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The Man From

U.N.C.L.E.

THE SUBURBIA AFFAIR

Prod. #8439

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A
METRO-GOLDWYN-MAYER
TELEVISION
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Produced by
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The Man From
U.N.C.L.E.

The Suburbia Affair

Prod. #8439

TEASER

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FADE IN:

EXT. SUBURBAN NEIGHBORHOOD - LONG SHOT - DAY (STOCK) 1

Bucolic MUSIC sets the tone, while P. T. BARKLEY
croons the tune...

BARKLEY (o.s.)

Far from the madding crowds and
hectic pace of modern life...

INT. SUBURBAN LIVING ROOM - DAY 2

Barkley is showing SOLO and ILLYA through the house.
The boys clutch fistfuls of brochures and booklets.

BARKLEY

Peaceful Haven Estates offers you
the ultimate in suburban living.

(points to brochures)

To quote from our Illustrated
Brochure Number Three... Peaceful
Haven is an adventure in serenity.

SOLO (rummaging through
brochures)
Number three, did you say?

BARKLEY

It's also in numbers one, two, and
four.

SOLO (peering at
brochure)
Ah yes, so I see.

BARKLEY

And this particular design is one
of our most popular.

(gestures)

Spacious, airy, easy to keep clean,
just the thing for two bachelors
who are looking for....

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SOLO
...serenity.

2
CONT'D
(2)

BARKLEY
Exactly.
(moves toward door)
Believe me, gentlemen, you'll
never regret renting a home in
Peaceful Haven.

BARKLEY

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at the door.

BARKLEY
To quote from our Illustrated
Brochure Number Two..."Every home
a palace, every resident a king."
Good day, gentlemen.

He exits, and as the door closes behind him, the
doorknob drops off and CLUNKS to the floor.

SOLO AND ILLYA

3

SOLO (bowing)
Shall I mend the portcullis, Sire?

ILLYA (crossing)
Allow me -- Sire.

ANOTHER ANGLE

4

Illya goes to the door to re-attach the doorknob.
As he picks it up, we HEAR a KNOCK. He attaches
the knob and opens the door to reveal a MILKMAN
wearing white uniform and holding a standard
milkman's carry-basket.

MILKMAN (toothy smile)
Hello. I'm your milkman.
Sunnyvale Dairy.

ILLYA
We don't drink milk.

MILKMAN

You don't drink milk? Everybody
drinks milk. It's the American
beverage.

ILLYA

Thanks, but--

Solo approaches.

SOLO

Don't be unpatriotic.

The milkman takes a quart out of his basket and hands
it to Solo.

SOLO

How much?

MILKMAN

Free of charge. It's our welcome
quart. How about some nice cottage
cheese?

ILLYA

Is that American too?

MILKMAN

Not as much as milk, but--

SOLO

Thanks, but we'll skip the cottage
cheese.

MILKMAN

Would you like me to put you on
my regular route?

ILLYA

We'll let you know.

MILKMAN

Okay.

(touches cap)

And welcome to Peaceful Haven.

He leaves and they close the door.

ILLYA

We'd better call headquarters.

Solo hands Illya the milk bottle and takes out his
Communicator.

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ON ILLYA

5

He puts the milk bottle down on a nearby table.

ON SOLO

University of California, Los Angeles City 6

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with Communicator.

SOLO

Open Channel D.

WAVERLY (o.s., filtered)

Yes, Mr. Solo.

SOLO

We've officially established ourselves in suburbia, sir.

INTERCUT WITH INT. WAVERLY'S OFFICE - DAY

7-10

Waverly on communicator.

WAVERLY

Good. Any sign of THRUSH?

SOLO (o.s., filtered)

Not yet, sir.

WAVERLY

You'd better be prepared for the fact that THRUSH may be in the vicinity. It won't take them long to pick up-----

He is interrupted by an EXPLOSION which we HEAR OVER THE RADIO.

WAVERLY (urgent)

Mr. Solo...Mr. Solo...

(flips switch on radio)

Emergency priority. Dispatch an armed squad to 1407 Cranberry Street immediately.

INT. LIVING ROOM - SOLO AND ILLYA

11

As we left them, but wisps of smoke now hover in the air, and they are both covered with milk, as are the walls, ceiling, floor, and everything else in sight.

SOLO

I'm glad we didn't get the
cottage cheese...

12-22 OUT

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END TEASER

ACT ONE

FADE IN:

INT. SOLO-ILLYA HOUSE - LIVING ROOM - DAY

23-26

Solo is carpet sweeping, picking up slivers of glass, etc. Illya is likewise cleaning up some of the debris of the explosion, maybe dusting, etc. Waverly observes their handiwork.

SOLO (as he sweeps)

Anyway, sir, we've learned a valuable lesson. Beware of strangers who come bearing gifts.

WAVERLY

I hope that little incident won't make you too distrustful of your neighbors, gentlemen. You will, of course, establish friendly relations with them.

SOLO

Of course. Between explosions...

WAVERLY

Mmmm.

(notices something)

There's a piece of glass right over there, Mr. Solo.

SOLO

Oh, thank you.

He picks it up.

WAVERLY

Friendly relations with the natives, after all, will help you in your search for Dr. Rutter.

ILLYA

Uh, you gentlemen have been through all this, but it's new to me. Could I ask who Dr. Rutter is and why he disappeared?

SOLO

He's a Danish scientist. Dropped out of sight about ten years ago, apparently of his own free will....

Not to be top secret

WAVERLY

...When he had almost completed a revolutionary formula in the field of anti-matter.

23-26
CONT'D
(2)

Illya reacts. Obviously he knows what anti-matter is -- and what the ramifications might be.

ILLYA (a beat)

Almost?...Or did he?

WAVERLY

I would think he did....And withdrew from the scientific world because he feared the consequences.

SOLO

At least, that's the assumption that THRUSH is going under.

WAVERLY

Yes...Dr. Rutter's formula could give THRUSH more power than an entire arsenal of nuclear weapons.... Which is why you gentlemen are to find Dr. Rutter before they do.

ILLYA

Is there a picture of him?

WAVERLY (nods)

Age four-and-a-half.

ILLYA

Then what do we have to go on?

SOLO

For one thing, we know he's here. He sent a letter to a colleague in Vienna with a Peaceful Haven postmark. We also know he suffers from Humboldt's Syndrome, the only treatment for which is a drug called diazin.... That might be of some help.

WAVERLY

Very good, Mr. Solo.
(points)

There's another piece of glass over there.

SOLO (picking it up)

Thank you.

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23-26
CONT'D
(3)

WAVERLY

I'm genuinely sorry that we can't provide you with a maid to take care of things like this. But I'm afraid the Accounting Department would never permit it.

ILLYA

We understand.

WAVERLY

I hope so. Frankly, Mr. Solo never struck me as the suburban type.

SOLO

An U.N.C.L.E. agent is -- ah - very adaptable.

ILLYA

Napoleon and I have an arrangement. He'll do the cleaning and I'll do the cooking.

SOLO (to Illya)

Which reminds me. What are we having for dinner tonight -- mother?

Illya gives him a withering glance.

ILLYA

I was thinking of making an omelette. If you'll bring back some eggs.

SOLO

How many?

ILLYA

Two dozen?

SOLO

Two dozen?

ILLYA (shrugs)

I don't know. I've never made an omelette before.

WAVERLY

I think I'd better leave, gentlemen. Before I'm asked to stay for dinner.
(to Solo)

I trust, Mr. Solo, that you'll check the local drug store -- about diazin?

SOLO

Yes, sir. Right away.

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University of California, Los Angeles

ILLYA (to Solo)
I hope you'll have time to make the
beds first.

23-26
CONT'D
(4)

On Solo's look -- and Waverly's:

ZIP PAN TO:

INT. DRUGSTORE - DAY

27

FLETCHER is behind the counter. Solo enters carrying mop.

FLETCHER
Can I help you?

SOLO
I need a bottle of ammonia.

FLETCHER
Of course.

As Fletcher ostensibly looks for ammonia on the back shelves, Solo tries to plant a bug near the phone on the counter. Simultaneously, Fletcher is aiming what appears to be a gun at Solo, the weapon pointed through the shelves. The suspense mounts. Solo plants his bug, unseen by Fletcher. Fletcher fires. We hear a click. It's only a camera. Over all this:

SOLO
Just moved in. I'm working at the
chemical plant in Northbrook.

FLETCHER
Aha. Must be interesting work.

SOLO
Very dull.
(beat)
Although we're working on something
in your field right now.

FLETCHER
And what's that?

SOLO
A new process for the manufacture
of a drug called diazin. I don't
suppose you get many calls for it.

