

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

The Sort of Do-It-Yourself Breadful Affair

Prod. #8413

TEASER

FADE IN:

DOWN ANGLE HIGH SHOT - ESTABLISHING - NEW YORK STREET - 1
NIGHT -

CAMERA holding LARGE IN F.G. the three brass balls of a cheap HOCK SHOP angling down to the building front. Several beats, then a black-clad figure detaches itself from the brick wall-face so that we are surprised to find anyone there at all. The figure moves to the front of the shop as CAMERA COMES DOWN to HOLD CLOSE to the figure and we see it is NAPOLEON SOLO, arrayed in black guerrilla garb, packing a lethal pistol in a shoulder rig and special break-in equipment in a bandolier.

CLOSER SHOT - ON SOLO

2

as he runs his hands (in their skin-thin plastic gloves) over the heavy mesh grate that covers the front door. He reaches into his bandolier and removes a piece of equipment that looks like an electric carving knife. He unbuttons another pocket of the bandolier, plugs the carving knife into a power-pak as a pilot light goes on in the handle of the knife. A SOFT HUM escapes the knife. He reaches up and barely touches the knife to the four brackets that hold the grate in place. We hear a FAINT RASP as the vibrating knife slices through the iron brackets as though they were tinfoil. He clicks the knife off, stows it, and as CAMERA PULLS BACK we see him take the entire grate and pull it free, set it aside, slip inside to the door, and replace the grate where it stands free, but in its original position.

TIGHT SHOT - PAST SOLO

3

to the door. He pulls another device with a suction mechanism on its face, from the bandolier. He palms it over the lock and then attaches the two wires leading from it to the power-pak. A DULL ELECTRONIC

WHIRRING is heard, as of a mechanism cutting out burglar alarms. When he pulls it free, the door swings inward of its own volition. He stows the equipment and moves in through the open door as CAMERA HOLDS on his dim shape within the hock shop.

3
CONT'D
(2)

INT. HOCK SHOP - TRUCKING SHOT - NIGHT

4

CAMERA SQUIBS ABOUT Solo's feet (in rope-soled shoes) as he moves between glass cases filled with pawned ukuleles, pistols, rings, mixers, et al. The feet pass behind a counter and CAMERA PANS WITH them. The feet stop, and CAMERA TILTS UP to catch Solo with a tiny beamlight, playing it in ever-decreasing circles over a large floor-safe, of the old type made fifty years ago, the kind that can be dropped from ten storeys without denting. Solo pans beamlight away from safe to a glass showcase and CAMERA GOES WITH the light. In the case are trays of watches and brooches and costume jewelry. SOLO MOVES CLOSER to showcase and looks in. He slides open the showcase, and reaches down to a black velvet pad filled with costume jewelry.

INSERT - CLOSEUP IN SHOWCASE

5

as Solo's hand reaches in and touches a flamboyant scatter pin of a bird. A thrush. The hand turns the scatter pin. We HEAR a SHARP METALLIC CLICK and

SHOT PAST SOLO TO SAFE

6

reveals the safe door swinging open. Solo smiles with quiet assurance, and goes to one knee to rifle the safe. We are HOLDING the SIDE OF SAFE in f.g. as Solo pulls documents from the safe. He is engrossed in what he is doing as we HEAR a SOFT MOVEMENT off-camera. He looks up just as a fist whizzes past his head. Solo ducks aside and the fist hits the side of the cast-iron safe. Solo's light is trained on that spot, and his eyes widen in disbelief as we see the fist has made a grapefruit-sized indentation in the five-inch steel.

FULL SHOT - THE SCENE

7

as Solo leaps to his feet to grapple with the dark

shape that comes at him. The beamlight is lost in the scuffle as Solo makes a chop at the figure. It lifts him bodily and flings him like a rag doll, clear across the hock shop, into a showcase, shattering it.

7
CONT'D
(2)

ZOOM SHOT - TO SOLO

8

as CAMERA COMES IN 'SWIFTLY on his face, illuminated thru front window, we see his face. His eyes widen in horror. This dark shape which we cannot distinguish in the dim pawnbrokers', has not only dented a solid iron safe with one blow, but lifted and hurled him as though he were weightless. Solo breaks the pistol free from the shoulder rig and SHOT EXPANDS as he fires twice, dead range, off-screen. We do not see what he is shooting at! But he obviously hasn't hit it, because he fires again, twice. Now SHOT NARROWS AGAIN to show us Solo's expression. He cannot believe what is happening. He is hitting what he's shooting at, but nothing is happening.

FULL SHOT - THE SCENE

9

as the dim shape comes toward him again, Solo scrambles to his feet and crashing among the rubble of the cases, he breaks for the front door.

DOWN ANGLE EXT. NEW YORK STREET - NIGHT

10

as Solo hits the replaced grate from the inside. The grate falls forward at the impact, slams flat onto the sidewalk as Solo pauses a moment, whirls, crouches, and snaps off two more shots. He waits a moment to see they have had no effect, then dashes away down the street as CAMERA HOLDS on the black doorway and we HEAR the SOUNDS of the assailant, still coming!

HARD CUT TO:

LONG HIGH SHOT - ANOTHER PART OF NY ST. - NIGHT

11

90° STRAIGHT DOWN into a maze of streets and alleys, as though looking into a labyrinth. CAMERA HOLDS as we see a man, far down below, running for his life, full out, a dodging, twisting, up one street and down another as OMINOUS MUSIC OVER. Then, abruptly, MUSIC STOPS and we

HEAR TWO GUNSHOTS as the man fires behind him.
In a moment he begins running again as MUSIC UP.

11
CONT'D
(2)

CAMERA BOOMS DOWN SMOOTHLY and STOPS AT WAIST HEIGHT in FULL SHOT across street to a brick wall as the man dashes into the shot from LEFT and flattens himself against the wall, gun drawn, shadows everywhere.

CAMERA ZOOMS IN to MED. CLOSEUP of the man's face. It is Solo, and he is even more frightened. Sweat stands out on his face. What is after him? SOUND to the left o.s. makes his head jerk around, and suddenly, he bolts to the RIGHT as CAMERA PANS HARD WITH HIM. He dashes down an alley.

EXT. ALLEY - NIGHT
MED. LONG SHOT - PERSPECTIVE - HIP HEIGHT

12

DOWN ALLEY to dead end with a high brick wall, and Solo as he runs to it, tries to jump and grasp the top of the wall; he cannot reach it, turns like a trapped animal and waits with gun drawn. Abruptly a PAIR OF WOMAN'S LEGS in high heels appear in IMMEDIATE F.G. and we see them only to mid-thigh, still shooting down alley to Solo. CAMERA TRUCKS BEHIND legs as they move toward Solo. He fires but we HEAR an EMPTY CLICK. He rapidly pulls free the empty clip and flings it away, digging into the bandolier for a full clip. He palms it in, in plenty of time, stands and fires, point-blank. Three times. The woman's legs continue moving.

MED. SHOT - PERSPECTIVE PAST SOLO

13

Solo LARGE IN F.G. as CAMERA SHOOT PAST HIM to his attacker. The DREADFUL GIRL is quite beautiful, but her flesh is almost paste-white, her eyes seem glazed. She does not move jerkily, but with a marked liquidness, as though she were flowing. Her hands are extended as if to twist Solo's neck. She keeps coming for him even as he fires TWO SHOTS directly into her. We see small puffs of dust from her clothes as one shot penetrates her thigh, and the other hits her in the stomach. And still she keeps coming, flowing smoothly toward Solo.

MED. CLOSE - WITH SOLO

14

as he rushes back and forth trying to find a way

7-8-66

P.5

out of the cul-de-sac. He fires three more times, and the gun CLICKS EMPTY again. Naked terror lives on his face; for the first time we see the devil-may-care Solo faced with something so inexplicable that fear has gripped him.

14
CONT'D
(2)

15 OUT

EXT. CLOSEUP - DREADFUL GIRL

16

That face that invokes terror, so devoid of expression.

ANGLE PAST DREADFUL GIRL - TO SOLO

17

CAMERA HOLDS CLOSE BEHIND her LARGE in F.G. to Solo, on his back in the corner. As she comes for him, getting closer and closer, at the last moment Solo looks frantically around, sees, amid garbage cans and empty paper cartons, something akin to a battered dressmaker's dummy, on wheels--apparently due to be picked up with the morning's trash. There is only an instant in which to act, but Solo hooks a shoe around the rolling base of the figure and pulls it in front of himself. The Dreadful Girl -- oriented to Solo's image before her -- mistakes the dummy for him. There is only a split-second hesitation on her part, then her hands lash out, grab the dummy, and with superhuman strength literally twists the head off the figure as though it were a piece of butter taffy. One ferocious blow sends the decapitated dummy sidewise to crash in the alley. The head rolls into a corner. Having "killed Solo", the Dreadful Girl turns smoothly and goes as CAMERA COMES IN CLOSE on Solo, eyes wide in terror, as we:

FADE OUT:

END TEASER

ACT ONE

"This Cupcake Hasn't Got An Appendix!"

FADE IN:

EXT. U.N.C.I.E. HQ. - NEW YORK - DAY - (STOCK)

18

Establishing, as usual.

CUT TO:

INT. WAVERLY'S OFFICE

19

CLOSE ON SLIDING DOOR as it whips open, revealing ILLYA KURYAKIN and Napoleon Solo. They step inside and stop, as though waiting, but they speak to each other in SOTTO VOCE WHISPERS which will seem strange till next shot. Solo is judiciously applied with bandages.

SOLO (hotly, but softly)
It happened! She just--twisted the
head off, and walked away!

ILLYA
No offense, Napoleon, but she probably
thought the dummy was you.

SOLO
Very funny! But it's true!

Illya smiles knowledgeably, humoring Solo.

ILLYA (also whispers)
After you had put two full clips of
bullets into her. Seems reasonable.
She did it in a fit of pique.

REVERSE ANGLE - THEIR POV

20

PAST Illya and Solo to MR. WAVERLY, who is on the phone, using a HUSH-A-VOICE ATTACHMENT so we cannot make out what he is saying under his breath. But he is annoyed at the voices of his operatives, who stand arguing sotto voce at the door. He gives them scolding looks but they keep talking. He removes attachment.

