain sold them.

CHURCHILL

He sold 118 Merlins? To whom?

Stunned, Churchill looks at the plane, then back at Portal, who shakes his head helplessly.

CHURCHILL (V.O.)

I hoped I would never see the day when the forces of right were deprived the right of force.

INT. PARLIAMENT -- HOUSE OF COMMONS

The chamber is packed. Eden sits beside Chamberlain.

Churchill is trying to make himself heard above the DIN.

CHURCHILL

My friends, only a few hours away by air there dwells a nation of nearly seventy millions, who are being taught to think of war as a glorious exercise and death in battle as the noblest fate for man. Now they are rearming with the utmost speed, and ready to their hands is the new lamentable weapon of the air, before which women and children, the warrior and the civilian, all lie in equal peril. With the new weapon has come the possibility of compelling the submission of our nation by terrorizing our civil population.

Attlee rises to respond but Churchill keeps talking.

CHURCHILL (CONT'D)

I should not speak to you in this way if I were not prepared to declare measures of preparation by which I believe another great war may be averted and our destruction be prevented should war come. First, we must without another day's delay begin to make ourselves at least the strongest air power in the European world.

The entire chamber REACTS NEGATIVELY.

CHURCHILL (CONT'D)

To urge preparation of defense is not to assert the imminence of war. On the contrary, if war were imminent, preparations for defense would be too late.

ATTLEE

My right honorable friend has clearly lost his right honorable mind. He is proposing a war budget, plain and simple, where all available resources are to be devoted to armaments, to piling up instruments of death with utter disregard for the services which build up the life of the people. Our policies must be prudent, not reckless. And prudence demands we invest in programs that promote the prosperity of the working class.

CHURCHILL

I always welcome the wise words of Mister Attlee. A modest man - with much to be modest about. Indeed, there are those like my learned friend - other sheep in sheep's clothing - who say, "Let us ignore the continent of Europe. Let us leave it with its hatreds and its armaments, to stew in its own juice, to fight out its own quarrels, and decree its own doom."

MURMURS OF APPROVAL.

CHURCHILL (CONT'D)

There would be very much to this plan if only we could unfasten the British islands from their rock foundations, and tow them three thousand miles across the ocean, but I have not yet heard of any way in which this could be done.

Churchill fixes his gaze on Chamberlain.

CHURCHILL (CONT'D)

The flying peril is not a peril from which one can fly. We cannot move London.

Churchill and Chamberlain glare at each other for a moment. This time, though, instead of backing down, Churchill points an accusatory finger at Chamberlain.

CHURCHILL (CONT'D)

And now we learn that Chancellor Chamberlain has sold Hitler more than a hundred military engines belonging to the RAF. All in the name of the almighty budget.

As Churchill sits down, SEVERAL MP's move away from him.

At a gesture from Chamberlain, Eden rises to respond for the government. His handsome face is flushed.

EDEN

I must start by saying that I, for one, have not come here today to listen to the fantastic absurdities of a disappointed office seeker.

The House ERUPTS IN APPLAUSE.

EDEN (CONT'D)

Mister Chamberlain, I thank you, and your country thanks you, for your farsighted vision and your steadfast commitment to our fiscal health and perpetuating the peace.

Churchill lowers his head and begins shaking it from side to side in ever widening arcs.

EDEN (CONT'D)

I see the right honorable gentleman shaking his head.

(MORE)

EDEN (CONT'D)

I wish to remind him that I am only stating my own opinion.

CHURCHILL

And I am only shaking my own head.

INT. EDEN'S OFFICE -- A LITTLE LATER

Eden is working at his desk.

The door swings open and Churchill barges into the room.

Eden scowls as Churchill sits across from him.

EDEN

To what do I owe this ... honor.

CHURCHILL

I wanted to congratulate you on your performance.

Churchill reaches into his coat pocket and pulls out a FLASK. He reaches into another pocket and grabs two SHOT GLASSES.

CHURCHILL (CONT'D)

(chuckling)

"The fantastic absurdities of a disappointed office seeker."

(then)

Did you come up with that line yourself?

EDEN

As a matter of fact, I did.

CHURCHILL

You're a very intelligent young man.

EDEN

(coldly)

Thank you.

CHURCHILL

It's a shame you're so confused.

Churchill fills both glasses and offers a shot to Eden. Eden shakes his head. Churchill shrugs, then downs the two shots.

He pulls out his copy of Mein Kampf and tosses it on the desk in front of Eden.

Eden glances down at the book in surprise, then looks back up at Churchill.

CHURCHILL (CONT'D)
Don't worry. It won't bite.

Eden folds his arms across his chest and frowns.

CHURCHILL (CONT'D)
And it might help you see the situation more clearly.

EDEN
Very kind of you. But I assure you my vision is quite clear.

CHURCHILL
While your hyper-focus on our fiscal health may be good politics - and help pave the way to meteoric career advancement - you're going down a dangerous road.

EDEN
Is that the road that leads to the elimination of harmful deficits and wasteful expenditures on weapons?

CHURCHILL
The primary responsibility of those in power is to protect the people.

EDEN
By balancing the budget, we are protecting the people.

CHURCHILL
You and Mister Chamberlain - who fought the last war from his office in Birmingham - are concerned about the British currency losing its value. I'm concerned about the British people losing their lives.

EDEN
I am not Neville Chamberlain. I know firsthand what it means to fight a war.

CHURCHILL
Yes, but--

EDEN

I joined the King's Rifle Corps when I was seventeen. Became a brigade major on the Western Front at twenty-one. Received that ...

He reaches in a drawer and hands Churchill a MILITARY CROSS, which Churchill regards with reverence.

EDEN (CONT'D)

... for gallantry during active duty against the enemy.

CHURCHILL

May I?

Churchill pins the medal to his chest and gazes at it.

EDEN

Forgive me if I refuse to listen to a man who claims nothing in life is so exhilarating as to be shot at.

CHURCHILL

Forgive me for wondering how a man who served so magnificently can refuse to take a firm stand against this new peril.

EDEN

Because I remember the last war! And so should you. One million of our soldiers, including both my brothers -- dead! One hundred thousand civilians -- dead! My friends and yours. My family and yours.

(softly)

We call it The War to End All Wars for a reason, Winston. And I intend to make sure we keep it that way.

CHURCHILL

I can sympathize with your sentiments. War is a dirty, shoddy business which only a fool would play at. And your attitude should prove useful in preventing us from attacking any other country. But you have forgotten one thing.

EDEN

What's that?

CHURCHILL

What happens if we are attacked?

Churchill stands and sticks the shot glasses back in his pocket. He sets the flask on top of Mein Kampf.

CHURCHILL (CONT'D)

I'll leave you this as well. I expect you'll need a stiff drink soon enough.

INT. OLD VIC THEATER -- EVENING

The CROWD IS APPLAUDING as the curtain goes up on a performance of Hamlet.

WE SLOWLY PAN through the audience until we find Churchill sitting in the second row, between Clementine and Mary.

CHURCHILL

They all hate me.

CLEMENTINE

Don't be silly.

CHURCHILL

You weren't there. It was awful.

She rubs his belly, then clasps his hand and gives it a kiss.

CLEMENTINE

If it makes you feel any better, I don't hate you. In fact, I'm quite fond of you.

Mary rubs his belly, too, then clasps his other hand. Churchill grins and gives her hand an affectionate squeeze.

ANGLE ON -- the stage, where GERTRUDE, HAMLET, and CLAUDIUS are performing.

GERTRUDE

Do not forever with thy veiled lids seek for thy noble father in the dust. Thou know'st 'tis common. All that lives must die, passing through nature to eternity.

HAMLET

Ay, madam. It is common.

GERTRUDE

If it be, why seems it so
particular with thee?

Churchill starts RECITING the lines in unison with Hamlet.

HAMLET/CHURCHILL

Seems, madam? Nay, it is. I know
not "seems". 'Tis not alone my inky
cloak, good mother, nor customary
suits of common black ...

AUDIENCE MEMBERS try to SHUSH Churchill, but he keeps right
on RUMBLING. Clementine and Mary smile and snuggle up to him.

On stage, Claudius tries to carry on with the play as Hamlet
and Gertrude exchange a nervous look.

CLAUDIUS/CHURCHILL

'Tis sweet and commendable in your
nature, Hamlet, to give these
mourning duties to your father, but
to persevere in obstinate
condolement is a course of ... of--

CHURCHILL

(calling out)
Of impious stubbornness!

CLAUDIUS

(annoyed)
Of impious stubbornness.

EXT. SAVOY HOTEL -- NIGHT

Establishing shot.

INT. SAVOY HOTEL -- BALLROOM

An extravagant charity reception.

SEVERAL ELEGANT WOMEN are stationed at a booth near the
entrance, standing by BOXES brimming with KID-SIZED BOOTS.

A banner reads, "ANNUAL BOOT FUND BALL."

While THE BAND PLAYS A WALTZ, GUESTS DANCE AND MINGLE.

Churchill and Clementine enter, each carrying a bag.

They stop at the booth and Clementine places SEVERAL PAIRS OF MARY'S OLD SHOES in a box. Churchill hands a woman his VELVET SLIPPERS with the monogram "WSC". She frowns.

WOMAN

You realize these donations are to provide footwear for poor children?

CHURCHILL

And when their feet grow? What then, madam? What then?

He flags down a WAITER carrying a tray of champagne, takes two glasses and hands one to Clementine.

CLEMENTINE

Thank you, Pig.

As Churchill approaches an hors d'oeuvres table, he nods politely to a nearby COUPLE. They snub him and move away.

Churchill takes a plate, gets in line and scans the scene, which is dripping with political power and social prestige.

Painfully aware that he is regarded as a pariah, he becomes palpably morose. He returns the plate, no longer hungry.

As Churchill muses sadly, a foppish TEENAGE BOY walks over, WHISTLING to the music, and heaps hors d'oeuvres on a plate.

Cringing, Churchill accosts the boy.

CHURCHILL

Cut that out! Whistling is the single worst sound in the world and I demand that you cease and desist.

The startled boy stops whistling and quickly exits.

ANNE CHAMBERLAIN, chatting with Nancy Astor, catches sight of Churchill and nudges Nancy. They approach Churchill together.

ANNE

Hello, Winston.

CHURCHILL

Good evening, Mrs. Chamberlain. Lady Astor.

ANNE

I heard you ruined tonight's performance at the Old Vic.

NANCY

I don't know how Clemmie puts up with you. If I were your wife, I'd put poison in your tea.

CHURCHILL

Madam, if I were your husband, I'd drink it.

Clementine walks over and nods stiffly at Anne and Nancy.

Churchill drains his glass and lets out a little BURP.

CHURCHILL (CONT'D)

(to Clementine)

I'll be in the loo. Let me know when you're ready to leave.

He kisses Clementine and exits.

ANGLE ON - Chamberlain, conversing with Eden and Eden's wife BEATRICE.

CHAMBERLAIN

I must tell you, Anthony, that your steady and eloquent support of our cause has not gone unnoticed. In fact, if you continue to show such loyalty, I foresee a very bright political future for you indeed.

Beatrice beams at Eden and takes hold of his hand.

EDEN

Thank you, sir.

A beat.

CHAMBERLAIN

I understand Winston paid you a visit the other day.

BACK TO - Clementine, with Anne and Nancy

ANNE

Neville tells me Winston hasn't got a single friend left in Parliament.

NANCY

Or England.

CLEMENTINE

My dear Nasty ...

ASTOR

Nancy.

CLEMENTINE

If my husband lounged on his bloated arse in the Lords like yours does rather than fighting for the survival of the country, I imagine he would have far more friends - and far less integrity.

ASTOR

No need to be so touchy, Clemmie. I'm a Virginian. We shoot to kill.

(then)

By the way, what is with all that tapping nonsense?