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27
CONT'D
(2)

FLETCHER (bringing ammonia)
Never got any calls for it. Must be a pretty rare drug.

SOLO (shrugs)
I don't know. I just make the stuff. Ha ha.

FLETCHER
Ha ha.

SOLO
How much do I owe you?

FLETCHER
Thirty-nine cents.

Solo gives him a bill. Fletcher rings it up.

FLETCHER (handing him change)
Come back again.

SOLO (leaving)
Oh I will.

As Fletcher watches him leave, his smile fades.

FLETCHER (grim, to himself)
I'll bet you will.

ANOTHER ANGLE

27X1

He picks up the phone and dials.

FLETCHER
Miss Witherspoon? Fletcher. That U.N.C.L.E. agent was just here--- asking questions about diazin. I thought you ought to know.

INT. THRUSH LIVING ROOM - CLOSE ON MISS WITHERSPOON - 27X2
DAY

Talking on the phone. Miss Witherspoon is a prim ex-schoolteacher who wears old-maid clothes, wire rim glasses, and hair swept back in a bun. In one hand she holds a WOODEN BLACKBOARD POINTER.

MISS WITHERSPOON
Indeed I ought, Mr. Fletcher. Indeed
I ought. Did you get his picture?

27X2
CONT'D
(2)

FLETCHER
I sure did.

MISS WITHERSPOON
Excellent. He will be taken care of
in due time.

As she hangs up, PULL BACK to show the Purple Valley milkman,
BARROWS. Sweat pours down his face; he is obviously paralyz-
ed with fear of his prim instructress. Miss Witherspoon talks
to him as she would a small boy in class, tapping the point-
er in her hand.

MISS WITHERSPOON (to Milkman)
Now, Barrows, I've warned you before about
failing to do your assignments properly.

BARROWS (shaking)
But Miss Witherspoon, I tried my best.

MISS WITHERSPOON
I'm afraid that's no excuse, Barrows.

ON MISS WITHERSPOON

27X3

MISS WITHERSPOON
We must maintain discipline.

We HEAR a CLICK as she presses a button on the pointer,
and a KNIFE appears at the end of it. Barrows tenses.
As the suspense mounts, Miss Witherspoon presses the
button again and the knife retracts.

MISS WITHERSPOON
Very well. I'll give you another
chance. You're very fortunate,
Barrows -- that I'm such a gentle
and forgiving soul.

ZIP PAN TO:

INT. LIVING ROOM - DAY

28

Solo has just entered, carrying mop and armcnia.

SOLO (calls)
Illya?

ILLYA (o.s.; calling)
I'm in the kitchen.

INT. BEDROOM - DAY

29

The bed has been pushed against the wall, and the place has been converted into an operational room. Illya is peering out the window with a pair of binoculars. Against one wall is a radio receiver. Solo enters and puts down his sundries.

SOLO
Anything interesting?

ILLYA (lowering
binoculars)
The lawn across the street has
a lot of crabgrass.

SOLO
Oh. Too bad... By the way,
I bugged the druggist.

Illya goes over to the radio receiver and flips a switch.

FLETCHER (o.s., filtered)
That'll be thirty-nine cents,
please.

SOLO
There seems to be a run on ammonia.

ILLYA (looks at
sundries)
Where are my eggs?

SOLO
Uh-oh. Sorry.

ILLYA (angry)
How do you --

SOLO (cutting in)
Relax. I'll borrow some from
one of our friendly neighbors.

Solo leaves and Illya resumes his peering at the window.

* INT. BETSY'S KITCHEN - DAY

30

There is a knock at the kitchen door. Betsy answers it. It's Solo.

BETSY

Hello.

30
CONT'D
(2)

SOLO (a beat of
surprised pleasure)
Ah, hello. I'm your new neighbor.

BETSY

Oh, yes -- I heard.
(extends her hand)
I'm Betsy Wilson.

SOLO (shaking)

Napoleon Solo.

There is a beat as Solo looks her over admiringly.

BETSY (a nervous
smile)

Do you -- uh -- want to borrow
a cup of sugar?

SOLO

Well, no... not exactly... But
you're close.

BETSY

Milk?

SOLO

How are you fixed for eggs?

BETSY

Come on in...
(as Solo enters)
How many do you need?

SOLO

Four dozen?

BETSY (laughs as
she opens refrigerator)
Will six do?

SOLO

I think so.

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ANOTHER ANGLE

31

Solo leans over the flower box on the window sill.

SOLO (calling)
Nice flowers.

BETSY
Thank you. They're my hobby.

CLOSE ON SOLO

32

He begins flicking the petals on a daisy.

SOLO (to himself)
She loves me, she loves me not...

WIDER ANGLE

33

Betsy comes up with a half dozen eggs.

SOLO (holds up the
daisy and pulls the last
petal)
She loves me.

BETSY (flirting
a little)
But do you love her?

SOLO (leaning closer)
Can you doubt it?

Betsy looks past him, calls to someone who has passed outside.

BETSY
Oh, Mr. Willoughby --

REVERSE ANGLE

33X1

A dignified gentleman pops his head through the
kitchen door.

* Chgs.

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ANGLE

34

BETSY (trying to sound stern)
Come in, Mr. Willoughby.
(as he enters)
I have a bone to pick with you.

WILLOUGHBY
Good evening, Betsy.

BETSY
Now, don't try to change the subject...

WILLOUGHBY
Ah, dear Betsy! You look so pretty
when you're angry.

BETSY
You've got to stop coaching my
students in their arithmetic lessons.

WILLOUGHBY
Was I wrong again?

BETSY
I had to give them F's.

WILLOUGHBY (shaking his
head sadly)
This new math! I'll never get it
through my head.
(looks at Solo.)

BETSY
I beg your pardon. This is --?

SOLO
Solo. Napoleon Solo.

BETSY (to Solo)
Mr. Willoughby's our music teacher.

WILLOUGHBY
I rent a little room over Betsy's
garage... A pleasure meeting you,
Mr. Solo... And now, if you'll
excuse me, it's bedtime.

SOLO
You must be an early riser. It's
still daylight.

WILLOUGHBY
You know the old saying, Mr. Solo...
Early to bed and early to rise makes
you -- what is it?

SOLO
...Healthy, wealthy and wise?

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WILLOUGHBY (shakes his
head)
Yes... It's not really true, you
know.
(smiles)
But of course I suppose there's
still time...

34
CONT'D
(2)

Willoughby exits with a wave as Solo and Betsy nod.

SOLO
By the way, can you make an
omelette?

BETSY
Of course. Why?

SOLO
Hmmm...

ZIP PAN TO:

INT. KITCHEN - ANGLE ON SOLO AND ILLYA - NIGHT

35

They are watching while Betsy whips up an omelette
at the stove o.s.

ILLYA
I am perfectly capable of making
a simple omelette.

SOLO
Yes, but you don't look as good
in an apron.

WIDER ANGLE - INCLUDE BETSY

36

working at the stove.

SOLO
Tell us more about Mr. Willoughby,
Betsy.

BETSY (stirring a pot)
He's a dear old man. His Danish
name is Wil-helm-boegh, but no one
could pronounce it properly, so...
(breaking off)
Oh, this is the wrong spoon!

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SOLO

You're working in the dark. Let's
have some lights.

36
CONT'D
(2)

Solo switches on the lights.

BETSY (squinting at
the overhead light)
I don't know why, but I just
hate it when the lights go on.

SOLO

When you were little; maybe you
had to go to bed then -- like
Mr. Wil-heim-boegh.

BETSY

No. It's only recently --
(drops spoon)
There! Now I've dropped it!

SOLO

Allow me --

They both bend for the spoon and collide. Betsy gets
the spoon and Solo gets her hand. She pulls her hand
away and loses her balance. Solo catches her.
Suddenly she flares in a rage.

BETSY

Let go of me! What am I going
here?

She spins away from an astonished Solo, her eyes
frightened and accusing. In doing so, she trips.
This time it's Illya's turn to catch her.

BETSY (to Illya)

Take your hands off me -- do you
hear?!

ILLYA

I thought you were falling.

BETSY

Keep away from me! Keep away.

SOLO

Betsy, what is it...?

As a baffled Solo moves toward her, hands out-
stretched to soothe her, she clobbers him with the
heavy stirring spoon.

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University of

ILLYA (to Betsy,
quite startled by all this)
Look, Miss...He didn't mean
anything.

36
CONT'D
(3)

BETSY
I'll scream!

ILLYA
Betsy --

She SCREAMS at the top of her lungs as she backs
toward the kitchen door.

INT. WILLOUGHBY'S ROOM - DUSK

36X1

Willoughby, in a robe, is about to climb into bed
when he reacts to Betsy's o.s. SCREAM. He quickly
ties his robe and rushes for the door.

