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The Man From  
U.N.C.L.E.

THE DEADLY SMORGASBORD AFFAIR

Prod. #8441

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Executive Producer:  
Norman Felton

Supervising Producer:  
David Victor

Producer:  
Boris Ingster

Written by:

Stanley Ralph Ross

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A  
METRO-GOLDWYN-MAYER  
TELEVISION  
Presentation

Produced by  
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The Man From  
U.N.C.L.E.

The Deadly Smorgasbord Affair

Prod. #8441

FADE IN:

EXT. STOCKHOLM - AIR VIEW (STOCK) - DAY

1

SUPER TITLE: STOCKHOLM, SWEDEN

INT. AIRPORT LOBBY - DAY

2

NAPOLEON SOLO, carrying his small attache case, comes through the swinging doors marked "CUSTOMS" and into the busy lobby. He hesitates, surveying the room, not seeing what he is looking for.

INGA'S VOICE

Vilkommen, Napoleon Solo...

As he turns, surprised:

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NEW. ANGLE - FEATURING INGA

3

INGA is an incredibly attractive, Junoesque Viking woman. The intrigued smile matches her voice which, if she was reading the telephone book, would sound like an invitation. Solo can't help registering a certain admiration.

SOLO

I beg your pardon?

INGA (an uncertain smile)

You are Mr. Solo, aren't you?

SOLO  
Of course.

4  
CONT'D  
(2)

INGA  
More dignified, perhaps --

SOLO  
Hardly -- panty raids, things  
like that.

They go in the classroom door.

INT. CLASSROOM - DAY

5

A large classroom jammed with students dancing to the blaring FOLK-ROCK in the aisles, on the desks. Inga has to raise her voice above the din. She points to a door across the sea of figures as:

INGA  
The laboratory is over there.

They thread their way through the flailing arms and undulating figures of the students, trying to keep together. Part way, PETER, a handsome blonde fellow, moves between them and starts dancing with Inga. As he does, A SWINGING GIRL STUDENT confronts Solo, undulating invitingly. Inga laughingly extricates herself as:

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SOLO (with regret)  
Sorry - my card's filled up.

They detach and get to the laboratory door. Solo adjusts his jacket and replaces a cowlick that was jarred loose. Inga opens the door and they walk into:

INT. LABORATORY - DAY

6

This is an electronics and physics lab, featuring oscillators, gauges and all forms of advanced radio research devices. DR. A.C. NILLSON is at his cluttered workbench, soldering some wires, following a schematic. Nillson is about 50, wears a lab coat, rimless glasses and a look of absolute concentration. He is so lost in his work he notices nothing extraneous, such as the muffled din from the classroom and the entrance of Solo and Inga.

CLOSER ANGLE

7

As Solo and Inga get to him. Nillson finishes soldering, looks up, slides his glasses back up on his forehead and stands. He makes a move to kiss Inga. She offers him her cheek in lieu of her lips as:

INGA

Dr. Nillson...this is Mr. Solo  
from U.N.C.L.E.

NILLSON

So, Mr. Solo -- what brings you  
to Stockholm?

Nillson extends his hand to shake Mr. Solo's, then realizes he still has a very hot soldering iron in it. Nillson smiles, embarrassed, lays the iron down and shakes hands with Solo.

SOLO

You called Mr. Waverly. He  
sent me.

NILLSON

Oh, yes, yes, of course. It  
is about the SAD.

SOLO

Sad?

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NILLSON (a chuckle)

That is short for Suspended  
Animation Device. Now -- where  
did I put it?

Nillson walks around the lab looking under things, over things, in between things, on a search for whatever he is talking about. As he looks, he keeps talking.

NILLSON

I came on it quite by accident,  
you see...experimenting with  
something very far afield. It  
suddenly occurred to me that it  
might prove exceedingly dangerous  
if it fell into the wrong...yes,  
it could...

He is lost in his search again. Solo is frustrated a bit.

SOLO

Exactly what could it do, Dr.  
Nillson?

NILLSON (searching,  
ignoring him)  
It is around here, I know. Now,  
let us be scientific. Everything  
must be someplace. Yes, if we  
start with that premise, we are  
bound to find it -- do you know  
where it is, Miss Bergstrom?

7  
CONT'D  
(2)

INGA  
How could I? Doctor, you should  
never leave something like that  
lying around, whatever it is!

SOLO  
Perhaps one of the students took  
it.

Nillson straightens, delighted.

NILLSON  
Of course! You know, after the  
final examination -- just like  
them to play a trick on their  
old professor!

Nillson leads an annoyed Inga and perplexed Solo  
to the classroom door.

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8

INT. CLASSROOM - DAY

The celebration continues unabated. Inga and Solo  
watch Dr. Nillson blithely search, questioning a few  
students who shake their heads without missing a beat.  
At this point, NEILA, a pretty blonde girl, is dancing  
in the middle of the room on top of a desk and Peter,  
who we saw earlier, is in a far corner.

SOLO AND INGA

9

They watch Nillson press on.

MED. SHOT - NILLSON AND NEILA

10

Nillson pushes his way through to the desk on which  
Neila is dancing. He waves, gets her attention as:

NILLSON  
Neila -- did you see that electronic unit  
I was fiddling with yesterday?

NEILA  
You mean that little black box?

10  
CONT'D  
(2)

NILLSON  
Yah, yah!

Neila nods brightly, waves to get Peter's attention as:

NEILA  
Yo, Peter! Father wants that thing back!

CLOSE - PETER

11

at the other end of the room. He grins, takes it from his pocket and tosses it carelessly toward another BOY half-way between him and Neila.

CLOSE - NILLSON

12

panic-stricken.

NILLSON  
Careful with that!

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WIDER ANGLE

13

The mid-point BOY catches the thing, laughing, and tosses it over the heads of the dancers in a high arc to Neila. Neila grabs for it, juggles it, teetering. Horrified, Nillson reaches up to her. It slips out of her hands and falls.

INSERT SHOT - DEVICE AS IT HITS THE DESK TOP

14

The device hits, emits a LOUD BEEEEEEEEEEEEEP.

A SERIES OF SHOTS

15 -  
15X5

The MUSIC goes on and on but the people suddenly FREEZE IN THEIR TRACKS! We pick up the following: A boy with a soft drink close to his lips; another boy lighting a cigarette for a girl -- the match is lit and burns to his fingers and then out with

no reaction from the frozen youth; several dancers frozen in the ridiculous posture of the Watusi; Nillson holding his arms up as if to block a punt. At this moment, the record ends. It clicks OFF leaving the room cemetery-silent. We HOLD THIS for about five seconds. Then:

15 -  
15X5  
CONT'D  
(2)

ANOTHER ANGLE - INCLUDE DOOR TO CLASSROOM 16

TWO MEN, hard-looking, walk into the room, look around, stop dead in amazement. They see Dr. Nillson, hurry across the room to him. One of the two men, ERIC, is obviously in command.

ERIC  
I'll take the doctor. You  
find the device.

He lifts the stiffly frozen Nillson onto his shoulder and goes out. The second Man starts to look around.

A SERIES OF SHOTS 16X1-  
16X6

Another record drops and the MUSIC STARTS AGAIN. The Man is jolted for a second. He stops, spots the device on the desk Neila stands on, frozen. He hurries toward it, passing Solo frozen in the act of whispering something into Inga's immobile ear, grabs the device. It is TICKING. He holds it gingerly, starts back toward the door when, suddenly -- BEEP BEEP BEEP -- and the device clicks off. At that exact moment, the entire room UNFREEZES and everybody goes back into the exact wild movements they were frozen into. Startled, the Man backs away. Solo continues to whisper into Inga's ear:

SOLO (he cuts off,  
startled)  
Where's Dr. Nillson? Hey!