ANNE

Tapping nonsense?

ASTOR

(mimicking Churchill)

Right before he speaks, he launches into the most ridiculous rigmarole.

(to Clementine)

Has he consulted a physician?

CLEMENTINE

He's fine. He just gets a wee bit worried one of his former friends might steal his speech or sabotage the pagination.

ASTOR

Ah. A paranoid pariah. How lovely.

CLEMENTINE

Winston may have his faults, but the day will come when you get down on your knees and thank God he was born an Englishman.

She downs her drink, hands the glass to Nancy and exits.

BACK TO -- Chamberlain, Eden and Beatrice

CHAMBERLAIN

Thirty-nine?

EDEN

Thirty-nine.

CHAMBERLAIN

Remarkable. When I was your age, I was a failed sisal farmer.

BEATRICE

Sisal?

CHAMBERLAIN

You use it to make rope.

(then)

My family sent me to the Bahamas to grow it. In six years, I couldn't produce a single sisal plant. The only thing I succeeded at was squandering my father's fifty thousand pound investment. Fortunately for me, the family business was politics, not farming.

Eden CHUCKLES.

CHAMBERLAIN (CONT'D)

Despite his disappointment with me, my father got me elected Lord Mayor of Birmingham. If truth be told, I practically inherited the position. My father and five uncles held it before me. But I had virtually no interest in Parliament even though my father and brother were MP's.

EDEN

What changed your mind?

CHAMBERLAIN

The war.

(then)

I was elected one month after it ended. Since then I've dedicated my career to helping people prosper to the point that war will never again be deemed worthwhile - by anybody.

(smiling)

And here we are.

EXT. THE RHINELAND -- DAY

HUNDREDS of GERMAN SOLDIERS roll across a bridge on BICYCLES.

SUPER: RHINELAND DEMILITARIZED ZONE. MARCH 7, 1936.

TRUMPETS BLARE as TROOPS ON HORSEBACK ride into the city.

CHEERING CITIZENS line the Rhineland streets.

EXT. CHARTWELL MANOR -- NIGHT

Establishing shot.

INT. CLEMENTINE'S BEDROOM

Clementine is sitting at her VANITY, letting down her hair. She is dressed in a nightgown and looks rather drained.

The elderly maid we met vacuuming at the start of the story is turning down the bed.

While Clementine brushes her hair, we hear a Churchillian RUCKUS emanating from the hallway.

CHURCHILL (O.C.)

Clemmie!

Clementine pauses, her brush poised in mid-air.

CHURCHILL (O.C.) (CONT'D)

I can't find my dressing gown!

With a SIGH, Clementine resumes brushing her hair.

CHURCHILL (O.C.) (CONT'D)

The one with the green dragon!

A beat.

CHURCHILL (O.C.) (CONT'D)

(louder)

Clemmie?

Frustrated, Clementine sets the brush down and glares at her reflection in the mirror.

INT. HALLWAY

Churchill stalks through the hall, stark naked except for his velvet slippers. He stops at Clementine's door and KNOCKS.

CHURCHILL

Clemmie? I need your help.

The maid opens the door, once again not fazed by his nudity.

CHURCHILL (CONT'D)

I need Clemmie. It's an emergency.

MAID

I'm sorry, sir. I haven't seen her.

Surprised, Churchill peers into the room, but there is no sign of Clementine.

CHURCHILL

That's odd.

INCHES (O.C.)

Sir! I found it!

CHURCHILL

Ah! Crisis averted.

He exits and the maid closes the door.

Clementine comes out from behind the drapes and gives the maid a grateful, tired smile.

INT. DRAWING ROOM

Churchill is wearing a dressing gown, holding a WHISKY and scowling while Inches sets up a PROJECTOR and VIEWING SCREEN.

Inches flicks on the projector and Churchill watches the following NEWSREEL FOOTAGE play on the screen.

EXT. THE RHINELAND/INT. KROLL OPERA HOUSE (ARCHIVAL FOOTAGE)

INTERCUT - Hitler's speech with soldier and crowd footage

Hitler is on stage speaking to a THRONG OF SCREAMING NAZIS.

HE SPEAKS IN GERMAN WITH SUBTITLES.

HITLER

In the interest of the primal right of a people to safeguard its borders and maintain its possibilities of defense, the German Reich Government has today re-established the full and unlimited sovereignty of the Reich in the demilitarized zone of the Rhineland.

The CROWD ERUPTS.

HITLER (CONT'D)

However, in order to prevent any misinterpretation of its intentions the German Reich Government declares its willingness to assent to establishing a system for securing peace. We have no territorial claims to make in Europe. Above all, Poland will remain Poland, and France will remain France. I now ask the German Volk to strengthen me in my belief and to continue giving me power of my own to support me in my struggle for real peace.

The opera house EXPLODES IN DELIRIOUS CHEERS AND SALUTES.

Off Churchill's grimace, we ...

EXT. BIRMINGHAM, ENGLAND -- DAWN

SUPER: BIRMINGHAM, ENGLAND - CHAMBERLAIN FAMILY ESTATE

A FOX HUNT is about to begin in this idyllic country setting.

Chamberlain, Eden and Baldwin are ON HORSEBACK, adjusting their stirrups, while their FELLOW HUNTERS ready themselves.

As a PACK OF FOX HOUNDS BARK WILDLY in a nearby PEN, SERVANTS distribute STIRRUP CUPS to the riders for the STARTING TOAST.

CHAMBERLAIN

Entry into the buffer zone is hardly an act of aggression.

BALDWIN

Agreed. After all, they are only going into their own back garden.

EDEN

True. But Versailles demands that it remain completely demilitarized.

CHAMBERLAIN

The Treaty of Versailles is a cancer on the conscience of this country - and the world. It was an act of revenge, not reconciliation.

EDEN

Yes, sir, but--

CHAMBERLAIN

No nation could ever hope to re-pay such an odious reparations bill. 132 billion marks? The short-sighted stupidity of this vindictive retribution not only humiliated Germany, it denied us a key trading partner, which had a devastating impact on our economy.

A beat.

EDEN

(to Baldwin)

With regard to the matter at hand?

CHAMBERLAIN

I hardly think it's fair to punish Hitler for trying to right some of the heinous wrongs inflicted on his people. Or deny him the right to restore a sense of honor in order to put the country on a path to prosperity. If re-claiming the Rhineland will bring him closer to those goals, I applaud his efforts.

EDEN

Yes, sir. We will still need to give an official response.

BALDWIN

So what do you propose?

EDEN

A trade.

CHAMBERLAIN

What kind of trade?

EDEN

In exchange for our relinquishing control of the Rhineland and a vow to work toward a general settlement of grievances stemming from Versailles, we request a promise from Hitler never to use force to alter borders and a comprehensive ban on aerial bombardment.

BALDWIN

Can we count on the French to follow our lead?

CHAMBERLAIN

The French will do whatever we tell them to do.

At a signal from the HUNT MASTER, the TRUMPETS SOUND.

Chamberlain raises his cup and the other riders follow suit.

CHAMBERLAIN (CONT'D)

To the hunt!

As the hunters drain their cups and toss them in the grass, servants open the pen and the PACK OF FOXHOUNDS rush forward.

With EXUBERANT CRIES of "TALLY HO!" Chamberlain, Eden, Baldwin and their FELLOW HUNTERS take off at a gallop.

The BARKING hounds scatter, and so do the horses, in hot pursuit of the pursuers.

Off Chamberlain's EXULTANT FACE, we ...

EXT. CHARTWELL MANOR -- MORNING

Establishing shot.

INT. CHARTWELL MANOR -- DRAWING ROOM/OPERATIONS ROOM

Churchill is sitting on the couch with Wigram and Sandys while Wing Commander Anderson presents a SLIDE SHOW of GERMAN FREIGHT TRANSPORT PLANES being converted to FIGHTER AIRCRAFT.

ANDERSON

It's really rather ingenious.

(pointing)

They simply unbolt the sections you see here and replace them with these pieces here and a commercial plane becomes a Luftwaffe bomber.

CHURCHILL

Powered by our Merlin engine?

ANDERSON

(nodding)

The whole process probably takes less than four hours.

CHURCHILL

Smashing.

Clementine enters with a pot of tea, which she sets on the coffee table. She squeezes onto the couch next to Churchill.

CHURCHILL (CONT'D)
Any more good news?

As Sandys and Anderson help themselves to tea, Wigram hands Churchill a DOCUMENT. Clementine reads over his shoulder.

WIGRAM
Our internal minutes indicate Chamberlain wants to limit the Air Force to a maximum of five hundred planes. However, he will offer to provide additional funds to the RAF when he becomes PM.

CHURCHILL
(to Anderson)
Oho! Did you hear that Commander?

WIGRAM
But only from money currently allocated to the army or navy.

Off Churchill's look of disgust, we ...

INT. PARLIAMENT -- HOUSE OF COMMONS -- DAY

Chamberlain has the floor. He is brandishing a FISHING ROD and beaming at Baldwin, who sits nearby.

CHAMBERLAIN
And so it is my honor to present the newly-created Earl Baldwin of Bewdly with this token of our esteem. We wish him a happy and healthy retirement.

The House APPLAUDS HEARTILY as Chamberlain shakes hands with Baldwin and presents him with the fishing rod.

CHAMBERLAIN (CONT'D)
Before I conclude, I would like to say a word about the field of foreign policy. The cost of our defense programs is mounting at a giddy rate. If this trend continues we could be faced with the unthinkable: an unbalanced budget.

ANGLE ON - Churchill, a sour look on his face, sitting with Bracken.

CHAMBERLAIN (CONT'D)

I resolve to do everything in my power to convince Herr Hitler that we intend to resolve any disagreements between Germany and England at the negotiating table. From this day forth, His Majesty's foreign policy will be the policy of appeasement.

A STANDING OVATION washes over the new prime minister.

EXT. TEN DOWNING STREET -- DAY

Establishing shot.

INT. PRIME MINISTER'S OFFICE

Chamberlain sits at his desk, smoking and perusing papers.

SFX: the intercom BUZZES

MISS KEATS (O.S.)
Mister Prime Minister?

CHAMBERLAIN
Yes?

MISS KEATS (O.S.)
Ambassador Henderson is here.

CHAMBERLAIN
Send him in.

MISS KEATS (O.S.)
Yes, sir.

A beat.

NEVILLE HENDERSON, the British ambassador to Germany, enters, carrying a BRIEFCASE and an exotic-looking PLANT.

They greet each other cordially.

HENDERSON
A gift for you.

He sets the plant on the desk.

HENDERSON (CONT'D)

It's called Blue Monkshood. The native flower of Berchtesgaden. Apparently, most species are rather poisonous but I'm assured this one is not. The formal name is aconitum - which means "without struggle".

Chamberlain waits patiently while Henderson opens his briefcase and refers to some notes.

HENDERSON (CONT'D)

I conveyed to the Fuhrer your desire to establish an unbreakable bond of friendship between His Majesty's Government and the government of the Third Reich.

(then)

I also told him that Great Britain is prepared to offer to Germany certain colonial territories currently under British control, including the Congo. And that you ask nothing in exchange for these gifts - save only his friendship.

CHAMBERLAIN

And?

HENDERSON

He said he is glad to begin to know you and believes he will be able to work with you.

CHAMBERLAIN

Anything else?

HENDERSON

Nothing significant. Though he did ask a curious question in parting.

CHAMBERLAIN

Oh?

HENDERSON

He asked me to rate the political prospects of Winston Churchill.

Chamberlain calmly considers this information.

CHAMBERLAIN

What did you tell him?

HENDERSON
That Churchill is finished.

INT. GERMAN EMBASSY -- LONDON -- DAY

Churchill is being escorted down a plushly carpeted hall by TWO NAZI SERGEANTS.

