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The Man From

U.N.C.L.E.

THE SHARK AFFAIR

Prod. #7408

**REVISED FINAL**

A  
METRO-GOLDWYN-MAYER  
TELEVISION  
Presentation

Produced by  
ARENA PRODUCTIONS, INC.

Executive Producer:  
Norman Felton

Producer:  
Sam Rolfe

Written by:

Alvin Sapinsley

June 22, 1964

6-24-64

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

The Shark Affair

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Script dated: June 22, 1964

Name changes:

FROM:

ARTHUR ENGLANDER COURTNEY

TO:

ARTHUR FARNLEY SELWYN

Instead of WOONSOCKETT, the ship will be named WHIPPETT.

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

The Shark Affair

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CHARACTERS

SOLO

ILLYA

WAVERLY

CAPTAIN FOWLER

WIRELESS OPERATOR

MacINERNAY

HELMSMAN

LOOKOUT'S VOICE

CAPTAIN SHARK

ELSA BARNMAN

THE MAN IN THE WHITE SUIT

THE TAILOR

THE RECEPTIONIST

THE BARNMAN LANDLADY

MORGAN

BARNMAN

VOICE OF WOONSOCKET'S CAPTAIN

CHOKURDAKHEVICH

SENTRY

SAILOR

CREWS OF INEXORABLE AND PIRATE SHIP

SAFE HARBOR COLONISTS

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

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SETTINGS

INTERIORS

WIRELESS ROOM, S.S. INEXORABLE  
BRIDGE OF S.S. INEXORABLE  
DINING SALOON, S.S. INEXORABLE  
BARNMAN LIVING ROOM  
VESTIBULE OF BARNMAN BUILDING  
TAILOR SHOP  
DRESSING ROOM  
FRONT OFFICE OF U.N.C.L.E.  
MR. WAVERLY'S OFFICE  
SOLO'S APARTMENT  
LANDING OUTSIDE BARNMAN APARTMENT  
TAXICAB  
CAPTAIN SHARK'S CABIN  
BRIDGE OF PIRATE SHIP  
BRIG OF PIRATE SHIP

EXTERIORS

WEATHER WING, S.S. INEXORABLE  
THE PIRATE SHIP  
MASTHEAD OF PIRATE SHIP  
STREET OUTSIDE BARNMAN APARTMENT  
FRONT STOOP OF BARNMAN BUILDING  
LIFE RAFT  
DECK OF PIRATE SHIP  
WEATHER WING OF PIRATE SHIP  
SHIP'S PASSAGEWAY  
SHIP'S ENGINE ROOM  
SHIP'S MUNITIONS ROOM

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TITLES

CHAPTER ONE:

OF SHOES AND SHIPS AND  
SEALING WAX...

CHAPTER TWO:

A FOGGY DAY...

CHAPTER THREE:

ONE...TWO...BUTTON MY SHOE

CHAPTER FOUR:

THREE...FOUR...SHUT THE DOOR

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

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TEASER

FADE IN:  
EXT. LIFE RAFT - DAY

A1

A heavy fog lifts slowly revealing SOLO sitting on a raft feeding rations to a parakeet in a cage. He turns to audience, saying:

SOLO

Good evening. My name is Napoleon Solo.

(pause)

Our story tonight is one of adventure on the high seas. Now let's see -- what ingredients do we need?

(beat)

A mystery ship, naturally. A rather odd-ball Captain aboard the mystery ship? Of course -- Some strange characters in the crew? You bet -- And -- let's see --- what have I forgotten --- ?

At this precise moment a head pops out of the water. It is a beautiful girl in a bikini who hops aboard the raft.

SOLO

Ah, yes ---

(indicates parakeet)

Sam, here -- a parakeet from the Bronx.

CAMERA MOVES PAST Solo to the girl as she takes a comb out of a plastic bag and begins to comb out her hair.

FADE OUT.

END TEASER

FADE IN:  
FOG

1

It FILLS THE SCREEN. A FOGHORN SOUNDS its unrelenting ear-shattering blast.

2 OUT

INT. BRIDGE OF S.S. INEXORABLE - CLOSE UP -  
CAPTAIN FOWLER - DAY

3

FOWLER (angry and  
apprehensive at the same  
time)

Gone blinkers? The wireless?  
You can't mean it!

The scene expands quickly. FOWLER and the Wireless Operator face one another. The bridge door stands open behind the breathless Wireless Operator, and the fog pushes its way in. The HELMSMAN is motionless at the wheel, and the FIRST MATE, MR. MacINERNAY, stands fixed before the radarscope, gazing unblinking into its round screen.