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They spot the Man with the device. Solo lunges after him, grabs him, spinning in back. They fight. Neila suddenly stops dancing. Solo knocks the device from the Man's hand and it skids across the floor toward Neila's desk. Inga and Solo dive after the device.

ACT ONE

FADE IN:

INT. SOLO'S HOTEL ROOM - SOLO - DAY

17

Solo lounges in a chair, talking into his communicator.

SOLO

One moment I was standing right next to Dr. Nillson -- and the next moment, he was gone.

INTERCUT WAVERLY AT U.N.C.L.E. HEADQUARTERS IN  
NEW YORK

18

WAVERLY

You have no idea what happened?

SOLO

I can account for everything except those few blank seconds.

WAVERLY

So Dr. Nillson was right -- his  
SUSPENDED ANIMATION DEVICE is  
an effective weapon.

SOLO

How does it work?

WAVERLY

Evidently, it freezes living matter in time, utilizing some sort of electronic principle he came upon quite by accident -

SOLO

Accident or not - his disappearance was planned.

WAVERLY

You think he was kidnapped?

SOLO

A possibility. I'd like you to have the office run a check on everyone connected with Dr. Nillson - particularly one Inga Bergstrom.

WAVERLY

Immediately.

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SOLO  
By the way, where is Mr. Kuryakin?

18  
CONT'D  
(2)

WAVERLY  
Mr. Kuryakin is busy masquerading  
as a notorious Siberian Eskimo,  
breaking blubber with a group of  
THRUSH walrus hunters.

SOLO  
He has all the fun missions.

WAVERLY  
Mr. Solo -- since obviously Dr.  
Nillson's device is effective,  
and since it is obvious someone  
is after it -- you must get it  
back!

SOLO  
Yes, sir.

CEASE INTERCUT

19

O.s., a KNOCK at the door. Solo opens it. There  
stands Inga, all woman. Solo takes a beat to sur-  
vey the effect with great approval as:

SOLO  
Well, hello.  
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She gives him a charming smile.

INGA  
Aren't you going to ask me in?

SOLO  
All right. Won't you come in?

INGA  
Thanks for asking...

Inga walks in, tosses her beaded bag on a table as:

SOLO  
Something to drink? It's been  
rumored I build a smashing martini.

INGA  
It's a bit early but -- it might  
help.

SOLO

Fine.

19  
CONT'D  
(2)

He goes to the bar, starts to build the martinis as:

INGA

Mind if I kick off my shoes  
and stretch for a minute? I'm  
completely exhausted from talking  
to all those students.

She slips off her coat and slides gracefully onto  
the bed.

SOLO

Find out anything?

She slips off her shoes and settles back with a sigh.

INGA

They know less than we do.

He brings the drinks over as:

SOLO

Well, one thing's certain.  
Whoever got the Professor,  
didn't get his device.

INGA

None of the students have it,  
either. I checked them all.

He sits next to her. She takes the drink. They  
are very close.

SOLO

Skol. Is that the way you  
pronounce?

INGA

Your Swedish is very good. Skol.  
(they sip, put down  
the glasses. She sighs  
with pleasure)  
M-m-m. You build a very good  
martini.

SOLO

Part of U.N.C.L.E. training. Comes  
between Cryptography and Karate.

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INGA  
Does your training include...  
women?

19  
CONT'D  
(3)

SOLO  
That comes under the heading of  
field experience.

INGA  
Aren't you in the field now?

SOLO  
Which reminds me - do you know  
who might have wanted to kidnap  
the Professor?

INGA  
Must we talk about this now?

SOLO  
You're his assistant. He might have  
said something to you --

INGA  
Most of the time our talk was not  
about science --

SOLO (with admiration)  
I can see why.

INGA  
Elskling...

SOLO  
What's that?

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INGA  
"Darling" -- in Swedish --

SOLO  
It suffers in the translation.

They kiss. Solo separates with reluctance. She's  
breathless, eyes closed.

SOLO (a whisper)  
Elskling...

INGA  
Yes, my darling...?

SOLO  
Let's go --

INGA (dreamily)  
Where?

SOLO  
To Nillson's laboratory.

19  
CONT'D  
(4)

ZIP PAN TO:

EXT. MODERN HOUSE (STOCK) - NIGHT 20

Rich, sweeping, modern Swedish design.

INT. BECKMANN'S LIVING ROOM - NIGHT 21

CLOSE-UP - Nillson, who looks around wildly, completely lost.

NILLSON  
Where am I?

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CAMERA PULLS BACK to contain HEINRICH BECKMANN, about 50, watching Nillson coming out of it. The living room is sumptuous. Eric and the second THRUSH man, both of whom we have seen earlier, stand in the shadows, a discreet distance from them. Beckmann is very rich, very pudgy and deceptively mild. Almost everything he says is in a benevolent tone. But when the smile drops off his face, it does so with a resounding thud. Nillson focuses on him.

21  
CONT'D  
(2)

NILLSON  
How did I get here?

BECKMANN (gently)  
I am terribly sorry for this unorthodox method of arranging a meeting, Dr. Nillson -- but I called you a few days ago and you would not talk to me.

NILLSON  
Ah! You are Panacea Beckmann, the man of a million pills!

BECKMANN (modestly)  
My reputation has not escaped you.

NILLSON  
I have no interest in tranquilizing the world, especially through your patent medicine cartel. Besides, my field is electronics, not drugs. Why should I interest you?

BECKMANN  
Your work does, Dr. Nillson. In particular, your revolutionary new Suspended Animation Device.

NILLSON  
It is not for sale.

BECKMANN  
In the name of humanity, Doctor -- you have invented the anesthetic of the ages! I could market it for you --

NILLSON (grimly)  
It is not only an anesthetic. It is also a dangerous weapon.

BECKMANN  
Come now, think of what it will mean in heart surgery -- in the exploration of space --

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NILLSON

It could also paralyze an army --  
and I know what that could mean!

21  
CONT'D  
(3)

BECKMANN

Of course. That's why it is so  
important that a responsible phar-  
maceutical firm like Beckmann Inter-  
national control it --

NILLSON

I told you! It is not for sale!

BECKMANN

At any price?

(Nillson grimly shakes his  
head. Beckmann sighs)

A pity. You are not an easy man  
to deal with.

NILLSON

You have the device. What do  
you want with me?

BECKMANN

Unfortunately, my men did not  
get the device. It has disappeared.

(a slight head motion --  
and his two men move to

Nillson's side, very discreetly)

So -- you will have to build me  
another one.

NILLSON

I can't help you. I couldn't build  
you another if my life depended on  
it.

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CLOSE ON BECKMANN

22

And his gentle manner drops with a thud.

BECKMANN

Ah, but you can...and it does...

ZIP PAN TO:

INT. CLASSROOM - NIGHT

23

The place is ghostly, deserted. Solo moves into  
the classroom, flashlight in hand, looking around  
carefully as he crosses to Nillson's office door.  
He tries the door. It's open. He slips in.

INT. NILLSON'S LAB - NIGHT

24

The room is dimly lit from grey twilight. Solo and Inga open the outer door, move in, using his flashlight. CAMERA WITH them as they move to Nillson's cluttered desk. She snaps on the desk light.

INGA  
I really don't know what you  
hope to find.

SOLO  
Where does he keep his private  
papers?

INGA  
Top drawer, middle.