INT. RIBBENTROP'S OFFICE -- MOMENTS LATER

JOACHIM VON RIBBENTROP, the Third Reich's ambassador to England, is standing in front of his desk.

As Churchill enters, Ribbentrop flashes a thin smile and gestures to a chair.

RIBBENTROP

Sit.

Churchill sits down, regarding Ribbentrop warily. Ribbentrop picks up a cigar box and holds it out to him.

RIBBENTROP (CONT'D)

Cigar?

CHURCHILL

I don't smoke.

Ribbentrop sets the box back on the desk and takes a seat.

RIBBENTROP

As you wish.

(then)

The Fuhrer asked me to meet with you and extend his personal guarantee to stand guard over the British Empire provided that--

CHURCHILL

Please inform Corporal Hitler that we've stood guard over our empire without him for five hundred years - and will be doing so long after he and his gang of bloodthirsty gutter snipes have decayed into dust.

(then)

Can you remember that message, Mister Ribbentrop? Or would you like me to write it down for you?

The color drains from Ribbentrop's face but he maintains his composure.

RIBBENTROP

The Fuhrer instructed me to assure you that Germany seeks the friendship of England. All that is required is that Britain give us a free hand in Eastern Europe so that we may have sufficient living space for our increasing population.

CHURCHILL

How much living space do you want?

Ribbentrop walks over to a wall map of Europe.

RIBBENTROP

We will absorb all of Poland, the Ukraine, and the Danzig Corridor. Nothing less will suffice.

CHURCHILL

Mister Ambassador, are you seriously asking permission for--

RIBBENTROP

I am not asking permission for anything!

A beat.

CHURCHILL

How does Stalin feel about this?

RIBBENTROP

Let the Fuhrer worry about Stalin.

CHURCHILL

Why are you telling me this? I am not even a member of my government.

Ribbentrop appraises Churchill for a long moment.

RIBBENTROP

All we are requesting is that you not interfere with our plans.

CHURCHILL

Great Britain will never enable Germany to gain the domination of Central and Eastern Europe. Even a mediocre former wine merchant like yourself can see that a cancer that spreads in one direction may just as easily spread the other way.

RIBBENTROP

In that case, war is inevitable.
The Fuhrer is resolved. Nothing
will stop him.

CHURCHILL

Do not be fooled by the attitude of
the present administration. And do
not underrate England. She is very
clever. If you plunge us all into
another Great War, she will bring
the whole world against you -- like
last time.

RIBBENTROP

England may not be quite as clever
as you think, Herr Churchill.

Churchill stands up.

CHURCHILL

Inform your master that if he dares
to drag us into the darkness, he
shall not live to see the dawn.

He snatches Ribbentrop's cigars and strides out of the room.

EXT. TEN DOWNING STREET -- DAY

SUPER: MARCH 12, 1938

INT. TEN DOWNING STREET -- DINING ROOM

SERVANTS bustle about, pouring wine and setting place cards.

Chamberlain and Ribbentrop enter, CHATTING amicably.

They are followed by Anne Chamberlain, MADAM VON RIBBENTROP,
and SIX OTHER COUPLES, including Anthony Eden and his wife,
and Churchill and Clementine.

Churchill starts to say something to Eden, but Eden brushes
past him before he can speak.

As the guests take their seats, Churchill and Clementine
locate their place cards at the far end of the table.

Churchill looks down the length of the room at Chamberlain
and Ribbentrop and grimaces.

CLEMENTINE
Remember the first time we were
assigned seats next to each other?

Churchill GRUNTS.

CLEMENTINE (CONT'D)
At the Carlisle's Christmas party?

She strokes his hair.

CLEMENTINE (CONT'D)
The night we met?

CHURCHILL
Of course. I snuck into the dining
room during the cocktail hour and
switched the seating tags so we'd
be placed next to each other.

CLEMENTINE
You did?

CHURCHILL
You were supposed to sit next to
Rutherford Simms and I was meant to
sit with Emily Hayes.

CLEMENTINE
Rutherford Simms? As I recall, he
was rather dashing. I wonder if
he's still single.

MOVE TO - the head of the table, where Chamberlain stands and
raises his wine glass.

CHAMBERLAIN
I'd like to make a toast to our
distinguished guest of honor. Duty
calls the ambassador back to
Berlin. We are sorry to see him go,
but we trust that he will remember
the friends he has made here.

He CLINKS glasses with Ribbentrop.

CHAMBERLAIN (CONT'D)
Dass freundschaft.

RIBBENTROP
To friendship.

Ribbentrop takes a sip, then grins at Churchill.

DISSOLVE TO:

INT. TEN DOWNING STREET -- DINING ROOM - LATER

As Chamberlain and his guests linger over dessert, Churchill and Clementine watch with loathing.

CLEMENTINE

I can't stand it anymore.

CHURCHILL

I'll get our coats.

While Churchill exits, a SERVANT enters and hands Chamberlain a NOTE. He reads it with a quizzical expression on his face, then looks sharply at Ribbentrop.

He WHISPERS to his wife, who stands and CLEARS HER THROAT.

ANNE

Shall we adjourn to the drawing
room for coffee?

As the guests start filing out of the room, Chamberlain places his hand on Ribbentrop's shoulder, restraining him.

CHAMBERLAIN

Might I have a quick word with you?

RIBBENTROP

Of course.

CHAMBERLAIN

According to our attaché in
Austria, German mechanized forces
have crossed the border and are
advancing on Vienna.

RIBBENTROP

Ah, yes. I believe they're merely
conducting training exercises and
have no intention of entering
Vienna - as far as I know.

CHAMBERLAIN

As far as you know?

RIBBENTROP

Correct. But if you wish, I'll call
Berlin after we have our coffee.

He starts to stand. Chamberlain sets a PHONE in front of him.

CHAMBERLAIN

We can have our coffee right here -
while you make that call.

EXT. CHARTWELL MANOR -- EVENING

Establishing shot.

INT. DRAWING ROOM

Churchill and Clementine sit on the couch, hands clasped,
watching the following NEWSREEL FOOTAGE.

EXT. VIENNA, AUSTRIA/BERLIN, GERMANY (ARCHIVAL FOOTAGE)

NAZI TROOPS pour into the city, greeted by CHEERING citizens.

Hitler speaks about the Anschluss to a THRONG of GERMANS.

HE SPEAKS IN GERMAN WITH SUBTITLES.

HITLER

It is with deep grief that, for
years now, we have been witnessing
the fate of our Volksgenossen in
Austria. We witnessed that more
than six million people of our own
lineage were suppressed by a
numerically small minority which
was adept at gaining possession of
the instruments of power it needed.

A beat.

HITLER (CONT'D)

From now on, the German Reich,
however, will no longer tolerate
that Germans are persecuted in this
territory because of their
affiliation with our nation or
their open support of certain
ideas. The Reich wants peace and
order. I have, therefore, decided
to place assistance from the Reich
at the disposal of the millions of
Germans in Austria.

EXPLOSIVE CHEERS.

HITLER (CONT'D)

Since this morning, the soldiers of the German Wehrmacht have been marching over all the borders of German Austria. Tank troops, infantry divisions, and the SS formations on the ground, and the German Luftwaffe in the blue skies above, summoned by the new National Socialist Government in Vienna, shall guarantee that the Austrian Volk will now be given the opportunity to shape its future and thus its own fate ...

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill is speaking, desperately trying to rouse the House, while Chamberlain watches stoically with the detached demeanor of a patient parent humoring a petulant child.

Wigram is in the front row of the gallery, biting his lip.

CHURCHILL

Adolf Hitler has conquered Austria without firing a shot. And in so doing, gained yet another staging ground from which to unleash his deadly Luftwaffe bombers on London.

Churchill looks at Wigram, confirming permission to proceed. Wigram leans forward and subtly nods his head.

CHURCHILL (CONT'D)

It is no exaggeration to suppose a week or ten days intensive bombing upon London would leave thirty or forty thousand dead or maimed, a civilian population in grave panic, and millions driven into open country.

At the sound of these familiar words, Chamberlain whips his head around and glares at Wigram, who bites his lip harder.

CHURCHILL (CONT'D)

Our loyal, brave people should know the truth.

Chamberlain beckons to the SERGEANT-AT-ARMS and SAYS something to him. The sergeant-at-arms looks up at Wigram.

Cringing, Wigram quickly exits the chamber.

CHURCHILL (CONT'D)

They should know that there has been a gross neglect and deficiency in our defences. They should know that we have sustained a defeat without a war. And do not suppose that this is the end. This is only the beginning of the reckoning. This is only the first sip, the first foretaste of the bitter cup which will be proffered to us year by year, unless by a supreme recovery of moral health and martial vigour, we arise again and take our stand for freedom.

INT. LORD NORTH STREET -- DAY

A residential block of modest row houses.

INT. WIGRAM'S HOUSE -- STUDY

AVA (O.S.)

Ralph?

The door opens and AVA WIGRAM, 30, walks in, a look of concern on her face. She flicks on the light.

She is about to leave, when she spots a note neatly resting on the chair. She picks it up and starts reading.

Trembling, Ava rushes for the phone.

As she picks up the receiver, she sees a partially concealed item on the floor that makes her GASP: her husband's cane. She steps toward it, spots Wigram's body, and SCREAMS.

EXT. CHARTWELL MANOR -- COTTAGE CONSTRUCTION SITE -- DAY

Churchill is standing at a partially built brick wall, holding a trowel and scooping mortar onto a brick.

Two walls have been completed. Churchill works on the third.

Inches stands nearby, holding a glass of scotch with a straw stuck in it. A bucket of mortar is on a stool beside them.

CHURCHILL

The secret to bricklaying is properly mixing the mortar.

INCHES

Yes, sir.

CHURCHILL

As a member in good standing of the Amalgamated Union of Building Trade Workers, I happen to know quite a bit about mortar. It's made from masonry cement, fine - not coarse - mason sand, and clean water. The key is its consistency. It should feel like soft custard.

He picks up another brick and scoops more mortar onto the trowel. Then he leans over the bucket and sucks on the straw.

Clementine approaches, carrying an ENVELOPE.

CLEMENTINE

This just arrived for you.

Churchill sets down the brick and trowel, wipes his hands on Inches' shirt and opens the envelope.

While Churchill reads the note, Clementine inspects his work.

CLEMENTINE (CONT'D)

It's coming along quite nicely, darling. You'll have a proper place to hang your paintings in no time.

He doesn't hear her. His face has turned ashen and his hands are trembling.

CHURCHILL

Ralph Wigram committed suicide.

Clementine GASPS. Tears form in Churchill's eyes and he lets out a LOW MOAN.

She hugs him tight, rocking him back and forth.

CLEMENTINE

It's okay, darling. It's okay.

CHURCHILL

It's too hard. I can't go on alone.

CLEMENTINE

You must.

CHURCHILL

I can't.

CLEMENTINE

Nonsense. You're the only man who can.

She lifts his chin up and gazes into his bloodshot eyes.

CLEMENTINE (CONT'D)

(chanting softly)

Then out spake brave Horatius, the captain of the gate ...

Churchill takes a deep breath, then slowly lets it out.

CHURCHILL

"To every man upon this earth death cometh soon or late" ...

CLEMENTINE

"And how can man die better than facing fearful odds, for the ashes of his fathers and the temples of his gods?"

(then)

You will stand up to every last one of them -- and the strength of your words will save us all.

INT. TEN DOWNING STREET -- STUDY -- NIGHT

Chamberlain sits at his desk, smoking, while CABINET MEMBERS LESLIE HORE-BELISHA, JOHN SIMON, KINGSLEY WOOD, RONALD SMITH, JOHN ANDERS and MAURICE HANKEY, engage in an intense debate.

WOOD

As I see it, the question before us is what to do about Czechoslovakia.

HORE-BELISHA

Reliable sources report that the Czech border is swarming with German assault troops.

