

The Man From

U.N.C.L.E.

7-12-67

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The Lisbon Affair
THE MASTER'S TOUCH AFFAIR
Prod. #8470

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U.N.C.L.E.

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Script dated: July 7, 1967

Name change:

FROM:

CATHY WELLING

TO:

LESLIE WELLING

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

The Lisbon Affair

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TEASER

FADE IN:

EXT. LISBON SCENE - DAY (STOCK)

1

to establish. Preferably, this will encompass much of the city's waterfront. Over this, the legend --

LISBON, PORTUGAL

EXT. HARBOR - DAY - ON SEAPLANE LANDING (STOCK)

2

EXT. DOCK AREA - DAY

3

as a small launch sidles up the dock and discharges Napoleon Solo who -- we logically assume -- has earlier emerged from the seaplane. CAMERA FOLLOWS Solo as he moves down the dock toward a taxicab a few yards away.

ANGLE ON FISHERMAN

4

working with his nets. His name, we shall learn, is PETRAKIS. He looks off toward Solo and now, from his fishing gear, pulls out a faintly-disguised mini-radio. He switches it on. It emits a small BUZZ as we --

CUT TO:

5-6 OUT

EXT. PORTUGUESE CASTLE - DAY

7

Nestling amid low, brush-grown hillsides. Barbed-wire fencing and armed guards are everywhere. Over this, we continue to HEAR the BUZZ.

INT. CASTLE ELECTRONIC ROOM - DAY

Filled with electronic equipment, intercoms, and a TELEVISION SCREEN. The BUZZING is still heard. Now, two men, apparently attracted by the sound, enter the room. One is STEPAN VALANDROS, a dead-faced man of possibly forty who exudes the kind of menace that makes us think instinctively of a creature which kills slowly. The other is an underling. Valandros pushes a button on one of the panels and the buzzing stops.

VALANDROS (to Aide)
Apparently the U.N.C.L.E. agents
have arrived.
(gesturing toward it)
Turn on the set.

As the Aide moves to do so --

CUT TO:

EXT. DOCK AREA - DAY - SOLO AND THE CAB

9

Solo is about to get in. He nods to the Driver. For the first time we see the driver is ILLYA KURYAKIN.

ILLYA (out of
the corner of his mouth)
Everything all right?

SOLO (nods)
Officially, we're in England. If
we're followed, we go back to
London.

He climbs into the rear seat and settles back.

ANGLE TO INCLUDE PETRAKIS

10

as the fisherman watches the cab drives off, then moves to a small truck nearby -- presumably the type of small pick-up that a fisherman might drive -- climbs in, pushes a mysterious button on the dash, then starts the engine, and proceeds to follow.

ZIP PAN TO:

EXT. A DESERTED MOUNTAIN ROAD - DAY

11

Illya's cab is on a narrow, deserted stretch.

INT. PETRAKIS' TRUCK - SHOOTING IN THROUGH
WINDSHIELD

11X1

CLOSE on Petrakis at wheel. We PAN to a TV
camera beside him.

INT. PETRAKIS' TRUCK - DAY - SHOOTING AHEAD
THROUGH WINDSHIELD

11X2

Petrakis at the wheel. We see the taxicab up ahead.
Beside Petrakis, what looks as if it might be a TV
camera.

INT. VALANDROS' ELECTRONIC ROOM - DAY

12

Valandros looking toward the TV screen, his Aide
beside him. We HEAR the SOUNDS of Petrakis' truck.

VALANDROS (half to
his Aide, half to himself)
So far, so good.

ANGLE ON TELEVISION SCREEN (MATTE)

13

From Petrakis' windshield, Illya's cab moving
along the road ahead -- similar to Scene 11X2.

INT. ILLYA'S CAB - DAY

14

Solo, in the back seat, looks out the rear window.

SOLO'S POV - DAY

15

Petrakis' truck keeping pace with them, perhaps
fifty yards behind.

INT. THE CAB - SOLO - ILLYA

16

Solo glances down at the steep declivity to his left.

SOLO
Speed up. See if he's following us.

Illya speeds up the cab.

EXT. THE CAB - DAY

17

It starts to move at a greater speed.

EXT. PETRAKIS'S TRUCK - DAY

18

It picks up speed also.

INT. THE CAB - DAY - SOLO - ILLYA

19

Solo reaches for his U.N.C.L.E. pistol - inside his coat - and at this moment WE SEE that the attache case he has been carrying is MANACLED to a wrist. He takes his pistol out and holds it handily at his lap.

VALANDROS AND HIS AIDE - DAY - INT. THE ELECTRONIC ROOM

20

Valandros and his Aide are on their feet, looking toward the TV screen. We do not see the screen, but we HEAR Petrakis' truck.

VALANDROS (to the
screen)
Not too close, Petrakis....Don't
get too close....

EXT. THE CAB - DAY

21

It is going with great, and dangerous, speed. Behind it Petrakis following.

INT. THE CAB - DAY - SOLO - ILLYA

22

Illya guns the cab savagely - Solo looks behind.

SOLO'S POV - THROUGH CAB REAR WINDOW - PETRAKIS'S TRUCK

23

Petrakis is keeping pace.

ANGLE ON THE ROAD AHEAD

23X1

An indeterminate distance ahead of the speeding cars. Two HOODED FIGURES suddenly emerge from the adjacent shrubbery, dragging a long board (or something akin to it) from which protrude a row of awesome looking spikes. The board is placed to block the road.

EXT. THE CAB - DAY

24

It turns a hairpin curve - Petrakis follows - then the cab turns another - then another - Petrakis following - and then SUDDENLY:

ILLYA'S POV - DAY

25

The spiked barrier ahead!

ILLYA - CLOSE

26

Fighting savagely to stop the cab. Solo is jolted - gun in hand now ready - his free hand - manacled attache case and all, on the cab door, ready to leap out.

EXT. THE CAB

26X1

as it plunges onto and through the barrier, lurches to a stop in a ditch beyond. The cab's tires are flattened, though we may not see this now.

SOLO

27

He leaps out of the cab gun in hand - swings around as

EXT. PETRAKIS'S TRUCK

28

screeching to a stop before the barrier. Petrakis leaps out and --

EXT. FOUR HOODED FIGURES - DAY

29

suddenly show themselves from points on the brush-grown hillside, firing at Petrakis as he runs. Petrakis goes down.

QUICK CUT TO:

INT. CASTLE ELECTRONIC ROOM

30

Valandros and his Aide look toward the TV screen.

BACK TO SCENE

31

The hooded men stand over the fallen, slain Petrakis.

32 OUT

SOLO AND ILLYA - DAY

33

Watching the scene. Illya who has now emerged from the cab, raises his gun, but Solo shakes his head.

THE HOODED FIGURES - DAY

34

They turn their weapons on Illya and Solo. They beckon - that is, ONE OF THEM, beckons Solo to follow him into the brush. The hilly side.

ILLYA

35

He looks questioningly at the hooded figure who is beckoning Solo.

THE HOODED FIGURE

Only Mr. Solo.

(to two of the other
hooded men, indicating Solo)

Take him back with you.

(gesturing to truck
and Petrakis)

Raul and I will dispose of the truck --
and the body.

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SOLO

36

He eyes Illya. Nods. Waves to him - then starts into the brush, accompanied by two of the armed hooded figures.

INT. CASTLE ELECTRONIC ROOM - DAY

37

Valandros clicks off the TV set. There is a smile of triumph on his face as he turns to his Aide.

VALANDROS

...So I was right. Mandor
is not far away.

FADE OUT

END TEASER

ACT ONE

FADE IN
EXT. AREA NEAR ROAD BARRIER - DAY

38

standing by itself on an open stretch of ground is a jeep.

WIDEN ANGLE - DAY

39

to pick up Solo and his two hooded guards emerging from the adjacent underbrush. The First Guard goes forward to the jeep. The Second continues to hold Solo at gunpoint.

SOLO

40

He looks at the jeep and smiles slightly. The First Guard who went to the jeep now reappears with a hood, holds it up for Solo's inspection. The hood has trailing LACES and no EYEHOLEs. Solo grins - shrugs. The guard holding the hood drops it over Solo's head - the laces are tied at the back of Solo's neck. Then the two guards help Solo into the rear of the jeep. The guards remove their own hoods. One moves into the driver's seat, the other gets in beside Solo in the rear.

EXT. THE JEEP - DAY

41

It takes off straight across the rough, bumpy ground leading away from the highway.

ZIP PAN

INT. VALANDROS'S ELECTRONIC ROOM - DAY - VALANDROS -
AN AIDE

42

We are close on Valandros who is speaking into a TABLE RADIO TRANSMITTER. The TV screen is blank and silent. Buttons are LIT on the radio transmitter.

VALANDROS

Valandros to THRUSH master computer.

He waits. A MECHANICAL VOICE comes over the radio.

THE MECHANICAL VOICE (o.s.)
Begin recording.

42
CONT'D
(2)

VALANDROS
Recording.

He presses down several more buttons. Lights change.
He speaks carefully into the transmitter panel.

VALANDROS (into transmitter
panel)

The report that Pharos Mandor, formerly
of THRUSH CENTRAL is in the Lisbon
area has now been confirmed.

(pause)

Two U.N.C.L.E. agents, Solo and
Kuryakin, arrived here secretly and
were followed by one of our men.