BACK TO SOLO-ILLYA KITCHEN

36X2

Both Illya and Solo -- the latter showing no effects
from being hit by the stirring spoon -- have grabbed
Betsy by now, are trying desperately to soothe the
crazed girl.

SOLO
Easy, Betsy. Look, we were
only trying to....

She fights like a tigress.

BETSY
Let me go! Let me go!

ILLYA
Maybe we should call a doctor.

SOLO
We'd better get her home first.
As it is, we're in a rather --
ah -- compromising position.

Over this, they have been easing her toward the
door to:

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EXT. SOLO-ILLYA HOUSE - DUSK

37

Exiting, the boys drag Betsy with them as gently as possible.

SOLO

You'll be all right. Just relax now...

ILLYA

You'll be home in just a minute, Miss.

The tension seems to ooze out of her. She relaxes perceptibly.

BETSY

What -- what's happened?

She looks at Solo and Illya blankly. They release their holds on her. At this moment Willoughby comes rushing up. Willoughby appears in the doorway.

WILLOUGHBY (in great alarm)
What is it, child? What are they doing to you?

Betsy has managed to subside thoroughly by now.

BETSY

I - I don't know, Mr. Willoughby.
I don't know what possessed me.

Mr. Willoughby looks at the boys questioningly.

SOLO

I was helping her pick up a spoon.

BETSY (to Willoughby)
That's all he was doing, really.

WILLOUGHBY

The whole neighborhood's acting jittery lately. Tempers flaring ...People losing control...

SOLO

You mean that isn't normal suburban living?

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WILLOUGHBY (mock
offense)
Mr. Solo -- haven't you read the
brochures?

BETSY (to Solo)
I'm awfully sorry ... I hope
you'll forgive me.

SOLO
We'll forgive you if you'll join
us for dinner .. at a restaurant.

BETSY
Oh, I can't. There's a meeting at
the school tonight. As a matter of
fact it's about this very thing
why our nerves are on edge all the
time.

WILLOUGHBY
I've heard everything from air
pollution to Martians.

BETSY
Would you like to come?

Solo and Illya exchange glances.

SOLO
We'd love to.

BETSY
And, come to think of it, you
should, too, Mr. Willoughby.
It's your civic duty.

WILLOUGHBY
My penance? For making all your
students fail in arithmetic.
(smiles)
All right, give me a few minutes
to get dressed.

BETSY (laughing; to
the boys)
I'll be ready in a jiffy.

INT. U.N.C.L.E. KITCHEN - NIGHT

38

Solo and Illya come back to the center of the
kitchen, under the strong light.

SOLO (angrily)
You had to have an omelette!

ILLYA (angrily)
You had to forget the eggs!

38
CONT'D
(2)

SOLO
Well, I did have a few other things
to do, you know!

ILLYA
And I'm sure you bungled them all
in your usual manner.

He flicks off the overhead light and they move into
the comparatively dark living room.

SOLO
Wait a minute. Now we're doing
it, too.

ILLYA (exasperated)
What do you mean "we're doing it?"

SOLO
We're starting to act like Betsy
did....

On Illya's look of realization that this is indeed
true, we

ZIP PAN TO:

EXT. SCHOOL - NIGHT - (STOCK) - TO ESTABLISH

38X1

INT. SCHOOL AUDITORIUM - NIGHT

39

Barkley is addressing a crowded room.

BARKLEY
Let me repeat: The Board of
Health assures me there's nothing
wrong with the water, the milk,
the food, the climate --

WILLOUGHBY
Maybe it's a wind like the
Foehn in Bavaria.

BARKLEY (emphatic)
There are no depressing winds
in Peaceful Haven Estates.

IRATE MAN
Oh yeah? I'm listening to one
right now!

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ON ILLYA, SOLO, BETSY, AND WILLOUGHBY

40

in that order.

SOLO (to Willoughby)
I notice this isn't in the brochures.

BETSY (annoyed)
Do you have to be so sarcastic?

ILLYA (sharply)
He's always sarcastic.

SOLO (equally sharp)
You're still rankled about that omelette, aren't you?

WILLOUGHBY
We all seem to be rankled, don't we?

INT. THRUSH LIVING ROOM - NIGHT

41

ANGLE - ON TELEVISION SCREEN. We see the meeting. The CAMERA DRAWS BACK to include Fletcher and MISS WITHERSPOON watching the TV set.

MISS WITHERSPOON
(patiently, as if to a child)

It may seem very amusing to drive people to distraction, Jonathan, but what good is it accomplishing, if we can't find Lyman Rutter?

FLETCHER
As I've explained, Miss Witherspoon --

MISS WITHERSPOON
(cutting him short)
Yes, I know about Humboldt's Syndrome and diazin. But can we be sure our present measures will produce an attack?

FLETCHER
You're watching the symptoms we produce in so-called normal people -- all comparatively harmless, of course -- but in a man suffering from Humboldt's Syndrome, they could prove fatal. He would try to get the medicine somehow. And when he does, we've got him.

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MISS WITHERSPOON

I do hope so, Jonathan. Until now
I haven't had to discipline you --
but there is a first time.

41
CONT'D
(2)

Fletcher blanches at the prospect.

RESUME - MEETING

42

BARKLEY (shouting
angrily)
Peaceful Haven Estates is an ideal
place to live!

MAN (shouting back)
Peaceful Haven Estates is an ideal
looney bin!

ANGLE ON BETSY AND WILLOUGHBY

43

WILLOUGHBY (looking
ill)
You'll have to excuse me, Betsy.
I'm not feeling very well.

He stands up to leave.

BETSY
Do you want me to come with
you, Mr. Willoughby?

WILLOUGHBY
No, no, my dear. I'll be all
right.

He starts away, wavers a bit. Betsy looks at the
boys. Solo nods and all three rise and accompany
Willoughby down the aisle, Betsy gently holding his
arm.

44 OUT

CLOSE ON BARKLEY

45

BARKLEY (points
at Willoughby)
Rats! Rats deserting the ship!
We've got to all pull together,
or we'll all hang separately!
We've got to make Peaceful Haven
peaceful again!

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CLOSE ON THE QUARTET MOVING DOWN THE AISLE 46

RESUME - THRUSH LIVING ROOM 47

Witherspoon and Fletcher watching the screen on which is a SHOT of the quartet.

FLETCHER (pointing)
There they are. Those two U.N.C.L.E. agents.

Miss Witherspoon gets up and goes to the TV set. She switches channels, and a picture of Barrows appears. He is in the lab downstairs.

MISS WITHERSPOON
Barrows!

BARROWS (looks toward CAMERA)
Yes, Miss Witherspoon?

MISS WITHERSPOON
That one more chance I said I'd give you.... You will have it tomorrow morning. I want those U.N.C.L.E. agents out of the neighborhood.

CLOSE ON TV SCREEN 48

To show Barrows' gruesome smile of anticipation.

BARROWS
Don't worry, Miss Witherspoon, they'll be way out.

49 OUT

FADE OUT:

END ACT ONE

Chg.

ACT TWO

FADE IN:
EXT. FRONT DOOR U.N.C.L.E. HOUSE - DAY

50.

A BREADMAN with basket is ringing the doorbell.

BREADMAN (calls)
Breadman!

Door opens and Illya appears.

BREADMAN (hands him
a loaf)
One loaf of raisin rye.

ILLYA (looks at bread)
I don't like raisin.

BREADMAN
You order raisin, you get raisin

ILLYA
But I didn't order raisin.

BREADMAN
What did you order?

ILLYA
Nothing.

BREADMAN (checks order
book)
Is this 1407 Cranberry Street?

ILLYA
Yes.

BREADMAN
Then you ordered raisin.

He departs.

51-52 OUT

CLOSE ON ILLYA

52X1

Cocking a very suspicious eye at the loaf of bread.

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INT. U.N.C.L.E. KITCHEN - DAY

52X2

Illya ENTERS SHOT - moving quickly - and hurries over to the sink. He throws in the loaf of bread and begins running water into the sink.

TIGHTER SHOT

52X3

Illya leans over the sink - watching the water fill it. Now Solo ENTERS SHOT and leans over his shoulder to look into the sink.

SOLO

Making bread pudding?

ILLYA

Remember the milk?

SOLO

Mmmmmmm.

ILLYA

This is supposed to be a loaf of raisin rye. I never even heard of raisin rye.

Solo lifts the bread out of the sink.

ILLYA (continued)

What are you doing?

SOLO

I ordered it.

ANOTHER ANGLE

52X4

Solo opens the wrapper and extracts a very soggy slice of bread.