Solo opens the drawer, takes out a folder. Inga smiles at him sweetly. He smiles back. Solo nods at the folder, curious. There's an obvious attraction between the two.

SOLO  
That folder -- plans for the  
device?

INGA  
Poetry.  
(his eyebrows raise)  
Dr. Nillson writes love sonnets.

SOLO  
Addressed to you.

INGA  
That's -- his little secret.

Inga touches Solo's cheek. He touches her hair. They are very close, almost lip to lip.

SOLO  
I can't say I blame him.

INGA (arch)  
You find me attractive?

NEILA (o.s.)  
I don't!

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NEW ANGLE - TO DOOR

25

Solo and Inga spring apart. Neila Nillson stands there with fire in her eyes.

NEILA

You can fool him -- and you can  
fool my father, but you can't  
fool me!

SOLO

I take it you're the good  
doctor's daughter --

INGA (the mood

is broken)

A nineteen-year-old thorn.

NEILA

What are you doing in my  
father's laboratory?

SOLO

My name is Napoleon Solo.  
This will explain --

Solo hands her a card. She looks, realizes who he is.

NEILA

He told me he'd contacted U.N.C.L.E.  
Oh, yes -- you and what's her name  
were here when we were dancing ---

INGA

The poor child refuses to acknowledge  
the fact that I might become her  
mother.

NEILA

Never!

SOLO

Ladies, please!

They settle down. Neila is worried.

NEILA

What could possibly have happened  
to my father, Mr. Solo?

SOLO

Unfortunately, his invention was  
so effective that none of us know.  
It would help if we found it.

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NEILA

Well, you will not find it here.

INGA

And why not?

NEILA

Because I have it.

She reaches into her tote purse, takes out the device and hands it to a surprised Solo. He studies it, hefting it.

SOLO

Sonovagun. Doesn't look like much, does it?

NEILA

Want to see it work?

She suddenly grabs it from a startled Solo, aims it at Inga and presses the button. BEEEEEEEP!

INGA

Hayhay! Be care--

And Inga is frozen in midword. Solo frowns at Neila.

SOLO

You shouldn't play with that thing!

NEILA

It won't hurt her. I set the timer for 60 seconds.

(she plunges on  
desperately)

Mr. Solo -- you've got to do something about that woman!

SOLO

Are you sure she can't hear us?

NEILA

She's frozen! She must know what happened to my father!

SOLO

What makes you think so?

NEILA

Nothing -- except my woman's intuition!

SOLO  
Sometimes that can be just as  
dangerous as that thing. Now,  
give it to me!

He takes it from her just as Inga springs back to  
life:

INGA  
--ful with that thing. It might--  
you did it, didn't you?

NEILA (all innocence)  
Did what?

She glares at Neila for a second.

INGA  
I suggest we send the device to  
U.N.C.L.E. headquarters before  
someone else plays with it!

SOLO  
An excellent idea. I'm catching  
the midnight plane to New York.

NEILA  
What about my father?

SOLO  
I'll contact our Scandinavian  
headquarters in Oslo. They'll  
follow through.

ZIP PAN TO:

26 OUT

INT. BECKMANN'S LIVING ROOM - NIGHT

27

Inga paces nervously back and forth, waiting.  
An inner door opens and Beckmann comes through.  
Seeing her, he stops short a second, frowning,  
then hurries to her as:

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BECKMANN  
You shouldn't be here --

27  
CONT'D  
(2)

INGA  
I had to come. Solo has  
the device --

BECKMANN  
How'd he get it?

INGA  
That little witch -- she had  
it all along. And now Solo  
is taking it back with him  
on the midnight flight to  
New York!

BECKMANN  
You fool! Why didn't you  
shoot them both and bring it  
here?

INGA  
At the Polytechnic? I couldn't  
risk it -- too many people.  
Besides, you have Dr. Nillson --

BECKMANN  
He's being very difficult. He  
claims he can't reproduce the  
device --

INGA  
That could very well be true,  
from what I heard --

BECKMANN  
We must get the one in Solo's  
hands! You know why I must have  
it! If it was not for U.N.C.L.E.,  
I would be a member of Thrush  
Central a long time ago! Well,  
when I get my hands on that  
device, I won't fail again.

INGA  
You'd better hurry.

BECKMANN  
No -- U.N.C.L.E. will be wiped  
out completely by the time I'm  
through --

INGA  
If you don't hurry, you won't  
get a chance to get started.

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Beckmann pushes a button on his desk. Eric materializes.

27  
CONT'D  
(3)

BECKMANN  
Mr. Solo is leaving at the airport. Take care of him.

ZIP PAN TO:

28-29  
OUT

INT. AIRPORT - NIGHT - CLOSE ON CLOCK

30

It reads 11:35. PAN DOWN to reveal Solo at a ticket desk. Sven, in uniform, is behind the counter. Solo carries his attache case and a small package, gift-wrapped in ribbon--the kind that could house the device--or some imported Beluga. B.G., a MAN lounges, nose buried in a newspaper.

ANGLE - FAVORING MAN

30X1

Now we see his face as he peers over the paper. It's Eric.

ANGLE - AT DESK

30X2

Solo hands Sven the package as:

SOLO

Now, this must be kept on ice till we are in flight.

SVEN

I understand, Mr. Solo. Your caviar will be properly chilled.

SOLO

You may serve it with the champagne.

SVEN

Yes, sir. Have a pleasant trip.

Solo watches him go. Just as he turns to leave, Neila almost catapults into him. She's distraut, out of breath.

NEILA

Mr. Solo--please don't leave--

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TWO SHOT - SOLO AND NEILA

31

SOLO

I'm sorry, Neila--but I must.

NEILA

There has not been one word about my father! If you go, I have no one to turn to!

SOLO

I just arranged with the Oslo office to take over here--

NEILA

No! I know you! My father met you! Mr. Waverly sent you to him! You are the only one I trust!

SOLO (gently)

I can't stay, Neila. I have orders to take that plane--

(Neila dissolves into tears.

Solo puts an arm around her shoulder)

Now, calm yourself, Neila. Let me buy you a brandy--there's still time...

He starts to take her out, stops as Eric moves up to him.

ERIC

I say--could you read this for me? I've misplaced my spectacles.

He holds a piece of notepaper out to Solo. Solo takes it. Eric's newspaper is over his fore-arm, obscuring his hand. Solo, non-plussed, looks at the paper, starts to read:

SOLO

"I have a gun pointed at you--"

Solo looks at Eric, who gives him a smug smile.

ERIC

Just walk ahead of me.

NEILA

What does he mean?

Solo looks down at the newspaper Eric carries.

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INSERT SHOT - NEWSPAPER

32

The ugly nose of a gun peeks out.

BACK TO SCENE

33

Solo looks back at Eric. He ain't smiling any more.

SOLO

He means just walk ahead of him.

As they turn to go,

BLUR OUT

END ACT ONE

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ACT TWO

FADE IN:  
EXT. AIRPORT ALLEYWAY - NIGHT

34

Solo and Neila walk to a car parked at the curb, covered by Eric. Standing at the door of the car is another THRUSHMAN and seated at the wheel of the vehicle is a THIRD THRUSHMAN. Solo and Neila approach the car.

ERIC-

Get in.

ANOTHER ANGLE

35

as Neila steps into the car. Solo suddenly swings his attache case into Eric's face and sends him reeling back. The second THRUSHMAN at the car door, throws a punch at Solo who parries it and sends the man careening against the car. Neila reaches out and slams the door on that man's hand. Solo leans over to congratulate Neila and to draw his gun on the driver.

