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\* REVISED FINAL DRAFT \*  
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The Man From

U. N. C. L. E.

THE NOWHERE AFFAIR

Prod. #8414

A  
METRO-GOLDWYN-MAYER  
TELEVISION  
Presentation

Produced by  
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The Man From

U.N.C.L.E.

"The Nowhere Affair"

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TEASER

FADE IN:

EXT. NEVADA DESERT - FULL SHOT - (STOCK) - DAY

1

There is a howling dust storm, a real "Santa Ana", whirling across the desert with tumbleweeds racing across the bleak desert floor and eddies of dust rising wherever the eye can see.

EXT. HIGHWAY - DAY

2

A low slung popular "sports" car forces its way down the highway, almost into the teeth of the storm. This is a side-road paved, but little frequented.

INT. CAR - DAY

3

SOLO peers out through the almost impenetrable veil of dust, searching for something. Though he has the car closed against the dust and uses his handkerchief over his nose and mouth to filter it out, even so, the taste of grit and sand lies unpleasantly on his tongue. He slows down, looking ahead. He can see...

EXT. CROSSROADS - POV FROM CAR - DAY

4

...a series of rickety sign-posts and some mail boxes at a point where two or three dirt roads lead off from the main road.

WIDER ANGLE

5

Solo drives his car closer to the sign-posts to read what they say, rolling down his window, despite the swirling dust, to peer at them.

INT. CAR - DAY

6

Solo can see nothing. Without enthusiasm he gets out of the car.

EXT. SIGN-POSTS - DAY

7

Handkerchief over his nose and mouth, Solo is struggling to read the signs (some of which read "Q-Bar Ranch", "A. J. Smith" etc.) as suddenly he HEARS a burro bray... He turns abruptly to see...

ANOTHER ANGLE

8

...a burro, head bent against the wind, heavily loaded with prospector's gear, followed by an OLD PROSPECTOR type, head also down against the wind, coming up a side road toward the posts.

WIDER ANGLE

9

Solo gives one last baffled glance at the illegible signposts, then takes a step toward the Old Prospector.

SOLO (shouting over  
the wind)

Howdy!

CLOSER SHOT

10

The Old Prospector, not expecting company, nearly jumps out of his skin. He looks around in all directions, startled, then on seeing Solo grabs the burro and brings her to a halt.

OLD PROSPECTOR

Whoa, Sophie, whoa! Pull up!  
(shouting back to Solo)

Howdy!

SOLO (shouting)

I've lost my way. Can you help me?

OLD PROSPECTOR

Where you aimin' to go?

SOLO (shouting)  
Nowhere!

10  
CONT'D  
(2)

OLD PROSPECTOR (fervently)  
And I don't blame you, in this storm!

Solo shakes his head and waves a map at the old man,  
pointing to a place marked on it.

SOLO  
I mean the ghost town! You know where  
it is?

The old man's eyes light up.

OLD PROSPECTOR (pleased)  
They still got "Nowhere" on the maps?  
I didn't think they was goin' to show  
it no more!  
(he looks at the map with  
delight)

SOLO (not interested)  
Which way is it?

OLD PROSPECTOR (grumpily)  
The way the sign points, of course!

He turns to the crossroads signs and points at one, the  
faded legend "Nowhere" almost completely illegible.

OLD PROSPECTOR (argu-  
mentatively)  
That way!

Solo gives him a quizzical look and nods wrilly.

SOLO

Silly of me. It was there all the time, wasn't it. Thanks.

10  
CONT'D  
(3)

WIDER ANGLE

11

Solo jumps back in his car, slams the door and guns his engine. The old man barely has time to pull Sophie out of the way as the car shoots past, up the dirt road.

CLOSER SHOT

12

The Old Prospector looks after Solo in some confusion.

WIDER ANGLE

13

Solo's car has already disappeared in the swirling dust.

EXT. NOWHERE ROAD - DAY

14

Solo's car forces its way through the rutted road and dust to a small rise. A sign there reads...

INSERT - SIGN

15

"Nowhere, Nevada; Population..." and here some numbers have been scratched out and a figure "One" has been superimposed.

EXT. NOWHERE, NEVADA - MAIN STREET - DAY

16

Solo drives down the main street of the once prosperous mining town. Little remains but the facades of some of the commercial buildings. One of the largest bares a faded "Saloon" sign over its door. Solo brings the car to a stop.

## CLOSER SHOT

17

Solo, wincing from the biting dust, gets out of the car and looks around. Suddenly Solo spots something on the steps of the saloon. He crosses over to the steps and looks down.

## STEPS

18

...there is blood on the steps..and fresh blood, for otherwise it would by now have been covered with dust.

## WIDER ANGLE

19

Solo follows the blood up the steps with his eyes, then hurries up the steps and through the rickety swinging doors of the saloon itself.

## INT. SALOON - DAY

20

Shutters bang, the roof flaps, the wind howls as Solo comes in to find...

## REVERSE ANGLE

21

...lying on the floor by the ancient, dusty bar, the body of a man, face down in the accumulated dust and debris of forty years.

## WIDER ANGLE

22

Solo runs to him, lifts him partly up. The man is dead, riddled with bullets. Suddenly Solo's eye is caught by something.

## CLOSER SHOT

23

In the dust the dead man has scrawled out a message. It reads...

## INSERT - MESSAGE IN DUST

24

..."old man's bed."

WIDER ANGLE

25

Solo reads it, looks up. Across the saloon he can see...

POV SHOT

26

...stairs leading up to the "private rooms." Signs of habitation are visible including from here, the brass bedposts of a brass bed.

WIDER ANGLE

27

Solo rises. He looks down at the message, wipes it out with his foot, crosses to the staircase.

INT. OLD PROSPECTOR'S ROOM - DAY

28

There is an ancient stove, a table, shelves of staples and canned goods, a kerosene lamp, etc. and dominating the whole room, a brass bed which could once have easily done credit to an establishment of the Everleigh Sisters, and very possibly did.

WIDER ANGLE

29

Solo enters, looking around with care. On the floor lies one of the finials from one brass bedpost. Solo picks it up, looks at the bedpost.

CLOSER SHOT

30

Solo puts his fingers down into the bedpost, feels around, finds something, draws out a "dollar" pocket watch, complete with chain. Apparently this is what he has been searching for. Hurriedly he takes out his communicator and assembles it for communicating with UNCLE. He winds the watch stem of the watch and as he does the front of it springs open. Within, Solo finds two pieces of micro-thin paper. He opens one.

INSERT - PAPER

31

It is a map of the desert area with a particular mining claim outlined very clearly. The other paper is written microscopically.

WIDER ANGLE

32

Solo manipulates the communicator.

SOLO

Channel D....calling Channel D....

But as he waits he HEARS, over the banging of the shutters and the roar of the storm, a horse's excited NEIGH. He frowns. He steps to the window and looks out, guardedly.

EXT. NOWHERE STREET - POV SHOT - DAY

33

The street appears as lonely and as empty as earlier but now can be HEARD the frightened NEIGH of yet a second horse.

INT. OLD PROSPECTOR'S ROOM - DAY

34

Solo's face sets grimly. He has no illusions now about not being pursued, nor yet whom his pursuers are searching for. With one movement he pushes the papers back in the watch, snaps it shut, replaces the finial on the bedpost and raising the window, lets himself out of the room.

EXT. SALOON - DAY

34X1

Solo falls to one side of the saloon. He crouches there a moment, to see around the side of the building into the street. As he moves he looks down....

35-36  
OUT

CLOSER SHOT

37

At the end of the building is an old, whitened steer's skull. Solo checks to make sure he is not observed, and drops the watch and chain within the skull. Then, peering around the edge of the building he sees....

EXT. STREET - NOWHERE - POV SHOT - DAY

38

Coming down the street, two mounted cowboys, in black.



EXT. SALOON - DAY

38X1

Solo endeavors to see in the other direction.

EXT. STREET - NOWHERE - REVERSE SHOT - DAY

38X2

One mounted rider is heading swiftly toward the saloon.

EXT. SALOON - DAY

38X3

Solo decides to make a break for it.

WIDER ANGLE

38X4

He runs for his car. As he nears it, he stops dead, the wind swirling about him, as he sees ahead of him...

EXT. SOLO'S CAR - POV SHOT - DAY

38X5

...within the car, twirling a six-shooter on one finger, the mockingly beckoning face of a THRUSH cowboy in black.

SOLO

38X6

He knows the game is up. He switches the communicator.

GIRL'S VOICE

Yes...Mr. Solo....?

SOLO

Emergency X-Eleven. I am taking Capsule B.

He forces into his mouth a capsule attached to the communicator. As he bites down hard, suddenly...

WIDER ANGLE

38X7

...he is rushed from behind by a man.

MAN

Sweet dreams, Mr. Solo.

Nowhere Affair  
Chgs. 1-17-66

UNCLE  
P.9

Man hits Solo over the ear with the butt of a six-shooter. As Solo gasps, staggers and falls...

38X7  
CONT'D  
(2)

GIRL'S VOICE (over  
communicator)  
...Mr. Solo....Mr. Solo...?