SIMON

Hitler claims he only wants to liberate the three million Germans living in the Sudetenland.

HORE-BELISHA

(to Chamberlain)

Do you believe him?

The others turn to Chamberlain and fall respectfully silent.

Chamberlain stubs out his cigarette and lights another one, then clicks the intercom.

CHAMBERLAIN
Miss Keats, come in here, please.
I'd like to send a cable.

MISS KEATS (O.S.)
Right away, sir.

A beat.

MISS KEATS enters, carrying a PAD and PEN.

CHAMBERLAIN
To Adolf Hitler, from Neville
Chamberlain. Stop.

He considers for a moment.

CHAMBERLAIN (CONT'D)
In light of current situation I
propose to come see you at once.

EXT. EDEN'S HOUSE - EVENING

Establishing shot.

INT. SITTING ROOM

Looking grim, Eden and his wife are sitting on the couch with their son SIMON, 15, watching the following NEWSREEL FOOTAGE.

MONTAGE -- MUNICH MEETINGS (ARCHIVAL FOOTAGE)

As the newsreel ends, Eden continues staring numbly at the screen. Simon picks up a book and begins reading.

Concerned, Beatrice touches Eden on the shoulder.

BEATRICE
Anthony?

With sudden vigor, Eden crosses to a desk, grabs pen and paper, sits and starts scribbling feverishly.

A beat.

Beatrice crosses to him and reads over his shoulder.

BEATRICE (CONT'D)
 (to Simon)
 Go and tell your brother it's time
 to wash up for dinner.

SIMON
 What are we having?

BEATRICE
 I have no idea. Ask cook.

Simon exits.

After several moments, Eden stops writing. With growing
 alarm, Beatrice continues reading. Eden pours them drinks.

BEATRICE (CONT'D)
 Darling, if you say this publicly,
 your career--

EDEN
 I know.
 (then)
 But it may be time for me to choose
 conscience over career.

A beat.

BEATRICE
 What about your sons? Do you want
 them to wind up like your brothers?

As Eden considers the ramifications of this comment, we ...

EXT. HESTON AERODROME -- DAY

A Rolls Royce follows a police escort out of the airport and
 toward London.

SUPER: OCTOBER 1, 1938

INT. ROLLS ROYCE

Chamberlain and Wilson are sitting in the back seat as the
 car cruises along the London streets.

CHAMBERLAIN
 It's been a lesson in the value of
 personal diplomacy. Hitler doesn't
 want a war any more than we do.
 (MORE)

CHAMBERLAIN (CONT'D)

Once the Sudetenland and the Germans currently living there have been incorporated into the Reich he will have no further interest in Czechoslovakia.

He slides an official-looking DOCUMENT out of his briefcase and hands it to Wilson.

CHAMBERLAIN (CONT'D)

I put the agreement in writing and insisted he sign it in my presence.

EXT. DOWNING STREET

As the car pulls up in front of the prime minister's house, we encounter a LARGE CROWD CHEERING Chamberlain's arrival.

WILSON

Good news travels quickly.

The CHAUFFEUR gets out and opens the back door. Chamberlain emerges first, followed by Wilson.

The crowd CHEERS louder. Chamberlain holds up the piece of paper bearing Hitler's signature and motions for quiet.

CHAMBERLAIN

My good friends, the fuhrer of Germany and I have just signed an historic agreement. This is the second time that there has come back from Germany to Downing Street peace with honor. I believe it is peace for our time.

Off the ROAR of the euphoric throng, we ...

INT. PARLIAMENT - HOUSE OF COMMONS

Chamberlain enters the chamber to THUNDEROUS APPLAUSE.

Beaming, he acknowledges the reception and walks to his seat.

Clearly conflicted, Eden sits in his usual front bench spot, but does not offer Chamberlain his congratulations.

ANGLE ON - Churchill, sitting with Bracken. He looks old, tired, beaten.

The SPEAKER rises from the CHAIR.

SPEAKER

The House recognizes the right honorable gentleman from Warwick and Leamington, Mister Eden.

Reluctant but resolute, Eden takes to the floor.

EDEN

Mister Speaker, the events of the last few days have made plain a difference between me and my friends in the government, whom I truly hold in the highest esteem.

Eden pauses, weighing whether to plow forward with his prepared remarks or play down the extent of his dissent.

EDEN (CONT'D)

But I do not believe that we can make progress if we allow the impression to gain currency abroad that we yield to constant pressure.

Chamberlain looks warily at Eden.

EDEN (CONT'D)

If a nation is driven to adopt procedures which run counter to its instincts, that nation is weakened. We may gain temporary appeasement by a policy of concession to the threat of violence ...

He locks eyes with Churchill.

EDEN (CONT'D)

... But that road does not lead to lasting peace.

While Churchill raises an eyebrow, the rest of the House reacts with outrage - and caustic criticisms.

Eden momentarily wilts in the face of the angry attack by friends and close colleagues who now view him as a traitor.

He steels himself to withstand the withering scorn, finding strength in the courage of his convictions.

EDEN (CONT'D)

Our rearmament is still far from complete and I am troubled that it appears we are particularly weak at sea. Would it not be possible to accelerate our naval construction?

(MORE)

EDEN (CONT'D)

Our Air Force is only now entering a full stage of development while our anti-aircraft defense is almost non-existent in the modern sense. We are dealing with a very disturbed world. Britain's story and her interests lie far beyond the continent of Europe. Not to give voice to that spirit is, I believe, fair neither to this country nor to the world.

As Eden sits, he is bombarded with even more vitriol, which causes him to wince.

In a show of solidarity, Churchill leaves the back bench, walks over to Eden and claps him on the back.

Refusing to acknowledge the gesture, Eden continues looking forward as Chamberlain, in a cold fury, rises to respond.

CHAMBERLAIN

The goal has been to work for the pacification of Europe, for the removal of those suspicions and animosities which have poisoned the air. The path to appeasement is long and bristles with obstacles. This is the latest and perhaps the most dangerous of those obstacles, but now that we have got past it, it will be possible to make further progress along the road to sanity.

The House ERUPTS in APPLAUSE.

Off Churchill's disgust, we ...

EXT. CHARTWELL MANOR - DRIVEWAY

The whole household is bustling about, loading suitcases into TWO CARS - except Churchill, who sits sulking on the steps, holding a BLACK CAT.

As servants bypass him on their way back and forth, carrying luggage and other vacation items, Churchill SPEAKS SADLY.

CHURCHILL

I see it all coming, and cry aloud to my countrymen and to the world. But no-one pays any attention.

The cat wriggles free and trots away.

Clementine enters, carrying a TENNIS RACKET, and gently taps Churchill on the top of his head with the racket.

CLEMENTINE
Time to go, Pig.

CHURCHILL
No, thank you.

CLEMENTINE
Yes. A vacation will do wonders for your spirits.

CHURCHILL
I don't want a vacation.

CLEMENTINE
You're going and that's final.
(smiling)
Save your strength for a fight you might win.

She gives him a kiss and walks over to the cars to supervise the loading process.

Diana and Mary enter, carrying suitcases.

Churchill slowly rises to his feet and shuffles forward. Mary and Diana each take a hand, and help guide him to the car.

CHURCHILL
There never was a war more easy to stop than that which will now wreck what is left of the world.

MARY
Yes, pa-pah.

DIANA
Chin up, pa-pah.

MARY
A couple days at Cousin Consuelo's and you'll feel much better.

EXT. MARLBOROUGH CHATEAU -- DAY

SUPER: DREUX, FRANCE

CLOSE ON -- Churchill's face, which looks even more miserable than before.

WE PULL BACK and see that he is sitting at an EASEL on the grounds of a luxurious villa, with Mary sitting beside him.

She watches him paint while Clementine and Diana play tennis, GIGGLING as they clumsily bash the ball back and forth.

DIANA

Over the net, Mummy!

CLEMENTINE

(breathlessly)

I'm trying!

MARY

(re: the painting)

It's beautiful.

CHURCHILL

Thank you, Mouse.

MARY

What is it?

ANGLE ON - the canvas

A colorful and skillfully rendered painting of the Churchill family CRESTS and COAT OF ARMS, including the FAMILY MOTTO.

CHURCHILL

Our family crests and coat of arms. The motto was created by the father of the first Duke of Marlborough to reflect his treatment by the king.

(sadly)

Despite his fervent support during the English Civil War, King Charles II refused to provide compensation for Sir Winston's financial losses.

He points at the motto, which reads "FIEL PERO DESDICHADO".

MARY

What does it mean?

CHURCHILL

Faithful but unfortunate.

Sandys enters, carrying SEVERAL NEWSPAPERS. He sits across from Churchill and Mary.

SANDYS

(to Churchill)

May I show something to you?

CHURCHILL

No.

SANDYS

Fine.

(to Mary)

May I show something to you?

MARY

Yes.

Sandys grins and triumphantly holds up a FRENCH NEWSPAPER.

WE SEE a PHOTO OF CHURCHILL, with A CAPTION, which reads,
"C'est l'homme qui fait peur a Hitler."

SANDYS

What do you think of that?

Churchill glares at him.

CHURCHILL

If you think being compared to
Hitler is cause for celebration,
you're sadly mistaken.

SANDYS

Is your French really that bad?

CHURCHILL

My French is impeccable.

He squints at the caption, trying harder to figure it out.

MARY

Pa-pah, it's not making fun of you.

CHURCHILL

I know that ... now.

(then)

What do you think it says?

MARY

"This is the man Hitler fears."

Churchill brightens for a moment, then shrugs.

CHURCHILL

The French certainly know a thing
or two about fear - but they don't
know shit about Hitler.

SANDYS

But--

CHURCHILL
 But nothing. They are armed to the
 teeth, but pacifist to the core.

As Churchill resumes painting, Sandys leafs through a British newspaper.

CHURCHILL (CONT'D)
 (re: newspaper)
 Anything interesting?

SANDYS
 A 75-year-old man was arrested in
 Hyde Park last night for exposing
 himself to a Cambridge woman.

CHURCHILL
 Seventy-five?
 (then)
 Makes me proud to be an Englishman.

Sandys GASPS.

CHURCHILL (CONT'D)
 Oh, please. Don't be such a prude.

Sandys passes him the paper.

CLOSE ON - a cartoon, which depicts Chamberlain, Churchill
 and the figure of Britannia draped in the Union Jack.

Chamberlain is slinking away. Churchill is saying, "I'm not
 afraid of Hitler." And Britannia is telling Chamberlain,
 "Bring him back. It's your last chance."

A beat.

Off Churchill's look of renewed vigor and defiance, we ...

EXT. LONDON STREET -- DAY

SUPER: MARCH 15, 1939

A car drives along the streets, obeying traffic laws.

INT. CAR

Thompson is behind the wheel. Churchill is in the back seat.

CHURCHILL
 Damn it! Can't you go any faster?

On the seat beside him is a copy of The Evening Standard, dated MARCH 15, 1939. The headline reads: "NAZIS ENTER PRAGUE" and in smaller letters below: "HITLER SAYS CZECHOSLOVAKIA NO LONGER EXISTS".

As they drive through the Strand, to Churchill's amazement, he sees a GIANT POSTER that reads "WHAT PRICE CHURCHILL?"

Thompson pulls up in front of Parliament. Before the car comes to a complete halt, Churchill throws open the door, clammers onto the pavement and rushes into the building.

INT. PARLIAMENT -- HALLWAY -- MOMENTS LATER

Churchill hustles through the halls, brushing by assorted MP's. He reaches his destination, a RESTROOM, and rushes in.

INT. RESTROOM -- CONTINUOUS

Attlee is washing his hands.

ATTLEE

Winston! Thank God you're back.

CHURCHILL

Have you been drinking?