SOLO (deposits the
mess in Illya's hands)
Would you mind ordering me another
loaf?

Solo EXITS SHOT. Illya frowns, puts down the mess and picks up a nearby wall phone.

ZIP PAN TO:

INT. WILLOUGHBY'S APARTMENT - DAY

52X5

Willoughby is sitting in a chair, looking very sick, while a concerned Betsy hovers over him.

BETSY

Let me call a doctor, Mr. Willoughby.

WILLOUGHBY

It's nothing, Betsy.

BETSY

But you look worse today than you did last night.

WILLOUGHBY

No, no, it will pass.

We HEAR a KNOCK at the door.

ANOTHER ANGLE

53

as Betsy goes to the door and admits Solo, who is a little surprised to find her there.

SOLO

Oh, hello. I just dropped by to talk to Mr. Willoughby about, ah -- music.

BETSY

Well, I'm afraid Mr. Willoughby is --

ANOTHER ANGLE - INCLUDE WILLOUGHBY

54

At the sight of Solo, Willoughby straightens up and pretends to be in the pink.

WILLOUGHBY (interrupts Betsy)
-- is delighted to see you, Mr. Solo.

He hops up and skips to the piano.

WILLOUGHBY

Always delighted to talk about music.
(riffing the keys)
Here are charms to soothe the savage breast, eh, Mr. Solo?

SOLO (approaches
piano, glances at Betsy)
It depends on who's soothing.

WILLOUGHBY (smiles)
Of course, of course. An old music
teacher can't compete with a lovely
young math teacher.

SOLO (casual)
Have you always been a music teacher,
Mr. Willoughby?

WILLOUGHBY (melodically;
to accompaniment)
Always, always, always...
(speaks)
Well, actually, I was on the stage
in my younger days.

SOLO
Really?

WILLOUGHBY
I was a child prodigy, you know.
I can still remember my first con-
cert--Copenhagen--on my eighth birth-
day.

(faraway look)
The lights...the crowd...and me on
my little stool on that huge stage...
(sings with gusto, in DANISH)
Yes sir, that's my baby, no sir,
don't mean maybe, yes sir, that's
my baby now. Ah, the good old days.

SOLO
I don't suppose in the good old days
you learned anything about, for
instance...
(watching him closely)
..the cube root of pi m three.

WILLOUGHBY
Ah, the cube root of pi m three.
An old favorite of mine.
(sings with gusto)
Oh, the cube root of pi m three,
is the only girl for me, I will love
her eternally, she's the cube root
of pi m three.

(to SOLO)
They don't write that sort of music
any more, Mr. Solo.

ZIP PAN TO:

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EXT. U.N.C.L.E. FRONT DOOR - DAY

54X1

Another Breadman is at the door, which Illya opens.
This Breadman is BARROWS.

ILLYA
Raisin rye?

BARROWS
Yup.

ILLYA (takes loaf)
Thanks.

He closes the door, holds the bread thoughtfully for a moment, shrugs, moves toward the kitchen, pauses, holds the bread up to his ear. He appears satisfied, resumes walking toward kitchen.

CUT TO:

EXT. U.N.C.L.E. HOUSE - DAY

55

The Breadman (Barrows) climbs into his truck.

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ANGLE - AT BACK DOOR

55X1

Solo, coming from Willoughby's place, sees the Breadman o.s., waves cheerily.

BACK TO BREADMAN

55X2

He waves back with equal cheer and drives off.

ANGLE AT BACK DOOR

55X3

Solo approaching. As he nears the door, we HEAR a loud EXPLOSION, and the door is blown open, emitting clouds of smoke. Solo draws his gun and dashes into the smoke.

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INT. U.N.C.L.E. KITCHEN - DAY

56

Smoke-filled. The counter on which the bread lay is partially demolished, and the surrounding area is blackened. Illya stands surveying the damage. Solo rushes in.

SOLO

What happened?

ILLYA

Raisin rye.

SOLO (picks a raisin
off Illya's lapel)

Sorry.

ZIP PAN TO:

57-60 01

INT. WILLOUGHBY'S APARTMENT - DAY

61

He is lying on the couch, looking even sicker than before. Betsy is applying a compress to his forehead.

WILLOUGHBY

Thank you, my dear.

BETSY

Why didn't you want Mr. Solo
to know you were sick?

WILLOUGHBY

Betsy, are you a strong girl?
Because I must tell you some
terrible things about myself.

BETSY

What could possibly be so terrible
about you, Mr. Willoughby?

WILLOUGHBY

That the police are after me.
(beat)

And I'm positive Mr. Solo is a
policeman.

BETSY

What for, Mr. Willoughby?

Not to let Solo know you were sick without permission.

61
CONT'D
(2)

WILLOUGHBY

Ah, what for. Yes.
(takes her hand)

You must be strong.

(she nods, he looks
at the ceiling)For Gretchen in Trieste, for Marla
in Prague, and for Susie in Red
Bank, New Jersey.(a beat, while Betsy
stares wide-eyed)

I am a trigamist, my dear.

BETSY

No.

WILLOUGHBY

Yes, it's true. Youthful indiscre-
tions. The fact of the matter is,
Betsy, I am a weak man. Whenever
a charming young lady asked me to
marry her --

(shrugs)

I couldn't say no.

BETSY

How awful - I guess.

WILLOUGHBY

I am being hunted by the police of
three countries.

BETSY

Why don't you just...confess,
Mr. Willoughby?

WILLOUGHBY

Confess! In Prague, trigamy is a
capital crime. I'd be hanged! And
that Mr. Solo has a very Czechoslo-
vakian look about him.

BETSY

Well, you don't have to worry about
me, Mr. Willoughby. Your three
secrets are safe with me.

WILLOUGHBY

Then I must ask you for one more
favor, Betsy.

BETSY

Anything.

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WILLOUGHBY

The illness you see is a disease called Humboldt's Syndrome.

(produces paper)

The only antidote is a drug called diazin. But the druggist must not know it's for me -- it might give me away to Mr. Solo.

61
CONT'D
(3)

BETSY (takes

prescription)

Don't worry, Mr. Willoughby. No one will know.

WILLOUGHBY

Betsy...can you forgive me my wild oats?

BETSY (hesitant)

What about Marla, Gretchen, and Susie. Shouldn't you at least write them?

WILLOUGHBY

You're right. I will write them.

BETSY

Then I forgive you.

WILLOUGHBY (takes
her hand)

What a wonderful girl you are, Betsy. So kind, so full of compassion, the kind of girl a man should marry.

BETSY (stands up
quickly)

I'd, uh -- I'd better get your prescription, Mr. Willoughby.

ZIP PAN TO:

INT. DRUGSTORE - DAY

62

Betsy in front of the counter, Fletcher giving her a bottle of pills.

FLETCHER

Diazin is a pretty rare drug. Could I ask who it's for?

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BETSY
It's for...ah...Mr. Barkley.

62
CONT'D
(2)

FLETCHER
The real estate agent?

BETSY (nods yes)
How much do I owe you?

INT. U.N.C.L.E. BEDROOM

63

Illya and Solo are listening to the conversation from their radio set.

FLETCHER (o.s. filtered)
Three thirty-nine.

ILLYA
So you were wrong about Willoughby.

SOLO
Looks like it. But it might be a red herring.

ILLYA
We'd better put the herring in the barrel, just in case.

SOLO
All right. You start Operation Pickup. I'm going to do a little more snooping around.

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INT. DRUGSTORE

64

Fletcher on the phone, talking in guarded tones.

FLETCHER
It's Barkley, the real estate agent.

INT. THRUSH HEADQUARTERS - INTERCUT

65

Miss Witherspoon on the phone, Barrows in b.g.

MISS WITHERSPOON
Barkley? Are you sure?

FLETCHER
The incidence of Humboldt's Syndrome is one in twenty-five million. Those are pretty good odds.

MISS WITHERSPOON
All right. We shall begin Operation
Pickup.
(hangs up, to Barrows)
Absolutely your last chance,
Barrows.

65
CONT'D
(2)

BARROWS
Yes, Miss Witherspoon.

ZIP PAN TO:

EXT. REAL ESTATE TRAILER - DAY

66

A small house trailer, used as a movable office by
the real estate company. Blazoned on the side is:
"PEACEFUL HAVEN ESTATES", and underneath, the
slogan: "AN ADVENTURE IN SERENITY."

INT. REAL ESTATE TRAILER - DAY

67

Barkley is pitching at a prospective COUPLE. On
the wall are plot maps, pictures of houses, etc.

BARKLEY

Far from the madding crowds and
hectic pace of modern life, Peace-
ful Haven Estates offers you the
ultimate in suburban living. I
like to call it...