CLOSER SHOT

38X8

But the heavy boot on one of the cowboy's, as he rushes INTO SCENE, crunches off the voice in mid-vowel.

FADE OUT.

39-47  
OUT

END TEASER

## ACT ONE

FADE IN:

INT. UNCLE HEADQUARTERS - NEW YORK - WAVERLY'S OFFICE -  
DAY

48

WAVERLY has before him various maps, photographs, records, etc. and in his hand a duplicate of the watch and chain secreted by Solo near the saloon. With Waverly is ILLYA, receiving his instructions and WANDA, an efficient Uncle secretary.

WAVERLY

Ten months ago, Arum Tertunian, the world's greatest authority on cybernetics, disappeared abruptly.

ILLYA

Tertunian...? Didn't he work the electro-chemical method of programming the basic brain functions in some living organisms?

WAVERLY (with a nod)

In every living creature from fire-flies to dolphins. He was on the verge of some very revolutionary discoveries indeed. Then...

(turning to Wanda)

Why don't you fill in Mr. Kuryakin with the rest of it.

Wanda picks up a report and glances at it.

WANDA

Last week we got word from one of our undercover men that Thrush is holding him.

Waverly, reading, nods absently, searching for a particular paragraph.

WANDA

In their new top-secret hideout somewhere in the Nevada badlands. With Tertunian in their hands, there is no gainsaying what Thrush might attempt.

WAVERLY

Should we permit it. Of course, we won't.

48

CONT'D

(2)

He looks at Illya. Illya smiles vaguely.

ILLYA

Of course not.

WANDA

Two days ago Mr. Solo was sent to contact that undercover man, with orders to get all the pertinent data, and if possible, bring out Tertunian.

Illya notices the "dollar watch" and chain, duplicate of the one found earlier by Solo. He picks it up, and toys with it.

WANDA

Mr. Solo made the contact, all right, but before he was able to transmit what he had learned, something happened.

Illya holds the watch against the geiger counter. It goes BEEP-BEEP".

WANDA

Mr. Solo's last signal was "X-Eleven". That means he succeeded in obtaining the information but was facing imminent capture.

Illya looks at Waverly...

ILLYA

But if Solo got it, they'll make him...

WAVERLY (crisply)

...Tell them? No. Fortunately, Mr. Solo had the new Capsule B with him.

ILLYA (puzzled, with a shrug)

Capsule B - ?

(remembering - with immediate interest)

Is that the new amnesia pill our friends in Research were bragging about.....?

WAVERLY (mildly  
surprised)  
Were they? The pill was supposed  
to be top secret.  
(wily)

I'm happy to see you're so enter-  
prising even on home territory, Mr.  
Kuryakin. I hope you will be just  
as effective in recovering the in-  
formation Mr. Solo was prevented  
from delivering in person.

ILLYA  
May I assume that the data was  
carried in one of these radioactive  
little time pieces?

WAVERLY (nodding)  
And to make your task simpler, the  
data itself - the information and  
map - will also respond to your beeper.

Illya rises to go - then turns.

ILLYA  
That capsule - is it as effective  
as they claim?

WAVERLY (simply)  
Completely and totally - for about  
seventy-two hours - by which time I  
hope the information will be safely  
in our hands.

ILLYA (gives a grin  
and a shiver)  
Solo without a memory -- I wouldn't  
care to be in his shoes, somehow.

WAVERLY (calmly)  
Oh, I daresay Mr. Solo will still  
be able to count in Swahili or  
conjugate a few simple Latin verbs.  
(with a grim smile)  
But he will not remember a thing  
about UNCLE, have the remotest idea  
who he is...

(looking at Illya)  
...nor who YOU are, should you  
succeed in finding him.

(looking at capsule, then  
at Illya; wily, shaking  
his head)  
Not the remotest.

ZIP PAN TO:

EXT. LONGOLIUS SANITORIUM - FULL SHOT - (STOCK) - DAY

49

In the Nevada desert, this handsome complex of buildings could as easily be a dude ranch or an exclusive \_\_\_\_\_ idea of a retreat in the desert.

INT. SOLO'S ROOM - CLOSE SHOT - PILL IN LONGOLIUS' FINGERS - DAY

50

A rather large pill in Longolius' fingers permits, through the "circle" of his hand, a view of Solo in bed, gingerly opening one eye as he hears....

LONGOLIUS' VOICE

I suggest you swallow this, to relieve  
that headache. I do hope it isn't TOO  
severe?

50  
CONT'D  
(2)

SOLO (in pain)

Oh...brother....I hate to disappoint  
you but....

Now the pill goes to Solo as....

LONGOLIUS' VOICE (helpful)

Here. Let me lift your head....

WIDER ANGLE

50X1

as DR. LONGOLIUS, a Teutonic type in white "coverall",  
lifts Solo's head. Solo groans, but permits the pill to  
go down. The doctor follows it with a glass of water  
from a bedside, regulation "hospital" table.

SOLO (eyes closed)

That must have been some party.

Now he opens one eye again.

SOLO

This isn't my hotel....is it?

LONGOLIUS

Hardly.

SOLO

Okay - where am I and who....

(looking at Longolius)

.....are you? Don't answer....I've got  
it.

(he takes in the white coverall,  
etc.)

You bake doughnuts.

LONGOLIUS (pleasantly)

Doughnuts are fried.

SOLO (holding his head,  
trying a faint smile)

I don't know about doughnuts, but I  
sure must have been.

LONGOLIUS

Let me introduce myself. The name is  
Longolius. Cactus Longolius to my friends.  
And you're a guest in my house.

50X1  
CONT'D  
(2)

SOLO

How do you do... I'm... I'm....

He stops, thinking, his headache still painful.

SOLO

I'm -- Funny.

(he manages to smile)

I'm.... You know, I don't seem to be  
able to remember - who I am.

LONGOLIUS (easily)

Now, now, I realize your head hurts,  
but no games, please. We both know  
very well who you are.

SOLO (his hands over his  
face, trying to keep the light  
out of his eyes)

You know who I am and I don't? Okay.  
I'll bite. Who am I?

LONGOLIUS

Napoleon Solo, of course.

SOLO (looking up in  
disbelief)

Napoleon...? Who? Come on, friend.  
Nobody's been named "Napoleon" since  
the battle of Waterloo.

Longolius is a little annoyed.

LONGOLIUS

Please. I am not in the mood for  
comedy.

Solo touches his head gingerly. It hurts.

SOLO (wincing)

Who IS?

(touching it again)



LONGOLIUS (impatiently)  
Come now, Mr. Solo. There's nothing  
REALLY wrong with you. Get that out  
of your head.

50X1  
CONT'D  
(3)

SOLO (eyes closed, still  
in pain - carefully)  
This isn't in my head; it's on TOP of  
it. What HAPPENED?

LONGOLIUS (impatiently)  
You were hit over the head with the  
butt of a six-shooter.

Solo reacts, opens his eyes, then tries to go along  
(however painfully) with the gag.

SOLO  
And here I am, making a fuss.

LONGOLIUS (crisply)  
Painful, I admit, but hardly dangerous.  
So, I beg you, don't attempt to take  
advantage of the situation. It won't  
do you the slightest good.

SOLO (blankly)  
A six-shooter. I don't even remember  
a pea-shooter. In fact, I don't  
remember anything.

Longolius is annoyed.

LONGOLIUS  
Mr. Solo, it surprises me you'd attempt  
anything as childish as this. However,  
in any event, your cooperation is unim-  
portant. What we want to know from  
you is easily found out.

Angered, Longolius goes out. Solo looks after him with  
rising annoyance of his own. Despite his aching head and  
somewhat shaking limbs, he pushes the bed clothes aside  
and swings his feet to the floor.

It is a venturesome journey as he immediately has to  
clutch the bed AND the table to steady himself. However,  
basically he is in excellent condition and after a moment  
he manages to make it to the window.

The windows are attractively barred in the current "Spanish" motif. Solo gives them a look, then straightening himself, looks about, sees his suit - or "a suit" - on a hanger. He goes over to it. He takes the coat, tries it on. It fits. He feels something in the pockets. He empties them. He finds cards - personal, credit cards, etc....a letter.

50X1  
CONT'D  
(4)

INSERT - CARDS, LETTER

50X2

All have the name "Napoleon Solo" on them.

WIDER ANGLE

50X3

The name means nothing to Solo. Troubled, uncertain, with rising perturbation but nevertheless determined to get OUT of this place.....he starts to dress.

INT. CORRIDOR OUTSIDE SOLO'S ROOM - DAY

52

Longolius, angry, is coming down the corridor. As he does, around a bend appears an attractive young woman (MARA) also in a white laboratory "coverall". She wears glasses, carries files and a note book. She smiles at seeing Longolius and falls into step with him.

MARA

How did it go?

TRAVELING SHOT

52X1

Longolius shrugs, annoyed but feeling cynically superior to Solo's presumed "deception".

LONGOLIUS

U.N.C.L.E. is slipping. In the old days they wouldn't have DARED insult one's intelligence by sending an agent who has the bare faced audacity to pretend he "can't remember who is is."

He presses a button and a rather unfortunate mural slides away to reveal a compact elevator. They enter.

INT. ELEVATOR

52X2

Mara is surprised.