Attlee blocks Churchill's path to the urinals and shakes his hand. As Attlee speaks, Churchill continues trying to get by.

ATTLEE

Never mind what I've said in the past. We are in the midst of a humiliating tragedy. Munich was not a victory for reason or humanity. It was a victory for brute force. And now this ...

Churchill pushes past Attlee and several available urinals, chooses one in the corner, and, to his great relief, pees.

ATTLEE (CONT'D)

Feeling standoffish today?

CHURCHILL

I make it a practice never to piss near a member of the Labour Party.

ATTLEE

Oh? Why is that?

CHURCHILL
Because every time you see
something big you try to
nationalize it.

EXT. TEN DOWNING STREET -- DAY

Establishing shot.

INT. PRIVATE QUARTERS

Chamberlain watches the NEWSREEL FOOTAGE with his wife.

EXT. CZECHOSLOVAKIA (ARCHIVAL FOOTAGE)

The German invasion of Prague.

As the footage finishes, Chamberlain takes a deep drag on a
cigarette and clenches his mouth shut for several seconds.

ANNE
Neville? Are you alright?

Chamberlain exhales the smoke through his nostrils.

CHAMBERLAIN
I'm fine.

INT. PARLIAMENT -- HOUSE OF COMMONS

Churchill has the floor, and the full attention of the House.
Radiating confidence and conviction, he clutches his speech.

CHURCHILL
The prime minister had to choose
between war and dishonor. He chose
dishonor. He shall have war.

Chamberlain listens calmly, displaying no sign of emotion.

Churchill locks eyes with a MAN in the balcony. He looks
foreign, and enormously engaged in the events on the floor.

Churchill glances at Lloyd George, and draws his attention to
the man in the balcony.

Lloyd George looks at the man and reacts in surprise.

CHURCHILL (CONT'D)
 All is over. Silent, mournful,
 abandoned, broken, Czechoslovakia
 recedes into the darkness.

He glares at Chamberlain, who gazes steadily back at him.

CHURCHILL (CONT'D)
 The utmost the prime minister has
 been able to secure by all his
 immense exertions in Munich has
 been that the German dictator,
 instead of snatching his victuals
 from the table, has been content to
 have them served to him course by
 course.

For the first time, Chamberlain squirms in his seat.

CHURCHILL (CONT'D)
 We have passed an awful milestone
 in our history, and these terrible
 words have for the time being been
 pronounced against the Western
 democracies, 'Thou art weighed in
 the balance, and found wanting'

As Churchill gives him another withering look, Chamberlain
 averts his gaze.

INT. PARLIAMENT -- HALLWAY

Churchill is barreling along with Bracken by his side.

CHURCHILL
 Sandys. Greenwood. Nicolson.
 Macmillan. Cartland. Find them.
 Brief them. And if I can get
 cabinet approval for the motion to
 be brought before the House, secure
 their support for that as well.
 (then)
 Where the devil is he?

They pass Amery, who gives Churchill a dirty look. Flustered,
 Churchill picks up the pace.

BRACKEN
 Should I include Amery?

CHURCHILL
 Yes. But tell him it's your idea,
 not mine.

BRACKEN

Why?

CHURCHILL

He's never forgiven me for pushing him into a pool.

BRACKEN

When did you push him into a pool?

CHURCHILL

Fifty years ago.

During the following, they continue rushing down the hall, pausing to look into various rooms.

CHURCHILL (CONT'D)

I saw a boy standing on the brink. He was smaller than I was, so I thought him fair game. I was startled to see a being of enormous strength making its way by fierce strokes to the shore. I fled, but in vain. Swift as the wind, he overtook me and hurled me into the deepest part of the pool.

Bracken CHUCKLES.

CHURCHILL (CONT'D)

I scrambled out and found myself surrounded by an agitated crowd. "You're in for it," they said. "He's in the Sixth Form. He is champion at gym. He has got his football colors." I apologized immediately. "I am very sorry," I said. "I mistook you for a Fourth Form boy because you are so small."
(then)

He was not at all placated. Aha!

He catches sight of Lloyd George, holding a newspaper and entering the lavatory. Churchill darts after him.

INT. RESTROOM

As Lloyd George is about to walk into a stall, Churchill bursts into the bathroom and grabs him by the arm.

CHURCHILL

No time for that.

LLOYD GEORGE

But--

CHURCHILL

No time for that either.

INT. PARLIAMENT -- SMOKING ROOM -- A LITTLE LATER

Churchill enters, accompanied by Lloyd George, and eagerly scans the room.

LLOYD GEORGE

What is he doing here?

CHURCHILL

I invited him.

LLOYD GEORGE

Do you even know where they stand?

CHURCHILL

No. It is a riddle wrapped in a mystery inside an enigma.

He shoulders his way toward the back, past ASSORTED MP's lounging in cushioned chairs. Lloyd George tries to keep up.

CLOSE ON - a secluded corner, where a MAN is sitting alone on a couch, his face hidden by the newspaper he is reading.

Churchill walks over to him and CLEARS HIS THROAT.

He lowers the paper, revealing the man from the balcony, AMBASSADOR IVAN MAISKY of the Soviet Union, calmly smoking.

He nods pleasantly at Churchill and Lloyd George.

CHURCHILL (CONT'D)

Mister Ambassador.

(in awful Russian)

Zdravstvujtye ee privestye.

MAISKY

Nice to see you, too, Winston. But, please, no more Russian.

CHURCHILL

As you wish.

MAISKY

(to Lloyd George)

Hello, David.

LLOYD GEORGE

Ivan.

Maisky motions for them to sit on the couch, which they do.

CHURCHILL

I brought David here as my witness.

LLOYD GEORGE

Witness to what?

CHURCHILL

Shush.

(to Maisky)

I've asked you here today because our wisest course is to invite you to join our alliance with France. The danger is too great to indulge the luxury of excluding a power merely because its regime is unsavory. I don't care for Stalin or your system of government and I never have, but I'd make a deal with the devil to defeat Hitler.

MAISKY

Does that make me the devil?

CHURCHILL

Not you. Your boss.

Maisky CHUCKLES.

CHURCHILL (CONT'D)

Well?

LLOYD GEORGE

Hold on, Winston. I'm not sure we-

CHURCHILL

(waving him off)

You must not put spokes in the wheel of history, my dear. Let the man speak.

Maisky opens his briefcase and hands Churchill a document.

MAISKY

The devil sends you his compliments, Mister Churchill.

(MORE)

MAISKY (CONT'D)

He has authorized me to present the British government with this formal proposal guaranteeing that a German offensive in the east will be met by all the resources of the Soviet Union, including the Red Army.

Elated, Churchill gives Maisky a bear hug, kisses him on both cheeks, and dashes away.

INT. PARLIAMENT -- CABINET ROOM

Chamberlain is presiding over a cabinet meeting.

CHAMBERLAIN

The bottom line is we need to figure out what we can do differently in the future to avert similar disasters. We must take action before the situation spirals even further out of control.

(then)

Allow me to remind you what unchecked labor unrest can lead to.

Eden fidgets in his seat, clearly frustrated, as Chamberlain finds his place in a document.

CHAMBERLAIN (CONT'D)

In 1931, in response to government cuts in public spending, a thousand sailors stationed at Invergordon refused to follow orders or put to sea. The incident caused a panic on the London Stock Exchange.

Churchill enters, breathing heavily. Chamberlain frowns.

CHURCHILL

Excuse the intrusion, gentlemen, but I have momentous news.

He hands Maisky's proposal to Chamberlain.

CHURCHILL (CONT'D)

Russia has just offered to join hands with us in a treaty to defend against German aggression.

He does a joyful little jig and CLAPS his hands together.

Spotting Chamberlain's UMBRELLA, he grabs it, hurries to a WALL MAP OF EUROPE and points the umbrella at the map.

CHURCHILL (CONT'D)
Under the proposed treaty, any Nazi aggression here, here or here will provoke retaliation from Russia.

CHAMBERLAIN
Rubbish.

CHURCHILL
I beg your pardon, sir, but what possible objection could you have?

CHAMBERLAIN
Britain will never climb into bed with the bloody Bolsheviks.

CHURCHILL
If we reject the Russians solely because you despise Bolshevism, we will suffer a colossal catastrophe.

He turns to the other ministers.

CHURCHILL (CONT'D)
What, I ask you, is so ridiculous about the concept of collective security? The only thing ridiculous about it is that we haven't got it.

Chamberlain calmly holds out his hand for the umbrella.

CHAMBERLAIN
May I?

CHURCHILL
Certainly.

As Chamberlain speaks, he TAPS the umbrella against the map, illustrating the respective positions of Germany and Russia.

CHAMBERLAIN
A powerful Germany provides a buffer that protects us from Communist infiltration of our labor forces. Your proposal invites the enemy in and opens the floodgates for a full-fledged insurrection.

Stunned, Churchill sweeps his gaze around the table.

He locks eyes with Eden, who quickly looks away.

Chamberlain signals the sergeant-at-arms.

CHAMBERLAIN (CONT'D)
Please show Mister Churchill out.

CHURCHILL
Sir, Stalin will be catapulted into
Hitler's arms. Our safety will be
sacrificed - and so will our lives.

The sergeant-at-arms puts a hand on Churchill's shoulder, but
Churchill wrenches free and leans in toward Chamberlain.

CHURCHILL (CONT'D)
I implore you to get some brutal
truths into your head. Without an
effective Eastern front, there can
be no satisfactory defense of our
island, and without Russia there
can be no effective Eastern front.
If His Majesty's Government -
having neglected our defenses,
having thrown away Czechoslovakia -
now leads us in the worst of all
ways into the worst of all wars--

The sergeant-at-arms takes a firmer hold of Churchill and
forcibly escorts him toward the door. Churchill resists.

CHURCHILL (CONT'D)
I beg you in the name of king and
country, do not let our last chance
to avoid bloodshed slip away.

The sergeant-at-arms slams the door shut behind Churchill.
Unfazed, Chamberlain sits back down and shuffles some papers.

CHAMBERLAIN
Where were we?

EXT. CHARTWELL MANOR -- EVENING

Establishing shot.

INT. CHARTWELL MANOR -- LIVING ROOM

Churchill shuffles sadly into the room.

He pours a glass of brandy, then opens a drawer and takes out
a battered cigar box. He sits on the couch, opens the box and
pulls out a YELLOWING, TATTERED LETTER, which he reads.

As he does so, his face darkens and his depression deepens.

After a few moments, Clementine enters. She catches sight of the letter and frowns.

CLEMENTINE

Which instrument of torture is it today? Gallipoli hate mail? Your Sandhurst rejection letters?

Churchill ignores her and continues reading. Frustrated, she plucks the letter from him and sits on the arm of the chair.

CLEMENTINE (CONT'D)

Ah, yes. Your charming childhood correspondence with your father.

(reading)

My dearest Papa, I was so, so, so disappointed to hear you had visited the school down the road to speak to their students this week, yet did not stop by to see me.

(to Churchill)

Your spelling was atrocious, Pig. No wonder he didn't love you.

Churchill SNORTS at her and cracks a tiny smile.

CLEMENTINE (CONT'D)

Well? Come on, then. Let's see his reply. I know you've got it tucked away someplace in there.

She tries to get at his pockets, tickling him as she does so.

CHURCHILL

Cut it out!

She snatches another OLD LETTER out of his pocket and holds it above her head, yet this is clearly not a game to her.

CHURCHILL (CONT'D)

Give me that.

CLEMENTINE

No.

CHURCHILL

Yes.

CLEMENTINE

Make me.

Churchill lunges at her, but she is too quick for him. She darts away, and reads the letter aloud as he chases her.

CLEMENTINE (CONT'D)

Dear, Winston. Do not think I am going to take the trouble to visit you when never have I received a really good report of your conduct.

CHURCHILL

Clemmie!

He lumbers after her, but she easily evades him.