WAVERLY (concludes)
Excellent. We will expect your Mr.
Toeffler at oh-nine-thirty tomorrow.
And again, many thanks. Goodbye.

He racks the phone, turns his attention to the agents.
He welcomes Illya warmly, seems unhappy to see Solo.

WAVERLY
 Sit down, Mr. Kuryakin.
 (a long beat)
 And you...Mr. Solo. Mmm, yes; you.

20
 CONT'D
 (2)

They sit, look expectant. Solo is uneasy. Illya is not about to get him off the hook.

FULL SHOT - FAVORING WAVERLY

21

He spins the conference table. A sheaf of reports that were in front of him move around to Illya's position.

WAVERLY (to Illya)
 Confirmed reports of unusual drains on Thrush's treasury. You may examine them, if you'd like.

ILLYA (undertone;
 reads)
 Assets: one billion, six hundred and fifty-four million, four hundred and twenty thousand, seven hundred and forty-nine dollars...

REACTION SHOT - CLOSE ON WAVERLY

22

as he looks with mild distaste at Illya.

WAVERLY
 I think we can do away with the tone of naked greed, Mr. Kuryakin.

ILLYA
 I'm sorry, sir.

WAVERLY (not fooled)
 The point, Mr. Kuryakin, is that Thrush is attempting to borrow a substantial sum of money from the Swiss Credit Bank.

THREE-SHOT - HOLDING SOLO IN F.G.

23

as the other two discuss the problem, pointedly ignoring him. He watches each one, waiting for a moment to insert a comment. But they treat him like an outpatient.

ILLYA

But why?

(indicates the paper he
has just read)
Thrush would appear to be quite
solvent.

23
CONT'D
(2)

WAVERLY

More so than we are, I daresay.
I'm sure they can support their
normal activities with ease. It
would follow that this enterprise
is -- hardly a normal one!

ILLYA

...So they go for outside financing.
Behind a dummy front?

WAVERLY (nods)

Of course...Happily, our Zurich
office was quite alert.

ILLYA

I'll be leaving for Switzerland,
then...

WAVERLY (waves idea away)

No, whatever the project is, it
seems to be based here in New York.
The Bank is sending an appraiser to
gauge solvency, as collateral on
the loan.

ILLYA

And I'll become his -- associate?

WAVERLY

His American liaison, to be precise.
(a beat)
Try to look like a banker, Mr.
Kuryakin.

ILLYA

Yes, sir.

CLOSE ON SOLO

24

as he leans forward.

SOLO

But this was my assignment, Mr. Waverly.

WAVERLY

Yes, originally. But now Mr. Kuryakin
will have to be briefed - to take over
for you.

SOLO

And--uh--what do I do?

WAVERLY

Rest, Mr. Solo. You've been working much too hard. This latest nonsense only confirms a preliminary diagnosis the medical section has held on you for some time--

SOLO (interrupts)

It wasn't nonsense, sir! I was attacked by--

WAVERLY (short with him)

Yes, of course. A woman with the ability to dent a steel safe. Who was about to kill you when she suddenly turned and walked away.

(beat)

Don't worry about your failure to verify the reports at that pawn shop, Mr. Solo. Our Zurich station did that, too.

SOLO (railing)

But I'm not fatigued, I was attacked...

WAVERLY (sympathetic,
but businesslike)

Come now, Mr. Solo. Triptych Section has set up reservations for you at a spa in the Grand Bahamas. Steam baths, frequent massages, quiet, complete rest, peace of mind and body...

SOLO (yelling)

I don't want a vacation!

WAVERLY

Mr. Kuryakin, will you help Mr. Solo pack a few necessities?

CAMERA HOLDS on Illya's pleased nod of agreement, Solo's total lack of words to express his indignation as we

ZIP PAN TO:

NEW YORK STREET - MORNING - ESTABLISHING

25

CAMERA CLOSE ON LEGS of the Dreadful Girl. She is walking behind a man who looks exactly like Solo from the rear. We see this as CAMERA TILTS UP to follow her passage. She raises her hands in that kill-position, as she comes up behind the man. We are certain it is Solo...

TWO-SHOT - FAVORING MAN

26

PAST DREADFUL GIRL in C.U. to the STREET MAN who looks like Solo until he turns INTO CAMERA and we see he only looked like Napoleon because we wanted to believe it was him. The Dreadful Girl is still exquisite, and even with her hands up in a gesture that we know means death, to the man on the street, she is a possible pickup. He leers at her.

STREET MAN (suggestively)
Hey, baby, you don't haveta follow me, I'm easy to get to know...

The instant the Dreadful Girl sees it isn't Solo, she makes a liquid half-turn and walks away from him as CAMERA HOLDS past the street-corner cowboy, now totally confused, and scratching his head in bewilderment, as the Dreadful Girl crosses the street and continues walking, and we

ZIP PAN TO:

INT. THRUSH LABORATORY - MORNING - ANGLE TO COVER ACTION

27

Another world entirely. Huge machines. Vats, retorts, computers, synthesizing equipment. A mad scientist's playroom but very, very sanitary: white, antiseptic, chrome and scientific. In the center of this embroglio of blurping carboys, flashing lights, whining circuit breakers, snapping spark converters, rising bolts of electricity stands DR. PERTWEE. If it were not for the fact that he looks like Tom Timid, we would believe he is the mad scientist the room indicates. But he is a small man, a gentle man, a humorous man, a small pouter pigeon of a man who sees the world through lenses only slightly thicker than the bottom of a Coke bottle. A wild-haired, elflike creature, apparently one of God's goodly folk, and creator of the perfect assassination weapon.

As Pertwee busies himself with screwdriver and soldering iron on a sexy looking and seemingly sleeping girl, he HUMS "Whistle While You Work." He does not see the entrance of a man and a woman from a huge bolt-studded iron door that whispers up into the wall. The girl is attractive, but carries a clipboard and seems businesslike. She is an assistant to the man; her name is MARGO.

The man is MR. LASH, head of this THRUSH operation. His appearance is almost shark-like. Thin body, flinty eyes, a spade-shaped head that seems as thin as his body. Hair plastered back flat and black. He smokes a long, thin black cheroot and wears a funereal black suit with a black string-tie that accentuates his inordinate height and slimness. He always speaks softly, but there is a tone of imminent menace in the voice.

27
CONT'D
(2)

MR. LASH
Dr. Pertwee.

Pertwee continues humming and working, back to her.

MR. LASH (softly, in
tones of thunder)
Dr. Pertwee!

He turns abstractedly, a charming sweet smile on his face.

DR. PERTWEE (delighted)
Ah! Oh! Mr. Lash. And Margo.
How very nice to, uh, um, how are
you uh, what's new...have you
seen my, uh--

He trails off, totally lost in his own words.

CLOSE ON PERTWEE AND LASH

28

as Pertwee's lab assistant, ZOHMER, comes in. He is a small, bland looking fellow with a sallow complexion, very unhealthy. He comes up to Pertwee with a rack of test tubes each filled with polymer plastics in various colors.

MR. LASH
Doctor, I understand your model
A-77 is still wandering the streets!

DR. PERTWEE
Uh, why uh, yes. You see,
Dr. Zohmer...
(indicates man)
to protect the safe in the uh
pawn shop. Something happened
to uh confuse the relays and
she's probably hmmm still looking
for the uh intruder.

28
CONT'D
(2)

MR. LASH (to Zohmer;
dangerous)
You made a serious error.

ZOHMER
It was a hurried job...

MR. LASH (to Margo)
Margo, call Disposal for two
attendants.

ANOTHER ANGLE - FAVORING MARGO

29

as she buzzes on a wrist communicator, in sequence.
Zohmer panics.

ZOHMER (terrified)
But Mr. Lash! I've been a
loyal THRUSH employee. I've
worked on this project for
three years...this is my first
mistake!

As the iron-stud door slides up and two gigantic
GOONS come through, toward the group. Mr. Lash
motions them to Zohmer.

MR. LASH
How unfortunate you won't be
able to use us as a reference
on your next position.

The goons grab Zohmer and drag him out, kicking
and screaming.

THREE SHOT - FAVORING PERTWEE

30

he seems disturbed by what has just happened.

DR. PERTWEE (a little
sadly)
I suppose they'll dispose of uh
him...?

MR. LASH (ironically)
Unless you have another suggestion.

30
CONT'D
(2)

DR. PERTWEE (seriously
considers)
Well, as long as he'd uh just
go to waste anyhow, we could
use the trace elements in him
for the polymer reconverter.

He just wants to be helpful. There is no malice,
no evil, and certainly no madness in his suggestion.

MR. LASH
Thank you, Doctor. That's what
I like to see, thinking of savings.
A penny saved.
(to Margo)
Margo, see to it.

Margo buzzes on the communicator and whispers a few
words into the wrist-mike. Pertwee goes to a HEAT
INDICATOR DIAL as we LOOK OVER HIS SHOULDER and see
the needle go up three points.

DR. PERTWEE (to
the dial)
Goodbye, Dr. Zohmer.

MR. LASH'S VOICE (o.s.)
Now, Pertwee! What are you going
to do about the A-77? We can't
have it wandering about New York
fully primed.

As Pertwee turns to Lash's voice, CAMERA PANS with
so we HOLD THEM IN 2-SHOT.

DR. PERTWEE
Well, uh, as I told you...I
think I told you...Ummm, yes,
of course, I told --

MARGO
Doctor, we'll want to begin
mass-producing these artificial
creatures as soon as possible;
but we can't have our working
model fall into enemy hands.

MR. LASH (nods to
Margo, in thanks for
her intercession)
Precisely what can you do, Pertwee?

ANGLE PAST PERTWEE

31

as he turns to Mr. Lash. He seems really absent-minded, but harmless. Like a baby with a shotgun.

DR. PERTWEE

Well, it might take me a while,
but I can cut in the self-destruct.
It would stop the model and uh it
er ummmmm...