MARA

He said he can't....?

LONGOLIUS

"Remember." Yes. And THIS is "Napoleon SOLO!"

(he shakes his head in professional disgust; glancing at the papers she carries)

Have you got his dossier?

Mara hands it to him.

LONGOLIUS

Have him brought to the laboratory. We'll use Tertunian's new drug...that truth serum thing.....I want him to assist me....

Mara starts pressing buttons at the side of the elevator.

LONGOLIUS

But be sure you keep a close eye on our captive genius.

MARA

He's been rather more cooperative these days, doctor.

LONGOLIUS

All the more reason to WATCH him. SOMEone's been leaking information around here. He may have had a hand in it.

The doors of the elevator open.

INT. GROTTO - TUNNEL - TRAVELING SHOT

52X3

A GUARD is there pressing buttons as they emerge. Longolius, deep in his own thoughts, marches down the corridor quickly followed by Mara. She looks after him, thinking.

INT. SOLO'S ROOM - DAY

52X4

Now Solo has succeeded, after a fashion, in getting his clothes on. He is weak, shaky, and troubled by the whole thing - his surroundings, his inability to remember anything, the more than vaguely ominous ambiance of the entire place. However, he straightens up, tries a deep breath or two and with an assumed air of confidence which he is far from feeling, he goes to the door and opens it.

The largest, burliest most intimidating ORDERLY in the world stands there, wearing an expression roughly comparable to that of Mt. Rushmore, viewed as an entity.

Solo realizes his entire attempt, while brave, is the height of folly, especially in his condition.

SOLO

Oh, excuse me. I was just looking for the cross-town bus. My mistake.

Of his own volition, he closes the door....and suddenly utter despair is on his face.

INT. END OF THRUSH GOTTO - TUNNEL

52X5

Mara and Dr. Longolius have arrived at the end of the tunnel. Lights over the door flash, the doors part, admitting them to the....

INT. LABORATORY

52X6

They march down the lines of computers to the section obviously set aside for the "work", with cubicles and desks for Mara, Tertunian and Longolius.

CLOSER SHOT

52X7

Longolius, in bad temper, sets the Solo dossier down on the desk with a displeased thump. Mara looks at it, looks at Longolius.

MARA

Are you sure Solo's faking? Sometimes, after a blow on the head, there is such a thing as a temporary confusion of identity....

LONGOLIUS (drily)

Not with an UNCLE alert...And NEVER with that gleam in one's eye as HE has...

MARA (glancing at the open dossier)

Yes....I see what you mean.

(she smiles)

He's classified here as a...

(puzzled)

..."swinger". What's that, sir?

LONGOLIUS (snorting)

A manic-depressive who is never depressed.

ZIP PAN TO:

53-62  
OUT

INT. LONGOLIUS LABORATORY - DAY

63

Solo is strapped to an examining table under a huge light, of the sort used for operations, et al. At the moment, he is only semi-conscious as, via a "blood transfusion" sort of apparatus being operated by Mara, he is being given an intravenous injection. Mara stands behind his head, therefore he is unable to see her.

Doing the injection is ARUM TERTUNIAN, a grave-faced, gaunt man of dry humor.

In the background, are one of two THRUSH Orderlies. Longolius, with Solo's dossier beside him, is conducting the interrogation.

LONGOLIUS (intently -  
at the semi-conscious Solo)  
Your name is NAPOLEON SOLO! NAPOLEON  
SOLO! Do you hear me? You are an  
agent of U.N.C.L.E. You have come  
here on the command of your superior,  
MR. WAVERLY. Now you are going to tell  
me ALL of the instructions he has given  
you. You are going to tell me ALL of  
the information you TRANSMITTED back to  
him. You are not going to withhold  
anything in your mind from me! You  
understand? Say that you do!

63  
CONT'D  
(2)

SOLO (dimly)  
I...do...

LONGOLIUS  
WHAT did you transmit back to WAVERLY?

SOLO (faintly)  
To whom?

LONGOLIUS (annoyed)  
You are not going to withhold anything  
in your mind from me. Remember THAT!  
What is in your MIND? TELL me! TELL  
ME ALL!

SOLO (slowly)  
I - I'd like another aspirin, please -  
and then when this cannon-fire in my  
head stops.....please point out the  
guy who hit me with the six-shooter...  
I'd like to return the compliment.

Solo drifts off into a blissful doze. Longolius, livid,  
throws up his hands and stares at Tertunian.

LONGOLIUS (alarmed)  
DON'T let him go to sleep!

Frantically to Tertunian:

LONGOLIUS  
STOP him.

TERTUNIAN  
It has that effect sometimes. We've  
already given him....

He looks at the girl. She glances at the records.

63  
CONT'D  
(3)

MARA

In excess of two hundred cc's. Which  
is much too much.

Longolius glares at Solo, then turns to Tertunian.

64-OUT

CLOSER SHOT

65

LONGOLIUS

Is it the medication? Is it old?

TERTUNIAN (wily)

On the contrary - freshly brewed in  
her magic cauldron by your charming  
assistant, to make sure I didn't slip  
something into it.

Longolius looks at Mara.

MARA

Nothing's wrong with the drug, doctor.  
(worried, glancing at Solo)

It MUST be the patient.

(glancing at Solo's dossier)

He is "Napoleon Solo"? I mean, UNCLE  
couldn't have sent a "double" or some-  
thing?

TERTUNIAN (gently, lightly  
remonstrative)

YOU're not being scientific, my dear  
Mara. Of course, it's Solo. Were  
this man NOT Solo, he'd have some kind  
of memories under the drug - not just a  
blank.

MARA

That blow on the head...? Could that  
be the reason?

LONGOLIUS (glaring at  
the Orderlies)

Those stupid idiots. All brawn, with-  
out a vestige of brain.

Tertunian is examining the unconscious Solo with professional dispatch.

65  
CONT'D  
(2)

TERTUNIAN

No. I rather suspect he's under the influence of some drug which produces amnesia.

LONGOLIUS

Ridiculous. In his room just now, Solo not only knew all about the battle of Waterloo, he wanted to TELL me about it!

TERTUNIAN (peering into Solo's eyes)

I'm not surprised. Memory at best is a selective thing. Solo will come to a sense of his own identity....in time.

LONGOLIUS

We HAVE no time! We KNOW he was talking to Uncle headquarters when our men got him. HOW much did he DISCOVER about this operation of ours? How much did he TELL them? We MUST find out IMMEDIATELY!

Mara, looking at Solo, troubled, pulls the blanket which covers him, up around his chin. The Orderlies wheel Solo out of the room.

LONGOLIUS

If it's a drug we're dealing with, what's the antidote?

(glaring at the ranks of computers behind them)

Surely, your computers can tell us?

TERTUNIAN (drily)

They're not programmed for medicine. You had me set it up to examine the influence of emotional factors on the loyalty of THRUSH personnel. I've only just programmed their love lives.

LONGOLIUS (furious)

They haven't any, except on assignment!



TERTUNIAN (glancing  
at the machines)  
Of course that might be ONE way out.

65  
CONT'D  
(3)

LONGOLIUS (annoyed)  
What are you talking about?

TERTUNIAN  
Something that will jog his memory back.  
Something that will increase his blood  
pressure, cause adrenalin to pour into  
his veins - arouse his whole body  
chemistry.

LONGOLIUS (thinking)  
Using what? Insulin shock? Electric  
shock?

TERTUNIAN  
No, no...the oldest, most primitive  
stimuli we know. Give me Solo's  
dossier.

(Mara hands it to him)  
To make this operative, we must arouse  
the most basic instincts the human  
animal is conscious of....

(he thumbs through the dossier)  
...fear, is the oldest....but Solo  
apparently is not a particularly  
fearful man.

(he glances at another page)  
...hunger hardly seems applicable...

He looks up at Mara.

TERTUNIAN  
Did you read these?

MARA (hesitant)  
Yes. I...I glanced at...that one.

TERTUNIAN (with a wicked  
smile)  
Eye-opening, isn't it?  
(he glances back at a page)  
The other great instinct, of course  
....is libido. And here, my dear  
Longolius, we may have a chance.

LONGOLIUS

Libido?

65  
CONT'D  
(4)

Tertunian turns the dossier over to Longolius, pointing.

TERTUNIAN

Let us say interest in the opposite sex. As you may observe for yourself, our Achilles is a man of experience in the field. His heel seems to be women. But of course we must find the appropriate person to AROUSE that....not so latent predeliction of Mr. Solo's.

LONGOLIUS (swiftly)

No problem. THRUSH numbers among its feminine employees any amount of operatives quite adept in that field.

(to Mara)

Process all female personnel cards through the machine, please.

Mara has been listening to all this with some confusion.

MARA

Programmed against WHAT, sir?

LONGOLIUS (impatiently)

Against Mr. Solo, of course. We stamped out a card on him, from his dossier, as I remember. Now we search for his perfect emotional, intellectual and physical match....

(pointing to the machine)

...in THAT....Now. Hurry!

MARA

Yes, sir.

As Mara moves to the machine....

ZIP PAN TO:

65X1-65X14  
OUT

EXT. SALOON - CLOSE SHOT - BLEACHED STEER SKULL - DAY 66

The bleached steer skull, previously noted, reveals within the bright watch and chain, visible in the sunlight.