(beat)

...an adventure in serenity.

MAN

We're looking for a house, not
a cemetery.

BARKLEY

Of course. And Peaceful Haven is
bursting with life and excitement.
The chirping birds, the buzzing
bees, the happy children...

MAN

Children?

(to woman)

You remember those noisy kids in
that last place we lived?

Chas.

BARKLEY
...the happy quiet children, tip-
toeing through the tulips...

67
CONT'D
(1)

MAN
I grow tulips.

BARKLEY
...obedient children, always walk-
ing on the sidewalk, never stepping
on the flowers, happy just to run
through the streets with their
puppydogs...

MAN (repeating
with emphasis)
I grow tulips.

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BARKLEY

...cats that never leave their own
yard, small, quiet, obedient pussycats.

67
CONT'D
(2)

WE HEAR the JINGLE of an ICE CREAM TRUCK from
outside. (One of those tinkly tunes played by
Good Humor trucks.)

MAN

What's that?

BARKLEY

Just an ice cream truck selling
ice cold happiness to our quiet,
obedient children.

EXT. STREET *General view of the City*
Not to be confused with the previous scene. 68

An ice cream truck is driving slowly by the real
estate trailer. It is perfectly ordinary except
for a TRAILER HITCH protruding from its rear end.

ANGLE ON TRUCK CAB

69

Illya-The-Good-Humor-type-Man is driving. He
wears the uniform of his adopted profession.

WIDER ANGLE

70

The truck pulls in front of the trailer and begins
to back up to it.

RESUME - BARKLEY AND CUSTOMERS

71

BARKLEY

And what's more, Peaceful Haven
has one of the lowest crime rates
in the state.

The trailer SHAKES, as WE HEAR a CLUNK.

MAN

What's that?

RESUME - ILLYA

72

The truck is now HITCHED TO the trailer, and Illya is attaching a LOCK to the trailer door in order to seal the occupants inside.

RESUME - BARKLEY

73

He goes to the door and tries to open it. No go.

BARKLEY (working the
doorknob)
Hello? Hello? Who's there?

RESUME - ILLYA

74

Having secured the lock, he returns to the truck, gets in, and pulls off, dragging his trailer behind him. And of course, as soon as the truck starts, that infernal jingly tune begins again.
(NOTE: The music is geared to the SPEED OF THE TRUCK; the faster goes the truck, the faster plays the music.)

RESUME - INSIDE

75

The trailer LURCHES as Illya hauls it off. Barkley runs to a window.

BARKLEY (shouting
out the window)
Stop! Stop thief!

The man and woman remain in their chairs; they will remain in them throughout the chase.

RESUME - OUTSIDE

76

Illya begins to build up speed now, and the jingly tune increases in tempo.

EXT. ADJACENT STREET

77

ANOTHER ICE CREAM TRUCK driving down it; THRUSH has joined the Good Humor parade.

ANGLE ON TRUCK CAB

78

Barrows is at the wheel of this one. He, too, is dressed in appropriate uniform.

U.N.C.L.E. TRUCK - BARROW'S POV

79

Driving across an intersection JINGLE JINGLE, with trailer.

RESUME - BARROWS

80

He guns the motor and scoots after the rival dispenser of frozen commodities.

ON ILLYA

81

at the wheel of his truck. He glances into the rear view mirror and sees Barrows following. He speeds up -- causing a corresponding increase in the speed of the JINGLE, which now sounds like a 33 record played on a 78 turntable.

ON U.N.C.L.E. TRUCK

82

as it wheels around a corner.

INT. TRAILER

83

The force of the turn throws Barkley against the wall. The man and woman are holding hands, paralyzed with fright. Their two chairs SLIDE ACROSS THE FLOOR as the trailer turns.

ON THRUSH TRUCK

84

as it wheels around the same corner.

ON U.N.C.L.E. TRUCK

85

taking a corner in the opposite direction.

INT. TRAILER - ON MAN AND WOMAN

86

still locked together, they SLIDE BACK ACROSS THE TRAILER.

ON THRUSH TRUCK

87

following.

ON BOTH TRUCKS

88

speeding down a street. The THRUSH truck pulls ABREAST of the U.N.C.L.E. truck.

BARROWS - ILLYA'S POV

89

through the window. He casts Illya an evil grin.

ILLYA - BARROWS' POV

90

through window. Trying to get more speed out of the truck.

RESUME -- BOTH TRUCKS

91

The THRUSH truck pulls slightly AHEAD of Illya's and...

THRUSH TRUCK - PAST ILLYA

92

SHOOTING PAST Illya out the window. The freezer door in the side of the THRUSH truck pops OPEN and a THRUSH gunsel appears (in civvies) to take potshots at Illya. Illya returns the fire while trying to keep the truck on the road, and scores a bullseye. The dead gunsel disappears back inside the truck like a jack-in-the-box, and the door swings shut.

RESUME - BOTH TRUCKS

93

Now THRUSH pulls directly IN FRONT of Illya.

REAR OF THRUSH TRUCK - ILLYA'S POV

94

SHOOTING FROM the front seat of his truck. The REAR freezer door now pops open to reveal yet another THRUSH gunsel. This one, however, is not fooling with guns; he holds a deadly ICE CREAM BAR in his hand. TNT delight.

CLOSE ON THRUSH

95

Sticking out of the rear door. He holds the ice cream bar like a grenade, and USING HIS TEETH in the best John Wayne tradition, he PULLS THE STOCK out of it, and lobs it toward Illya.

ON ILLYA

96

as the ice cream grenade explodes filling the screen with smoke and forcing Illya to BRAKE hard.

ON TRUCKS

97

pulled to a stop now, smoke filling the air. Illya jumps out to do battle with Barrows and another THRUSH. He dispatches the THRUSH, but Barrows gets him with a fudgesicle blackjack.

ON TRAILER

98

Barrows goes to the door, SHOOTS OFF Illya's lock, and opens it. Past him we can see Barkley and the petrified customers.

BARROWS

Lucky I came along, Dr. Rutter.
You were being kidnapped by a
very shady organization.

ON BARROWS AND CUSTOMERS

99

Huh?

FADE OUT

END ACT TWO

ACT THREE

FADE IN:

INT. WILLOUGHBY'S APARTMENT - DAY

100

Willoughby is carrying two suitcases across the room when we hear a KNOCK at the door. He quickly hides the suitcases behind something or other and sits down at the piano. He launches into a rendition of "The Volga Boatman," preferably in Russian, but Danish will do. We HEAR the knock again.

WILLOUGHBY (interrupts
his singing)
Come in.

He resumes the song.

ANOTHER ANGLE

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101

Solo enters.

WILLOUGHBY
Ah, Mr. Solo. Do you know The
Volga Boatman?

He sings a line.

SOLO
Very nice.

WILLOUGHBY
What can I do for you?

Solo peregrinates about the room, casually snooping.

SOLO
Just a neighborly visit.

Solo rounds the piano, nearing the hidden suitcases. To distract him, Willoughby launches into a rendition of "The Erie Canal," in Danish. But Solo spots the suitcases in spite of the musical flak.

SOLO
Very interesting. I've never heard
"The Erie Canal" in Danish before.
(nods at suitcases)
Going on a boat trip?

WILLOUGHBY
Oh no, just airing them out.

101
CONT'D
(2)

SOLO
I see. You find they have a tendency to must?

WILLOUGHBY
Very definitely.

Solo continues his perambulations while Willoughby tinkles the piano.

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ON SOLO

102

He notices a scholarly journal of some sort on a table.

ON WILLOUGHBY

103

He definitely does not want Solo to look at that journal.

WILLOUGHBY (singing loudly)
Row, row, row your boat, gently
down the stream.
(to Solo)
Mr. Solo, shall we try a duet?

RESUME - SOLO

104

He has picked up the journal and is leafing through it.

SOLO
Sorry, but I'm tone deaf.
(indicating the journal)
Could I ask why a music teacher is
reading the International Journal
of Theoretical Physics?

ANGLE - BOTH

105

For answer, Willoughby resumes his singing.

WILLOUGHBY (sings)
Merrily, merrily, merrily, merrily,
Life is but a dream.

105
CONT'D
(2)

SOLO
And why it's marked at an article
on the theory of anti-matter --
Dr. Rutter?

WILLOUGHBY (sighs)
I suppose eventually someone had
to find me. It might as well be
you....

(a beat)
Do you know why I ran away?

SOLO (a beat)
I think I do.

WILLOUGHBY
Yes.... I knew what evil men might
do with my discovery.... I've spent
the last ten years trying to prevent
the scientific community from
duplicating it. Anonymously, of
course. The leading authority on
the anti-matter theory -- outside
myself -- is the man who wrote that
article.