Mr. Lash looks helpless as he nods and we

ZIP PAN TO:

EXT. NEW YORK STREET - VICINITY OF FLORIA'S - DAY

32

CLOSE on the front of a TRENCH COAT as it is suddenly flung open and we are treated to a wild shot of a naked female stomach. The girl is wearing a bikini under the trench coat, and written in large letters across the stomach are the words:

SECRET AGENT

COLOGNE FOR MEN

and as CAMERA PULLS BACK to give us a WIDER ANGLE we see the girl is ANDREA FRANCIS, a lush model with long blonde hair and a lotta leg. She is wearing a

female spy-type slouch hat, the trench coat, high heels, the bikini, and is cocked onto one hip displaying (in one hand) a Beretta and (in the other) a bottle of men's cologne." We HEAR the VOICE of a PHOTOGRAPHER O.S.

32
CONT'D
(2)

PHOTOGRAPHER

That's good, Andy, now hold it.
(SOUND of CAMERA
CLICKING)

Okay, now slouch over the other way, against the wall, make it look like Mata Hari...
(CLICKS)

Oh boy, the client is gonna love this layout.

The PHOTOGRAPHER--young, hung about with Leicas, sneakers, boucle sweater and white stretch jeans--moves IN AND OUT of FRAME like a jack-in-the box, snapping the girl who postures, casts glances, does the spy shtick for an obvious advertising campaign.

INTERCUT - SOLO AND ILLYA

32X1

as they walk past the scene of Andy and the Photographer working. They give the goings-on a bemused stare, then exchange quick glances and continue past. Andy and the lens-hound give them no attention, but continue their gyrations.

CUT TO:

TRACKING SHOT - WITH DREADFUL GIRL

33

as she comes down the sidewalk toward the photographer and Andrea. We see Solo and Illya just past Andy, walking away from Shot 32X1. The Dreadful Girl stares straight ahead and we follow along close behind her left shoulder so we see ANDY'S REACTION as the Dreadful Girl pulls abreast of her. Andy's mouth drops open, she pulls the coat closed and gets an angry expression on her face. But as the Dreadful Girl walks past her without even turning to look, Andrea YELLS at her furiously.

ANDY

Muriel! Muriel! Where have you --

But as CAMERA HOLDS ON ANDY with the Dreadful Girl walking away, the sentence is left unfinished. She

sets the cologne bottle, jams the Beretta into her pocket as she belts the trench coat, and starts after the Dreadful Girl. The Photographer SCREAMS at her.

33
CONT'D
(2)

PHOTOGRAPHER

Where'ya goin', fer crine out loud! I'm not done shooting yet!

ANDY (over her shoulder)

My ex-roommate! She ran out on three months' rent and a big phone bill!

She rushes off down the street after the Dreadful Girl as the Photographer falls to his stomach and frantically begins clicking off shots of the dumb cologne bottle, all alone.

CUT TO:

EXT. NEW YORK STREET - DAY

34

as Solo and Illya walk.

ILLYA

I find myself quite unhappy for you, Napoleon. Here you are, with nothing to look forward to but the ministrations of tall, blonde Nordic women with dextrous massaging fingers, while I must go to meet some dull Swiss banker. There is no justice.

SOLO

You have a perverted sense of humor. But one dark day soon, I'll...

He stops cold. His eyes widen, as he looks over Illya's shoulder.

SOLO

Illya!

(terrified)

That's her...the girl from last night...

Illya turns to look and CAMERA FOLLOWS HIS POV down street to the Dreadful Girl, coming for Solo. Far behind her, trotting, comes Andy Francis. The Dreadful Girl's arms lift and make the same frightening throttling movement. Illya doesn't believe for a moment, but he doesn't have time to think about it as

FULL SHOT - COVERING THE ACTION

35

Solo slams Illya sidewise, sending Kuryakin tumbling to the sidewalk. Illya sits down hard and becomes an unwilling witness as Solo unships his gun and, crouching, snaps off four shots in rapid succession, dead-on target shots that we see hit the Dreadful Girl. She keeps coming. She gets at him, and he struggles with her manfully, but she is too much for him. Andy stops and watches, horrified. Illya now believes. He struggles to his feet, pulls off a shoe and from the heel pulls a tiny concussion grenade.

ILLYA (yells)

Napoleon! Flat! Fall down!

Solo hurls himself away, falls flat, as Illya tosses the concussion grenade. It EXPLODES, and as the smoke clears we see the Dreadful Girl, unaffected, coming for them again. They try to back up, but just as she is almost on them, she suddenly and inexplicably turns, starts to walk away. Five steps, totally disjointed, almost a comic walk, and she crumbles silently in a heap. CAMERA HOLDS on their bewildered expressions as Andy comes up, joins them in staring and we

ZIP PAN TO:

36 OUT

INT. ANALYSIS SECTION - DAY

37

TRAVELING SHOT as CAMERA PANS UP the length of a body under a white sheet, on an examination table. SHOT EXPANDS to show us a fully-equipped analysis lab, with Waverly, Illya and Solo standing by the ANALYST, whose Assistants move around in the b.g. Andy in b.g.

WAVERLY

What can you tell us?

ANALYST (almost dreamily)
What can I tell you, Sir?
(snaps fingers and assistant brings him a checklist)
Well, for openers, this cupcake hasn't got an appendix.

SOLO
What's the big deal? Neither have I.

ANALYST (a tot hysterical)
Oh, really?
(consults checklist)
Well, not only has she no appendix, but she has no spleen...no liver...no kidneys...no larynx...no salivary glands...and, in case none of this has reached you sufficiently...she seems to be free of the burden of a medulla oblongata.

Waverly looks a bit dazed. Solo reels. He holds on to the edge of the examination table. Ilyya cannot believe it, he leans forward to hear.

WAVERLY
No medulla...?

Analyst shakes head lopsidedly, grins dumbly; he looks on the verge of renouncing his Hippocratic Oath.

ILLYA (continues)
But no...no medulla means--

ANALYST
That's right. It means she has only two-thirds of a brain. But that doesn't really matter, because the other two lobes are composed chiefly of colloid plastics and permeable animal matter liberally seeded with printed circuits, electrodes, some ceramic breakers and various other odds and ends you might find among the paper clips in your desk drawer.

ILLYA (boggling)
A robot?

ANALYST (shakes head)
Not by any means. A living creature...
with artificial parts. A composite;
something Burke & Hare would have
gathered in graveyards if this were
Edinburgh, 18th century. A sort of do-
it-yourself dreadful. And -- as an
added attraction --

(he has been working
himself up into a state
of near hysteria)

37
CONT'D
(3)

He leans down as CAMERA CLOSES ON ACTION and neatly
peels the face off the girl. He hands it to Solo,
who holds it like a dead mouse. Andy stifles a
scream, tries to swallow her fist.

ANALYST (very shrill)
-- this unbelievably gorgeous face!

ANDY
Poor Muriel.

WAVERLY (to analyst)
I -- don't know what's the proper
thing to do in a case like this,
but I'd suggest you arrange a
decent burial for her.
(to Muriel)
Come, my dear.

He escorts Muriel out. Solo and Illya follow. As
Solo, Andy, and Illya exit, carrying the face,
CAMERA MOVES CLOSE on Analyst who turns to his
Assistant and says pathetically:

ANALYST (near to
tears)
It's too much! Norman, where's
that jug of pure grain alcohol?

And CAMERA HOLDS on him near the verge of collapse
as we

ZIP PAN TO:

EXT. CORRIDOR - DAY

37X1

as the group walks toward Waverly's office.

WAVERLY (to Andy,
gently)
I'm afraid we'll have to ask you a
few questions, Miss Francis.

ANDY (still upset)
Of course.

37X1
CONT'D
(2)

INT. WAVERLY'S OFFICE - DAY

37X2

as Waverly enters, followed by Solo, Illya and Andy.

WAVERLY

As for you, Mr. Solo, it would seem
you are neither delusionary nor
overworked.

SOLO (smug)

Since my sanity is no longer in
question, sir, I believe I'll be
on my way to that health resort.

He starts to go; Illya is aware it is a shuck, but
Waverly stops Solo in his tracks.

WAVERLY

Cease the flummery, Mr. Solo. You
are formally back on this affair.

Waverly looks at Andy, who stands a little behind
Solo and Illya. She is peering out. He motions
her out.

WAVERLY (continues)

Miss Francis, what can you tell us
about the young lady who tried to
kill Mr. Solo?

ANDY

I lived with her for two years. Her
name was -- is? -- was, I guess --
anyway, it was Muriel Bollinger.
She just ran off about three months
ago, and left me with a whale of a
phone bill.

(gets involved)

Why, I don't even know anybody in
Wicki-Wachi-Springs, Florida... or
Coshocton, Ohio, I mean, it was
almost two hund--

WAVERLY (reeling)

Mr. Kuryakin, take Miss Francis with
you. Follow up this matter. In
some curious way, it may be tied in
with Mr. Solo's assignment.

7-8-66

P.22

Illya grins, pleased, as, taking Andy's arm, he walks past Solo to the sliding door, and opens it. Solo, looking bugged, follows. Illya turns to him, and:

37X2
CONT'D
(2)

ILLYA

Try to look like a banker, Napoleon.

ZIP PAN TO:

38-39 OUT

INT. FORTUNE-TELLING PARLOR - DAY - ILLYA AND ANDY

39X1

A seedy gypsy fortune-teller's store-front establishment. The drapes are thick and wormy and covered with half moons, mystic symbols. There is REEDY MUSIC coming from the street.

from somewhere. CLOSE ON Illya and Andy as they stand together, obviously waiting for someone. They look around uneasily.

39X1
CONT'D
(2)

ILLYA (softly)
You're certain this was the place
she was coming?

ANDY (equally
soft)
Muriel would rather have
gone out on a Saturday night with
her hair in rollers than miss an
appointment with her fortune teller.

ILLYA
And she never came back?

ANDY
Last I saw of her until...until
this morning...ughhh...

The SOUND of a J. Arthur Rank-style GONG is HEARD
as a tatty Gypsy woman smoking a cigarette comes
out from behind the voluminous drapes. It is
MADAME HECUBAH.

MME. HECUBAH
Ooch, have I got a heartburn,
you wouldn't believe.

She sits down, stifling a belch. Her accent is
Heavy Bronx. The cigarette dangles, drops ash,
continues to burn all through scene, unnoticed in
a corner of her mouth. She is ageless, but looks
like a pound of mud.