WIDER ANGLE

67

The Old Prospector has seen it.

OLD PROSPECTOR

Well.....!

Quickly he bends down and picks up the watch and chain.

OLD PROSPECTOR

If this don't beat the chuckawallas!  
I know'd somebody was around here.

He looks at the watch, pleased.

OLD PROSPECTOR

Finders keepers they always say, don't they?

He shakes the watch vigorously, and cackles with delight.

OLD PROSPECTOR

Run down but I guess it works.  
(peering up at the sun)  
'Bout what time would you say it is,  
Soph?

Sophie looks up and HEE-HAWS.

OLD PROSPECTOR

That's just about what I'd say, give  
or take a minute.

CLOSE SHOT

68

He winds up the watch. As he does, the front flies open (as before) revealing the micro-thin sheets of paper. The old man looks at it blankly.

OLD PROSPECTOR

H'ain't got no WORKS? What kind of  
a fool thing is this....

He pulls out the two thin sheets of paper and unfolds the first one.

68  
CONT'D  
(2)

OLD PROSPECTOR (reading)

"North by northwest"....

(struck)

Why, it's --

He turns it around sidewise, staring at it.

OLD PROSPECTOR

-- a map! Sure....

(on a rising note)

....there's a tunnel and the.....  
Soph!

He looks at the burro with rising excitement.

OLD PROSPECTOR (he looks

about carefully, to make sure  
he is not overheard)

...just maybe, Soph, just MAYBE, we  
got our FORTUNES made....

(looking back at the map with  
almost religious fervor)

...if we can FIND this place.

As he stares at the map, almost wildly.....

ZIP PAN TO:

INT. COMPUTER ROOM - DAY

69

Mara is at her file cabinet, Solo's dossier is on the desk, Longolius is eagerly watching some intellectual logistics.

TERTUNIAN

We're just about ready.

Mara turns, a bit startled. Longolius looks up, eager, tense, the question in his eyes.

LONGOLIUS

Had we a large enough sampling? How  
many female THRUSH personnel were  
there to choose from?

TERTUNIAN

Over two thousand. We took only those on the Pacific Coast in view of the time factor.

69  
CONT'D  
(2)

Cards come out.

MARA

It's ready.

Longolius would take the card but something about Mara arrests his attention. She has the card in her hand and is staring at it in bewilderment.

LONGOLIUS

Well, who is it?

MARA

There...must be some mistake.

TERTUNIAN (mildly)

My machines NEVER make mistakes. That's why you so charmingly kidnaped me and interned me here.

MARA (firmly)

There's been an error. There MUST have been.

(she fumbles through the cards)

The...other choices are perfectly feasible but...not this first selection.....It's all WRONG!

Tertunian peers over her shoulder.

TERTUNIAN

Is it? Why?

(looking)

It can't be! Look at the high number the girl received, whoever she is.

Away ahead of the others. Who is she?

LONGOLIUS

Yes. Who is it? And where do we reach her? We must get her here IMMEDIATELY.

He seizes the card.

LONGOLIUS (reading a  
number)  
"Zed - 897".  
(he looks up)  
Who's that?

69  
CONT'D  
(3)

Mara moistens her dry lips and struggles to speak. Almost timidly she holds out her numbered badge which she wears, with her photograph, on her coverall lapel.

MARA

It's -- me.

FADE OUT.

END ACT ONE

## ACT TWO

FADE IN:

INT. COMPUTER ROOM - DAY

70

Mara, Longolius and a smiling Tertunian confront one another, Longolius staring first at one, then the other, then at the card in his hand.

LONGOLIUS (in open-mouthed disbelief)

MARA! Chosen to bring Napoleon Solo back to -- ? Incredible! IMPOSSIBLE!  
(he flips open Solo's dossier; Mara steps out)

Look at the record. She's not at ALL the kind of girl Solo's credited with going for.

TERTUNIAN (sagely)

No...I think Mr. Solo "on purpose" plays it very safe. Mara is the kind of girl to reach...deep within his entire psychic makeup.

LONGOLIUS

I've never thought of her as anything but an efficient...

(amending this, hastily)

...I mean....valued co-worker.

TERTUNIAN

I must admit my own thoughts have not always been quite that Simon-pure. Perhaps it's the result of my long confinement.

He smiles merrily at Longolius. Longolius is not amused.

LONGOLIUS (crisply)

We're wasting time. Give her the necessary instructions and send her upstairs.

## ANOTHER ANGLE

70X1

Mara steps down from the machine. She gives an angry shake of her head, takes her pocket mirror from her bag and examines herself without satisfaction.

MARA

Very well - how do I start?  
(she looks quite beyond herself)  
....I haven't a VESTIGE of a notion  
what to say to this man.

TERTUNIAN

I thought all THRUSH girls went  
through some course...an elementary  
man-woman relations thing?....What's  
it called?

MARA (flatly)

I had measles that semester. I meant  
to make it up later but somehow I  
became sidelined with differential  
calculus.

TERTUNIAN (reassuringly)

The computer knows all this. It has  
all your records.....and what's more  
important -- all of Mr. Solo's. The  
machine KNOWS Solo will take to you.  
That's all that matters.

Mara flinches.

TERTUNIAN

The rest will take its natural course.

MARA (outraged)

This man is an UNCLE agent. I may  
have not been trained in the Mata Hari  
division of THRUSH as the OTHER girls  
were, but I HAVE been trained since  
INFANCY in how to deal with UNCLE  
agents. And it is NOT, believe me  
and I repeat, it is NOT to make LOVE  
to them!

ZIP PAN TO:



EXT. CROSSROADS LEADING TO NOWHERE - DAY

71

Illya in a jeep comes barrelling up to the rickety sign post. He leans out of the jeep to read the signs on the post.

CLOSER SHOT

72

The signs are all awry from the recent storm as well as being mostly illegible. Illya pulls at one and reads it. It reads...

ILLYA (reading aloud)

"Votes for WOMEN!"

(taken aback)

What won't they think of next.

He looks about, tosses a coin in the air, and takes the first dirt road.

ZIP PAN TO:

EXT. NOWHERE STREET - DAY

73

Illya drives down the Nowhere street, looking around without enthusiasm.

CLOSER SHOT

74

He parks the jeep, gets out, unlimbering his communicator at the same time. The town is silent as a grave.

ILLYA

Channel D....Channel D...

WAVERLY'S VOICE (O.S.)

Yes, Mr. Kuryakin?

ILLYA (looking about)

I have arrived in Nowhere, sir...and believe me, never has anyplace deserved the name MORE.

WAVERLY'S VOICE (coldly)

You are working for U.N.C.L.E., Mr. Kuryakin, not the Urban Redevelopment League. What have you got to report?

Illya looks. He bends over examining the saloon steps.

74  
CONT'D  
(2)

ILLYA

A quantity of blood. Dried. Fairly fresh, or it would be bleached out by now. Shall I test it for type?

WAVERLY'S VOICE (annoyed

...cold)

Not at the moment. Follow it. The appropriate corpse may be within.

ANOTHER ANGLE

74X1

Illya starts up the stairs, getting out his U.N.C.L.E. geiger counter.

ILLYA

Yes, sir.

DOORS

74X2

He reaches the saloon swinging doors. He peers inside, holding up his geiger counter. He enters.

INT. SALOON - DAY

75

The place is as desolate as ever, and as dusty.

WAVERLY'S VOICE (O.S.)

I'm not hearing anything, Mr. Kuryakin.  
Are you there?

Illya is waving the geiger counter around cautiously.

ILLYA

Yes, sir. There's more blood but no sign of radio-activity.

The "counter" is giving off the faintest of BEEPS.

ILLYA

Oops! Hear that?

WAVERLY'S VOICE (distantly)

Distinctly.

TRAVELING SHOT

76

Illya follows the "BEEP-BEEP". It leads him toward the bar....He looks up.

CLOSER SHOT

77

The geiger counter is now going "BEEP-BEEP" in fairly healthy fashion. Illya holds it out further, following the SOUND. As it increases in volume, Illya looks up, faintly surprised....

WAVERLY'S VOICE (O.S.;  
impatiently)  
Well....where's it coming from...?

WIDER ANGLE

78

Illya is staring wide-eyed at a dusty oil painting occupying a position of honor over the middle of the bar. It is of a lady, discreetly draped for these days, but who no doubt seventy years ago, was a wild scandal.

As Illya moves the geiger counter the BEEP more and more seems to emanate from....

ILLYA (startled)  
...from a lady's....abdomen, sir...

INT. UNCLE HEADQUARTERS - DAY

79

Waverly reacts.

BACK TO ILLYA

79X1

He looks behind the frame.

ILLYA (to lady on  
painting)  
Excuse me, madame.

He finds the watch, hanging on a nail. He opens it.  
It's empty. He looks perplexed.

ZIP PAN TO:

INT. SOLO'S ROOM - DAY

80

Solo is just barely coming to from the combined effects of the blow on the head, the aspirin, the sodium pentothal and whatever effect "Capsule B" may be generating.