The light buttons change abruptly. Valandros waits.

VALANDROS (continuing)
Our man, Petrakis by name, was killed.
The killers were hooded. They used
rifles of THRUSH design.

(pauses again)

I await computer analysis.

A slight wait.

THE MECHANICAL VOICE (o.s.)
Analysis: Solo and Kuryakin are
assigned to protect the defector
Mandor. Mandor is in the area. It
is imperative we know all information
he has given U.N.C.L.E. It is
imperative he be stopped before re-
vealing any more.

The buttons change colors - a whirring COMPUTER SOUND
is heard - then there is silence.

VALANDROS

43

A smile, slight, savage, is on his face. Still with
this smile, he turns as his AIDE enters the room carry-
ing a large ARTIST'S PORTFOLIO.

Valandros indicates a point against
one of the walls. The Aide takes three photographs
out of the portfolio and sets them up in a row
against the wall.

THE THREE PHOTOGRAPHS - CLOSE - DAY

44

The Aide speaks as he sets them up. Valandros and his aide study them.

AIDE

These faces have been chosen as the most likely disguises Mandor will assume.

The three photos are of different faces - yet all the faces are strangely similar. One is bushy haired -- another bald. One is bearded and with glasses and mustache.

VALANDROS (dismissing the photographs)
Mandor will disguise himself in his own way.

THE AIDE

But these are computer projections... They were created from everything that is known about him -- his background, his personality, his emotions --

VALANDROS (cutting in sharply)
Don't tell me about Mandor!
I was with him for twenty years!
What disguise can he take I can't penetrate?

(looking at the drawings)
I was with him to the very minute he tried to take over THRUSH!

(with conviction)
What do I need with your projections?
When the time comes I'll recognize him. And he'll pay - Pharos Mandor will pay...

ZIP PAN TO:

INT. U.N.C.L.E. NEW YORK CORRIDOR - DAY

44X1

Waverly at a communications console, Lisa beside him.

ON WAVERLY

WAVERLY
I see, Mr. Kuryakin, you were
followed immediately on picking
up Mr. Solo...

CUT TO:

INTERCUT WITH

EXT. ROAD NEAR BARRIER

45-

45X3

Where Iliya stands forlornly beside his damaged
cab.

ILLYA

Yes sir.

WAVERLY (thoughtfully)
There may be a leak in security.
I'll order blanket secrecy for you
and Mr. Solo.

ILLYA

Thank you.

(looks toward tires)
And I'd appreciate it if you'd arrange
for me to be picked up. It's very
lonely out here.

WAVERLY

I'll notify the appropriate people
at once, Mr. Kuryakin.

ILLYA

I'm very grateful, sir...By the way,
how is Operation Ankara going?

WAVERLY

It's gone, Mr. Kuryakin. Thanks to
Mr. Mandor's information THRUSH,
Turkey no longer exists.

ZIP PAN:

46-48 OUT

EXT. SWIMMING POOL OF MANDOR'S VILLA - DAY

49

The pool is surrounded by greenery and a profusion of lounges, tables, chairs. There is a WET BAR - a DIVING BOARD - a WHITE JACKETED WAITER - and, of course, a beautiful girl in sunglasses and Bikini. She is sunning herself on a lounge. Around the pool there are also several CABANAS, striped and faintly Oriental in appearance. The girl is smoking. A book, a package of cigarettes and a cigarette lighter - and an ash tray - are beside her on a marble table. The girl is blonde, young, willowy. Her name is CATHY WELLING, and she seems oddly dispirited.

ANGLE ON WAITER

50

as he comes over to Cathy with a tray. A liquor bottle, mix and a couple of glasses -- one of them filled -- are on the tray, and some small delicacies in a dish. Cathy looks at the tray - the waiter, then, in a savage, bitter gesture, knocks the filled glass to the ground, shattering it. The waiter frowns, then, undaunted, he fills the other glass for her.

CATHY (contemptuously)
Put some poison in it and give it
to Mr. Mandor.

The waiter bows sardonically, moves off. Now, in b.g., the jeep containing the hooded Solo moves past. Cathy exhibits only slight interest as she observes Solo's unique costume. We hold on her sad, embittered face for a moment, then

CUT TO:

51 OUT

ANOTHER ANGLE - DAY

52

The jeep, as Solo is unhooded and led out. He and the two guards start up the front steps as Cathy watches.

INT. MANDOR'S ROOM - DAY

The room is large and opulent -- but the opulence is sparingly employed. Mandor gazes out the window thoughtfully. He is about fifty. He is worldly, authoritative, and his demeanor is softened by a princely air - a monarchical self-possession. His hair is graying - smooth - there seems to be a deep hidden wisdom within him - and an obvious overt intelligence. He might be likened to a Claude Rains of years back - but taller - more robust - more extroverted - the power within him a bit more open. He is dressed with casual elegance. And now in his living presence we recognize something the computer drawings failed to reveal: he was not Valandros's superior for nothing. He IS superior. And beneath everything we should sense a very real cruelty - in fact, we should already know this. Mandor is cruel - he is not the sadist Valandros is - Mandor's cruelty is rational - more deadly.

54-58 OUT

ANOTHER ANGLE

59

There is a deferential KNOCK on the door.

MANDOR (he has been
waiting)
Come in.

The doors are opened and Solo is ushered in by a guard. (He may or may not be one of the guards who escorted Solo in the jeep). Solo is still carrying the attache case. He holds out his manacled wrist to Mandor. The guard with the keys looks to Mandor for instructions. Mandor indicates the attache case.

MANDOR
Open it.

The guard takes out Solo's keys which are on a key ring.

SOLO
The small key.

The guard finds the small key and unlocks the manacle. Solo and Mandor size each other up. No smiles - no softening of expression on the part of either man. In fact, it is obvious that Mandor is restraining an inner anger. The guard takes the attache case,

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now free of Solo's wrist, and puts it on a table.
He finds another key on Solo's key ring -- there are
only TWO -- and unlocks the attache case. Mandor
comes over and raises the lid of the attache case.

59
CONT'D
(2)

INT. THE ATTACHE CASE - CLOSE

60

It is packed with money.

BACK TO SCENE

61

Mandor glances at the money - almost without inter-
est - then gestures to the guard to leave. When
the guard exits, Mandor loses his pent-up anger
on Solo.

MANDOR

Well, Mr. Solo, you came here
against my wishes. Now Valandros
knows I'm in the area.

SOLO

He already knew that. That's
why we came.

MANDOR

And now that you're here, what
do you propose to do?

SOLO (looking right

at Mandor)

Move you to a new hide-out.

If Solo has been expecting a reaction to this - and
think he has - he gets it.

MANDOR

A new hide-out!

SOLO (pressing in -
urgent)

We have to know exactly where you
are from now on! We have to be
able to reach you fast! Every
resource Valandros has....

MANDOR (interrupting)

And you'll choose the place!
You'll know where it is! I put
myself at your mercy! I become
your prisoner!

SOLO

I have an assignment: to keep
you alive at all costs!

61
CONT'D
(2)

MANDOR (angry

and caustic)

You! You will keep me alive! You,
Mr. Solo! You will save me from
Valandros?!

The thought, as his face and voice reveal it, is
beneath contempt. For a short beat a silent clash
occurs between Solo and Mandor, as they face each
other. This interval is very short - but highly
charged.

MANDOR

There will be no move! No hide-out!
Nothing! I protect myself! I ask
you to remember who I am!.... My
name is Pharos Mandor.

SOLO

I haven't forgotten it.

MANDOR

I'll remind you again! I was second
man in THRUSH. I lost out in a
struggle for control. I am no ordi-
nary defector! We are equals - you
and I! I trade information for
money - and as much protection from
U.N.C.L.E. as I think necessary!
Not you!

He pauses - his face set with anger and feeling.

MANDOR

Where I am! - this remains my
secret!

Suddenly he softens. His expression undergoes a
transformation. He makes a gesture which is the
beginning of conciliation.

MANDOR

Ask yourself, Mr. Solo. How did
Valandros happen to come to Lisbon?

SOLO (still in
conflict)

We don't know yet.

MANDOR

I don't know, either. But I know Valandros. He was my protege. Do you think he won't find me again? Do you think because he's here today he won't be there tomorrow. Valandros is my creature! He was cruel - I made him monstrous. He was cunning - I made him brilliant. He had five senses - I gave him a sixth -- He is the one man in the world who will finally hunt me down.

61
CONT'D
(3)

As he speaks he goes to the bar and pours himself a drink. He offers one to Solo who declines with a gesture. Solo has moved toward the window as Mandor spoke. (This is not the window that Mandor gazed out earlier.) Now, refusing Mandor's drink, he glances out of the window.

MANDOR

I stay right here, Mr. Solo. I protect myself.

ON SOLO - CLOSE

62

A look of sudden interest is on his face. He has seen something and it has changed his expression. Mandor's voice continues OVER.

MANDOR'S VOICE (o.s.)

Here, I've prepared my defenses.

Solo turns back to Mandor.

MANDOR

Here... I am ready!

SOLO

U.N.C.L.E.'s dossier on you emphasizes a weakness....

Mandor shoots him a surprised look. Solo goes back to the window. Mandor joins him.

INTERCUT WITH CATHY - THEIR POV - DAY

63-63X3

She is on the diving board.