ILLYA
Madame Hecubah?

MME. HECUBAH
The past, the present, the future,
I know the truth frontwards, back-
wards and heretofore. Siddown.

Andy steps forward, extends a photograph.

ANDY
We're looking for a friend of
mine, she's been missing a while,
and the last time I saw her she
was coming here...

Madame Hecubah won't even touch the picture. She
shies back in her chair.

MME HECUBAH
What is this, a bust? I'm clean!
I told that creep he could take
his hot radio parts and sell 'em
to Waldo down the next block...

39X1
CONT'D
(3)

ILLYA
We're not the police.

MME. HECUBAH (slowly)
This ain't a shuck?

ANDY
Honest.

Madame Hecubah takes the photo, scrutinizes it.
Reaches under the table and pulls out a crystal
ball, blows on it.

MME. HECUBAH
That'll be a finiff. Five bucks.

ANDY (outraged)
What?!?

MME HECUBAH (logically)
I'm telling the past, ain't I?

Illya digs out a bill, hands it over. She stuffs
it in her bodice.

MME. HECUBAH
She was leaving here, see, and I
heard this screech of a truck, and
I looked out, and she musta stepped
in front of the thing, 'cause it
bounced her pretty good.

ANDY (horrified)
She was killed?

CLOSER ANGLE FAVORING MME. HECUBAH

39X2

MME HECUBAH (shakes
head)
Uh-uh. I guess not, an ambulance
came and got her.

ILLYA (smells a fish)
It would have been reported to you,
wouldn't it, Andy?

MME HECUBAH
Not if she didn't have any I.D.

39X2
CONT'D
(2)

ILLYA (pounces)
What makes you think she didn't?

MME. HECUBAH (fumfuhs)
Uh, er, I, just a guess --

ILLYA (hard)
You "appropriated" her purse,
correct?

Madame Hecubah starts to protest, then nods slowly,
and shrugs her shoulders.

MME HECUBAH (explains)
It's a very precarious living,
predicting the stars and stuff.

ANDY
What hospital, you old shriek!

Madame Hecubah spreads her hands. She doesn't know.
They turn to go. As they reach the door, the
Gypsy speaks.

MME. HECUBAH
I'm a fortune-teller, I'm not
supposed to be reliable!

ANDY (furious)
I hope your Taurus kicks the
stuffing out of your Scorpio!

Illya drags her away as we

ZIP PAN TO:

INT. HOTEL LOBBY - DAY - ESTABLISHING - HIGH SHOT

39X3

Usual hullabaloo: crowds, elegant people going this
way and that. CAMERA COMES DOWN FROM FULL SHOT to-
ward two men standing apart from the crowd. They
are wearing striped trousers and morning coats. They
are typically bankers. One of them is Napoleon Solo.
The other is cast in a Richard Hayden manner, a
martinet, wearing a homburg, bright little eyes
suspiciously everywhere. This is MR. TOEFFLER
(pronounced: Teff-ler) and he swings his thin little
cabretta-grain attaché case with impatience.

TOEFFLER (with
umbrage)
Solo? I was supposed to have been
contacted by Mr. Zwingli.

39X3
CONT'D
(2)

SOLO
Mr. Zwingli is, er, indisposed. I
was sent to replace him.

TOEFFLER (suspiciously)
May I see your credentials, please?

Solo extends his wallet and Toeffler examines the
proffered card case as Solo smiles thinly. Toeffler
sniffs haughtily and does a small Clifton Webb.
Then, after a beat:

TOEFFLER
Your credentials are acceptable,
but your arrangements are not.

Solo gives him a look, saying silently: what now,
jerk?

TOEFFLER (to Solo)
Our contact person was to meet us
here at precisely noon, Mr. Solo.
It is now seven after: punctuality
is the blood and gristle of good
business...

Solo turns his head at that moment. Toeffler follows
their looks.

PAST TOEFFLER'S POV

39X4

to Margo, as she comes up to them across the lobby.
She is a looker, and they watch her sinuous move-
ments toward the group. Toeffler arranges himself
and takes a step forward, extending his hand.

MARGO
Mr. Toeffler? I'm Margo Hayward.
I was sent to meet you.

TOEFFLER (kisses
hand)
Miss Hayward. This is my American
liaison, Mr. Solo.

Solo in turn takes her hand. She seems fresh and
innocent as a new golf ball. Then she takes
Toeffler's arm and indicates the exit.

7-8-66

P.25B

MARGO

Won't you follow me, please. Our
car is waiting to take us to the
plant.

39X4
CONT'D
(2)

Jovial, they all go as CAMERA FOLLOWS.

EXT. HOTEL - DAY

40

as the group emerges and comes down the steps. A
long and very sleek chauffeured limousine waits
at the curb. The chauffeur leaps from the car and
opens the rear door. They all climb inside.

INT. LIMOUSINE - (PROCESS) - DAY

41

as they are arranged comfortably. There is a glass panel between the chauffeur and the riders. He closes the door and gets into the driver's seat. He starts the car.

INTERCUT - STREET

42

as the limousine pulls away from the hotel.

INT. LIMOUSINE - (PROCESS) - FAVORING MARGO,
SOLO IN F.G.

43

as Margo removes a speaker tube from the back panel and blows into it. We see the CHAUFFEUR flip up a switch on the dash and cock his head as though listening.

MARGO

All right, Distil, you may seal
up.

He nods, and flips up another switch on the dash. With suddenness, all the windows are covered with steel shutters that flip up into place with a SOFT CLANG. The window between the chauffeur and the riders slides down and a steel shutter slides up to take its place. A dome light of eerie green comes on at the same time. They are effectively boxed-in and blindfolded. On the immediate consternation and fear that follows, we --

FADE OUT:

END ACT ONE

ACT TWO

"GO AWAY OR I'LL FEED YOU TO THE CONVEYER BELT!"

43X1-48 OUT

INT. GARAGE - DAY

48X1

As the THRUSH limousine enters, SCREECHES to a halt, the steel garage doors CLANGING shut behind. The sealed car doors open and Margo, Solo and a sputtering Toeffler emerge, blinking. Margo produces two blindfolds.

MARGO

I'm terribly sorry, gentlemen,
but I must subject you to still
another -- inconvenience.

TOEFFLER (in a high
dudgeon)

This is intolerable, Mademoiselle!
In the car for four hours without
any idea where we're going, and now --

SOLO (cutting in,
gracefully)

I'm certain Miss Hayward has her
reasons, Mr. Toeffler.

MARGO (gives Solo a
dazzling smile as she starts
to fix a blindfold, almost
caressingly, over Solo's eyes)
Mr. Solo is -- very perceptive.

DIRECT CUT TO:

INT. THRUSH CONFERENCE ROOM - CLOSE ON LASH

48X2

LASH

The most profuse apologies for
the melodramatics, gentlemen.
Please remove your blindfolds.

CAMERA BACK to identify the room, to show Margo present, to show Solo and Toeffler as they unpeel the blindfolds. They are seated at a table at the head of which is Lash.

MARGO (nods to Lash)

Our Project Head... Mr. Lash.

MR. LASH
You see, what we have here is
a ripe plum for anyone engaged
in industrial espionage.

48X2
CONT'D
(2)

49-50 OUT

FAVORING SOLO - TOEFFLER IN B.G. WATCHING
as he smiles at Mr. Lash.

51

SOLO
Just what is your new project,
Mr. Lash?

MR. LASH (drops
a bombshell)
Our firm intends to free human
beings from ever having to work
on a production line again.

There is an appreciative murmur from the Swiss.
Solo looks sharp. Free humans? That might tie
in with the Dreadful Girl they found.

THREE SHOT - ON TOEFFLER

52

with Solo and Mr. Lash attentive.

TOEFFLER
I gather you've developed some
new assembly line principle.

MARGO
On the contrary, Mr. Toeffler.
It is an entirely new concept of
automation. The use of -- well,
let's say artificial humans.

TOEFFLER (incredulous)
Artificial humans? But if I'd
known this --

MR. LASH (stops him)
There is nothing of the crackpot
about this concept, Mr. Toeffler.
We have been in experiment with
our Model A-77 for almost two
years. The results have been
compiled in a brief I think you'll
find most enlightening.

(to Margo)
Buzz for Denise.

Margo uses her wrist communicator and murmurs into it. 52
CONT'D
(2)

SOLO

This seems to be a more complicated matter than we had anticipated. What you're after, then, is not funds for further experimentation?

MR. LASH

Exactly, Mr. Solo. The experimentation is virtually concluded. My company wants to begin production as soon as possible.

TOEFFLER

Precisely what amount are you seeking from my bank?

MR. LASH

A billion dollars, Mr. Toeffler.
A mere billion dollars.

There is a pregnant pause, as the door opens and DENISE, a gorgeous girl, carrying a stack of briefs, comes in. She stops beside Mr. Lash and Toeffler, waiting. Solo sees her, with the same face as the Dreadful Girl that tried to kill him. He gasps, and Lash responds:

MR. LASH

Something wrong, Mr. Solo?

SOLO (covers)

No, no - I always choke up around pretty girls.
(smiles at Margo)

CLOSE ON TOEFFLER

53

He is bombed. The figure has obviously destroyed him. He cannot find words. Then, finally, he manages to speak.

TOEFFLER (awed)

One billion dollars!... You can do this? Artificial people?

MR. LASH

Not just production line personnel, but maids, gardeners, street cleaners...think of the potential!

MARGO

Inexpensive -- and indestructible --
slaveys that will be simply
programmed to do your bidding.
The day of Aladdin's lamp is upon
us!

53
CONT'D
(1)

SOLO (cagily)

A brilliant conception. Man
could become a creature of true
leisure. But --

(heat)

couldn't they also be made to
serve as, say, soldiers?

TOEFFLER (hurriedly)

Oh no no no - we must remain
strictly neutral, you know!

Margo and Mr. Lash exchange glances. Is Solo on
to their true purpose?

MARGO

We would never consent to that
use for our A-77.

SOLO

But they could be re-programmed,
couldn't they?