SOLO
Your colleague in Vienna to whom
you wrote several months ago.

WILLOUGHBY
Yes. I tried to dissuade him from
pursuing his research. But he
pressed on in spite of my plea.

(smiles broadly)
And reached the conclusions stated
in the article.

SOLO
In layman's terms?

WILLOUGHBY (exultant)
He concludes that the Rutter Theory
of Anti-Matter is incorrect. It's
marvelous! He's wrong, of course --
my theory is quite correct. But
after his conclusions, research
along these lines will cease. It
may be another twenty or thirty
years before mankind rediscovers
anti-matter. And by that time per-
haps they will be in a better posi-
tion to cope with it.

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SOLO (gesturing to suitcases)
Which is why you feel it's safe to leave here now.

105
CONT'D
(3)

WILLOUGHBY
Yes. Now I can return to the scientific community and take up research in some other area.

SOLO
I suspect Mr. P. T. Barkley may have a bone to pick with you.

WILLOUGHBY
Why? Have I disturbed his adventure in serenity?

SOLO
No, but we have.

WILLOUGHBY
We?

SOLO
U.N.C.L.E., Dr. Rutter.... We kidnapped Barkley -- thinking he was you -- in order to prevent a rather unscrupulous group from getting their hands on him.

We HEAR Solo's communicator signal.

SOLO
Excuse me.
(takes out communicator)
Solo here.

ILLYA (o.s., filtered)
You know that wonderful scheme we had, Napoleon?

SOLO
Operation Pickup?

ILLYA (o.s., filtered)
Yes... I'm afraid it wasn't altogether original.

INT. THRUSH CELL - TIGHT ON ILLYA - DAY

106

He is speaking into communicator.

ILLYA
I'm in a THRUSH cell.

PULL BACK TO SHOW Barkley and his two customers in the cell. INTERCUT between the boys.

106
CONT'D
(2)

ILLYA
...along with Dr. Rutter and two
unfortunate bystanders.

SOLO (digests this;
after a beat)
I have news for you. Dr. Rutter
is with me.

ILLYA
Willoughby? Not to be reproduced or quoted without permission

SOLO
Right... Do you know exactly
where you are?

ILLYA
I'm afraid not. I was unconscious
when they took us here, and the
others were locked in the trailer.

SOLO
All right, as soon as I get Dr.
Rutter into safe hands I'll bail you
out. I can triangulate the signal
from your communicator.

ILLYA
Don't dawdle. THRUSH is liable to
get nasty when Barkley can't produce
the anti-matter formula.

RESUME - WILLOUGHBY'S APARTMENT

107

WILLOUGHBY (concerned)
What's going to happen to those people?

SOLO
First things first, Dr. Rutter. The
most important thing is to get you
to a safe place.

WILLOUGHBY (overwrought)
I've spent the last ten years in
oblivion because of my concern for
human life -- and now you tell me that
four innocent people may come to harm
because of me. I won't allow it!

SOLO (into communicator)
Open Channel D.

WILLOUGHBY (pursuing him)
This must not be Mr. Solo

SOLO (turns away)
 I'm sorry, Dr. Rutter, but my
 assignment is to protect you --
 and the knowledge you possess.
 (into communicator)
 Channel D?

107
 CONT'D
 (2)

INT. WAVERLY'S OFFICE - DAY

108

Waverly on the communicator.

WAVERLY
 Yes, Mr. Solo.

SOLO
 I've found Dr. Rutter. The real
 one this time.

WAVERLY
 What about Mr. Kuryakin and the
 real estate chap?

SOLO
 I'll get to them as soon as I've put
 Dr. Rutter in the hands of our agents.

WAVERLY
 Take Route A from where you are.
 I'll send a car to meet you midway.

CLOSE ON SOLO

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109

SOLO
 Yes, sir.

He puts away his communicator.

SOLO
 We'll leave right away, Doctor, and..

He stops, looks around.

WIDER ANGLE

110

The room is Rutterless. Solo runs to the door and
 out.

ZIP PAN TO:

INT. THRUSH CELL - DAY

111

Same occupants as before. Barrows enters with a couple of THRUSH guards.

BARROWS (to Barkley)

All right. They're ready for you.

ILLYA

He's not Dr. Rutter.

BARROWS

Shut up.

He reaches into Illya's pocket and takes Illya's communicator.

BARROWS

And I'll take this little toy.

ILLYA

You're making a mistake. He's not Rutter.

BARKLEY

He's right. I'm not Rutter whoever he is.

BARROWS (to Barkley)

You're either Rutter or dead -- take your choice.

CLOSE ON BARKLEY

112

considering the alternatives.

ZIP PAN TO:

INT. THRUSH LAB - DAY

113

Miss Witherspoon and Fletcher questioning Barkley. Barrows in b.g. Barkley is standing in front of a BLACKBOARD, which is covered with crude mathematical equations.

WITHERSPOON

Doctor, that can't possibly be the anti-matter formula.

BARKLEY (sweating)
 You're right. I got the last part
 of it wrong.

113
 CONT'D
 (2)

He erases some of the figures and begins writing new ones. (He writes the formula for figuring compound interest over a thirty year period.)

ON WITHERSPOON AND FLETCHER

114

Miss Witherspoon gives Fletcher a skeptical look.

WIDER ANGLE

115

MISS WITHERSPOON
 Dr. Rutter -- if you are Dr.
 Rutter -- you have just written
 the formula for computing the
 interest on a thirty year mortgage.

BARKLEY (very nervous)
 I...can't seem to think straight.
 It will come to me.

MISS WITHERSPOON (to
 Fletcher)
 I don't think this is Dr. Rutter.

Barrows looks menacingly toward Barkley. Barkley's eyes go to him and -- desperately:

BARKLEY
 But I am -- I swear it.

FLETCHER
 The prescription was for him.

MISS WITHERSPOON
 Have you ever considered the
 possibility that the girl was
 covering for someone?

FLETCHER (rising)
 We'll soon find out.

He takes out a hypodermic and approaches Barkley.

BARKLEY
 What are you going to do?

FLETCHER
 It's quite painless.

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He gives Barkley a shot, then looks at his watch.

115
CONT'D
(2)

FLETCHER

If you are Rutter, you'll be
almost dead in about five seconds.

BARKLEY

No!

(grabs Fletcher's lapels)
I'm not Rutter. I swear it!
(runs to Witherspoon and
falls to his knees)
Please! I'm not Rutter.

FLETCHER

He's telling the truth this time.
Anyone suffering from Humboldt's
Syndrome would be writhing on the
floor by now.

MISS WITHERSPOON (to
Barrows)
Get the girl and bring her here.
Immediately!

Barrows scurries out.

MISS WITHERSPOON
As for this unfortunate....

BARKLEY
What are you going to do to me?

MISS WITHERSPOON
You're too old for a spanking...
But I'm sure we'll find something.

ZIP PAN TO:

EXT. BETSY'S BACK DOOR - DAY

116

Solo is knocking at the door. Betsy opens it.

SOLO
You haven't seen Mr. Willoughby
around, have you?

BETSY
No. Why?

SOLO
We were interrupted in the middle
of a discussion. If you see him you
will let me know, won't you?

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BETSY
Of course.

116
CONT'D
(2)

She closes the door and...

INT. BETSY'S LIVING ROOM - DAY

117

...turns toward Willoughby, who is peeking out the window from behind the drapes.

WILLOUGHBY
Good. He's going.
(turns)
I can't thank you enough, Betsy.

BETSY
It's perfectly all right, Mr.
Willoughby. Besides, I don't see
why I should help the Czechoslovakian
police.

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EXT. BETSY'S HOUSE - ANGLE ON SOLO

118

Walking across the lawn, he sees something approaching down the street and ducks behind some shrubbery.

ON THRUSH CAR

119

driving up in front of Betsy's house. Several THRUSHES and Barrows get out.

ANOTHER ANGLE

120

as they go to the front door. Barrows knocks.

CLOSER ANGLE

121

Betsy opens the door.

BARROWS (draws his gun)
You have an appointment, and we
provide the free transportation.

Willoughby enters SHOT behind Betsy, and puts her behind him.

WILLOUGHBY
 I'm the one you want.
 (smiles)
 I knew you'd come here. I've
 been waiting for you.

121
 CONT'D
 (2)

BARROWS
 The lady's the one we want.

WILLOUGHBY
 But I'm Dr. Rutter.

Barrows exchanges looks with his cronies.

BARROWS
 In that case, we'll take you along.

Willoughby steps out of the door and one of the
 THRUSHES takes his arm. Barrows takes Betsy's arm
 and pulls her out of the door.