SOLO

...a certain kind of girl, blonde and willowy -- That kind.

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63-63X3
CONT'D
(2)

Cathy dives.

SOLO

Apparently I can't force you into a new hideout - But if we know about this weakness, Valandros knows it. The girl will be seen in town. She will be seen coming and going.

Cathy comes up in the water - shakes her head - strokes slowly to the pool ladder.

MANDOR

So the girl must go?

He sizes Solo up with a quick appraisal, as Cathy climbs the rungs of the pool ladder.

MANDOR (still sizing

up Solo)

Do you have the authority to make a trade?

SOLO

About the girl?

Cathy has now climbed the pool ladder and is heading for the deck lounge.

MANDOR

As your dossier says, I have a weakness.

(he looks at Cathy)

The girl stays.

(he regards Solo)

What will you take to kill Valandros?

Solo reacts with cool surprise. Mandor grins a trifle. He is dead serious.

SOLO (a beat; a faint

smile, a headshake)

We're not in the business of assassination, Mr. Mandor.

MANDOR

Then I would suggest you get into that business... Unless, of course, you're satisfied with destroying THRUSH piece-meal.

(a contemptuous wave)

A minor headquarters here, an obscure command post there.

(a beat)

(continued)

63-63X3
CONT'D
(3)

MANDOR (continued)
But you kill Valandros and I'll give
you what Mr. Waverly really wants...
The names of the THRUSH leaders in
London, Moscow, New York!

(a beat)

Cut off the head, Mr. Solo, and the
body dies instantly...

(a beat)

And to make all of this come about,
my friend, all you have to do is
pay my price.

SOLO (a beat, then
coolly)

At the moment, Mr. Mandor, your price
is too high.

For just an instant, Mandor's composure gives way,
but, just as quickly his imperial air returns: the
authority, the sense of power. He pushes a button
on his desk and the guard returns.

MANDOR

Show Mr. Solo to his quarters.

(to Solo)

You'll be smuggled out of here
tomorrow. In the interim, think
things over... Enjoy the surround-
ings. Talk to the lady in the
pool -- her name is Cathy Welling.

The guard starts to usher him out, opening the door.
Solo acknowledges his dismissal with a gesture, and
follows the guard out. As the door closes, ANOTHER
DOOR opens in another part of the room and a MAN
NAMED NICHOLAS comes in. Nicholas is a classic,
underling type of the highest order, gray, deferen-
tial and devoted. Mandor's demeanor changes as
Nicholas enters. A look, questioning and hard,
appears on his face. It's as if he's been waiting
for Nicholas. Nicholas reacts to the look. Answers
the questioning look. With controlled excitement.

NICHOLAS

U.N.C.L.E. has just destroyed
THRUSH Headquarters in Turkey!

He goes to window. A glow of satisfaction fleets
across Mandor's face. Then his look becomes
sharp again.

MANDOR (a sharp
question)
And the personnel?

63-63X3
CONT'D
(4)

NICHOLAS
Killed or captured! All of them!

Mandor relaxes visibly. He glances away - to the window. Nicholas watches him for a moment with his own glow - then goes to the bar - faintly smiling. Mandor holds his feeling for a beat, then turns to Nicholas...

MANDOR
Greece. South Africa -- Now Turkey!
One by one U.N.C.L.E. is eliminating
the centers of our enemies.

Nicholas nods - agreeing. He is pouring two drinks. Wine. He tastes the first sip - approves it - pours the drinks.

MANDOR
Our own men in THRUSH will soon be
strong enough to take over!

Nicholas comes over with the drinks - one for himself also. He hands one to Mandor who takes it --

NICHOLAS
And you will be undisputed leader.
Mandor sips his wine.

MANDOR
These U.N.C.L.E. agents --
There is a surprising bitterness in his voice. A
tone of retribution to come.

MANDOR (continuing)
-- let them treat me like a defector --
a hireling - a renegade -- Their con-
tempt - their money --
(pause)
-- their threats....

NICHOLAS
Threats?

MANDOR (almost
fiercely)
They're holding Valandros against
my head like a gun!
(a pause - an outbreak)
There's nothing for us! Nothing!
Until Valandros is dead there is
nothing!

NICHOLAS (a murmur)
...Now that the U.N.C.L.E. agents
are here...

63-63X3
CONT'D
(5)

He looks at Mandor - his demeanor is asking a very respectful question. Mandor calculates swiftly - holding his drink. He stifles his feelings.

MANDOR (beat)
Yes. The next step.

NICHOLAS (still a
murmur)
Mr. Solo? -- Or Mr. Kuryakin?

MANDOR (a wait)
... Mr. Kuryakin.

ZIP PAN TO:

EXT. ROAD NEAR BARRIER - DAY

64

Apparently, the help promised Illya by Waverly hasn't yet materialized. Illya stands beside his flat-tired car, hitchhiking. Now a car comes into view. Illya looks hopeful -- and his hope mounts as the car slows to a stop. Illya moves toward it -- suddenly halts as two men emerge from the rear seat armed with tommy-guns which they point at him. As Illya raises his hands --

FREEZE AND FADE OUT:

END ACT ONE

ACT TWO

FADE IN:

EXT. VALANDROS'S CASTLE - DAY - AT THE GATES - A CAR 65

The car whose occupants grabbed Illya is being passed through by GUARDS. It goes into the grounds, stops, and Illya is led out.

INT. VALANDROS'S ELECTRONIC ROOM - DAY - VALANDROS - 66
AIDE

Valandros is on the phone.

VALANDROS (into
phone)
...I see.... Who tipped us off about
him? Do we know yet?
(he frowns)
...All right. You will do as
instructed.

Valandros hangs up, turns to the aide.

VALANDROS
Kuryakin has just been brought in...
A top U.N.C.L.E. agent... handed
over. A gift!

His expression denotes this is too good to be true. At this moment a FLASHING SIGNAL shows on the RADIO RECEIVER. Valandros goes over, still thinking about Illya, presses a button on the radio receiver and picks up an EARPHONE which is attached and puts it to his ear.

VALANDROS (into
radio transmitter)
Yes!

His voice is suddenly servile as he continues.

VALANDROS (continuing)
Recording for THRUSH CENTRAL will
begin immediately.

(pause)
We are taking infra-red films of the
area where our man was killed.

He stops - something is going on in his earphone.

VALANDROS

It may lead nowhere but the pieces
are beginning to fall into place.
We have just captured the U.N.C.L.E.
agent, Kuryakin... thanks to a tip
from --

(a beat)

-- an unknown source.

66
CONT'D
(2)

He listens again briefly - then:

VALANDROS

We now have a perimeter around
Mandor. We will tighten it - and if
that is too slow, Mr. Kuryakin will
help to speed it up.

He listens an instant more - shuts off the radio.
A glint of satisfaction is on his face.

ZIP PAN TO:

EXT. THE POOL AT MANDOR'S VILLA - DAY - SOLO - CATHY - 67
THE WAITER

Solo is in swimming trunks. He is lolling in the
water. He submerges - disappears - comes up. He
is dripping wet. He looks over to Cathy, who is
lying on the deck lounge, smoking. The waiter
comes over and sets down a tray with two drinks on
the marble table next to her. She looks at him
without any change of expression.

SOLO

68

Watching her, he manages for a moment to catch her
eye. She shows no friendliness, but he comes over
anyway. He is full of good spirits. He picks up
one of the drinks. His free hand seems to be CLOSED
around something. With a foot he pulls a nearby
chair close. He gestures to Cathy with a smile as
if to say "may I"? Cathy couldn't care less, one way
or the other. Let us say here and now that Cathy
Welling should make us think of the young Lauren
Bacall. You can get to her - but it's a special key
that's needed.

ON WAITER

watching from behind the bar.

69

SOLO AND CATHY

SOLO (sitting down
in the chair)
Do you mind if I sit down?

CATHY (indifferent)
Suit yourself.

She closes her eyes behind her sun-glasses.

SOLO
I wanted to talk to you earlier
but there were obstructions.

CATHY (looking at him)
You mean inhibitions.

SOLO
I mean obstructions. These.

He opens his closed hand and displays the contents
to her. She looks.

70

SOLO'S PALM - CLOSE

Several tiny microphones with trailing wires -
twisted now - are in his hand.

71

BACK TO SCENE

CATHY (she doesn't
know what to make of this)
What are they?

She withdraws from them instinctively. They look
like insects.

SOLO

Microphones. - Around the pool.

71
CONT'D
(2)

Cathy looks shocked - even scared - but only a touch of fear. This is not lost on Solo - he casts a quick glance at the waiter.

SOLO

We can talk now.

CATHY (thoroughly interested now)
About what?

SOLO

About you. I want you to leave this place.

CATHY (scared - but holding it)
Leave!

SOLO

There's going to be trouble around here.

(as she reacts)
Pack up and get out! I haven't got time to go into detail. Just get out of here.

CATHY (Solo's hard approach has shaken her)
Listen! Who are you?

SOLO

It's a long story and -- I told you -- there's no time. Now if you'll just...

CATHY (interrupting)
I can't go! He won't let me!

Solo looks at her with some surprise.

CATHY

I've been trying to get out of here for two weeks. Every day he says tomorrow - every day he promises-

(she suddenly stops)
What's going on around here?
Who is he?

71
CONT'D
(3)

SOLO
You don't know?!