SOLO

Very good, Neila. You show  
a lot of promise.

(to driver)

Keep your hands on the wheel.

NEILA (sees

something o.s.)

Look out, Mr. Solo!

Solo starts to whirl too late. Eric karate chops him, dropping him on the spot. The second man, hand still smarting from the slamming he received, climbs into the car next to Neila. Eric picks up Solo's attache case, tosses it into the car, starts to drag Solo to the car. A POLICEMAN starts to run up. Eric sees him, drops Solo. He gets in and the car screams away, leaving Solo sprawled unconscious.

LIMBO SHOT - INGA

35X1

Off to one side, she secretly watches. She expresses  
A. Pleased triumph, B. Worry, consternation, and  
C. A flare of anger as she turns and hurries off -  
to reflect the action of above scene.

ZIP PAN TO:

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36-40  
OUT

INT. BECKMANN'S LIVING ROOM - NIGHT

41

F.g., Beckmann and Inga are breaking open the locks of Solo's attache case--a pair of beautiful and benevolent vultures waiting to pounce. B.g., a scared but defiant Neila is flanked by Eric and another THRUSHMAN.

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NEILA  
I was right about you all along?

INGA  
Will you please shut her up?

NEILA  
I'm going to tell my father --

BECKMANN  
You'll get a chance to in just one  
minute --

INGA  
Which might be your last!

The attache case pops open. Inga's talons plunge in and pull out a package similar to the one Solo gave to Sven at the airport. She tears open the wrapping, pulls up the cover and takes out a rectangular box-like object, like the one we saw go off and freeze everybody.

BECKMANN  
That's it! The Suspended Animation  
Device!

INGA  
Want to see how it works?

She points it at Eric. CLICK. Eric recoils. No freeze. She frowns, pushes the button again. And again. CLICK CLICK! Beckmann's face twists. He yanks it out of her hands, glares at it, then at her.

BECKMANN (furious)  
You fool! This is a remote channel  
changer for a television set!

Neila starts to laugh. Inga's face goes hard, death behind her eyes.

INGA  
That Solo...he is a little too  
smart --

ZIP PAN TO:

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INT. UNCLE OFFICE - N.Y. - NIGHT

42

WAVERLY

I see you are still in Stockholm,  
Mr. Solo.

INT. SOLO'S HOTEL ROOM - NIGHT

43

Solo lies on the bed in his pajamas, holding a wet cloth to his aching head with one hand and his communicator with the other. There's a pan of cold water on the night table next to his bed.

INTERCUT THE FOLLOWING:

SOLO

I couldn't very well leave here  
with Dr. Nillson still missing.

WAVERLY

But we had a signal that you  
were taking the midnight flight--

SOLO

Sorry about that-- It was merely  
a little maneuver-- a diversion.  
I knew that whoever wanted the  
device would never let me take  
that flight. I had hoped it  
would bring me to Dr. Nillson.

WAVERLY

Then they took the bait.

SOLO

Unfortunately, they also took his  
daughter, which raised a large  
lump on my head.

WAVERLY

But the device is still in your  
hands?

SOLO

It's in a safe place, Mr. Waverly--  
on ice, so to speak.

WAVERLY

Good. I shall leave for our  
Scandinavian Headquarters in  
Oslo immediately to take charge  
of it in person.

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SOLO

I rather expected Mr. Kuryakin--

43  
CONT'D  
(2)

WAVERLY

Ah, yes, Mr. Kuryakin. It appears that one of those THRUSH walrus hunters is also an itinerant gaucho posing as an escaped war criminal. Naturally, Mr. Kuryakin is pursuing him in Argentina--

SOLO

Naturally. By the way--any information on that person I wanted checked out?

WAVERLY

Yes--exercise extreme caution. There are definite THRUSH connections--

INGA'S VOICE

Elskling!

Solo looks toward the door, startled.

WAVERLY (puzzled)

What's that, Mr. Solo?

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ANGLE TO DOOR

44

Inga sweeps in, all love and sympathy. As she comes to the bed:

SOLO (into communicator)

That's 'darling' in Swedish.

WAVERLY

Of course. Well, carry on.

CEASE INTERCUT - TWO SHOT - AT BED

45

as Inga puts down her beaded bag and pulls up a chair next to Solo. She takes the cloth, dips it in water and caressingly replaces it on Solo's forehead as:

INGA

Poor Elskling darling...such a big head you must have--

SOLO

How did you know?

INGA

I could not resist going to the airport to say goodbye--and there you were being loaded into an ambulance instead of that plane. I came as soon as I could.

She gives him a peck on the cheek, smiling softly.

SOLO

How very kind of you.

INGA

Well, I must admit I was curious, too.

SOLO

About what?

INGA

About Dr. Nillson's device, of course. I hope you were clever enough not to let them get it from you.

SOLO

You flatter me.

INGA

And you fascinate me.

SOLO

I find you intriguing.

INGA

Come, Elskling--let us stop this verbal ping pong--

SOLO

All right. I don't know whether or not they got it, but I don't have it any more.

She moves in closer, smiling lovingly at him. He smiles back lovingly as:

INGA

Then you must know where it is, Elskling, darling--

SOLO (lovingly)

No I don't, Inga, Elskling.

INGA

Very well.

(a pitying sigh)

You men are all alike.

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She straightens slowly, and we now see that she has a Luger about an inch from his temple. His eyes slide to the side taking it in. He looks back at her. She's confident, in command. 45  
CONT'D  
(3)

INGA (a hard edge)  
Now. Where is it?

SOLO  
I told you--I haven't got it.

Her Luger nose massages his temple slightly as:

INGA  
Come now, Mr. Solo--one of our people saw you hand a package to that airline man.

SOLO  
Oh, that--just something I wanted kept on ice.

INGA  
Like Dr. Nillson's invention.

SOLO  
Like...caviar.

INGA (a beat: Then)  
You are lying, my little Elskling.

SOLO  
I could prove it to you--  
but my proof has flown away.

O.s., a KNOCK on the door. She looks at him. The KNOCK again. Solo shrugs. She frowns.

SVEN'S VOICK  
Mr. Solo!

The KNOCK again.

INGA  
Answer it!

She grabs her purse, covers the gun with it, keeping it aimed at Solo.

INGA  
Tell him to come in!

Solo takes a beat. Then:

SOLO  
Come!

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NEW ANGLE - THREE SHOT

46

Sven, still dressed in his airline uniform comes in, teeth gleaming a vote for company public relations and efficiency. Yep, he's carrying the package.

SVEN

Mr. Solo--I came as soon as I found your hote! address--

SOLO

It really wasn't necessary.

SVEN

Our airline is quite proud of our service, sir.

INGA

As well you should be.

Sven puts the package proudly on the night table.

SVEN

When you didn't board the plane, I naturally retrieved the package for you--and here it is!

SOLO

I suppose I should thank you.

SVEN

Not at all. If there is anything else we can do--

INGA

You have done it all. Thank you.

SVEN

You're welcome.

And he goes. As soon as the door closes, Inga's smile drops. She takes the package, motions to Solo with the gun.

INGA

All right--get dressed.

SOLO

Would you mind turning your back?

INGA

Oh, no--not on you, Mr. Solo.

Solo shrugs and starts to unbutton his top.

ZIP PAN TO:

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INT. BECKMANN'S LAB - NIGHT

47

The cramped room has a dungeon-like quality. Nillson is seated at the work bench -- and Neila is next to him. Spread out on the surface are various pieces of equipment of the electronic experimental variety. Beckmann grimly watches. One of the THRUSHMEN stands guard at a door over which is a red signal light. Nillson checks some wiring. It doesn't work. Frustrated, he pulls the wires apart.