MR. LASH (smiles
like a shark)
Of course it's possible, but who
would be so imprudent to do it? I
mean, the thought is--is ridiculous!
(beat)
Hundreds and thousands of walking
slaves, indestructible, armed and
marching, marching...
(his eyes glow, his
voice changes)
sweeping everything before them,
taking a country in 29 days, invin-
cible! Not bullets or bombs or
tanks could stop them, mindless
and soulless soldiers of an army
so vast they could blacken the land
with their marching, marching, mar--

53
CONT'D
(2)

Margo sees him working himself into a Hitlerian frenzy
and puts a hand on his arm. Lash winds down, and the
madness dies slowly out of his eyes. He breathes
heavily for a moment, as everyone sits forward, fas-
cinated by his outburst. Then he smiles.

MR. LASH (gently)
But we only want to serve man...

ON TOEFFLER

54

his eyes are glowing, too.

TOEFFLER (swept up)
What a marvelous concept...but of
course...only commercial uses could
be considered in this loan...and we
are neutral...but...

SOLO
How can we be certain this project
is far enough advanced for a loan
of this size?

FULL SHOT

55

Mr. Lash smiles, beckons Denise to him.

MR. LASH (to Solo)
Of course you need a demonstration.
(to Denise)
Denise, the bar, please.

She goes to a sideboard and opens it. She takes out a glass decanter and a tall-stemmed wine glass. She returns to Mr. Lash and hands the decanter and glass to him. He removes the stopper and evil smoke pours out of the decanter. He deliberately spills several drops of the liquid onto the table-top -- and an instant later there is a smoldering hole in the table. He pours the wine glass full.

55
CONT'D
(2)

MR. LASH (explains,
blandly)
Fulminate of Mercury, gentlemen.
(to Denise)
Please drink their health, Denise.

He hands her the wine glass. She lifts the glass, brings the foaming vessel to her lips as Toeffler cries out and Solo, who has had experiences with Denise's prototype, watches with considerable interest. Then she drinks it down...and licks her lips. CAMERA HOLDS on the pop-eyed Toeffler as we

ZIP PAN TO:

56 OUT

INT. U.N.C.L.E. HQ COMMUNICATIONS COMPLEX - DAY

57

CLOSE ON FEMALE HAND as it reaches for a dial on a bank of relay equipment. EXPANDS INTO TWO SHOT of female U.N.C.L.E. agent with Waverly just entering comm. center.

WAVERLY

What response from Mr. Solo?

GIRL AGENT (reads flimsy)

Message reads: cat's in the bucket,
bucket's in the well. We received
that just before we entered the
THRUSH limousine. Their transmission
went dead.

WAVERLY (muses)

Have we been able to triangulate a
location of any kind?

GIRL AGENT (shakes
head)

They have it jammed, sir.

WAVERLY

And nothing from any of our
stations? Europe? South
America? Nothing?

57
CONT'D
(2)

GIRL AGENT

Wherever their base is, sir,
they've damped it effectively.
They could be anywhere.

WAVERLY (musing)

What was that message again?

GIRL AGENT

"Cat's in the bucket, bucket's
in the well."

WAVERLY

How many lives does it take a
cat to climb out of a well?

ZIP PAN TO:

INT. THRUSH LAIR - CORRIDOR - ANOTHER ANGLE
ON SHOT 49

58

CLOSE ON Solo and Toeffler as Mr. Lash approaches
from the open wooden doors of the conference room.

MR. LASH

Please follow me, gentlemen.
We'll show you the inner heart
of our project.

They fall in with him as CAMERA FOLLOWS and they
go down the corridor and stop before a door labeled
PRIVATE.

ANOTHER SHOT - TIGHT ON ACTION

59

as Mr. Lash opens the door from right-to-left,
exposing a narrow corridor that leads to another
door. He closes the door as CAMERA HOLDS. Then,
using a strip of metal hanging from a chain around
his neck, he inserts the strip of metal in the
hinge on the left side of the door and using it
as a pull, he opens the door left-to-right, ex-
posing the other half of the narrow corridor.

It is a different color than the right half, the light fixture in the ceiling is painfully modern, and the view through is enough to show us a modernistic lab as seen in SHOT 27.

59
CONT'D
(2)

INT. THRUSH LABORATORY - DIFFERENT ANGLE THAN SHOT 27

60

As the trio enters, Margo is busy stalking Dr. Pertwee through the equipment. He seems determined to ignore her, altering calibrations and tuning phasings while she howls at him re: a clipboard loaded with bills of lading, figures, etc.

MARGO (at Pertwee)

You're a spendthrift, Dr. Pertwee!

DR. PERTWEE

I'm a genius! Stop annoying me!

MARGO

I was hired to cut down on these ridiculous expenditures! I'm not annoying you!

DR. PERTWEE

You are so! Go away or I'll feed you to the compressor unit!

MARGO (from clipboard)
Look at this, just look at this! It's
insane! Two hundred and forty
dollars for paper towels'

60
CONT'D
(2)

DR. PERTWEE
I like things neat when I work.

Mr. Lash has stood dumbfounded through all this. Solo and Toeffler sport a variety of expressions: consternation, amusement, bewilderment, delight. Like finding oneself in the center of a Keystone Kops embroglio.

MR. LASH (booms, out-
raged)
Margo!!!

Margo grinds to a halt, slides down in a moment from the peak of hysteria, and a paleness invades her face. She turns to see Mr. Lash as implacable and menacing as the Mongol Hordes at the gates of Rome.

MR. LASH (coldly)
Get back to your statistics.

Margo flees. Mr. Lash turns to Toeffler, to try and smooth over what he has seen. But Toeffler draws himself up and hits him first with:

TOEFFLER
I certainly hope this sort of rough-house doesn't go on constantly. It says very little for the efficiency of your operation.

MR. LASH (affronted)
Ninety-seven per cent of our project is within three decimal places of top-point efficiency!

TOEFFLER
And what of the remaining three per cent?

Mr. Lash looks toward Dr. Pertwee, who is obviously the recalcitrant three per cent. He busines toward them, tripping over a linkage cable stretched across the floor. He practically trips into Solo's arms.

DR. PERTWEE
Um, uh, hello. Pertwee.

7-8-66

P.38

SOLO
It's a pleasure to meet you. Are
you all right?

60
CONT'D
(3)

DR. PERTWEE
All right? Uh, yes, it certainly
is. Nice meeting you. Goodbye.

PANNING CLOSE SHOT - ON PERTWEE

61-65

as he goes, vanishing into the labyrinth of the
machines. CAMERA HOLDS and performs CLOSE INTERCUTS
on the group as the following conversation spirals
upward from them.

TOEFFLER
That is the head of the project?

MR. LASH
He's a genius.

RAPID-FIRE
ONE ATOP THE
OTHER

SOLO
Two hundred and forty dollars for
paper towels?

MR. LASH
He likes things neat when he works.

SOLO
I understand perfectly.

TOEFFLER
I'm going to look around.

MR. LASH
I'll accompany you, sir.

ZIP PAN TO:

INT. HOSPITAL RECEPTION ROOM - DAY

65X1

CLOSE ON FEMALE HAND holding photograph. We HEAR
ANDY'S VOICE, O.S.

ANDY'S VOICE (o.s.)
Muriel Bollinger is her name.
She's the one next to me in the
photo. Wearing the bikini.

CAMERA PULLS BACK to show a NURSE RECEPTIONIST looking at the photo. Only enough of the b.g. is needed to indicate a hospital. O.S. we HEAR a SPEAKER calling for "Dr. Kinswatter, please, report to surgery..." Illya is beside Andy.

65X1
CONT'D
(2)

NURSE

Mmmm, she does look familiar.

ILLYA

You're the fifth hospital we've tried. It's very important.

NURSE

Yes, I remember her. There's a file -- wait a minute, I'll get it.

Nurse goes to file cabinet as CAMERA COMES INTO TWO-SHOT on Illya and Andy. Andy turns to Illya and her face is strained.

ANDY

You know, I feel like one of the all-time great finks of the Western World.
(beat)

Worrying about a lousy phone bill -- and she's probably in real trouble.

ILLYA

I was beginning to wonder if there was anything hidden behind that comely face.

ANDY (nods
reluctantly)

As a symbol of the consumer culture, I sometimes forget to be a human being.

ILLYA

Don't let the hard sell fool you. All it takes are a few moments of strain. It separates the pretty things from the people.

Nurse returns at that moment, opens dossier on counter.

NURSE

Here it is. Hmmmmmm...

ANDY (anxiously)

What happened to her?

NURSE

She was brought in off the street.
We didn't have any identification
for her.

65X1
CONT'D
(3)

ILLYA

That fortune teller.

NURSE

Well, we weren't allowed to admit
her without a doctor's certificate,
so one of our pathologists took her
to his private sanitarium.

ILLYA

Do you have the name of the sanitar-
ium? And the doctor...?

The nurse hands back the photo and smiles a yes
as we HOLD ON THE HAND and HEAR HER VOICE O.S.

NURSE (matter-of-fact)

The Lash Clinic on Long Island.
And the pathologist was Dr. Ansel
Pertwee.....

ZIP PAN TO:

EXT. CLINIC - DAY

66

TWO-SHOT on Andy and Illya standing before a large
wooden door talking to CUSTODIAN.

CUSTODIAN

No, the Doctor isn't here now. And Miss Bollinger was discharged, oh, at least two months ago.

66
CONT'D
(2)

ILLYA

You saw her go?

CUSTODIAN

No, but she was checked out as a discharge on our records.

ILLYA

Where will we find the Doctor?

CUSTODIAN

He does some medical plan work for various companies. He has a number of stops today.

ILLYA

It's quite urgent that we find him, could you give us a list of those places?

CUSTODIAN (reluctant)

Well...

Illya fishes in his pocket, and takes out a bill.

ILLYA (tendering

money)

I'd be most grateful...

Custodian takes the bill and smiles, nodding.

INT. CLINIC RECEPTION - PAST CUSTODIAN

67

as he opens the door wider for Illya and Andy.

CUSTODIAN

You can wait inside while I find what you want.

They step inside as the door is slammed hard behind them and they find themselves in a tight little area with TWO HUGE THUGS waiting for them. Illya instantly crouches down in a combat position, and Andy flattens against a wall. Illya goes for his gun as the two thugs start toward them, but the Custodian flat-hands it out of his grip. The thugs and the Custodian -- now in view--advance.