She stares at him. Obviously this is something she really doesn't know. Solo reacts to this. It is surprising - even to him.

SOLO (sharply)
Then how did you get here?

CATHY
By helicopter.

SOLO
Voluntarily?

CATHY
Listen - I don't know who you are, but I believe those microphones! I'm a model. If you read fashion magazines you've seen my picture. One day I get invited to a plush thing - this. Some shipping magnate named Platonides is throwing the biggest party of the season. A servant comes around and shows me the guest list. You should have seen it. Kings and queens. And they put a helicopter at my disposal.

Solo is looking at her. She stops - reacts. She thinks he's reproving her.

CATHY
Look - there's a thing called the Jet Set. I've been invited like that before.

She stops suddenly.

CATHY (fear now)
When I got here --- bingo! There was nobody. Just Mandor. And you know something - he never even made a pass.

She looks to Solo for an answer. Now she is frankly frightened. Solo smiles reassuringly, but looks surprised.

MANDOR AND TWO GUARDS - DAY

They now appear at the pool, coming into view from behind one of the cabanas. Mandor is wearing a robe and he smiles at Solo and Cathy. Cathy gets up. Prepares to go into her cabana. She looks at Mandor - Mandor looks at her. There is tension.

CATHY (to Solo)
If you'll excuse me. It's time
for my shower.

She goes into her cabana. Mandor, approaching, watches her go. It is an obvious insult but Mandor has poise. He shows no reaction. He comes over to Solo who rises.

MANDOR
You've disconnected the microphones,
Mr. Solo. What was it I wasn't
supposed to overhear?

SOLO
I was talking to your guest.

MANDOR (a laugh)
Charming. Quite charming. But I
have more urgent news for you:
your colleague, Kuryakin, has been
captured by Valandros.

Solo freezes. Mandor watches him - gauging the scene.

MANDOR
I arranged it, Mr. Solo.

Solo holds - for an instant he eyes the two guards.

MANDOR (passing it
off as a matter between
pros)
There's really not much to worry
about. Valandros will keep Mr.
Kuryakin alive for a while, anyway.
When he discovers - after all his
tortures - that Kuryakin has no
idea where I am, he will give up
and kill him.

SOLO

He keeps his cool but he takes a step forward. The two guards move to meet him. Mandor gestures to them to fall back.

SOLO (very cool)
I'm going to repay you for this,
Mr. Mandor. Personally.

MANDOR (nods)
Well, you've done about all anyone
can under the circumstances.
You've made a threat. I take
it seriously.

He reaches out and takes Solo's arm.

MANDOR
And now - a swim...

He gestures to the waiter at the bar, and starts walking Solo with him, as he continues to speak.

MANDOR (continuing)
--relax a little before you leave.
There'll be plenty of time to
rescue Mr. Kuryakin.....

He leads the way to the bar.

MANDOR
Naturally, you'll have to attack
Valandros.
(he stops - looks at Solo
without banter)
I'm gambling you'll kill him in the
process. You're going to have to.

Solo nods slightly - smile. The trap is perfect.
Mandor makes a deferential gesture as if to say
"no hard feelings", - a good chess move.

ZIP PAN TO:

EXT. VALANDROS'S CASTLE - DAY - LONG SHOT

74

CLOSER SHOT - ON CASTLE WALL

74X1

CAMERA ZOOMS to barred windows, then --

TIGHTER SHOT

74X2

--Zooms through the bars into --

INT. THE DUNGEON - DAY

75

We are in an ancient DUNGEON with a floor of damp stone. Lying on the floor, barely conscious, is Illya Kuryakin. He has been tortured and it shows. Now the dungeon door is opened and Valandros enters. With him is his aide. The aide has a kit with him.

76 OUT-

ILLYA

77

He sees Valandros and the aide standing over him. What he sees is blurry. He tries to sit up - he makes it against the wall. Valandros looks down at Illya.

THE AIDE

We've used every method to probe his mind. He has no idea where Mander is.

Illya shakes his head - woozily - feebly.

VALANDROS

We were told where to find him yet we can't trace the tip. Why? But whoever tipped us is trying to have me killed...by U.N.C.L.E.

(a beat, as he smiles
derisively)

The master's touch.

ILLYA

78

He sees a blur which gradually shapes itself into his surroundings.

VALANDROS (sharply)

Stand up!

Groggily, Illya gets to his feet.

VALANDROS

Do you hear me?

Illya looks blank.

THE AIDE
He can understand.

VALANDROS (to Illya)
I am Valandros.

Illya shows a flicker of expression.

VALANDROS
You were betrayed by Mandor.

He waits. Turns to the Aide.

VALANDROS
Can he speak?

THE AIDE
Now? I think, yes.

Valandros turns back to Illya.

VALANDROS
Repeat after me: I was betrayed
by Mandor.

ILLYA (haltingly)
I - was -

VALANDROS
...betrayed...

Illya is silent.

VALANDROS
...betrayed...Repeat it!

No response.

THE AIDE
He has not yet been fully -- treated.

VALANDROS (hard)
Then treat him. "I was betrayed by
Mandor." I want him to be able to
say only one thing. "I was betrayed
by Mandor."

THE AIDE
I would have to destroy his mind -
turn him into a vegetable...it will
take some time.

VALANDROS

Take the time. "I was betrayed by Mandor." And when that is all he can say, we will release him to U.N.C.L.E. before they can effect a rescue.

78
CONT'D
(3)

He looks at Illya who stands before him uncomprehendingly.

VALANDROS (cont'd)

If I should fail to kill Mr. Mandor, maybe U.N.C.L.E. will pay him off.

ZIP PAN TO

EXT. MANDOR'S VILLA GROUNDS - DAY - ON A VAN

79

A couple of guards are closing the rear doors.

SOLO

80

He emerges from inside the villa, dressed for his departure. Behind him is Mandor and his two inevitable guards. Solo waits for Mandor to come abreast of him.

SOLO AND MANDOR

81

as they move toward the van.

SOLO (indicating van)

Very impressive. Do you own it, or rent it?

MANDOR (a laugh)

I purchased it, Mr. Solo - with the money your organization so graciously provided.

OVER THIS, one of the two guards is putting an eyeless hood over Solo's head.

82

ANOTHER ANGLE

Responding to a nod from Mandor, the guards place Solo in the cab, climb in themselves, flank him. Mandor steps to the cab.

SOLO

Am I going to ride this all the way into Lisbon?

MANDOR (another smile)

I can assure you, you'll make most of the trip in luxury.

(a beat)

Goodbye, Mr. Solo. Save your friend Kuryakin. Don't toy yourself with Valandros. Kill him quickly....

The van starts away.

MANDOR - CLOSE - DAY

staring at the disappearing van.

ZIP TO:

EXT. A HIGHWAY - THE VAN - DAY

It is on a deserted stretch. It turns off into a clearing which is hidden by a clump of trees - or an abandoned shack as the case may be. It comes to a halt. Solo and the guards exit from the cab, and Solo is unhooded.

EXT. REAR DOORS OF VAN - DAY

They open from the inside. A ramp is lowered to the ground by a couple of men in the rear of the van. And then a red sports car backs slowly down. The car hits the ground - rolls a few feet - stops. Solo reacts a bit bemused.

SOLO (to a guard,
indicating the sports car)
Tell me, is there another car inside
that one?

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GUARD
Climb in. You can take it to
Lisbon and keep it... And don't
turn around.

85
CONT'D
(2)

Solo nods politely. The doors of the van close as
it gets to the highway and speeds away.

86

SOLO

He looks at the car, climbs in. It has an interest-
ing dashboard. Many buttons. The keys are in the
ignition switch. Now, behind him - behind the car
seats, a HEAD, divesting itself of an encumbering
car rug, is appearing.

87

THE HEAD - CLOSE - DAY

as the rug drops away. It is the blonde head of
Cathy Welling.

87X1

SOLO

reacting.

SOLO
This is a day of surprises....

88

SOLO AND CATHY

Solo starts to help her into the seat beside him.
This takes a little doing - very awkward - and
while it is being done, the following exchange
takes place.

SOLO
You all right? Over... Easy.. y...
easy...

CATHY (looking tense)
There. Yes. Than...ks. Yes. All
right. ----Do you have a cigarette?

Solo hands her a cigarette - and holds out his
lighter. Her hand trembles as she holds the cig-
arette to the flame. She takes a solid drag.

SOLO

You did very well. You didn't move a muscle.

88

CONT'D
(2)

CATHY (trying to overcome her tenseness)
I'm a model. I can pass for a statue if I have to.

Solo smiles. Cathy looks at him. She is not smiling. He becomes serious, suddenly - looks at his watch.

CATHY

Look, you helped me out of something bad, didn't you? I - you - I mean you stuck your neck out.

SOLO

Did I?

Cathy reacts to his serious tone. She is still afraid.

CATHY

Of course... I mean - you did arrange it....

(with bafflement as Solo doesn't reply)
...Didn't you?

SOLO (a beat)

As a matter of fact, I didn't. I rather suspect it's Mr. Mandor's doing.

She stares at him. And as she does, a GREEN LIGHT ON THE DASHBOARD FLASHES SUDDENLY ON. Solo reacts - pushes the green light in - IT IS A BUTTON, and as he pushes it in MANDOR'S VOICE COMES OVER.