WILLOUGHBY
 No! You don't need her. I'm
 the one you want.

BARROWS
 I got my orders.

WILLOUGHBY
 Leave her here!

BARROWS (nudging with
 his gun)
 You make a fuss and we'll leave
you here -- to be buried.

WIDER ANGLE

122

The group walks toward the car..

ON SOLO

123

watching the procession from his hiding place.

ON CAR

124

Betsy, Willoughby, and the THRUSHES get into car
 and drive off.

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RESUME - SOLO

125

He darts from his hiding place and dashes off.

ZIP PAN TO:

EXT. WITHERSPOON GARAGE - DAY

126

The THRUSH car disappears inside and the door closes.

EXT. STREET IN FRONT OF WITHERSPOON HOUSE - DAY

127

Solo pulls up in a car and gets out. He moves quickly to the garage.

CLOSER SHOT - GARAGE

128

Solo tries the door to find it locked securely. He heads toward the house proper...

INT. NEIGHBOR'S HOUSE - DAY

129

A NEIGHBOR LADY stands at the window looking out. We see her face register alarm.

HER POV - SOLO BREAKING INTO THRUSH HOUSE

130

He looks around, sees nobody on the street, then EXPLODES the front door lock in an appropriately U.N.C.L.E.ish manner.

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INT. THRUSH LIVING ROOM - DAY

131

Solo comes in through the window. The TV set is ON, and shows a shot of the THRUSH cell into which Barkley is now tossed in to join the disconsolately languishing Illya and two customers. Solo sees the picture on the tube, puts two and two together. He goes to the wall and begins testing it for revolving panels.

INT. NEIGHBOR'S HOUSE

132

She is on the phone, her VOICE understandably excited.

NEIGHBOR LADY

That's right, officer.... No,
I haven't had too many martinis!
I saw it! He just attached
something to the door and -
whoom! Like in the spy movies!

BACK TO SOLO

133

He trips a switch and a panel slides open. He goes through and the panel slides shut behind him.

INT. THRUSH CORRIDOR - DAY

134

Solo moves down the corridor into which he has stepped, trying to find his way to Illiya's cell.

ZIP PAN TO:

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INT. THRUSH LIVING ROOM - ANGLE ON DOOR - DAY

135

We HEAR insistent KNOCKING.

ARCHIE (o.s., through
door)
Open up! It's the police!

The door opens.

ARCHIE
It's open, Joe.

ARCHIE and JOE, the two cops, come through the door into the living room.

ARCHIE
Anybody home?

There is no answer. Archie nods to Joe, who goes off upstairs.

ANOTHER ANGLE - INCLUDE TV SCREEN

136

On screen, the shot of the THRUSH cell.

JOE (returning)
Nobody upstairs.

136
CONT'D
(2)

ARCHIE
Everything looks okay.

JOE
We'd better wait, Archie.
They can't be gone for long--
they wouldn't leave the TV set on.

The two cops sit down to watch the tube.

CLOSE ON TV SCREEN

137

Two THRUSH GUARDS enter the cell, with guns drawn.

ON ARCHIE AND JOE Not to be reproduced or quoted without permission 138

ARCHIE
It's an old movie. I've seen
it.

JOE
So you'll see it again.

RESUME - TV SCREEN

139

The two THRUSH Guards raise their guns to eliminate
the four.

MAN (in great alarm)
What -- what are you doing?
(no answer; he turns
to his wife)
...And you wanted to move to
the suburbs!...

FADE OUT

140 OUT

END ACT THREE

ACT FOUR

FADE IN:

INT. MISS WITHERSPOON'S LIVING ROOM - DAY 141

Continuous action. Joe and Archie are watching the tube, on which the guards are about to shoot.

INT. CELL - REVERSE ANGLE 142

Solo, having reached the cell, jumps the guards. Illya pitches in and the gore flows.

ON RINGSIDE SPECTATORS 143

Barkley and his two customers watch the stuffing fly.

ON TUBESIDE SPECTATORS 144

Joe and Archie taking it in.

JOE

These movie fights always look fake to me.

ON FIGHT

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145

Solo and Illya dispatch their respective antagonists.

SOLO

Come on, they're holding Tetsy and Rutter somewhere in this maze.

They start away.

BARKLEY

What about us?

SOLO

Lock the door and don't let anyone in.

Illya and Solo run out. Barkley CLANGS the door shut, reacts in horror to what he has done.

BARKLEY

Hey, lemme out!

Then, always the salesman, he recovers and turns to his prospective customers.

BARKLEY

I -- ah -- hope this doesn't
give you the wrong impression
of our friendly community....

INT. CORRIDOR

147

at an intersection. Solo and Illya run INTO SHOT
and stop.

ILLYA

This way!

They take off.

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INT. LABORATORY

148

Miss Witherspoon, Fletcher, Willoughby, Betsy and
THRUSH guards.

MISS WITHERSPOON

I apologize, Dr. Rutter, for putting
you -- and the rest of the community
-- to so much discomfort. Amazing
how a rapid variation of alternating
current cycles in ordinary light bulbs
can produce irritability and even
violence in people! But you were
hard to find.

WILLOUGHBY

All right, you've found me now.
And you can let those other people go.

MISS WITHERSPOON

(crocodilian smile)

That's already been taken care of,
Doctor.

WILLOUGHBY

And you can let Betsy go, too.

MISS WITHERSPOON (to
Fletcher)

Of course. Jonathan, take care
of the young lady.

Fletcher leads Betsy out of the laboratory.

MISS WITHERSPOON

Now, Doctor, we can get down to
business.

She pulls the drapes to reveal a blackboard (not the one on which Barkley scribbled). Equations are neatly printed on the board. She picks up her pointer.

148
CONT'D
(2)

MISS WITHERSPOON (proudly)
You see how well we've done our homework, Doctor. In 1944 you got to that point.

(indicates with pointer)
In 1945 you added this. In 1946 you were here. And then nothing.

WILLOUGHBY
Yes, I stopped when I saw what I was coming to.

MISS WITHERSPOON
But you did see the solution, Professor. It was in your mind and still is.

WILLOUGHBY
No. I wiped it completely out of my mind.

MISS WITHERSPOON (hard;
tapping her hand with the pointer)
Then you must recall it, Doctor.

WILLOUGHBY
Impossible. It was too horrible. I set it to music once and it even made the music horrible.

MISS WITHERSPOON (intrigued)
Interesting. Is it possible to set equations to music?

WILLOUGHBY
I did it all the time during the war, when everything had to be classified. Top secrets were in G major.

MISS WITHERSPOON
How ingenious! Do play some for me. We'll get a piano.

RESUME - JOE AND ARCHIE

149

watching the tube, on which is the SHOT of the cell. Barkley and the customers aren't doing much of anything.

JOE
Pretty dull, y'ask me. The show don't move.

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ARCHIE (disgusted)
They'll put anything on television
these days. Get another channel.

149
CONT'D
(2)

Joe switches channels and we see a SHOT of the lab. Willoughby is at the piano while Miss Witherspoon hovers near. The scientific equipment is very much in evidence.

ARCHIE
A science-fiction musical?

INT. LAB

150

Willoughby is playing each note as he explains. Miss Witherspoon stands beside him.

WILLOUGHBY

'A' is for anti-matter; 'B' is zero; 'C' is the speed of light; 'D' is divide; 'E' is energy; 'F' is infinity; 'G' is the force of gravity; Sharps and Flats are plus and minus. A mathematical statement is easy to play, really, but terrible to listen to. For example: Einstein's equation for energy goes like this --

Willoughby PLAYS a series of DISSONANT CHORDS.

WILLOUGHBY (over music)

Of course it may have sounded better to Einstein. He used a violin.

MISS WITHERSPOON

I understand the technique, Professor, and now I'd like to concentrate on your equation.

WILLOUGHBY (laughs)

Really, Miss Witherspoon, you underestimate me. I was merely stalling for time until the others were free. I have no intention of giving you that formula -- now or ever.

MISS WITHERSPOON (laughs
in return)

Really, Doctor Rutter, you underestimate me.

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She goes to the wall and draws a set of curtains, to reveal a large glass panel, through which we see the inside of a small room in which Betsy is tied to a chair. On the wall behind her is a thermometer. When she struggles to get free, Barrows, behind her, subdues her roughly.

150
CONT'D
(2)

CLOSE ON THERMOMETER

151

It is calibrated to three hundred degrees.

ANGLE ON FLETCHER

152

entering the lab.

MISS WITHERSPOON

Jonathan, demonstrate the apparatus for the good doctor.

Fletcher goes to a control panel and twists a knob.

CLOSE ON THERMOMETER

153

It goes up ten degrees.