CLEMENTINE

If you cannot prevent yourself from leading this useless life, you will become a mere social wastrel, and you will degenerate into a shabby, unhappy, and futile existence.

CHURCHILL

Stop!

CLEMENTINE

You will have to bear all the blame for such misfortunes yourself. P.S. Your mother sends her love.

CHURCHILL

Enough!

CLEMENTINE

Enough, indeed!

She hands the letters back to Churchill.

Tears are in their eyes.

CLEMENTINE (CONT'D)

Why do you persist in torturing yourself about the past?

CHURCHILL

Because it's not just my bloody past. It's my whole life. No matter how hard I try, nobody respects me. Nobody loves me. Nothing has changed.

CLEMENTINE

Nothing?

CHURCHILL

Nothing.

She snatches the letters away from him again and smacks him repeatedly with them, punctuating each word with a whack.

CLEMENTINE

Poor old Winnie. "Nobody loves me."
It just so happens I love you, you
blithering bastard. And on rare
occasions, I even respect you.

She catches sight of his forlorn face, and stops hitting him.

CLEMENTINE (CONT'D)

But now is not one of those times.
(softly)
Winston, these letters were written
fifty years ago. And that prick you
called Papa has been dead for
forty. It's not just pathetic, Pig.
It's perverse.

A beat.

CHURCHILL

(tenderly)
Oink?

CLEMENTINE

(reluctantly)
Mee-yow.

He takes hold of her hands and pulls her close to him.

CHURCHILL

Oink!

CLEMENTINE

Mee-yow!

With surprising agility, Churchill and Clementine playfully flop to the floor, enthusiastically OINKING AND MEOWING as they take turns chasing each other around the piano.

INT. CHARTWELL MANOR -- FRONT HALL

Churchill is crossing from the kitchen to the living room, struggling to unscrew the cap on a bottle of whisky.

The doorbell RINGS.

Rather than open the door, he waits for a servant to do so but no-one appears.

GRUMBLING, he opens it himself and sees Eden standing on the doorstep.

EDEN
Good evening.

CHURCHILL
(startled)
Good evening.

EDEN
I have something that belongs to you.

He reaches into his coat pocket and pulls out Churchill's copy of Mein Kampf. Churchill gazes at the book in surprise.

EDEN (CONT'D)
Don't worry. It won't bite.

Churchill gives Eden a quizzical look.

CHURCHILL
Is that all?

EDEN
Not quite.
(then)
I believe our fate depends above all on the temper of the nation. That temper must find expression in a firm spirit. And the firmest spirit I've ever encountered is yours. I'd like to join your little rebellion -- if you'll let me.

A beat.

CHURCHILL
Your timing couldn't be better.

He hands the whisky to Eden.

CHURCHILL (CONT'D)
For starters, you can open this bloody bottle.

EXT. CHARTWELL MANOR -- DAY

TWO CHOCOLATE-COLORED SPANIELS are wrestling in the grass.

SUPER: SEPTEMBER 1, 1939

INT. CHARTWELL MANOR -- BATHROOM

Churchill is sitting in the tub playing with his TOY SOLDIERS while Inches scrubs his back with a sponge.

CHURCHILL

Tell me, Inches. Are you familiar with the Battle of Bull Run?

INCHES

No, sir.

CHURCHILL

Then pay close attention.

As Inches washes him, he arranges the soldiers into two armies and re-enacts the battle.

CHURCHILL (CONT'D)

Virginia. July 21st, 1861. A blisteringly hot Sunday. With an overwhelming force of 35,000 Federal troops, General McDowell attacks the Confederate army near a stream called Bull Run.

He smashes the soldiers into each other, splashing water onto the floor.

CHURCHILL (CONT'D)

Led by a determined young general, the Southern soldiers make a dramatic stand. Organization and tactics dissolve in the heat of battle. Total confusion prevails. With the aid of reinforcements from the Shenandoah Valley, the Confederate general launches a counter-attack that turns defeat into victory.

He holds up a soldier.

CHURCHILL (CONT'D)

That general's name was Stonewall Jackson.

INCHES

Arms, please.

Churchill lifts his arms above his head so Inches can wash his armpits.

The phone RINGS in the next room.

Inches dries his hands on a towel and exits.

Churchill dunks his head underwater and comes up sputtering as Inches re-enters.

INCHES (CONT'D)

The Polish ambassador is calling from Warsaw. It's not a very good connection.

CHURCHILL

I'll take it in here.

Inches exits again and returns with the phone. He hands the receiver to Churchill.

CHURCHILL (CONT'D)

Hello?

Amid crackling STATIC, we hear the sounds of ARTILLERY FIRE.

POLISH AMBASSADOR (O.C.)

Mister Churchill? Can you hear me?

CHURCHILL

Yes, Ambassador. What's going on?

POLISH AMBASSADOR (O.C.)

Fifty-six German divisions have crossed our frontier. We are under heavy attack.

CHURCHILL

Have you informed our war office?

POLISH AMBASSADOR (O.C.)

I rang them, but nobody picked up.

A LOUD EXPLOSION on the other end of the phone causes Churchill to jerk the receiver away from his ear.

CHURCHILL

Hello? Are you there?

POLISH AMBASSADOR (O.C.)

(barely audible)

The Luftwaffe is bombing the city. Casualties are heavy. If you don't--

The line goes dead.

CHURCHILL

Hello? Hello?

He drops the phone in the water.

CHURCHILL (CONT'D)
Goddammit!

He steps out of the tub, trips and falls, picks himself up, CURSES, and races out of the bathroom.

INT. HALLWAY -- MOMENTS LATER

Churchill runs through the hall, naked, with Inches at his heels, carrying a bathrobe.

They pass the same YOUNG MAID who cringed at Churchill's nudity several years earlier. This time, she calmly curtsies.

INT. LIVING ROOM

Still naked, Churchill paces back and forth in front of the fire with the phone to his ear.

CHURCHILL
Pick up, dammit!

He grabs the poker and starts jabbing at the burning logs.

Inches tries to robe him, but Churchill shoves him away.

CHURCHILL (CONT'D)
Hello? This is Winston Churchill.
Patch me through to the war office.

A beat.

CHURCHILL (CONT'D)
It's Winston. They've started.
Warsaw is being bombed ... Of
course I'm sure. We must tell the
French to blast through the
Siegfried Line immediately ...
(angrily)
Because Hitler only has ten
divisions defending it ...

He momentarily stops moving, allowing Inches to get him into the bathrobe. Clementine enters.

CHURCHILL (CONT'D)
(into phone)
What time is the cabinet meeting?
... Well, find him! Find him now!
Every minute counts.
(MORE)

CHURCHILL (CONT'D)

We swore an oath to protect Poland
and we damn well better keep our
word.

He SLAMS the phone down.

CHURCHILL (CONT'D)

Our fearless leader is probably
spending his Friday in the country
surrendering to a fucking fox.

CLEMENTINE

Smashing. Neville takes weekends in
the country while Hitler takes
countries in the weekend.

EXT. LONDON STREETS -- DAY

MONTAGE

CITIZENS scurry along the pavement, grim-faced and tense.

THE STRAND -- FRENZIED CROWDS gather at newsstands, fighting
to get their hands on a paper. NEWSBOYS hold up placards
proclaiming headlines that read: "HITLER HURLS TROOPS INTO
POLAND" and "WARSAW UNDER HEAVY ATTACK".

VICTORIA STREET -- In the courtyard of a SCHOOL, FAMILIES
wait in line for their CHILDREN to be fitted for gas masks.

TRAFALGAR SQUARE -- WORKMEN dig up a section of the pavement,
building an underground bomb shelter.

WESTMINSTER BRIDGE -- A CAR barrels over the bridge, weaving
in and out of traffic as a driving rain starts to fall.

INT. CAR

Churchill is behind the wheel. Thompson is in the passenger
seat, clinging to the upholstery and looking queasy.

CHURCHILL

Where are the bloody wipers?

He takes his eyes off the road and scans the dashboard.

A CAR HORN BLARES.

Unruffled, Churchill takes both hands off the wheel and
begins flicking switches, trying to turn on the wipers.

CHURCHILL (CONT'D)
 Maybe it's this one.

He turns a knob. A gust of air blows out of the vents.

CHURCHILL (CONT'D)
 Dammit!

He swerves the car to the side, barely avoiding a collision.

THOMPSON
 There! There!

CHURCHILL
 Where? Where?

Thompson reaches across Churchill's lap and turns a knob, activating the windshield wipers. Churchill smiles as Thompson breathes a SIGH of relief.

CHURCHILL (CONT'D)
 Well done.

He turns the wheel sharply and spins onto Whitehall Street, hurtling Thompson against the passenger window.

EXT. STREET -- CONTINUOUS

The car skids on the slick pavement, then screeches to a stop outside Parliament.

Churchill climbs out of the car and stalks into the House.

INT. PARLIAMENT -- HALLWAY

Chamberlain and Wilson are hurrying along the corridor.

WILSON
 The Poles are demanding we fulfill
 our treaty obligations and attack.

CHAMBERLAIN
 I will not wage a war we have no
 hope of winning.

INT. PARLIAMENT -- MAIN CHAMBER -- MOMENTS LATER

The room is RUMBLING with anger and anticipation.

As the prime minister takes to the floor, we see Churchill sitting with Bracken.

Chamberlain begins talking quickly and quietly.

A hush falls over the chamber.

CHAMBERLAIN

This is a sad day for all of us, and to none is it sadder than to me. Last night, Sir Nevile Henderson delivered a message from His Majesty's Government to the government of the Third Reich in which I registered my outrage at Germany's attack on Poland. Up to the present no reply has been received from the German government. In the interests of peace, I will not preclude the possibility of further negotiations. If the German government should agree to withdraw their forces, then His Majesty's Government would be willing to regard the position as being the same as it was before the German forces crossed the Polish frontier. In the meantime -- until we hear from Herr Hitler -- we have no choice but to wait.

Bracken springs to his feet, enraged.

BRACKEN

What about our guarantee to Poland?

CHAMBERLAIN

I am prepared to reaffirm our demand that German troops leave Poland, but I make no fixed deadline for their departure. We do not want to antagonize the Germans by insisting on a deadline for withdrawal -- an aggressive act which might hinder the chances of negotiations that could pave the way for a peaceful resolution.

LLOYD GEORGE

And the dead Polish women and children? Have you nothing to say on their behalf?

CHAMBERLAIN

It is my understanding that the Nazis are attacking only military objectives.

As Chamberlain sits, the House ERUPTS in anger.

Churchill remains immobile, as if in a trance.

The Speaker rises.

SPEAKER

The House recognizes the right honorable gentleman from Caernarvon Boroughs, Mister Lloyd George.

Lloyd George stands and the House falls silent.

LLOYD GEORGE

My friends, somehow or other we must get into the government men who can match our enemies in fighting spirit, in daring, in resolution, and in thirst for victory. Three hundred years ago, when this House found that its troops were being beaten by Prince Rupert's cavalry, Oliver Cromwell said, "Your troops are most of them decayed serving men. You must get men of a spirit that are likely to go as far as they will go, or you will be beaten still." We are fighting today for our life, for our liberty, for our all. We cannot go on being led as we are.

MURMURS OF APPROVAL.

LLOYD GEORGE (CONT'D)

I have quoted certain words of Oliver Cromwell. I will quote certain other words.

He unfolds a piece of paper.

LLOYD GEORGE (CONT'D)

This is what Cromwell said to the Parliament when he thought it no longer fit to govern the affairs of the nation.

(reading)

"You have sat too long here for any good you have been doing.

(MORE)

LLOYD GEORGE (CONT'D)
 Depart, I say, and let us have done
 with you."

(glaring at Chamberlain)
 "In the name of God, go!"