88
CONT'D
(3)

MANDOR'S VOICE (over)
Mr. Solo! Do you hear me?

SOLO
Very clearly, Mr. Mandor.

He opens the door of the car on his side and gestures Cathy to get out RIGHT NOW! She does. Solo literally dives out of the car. Mandor's voice - now issuing from the car - stops him.

EXT. THE CLEARING - SOLO - THE CAR - CATHY

89

She comes around from the other side as Mandor's voice is heard over again:

MANDOR'S VOICE (over)
There's nothing to fear. The car isn't booby-trapped. I merely decided to take your advice and rid myself of Miss Welling.

CATHY (hurt ego)
Rid himself!

MANDOR'S VOICE (continuing over)
She is a weakness. Take care of her.

The voice stops.

SOLO

90

Very carefully he edges up to where he can look into the car at the dashboard.

SOLO'S POV - DAY - THE CAR DASHBOARD

91

The green light is out. Cathy is too scared to say anything. She watches. Solo goes under the car. He does something under it which we cannot see as Cathy waits. Solo now reappears.

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91
CONT'D
(2)

SOLO
It's okay. Let's get in.

He starts in. Cathy goes first.

CATHY (slightly awed)
Who is he?

INT. THE SPORTS CAR - SOLO - CATHY - DAY

92

Solo turns on the ignition. Then he looks at Cathy.

SOLO
A very dangerous man. And he
didn't let you go for the reasons
he just gave.

Concerned - believing him, she looks, listening.
Solo starts to drive the car out to the highway.

CATHY
What does that mean - not the
reason he just gave?

And as Solo doesn't answer because he doesn't know:

CATHY
I'm in some kind of danger. I
know. Go ahead! Tell me? What
is it?

SOLO
I don't know. He didn't bring you
all the way to his villa just to
let you go. Not this way.

Cathy takes out a cigarette and lights it. She is
nervous. She offers one to Solo who accepts.

CATHY
Listen, I'm scared. Like out
of my wits.

SOLO
Stick close. You'll be safe.

He guns the car. Cathy moves over toward him in
the seat.

CATHY
Where are we going?

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SOLO
I'm not exactly sure about you
-- but I've got a hunch I'll be
seeing a man named Valandros
very soon --

92
CONT'D
(2)

Cathy edges over to him.

FADE OUT:

END ACT TWO

ACT THREE

FADE IN:
EXT. LISBON SKYSCRAPER - (STOCK) - DAY

93

over which is superimposed the words

U.N.C.L.E. HEADQUARTERS

LISBON

94 OUT

INT. WAVERLY'S LISBON OFFICE -- DAY

95

which is, of course, a re-dress of his New York office. Solo is nervously smoking a cigarette. Cathy is standing -- more relaxed it would seem -- but still strained. They turn as Waverly and Lisa enter. Waverly comes over to Solo -- glances at Cathy -- and sets his hat and briefcase down on a desk.

SOLO

This is Miss Welling.

WAVERLY

Charmed.

CATHY

You must be Mr. Waverly.

WAVERLY (acknowledges

this with a smile; indicates
Lisa)

...And this is my secretary, Miss
Lisa Rogers.

(the girls nod to each
other and Waverly turns
to Solo)

I've selected a place where we can
keep Miss Welling hidden.

CATHY

Look, I've got a beautiful Eighteenth Century flat -- and if you put enough guards around...

95

CONT'D

(2)

LISA

The place Mr. Waverly had in mind was the penthouse of the Arguello Hotel.

Cathy's eyes almost pop. With awe -- and strain or no strain -- pleasure. A reaction lost neither on Solo or Waverly.

SOLO

Only until we find out what Mandor is up to.

WAVERLY

You will be very well guarded.

CATHY (to Solo)

You?

This idea may not be wholly unappealing. Solo smiles. So does Lisa.

LISA (modestly)

Me. .

Cathy, surprised -- and rather disappointed -- blinks. She examines Lisa rather closely.

CATHY (to Lisa)

I -- hope you won't take offense,
but you don't look very --
(gropes)
-- menacing.

WAVERLY

Ah, but appearances can be deceptive,
Miss Welling.

(to Lisa, gesturing to
her purse)

Would you please?

Lisa dumps the contents of the purse on the desk. She picks up a lipstick, flicks a tiny button on its side. A needle springs out.

WAVERLY

The needle is tipped with poison.
(quickly)

Not the fatal kind, of course.

Lisa holds up a perfume atomizer.

95
CONT'D
(3)

WAVERLY

Sprays a gas that will curb one's aggressive instincts. Miss Rogers has had occasion to use it --
(to Lisa)
how many times?

LISA

Six.

(as Waverly cocks a surprised, quizzical eyebrow; with embarrassment)

Only twice in the line of duty.

She and Solo exchange glances. Lisa next produces what looks like a fountain pen -- the clip of which is miraculously turned into a trigger.

WAVERLY

This can fire six bullets in the space of a second and a half.
(gestures to a compact on the desk)
I'm afraid I don't know that one.

LISA

That's my compact, sir.

She quickly stuffs it back into her purse, along with all the other items.

LISA (to Cathy)

I've qualified as a sharpshooter on the U.N.C.L.E. test range. And I hold a black belt in judo.

CATHY (rather weakly)

I guess I'll be safe.

WAVERLY (smiles)

We'll see you soon, Miss Welling.

Cathy exits with Lisa.

SOLO AND WAVERLY

96

Immediately they become grim and businesslike. Waverly opens his briefcase -- takes out some papers. Puts them on the desk.

SOLO

Have you made your decision about Illya yet, sir?

WAVERLY

You will get Mr. Kuryakin out, Mr. Solo. There will be no attack in force. We can't take the chance of killing Valandros. If we do we lose our hold on Mandor.

(indicating his papers on the desk)

Those are intelligence reports on our last three operations. All we're doing is destroying Mandor's enemies in THRUSH.

(looking at Solo)

And the names he promised us, Mr. Solo? The leaders of THRUSH in London, New York and Moscow.

SOLO (head-shake)

We'd have to put him up against a wall first.

WAVERLY

We will. For the moment we'll play his game. Get Mr. Kuryakin out. Right away -- if it's not too late already. After that we'll settle accounts with Mr. Mandor.

SOLO

Yes sir.

ZIP PAN:

EXT. VALANDROS'S CASTLE - DAY

97

We see patrolling guards.

INT. A DUNGEON CORRIDOR - ILLYA - THRUSHMEN - DAY

98

Illya is fighting with several THRUSHMEN. A broken chain -- manacled to his wrist, is his flailing weapon, and it barely misses a guard and strikes against the stone wall with a CLANGING NOISE, Illya barely able to keep his feet with the swing. ALL THIS SHOULD BE EXTREMELY SWIFT SO THAT WHEN A CORRIDOR DOOR SUDDENLY OPENS AT ONE END OF THE CORRIDOR THE FOLLOWING ACTION OCCURS:

VALANDROS AND HIS AIDE - DAY

They suddenly come hurrying through the dungeon corridor door. The aide has a rifle -- a tranquilizing rifle -- we shall find. Without wasting a split second he fires the rifle at Illya.

ANOTHER ANGLE

100

We see a plastic pellet hit Illya in the back. He staggers, falls as Valandros turns savagely on the aide.

VALANDROS

Is he tranquilized?

THE AIDE

Yes, sir.

He goes over, pushing among the THRUSHMEN surrounding Illya.

ILLYA

101

He is going off into a complete state of unconsciousness.

VALANDROS

102

Now he pushes through and looks down at Illya. Valandros turns to the THRUSHMEN.

VALANDROS

See that he doesn't get away again. Have him watched at all times.

He turns to the aide.

VALANDROS

How soon can you go back to work on him?

THE AIDE (looking
at Illya)

The brain has to be active for selective destruction. I gave him a heavy dose. His mind may be partially destroyed already.

VALANDROS
When will you know?

102
CONT'D
(2)

THE AIDE
A few hours.

Valandros watches as two THRUSHMEN pick up Illya
and carry him into one of the dungeons.

103 OUT

EXT. THE BRUSH-GROWN HILLSIDE FACING THE DUNGEON
SIDE OF THE CASTLE - DAY - SOLO

104

Solo is well hidden here. He is looking through a
pair of fieldglasses. A heavy, leather field bag
hangs around his neck. He is wearing a light green
bush jacket. The pockets bulge with many things.

HIS POV - THROUGH FIELDGLASSES

105

Armed THRUSH guards atop the retaining wall
surrounding the castle grounds.

SOLO

106

He shifts his fieldglasses to a closer view of the
terrain.

HIS POV - THROUGH FIELDGLASSES

107

We SEE the ugly barbed-wire strands of the boundary
fence. The lowest strand is no more than six inches
above the ground. Solo notes the fence carefully --
the fieldglasses linger on its aspects.

SOLO

108

He puts the field glasses back into his leather bag.
He takes out a TRENCHING TOOL and a PISTOL -- and
begins to inch forward through the brush toward the
fence.

ZIP PAN TO:

INT. VALANDROS'S ELECTRONIC ROOM - DAY

109

There is an uproar here - a buzzing, whirring, signalling melange - all electronic. His Aide, whom we have seen before, is in a panic - trying to keep up with what's going on, trying to cope with blinking signal lights and insistent sounds. Valandros comes bursting into the room.