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ON WITHERSPOON AND WILLOUGHBY

154

WILLOUGHBY (in

Danish)

You fiend!

MISS WITHERSPOON

Let's dispense with compliments and get down to computations, Doctor.

Willoughby casts an agonized look at Betsy.

MISS WITHERSPOON

The procedure is this, Doctor. You will repeat the binomials as you play them and I'll feed them into a computer. The correct solution will free Betsy, but every incorrect binomial will raise her temperature ten degrees.

RESUME - JOE AND ARCHIE

155

ARCHIE (whistling)
How's that for horrors!

JOE
Not a bad gimmick.

RESUME - LABORATORY

156

Willoughby motions to Betsy to try to reassure her.

MISS WITHERSPOON
If you want to help the child,
why don't you try something in
G. minor?

Willoughby strikes a chord on the piano accompanied by a grill.

MISS WITHERSPOON (eagerly)
Sing it, Professor!

WILLOUGHBY (singing)
F over D times 2 minus G squared
E into A plus double E C --

MISS WITHERSPOON
One second, please.

ANGLE - MISS WITHERSPOON

157

She hurries to her computer console and seats herself.

MISS WITHERSPOON
Give it to me again, please.

Willoughby starts playing and singing again and Miss Witherspoon starts typing the tape.

INSERT - TAPE

158

as Miss Witherspoon types: "F OVER D TIMES 2 MINUS G, ETC".

CLOSE ON WILLOUGHBY

159

playing and singing.

Not to be typed
Unit
Miss
Grill

ANGLE - MISS WITHERSPOON

160

She pulls a lever.

INSERT - COMPUTER PANEL

161

It flashes: "NEGATIVE"

ON WILLOUGHBY

161X1

WILLOUGHBY (interrupting
himself; suddenly disconsolate)
That was a formula for fertilizer,
if I recall correctly.

ANGLE - MISS WITHERSPOON

162

MISS WITHERSPOON
Whatever it was, it's not the
one we're after.

Lights blink. A bell SOUNDS.

INSERT - THERMOMETER

163

In Betsy's room. We see it rise from 80 to 90 degrees.

ANGLE - BETSY

164

She reacts to the sudden increase in temperature.

ANGLE - WILLOUGHBY

165

He has witnessed this.

MISS WITHERSPOON
Would you like to try again?

INT. LABORATORY - DIRECT CUT

166

Willoughby is playing and singing - a maddening sequence of discords.

ANGLE - MISS WITHERSPOON

167

She is fiendishly feeding the computer and pulling the lever.

INSERT - COMPUTER

168

It flashes: "NEGATIVE" "NEGATIVE" "NEGATIVE"

INSERT - THERMOMETER

169

It jumps up to: 100 - 110 - 120 - 130 - 140 --

ON WILLOUGHBY Not to be reproduced or further used without permission. 169X1

In growing anguish as he plays, trying desperately to find the right formula and the right notes.

ANGLE - BETSY

170

She is fanning herself with her hand and really beginning to wilt.

INT. MISS WITHERSPOON'S LIVING ROOM - NIGHT

171

ARCHIE

Ridiculous.

JOE

It's different anyway.

They concentrate on the screen.

CLOSE ON TV SCREEN

172

Willoughby is playing under unbearable tension.

WILLOUGHBY (pleading)
Please let her go!

172
CONT'D
(2)

MISS WITHERSPOON
You're not trying.

WILLOUGHBY
I'm out of practice.

He plays a thundering series of chords.

WILLOUGHBY
D - A - D - A - C - B - C - B - D --

INT. LABORATORY - CLOSE ON COMPUTER PANEL

173

Suddenly it flashes: "AFFIRMATIVE".

ANGLE - GROUP

174

Miss Witherspoon jumps up excitedly.

MISS WITHERSPOON
That's it! That's it! I have it!
I'm the master of the world!

WILLOUGHBY (pleading
with her)
Betsy! You promised!

MISS WITHERSPOON (to
Barrows through a wall speaker)
Barrows, bring the girl here!

Not to be
used

ANGLE - DIRECT CUT

175

Betsy is being brought in by Barrows
and on their heels come Solo and Illya. An U.N.C.L.E.
type fight ensues. Betsy flies to Willoughby's arms.
Miss Witherspoon aims a gun at her.

ANGLE - WILLOUGHBY

176

He sees the gun aimed at Betsy and whirls her around
in time to receive the bullet in his back. He falls.

WILLOUGHBY (pleading)
Please let her go!

172
CONT'D
(2)

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You're not trying.

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I'm out of practice.

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ANGLE - WILLOUGHBY

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in time to receive the bullet in his back. He falls.

ANGLE - SOLO AND ILLYA

177

as they dispatch Barrows and Fletcher.
During the fight, Miss Witherspoon escapes through a door.

ON WILLOUGHBY

178

Betsy on her knees beside him.

WILLOUGHBY (weakly)
The computer. It must be destroyed.

WIDER ANGLE

179

Solo and Illya come over.

WILLOUGHBY (to them)
You must destroy the computer!
My formula is inside it.

SOLO
Your formula is in good hands
now, doctor.

WILLOUGHBY (raising
himself on an elbow)
No! Mankind is not ready for it.
It must be destroyed.

SOLO
Think of the good it might do.

WILLOUGHBY
I am thinking of the evil it will
do. Destroy it!

Solo and Illya exchange looks. Quandary time.

WILLOUGHBY
It is the request of a dying man.

Slowly, Solo stands up and approaches the computer.

ON SOLO

180

He takes out an EXPLOSIVE CHARGE, attaches and
primes it, then:

Eng.

WIDER ANGLE

181

He steps back as the charge EXPLODES, wrecking the computer.

RESUME - JOE AND ARCHIE

182

The room shakes as the charge goes off in the lab below.

ARCHIE
What's going on?

ANGLE ON PANEL

183

In the wall. It opens and a dishevelled Miss Witherspoon emerges, and runs...

WIDER ANGLE

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184

...into the arms of the waiting cops. The SCENE FREEZES.

INSERT - NEWSPAPER PICTURE

185

of Joe and Archie with their prisoner, Miss Witherspoon. Captioned: "PATROLMEN CITED FOR DARING CAPTURE."

ZIP PAN TO:

END ACT FOUR

TAG

INT. WILLOUGHBY'S HOSPITAL ROOM - DAY

186

as Willoughby, abed, sniffs at a large bouquet of flowers, sets it down and removes the card from the accompanying envelope. CAMERA BACK to show Solo, Illya, Waverly and Betsy around his bed.

WILLOUGHBY (reading
the card)

"Dear Mr. Willoughby -- Please get well soon. We miss you very much. Even though our grades have been a lot better since you haven't been around to help us with our homework. From the boys and girls in Miss Wilson's arithmetic class."

(puts the card down)

How very sweet...

(and, with a wry smile)

I think.

BETSY

They're very nice children.

WILLOUGHBY (nods)

Mmmm. I think they're trying to tell me something, though... From now on, I'd better stick to teaching music.

SOLO

What about -- anti-matter, Dr. Rutter?

WILLOUGHBY (cutting in)

...Mr. Willoughby.

SOLO

...Mr. Willoughby.

WILLOUGHBY

Anti-matter...

(shakes his head)

Funny thing about that. You remember when I nearly died while they were taking out that bullet?

(shrugs)

It must have affected a part of brain...I'm not even sure any more what anti-matter is!

Waverly and the boys exchange glances.

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WAVERLY (after
a beat)
Perhaps -- perhaps it's for the
best.

186
CONT'D
(2)

BETSY (sudden hope)
You -- say you'll stick to teaching
music. Does that mean you might
stay on in Peaceful Haven?

WILLOUGHBY
Oh, haven't I told you? Of course
I will!

BETSY (overjoyed)
You will?!

WILLOUGHBY
How could I leave?...Far from
the madding crowds...An adventure
in serenity...

Betsy impulsively kisses Willoughby as the U.N.C.L.E.
trio exchange further glances -- and smiles.

SOLO
Well, I guess we'd all better be
going now.
(to Willoughby)
You must be very tired, and it's
almost dinnertime...

WILLOUGHBY
If you're going to dinner, there's
a Danish restaurant I can recommend.
Nyskov's Condittori. They make a
fine -----.

SOLO (leaping in)
Wonderful! I've always liked
Danish food and --

ILLYA (interrupting,
in a fury)
Oh, no, you don't! You're not
going to weasel out of this!...

BETSY (explaining,
to a puzzled Willoughby)
Illya's going to cook for us tonight.
It's his last night in the suburbs.

ILLYA (proudly)
I'm going to make a soufflé.

FADE OUT.

THE END

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