The door opens softly and Mara enters in a very tentative manner. The white "coverall" has probably been discarded along with her glasses but little other change has been effected in her costume. She enters and stands hesitantly at the end of the bed....

MARA (uncertainly -  
in a low voice)  
Napoleon....

There is no answer. She moves now to the side of the bed and gently puts a hand on the cover.

80  
CONT'D  
(2)

MARA

Napoleon.....?

Solo stirs very slightly, head aching.

SOLO (dimly)

-- Whoever's shouting at me, please stop -- and go away.

Mara is a little shaken at this greeting.

MARA

I'm not shouting, Napoleon.

(she tries to smile, lowering her voice even more)

I MUST talk to you....

SOLO (in pain)

...Whoever you are...please get OUT and leave me ALONE.

Mara is thoroughly taken aback now. This is hardly the reaction promised by the computer. She casts a worried glance at the door.

MARA

Napoleon! I....I'm here from MR. WAVERLY....

There is no response. She shakes the bed again gently with her hand.

MARA

...from UNCLE. Everyone at UNCLE'S TERRIBLY concerned about you!

SOLO

I don't care if you're here on behalf of Santa, all his little elves AND Donder and BLITZEN. Leave me alone...

MARA (trying her best)

80

Oh, Napoleon...darling...don't....

CONT'D

don't speak to me that way! Don't

(3)

you...don't you even RECOGNIZE me...?

Solo, agonized, his head giving him hell, opens pained angry eyes to glare at her. He looks.

SOLO

Madame, I do NOT! And if you won't leave, I WILL!

With a surprisingly lively reaction for a man who has suffered much of late, he pushes out of bed, slips, nearly falls on the floor, and makes a dash for the door.

MARA (shrieking)

Napoleon....DON'T!

But Solo, unheeding, pushes through the door with his last strength only, of course, to immediately find himself in the arms of....

ANOTHER ANGLE

81

...the largest and burliest of the orderlies, as before. This time the chap without straining a muscle, picks up the weakened Solo in his arms and, gently but expeditiously, conveys him back to the bed, puts him on it, and pulls the covers over him.

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:  
EXT. DESERT - DAY

81X1

Illya's jeep is slowly going over the desert. It pauses as Illya looks around.

CLOSER SHOT

81X2

Illya talks into his communicator.

ILLYA

Channel D....Channel D....  
Kuryakin here...

WAVERLY'S VOICE (o.s.)

Go ahead.

ILLYA

I'm on the trail of the old man.  
He has a burro....he rolls his own  
cigarettes....he has a limp.....

WAVERLY'S VOICE (o.s.)

But has he our MAP? It's radio-active  
too, remember. You should be getting  
response from your beeper.

ILLYA

He's moving awfully fast....too  
fast for a hot day like this. And  
if he's as old as I think he is, he  
won't last long in this heat.

WAVERLY'S VOICE (o.s.)

Splendid, you may find him collapsed  
from heat stroke, can render first  
aid, and penetrate his confidence.

ILLYA (perspiring)

To be frank, sir, it will probably  
be the other way around.

He starts off.

ZIP PAN TO:

EXT. LONGOLIUS HOUSE - TERRACE - DAY (LATE AFTERNOON)

81X3

This is a handsome, indeed luxurious terrace, beautifully appointed in the way of a portable, well-stocked bar; a couple of handsome braziers against sudden chills; luxurious patio furniture of the very best, most discreet design; a few handsome bay trees or ornamental orange trees arranged to relieve the monotony of the vast desert landscape which stretches out seemingly to infinity; as well as cleverly placed, colorful awnings and other sun screens to shield the area during the heat of the day. Someplace nearby can be HEARD the SOUND of a fountain. Everything in short is present which would contrast to the austerity of the rest of the building.

The "plink-plonk" of the distant fountain gradually penetrates to a Solo who is stretched out on an elaborately upholstered outdoor chaise lounge.

CLOSER SHOT - SOLO

82

His eyes open. This time, as is understandable, a considerable amount of the pain, etc., has ebbed away and he can view the world with something approaching normality.

His eyes, however, reflect the confusion implicit in having neither a sense of identity nor, actually, a sense of place. His unconscious question "where am I?" is immediately followed by one, "who am I?"

At this juncture, he HEARS the sliding doors behind him open and, not without a little effort, he endeavors to turn his head. A cool hand, however, smoothes his brow, brushes back his hair.

MARA'S VOICE

No fever. Good. You're feeling better.

Solo's gaze goes up to take in...

WIDER ANGLE

83

...Mara, who is regarding Solo with cool self-possession. She is rather a different Mara than we have seen before, this time accoutred to match the discreetly sybaratic surroundings.



SOLO

I've seen you before.

83

CONT'D

(2)

MARA

You remember? I'm glad. My reception this afternoon was a little unnerving, to say the least.

SOLO

This afternoon. Yes. You came into my room. You kept talking.

MARA

What else did you expect me to do?  
Wave my antenna?

She lights two cigarettes and gives him one. He takes it, gratefully.

SOLO

I was rude. I'm sorry.

(a little lost)

I'm never rude to pretty girls. At least....

(now he is not so certain,  
trying to remember)

...I don't THINK I am.

MARA (warily)

Three years ago you did leave me standing in the middle of the United Nations Souvenir Section, in a fit of picque over some little Lebanese diplomat. Rudeness? Or jealousy? I don't know.

SOLO (looking at her)

You mean I KNOW you?

MARA (lowering her voice)

Why do you think I'm here? I TOLD you U.N.C.L.E. sent me to look after you.

SOLO

UNCLE...UNCLE....You keep SAYING that.  
Everyone keeps saying that.

He stirs uneasily, trying to sit up. His head hurts a bit and he winces. Mara hastily produces a pillow.

MARA  
Take it easy. Don't rush yourself.  
Would a martini upset you?

83  
CONT'D  
(3)

SOLO (absently)  
Very cold, on the rocks, mind the  
vermouth, and two onions.

MARA (pleased)  
The same old Napoleon. THAT hasn't  
changed at least.

But Solo has managed to sit up now, as Mara stirs the  
martinis.

SOLO (trying to  
remember)  
I LIKE martinis?

Mara gives him a look which speaks volumes. She pours.

SOLO (looking about,  
lost)  
Where am I now?

MARA  
Same place, only a little higher up  
and more to the left.

With an expansive gesture:

MARA (gaily)  
My own little hideaway away from it  
all.

(indicating the view)  
Were this Manhattan, that far off  
peak would be Karakal, and beyond  
the monastery of Shangri-La.

SOLO  
That's from a book. Isn't it?

MARA  
You're getting warmer.  
(looking at him - whispering,  
intimately)  
Did you really take an amnesia drug?  
Dr. Tertunian says you must have.

SOLO (whispering back)  
Maybe I did. Everything's so fuzzy...  
I can't remember anything....  
(looking at his drink, with grin)  
...except this.  
(suddenly)  
Why are we whispering?

83  
CONT'D  
(4)

Mara looks at him, looks around the room, lifts lamps etc.  
finally a potted begonia. She finds what she was looking  
for....a small "mike". She disconnects it.

MARA  
In this place, even the begonias have  
ears. It's all right now.  
(looking at him)  
You don't remember anything? None of  
those little moments behind the file  
cabinets in the UNCLE office?

SOLO  
Who's uncle? Yours or mine?  
  
MARA (urgently)  
U.N.C.L.E. - the organization we both  
work for.

Solo looks at her and shrugs, helplessly.

MARA (patiently)  
You're Napoleon Solo....Uncle's top  
undercover agent. You've fallen into  
the hands of THRUSH, your enemies.  
You took a drug to prevent them from  
getting information from you. It's  
temporarily destroyed your memory.

SOLO (relieved)  
It will come back?

MARA  
Yes. So the doctor here, said.

Solo looks at her.

SOLO  
I don't follow you. One minute you  
say you're with UNCLE. Now you're  
with THRUSH....whatever that is.

MARA (with a shrug)  
I'm...in their confidence. They  
trust me. I infiltrated from UNCLE  
two years ago.

83  
CGNT'D  
(5)

(she looks away, lighting a  
cigarette)  
I hardly thought you and I would  
meet up again. Don't give me away.  
They're not signatories to the Geneva  
Conference when it comes to traitors  
within the gates.

SOLO  
Including me?

MARA (with a sign,  
frowning)  
You're a special case. You really  
don't remember anything at all?

SOLO  
I'm sorry. Something tells me you  
and I must have some wonderful memories  
in common, too.

He smiles at her. She shrugs....but smiles.

MARA  
If I wanted, I could tell you almost  
anything couldn't I.....about the...  
kind of friends we were....

She sits down beside him.

MARA  
...about the last time we saw one  
another....

She runs a hand lightly over the back of his neck.

MARA  
...about what we were doing that  
last time...

SOLO  
What?

Mara smiles at him and starts to whisper in his ear.

She whispers.

83  
CONT'D  
(6)

SOLO

Well, I don't think those things can  
be forgotten. That.....that's.....  
instinctual not....not....  
(searching for word)  
..."memorable". If that's the word.

MARA (very close)

....It was memorable to me....

As very close they look at one another.....suddenly they  
kiss.

SOLO (startled)

Oh, I've suddenly remembered something.