AIDE (indicating electronic equipment)
It's -- it's gone crazy!

VALANDROS

110

He rushes over to A BLINKING LIGHT. (TO AVOID CONFUSION - we are in an electronic wonderland in this room - and the BLINKING LIGHT is on a WALL PANEL we have seen before but which has not been used hitherto. It is mainly distinguished by two rows of buttons - like an office PHONE SWITCHBOARD standing on end - except longer and wider.) Valandros counters the blinking light by pushing in several strategic buttons. Magically, the sounds, the whirrings, the clangings, begin to fade and die. Valandros speaks into this panel.

VALANDROS
Unscramble! Valandros here!

A VOICE comes out of the panel. This is no computerized voice. This voice is direct and urgent.

VOICE FROM PANEL
This is THRUSH INTELLIGENCE. THRUSH INTELLIGENCE!

VALANDROS
Proceed!

VOICE FROM PANEL
Information has just arrived! We have located Mandor. Stand by! We are transmitting a map!

Valandros - his face showing avidity and alertness, signals his Aide, who immediately wheels a recording device -- a XEROX TYPE OF MACHINE on wheels -- to the panel.

VALANDROS
Receiving! Proceed!

110
CONT'D
(2)

VOICE FROM PANEL
Transmitting! The map to
Mandor's hide-out!

111

THE MACHINE

Graph-paper begins to roll slowly out of it in one continuous ribbon.

VOICE FROM PANEL
Move before nightfall!

The voice abruptly shuts off. The lights on the panel go blank. The graph-paper stops rolling. It is about three feet long at this point.

112

VALANDROS

His face is savage. His Aide is carefully taking the graph-paper as it rolls out of the machine and is spreading it out on a TABLE. Valandros comes over - looks at it.

113

THE GRAPH-PAPER

It looks like a map - it is a map - but made of dots and lines - with a LARGE STAR prominent.

114

VALANDROS

He looks at the star - his face elated. He speaks into a wall intercom.

VALANDROS (into wall
intercom)
Warehouse!

115

INT. THE CORNER OF A WAREHOUSE - DAY - SEVERAL THRUSHMEN

One is at the intercom. But the sight within the warehouse should be played for its sheer value.

Rows of gleaming motorcycles are lined up - many of them decorated - or all of them - with death's heads - skull and cross-bones. Black motorcycle jackets, equally decorated, hang in rows - boots are visible. And there are rows of helmets - TROJAN - ROMAN - MONGOLIAN. OVER THIS we hear:

115
CONT'D
(2)

VALANDROS' VOICE

(filter)

Attention! We have located
Mandor. We have located Mandor.
We will go after him with --

INT. ELECTRONIC ROOM - VALANDROS

116

He is still at the speaker.

VALANDROS

-- every available man. No
exceptions. We move before
nightfall!

INT. THE WAREHOUSE - NIGHT

117

THRUSHMEN start to enter the warehouse. The gear
is being made ready.

EXT. CASTLE GROUNDS - DAY - SOLO

118

In the brush-grown hillside, he now begins to move
to the wire fence. He works his way down with
care - making no noise, and utilizing every bit of
concealment afforded by the terrain and shrubbery.

EXT. FENCE AROUND CASTLE GROUNDS - DAY

119

The barbed wire just a few inches from the ground.
Solo takes a trenching tool out of his bag and
digs swiftly, trying to appear as unobtrusive as
possible. As he hears SOUNDS of APPROACHING FOOT-
STEPS, he turns and looks off at --

A THRUSH GUARD

119X1

with a tommy gun, patrolling, coming closer. He
has not seen Solo.

SOLO

119X2

ducks back into the protective shrubbery.

ANGLE

119X3

The guard stops almost directly beside Solo, still not seeing him... but looking around, as is his proper function. There is an agonized moment as the guard takes out a pack of cigarettes, lights one, shows no sign of leaving. Will he stay there forever? And can Solo remain absolutely silent so long as the guard does remain?

At long last the guard moves off. Solo emits a tiny sigh of relief -- which is ended as he looks up toward the castle and --

THE CASTLE PARAPET - SOLO'S POV

119X4

-- along which guards patrol and from which they watch.

SOLO

119X5

He resumes digging in the soft dirt. When the trench is deep enough for him to squeeze under the lowest strand of wire, he does so. Now he takes an object out of his bag -- he has pushed the bag ahead of him -- and places it on a large rock. Then he erases the traces of his dig, always keeping a cautious eye cocked toward the guards on the parapet, always trying to get as much cover from the shrubbery as possible.

ANOTHER ANGLE

120

As Solo begins to crawl along toward the castle wall.

EXT. THE CASTLE WALL - DAY - SOLO

121

He reaches it, flattens himself against it, thereby getting out of the line of sight of the guards patrolling along the top. When he feels he can safely do so, he produces a rope with a hook at the end, hurls it over the wall. The hook catches, and Solo begins to climb

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121X1

PARAPET

The grim-faced guards patrolling.

121X2

SOLO

climbing the wall. He reaches the top.

121X3

A GUARD - SOLO'S POV

He has been walking along the parapet away from Solo. Now he starts to turn, and --

121X4

SOLO

Drops down the much shorter distance on the interior side of the wall -- just in the nick of time. He is now in the castle courtyard.

121X5

ANOTHER ANGLE

as Solo carefully pulls down the rope. So far, so good. But among the obstacles yet to hurdle --

121X6

THE CASTLE - SOLO'S POV

A few yards away through the courtyard which offers few chances for concealment. And a guard standing at each of two doors.

121X7

SOLO

Utilizing what cover there is, he moves toward one of the doors. Closer, closer, until --

121X8

ANGLE

The guard sees him, raises his gun and is about to cry out when Solo dispatches him with a judo chop. Quickly, he pulls the body into the doorway, then tries the door. It's locked. Solo frowns, starts toward the other door.

ON SOLO

121X10

as he moves along the building wall toward the other door. As he nears it, he pauses to pick up a few pebbles from the courtyard, tosses them to the other side of the THRUSHMAN guarding it.

ANGLE

121X11

As the THRUSHMAN whirls to the sound of the falling pebbles, starts toward it, Solo sneaks behind him, tries the door. It's open.

INT. HALL IN CASTLE - DAY - SOLO

122

He gently closes the door behind him, takes a MARKER -- something like a small paint brush -- out of his bag. As he moves along the hall, he draws the marker along the baseboard of the walls. The marker leaves nothing visible behind. Solo stiffens suddenly.

TWO THRUSHMEN - DAY

123

They are coming down an intersecting hall. Solo flattens into a shallow alcove in the wall. But the two THRUSHMEN continued down the hall without turning into the hall where Solo is waiting.

SOLO

124

He waits until they have passed then turns into the hall, but goes in an opposite direction. Still he draws the marker along the baseboard - passing several doorways.

125-127
OUT

A CONSOLE IN THE CORRIDOR

128

One man is at the console, manipulating dials, etc. Behind him an elevator stands open. Over a loudspeaker, Valandros's voice:

VALANDROS'S VOICE (filter)
Repeat! Mando has been found!
Mandor has been found!

Solo comes up. The man at the console sees him, goes for his gun but Solo has his U.N.C.L.E. pistol out - the tranquilizing one - and hits him. The switchboard operator keels over, striking an alarm button in the process.

128
CONT'D
(2)

SOLO

BELLS begin to RING as he heads for the elevator, enters.

129

INT. THE ELEVATOR - SOLO - DAY

He pushes the down button. He is daubing the walls with the marker. The elevator stops - the door opens. Solo steps into the dungeon corridor.

130

INT. THE DUNGEON CORRIDOR - SOLO - DAY

ALARM BELLS are mounting in sound and frenzy. Solo races along the corridor looking through the small dungeon door apertures for Illya. All the while he is madly daubing his marker on the walls. The marker leaves only the faintest kind of glow behind. Almost invisible. Solo looks through the aperture of one of the dungeons. He sees Illya.

131

SOLO'S POV - THE DUNGEON - ILLYA - A GUARD

132

Illya is conscious, barely so, and chained. A guard holds a gun on him steadily. THERE IS A COT, A TABLE, A CHAIR.

SOLO (YELLING through
to the guard)
Open up! Can't you hear the alarms!

The guard turns, moves toward the dungeon door -- and sees Solo, who is clearly no friend. Solo's gun on him, he drops his own, opens the dungeon door in response to Solo's gesture. Whereupon Solo tranquilizes him with his gun.

SOLO (to guard)
Sorry, but you'll only be out for
a few hours.

Solo clangs the dungeon door shut. He takes a small tube of waxlike substance from a pocket and shoots it into the lock of the door. The waxlike substance flares - then cools down. Solo turns to Illya.

132
CONT'D
(2)

SOLO
Sealed!

ILLYA (groggy -
incoherent)
Ha - hi-----

He listens, looks around blankly.

ILLYA
Ah - ah - bells.....

SOLO
Alarm bells! They've found Mandor!
Mandor! They've found Mandor!

He has taken in Illya's condition swiftly but he is not sure whether or not it is beyond repair. He grabs Illya by a shoulder -- makes Illya lurch.

SOLO
Mandor! Mandor! You know Mandor!

ILLYA (uncomprehending)
Mando --r ----

Solo looks at him closely. Illya is truly groggy and incoherent but Solo has a hunch.