NILLSON

It's no use -- I cannot figure it out --

BECKMANN

I suggest you try harder -- for your daughter's sake.

The red light over the door flashes. Beckmann hurries out.

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INT. BECKMANN'S LIVING ROOM - NIGHT

48

Inga marches Solo into the room, motions for Eric and another THRUSHIAN to take over guarding him. She puts her Luger back in the purse so she can have her hands free to handle the package. They turn as Beckmann comes into the room from an inner door. Beckmann is a charming host as he comes to them. He and Solo recognize each other.

BECKMANN

Ah, Mr. Napoleon Solo. You are a very clever man -- but not quite clever enough.

SOLO

You said that the last time, Herr Beckmann.

BECKMANN

I know. We crossed swords before --

SOLO

-- AND you lost.

Beckmann snaps his fingers, holds out his hand to Inga for the device. Inga gives it to him. He starts to tear open the package as, comfortably:

BECKMANN

Just a battle, not the war, Mr.  
Solo. And now, you are going to  
help me win the war.

48  
CONT'D  
(2)

SOLO

With that device? I doubt it.

BECKMANN

Force yourself to believe, Mr. Solo.  
In me.

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He tosses the wrapping away, opens the container and takes out a little black box. It's just like the SAD device. Solo seems amused.

48  
CONT'D  
(2)

SOLO  
You're in for a surprise.

BECKMANN  
I would say U.N.C.L.E. is.

INGA  
Especially Alexander Waverly.  
I overheard him say he will be in the Oslo office -- just in time for our attack.

BECKMANN  
Yes -- my attack on your otherwise impenetrable U.N.C.L.E. headquarters! Using this Suspended Animation Device, I can paralyze every guard, take what I want from your files --

SOLO (pleasantly)  
Not with that thing --

INGA (angrily)  
I am sick of his voice, Beckmann.  
I suggest you suspend his animation!

BECKMANN  
Not a bad idea.

He points it at Solo. Solo smiles, shrugs. Beckmann thumbs the button -- and jumps back, startled as a little jack-in-the-box pops up from the device and a TINNY TAPE RECORDING starts playing from the little box:

TAPE RECORDING  
Surprise! Surprise! Surprise --

In a paroxysm of rage, Beckmann throws it to the ground, stamping on it, shattering it till the tape cuts off.

INGA (furious)  
Let me kill him! Me!

BECKMANN (violently)  
No! Not before he tells us where the real device is!

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SOLO  
I wouldn't 'strain myself, Beckmann.

48  
CONT'D  
(3)

Beckmann is suddenly in control again.

BECKMANN  
Very clever, that childish prank.

SOLO  
Glad you liked it.

BECKMANN  
And now I have a prank to play on  
you.  
(he motions to the guards)  
Take him to the Sun Room.

INGA  
For a sun bath?

Beckmann smiles broadly at Solo.

BECKMANN  
The likes of which you have never  
experienced...

END ACT TWO

BLUR OUT  
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49-58 OUT

## ACT THREE

FADE IN:  
CLOSE ON SOLO

59

He is strapped down to a six foot wide round table that sits about three feet off the ground. His eyes are fluttering open but he can't quite open them all the way. Solo is in his shorts only.

ANOTHER ANGLE - INCLUDE BECKMANN AND INGA

60

Now we see the cause of Napoleon's difficulty. Directly above him is a very large, very bright quartz sun lamp. Solo tries to struggle but he cannot free himself. He is spreadeagled, arms and legs locked in metal cuffs. Two THRUSH guards, one of them Eric, stand ready.

BECKMANN

The Swedes are worshippers of the sun. Did you know that, Mr. Solo?

SOLO

I've heard of third degrees, but...

Inga is watching all this with distinct disapproval.

INGA

He won't crack, I tell you.

BECKMANN

His skin will--

Beckmann turns a knob at the base of the pedestal. The lamp over Solo gets brighter.

SOLO (with effort)

I could use some suntan oil.

INGA

What did I tell you?

Beckmann turns the knob even higher. The lamp gets brighter. Solo winces at the increase in heat.

BECKMANN

I am running out of patience, Mr. Solo! I have bigger fish to fry!

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CLOSE - SOLO

61

He's really suffering. Sweat pours.

SOLO (through clenched  
teeth)  
I was hoping you wouldn't say  
that...

BACK TO SCENE

62

INGA  
You see? A waste of time!

BECKMANN (angry)  
Are you telling me I don't know  
my business?

INGA  
I know men! And this kind of  
torture will not make him talk!

BECKMANN  
Perhaps you have a suggestion!

Inga gives him a confident smile, takes a few steps  
to the door.

INGA  
I just knew you would ask.

She yanks the door open. Two THRUSH guards shove  
Dr. Nillson and Neila into the room. Neila is now  
in a fetching two-piece swim suit. They look around  
dazedly. One of the guards brings in a bucket in  
which a thong strap soaks.

INGA  
May I?

Beckmann begins to get the drift.

BECKMANN (pleased)  
Be my guest.

INGA (to guards)  
Release Solo.

Two guards quickly unbuckle Solo and help him up.  
He sags in their arms. They put him in a chair near  
the pedestal. Neila and Nillson focus, rush to him.  
The two other guards intercept. One knocks Nillson  
sprawling. The other grabs Neila firmly.

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## ANOTHER ANGLE - FEATURING SOLO AND NEILA

63

Nillson's guard drags the Professor to a seat near Solo, watches him warily, gun ready. Solo's guard keeps his gun muzzle an inch from Solo's head. Inga motions for the festivities to begin. The other two guards hustle Neila over to the table and buckle her down spread-eagled under the sun lamp. She winces from the heat. Nillson, horrified, suddenly realizes.

NILLSON

Neila--please--no!

Nillson's guard lets him have it with his gunbutt and the Professor slumps in his chair unconscious.

SOLO

Let her go, Inga--

INGA

You are concerned, Mr. Solo.  
Good!

She reaches into the bucket, pulls out the thong strap. It's dripping wet. As she does:

SOLO

What good will it do to torture her? She doesn't know where the device is!

INGA

Ah, but you do. Would you like to tell?

NEILA

Don't you dare, Mr. Solo!

BECKMANN (to Inga)

Very interesting. My admiration for you grows.

Inga now loops the thong belt around Neila's neck, tightens it.

INGA

Comfortable, little thorn?

(Neila glares defiantly. Inga steps back, turns to Solo)

You are causing her such discomfort, Mr. Solo. In a very few moments, that wet leather strap will begin to tighten around her neck as it dries under the heat.

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ANGLE - FEATURING BECKMANN AND SOLO

64

Beckmann, always the gambler, knows a good wager when he sees it. He smiles at Solo.

BECKMANN

It will be interesting to see which kills the girl first--the strangulation or the heat. Are you a betting man, Mr. Solo?

Solo glares at him powerless. Beckmann goes to the rheostat and brings the lights up another notch. Neila winces in agony. The thong tightens around her throat.

CLOSE - SOLO

65

He gnaws his lip, agonizing for her.

ANGLE - FEATURING NEILA AND SOLO

Neila strains fruitlessly at her bonds.

NEILA (choking)

Don't give in, Mr. Solo...

She cries out in pain against her will.

ANGLE ON SOLO

He can't stand it any more.

SOLO

All right! Release her! I'll tell you where it is!