The House BURSTS INTO APPLAUSE. Furious, Chamberlain springs
 to his feet and begins SPUTTERING SHRILLY.

CHAMBERLAIN
 It may well be that it is a duty to
 criticize this government. But I
 say to my friends in the House --
and I still have friends in the
House -- that no government can
 function efficiently unless it has
 public and parliamentary support. I
 accept this challenge. I welcome it
 indeed. At least I shall see who is
 with me and who my enemies are--

BRACKEN
 (shouting)
 I thought Hitler was the enemy.

CHAMBERLAIN
 --and I call on my friends to
 support me.

Chamberlain sits down. He is met by LOUD HISSES.

The Speaker rises.

SPEAKER
 The House recognizes the right
 honorable gentleman from Birmingham
 South, Mister Amery.

As Amery takes to the floor, he stops in front of Churchill.

He glares at Churchill for a moment, then CHANTS a verse from
 "Forty Years On" - the Harrow school song.

AMERY
 Oh the great days in the distance
 enchanted ...

Touched, Churchill CHANTS back at him.

CHURCHILL
 ... How we rejoiced as we struggled
 and panted.

Amery takes to the floor and a hush falls over the House.

AMERY

It is not a question of who are the prime minister's friends. It is a far bigger issue. The nation is prepared for every sacrifice so long as the government show clearly what they are aiming at, and so long as the nation is confident that those who are leading it are doing their best. The prime minister should give an example of sacrifice because there is nothing which can contribute more to victory in this war than that he should sacrifice the seals of office.

THUNDEROUS APPLAUSE and CRIES of "GO! GO! GO! GO!" assail Chamberlain. He glances at Churchill, who remains seated, shaking his head sadly, and stalks out of the chamber.

EXT. TEN DOWNING STREET -- EVENING

The rain is coming down hard.

INT. TEN DOWNING STREET -- PRIME MINISTER'S OFFICE

Chamberlain is sitting at his desk, brooding over a document.

CLOSE ON - the MUNICH AGREEMENT

It is signed by Hitler and Chamberlain and reads: "We the German Fuhrer and the British Prime Minister regard the agreement signed last night as symbolic of the desire of our two peoples never to go to war with one another again."

A KNOCK at the door.

CHAMBERLAIN

Come in!

The cabinet ministers file into the room, soaking wet.

HORE-BELISHA

Mister Prime Minister, you must declare war now or your government will fall.

Chamberlain studies their resolute faces.

CHAMBERLAIN

I realize that my statement didn't go over very well, but we mustn't lose heart. Peace can still be--.

HORE-BELISHA

Sir, it is the unanimous decision of this cabinet that we go to war.

He hands Chamberlain a piece of paper.

HORE-BELISHA (CONT'D)

This is our ultimatum to Germany. We'd like you to sign it and have Henderson deliver it to Ribbentrop.

Chamberlain considers for a long moment, then picks up a pen and signs the document.

WOOD

Attlee has informed us that Labour will not continue to support the government unless you include Winston in your war cabinet.

CHAMBERLAIN

I'll talk to Attlee.

SIMON

He doesn't want to talk.

HORE-BELISHA

He wants Winston. And so do we.

EXT. MORPETH MANSIONS -- EVENING

A flash of lightning.

SUPER: MORPETH MANSIONS - CHURCHILL'S LONDON RESIDENCE

INT. MORPETH MANSIONS -- DINING ROOM

Eden, Bracken, Lloyd George and Clementine are sitting around the table. The mood is grim.

Churchill stands at the window, watching the rain. We hear a CLAP OF THUNDER and see a bolt of lightning cut through the night.

LLOYD GEORGE

Winston, would you care to join us?

Churchill sits at the table as a SERVANT enters, carrying a pot of tea. He sets the pot in front of Clementine and exits.

BRACKEN

Has it been properly steeped?

CLEMENTINE

Oh, shut up.

LLOYD GEORGE

(to Churchill)

You've got to do something.

CHURCHILL

Like what?

LLOYD GEORGE

Denounce Neville.

EDEN

Call for a vote of confidence.

LLOYD GEORGE

By tomorrow, you could be prime minister.

CHURCHILL

I will not split the country.

LLOYD GEORGE

But--

CHURCHILL

We must remain united. If we are together, nothing is impossible. If we are divided, all will fail.

BRACKEN

We can't just sit here.

The phone RINGS.

LLOYD GEORGE

For all we know Neville's about to sell Hitler the weapons he needs to finish off France as well.

CHURCHILL

Don't worry. Nothing will happen without our knowledge. I have a well-placed source who will let me know the moment there's any news.

LLOYD GEORGE

Who?

CHURCHILL

It's a secret.

Inches enters.

INCHES

(to Churchill)

Mister Hore-Belisha for you, sir.

Churchill glares at Inches, then exits quickly.

Clementine starts pouring the tea.

BRACKEN

Do you think Neville has resigned?

CLEMENTINE

Don't count on it. He'll hang on like chewing gum stuck to a chair.

EDEN

You've got to talk to Winston, convince him to act. The prime minister led us into this mess and--

CLEMENTINE

I'll do no such thing. And as far as "this mess" is concerned, if you had listened to Winston three years ago instead of three weeks ago, we might not be in it.

Churchill re-enters, beaming.

CHURCHILL

Great Britain is now at war with Germany.

He gazes triumphantly at them, then walks to Clementine.

CHURCHILL (CONT'D)

I am to be appointed First Lord of the Admiralty.

CLEMENTINE

The Admiralty?

He nods. Clementine squeezes his hand. Churchill smiles at her, then RINGS A BELL. The servant re-enters.

CHURCHILL

Be a dear and fetch us four cigars.

CLEMENTINE

Make that five.

Before the servant can exit, we hear the sounds of AIR RAID SIRENS from outside the house. The MP's stand up, alarmed.

As the group files out of the room, Churchill opens the liquor cabinet and takes out a bottle of whiskey.

He shoves the bottle in his pocket and walks out the door, trailed closely by Thompson.

EXT. MORPETH MANSIONS -- MOMENTS LATER

The sound of the SIRENS pierces the neighborhood as people hurry along the street, heading for the shelter.

Clementine opens an umbrella and leads the way out of the house. The MP's fall into step behind her as a bomb EXPLODES in the street, smashing several cars to smithereens.

Churchill comes outside, but instead of walking toward the shelter, he turns into an alley. Thompson rushes after him.

EXT. ALLEY -- CONTINUOUS

CHURCHILL

What a dull naval war this will be.
We have only Germany to fight. Now
if we fought Germany and Japan
together, that would be much more
interesting.

Churchill pulls down the fire escape ladder, manages to hoist himself onto it and grins down at Thompson.

CHURCHILL (CONT'D)

Let's go have a look at the fun.

Another bomb EXPLODES nearby.

Thompson grabs onto Churchill's ankle and starts tugging. Churchill tries to kick himself free.

CHURCHILL (CONT'D)

Unhand me, you varlet. You'll break
the booze.

Thompson lets go of him and Churchill starts scrambling up the ladder. Thompson climbs up after him.

EXT. ROOFTOP -- MOMENTS LATER

Churchill heaves himself onto the roof and checks to make sure the liquor bottles are still intact. As Thompson reaches the rooftop, a LUFTWAFFE PLANE SCREECHES across the sky. Thompson covers his ears and ducks.

Churchill takes out a pistol and FIRES SEVERAL SHOTS at the plane as it whizzes over their heads.

A bomb CRASHES into a nearby building, igniting a blaze.

Churchill stands impassively, gazing out into the night, as Thompson puts a hand on his shoulder.

CHURCHILL

You've got to hand it to Hitler.
The war is less than a half-hour
old and already he has bombers over
London.

THOMPSON

Can we please go now?

We hear a LOUD EXPLOSION and see another building burst into flames, then crumble to the ground.

THOMPSON (CONT'D)

Come on. It's up to you to set a
good example for the others.

Churchill reluctantly allows himself to be led back to the fire escape. They climb down.

EXT. STREET -- MOMENTS LATER

To Thompson's consternation, Churchill stops to light a cigar. Thompson takes hold of his sleeve and drags him down the street as bombs continue EXPLODING in their vicinity.

They reach the shelter and Churchill leads the way inside.

CHURCHILL

Did anybody bring a deck of cards?

INT. PRIME MINISTER'S OFFICE -- DAY

Chamberlain is sitting at his desk, deep in thought.

CHURCHILL (O.C.)
 (singing)
 I am the monarch of the sea. The
 ruler of the queen's navy ...

Churchill enters, brimming with energy.

CHURCHILL (CONT'D)
 (singing)
 ... whose praise Great Britain
 loudly chants. And we are his
 sisters and his cousins and his--

CHAMBERLAIN
 Hello, Winston.

CHURCHILL
 Sir, I'd like to issue orders to
 execute Royal Marine.

CHAMBERLAIN
 Royal Marine?

CHURCHILL
 My plan to mine the waters of the
 Rhine.

CHAMBERLAIN
 Oh, right.

Churchill sits and waits expectantly but Chamberlain gazes
 out the window, too preoccupied to reply to the request.

CHURCHILL
 Sir?

Chamberlain lights a cigarette and turns to face Churchill.

CHAMBERLAIN
 I received a message through the
 Italian embassy from Mussolini. He
 offered to act as an intermediary.

CHURCHILL
 For what?

CHAMBERLAIN
 For negotiations with Hitler.

Churchill eyes Chamberlain warily.

CHAMBERLAIN (CONT'D)

He said if we were to cede control of the Suez Canal, Hitler would be willing to discuss a cease fire.

CHURCHILL

With all due respect, negotiating with that man would be tantamount to surrender. If our story is to end at last, let it end only when each one of us lies choking in his own blood upon the ground.

Chamberlain considers for a moment, then picks up the phone and presses a button.

CHAMBERLAIN

Miss Keats, I'd like to send a cable to the Italian consulate.

Churchill digs his nails into the arms of his chair.

CHAMBERLAIN (CONT'D)

To Benito Mussolini, from Neville Chamberlain. Stop. Regarding your offer ... Better to die on our feet than live on our knees. Stop ... No, that's all.

Relaxing his grip, Churchill beams at Chamberlain.

CHURCHILL

Well done.

Chamberlain hangs up the phone and shakes his head sadly.

CHAMBERLAIN

Everything I worked for, everything I've believed in, is now in ruins.

(then)

I had a young cousin. Norman. He was killed in the Great War.

CHURCHILL

How did it happen?

CHAMBERLAIN

A botched offensive in the Argonnes. When the fighting broke out, I encouraged Norman to enlist in the Grenadier Guards. He didn't want to, but I convinced him that it was his patriotic duty.

(then)

(MORE)

CHAMBERLAIN (CONT'D)

When I got the news, I came down with an acute case of chicken pox. I tried to ease my conscience by writing Norman's biography. In the dedication I vowed never to send another boy into battle. But now I've dishonored his memory and doomed countless more to die.

CHURCHILL

Neville, it fell to you in one of the supreme crises of the world to be contradicted by events, disappointed in your hopes, and deceived and cheated by a wicked man. But what were these hopes? They were among the most noble and benevolent instincts of the human heart - the love of peace.

CHAMBERLAIN

Thank you, Winston. One doesn't often come across a real man of genius, or, perhaps, appreciate him when one does. You are such a man.

(then)

This may be hard to believe but I can't help liking you, although I think you nearly always wrong and intolerable as a colleague.

Churchill CHUCKLES.

They sit in silence for several moments.

CHURCHILL

Sir, may I speak frankly?

Chamberlain rolls his eyes.

CHURCHILL (CONT'D)

Now that the battle has begun, it's imperative we rid ourselves of doubt and show the nation - and the world - a fearless resolve.

Chamberlain contemplates Churchill's words, then slowly nods.

With sudden conviction, Chamberlain stubs out his cigarette, stands and offers Churchill his hand. Churchill shakes it.