SOLO
Remember - we were in a car? Going to Mandor's - Mandor - the hills. The grenades? The car?

ILLYA (suddenly looking at the door)
You - you ---

Illya tries to point at the door of the dungeon.

SOLO
I sealed the lock. I filled it with cement. But we have to think of something to close the opening! They can fire through!

He points to the aperture in the dungeon door. It is an oblong opening about eight by four inches in measurement. As he talks Solo kicks the lone chair in the dungeon under the dungeon window with one foot.

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SOLO

We're going out through here!

132
CONT'D
(3)

Solo gets on the chair and twines wire around the dungeon bars. He can just reach the bars. Illya stands dazed, watching him. Solo yells at Illya.

SOLO

Block off that opening!

Illya reacts - but to no purpose.

INT. THE DUNGEON CORRIDOR - DAY

133

THRUSHMEN are beginning to rush into it.

INT. THE DUNGEON - SOLO - ILLYA - DAY

134

They have pushed the table against the door. Solo has finished with the bars - WE SEE THE END OF THE WIRE HANGING DOWN TO HAND LENGTH WITH A SWITCH ATTACHED TO THE END. As we come in, in fact, the two are just finished pushing the table against the door. Now they are hoisting the unconscious guard onto it. Illya helps ploddingly.

SOLO

Up! Push! Now! Come on!

It is a hard effort but Illya is trying. He is with it. They get the guard on the table, and prop him, in a slump on it against the door, in such a way that his HEAD IS THROWN BACK and covers the aperture naturally.

INT. THE DUNGEON CORRIDOR - DAY

135

THRUSHMEN are vainly trying to open the dungeon door. And facing them in the aperture - making them unable to fire into the dungeon is the head of their own comrade. But even now it's too late. Gas is beginning to curl out of the walls.

CLOSE SHOT - A WALL - DAY

136

showing the gas beginning to take form.

BACK TO SCENE

137

The gas is beginning to obscure the corridor.

INT. THE DUNGEON - SOLO - ILLYA - DAY

138

Solo takes two plastic masks from his somewhat bulging pockets. He hands one to Illya - starts putting one on himself. Illya fumblingly follows suit. But with growing understanding.

SOLO (helping Illya
with the mask)
Get it on straight!

Illya focuses his attention on Solo. Solo continues:

SOLO
Now listen! I've soaked the walls
with concentrated tear gas. Keep
the mask on. Body heat is going to
set the gas off. The gas!

ILLYA (nodding)
Talk. Talk. Talk.....

Solo grins under his mask.

SOLO
Okay. Turn your head! Here it
goes!

He presses the wire switch which is dangling from the wire. There is a smoky EXPLOSION. The bars fly out of the window - outside.

SOLO
The chair! The chair! Quick!

He starts to help Illya on to the chair. But Illya is beginning to make it.

ILLYA
Keep talking! Keep talking. Talk!
Talk!

INT. THE DUNGEON CORRIDOR - VALANDROS - THRUSHMEN -
DAY

139

A thick, gassy smoke is sweeping through the corridor. Valandros is shouting.

VALANDROS
Outside. The grounds! The grounds!

He rushes into the elevator, and here the tear gas is thick also.

EXT. THE GROUNDS AT THE DUNGEON WINDOW - ILLYA -
SOLO - DAY

140

as Solo and Illya emerge.

THRUSH GUARDS - DAY

141

A group of them appear. Now Solo begins removing smoke bombs from his bag, tossing them toward the advancing guards. Solo and Illya race toward the barbed wire fence, protected by this screen. Suddenly two guards come into view, their vision clear. They OPEN FIRE. Solo returns it, and, in due course, both men go down.

SOLO (to Illya)

Run!

They resume running toward the fence at the point where Solo entered the grounds.

VALANDROS - HALLWAY - DAY

142

He has just come to a wall intercom speaker -
THRUSHMEN with him.

VALANDROS
The fence! Electrify the fence!

EXT. THE FENCE - ILLYA - SOLO - DAY

143

They have almost reached, with bullets kicking up dirt all around them now (for the effects of the

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smoke screen are wearing off) when suddenly sparks are seen along the fence - jumping around like points of lightning.

143
CONT'D
(2)

ILLYA (pointing to
fence)
Napoleon!

SOLO
That rock...There's some plastic
explosive....

He fires at the rock -- where he placed the explosive (Sc. 119X5). There is a mighty EXPLOSION, and a section of the fence is blown open, allowing Solo and Illya to race into the hillside brush.

144 OUT

FADE OUT:

END ACT THREE

ACT FOUR

FADE IN:
EXT. VALANDROS'S CASTLE - DAY

145

INT. VALANDROS'S ELECTRONIC ROOM - DAY - VALANDROS -
AIDE

146

Valandros is in a cold, deadly fury. But controlled.
He is pressing INTERCOM BUTTONS on a panel.

VALANDROS
Begin movement to Mandor!
Begin movement to Mandor!

A wide-ranging HORN SYSTEM is now HEARD - it sounds
all over the castle.

INT. WAREHOUSE - DAY

147

As the motorcyclists climb aboard their cycles,
begin revving up motors, start to move out of frame.

ZIP PAN TO:

EXT. A HIGHWAY JUNCTION POINT - DAY

148

Two highways intersect here.

EXT. A CAR - DAY

149

It is Waverly's car. It pulls up slightly off
the road and waits.

INT. THE CAR - DAY - WAVERLY - CATHY - A DRIVER

150

Waverly looks out at the road with impatience. He
glances at his watch - is tense. Cathy is like a
fish out of water in this atmosphere but she is
calmer but still is bewildered and privately just
doesn't quite dig all this.

EXT. THE RED SPORTS CAR - DAY

151

It screeches up beside Waverly's car. It is the red sports car Solo was given by Mandor.

INT. THE RED SPORTS CAR - DAY - SOLO - ILLYA

152

They get out - join Waverly - getting into Waverly's car.

INT. WAVERLY'S - DAY - WAVERLY - CATHY - DRIVER

153

WAVERLY (looking
sharply at Illya)
Are you all right, Mr. Kuryakin?

ILLYA
Yes sir.

He looks at Cathy - she looks at him. Cathy leads with a smile - Illya smiles back. He likes her. Waverly turns to Solo who is also exchanging greetings - though silent ones - with Cathy. All this as Solo and Illya get into the car. Now Waverly turns to Solo who is in the back seat.

WAVERLY
After you called me I sent a helicopter up but by the time it got to Valandros's castle everything was quiet.

SOLO
His men are already on the way to Mandor.

WAVERLY (to Cathy)
Miss Welling...

SOLO (breaking in)
We have find Mandor's place...
You flew in...You saw the villa from the air. All the surrounding terrain.... Try to remember, Cathy.

CATHY
I can't. I don't just seem...
(suddenly)
A spire! A red church spire!

ILLYA (puzzled)
Are you sure?

CATHY

That wasn't the villa. But
it was nearby. It was just
before we landed.

153
CONT'D
(2)

Waverly takes a communicator - raises it to
his mouth.

CUT TO:

EXT. A HELICOPTER - DAY (STOCK)

154

It is a one seater, buzzing low over a highway.

INT. THE HELICOPTER - DAY - THE PILOT

155-155X3

His name is Lench. He is speaking over a communi-
cator with Waverly. (INTERCUT WITH WAVER-
LY in his car as in preceding scene.)

LENCH

Yes, sir. A red church spire...

WAVERLY

-- which apparently is very close
to Mandor's villa.

Waverly shuts off his communicator, gestures to
the driver. The driver starts his engine. Cathy
turns to Solo.

CATHY (mounting ex-
citement)

It was way up on a hill!

Waverly turns on his communicator swiftly.

WAVERLY (into communicator)

Mr. Lench! Mr. Lench!

EXT. WAVERLY'S CAR

155X4

as it lurches off.

ZIP PAN TO:

INT. VALANDROS'S ELECTRONIC ROOM - DAY - VALANDROS -
AIDE

156

Intently they are watching one of the TV SCREENS.
Valandros has a speaker - TV type - in his hand. A
ROAR fills the room.

THE TV SCREEN - CLOSE - DAY (MATTE)

157

It shows a thrilling and spectacular sight. The THRUSHMEN are dressed as OUTLAW MOTORCYCLISTS, utilizing the uniforms and helmets, and all the insignia and decorations we saw previously in the warehouse. They are on the open highway now, the TV camera giving a POV shot apparently taken from one of the rear motorcycles.

EXT. THE HIGHWAY - DAY - THE MOTORCYCLISTS

158

The motorcyclists are racing along, led by a limousine.

INT. THE HELICOPTER - LENCH

159

He is communicating with Waverly.

LENCH
I've found the spire!

INT. WAVERLY'S CAR - DAY - WAVERLY - SOLO - ILLYA -
DRIVER - CATHY (PROCESS)

160

The car is racing down the highway. Waverly is holding his communicator to Cathy's lips.

CATHY (into
communicator)
...and a bridge! A yellow bridge.

INT. HELICOPTER - DAY

160X1

LENCH
I see it!
(suddenly)
Motorcyclists! THRUSH!

EXT. THE LEAD CAR WITH THE MOTORCYCLISTS - DAY

161

A GUN is suddenly swung into plane. The gun fires.
Once - twice -

INT. HELICOPTER - DAY

161X1

LENCH
They're firing at me!