INGA

I know where it is. That airline man is an U.N.C.L.E. agent and he has it!

SOLO

Release her--

INGA (softly)

Send for the device, Mr. Solo...  
(she hands him his open  
communicator and a page  
of instructions)  
Open Channel 00...

66  
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67

INT. AIRLINES COUNTER - NIGHT

68

Sven is working on a manifest. His communicator  
BEEPS. He opens it, speaks into it.

SVEN

Yes, Mr. Solo.

INTERCUT SOLO WITH SVEN

69

SOLO

A slight deviation in plans.  
(he looks at the instructions)  
Dr. Nillson is being held prisoner  
at the Henry Beckmann house--and  
I'll need your help.

SVEN (puzzled)

What exactly do you want me to do?

SOLO

You still have the Suspended Anima-  
tion Device, don't you?

SVEN

Of course --

SOLO

Bring it with you.

SVEN

But Mr. Solo --

SOLO

I need it to get Dr. Nillson out.  
Try to miss the guards -- I'll  
meet you in the living room.

SVEN

Yes, sir.

CEASE INTERCUT - BACK TO SOLO

70

Inga, pleased with herself, takes back the communi-  
cator.

INGA

That is a handy gadget.

SOLO

Saves us thousands in phone bills--

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INGA

Not to mention your lives.

70  
CONT'D  
(2)

SOLO

Mind if we go now?

INGA (primly)

Don't you think you'd better get  
dressed first? How would it  
look?

SOLO (rising)

Didn't know you cared.

ZIP PAN TO:

INT. BECKMANN LIVING ROOM - NIGHT

71

The room is well lit. Solo, apparently alone and dressed, stands about ten feet from the windows, waiting almost philosophically. Now the window in front of him slides open cautiously. Solo tenses. Straightening, Sven sees Solo and walks toward him. He shows Solo the device as --

SVEN

I brought it like you said --

Solo desperately points behind him as --

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SOLO  
Use it -- quick --!

71  
CONT'D  
(2)

Sven wheels to his left toward an on-rushing THRUSHMAN too late. As he does, Eric moves to him from the other side and knocks him out with his gun butt. Solo spins Eric and knocks him sprawling, dives for the device, gets it in his hands just as he skids to a stop at Inga's feet. He starts up just in time to meet the butt of Inga's gun and goes back down, unconscious.

NEW ANGLE - FEATURING INGA

72

She crouches, retrieves the SAD device from Solo's hand, straightens as:

INGA  
Well done, Mr. Solo. A pity  
you are not on our side.

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ANOTHER ANGLE

73

She steps back to the inner door as Eric and the other THRUSHMAN efficiently grab Solo's inert form and hustle through the door, which Inga has opened for them, always the helpful girl. She follows them in.

INT. BASEMENT LAB ROOM - NIGHT

74

Nillson and Neila are in chairs, bound and gagged. Inga comes in from the passageway followed by the two THRUSHMEN dragging Solo, still unconscious. They toss him next to a very large trap door built into the floor. Nillson and Neila's eyes widen. They stare down at Solo. They struggle but cannot break their bonds. Neila lets out little SOUNDS of fury. Inga comes to Beckmann and offers him the device with a charming smile.

INGA  
There you are, Beckmann.

He takes it, studies it, eyes glowing with a certain madness.

BECKMANN  
Inga -- do you know what this is  
in the palm of my hand? Power  
enough to conquer the world!  
After I finish U.N.C.L.E.!

INGA  
I trust you will not forget the  
small role I played in achieving  
this victory --

Beckmann gives her a caballero's grin that almost comes off.

BECKMANN

When I become head of THRUSH,  
you will work beside me. Yes,  
I have plans for you.

74

CONT'D

(2)

INGA

Mr. Beckmann--I never mix business  
with pleasure.

BECKMANN

Believe me, Inga--the next business  
on the Agenda will be an exquisite  
pleasure!

INGA

Ah, yes, the attack on Oslo head-  
quarters of U.N.C.L.E.--With that  
device, it will be a piece of cake.

BECKMANN

We strike as soon as Waverly arrives.  
He will be our frosting!

INGA

What about these three?

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Beckmann turns to Neila and Nillson and lets them  
have it with the SAD device. BEEEEEEEEEP--and they  
FREEZE, their eyes open in fear. Beckmann laughs  
with delight. Now he swings to Solo and turns the  
gun on him. BEEEEEP--Solo's body quivers, then  
FREEZES.

BECKMANN

It works! It works! They're as  
good as dead!

INGA

Better make sure.

Beckmann motions to the Thrushmen. They grab the  
trapdoor rings and pull it open all the way so that  
the heavy door falls back with a CLANG.

DOWN ANGLE - TO TRAP DOOR OPENING

75

Water fills the opening to the basement floor level.  
Beckmann and Inga peer down into it. Beckmann motions  
to his men. SPLASH--Nillson's body goes in. SPLASH--  
Neila's body goes in. SPLASH--Solo's body goes in.  
They straighten. Inga smiles at him invitingly.

TWO-SHOT - INGA AND BECKMANN

76

The way they eye each other romantically is downright sickening. Inga is a very coy woman now.

INGA

I was thinking, Beck--Heinrich.  
May I call you that?

BECKMANN

Of course, my little Elskling.  
What pretty thoughts were you thinking?

INGA

With this Suspended Animation  
Device--who needs THRUSH...?

It's a charming thought. They move out, two lovers  
with a guaranteed and underwritten future. CAMERA  
PANS back to the yawning, water-filled opening in  
the floor and MOVES IN.

CLOSE DOWN ANGLE - TO SOLO'S FACE IN THE WATER

76X1

Frozen, staring straight ahead...water rippling over  
it...suspended in space and time...

FREEZE AND BLUR OUT

END ACT THREE

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ACT FOUR

FADE IN:

EXT. OSLO, NORWAY - AIR VIEW (STOCK SHOT) - DAY 77

EXT. SMORGASBORD RESTAURANT - DAY 78

SUPER TITLE:

U.N.C.L.E. HEADQUARTERS  
OSLO, NORWAY

Waverly and Sven come to the door. Waverly points to the sign written in Norwegian characters.

WAVERLY  
What does that mean?

SVEN  
SMORGASBORD, sir.

They go in.

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INT. RESTAURANT - DAY 79

A terribly embarrassed Sven ushers Waverly into an alcove in the far corner of the tiny restaurant.

SVEN  
I feel like a ruddy fool, Mr.  
Waverly, falling for a trap like  
that.

WAVERLY  
It was arranged by a master, if  
that is any comfort.

They go into the alcove.

INT. ALCOVE - DAY 80

Sven reaches up to a hidden button alongside a giant stove along the wall. The stove opens. It's a door. They go through.

INT. UNCLE ANTEROOM - DAY

80X1

as the U.N.C.L.E. GIRL attaches their I.D. badges:

WAVERLY

However, the thought of Mr. Solo  
being dead is anything but comfort  
to me.

SVEN

They are none of them dead --  
but they are not alive, either.  
They are rigid, as if carved  
from alabaster...

They go through the door.

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INT. CORRIDOR - DAY - AT DOORS

81

The doors open. Sven and Waverly come out.  
CAMERA ALONG CORRIDOR with them as:

WAVERLY

How long were they under water?

SVEN

At least two hours before I  
was able to get to them.

WAVERLY

By all rights, they should  
have drowned.

SVEN

Well, Dr. Pederson says their  
suspended state saved them from  
that.

WAVERLY

Does Dr. Pederson think they  
have a chance?