Mara looks at him.

MARA

What?

SOLO

All this you've been telling me about  
UNCLE and THRUSH and plots and secret  
agents. It's struck a very familiar  
chord.

Mara is uncertain - caught between two emotions.

MARA

Things are coming....back to you?

SOLO

Yes. Comic books I used to read.  
The same plot, exactly, plus...SLAM,  
ZAP, POWIE.

(looking at her)

Yes, indeed.

(he starts to kiss her)

SLAM! ZAP! POWIE!

As he kisses her....

ZIP PAN TO:

EXT. DESERT - DAY

83X1

EXT. CAMPFIRE - DAY

84

...our friend the Old Prospector who, making coffee by his campfire, absently throwing a few dried chips on the blaze, is engrossed in study of the map. Red-eyed and hardly the same self-confident, even bellicose old codger whom we met earlier, it is obvious the map has defeated him. Sophie, with enviable calm, eyes the dawn hopefully, wondering if romance will enter into her life ever again.

OLD PROSPECTOR (some-  
what sententiously)  
I should've gone on to the Colorado  
School of Mines, Soph - like that  
waitress in Butte told me, forty  
years ago. She was ahead of her  
time, that girl.

(he turns the map over again,  
trying it from a different  
angle)

Then maybe I could have figured out  
the head and the tail of this darned  
thing. There ain't nothing like an  
education, Soph, and don't let NOBODY  
tell you different.

But Sophie has pricked up her ears, hearing something the  
old man hasn't heard. He doesn't notice, stirring the  
fire again, throwing on more twigs, et al, eyeing the  
battered enamel coffee pot absently.

OLD PROSPECTOR (annoyed)  
Stop stompin', Soph. I'm concentratin'.

However, he looks up to find...

WIDER ANGLE

85

...Illya coming up the hillock. He stops, looking at the old man. The old man starts perceptibly, folding the map up in his hand.

OLD PROSPECTOR

Howdy! You gave me a start....

He scrambles to his feet.

OLD PROSPECTOR

I ain't used to runnin' into strangers.

(with false jollity)

Around here I'm Mayor, Sheriff, and entire population.

With elaborate casualness he folds the map into a small pocketbook and stuffs it into one of Sophie's saddlebags lying on the ground.

OLD PROSPECTOR

Just makin' a pot of java. Like a cup?

Illya doesn't answer, merely taking out his geiger counter and setting it going. It goes faintly "BEEP-BEEP" as Illya holds it out in the general direction of the old man, his saddlebags et al.

OLD PROSPECTOR (alarmed)

Here, now! What you doin'!

Illya doesn't reply, merely moving closer, following the BEEP-BEEP.

OLD PROSPECTOR

Whatever it is, you stop that, mister!

Stop that right now!

(on a rising note)

You ain't got no right to come here and....

But the "BEEP-BEEP" has led Illya right to the saddlebags. He plunges one hand in as the "BEEP" gets louder and louder. He pulls out the book containing the map.

OLD PROSPECTOR

NO! SOPH!85  
CONT'D  
(2)

Sophie HEE-HAWS a protest and would pull around, hind feet first, to deal with Illya, but the old man has jumped over and caught Illya's hand. Illya however, already has the map in his hand. He looks at the old man.

OLD PROSPECTOR (panick-  
ing - outraged)

You let that GO! That's MINE. You dassn't steal it from me. I found it! It belongs to ME....!

Illya however, merely holds the old man with one hand in a steely grip as he calmly reads the map.

ILLYA

...Forty-two degrees north....

He turns.

ILLYA

There.

He points. The old man still struggling, suddenly calms, watching Illya. As he stares at Illya....

ZIP PAN TO:

INT. MARA'S BEDROOM OFF TERRACE - NIGHT

85X1

Mara is in bed, moonlight streaming in the terrace, the SOUND of a lonely coyote howling in the distance, the embers still glowing in the fireplace.

CLOSER SHOT

85X2

Mara too, is restless, shifting position, not being able to settle down. Suddenly she HEARS a FAINT TAP at the door. She is surprised.

MARA

Yes?



WIDER ANGLE

85X3

The door pushes open, light from the corridor streaming into the room. A man stands there. Mara switches on the light. It is Solo, looking singularly lost and confused ...bewildered, really.

SOLO

Please.....I've got to talk to you.

Mara hesitates, then...

MARA

Slide the door shut.

He does. She rises and pulls the curtains shut.

MARA

Did anyone see you?

SOLO (lost)

I....I....I don't think so....I was very careful.

He comes over to the bed, looking down at her....

SOLO (unhappily)

I....

MARA

Yes...?

SOLO

I've been thinking and thinking and thinking. I don't know anything about all this UNCLE and THRUSH and everything else you've been telling me. But I do know I don't like this place....It gives me the creeps...I've GOT to get OUT of here.

Mara looks at him anxiously, then pulls back the covers and reaches for her robe. Solo goes over to the fire, miserably. Mara looks at him, near fireplace.

MARA

You'll have to be patient. The fences are electrified - and patrolled - the roads watched. We have to wait for the right moment, or until we get help.

SOLO (grimly)

Then I'll have to strike out on my own.  
I can't wait. This...this limbo I'm in  
...not knowing who I am...or what I am  
....I can't stand it.

85X3  
CONT'D  
(2)

Mara looks at him.

MARA

Don't do anything rash. I...I'll try  
to contact Waverly in the morning. I  
don't want you to risk your life need-  
lessly. You could never get past the  
patrol dogs, believe me....Listen...do  
you hear them?

From O.S. comes the distant BAYING of several DOGS.

85X4  
OUT

WIDER ANGLE

85X5

MARA

You see it's hopeless. But as long as  
they think they can still get infor-  
mation from you -- you're safe. In  
the meantime I'll think of something  
-- trust me.

SOLO (looking at her)

I'll have to. There's nothing else...

He takes her in his arms, kisses her. She responds. For  
a moment they look at one another.

ZIP PAN TO:

INT. LONGOLIUS LABORATORY

85X6

Longolius is angry, frustrated, desperate.

LONGOLIUS (glaring  
evilily at Tertunian)

This whole thing is a fiasco. Com-  
puter or NO computer, theory or NO  
theory...it HASN'T worked. Solo's  
"chemical intalance" hasn't altered  
by THAT much, despite what she's done.  
Nothing's been accomplished at ALL....  
All he wants is to get away from here.

TERTUNIAN (calmly)

I wouldn't say nothing has been accomplished. He trusts her. From trust to love...

85X6  
CONT'D  
(2)

LONGOLIUS

Love, my left foot. Solo's FAKING and has BEEN faking, all along. He hasn't lost his memory any more than you have.

TERTUNIAN

But the truth serum.

LONGOLIUS

He is IMMUNE to it. Perhaps they didn't give him an amnesia pill. Perhaps it was merely something to make him immune to these serums. Isn't that possible?

He glares at Tertunian. Tertunian shrugs.

LONGOLIUS

But we can be clever too. LET Solo escape. He'll head right for where he's concealed the information. The moment he locates it...we close in and.....arivederci!

TERTUNIAN (quietly)

You'll be making a big mistake. Don't try to argue with a computer. Solo has amnesia....the computer was right ....it will all work out if you'll give it a little time.

LONGOLIUS

Time? UNCLE knows Solo was in this vicinity. They'll have the cactus CRAWLING with their agents if we don't move immediately!

(into inter-office communicator)

Activate our mobile tracking unit at once! Cancel all leaves. We are on emergency alert!

As various lights flick on and off at this "emergency" signal:

ZIP PAN TO:

86-90  
OUT

EXT. DESERT - ILLYA AND OLD PROSPECTOR - DAY

91

The Old Prospector's eyes have lit up with excitement. This is the most action he's seen in many a long day. He is fascinated by Illya's electronic devices, especially the "communicator."

ILLYA

I'm literally on top of a vast underground Thrush plant stretching miles in every direction.

(glancing at the map and instructions)

Thrush has Tertunian captive someplace beneath us...constructing a giant computer system for them. Even here I'm receiving radio active signals from it. There must be a couple of hundred feet of earth between us.

INT. UNCLE HEADQUARTERS - WAVERLY'S OFFICE - DAY

92

Waverly absorbs all this, tracing his fingers over a map of the Nevada desert.

WAVERLY

Computers. Of course. It follows.

(calmly, staring at the map)

Well, Mr. Kuryakin, then you must blow it all up, mustn't you? Have you found the entrance?

EXT. DESERT - DAY

93

Illya is looking across a ravine at a mine tunnel and dump, to all appearances very old and abandoned.

ILLYA

Yes, sir. An old mine tunnel. It leads directly into the interior laboratories which lie under the Thrush "offices" here. They're disguised as something called a "rest home."

WAVERLY'S VOICE (O.S.)

Where they have Mr. Solo, no doubt.  
Find him, get him out, then explode  
everything. Do you understand?

93  
CONT'D  
(2)

ILLYA (with a faint  
sinking feeling)

Yes, sir. Find Solo, explode every-  
thing.

Waverly, in New York, clicks off and Illya eyes the tunnel  
with a certain dismay.