ANDY
Oh! You'd better call UNCLE!

67
CONT'D
(2)

CUSTODIAN (stops)
Call who?

ANDY (brightly,
thinks it's a threat)
UNCLE. That's U.N.C.--

ILLYA (sadly, very
sadly)
They can spell...

And the trio of killers advance as we

FREEZE FRAME

and

FADE OUT

END ACT TWO

ACT THREE

"Cupid Among The Grommets"

68-76 OUT

FADE IN:

INT. THRUSH LAB - DAY

77

CLOSE ON BANK OF EQUIPMENT as Solo's head suddenly pops out, and he looks about furtively. A beat, then he raises his communicator and speaks into it.

SOLO

Open Channel D...

(nothing but humming)

Control, this is Sheep's Clothing,
come in Control...Open Channel D!

The HUMMING CONTINUES and Solo looks heavenward. He very distinctly lips the word "jammed" silently. As if Kafka were up there writing his life.

SOLO

How about Channel F? Anything
new on Channel F?

He doesn't expect an answer. When he gets one, he is surprised.

ILLYA (filter)

Not much, what's new with you?

SOLO (amazed)

Illya? Is that you? What are you
doing on Channel F?

INT. CELL ROOM - DAY - EXTREME CLOSEUP - ILLYA

78

with the communicator right in front of his face
CLOSE INTO CAMERA as he talks.

ILLYA

Let's not be presumptuous. You
called me.

SOLO (filter)

Where are you?

ILLYA

I really have no idea. All I
can say is that it took me an
awfully long time to get here.

SOLO
What are you doing?

78
CONT'D
(2)

ANGLE WIDENS as Illya delivers the next line.

ILLYA
I'm hung up right now.

Literally. Andy holds the communicator in front of Illya's mouth, but as for the SCENE, it is a free-standing cell, bars up to within a few inches of the ceiling, barred sides and top. Illya is hung by ropes from the top bars, in a wide X, arms and legs apart, legs tight by ropes that stretch to the side bars. Andy, still in slouch hat and spy coat, stands before him, holding the communicator so he can speak.

SOLO AND ILLYA - SERIES OF INTERCUTS

79-82

as they talk over communicator. INTERCUT as desired for maximum effect.

SOLO
I get the feeling you're not telling me everything.

ILLYA
Miss Francis and myself were, uh, detained by the THRUSH welcome wagon.

SOLO
You've been captured.

ILLYA
Incredible how you grasp the picture with such unerring clarity.

SOLO (musing)
I'm jammed here. Can't get through to Waverly. But I got through to you.

ILLYA
We must both be inside the jamming umbrella.

SOLO (chuckling)
For all I know, we could be under the same roof. What's it look like where you are?

SPLIT-SCREEN

83

Showing both of them talking at the same time, so we UNDERSTAND THEY ARE IN THE SAME BUILDING but Illya is in the basement, and Solo is on an upper floor.

ILLYA (looks around)
Frankly, it looks like a slow, unpleasant finish to a sparkling career.

SOLO (sadly)
I wish I could help, but right now I have problems of my own. Can you break out of wherever you are, and get through to Waverly?

ILLYA
Nothing would please me more.

SOLO
Keep in touch.
(beat)
And thank your mother for the chicken soup.

FULL SHOT - CELL

84

with Illya and Andy as Solo clicks off. Andy hides the communicator in Illya's shoe heel. At that moment the steel door to the larger room in which the free-standing cell rests, opens. Mr. Lash comes in, with TWO THRUSH GUARDS bearing automatic weapons. He signals for them to open the cell door. He enters, walks around Illya without speaking, but smiling enigmatically. Finally, he stops directly in front of Illya, smiles up at him.

MR. LASH (thinly)
Uncle?

ILLYA
Aunt.

MR. LASH (confused)
What?

ILLYA
Light bulb.

MR. LASH
Are you trying to be funny?

ILLYA
Isn't this a free-association
test?

84
CONT'D
(2)

ANDY (brightly)
Now what'll we play?

MR. LASH (to Guard,
furious)
Did you search them?

GUARD
The man is clean.

ANDY (incensed)
Are you inferring I'm not?

GUARD
Uh, we uh didn't--

MR. LASH (hard, to
Andy)
Take off that coat!

Andy hesitates a moment, then steps forward arrogantly
and opens the belt. She flips open the coat and
there she is with that cologne commercial on her belly,
still wearing the bikini.

MR. LASH
Forget it.

He turns and goes as the Guards stare for a long
moment, then grin at each other and lock up. Andy
stands in all her glory as we

ZIP-PAN TO:

INT. THRUSH LAB - ON SOLO

85

as he replaces the communicator in the heel of his
shoe. We HEAR a VOICE o.s.

VOICE OF MARGO (o.s.)
Oohhh, Mr. Solo, there you are!

FRAME EXPANDS as he stands up guiltily, but as Margo
strides across to him, we realize she has not seen
him replacing the communicator.

SOLO
Ahh, I was wondering when you
were going to show me around.

MARGO

Mr. Lash and I had some things to go over, but Mr. Toeffler is with Dr. Pertwee and I'm all yours.

85

CONT'D

(2)

SOLO (bon vivant)

That would be too much to hope for.

She does a girlish titter and takes his arm, leads him among the equipment.

TRUCKING SHOT - WITH THEM

86

as they make the rounds of the equipment, Margo checking off this and that on a series of lists, but it is a shuck; she is really more interested in Solo, and under the guise of business, they are hustling each other. Romance blooms among the test tubes.

MARGO (lecturing)

These multiple-phase selectors pick the most advantageous combinations of malleable factors, working on a thermocouple principle of analogue differentiation.

(beat, explains)

On a one-to-one variant, of course.

Solo is totally confused, but bounces back.

SOLO

Of, of course. Naturally.

MARGO

Side-errors in chromosome translation are warped through that bank of digital analyzers over there; same retention-index as, say, a simple log-log desatrig duplex slide...

SOLO (out of it,

but game to the end)

That's what I like about you, Miss Mayward: woman of system: orderly, businesslike, disciplined: a keenly sharp mind in a soft, voluptuous body.

MARGO

Why, Mr. Solo, I thought bankers only dealt with one kind of figure.

SOLO (a throwaway)
How little you know, my dear.
(beat)

86
CONT'D
(2)

Excuse me, I think that computation
you just entered is a trifle incorrect.
The reading should be to the fortieth
power, not the fourth...if you'll par-
don my impertinence.

She looks startled, examines her equations, makes a
change and looks up at Solo again with an expression
that is midway between beatific and soporific. She
is on the very verge of love, and in Margo this
assumes proportions of immensity. Like having an
IBM profess adoration.

MARGO (lost)
Ohhh... Mr. Solo, you're right!
I made a miscalc--the first one in
many years. You're taking my mind
off my work.

Solo suddenly realizes he has a tiger by the tail.
His expression alters so that we can tell, but
apparently Margo is oblivious; she stares at him
rapturously.

MARGO (dreamily)
Looking at it dispassionately, do
you think this could possibly be
called "love" or its semantic
equivalent?

SOLO
Uh, er...well, it's just possible,
Margo. But shouldn't we go at
this thing in a more programmed
way?

MARGO
You're very dominant.

SOLO
Thanks.
(beat)
Where did you say Mr. Toeffler
was?

MARGO
Dr. Pertwee is showing him the
converters and feeder bins.

SOLO

Shouldn't we check them out, too?

86

CONT'D

(3)

MARGO (serious)

I work in a very lonely and restricted field, Mr. Solo. Romance is not common with us.

SOLO

That seems strange, in a company as big as this one. Or--did you mean something else by that?

MARGO (realizes she has told too much)

Uh, no, what I meant was that... as a time-motion expert, my relations with men are strictly business.

SOLO (fervently)

Would that ours could be something more...

MARGO (as butter)

Ohhh...Mr. Solo...

SOLO

Call me Napoleon. Tell me how you came to join THRUSH.

Margo's face undergoes a transformation. Fear and alarm light her eyes. She pulls him toward her, near the wall.

MARGO

But you had no way of knowing!
How did you...

SOLO (confidentially)
Margo...I have aspirations...
(beat)

86
CONT'D
(4)

Do you think I like being a walking white collar clerk, an appraiser for foreign banks, a toady for totalers? I want more than that. I've been doing my job, but more than that: I've been watching, waiting for something big, for another rock to jump onto, to help me across the pond.

MARGO
You've known all along this was a THRUSH cover.

SOLO
Yes. And now that I've found you, now that I know I can get more than just a future with THRUSH, I want to become a part of the organization more than before.

MARGO (delighted)
Napoleon Solo! You want to join THRUSH?

DIRECT CUT TO:

87-89
OUT

INT. WAR ROOM - NIGHT - CLOSEUP ON LASH

90

as he speaks INTO CAMERA. CAMERA PULLS BACK TO FULL SHOT of Margo up on a rolling step-ladder, entering curves on a huge graph filling one wall. Lash, lounging in a console chair smoking a charoot, is speaking to Solo.

MR. LASH
What can you offer THRUSH, Mr. Solo?

SOLO
Initially, I can help convince Toeffler to grant you the loan.

MR. LASH (pleased)
Aaah!

SOLO

He respects my opinion. And
he need never know that this
project is for an invincible
army of tacked-together soldiers.

90
CONT'D
(2)

Margo watches, love on her face. Mr. Lash is
impressed.

MR. LASH

Subject to a thorough check
of your past, Mr. Solo -- let
me welcome you to THRUSH.

(they shake hands)

Now. If you'll speak to Mr.
Toeffler...

SOLO (beaming)

My pleasure!

CAMERA HOLDS on interlocked hands as we

ZIP-PAN TO:

CELL ROOM

90X1

as CAMERA COMES IN on Illya, with Andy in a cell.
The two guards are across the room, lounging in
chairs, not watching particularly hard, but still
present.

ANDY

How are we going to get out
of here?

ILLYA (helplessly)

Well, here's my plan...

ANDY

Oh, don't be silly. You're completely helpless.

90X1
CONT'D
(2)

ILLYA

I was beginning to think you hadn't noticed.