SVEN

If anyone can help them, he can.  
He worked with Nillson and has  
some knowledge of the Suspended  
Animation Device principle.

They stop at a pair of swinging doors marked:  
"HOSPITAL -- EMERGENCY ONLY".

SVEN

They are inside. The Doctor  
is expecting you.

Waverly goes through the swinging doors. Sven goes  
back toward the elevator.

EXT. SMORGASBORD RESTAURANT - DAY

82

A large station wagon pulls up halfway down the block  
from the restaurant.

INT. STATION WAGON - DAY

82X1

Beckmann is at the wheel. Inga sits next to him.  
FOUR THRUSHMEN, including Eric, sits in the rear  
seats. Each of them carry a small brown paper package.

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BECKMANN

I go in first, then Inga. The rest follow at forty-five second intervals.

82X1  
CONT'D  
(2)

He starts out of the car.

INT. U.N.C.L.E. HOSPITAL ROOM - DAY

82X2

Three bodies lie adjoining each other in hospital beds: Solo, Neila and Nillson. They are still frozen in the same position we saw them last. Their eyes are open, sightless. Electronic devices including gauges stand at the side of the beds. From them extend cords with electrodes fastened to the bodies of Solo and Neila, but not to Nillson's. All three are in hospital gowns. DR. PEDERSON, in white doctor's outfit, is adjusting the final electrodes to Solo as Waverly watches intently, very concerned.

WAVERLY

-Dr. Pederson -- how positive are you that this will work?

Pederson straightens, moves grimly to a large rheostat controlling the equipment. He puts his hand on the rheostat handle as:

PEDERSON

All I am sure of is that this is the last resort. This condition of suspended animation was apparently induced electronically. If we find the wave pattern and reverse it, the condition might be negated.

WAVERLY

And if you are wrong?

(Pederson just looks at him grimly. Waverly sighs)

Turn it on, Dr. Pederson. I will assume the responsibility.

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EXT. SMORGASBORD RESTAURANT - DAY

83

Beckmann goes to the door, stops and looks back toward the station wagon. Inga is getting out. She nods for him to go ahead. Beckmann takes a deep breath and goes in the door. An inner BELL TINKLES.

INT. HOSPITAL ROOM - DAY

84

The machine WHINES as Dr. Pederson raises the power. Waverly and Pederson watch the three frozen figures intently.

WAVERLY

No reaction. What are you at?

Pederson consults a gauge.

PEDERSON

Seven thousand.

WAVERLY

Isn't that enough power to kill a normal person?

PEDERSON

Under normal conditions, yes.

Waverly hesitates, then nods for him to go on. Pederson moves the rheostat control. The WHINE GETS HIGHER.

INT. SMORGASBORD RESTAURANT - DAY

85

Beckmann looks around the deserted place, goes back to the door, opens it, jingling the bell again. He turns back as Sven hurries through the alcove.

BECKMANN

It's about time --

SVEN

I am terribly sorry, sir, but we are not open yet. If you will come back in an hour --

BECKMANN

But I'm hungry now.

SVEN

There's nothing I can do.

The door opens again and Inga walks in. Sven turns and recognizes her.

INGA

Hello, Sven.

Sven reaches for his revolver which is under his apron. But he's too late. Beckmann FREEZES him on the spot with the SAD. Now Beckmann and Inga lift Sven, his hand still in his apron, and deposit him behind the counter.

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BECKMANN

We'll wait until the others get here.

85  
CONT'D  
(2)

86-114  
OUT

INT. HOSPITAL ROOM

115

The machine is WHINING very highly now. Solo begins to jerk spasmodically. Neila does the same. Since there are no electrodes attached to Dr. Nillson, he remains in his frozen state.

WAVERLY

They can't take much more,  
Dr. Pederson!

PEDERSON

I need thirty seconds more at  
this level - it's our only hope.

Waverly is staring as his prime agent's body jerks spasmodically. While their bodies are still rigid, they are finally exhibiting some signs of life.

INT. SMORGASBORD RESTAURANT - DAY

116

Beckmann, Inga and all of the other henchmen are now there. The henchmen are unwrapping their packages. We see that they appear to be little black boxes.

BECKMANN

I'll go in first and take care  
of as many as possible. Follow  
me in twenty seconds. You know  
where to set the charges. We'll  
detonate them by radio from the  
boat.

Beckmann leans over to kiss Inga. She has a pistol in one hand and one of the little black boxes in the other.

BECKMANN

Auf Wiedersehen, my love.

INGA

Be careful.

Beckmann walks into the alcove.

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INT. HOSPITAL ROOM - DAY

117

Solo and Neila now jerk to life. Her legs go down in a more natural position. Solo looks up.

SOLO

Mr. Waverly!

WAVERLY

You're all right, Mr. Solo.  
(to Pederson)  
Thank you.

INT. U.N.C.L.E. CORRIDOR - AT ELEVATOR - DAY

118

SEVERAL AGENTS are walking along the corridor in different directions. The elevator doors open. Immediately, BELLS, SIRENS go off. The agents reach for their guns. Beckmann steps into the corridor and fires the SAD gun. The agents freeze in various positions. Beckmann races down the corridor OUT OF FRAME leaving the frozen agents in his wake.

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INT. HOSPITAL ROOM

119

They can hear the noise of the bells, alarms, etc. in here.

WAVERLY

What's going on?

PEDERSON

We're being attacked!

Pederson draws a gun. Waverly does the same. They step into the corridor.

ANOTHER SECTION OF CORRIDOR

120

We see the Doctor and Waverly move into the hall. Beckmann comes around the corner and freezes them before they can fire a shot.

INT. HOSPITAL ROOM

121

Solo leaps out of bed, covers Nillson's face with a sheet.

SOLO

Under the bed!

He and Neila go under the bed. Beckmann comes to the door of the room, looks in, sees two empty beds and a body with a sheet over the face, Beckmann continues down the corridor.

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FIRST SECTION OF CORRIDOR

122

Inga and the other Thrushmen walk through the door. They all move off in different directions. Inga puts a little black box on the floor, pulls out what looks like a short antenna. Now she moves off OUT OF FRAME.

INT. HOSPITAL ROOM

123

Solo and Neila get out from under the bed.

NEILA

What's happened?

SOLO

Stay here and don't move!

Solo steps out into the hall.

INT. CORRIDOR

124

Solo sees Waverly and Pederson, both frozen. He takes the gun out of Waverly's hand and moves down the hall OUT OF FRAME.

INT. HOSPITAL ROOM

125

Neila walks to the door, peeks out, steps into corridor.

INT. CORRIDOR

126

Neila can't believe her eyes.

INT. MAIN CONTROL ROOM OF U.N.C.L.E. HQ

127

Various AGENTS are frozen in various positions. Beckmann and Inga walk through the statuary.

INGA

You did it!

BECKMANN

Of course.

INGA

I never thought it would be so easy.

BECKMANN

I had no doubt whatsoever. See what we can find in the files.

Beckmann and Inga walk to a large filing cabinet. In B.G., sirens and alarms are still shattering the ear.

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INT. CORRIDOR

128

One of the THRUSEMEN has just placed his little black box on the floor. Solo quietly moves down the hall toward him, using several of the frozen agents as cover. He gets right behind the THRUSHMAN as he finishes with the box. Solo freezes. The THRUSHMAN straightens, sees Solo. Puzzled, he moves to Solo to examine him -- and Solo springs to life. A brief struggle terminating with Solo knocking him out against the wall. Another THRUSHMAN comes down the hall at Solo, gun drawn. Solo whirls and drops him with one shot.