INT. WAVERLY'S CAR - DAY - WAVERLY - SOLO - ILLYA - 162
CATHY - DRIVER (PROCESS)

WAVERLY (into
communicator)
Mr. Lench! Mr. Lench!

No answer. Waverly shifts the communicator top
around.

WAVERLY (still into
the communicator)
Open Channel F. please...Lisbon
Headquarters! Quickly!
(a beat)
Waverly here. I want every
available man to --

SOLO (suddenly,
interrupting, an idea dawning)
Wait a minute, sir.

Waverly reacts with a swift look at Solo.

SOLO (to Cathy,
with great excitement)
All the time I've been wondering --
Why did Mandor let you go? Why?!
(a beat)
I think I know now....

WAVERLY
Out with it, Mr. Solo.

SOLO (to Waverly)
Mando was sure that she could lead
us back to his place. He wanted her
to. Just as he wanted Valandros's
men led there at the same time....
And you know something?

ILLYA (one step
ahead)
I know something, Napoleon. Mandor
won't be there.

SOLO
Exactly. He and his men will be
somewhere else. At Valandros's castle.
Killing the one man in the world
Mandor fears the most!

Waverly barks to the driver.

162
CONT'D
(2)

WAVERLY (sharply)
Swing around! We're going back
to Mr. Valandros!

EXT. WAVERLY'S CAR ON HIGHWAY - DAY

163

Screeching around in a U-turn at high speed.

164-165
OUT

CLOSE - THE CAR - DAY

166

Mandor sits beside the driver. Three others are in
the rear seat. The car goes through the gate.

INT. VALANDROS'S ELECTRONIC ROOM - DAY - VALANDROS - 167
AIDE

Valandros is speaking into his tube as he watches
the TV SCREEN.

THE TV SCREEN - CLOSE - THE MOTORCYCLISTS -
DAY (MATTE)

168

Valandros's voice over. The motorcyclists are
roaring into the grounds of Mandor's villa - then
circling around it to surround it. The lead car
drives up to the villa itself.

VALANDROS'S VOICE (over)
I want Mandor alive. Lead car.
Mandor! Alive!

169

VALANDROS - CLOSE

Pure lust for murder is on his face.

VALANDROS
Mandor alive!

There is a sudden hissing sound. A staggering noise. A crash.

170 OUT

171

ANOTHER ANGLE

Valandros turns at the sound, which is that of his Aide's body crumpling to the floor. He is staring into the drawn rifles of Mandor and two Aides.

MANDOR
Mandor is quite alive, Mr. Valandros.
Valandros doesn't move. A slow look of something akin to horror begins to take over his features.

VALANDROS (a whisper -
no more)
Mandor.

Mandor looks toward the TV screen.

ANGLE ON SCREEN (FULL SCREEN - NOT MATTE)

171X1

We see the motorcyclists entering the villa with weapons at the ready.

BACK TO SCENE

171X2

MANDOR
That's right, Mandor. Everything was Mandor. Even the tip that brought you to Lisbon, was Mandor.

Valandros remains frozen, then looks down at his dead Aide. The latter's gun has fallen near Valandros.

MANDOR
I betrayed the U.N.C.L.E. agent to make you think I wanted U.N.C.L.E. to attack you.
(a slight pause)
All your information - even the map you supposedly received from THRUSH Headquarters -- came from me.

Valandros suddenly moves. He makes a downward grab for the gun his dead aide dropped. Mandor's gun fires. Valandros falls, but in falling he shoots Mandor's aide, killing him. The shots bring two more of Mandor's men into the room as if by magic. Mandor points at Valandros. Holds his aides' fire. He looks closely at Valandros.

171X2
CONT'D
(2)

VALANDROS

171X3

He is hit badly - but he is not dead.

EXT. VALANDROS'S CASTLE - DAY - AT GATES -
WAVERLY'S CAR

172

Valandros's dead guard lies where he fell. Waverly's car containing Solo, Illya, Cathy, Waverly and the driver, barrels through and drives to the doors of the castle. The doors are open.

SOLO AND ILLYA - DAY

173

They leap out of the car and race into the castle.

174 OUT

INT. VALANDROS'S ELECTRONIC ROOM - DAY - MANDOR -
VALANDROS - MANDOR'S AIDES

175

Valandros is still alive - on the floor; stares at Mandor.

MANDOR (reacting
to the stare)
That's right. Every move was
planned. Every step thought out
in advance. For you, Valandros.
I pay you a compliment. I feared
you.

INT. THE HALLWAY - SOLO AND ILLYA - DAY

176

They are just outside the electronics room. They break in.

INT. VALANDROS'S ELECTRONICS ROOM - DAY - VALANDROS - 177
MANDOR - MANDOR'S AIDES

Angle away from Valandros's dead aide on the floor.
Mandor turns - it is too late. Solo and Illya have
him and his aides covered.

ILLYA
The guns. Drop them.

They drop their guns.

MANDOR
You're a bit late, Mr. Solo ...
the game is over.

He looks at Valandros. Continues.

MANDOR
I've committed no crime. A man
was trying to kill me - I
defended myself ...

178

VALANDROS

Feebly, convulsively, he reaches for the weapon he
dropped when he was hit. Mandor and his aides
have turned for a split second to Solo and Illya.
Valandros fires - hits Mandor.

179

MANDOR

A look, stupefied and unbelieving, comes over him.
A total unwillingness to accept what has happened.
He stands for a moment - his poise has disintegrated
- he is merely human after all. He staggers -
holding his chest - Illya grabs him as he reels -
lowers him gently. Solo covers Mandor's aides.

180

VALANDROS

* The gun has fallen out of his hand. He is dead.
Solo looks at the TV screen which has been silent.

180XA1

ANGLE ON SCREEN (MATTE)

The motorcyclists emerge from Mandor's villa, are
clambering onto their vehicles, forming up to leave.

BACK TO SCENE

- * Solo turns --- looks at Mandor. Illya has lowered Mandor to a sitting position against a wall.

SOLO (to Mandor)
You need help, Mr. Mandor.

MANDOR (almost
inaudible)
Yes...

SOLO (indicating the
TV screen)
They're on the way back. You can't
make it out of here alone.

MANDOR
No....

SOLO
The names. New York, London,
Moscow: the leaders.

Mandor merely stares.

SOLO (indicating the
TV screen again)
They should be here in about ten
minutes. We're going to leave in
five...

MANDOR
No. You will not -- leave me --
here ---

SOLO
Don't gamble on it! The names!

- Solo holds - turns away from Mandor - gestures to
* Illya as if to say "let's go." Mandor tries to smile.

MANDOR
Crude, Mr. Solo, very crude.

A spasm of pain shoots through him.

SOLO
The names!

MANDOR (a beat - then
with difficulty)
Minden - London. Kospff, Moscow....

MANDOR (making a
visible effort)
The plan... was perfect -- The girl...
she...

180XB1
CONT'D
(2)

SOLO (nodding)
She was your weakness.

ILLYA
The third name, Mandor.

MANDOR
A moment....

* But that moment will never arrive. Mandor rolls over.
At this moment, we HEAR what sounds like a hundred
motorcycles -- and is indeed -- eight or ten -- rev-
* ving up. Iliya and Solo look up toward the
TV screen.

ANGLE ON TV SCREEN - (MATTE) - DAY

180X1

as the motorcyclists, with all the swirling of dust
possible, begin to move off from Mandor's villa.

BACK TO SCENE

180X2

- * Solo returns his attention to Mandor, takes his wrist in quest of a pulsebeat, lets the wrist drop,
- * looks up at Illya, shakes his head. OVER THIS, the ROAR of THE MOTORCYCLES grows louder and louder until we --

ZIP PAN TO:

181 OUT

INT. LOBBY OF AN ELEGANT HOTEL - NIGHT

182

as elevator doors open and Solo and Cathy emerge. They appear to be dressed for a night on the town. As they start through the lobby toward the front door:

CATHY

After that penthouse, my eighteenth century flat --

SOLO

-- is just another eighteenth century flat. I sympathize with you.

Illya, wearing a chauffeur's uniform, steps into shot to join them. He is carrying a small, neatly-wrapped package.

ILLYA (a slight bow)

Mademoiselle... Mr. Solo.

SOLO (to Cathy)

I believe you've met my chauffeur.

Cathy stops, blinks.

CATHY (looking at

Illya)

You? I thought you were an agent -- like him.

ILLYA (a shrug)

He saved my life. I repay as I can.

SOLO

I'm empowered to go out on the town with you tonight. Your usual style. So - we need a chauffeur.

ILLYA (to Cathy)

I also present gifts.

He hands the package to Cathy.

SOLO
From all of us.

182
CONT'D
(2)

CATHY
You must be kidding. Come on!
(she is smiling as she
opens the wrapper)
A book...!

ILLYA
It contains pearls...

Cathy shows a reaction. No kidding for a moment.

SOLO (taking Iliya
up)
...of wisdom.

Cathy relaxes.

SOLO
For the next time somebody invites
you some place by helicopter.

ILLYA
The book lists all the bonafide
millionaires in America and Europe.

SOLO
We're not in it.

On this note Illya and the appropriate reactions,
the CAMERA PULLS BACK as the trio resumes walking
toward the door and we --

FADE OUT:

THE END