CHAMBERLAIN

If you'll excuse me ...

CHURCHILL
Where are you going?

CHAMBERLAIN
To see the king.

INT. ADMIRALTY HOUSE -- MAP ROOM -- DAY

SUPER: ADMIRALTY HOUSE

While SECRETARIES work the phones, SEVERAL NAVAL OFFICERS stand in front of a GIANT SITUATION MAP, sticking pins in it to indicate the location of enemy ships.

Churchill is standing in the center of the room, cradling a BLACK CAT in his arms. He's wearing colorful pajamas. Thompson is sitting at a nearby desk, studying the map.

CHURCHILL
Make sure you keep track of allied shipping losses in the North Sea.

NAVAL OFFICER
Yes, my lord.

Churchill points at a spot on the map and scowls.

CHURCHILL
What are all those battleships doing up near Norway?

NAVAL OFFICER
Your predecessor sent them there.

CHURCHILL
My predecessor was an idiot. Bring those ships home immediately.

The phone on the desk RINGS.

Churchill sets the cat on the desk and picks up the phone.

CHURCHILL (CONT'D)
(surly)
Hello?
(sweet)
Yes, your majesty.

To Churchill's annoyance, the cat begins batting at the cord.

CHURCHILL (CONT'D)
No, your majesty. Not at all. What can I do for you?

Churchill tries to pull the cord away from the cat, but he refuses to let go of it.

CHURCHILL (CONT'D)
I see ... I see.

The cat playfully bites the cord.

CHURCHILL (CONT'D)
(to the cat)
Get off the line, you fool!

He shoves the cat to the ground and it scoots under the desk.

CHURCHILL (CONT'D)
(into phone)
No, not you, sir ... Right ...
Right ... I understand. Thank you,
your majesty.

He hangs up, then stands completely still for a long moment, a far-off look in his eyes.

CHURCHILL (CONT'D)
(to Thompson)
Do you know why the king just
called me?

THOMPSON
I think I can make a guess.

He reaches out and shakes Churchill's hand.

THOMPSON (CONT'D)
Congratulations. I only wish the
position had come your way in
better times. You have an enormous
task before you.

Churchill's eyes fill with tears.

CHURCHILL
God alone knows how great it is. I
hope that it is not too late. I am
very much afraid that it may be.

ADMIRAL DUDLEY POUND enters and hands Churchill a document.

POUND
Sir, I need your signature to--

CHURCHILL
Just a moment.

Churchill gives the document back to Pound and kneels down on the floor. Thompson kneels next to him, preparing to pray.

But instead of praying, Churchill flops onto his belly, peers under the desk, and tries to coax out the cat.

CHURCHILL (CONT'D)

(to the cat)

I'm sorry, darling. If it were anybody but the king, I wouldn't care.

POUND

Sir, this is rather urgent.

CHURCHILL

So is this.

INT. PARLIAMENT -- MAIN CHAMBER -- DAY

It's standing room only.

SUPER: MAY 13, 1940

INT. PARLIAMENT -- HALLWAY

Churchill hurries along the hall, repeatedly patting his inside pocket. He removes his speech and shuffles through the pages, making sure they are in the proper order, then stuffs the speech back in his pocket and repeats the progression.

INT. PARLIAMENT -- MAIN CHAMBER -- MOMENTS LATER

As Churchill enters, the members of the House and the spectators stand, then take their seats.

ANGLE ON - the balcony, where Diana and Mary are rushing to join Clementine, who has saved seats for them. They sit.

Diana hands Clementine an ENVELOPE.

She opens it and slides out a NOTE from Churchill. It reads, "Dearest Cat, What it has been to me to live all these years in your heart and companionship, no phrases can convey."

Overwhelmed, Clementine gazes down at Churchill as he steps forward and stares into a sea of expectant faces -- some scared, some hopeful, many skeptical.

He finds Clementine in the balcony, and sees she is sitting beside Ava Wigram. He nods at Ava, then lets his gaze linger on his wife for a long moment. Tears are in their eyes.

He sweeps the room with a stern stare.

CHURCHILL

Mister Speaker, on Friday evening last I received His Majesty's commission to form a new administration. I would say to the House, as I have said to those who have joined this government: I have nothing to offer but blood, toil, tears, and sweat. We have before us an ordeal of the most grievous kind. We have before us many, many long months of struggle and of suffering. You ask, what is our policy? I will say it is to wage war by sea, land and air with all our might and with all the strength that God can give us, to wage war against a monstrous tyranny never surpassed in the dark and lamentable catalog of human crime.

INT. LONDON -- CAFE

AFFLUENT PATRONS crowd around a RADIO, including an ELDERLY GENTLEMAN and his TEENAGE GRANDSON, listening intently.

CHURCHILL (ON RADIO)

You ask, what is our aim? I can answer in one word: It is victory, victory at all costs, victory in spite of all terror, victory however long and hard the road may be; for without victory, there is no survival.

EXT. DOVER -- DOCK

We PAN along the pier, past CLUSTERS OF COMMERCIAL FISHERMEN and MERCHANT SEAMEN, as Churchill's voice BLARES from every radio on board every boat moored to the dock.

CHURCHILL (V.O.)

Behind the armies of Britain and France gather a group of shattered states and bludgeoned races - the Czechs, the Poles, the Norwegians, the Danes, the Dutch, the Belgians - upon all of whom a long night of barbarism will descend unbroken even by a star of hope, unless we conquer, as conquer we must, as conquer we shall.

EXT. KING CHARLES STREET -- DAY

Eden walks briskly along the deserted street, which has been ravaged by recent Nazi bombing raids.

He is accompanied by Admiral Pound.

They stop in front of a nondescript building bearing a plaque that reads, "CENTRAL STATISTICAL OFFICE". Eden checks to make sure nobody is watching them, then enters the building.

INT. CABINET WAR ROOMS -- CONTINUOUS

With Eden leading the way, they pass an ARMED SENTRY, descend a cellar staircase and emerge into a cramped basement BUNKER.

To safely conduct war operations, the prime minister and cabinet work in a secret shelter, which consists of an elaborate maze of heavily reinforced hallways and rooms.

Grim-faced GOVERNMENT OFFICIALS bustle about while SECRETARIES in headsets tend to a complicated SWITCHBOARD.

INT. WAR CABINET ROOM

Churchill is scrutinizing a WALL MAP of the FRENCH COAST that shows unchecked Nazi advances from St. Omer, Lille and Ypres.

Positions previously held by French troops and reinforced by the British Expeditionary Force have been decimated.

Eden and Pound enter. Churchill acknowledges their arrival with a GRUNT, but maintains his focus on the map.

CHURCHILL

If the First French Army can cover our exposed flanks, our forces can fight through to the Somme and engage the bulk of the enemy's armored and mobile formations.

EDEN

Sir, General Gamelin has requested permission from his government to petition Rommel for an armistice.

Stunned, Churchill looks to Pound for confirmation.

POUND

Mister Prime Minister, it seems the French army has ceased fighting.

EDEN

If we attack alone, we will face a mechanized and fortified army that now outnumbers us four to one.

POUND

I suggest you consider ordering a full-scale retreat and deploy every available destroyer to Dunkirk to assist in a rescue operation.

CHURCHILL

Wars are not won by evacuations.

POUND

Yes, sir. But-

CHURCHILL

Or by abandoning all our equipment and artillery, leaving fewer than five hundred field guns to defend this island from imminent invasion.

POUND

With all due respect, sir, men are more important than munitions. And the alternative is sacrificing three hundred thousand soldiers.

EDEN

Winston, don't let the ghosts of Gallipoli goad you into making the same mistake twice.

Churchill glowers at Eden, then studies the map again.

A beat.

Frowning, Churchill picks up the phone and presses a button.

CHURCHILL

Pass the order to fall back to Dunkirk, form a bridgehead and initiate Operation Dynamo.

As he hangs up, Pound peers at the map.

CHURCHILL (CONT'D)

How many destroyers can we send?

POUND

Thirty-nine. They can suppress enemy fire but ...

CHURCHILL

They're too big to reach the beach.

POUND

Yes, sir.

EDEN

How close can they get?

POUND

Several miles from shore. The soldiers will have to swim for it.

EDEN

Jesus.

Churchill's jaw juts out defiantly and he glares at Pound with grim determination.

CHURCHILL

Send word for every barge, every motor boat, every lifeboat, launch, tug, trawler, yacht, fire boat and fishing craft to rendezvous with our destroyers at Dover right away.

He grabs his WALKING STICK and strides toward the door.

EDEN

Where are you going?

CHURCHILL

Down to the docks.

EXT. DUNKIRK -- DAY

A haze hangs over the beaches. Through the mist, WE SEE 338,000 exhausted MEN hunkered down in the sand dunes.

SUPER: DUNKIRK

While MEDICS tend to the WOUNDED, the soldiers seek shelter from a sporadic barrage of enemy CANNON FIRE.

ANGLE ON - LORD GORT and GENERAL ALEXANDER, studying a MAP.

ALEXANDER

How long?

GORT

Five hours. Maybe six. Thirty panzer divisions approaching from Antwerp. Thirty-five from Amiens.

ALEXANDER

A textbook pincer movement.

Alexander looks out at the vacant sea, then back at the map.

GORT

Once they pass through the rough terrain near Ghent and Doullens, it'll be clear sailing to Dunkirk.

Alexander glances out at the water again and GASPS.

Gort looks at him, then follows the path of his gaze.

GORT (CONT'D)

Well, I'll be damned.

ANGLE ON - the ocean, where a rag-tag ARMADA of DESTROYERS and several hundred CIVILIAN VESSELS have suddenly appeared.

FOGHORNS BLARING, the ships follow the destroyers in a vast caravan that stretches all the way back to Dover.

As the destroyers slow down and the civilian ships continue on course, thousands of elated soldiers wade into the water.

CHURCHILL (V.O.)

We shall fight in France. We shall fight on the seas and oceans.

Targeting enemy positions in the vicinity of the beaches, the naval vessels unleash a flurry of suppressive FIRE.

Soldiers swim to the boats and are hauled aboard by RESCUERS from every social strata, including the elderly gentleman from the cafe and his grandson.

CHURCHILL (V.O.)
 We shall fight with growing
 strength and growing confidence in
 the air. We shall defend our island
 whatever the cost may be.

A squadron of RAF FIGHTERS soars into the fray, BOMBARDING
 the shore and buying time for soldiers to board the boats.

CHURCHILL (V.O.)
 We shall fight on the beaches. We
 shall fight on the landing grounds.
 We shall fight in the fields and in
 the streets. We shall fight in the
 hills. We shall never surrender.

INT. PARLIAMENT -- MAIN CHAMBER

The MP's in the room regard Churchill with rapt attention.

CHURCHILL
 The Battle of France is now over. I
 expect that the Battle of Britain
 is about to begin. Upon this battle
 depends the survival of Christian
 civilization. Hitler knows that he
 will have to break us on this
 island or lose the war. Let us
 therefore brace ourselves to our
 duties, and so bear ourselves that
 if the British Empire and its
 Commonwealth last for a thousand
 years, men will still say: this was
 their finest hour.

As the chamber ERUPTS in CHEERS, Churchill tucks his speech
 away and triumphantly pats his pocket.

FADE OUT.

**SUPER: WHEN THE DUNKIRK EVACUATION BEGAN, ENGLAND FEARED THAT
 FEWER THAN 17,000 MEN WOULD SURVIVE ...**

SUPER: 338,226 RETURNED HOME SAFELY.

**SUPER: FOR THE NEXT FIVE YEARS, WINSTON CHURCHILL GUIDED
 GREAT BRITAIN THROUGH THE WAR, HELPING THE ALLIES DEFEAT NAZI
 GERMANY AND LIBERATE MILLIONS.**