OLD PROSPECTOR (shy  
but eager)

Mister...if you're gonna blow anything  
UP, I got a lot of dynamite you can  
have CHEAP. It's OLD but it'll sure  
blow that tunnel to Kingdom Come and  
back!

ILLYA

Dynamite?

OLD PROSPECTOR (eagerly)

I always carry it. A man never knows  
when he's gonna hit a promising vein  
out here!

(whistling)

Come here, Soph. Show the gent!

As Illya does a faint double take realizing he's been  
walking around with a burro loaded with dynamite....

ZIP PAN TO:

INT. SOLO'S ROOM - NIGHT

94

Solo is asleep as Mara enters. Solo wakes up and stares  
at Mara. She has clothes, shoes, a rucksack, whatever it  
is conceivable a man fleeing in the desert might require.

MARA

Shsh -- I think we can manage it  
tonight.

SOLO (whisper)

Good. Throw me the pants and turn your back.

(as he starts dressing)

What made you decide tonight's the night?

94

CONT'D

(2)

MARA

I....bribed the cook. She's...not one of them.

(warily)

Longolius is something of a gourmet so she's here. She will take you in her car.

SOLO

What about you?

MARA

I must stay -- to cover up for you.

He is now decent and comes up to her and turns her around.

SOLO

What can I say to you.

MARA

Goodbye would seem appropriate. Only I wish you wouldn't. I hate the idea of never seeing you again.

SOLO

Why not? Can't we make a date to meet someplace on a certain date?

MARA

Better not. For people like us there is no tomorrow.

SOLO (coaxingly)

Come on. Don't be so glum. Name a....a place....a bar. And a time and day. We'll each go there for a drink....and you'll see me and I'll see you....

He very nearly has an arm around her.

MARA

Please....

94  
CONT'D  
(3)

SOLO (holding her  
firmly, even a little painfully)  
Name it. Come on.

Mara hesitates.

MARA (slowly not  
looking at him)  
There's....one bar....the only one  
there....All right. I'll wait for  
you there....

SOLO

When?

MARA (looking at him)  
I don't know. Maybe tomorrow.

Solo looks at her, sobered suddenly.

SOLO

Where?

MARA (looking at him)  
In a town called....Nowhere.

She looks at him. They kiss. She starts to cry. She  
can't control it....she searches for a handkerchief, but  
she is encumbered by something...then abruptly changes.

MARA

Time to go. Here...hold this....

She hands him the "something". It is a gun. He takes it,  
not understanding. She searches for her handkerchief.

MARA

I'm sorry.

But suddenly, the moment the gun has slipped comfortably  
into Solo's hand....a change has come over him. A change  
of stance, outlook, temperament....quite before our eyes  
he is transformed into.....Napoleon Solo.

TERTUNIAN (watching,  
fascinated)  
The drug's worn off....He's turned  
back! He's SOLO again!

96  
CONT'D  
(2)

LONGOLIUS (shouting)  
Shoot him....Mara!....Shoot him!

INT. SOLO'S ROOM - NIGHT

96X1

Longolius' voice shatters the silence, coming over the  
loudspeakers....

LONGOLIUS' VOICE (booming  
out)  
Shoot him! Don't let him get away!

But Mara can't shoot Solo.....she has the gun but stares  
at him, petrified.

MARA  
I can't....I can't....I love him.

FADE OUT.

97-98  
OUT

END ACT THREE



ACT FOUR

FADE IN:

INT. THRUSH CORRIDOR - NIGHT

99

We see a completely alert Solo, reacting to everything... cameras, electric eyes, trick doors....the whole thing as he runs, a sharp, experienced, fearless immaculately trained and prepared U.N.C.L.E. agent.

LONGOLIUS' VOICE (over  
loudspeaker O.S.)  
Condition RED...Condition RED....To  
your stations! To your STATIONS!

INT. DOORS IN THRUSH CORRIDORS - NIGHT

100

Into the corridors pours Thrush personnel, guns at the ready.

INT. ANOTHER CORRIDOR

101

Solo running down a corridor, accidentally trips an alarm. Immediately warning and betraying lights flash all about him. Up ahead a door slides violently across the corridor. Solo turns, retracing his steps.

ANOTHER ANGLE

102

As he turns a corner he sees, from the direction in which he originally started, several Thrushmen running toward him. He turns. At the same time....

CLOSER SHOT - WALL ELEVATOR

103

...the elevator door suddenly opens. Solo had no idea of course that an elevator was concealed there. A Thrushman darts out, gun at the ready. He is taken by surprise as Solo bops him with the butt of his gun and as the man falls into the corridor, shoves him into the advancing Thrushmen while Solo himself, darts into the elevator, firing behind him into the Thrush people. One falls as the elevator doors slam shut.

ZIP PAN TO:

EXT. ENTRANCE TO MINE TUNNEL - NIGHT

104

Illya, flashing an electric torch around the exterior of what appears to be an "abandoned" mine tunnel, compares it with the map.

ILLYA

This must be it. Come on.

The Old Prospector, carrying explosives, nods eagerly stumbling after Illya.

INT. LONGOLIUS STUDY - NIGHT

105

Longolius and Tertunian are watching Solo's progress avidly. There are, perhaps, several TV screens picturing activities in various parts of the Thrush enclave - Thrushmen running down corridors, gates falling across corridors, etc.

Longolius has a sort of "switchboard" in front of him by which he can control at long range, various activities, doors, signals, et al.

Tertunian is watching Solo, visible in the descending elevator, with avid scientific interest.

CLOSER SHOT

106

TERTUNIAN (scientifically fascinated)

Most interesting!! The gun - and the hand! U.N.C.L.E.'s training becomes positively ingrained - embedded, until it's altered into a basic instinct. Like with Pavlov's dogs....

But Longolius has turned on Tertunian in a fury.

LONGOLIUS

You...! You did it on PURPOSE! You knew what would happen! You KNEW she would betray us! You PICKED her because of that!

TERTUNIAN (eyeing  
Longolius with wry unconcern)  
I warned you, computers never lie...

106  
CONT'D  
(2)

Longolius in a fury picks up the microphone and roars into it.

LONGOLIUS  
Bring her to me at ONCE!

INT. SOLO'S ROOM - NIGHT

107

Mara, emotionally shattered, Longolius' voice roaring at her from the loudspeaker, cannot move. A Thrushman bursts in the room with gun.

LONGOLIUS' VOICE (O.S.)  
At ONCE! At once!

The Thrushman grabs Mara and jerks her violently into the corridor.

INT. CORRIDOR - NIGHT

108

Thrushmen are running back and forth down the corridor, most of them to a staircase at one side which descends to the lower levels.

Lights are flashing on and off, emergency alarm buzzers SOUND, etc. as the Thrushman drags Mara with him down the corridor.

INT. MINE TUNNEL - NIGHT

109

The Old Prospector runs after Illya (ditto) who is forging ahead.

Illya's electric torch suddenly reveals a steel door, somewhat surprisingly embedded in the mine-face.

CLOSER SHOT

110

Illya whips out an U.N.C.L.E. gadget, assembles it and begins to work on the steel with a white-hot sliver of flame.

Suddenly on one of the TV screens appears the image of Illya working on the door. Longolius shouts in anger, holding his microphone close, shouting into it.

## LONGOLIUS

Tunnel "A"!

(viciously to Tertunian)

UNCLE men! I told you!

(into loudspeaker)

Condition ORANGE...Condition ORANGE!

(he switches images on his TV set)

Invasion...Tunnel "A". Tunnel "A".

INT. GROTTO - TUNNEL - NEAR LAB END - POV SHOT

112

Solo comes running down the grotto-tunnel toward the lab.

ANOTHER ANGLE

113

Lights flash over the door, as before. Solo fires at them shortcircuiting the lights. The doors open.

INT. LABORATORY

114

Solo rushes into the lab. He stops.

ANOTHER ANGLE

115

From every angle now can be seen Thrushmen converging on Solo. One "lane" appears passably clear, lined with computers. Solo makes a run for it.

WIDER ANGLE

116

As Solo runs, on general principles, he starts pulling the switches on all the computers, as he meanwhile fires at the advancing Thrushmen.

## TRAVELING SHOT

117

Immediately lights begin to flash in all directions, computers spew forth reams of tape, cards, etc. There are great SQUAWKS from the loudspeaker system.

## INT. CORRIDOR - NIGHT

118

The lights in the corridor begin to blink on and off, as Thrushmen, some with gas masks, others with weapons, run back and forth, down stairs etc.

Smoke or gas issues in monstrous gusts from air vents, the LOUDSPEAKER SQUAWKS wildly, all sorts of air raid SIRENS, signals, etc. going simultaneously.

## INT. LONGOLIUS STUDY

119

He can see everything that is happening.

LONGOLIUS (screaming)

Stop him! Stop him! Kill him!

He wildly manipulates buttons, signals, et al, but with completely different results than he plans. His switch-board begins to smoke, visibly overstrained.

Tertunian, frozen, watches in fascination. Smoke begins to creep from the corners of the room eerily.

## ANOTHER ANGLE

120

A door slides open. Longolius turns like a cat, a gun in his hand. But it is the Thrushman with Mara. He throws her into the room. Longolius shrieks at her in fury....