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ANOTHER SECTION OF CORRIDOR

Neila comes walking down the hall, sees a frozen agent, takes the revolver from the holster, walks on.

INT. MAIN CONTROL ROOM OF UNCLE HQ

129X1

Beckmann and Inga have loaded two attache cases with data.

BECKMANN

Beautiful. Just beautiful. Names,  
addresses and descriptions of every  
U.N.C.L.E. agent in Western Europe.  
We can pick them off at random.

Eric and the other THRUSHMAN walk into the room.  
Beckmann checks his watch.

BECKMANN

Where are the other two?

INGA

Perhaps they got lost in the maze  
of corridors.

Suddenly, the alarms STOP. It is very silent.

INGA

What's happened?

BECKMANN

I don't know.

DARK SECTION OF CORRIDOR

130

Solo is at a control box. He has just pulled a lever that reads: MASTER ALARM SWITCH. Now he pulls a lever that has a sign reading: EXITS.

THREE FAST CUTS OF METAL DOOR SLAMMING SHUT

131-133

INT. MAIN CONTROL ROOM

134

Beckmann and Inga register fear for the first time.

BECKMANN

Let's get out of here.

They race for the door to the room and out.

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SECTION OF CORRIDOR

135

The men race out of the room. One THRUSHMAN advances. Eric angles off to one side so Solo can get only one of them.

CLOSE ON SOLO

136

He aims his gun at the oncoming THRUSHMAN.

NEW ANGLE - THE ACTION

137

Eric is now to his right. The other THRUSHMAN, dead ahead, suddenly rushes Solo. As he does, Eric brings up his gun. Solo fires at the oncoming THRUSHMAN, and, as he wheels to Eric, he sees Eric go down, too, as if from the same shot.

CLOSE ON SOLO

138

He looks at his gun, wondering how one shot can bring down two men.

CLOSE ON NEILA

139

She steps out of an alcove with a gun in her hand.

WIDEN ANGLE

140

Neila walks to Solo's side, staring at her gun, which she has just used.

SOLO

Very good for an amateur -

He shepherds her off in a hurry.

MAIN CONTROL ROOM

141

Beckmann and Inga peek out the door. They look to their left.

BECKMANN

I can't understand it! I froze  
all the agents --

INGA

All the exits are shut. What do  
we do?

BECKMANN

Counter-attack. This way.

They exit out the door to their right.

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SOLO AND INGA

142

They hear FOOTSTEPS around the corner.

SOLO

Stay here, Neila. I don't know  
how many more of them there are.

Solo moves out fast. Neila hesitates, then follows.

LARGE OPEN AREA

143

Several agents are frozen. Beckmann and Inga walk through the area, furtively looking around them. Beckmann has the SAD gun in one hand and a revolver in the other. Inga has a pistol in her hand and another one stuck in her belt, behind her.

INGA

Henry - we'll never get out of here!

BECKMANN

Don't worry, we will -- one way or the other!

They turn a corner and walk into the area where Waverly and Pederson stand frozen.

ANOTHER ANGLE

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144

They stop, uncertain.

INGA

We're going around in circles!

BECKMANN

The exit must be near here!

SOLO (o.s.)

Beckmann!

Beckmann and Inga step behind Waverly and Augsman for cover.

SOLO

145

He's half inside an alcove that affords him some protection.

SOLO

It's all over, Beckmann -

BECKMANN

Is it!



BECKMANN AND INGA

146

Waverly and Pederson are their shields. Beckmann points the SAD GUN at Solo, triggers it a fraction of a second too late as Solo ducks back.

SOLO

147

Flattened against the alcove wall.

SOLO

You missed, Beckmann! Try again!

BECKMANN

148

He aims it again, this time stepping out from behind Waverly to do it. Neila suddenly runs at them desperately from o.s., grapples with Beckmann. Inga grabs at Neila, tears her free. Beckmann wheels back at Solo, aiming the device.

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149

SOLO AND BECKMANN

Solo steps out a notch from alcove. Fires his GUN. The device flies out of his hand. It CRASHES to the floor.

INSERT - DEVICE

149X1

Completely smashed -- wires, springs protruding from broken case.

NEILA

149X2

She runs over, picks up the device, sees it's completely unglued. She pushes the button frantically, aiming at Beckmann. It's busted, all right.

BECKMANN AND INGA

150

Beckmann scrambles back behind Waverly. He reaches into his pocket and removes a device that looks like a pen.

BECKMANN

Mr. Solo! This will detonate all the bombs we've placed in the building. If I die, so will everyone else.

Beckmann is about to activate the pen-detonator.

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SOLO

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151

He doesn't know what to do. If he fires, he may hit Waverly. If not, they all go up in smoke.

BECKMANN AND INGA

152

Inga turns to Beckmann. She gives him a charming smile.

INGA

Me, too, Henry?

BECKMANN

Yes! Goodbye, Inga.

INGA

Goodbye, darling.

And with that, she fires her revolver point-blank at Beckmann.

CLOSE ON BECKMANN

153

He falls.

SOLO AND NEILA

154

Reacting.

INGA

155

goes to Beckmann. She casually removes the pen bomb from his hands.

ANOTHER ANGLE

156

Solo walks to Inga. She hands him the device and her pistol. She smiles at him.

INGA

I surrender, Elskling.

SOLO

Elskling, darling, the offer comes a bit late.

Solo lowers his gun. He motions for two agents to take her over.

INGA

Better late than never.

They watch the agents lead her away....

ZIP PAN TO:

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157-159 OUT

INT. CLASSROOM - DAY

160

It's celebration time again, and the room is crowded with kids dancing to that old FOLK-ROCK MUSIC. Neila and Solo come in, thread their way through the crowd to a point near Dr. Nillson's closed lab door. Solo looks around, obviously curious.

SOLO

What's the celebration about?

NEILA

It is the first day of school. This way, they get all the wildness out of their system.

SOLO

Don't you think it might disturb Dr. Nillson's concentration? He is trying to rebuild his gadget --

NEILA

Mr. Solo, when Father's working, exploding cannons would not distract him.

(an invitation to dance)

Shall we?

INT. NILLSON'S LABORATORY - DAY

161-164

Nillson works tensely at his gadget as Waverly pores over him.

WAVERLY  
How's it coming?

NILLSON (a delicate  
adjustment)  
I think this might do it...

He continues, preoccupied, as Neila and Solo come in.

WAVERLY  
Ah, there you are, Mr. Solo--  
and with a young lady, of course.

Nillson finishes with a last turn of a screw, picks up the gadget and studies it with satisfaction.

NILLSON  
This should do it. Now--all  
we need is a test--

NEILA  
Try it on me, Papa.

NILLSON  
Good. Step aside, Gentlemen--

WAVERLY  
You think you should?

NEILA  
Don't worry-- Papa knows exactly  
what he is doing!

They step aside. Nillson points the device at Neila.

NILLSON  
One...two...three...go!

He pushes the button and an amazed Waverly and Solo watch Neila slowly rise to approximately three feet off the ground--and just stay there in a startled state of levitation.

NILLSON (overjoyed)  
Eureka! It works!

SOLO (dubiously)  
Well, that's not exactly what we  
had in mind.

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WAVERLY  
Never mind. How do you feel,  
young lady?

161-164  
CONT'D  
(2)

A beatific expression brightens her features. She  
tentatively waves her arms a bit.

NEILA (blissfully)  
Floating... like Peter Pan...  
(delighted)  
Up tight and out of sight!

And as we end on this note of levitous levitation, we

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FADE OUT.

165  
OUT

THE END