(a beat)

If only I had a gun or a knife,
or --

ANDY

I have a gun.

She pulls out the Beretta she used in the photography scene in Act One. Illya's eyes open wide. After a beat -

ILLYA

Give it to me.

As Andy sneaks it to him:

ANDY

It isn't loaded. It's a prop. I forgot I had it. But when they saw me in the bikini, they didn't bother checking anything else.

ILLYA

Tunnel vision.... See if you can--
uh--attract the guards.

Andy looks up at him. Then she turns around and unbelts the trench coat. She calls to the Guards in a sultry voice.

ANDY

Oh, Guarrrrds...

They turn and look, and begin to slaver. The Guards approach now. Andy stands lushly revealed in her bikini under the spy-type trench coat. As they come up to the bars, Illya points the Beretta at them almost casually.

ILLYA

Open that door or I'll spatter
you all over the walls.

The Guards look at one another. They open the door. Illya seems stunned that it was this easy. He takes their guns, then Andy and he leave the cell, locking it behind them with the Guards inside.

CAMERA MOVES INTO CLOSE TWO-SHOT

90X1
CONT'D
(3)

ILLYA (his world
has gone awry)
It's not supposed to be this easy.

They go for the door as we

ZIP PAN TO:

INT. CONFERENCE ROOM - NIGHT

91

CLOSE ON pair of interlocked hands as CAMERA PULLS
BACK to show us they are the hands of Toeffler and
Lash. Solo and Margo look on.

MR. LASH

You've made a financially brilliant
decision, Mr. Toeffler.

TOEFFLER

Well, I must confess I had my
reservations, till Mr. Solo
spoke to me.

SOLO

I suggest you get Mr. Toeffler to
a telephone so he can advise his
bank, and get that money on its
way to you. Before he changes his
mind, ha ha.

They all have a little laugh at that.

MR. LASH

Well, we, uh, we have only one
way of communicating from this
location. By wireless. We'll
have to take Mr. Toeffler up to
the communications room.

SOLO (softly)

Perhaps I could call Zurich for you.

TOEFFLER

Excellent. Mr. Lash and I can dis-
cuss the specific terms while you
tend to it.

There is a BUZZING as a door panel slides aside,
and Denise the Dreadful comes in, hands Mr. Lash
a sheet of paper. He reads it and looks upset.

MR. LASH (to Margo)
Take Mr. Solo up to the tower.
Unjam the frequency.
(to Toeffler)
Would you excuse me for just a
moment? I have to see to something.

91
CONT'D
(2)

TOEFFLER
Of course.

Lash exits through another door into --

INT. CORRIDOR

91X1

where he picks up an intercom hanging on a wall.
Mr. Lash's face has now become livid with fury.
He literally screams into the intercom:

MR. LASH
Find them! I don't care if they're
dead or alive, but find those two!

HARD CUT TO:

AERIFLEX TRACKING SHOT

92

WITH ILLYA AND ANDY as they race down one steel
corridor and up another, Illya firing over his
shoulder at two following THRUSHMEN. CAMERA WITH
THE CHASE as they race around a corner and Illya
plunges through a door pulling Andy with him.

INT. DR. PERTWEE'S LIVING QUARTERS - NIGHT

93

ANGLE ON ILLYA AND ANDY as they lean against the
door, panting. RUNNING FOOTSTEPS go plunging
past outside as we HEAR a VOICE o.s.

DR. PERTWEE'S VOICE (o.s.)
Don't, uh, move, or I'll uh have
to uh er...kill you...

REVERSE ANGLE - ILLYA'S POV

94

as we see Dr. Pertwee, in a flowered bathrobe, hold-
ing an ugly little gun on them. Beside him, one of
the Dreadfuls stands waiting, arms outstretched to
kill as we

FREEZE FRAME AND
FADE OUT:

END ACT THREE

ACT FOUR

"Dr. Frankenstein, I Presume?"

FADE IN:

INT. DR. PERTWEE'S LIVING QUARTERS - NIGHT

95

FULL SHOT as Pertwee holds the little gun on Andy and Illya. The Dreadful stands there immobile, and WE SEE that Pertwee has been working on it with pliers, screwdriver, other tools lying about. The face of the Dreadful is the same face as on the A-77 that attacked Solo earlier. The face of Muriel Bollinger, Andy's ex-roommate.

DR. PERTWEE

I knew Mr. Lash was unhappy with me but uh er mmmm sending assassins to kill me is in very poor taste.

ILLYA

I beg your pardon, sir, but --

ANDY (over)

We're not assass--
(she cuts off, gives
a little scream)
Muuuuriellllll!

She rushes to the Dreadful as CAMERA GOES WITH and tries to get some response from the immobile Dreadful. Pertwee seems helpless as the girl moves; he isn't really vicious.

ANDY

Muriel, honey, what have these nuts done to you!
(she starts to cry)
Ooooooh, Illya, she's dead...ooooooh...

DR. PERTWEE

Please uh, er please don't cry.
I can't stand to see a woman crying.

He tries to comfort her. The gun dangles unheeded now, and Illya gently relieves him of it. Pertwee doesn't even notice it. Illya looks sympathetic.

ILLYA

Excuse me, sir. Who are you?

DR. PERTWEE
I'm Dr. Ansel Pertwee. These
synthetics are mine...
(beat; new thought)
She seems to know that face.
Friend of hers?

95
CONT'D
(2)

ANDY
She was my roommate! You killed her!

CLOSE THREE SHOT - FAVORING PERTWEE

96

as his face falls. He is really surprised at Andy's
attack.

DR. PERTWEE
Oh, no I didn't, I really didn't,
honest! She was quite dead when
they brought her to me. I only
used the face -- because it seemed
so lovely. It was exactly right
for a base model.

Andy listens to this grisly account, delivered in
charming simplicity by the unknowing Pertwee, and
then she bursts into tears once more, violently this
time. She spins into Illya's arms, and he comforts
her with one arm as he speaks over her shoulder to
Pertwee.

ILLYA
And just what was it that you wanted
to achieve with your creation?

DR. PERTWEE
Good. Nothing but good things.
Free men from the uh er drudgery of
the assembly line.... give them back
their souls.

ILLYA
I'm afraid that's not exactly what
your employers have in mind.

DR. PERTWEE (surprised)
What are you talking about?

ILLYA
I don't know how much you know about
THRUSH, Doctor, but I can assure you
of one thing. They're not in the
business of giving men back their
souls.

DR. PERTWEE (alarm
mounting)
But what else would they want to do?

96
CONT'D
(2)

ILLYA
Turn your models into assassins,
Doctor. Instruments of war -- of
mass destruction....

DR. PERTWEE
But they -- they have no right! It's
my --

ILLYA (cutting in)
What a pity that history will label
Dr. Ansel Pertwee a fiend, a murderer
of millions, the man who streamlined
slaughter!

The full truth has finally dawned on Pertwee. His
face seems to fall apart, and he is completely
shattered.

DR. PERTWEE
No....

ILLYA (a final thrust)
Not no, Dr. Pertwee. Yes! The
word is yes!

DR. PERTWEE (after a
long beat; resignedly)
The word is yes.... It's -- too late
now. They have the models, and --

ILLYA
It's not too late. Not yet.

DR. PERTWEE
But what can I do?

ILLYA
You must know where the radio jam-
ming controls are. You can start
by helping us get a message out of
here.

ZIP PAN TO:

INT. OBSERVATION-COMMUNICATIONS DECK - NIGHT -
(PROCESS)

97

It is a glass-enclosed observation dome, with the glass reaching from floor-to-ceiling, and the lights of the unsuspecting city out there, twinkling. In the center of the room is a circular communications console. It is extremely complex, for jamming purposes. Solo and Margo enter through a sliding door in the far wall. Solo stares around, dumbfounded, at the city outside.

SOLO (stammers)
But...that looks like...

MARGO (grins)
Like Manhattan. It is.

SOLO
I see. All round the mulberry bush, right back where you started.

MARGO
Right again.

SOLO
You'd better unjam, so I can call Zurich.

Margo touches his arm with affection and goes to the console. She flips a few toggles, and hands Solo the speaker mike as she opens a red fuse-box-type cover bolted to the board, and flips the knife-switch inside to its "off" position.

MARGO
Just give them the message;
they'll relay it through THRUSH
Swiss Central.

Solo removes his communicator--the fountain pen.

SOLO
Let me jot it down so I get it
right for transmission.
(he writes for a beat)
Okay, ready to go.

Margo gives him the "on the air" sign. Solo casually taps his chin with his "pen" as he speaks.

SOLO (into mike)
Recognition code is as follows:
"William Tell's tale is told."
Toeffler approves one-billion
dollar loan. Final negotiations
under way at this moment.
(stalling)

97
CONT'D
(2)

Uh-- You may begin immediate prepara-
tions for the underwriting of the
funds.. Signed -- Toeffler and
Napoleon Solo.

ANGLE

98

as Solo surreptitiously places the open pen-commu-
nicator down next to the mike.

FULL SHOT - SAME AS 97

99

Margo reaches over to click the jamming device on
again.

MARGO

Finished? We'd better go...

Her hand has almost reaches the jamming switch when,
with one strong arm Solo sweeps her to him, kisses
her passionately.

SMASH-CUT TO:

100 OUT

INT. WAVERLY'S OFFICE - NIGHT

101

as the door slides open fast and the Communications
OPERATIVE sticks her head in and ANGLE WIDENS to
show us Waverly. Her tone is urgent.

COMM OPERATIVE

Signal frequency from Mr. Solo,
sir.

WAVERLY

Can you triangulate?

COMM OPERATIVE

If the channel stays unjammed
long enough.

SMASH-CUT TO:

INT. THRUSH OBSERVATION-COMMUNICATION DECK

102

As the embrace breaks:

MARGO (breathless)
Impetuous boy.

SOLO
I couldn't control myself. I
burn for you with a bright blue
flame.

Margo smiles, moves to a console again.

SOLO (alarmed)
Wait --

But he's too late. Margo presses a button. One of the walls with maps and progress charts pivots inside-out and a cozy, very feminine boudoir slides out -- complete with chaise longue, subdued lights, all the accoutrements. That section of the room has been transformed into a bower of love. Margo grins at Solo.