LONGOLIUS

...YOU...it's all YOUR fault! Look  
what you've done....My life WORK...  
you've RUINED it...! You little  
BEAST....

He slaps her viciously across the face. She cries out.

INT. THRUSH CORRIDOR - ADJACENT TO MINE TUNNEL

121

Illya and the Old Prospector run into the corridor. The Old Prospector carries a switchbox of the classic kind under one arm.

A Thrushman appears, gun at the ready.

Illya shoots the Thrushman.

ILLYA (to Old Prospector)

Get the dynamite!

INT. LABORATORY

122

Solo has retreated as far as he can go. The laboratory with half the lights blinking on and off, and the others out, presents a Walpurgis Nacht appearance, the computers spewing tape, smoke from overstrained circuits, and generally falling apart.

The Thrushmen converge on Solo, guns drawn. As they run up to beat him....

ANOTHER ANGLE

123

...a wall opens behind them and there stand, somewhat startled, and surrounded by smoke from the belching tunnel, Illya and the Old Prospector. They fire immediately at the Thrushmen.

The Thrushmen fall before them, Solo killing off one or two.

CLOSER SHOT

124

Smoke, lights flashing on and off, etc., confuse the scene. Illya is not too sure who Solo "thinks" he is at the moment. Caution would appear advisable.

ILLYA

Take it easy, Napoleon. It's me?  
Remember? Tailor shop? Pass words?

SOLO

Illya!

Illya is relieved.

124  
CONT'D  
(2)

ILLYA

Come on....get out of here....We're  
blasting the whole shebang!

Now the Old Prospector appears in Illya's wake, breathing  
heavily but radiant.

OLD PROSPECTOR

All done, sonny - I've laid more  
eggs back there than a Rhode Island  
Red! Just give the word when you  
want it to blow....But mind you,  
the fuses ain't no longer than this.  
(holding up a finger)  
Little bitty things!

ILLYA

All right, let's get out of here.

SOLO

Not yet. There's something I've got  
to do first.

ILLYA

Tertunian?

SOLO

And the girl....

ILLYA

Now I know you're back with us again.

SOLO (he looks around,  
orienting himself)

This is no joke. I've got to get her.  
Give me ONE minute.

He sees a corridor...starts off at the run. Illya makes  
a helpless gesture....turns to the Old Prospector.

ILLYA (to Old Prospector)

Get out of here....count to sixty and  
then....

(nodding to the fuse box)  
...give her everything you've got!

The old man, with a devilish gleam of delight in his eye, almost skips in the air with delight, then heads off at a run as Illya runs wildly after a disappearing Solo.

124  
CONT'D  
(3)

ANOTHER ANGLE

125

OLD PROSPECTOR (running)

One...two...four, five....seven....

He nearly trips and falls over a fallen Thrush warrior...

OLD PROSPECTOR

Ough...where was I? Ten? Eleven...  
twelve...

INT. LONGOLIUS STUDY

126

Longolius, angry, emotional, a veritable male fury, has the girl and Tertunian at bay.

He is doing something, unveiling and turning about a vast cabinet on the wall, ostensibly a case of scientific instruments, actually a weird sort of punishment device ....a sort of electronic Iron Maiden Of Nuremburg.

LONGOLIUS

Between the two of you, you ruined  
everything! Betrayed us all. The  
penalty for that is death.....and  
death it will be.

(opening the cabinet, waving  
a gun at them)

In there...both of you. Get in!!  
A long, LONG death with a thousand  
tiny flares blazing inside you  
through all eternity....

He waves his gun and pushes them into the cabinet which begins to blaze and pulsate with light...

ANOTHER ANGLE

127

...Solo bursts through the door. Longolius whirls around, but a hail of bullets from Solo's gun cuts him down.



Illya pulls the girl and Tertunian out from the cabinet. 127  
The girl runs to Solo, barely conscious. He catches CONT'D  
her and they start running. (2)

Illya grabs Tertunian and drags him toward the corridor.

EXT. MINE ENTRANCE - NIGHT 128

The old man scurries out of the mine, counting furiously.

OLD PROSPECTOR  
...fifty-four, fifty-five, fifty-six...

He sees a rock and darts behind it, his hand on the plunger  
of the fuse box.

INT. CORRIDOR - NIGHT 129

Solo, Mara, Illya and Tertunian race for the outer door.

ILLYA (running, counting)  
Forty-five....forty-six...

EXT. MINE ENTRANCE - BACK TO OLD PROSPECTOR - NIGHT 130

...but the Old Prospector is a few numbers ahead.

OLD PROSPECTOR  
...fifty-nine....SIXTY!

As he plunges the plunger....Solo, Illya, Mara and  
Tertunian emerge outside.

INT. CORRIDOR - NIGHT 131

There is a tremendous blast.

WIDER ANGLE 132

A billow of smoke emerges from the mouth of the tunnel.

EXT. STREET - NOWHERE - DAY

133

A large, impressive limousine bearing the U.N.C.L.E. insignie comes down the street, drives to the saloon, parks.

EXT. SALOON - DAY

134

Waverly gets out, the epitome of the traveling diplomat, briefcase, et al. He mounts the stairs.

CLOSER SHOT

135

He comes to the swinging doors. Within he can hear the girl's voice. He looks.

INT. SALOON - TABLE - POV SHOT - DAY

136

At a table Mara is seated, arms on the table before her somewhat hopelessly, remembering things. Tertunian is with her, also a grave Solo, an interested Illya.

MARA

I've never known any other life.

THRUSH was everything to me...mother,  
father, church, country.

SWINGING DOORS

137

Waverly hears this then, gravely, pushes silently through the swinging doors and enters.

ANOTHER ANGLE

138

The girl hasn't looked up, remembering wily and bitterly.

MARA

When THRUSH first came on me, I was  
four....crying in a roadside ditch  
beside the bodies of a man and woman  
...my parents?

(she shrugs)

Waverly moves closer, listening.

MARA

...we were still being strafed by enemy planes...but what country, or what war or even what year.....I've never known. THRUSH never told me. That is my first....and last memory of....who and what I really am.

(looking across movingly at Solo)

Memory is a strange thing, isn't it... at best...

SOLO

And they....took care of you?

She nods.

MARA

...Fed me, clothed me, even educated me...to their own purposes.

(introspectively)

I thought they were MY purposes, too, until....

Again she looks at Solo, then swiftly away.

TERTUNIAN

It wasn't your fault.

MARA (with a bitter smile, fighting emotion.... proudly)

Unfortunately....things like this cannot be....erased. THRUSH did its work well. I have been "programmed" for life.

CLOSER SHOT

139

But now Waverly is at the edge of the table, his briefcase resting on it, as he eyes the girl.

WAVERLY

Have you....

(he glances at Solo as he opens his briefcase)

We gave Mr. Solo a limited dosage of Capsule B to temporarily ensure his safety...and ours...by brief loss of memory.

Now the case is open and Waverly takes out a phial of capsules, looking at it critically, almost weighing it in his hand as he is in his mind.

139  
CONT'D  
(2)

WAVERLY (with the happy  
disinterest of the scientist)  
I wonder if a larger dosage wouldn't  
erase a memory on a PERMANENT basis.

He smiles his wintery smile at the others. The girl looks at him, at Solo.

SOLO  
You're looking for a guinea..pig..?

WAVERLY  
In the interest of science....

Mara hesitantly puts out a hand toward the phial. Illya with his usual practicality pours a glass of water from the Old Prospector's canteen...and waits.

WAVERLY (eyeing the girl)  
There'd be no coming back...Memory  
is....selective...there's no guarantee  
even you'd remember anything....

MARA  
In my whole life...there is only one  
thing I'd be sorry to forget...  
(she looks at Solo)  
...if I'm meant to remember that, I  
will.

She reaches out a hand for the capsules. Solo takes the phial of Capsule B from Waverly and hands it to her.

SOLO  
In case you shouldn't, I'll be around  
to remind you.

She looks at him. The look holds.

MARA  
How...many?

WAVERLY  
All.

ILLYA (handing her  
                                the water)  
Happy days....

139  
CONT'D  
(3)

She looks at him, then at Solo, smiles and gulps down the capsules. The men watch her.

After a moment the girl raises her head. The confusion in her expression is immediately apparent.

The girl looks at them. It is obvious she doesn't know who they are, or where she is. She rises, a touch abruptly, shoving back her chair.

WIDER ANGLE

140

She looks around the dim old saloon, rising panic in her attitude. She sees the old, cobwebby bar, the ancient, broken, discolored mirrors.

ANOTHER ANGLE

141

She goes to the bar, to look at her own reflection, almost as if in disbelief. Who is she? She stands a moment, clinging to the edge of the bar. She looks down the length of the bar. Suddenly her eyes light up.

TRAVELING SHOT

142

Quickly she hastens down the dim length of the bar to the far end. A man sits on one of two stools at the very end of the bar. Mara comes up to him, eagerly.

CLOSE SHOT

143

MARA

This is....Nowhere?

                                SOLO (looking at her  
                                gravely)

Yes.

He puts one hand on hers, as she smiles eagerly, a little frightened, but very happily into his eyes.

FADE OUT.

THE END