MARGO
...Wait for what, Napoleon?

She rushes to him and they kiss again as we SHOOT OVER Margo's shoulder and see Solo checking his watch. He pulls a wry face as we

BLUR-PAN TO:

INT. U.N.C.L.E. COMMUNICATIONS CENTER - NIGHT

103

FULL SHOT on a scene of tension and bedlam-quiet bedlam. The triangulation process is going on speedily as figures are fed to the team logging them on a transparent graph. Several beautiful female U.N.C.L.E. agents carry flimsies here and there and the Comm Operative (from shot 101) works the console as the VOICES of SOLO & MARGO come out of the big speaker on the wall, mouthing the inanities of adoration. But as Solo speaks his words of love, everybody stops what they're doing to listen. Waverly is in charge in this scene.

VOICE OF SOLO (FILTER)

(very treacly)

"How do I love them? Let me count the ways..."

VOICE OF MARGO (FILTER)

No computations now, please, Napoleon!

COMM OPERATIVE (furious)

He used that same miserable line on me!

WAVERLY

Triangulation, Miss Townsend, not alienation of affections.

COMM OPERATIVE (back

to work)

Sorry, sir.

VOICE OF SOLO (FILTER)

Your eyes are like two Babylonian black pearls... your smile the smile of the Sphinx...

Everyone is stopped again, listening to this poetry with awe and disbelief.

COMM OPERATIVE

The beast!

WAVERLY

Miss Townsend! Feed that through the computer...not out here!

Everyone hops again as we

BLUR-PAN TO:

SAME AS 102

104

CLOSE ON SOLO & MARGO as they are toasting each other with champagne, arms linked in the traditional salud.

MARGO (embarrassed)
I feel tingly all over...

SOLO
Drink to me only with thine --

At that moment the door slides open and in rush Illya, Andy and Dr. Pertwee.

ANDY (blurts)
Oooh, Mr. Solo, what are you doing here?

ILLYA (after an
instant of surprise)
Sorry to intrude, Napoleon, but
this is an emergency.
(to Pertwee)
Where's the jamming control?

MARGO (realizing the
truth; to Solo)
You beast. You're from U.N.C.L.E.,
too!

Margo reaches across and hits a big red button with her free hand. ALARM GONGS BEGIN RINGING. Solo grabs Margo just as Mr. Lash and a covey of THRUSH AGENTS dash in through another door.

MARGO
I'm sorry, Mr. Lash... I made a
terrible mistake...

Lash fires. Margo falls dead. Illya fires, wings a THRUSH man. Andy and Pertwee duck. Solo calls to Illya and his companions.

SOLO
Over here! Quick!

They dash toward him and leap onto the chaise longue.

SOLO'S HAND

105

as it brushes across the control panel Margo used to change the walls and bring in the chaise.

SAME AS 102

106

as the group completes its dive onto the chaise. It rapidly turns again, revealing the wall as it was originally. Lash quickly moves to the jamming switch, flicks it back on.

LASH

After them!

CUT TO:

SAME AS 103

107

as the gorgeous girl Comm Operative spins from her attention at the board to FACE CLOSE INTO CAMERA as she speaks.

COMM OPERATIVE (triumphant)

The channel went dead but we've got a fix, Mr. Waverly!

VOICE OF WAVERLY (o.s.)

Where are they?

COMM OPERATIVE (perplexed)

New York, sir. They're six blocks from here.

ZIP PAN TO:

INT. CORRIDOR THRUSH LAIR

108

DOWN-ANGLE FROM ABOVE on Solo, Illya, Andy & Dr. Pertwee as they rush headlong down a corridor, Illya firing behind them at Mr. Lash and his heavies. The GONGS are still BANGING.

ANOTHER CORRIDOR - WITH SOLO & GROUP

109

as they round the corner, dash toward a far doorway. At that moment, Mr. Toeffler steps out of a side-passage, sees Illya, Dr. Pertwee and Andy dash past, sees them firing, sees Mr. Lash a-comin' to cut them off at the gulch and tries to grab Solo.

TOEFFLER
(frantically)

Neutral! We have to remain neutral!
Mr. Solo, what are you doing...stop...!

Solo tries to disengage himself, but Toeffler hangs on like a porous plaster. Solo looks resigned, smiles politely and belts Mr. Toeffler in the jaw. The Swiss banker settles in a tidy heap out of the line of fire. Solo dashes after his companions.

CLOSER ANGLE - WITH GROUP

110

as they rush up to the door, and it opens for them and WE ARE LOOKING INTO THE THRUSH LAB. They dash inside, and the door sighs shut. CAMERA WHIP-PANS AROUND to a MED. LONG SHOT DOWN THAT CORRIDOR to Mr. Lash and the THRUSHmen. He calls them to a halt.

MR. LASH

Get out of the way and lock all the exits
.... I'm turning loose the A-77s!

CUT TO:

INT. THRUSH LAB

111

filled with equipment. There is an oxy-acetylene set-up against one wall, racks of fuming beakers filled with (ostensibly) acids, all manner of other lethal equipment. CAMERA COMES CLOSE ON SOLO AND ILLYA.

SOLO

I forgot to ask: where'd you come from?

ILLYA

I've been down in the bargain basement.

ANDY'S VOICE (o.s.,
screams)
Aaaaaaaaagggghhhhhh!!!

111
CONT'D
(2)

CAMERA PULLS BACK RAPIDLY to show the wall sliding up and a horde of Dreadfuls--all of whom look like Muriel Bollinger--coming out in their smooth, fluid walk, arms outstretched to tear the heads off the U.N.C.L.E. folk.

MR. LASH'S VOICE (o.s.)
The name of the game, friends, is
Unhinge the UNCLE man.

CAMERA TILTS UP with Solo in f.g. so we SEE PAST HIM to a glass enclosure in the wall from which Mr. Lash controls the Dreadfuls by means of a console.

SERIES OF ANGLES ON ACTION

112-115

As the creatures advance, Solo futilely attempts to block their way by shoving a table in their path. Illya grabs the oxy-acetylene torch outfit from the wall and turns it on. A lancet of living flame leaps out. He jumps in front of a line of the Dreadfuls, plays the fire on them. It has no effect.

SOLO
Illya, get Lash! He's up there
controlling them!

UP-ANGLE WITH ILLYA

116

as he climbs the wall to Lash's enclosure, shatters the glass, enters. INTERCUT with action below as Illya fights Lash, finally disposes of him in a way that will make fullest use of the available set.

ON ILLYA

117

as he frantically manipulates the console controls, finally calls down:

ILLYA
It's no use, Napoleon! I can't
stop them!

SOLO AND PERTWEE

118

Horror lines Pertwee's innocent little rabbit face. He is deep in the pit of hell of his own realizations...so THIS is what Thrush has done to his life's work. As the Dreadfuls advance inexorably:

SOLO (frantically)
Can't you do something, Doctor?
They're your invention!

DR. PERTWEE
I'll try....
(gestures)
..The corridor....

Solo, Dr. Pertwee and Andy rush for the door, manage to open it and exit -- the Dreadfuls just a step behind.

INT. CORRIDOR

119

as the trio, led by Pertwee, race through the corridor, the Dreadfuls pursuing. Now, in front of our heroes, another set of Dreadfuls -- with a petrified Toeffler between our group and the new menace.

TOEFFLER (in his
overwhelming confusion and
terror)
Now see here -- I'm strictly neutral!

On the wall next to Toeffler is an electrical panel. Dr. Pertwee is the first to reach it.

CLOSE ON DR. PERTWEE

120

as he opens the panel. Thousands and millions of wire leads, in bundles, in single loops, going here and there and everywhichwhere. He rips one wire off a lead and, from the other side, another wire off a lead and holds the two naked wires, one in either hand. The Dreadfuls are almost on him and the others, their hands extended to kill as Pertwee speaks.

DR. PERTWEE (softly)

I'm...sorry...

And, as a dreadful grabs him from behind, he joins the two wires. There is a great flash of electricity, an explosion. Dr. Pertwee winces with pain, and collapses --

ANOTHER ANGLE

121

-- as do all the Dreadfuls, a scant instant before they would have reached the defenseless boys and Andy. INTERCUT appropriate reactions. Now Illya approaches from the direction of the lab, observes the carnage, holds the shaken Andy comfortingly.

ILLYA (sadly, looking down at the fallen Pertwee)

I -- see we lost him.

SOLO

Like Dr. Frankenstein. The victim of his own creation...

122-125 OUT

ANGLE DOWN CORRIDOR

126

as Waverly, carrying a tommygun, followed by a few armed UNCLE agents, comes forward to observe the scene. When he's absorbed it:

WAVERLY (to Illya and Solo)

Well, gentlemen, it appears that you've managed to settle things by yourselves once again.

TOEFFLER (sputtering
to Waverly)
I don't know who you are, sir, but
I wish to lodge a most emphatic
protest!

126
CONT'D
(2)

Waverly turns to him.

WAVERLY

My apologies, Mr. Toeffler -- it
is Mr. Toeffler, I gather -- but
I assure you, whatever discomfort
you may have suffered was in a truly
noble cause.

(as Toeffler reacts in
befuddlement, Waverly
turns to Solo)

As for you, Mr. Solo, it was very
ingenious -- the way you managed
to keep the channel open... But
may I suggest that, if the circum-
stances ever arise again, you play
your love scenes with a bit less
ardor.

(beat)

It has a most disconcerting effect
on our female employees.

On appropriate reactions, we --

ZIP, PAN TO:

EXT. NEW YORK STREET - SAME AS SCENE 32

127

Andy is posing once again for the same photographer.
She's wearing the same bikini and trench coat -- and
intriguingly-placed lettering. The photographer's
lining up his shot.

PHOTOGRAPHER

Okay, once more, Andy. This time,
look really irresistible, you know?
So every man who sees you, he'll want
to grab you....

He has just finished when two men materialize, each
grabs Andy by one of her elbows, and they start
carrying her off. Her look of astonishment gives
way to a broad grin as she -- and we -- see that the
pair are Solo and Illya. The photographer looks
completely befuddled.

FADE OUT.

THE END