WIRELESS OPERATOR

And the ship's telephone, sir!

FOWLER

The telephone?

WIRELESS OPERATOR

Yes, sir. All our communications  
systems are dead.

He reaches for the instrument, seizing the receiver and preparing to dial. Just at this instant:

MacINERNAY (in alarm)

Lost our radar, sir!

Fowler spins around, letting the receiver dangle by its cord.

FOWLER  
Done what?

3  
CONT'D  
(2)

Before any reply can be made:

WIRELESS OPERATOR (pointing  
out)  
Captain! Look ---

FOWLER (roaring)  
Stop all engines!

He dashes out onto the starboard wing. MacInernay  
leaps for the engine-room telegraph and manipulates  
the levers. Bells RING.

MacINERNAY  
Aye, aye, sir!

EXT. WING OF BRIDGE - DAY - (THICK FOG)

4

as Fowler sprints out, hands cupped around his  
mouth.

FOWLER (howling back  
into the wheelhouse)  
Full speed astern! Hard right rudder!

He grabs up his binoculars, smashes them to his  
eyes, and tries to penetrate the thick mist. Mean-  
while, from within, his commands are replied to:

MacINERNAY (off)  
All engines full astern, sir. Rudder  
hard right, sir.

FOWLER (spying some-  
thing through his binoculars;  
shouting)  
Mr. MacInernay!

MacInernay sprints out onto the wing.

MacINERNAY  
Make anything out, sir?

FOWLER (pointing)  
There! Look! Bloody idiots!  
Lying to in weather like this!

MacInernay raises his glasses for a look.



PROCESS SHOT - THE STRANGE SHIP

5

as seen through the double-circle of a pair of binoculars. Grey and ghostly, hardly more than a silhouette against the drifting mists, she lies athwart the Inexorable's bow, motionless and seemingly lifeless.

MacINERNAY (off)  
Looks like an old merchant ship ---  
World War II vintage. Not a sign of  
life about her. Looks a derelict  
to me.

As the words are out of his mouth, a flash of light emanates from the bow of the silent vessel, followed almost at once by a smashing DETONATION.

FOWLER (off)  
Stop all engines!

EXT. WING OF S.S. INEXORABLE - FOWLER AND MacINERNAY 6

For a second they stand motionless, their eyes enlarging in disbelief; then they drop to the deck in unison, as there is the SOUND of an EXPLOSION above them, followed by a sequence of TEARING AND CRASHING, and a section of rigging, along with some splinters of various sorts lands nearby with a good loud CRASH.

FOWLER (hoarsely)  
Mr. MacInernay, they're firing at us.

MacINERNAY (a man in  
a dream)  
That's quite out of the question,  
sir. This isn't 1942.

And a voice hails them from across the intervening water:

SHARK'S VOICE (o.s.)  
- Ahoy, the Inexorable! You will  
heave to, and prepare to receive  
a boarding party!

Fowler and MacInernay struggle to their feet again. They stare at one another in consternation and utter befuddlement. They raise their glasses once more, and look toward the marauding ship.

MacINERNAY (in strangled  
tones)  
Captain Fowler! The masthead!

Fowler focuses on the masthead, as directed.

PROCESS SHOT - MASTHEAD OF THE STRANGE SHIP

7

as seen through the binoculars. The skull-and-crossbones flaps gently in the breeze.

EXT. WING OF S.S. INEXORABLE - FOWLER AND  
MacINERNAY

8

Fowler slowly lowers his glasses. He looks glassily at his Mate.

FOWLER (dully)  
The Jolly Roger? Mr. MacInernay...  
pirates?

QUICK FLIP TO:

INT. BRIDGE OF S.S. INEXORABLE - DAY

9

The freighter's handful of passengers huddle, bunched tightly, eyeing fearfully the figure of CAPTAIN SHARK, who stands, urbane, spotless, commanding, in the center of the room, facing an almost speechless Captain Fowler. Various of the Inexorable's crew members, as well as part of Shark's oddly-apparelled boarding party, are also present. Shark is examining the Inexorable's manifold sheets.

SHARK (of the lists)  
Yes, there is much of interest to us here.  
(to one of his men)  
Mr. Pellegrino, we will avail ourselves of these...these...these...these...and these...

He checks off the items on the list, and hands it to his man, who salutes smartly, does an about-face, and leaves the bridge.

SHARK (to Fowler)  
Now, Captain, with your permission, I should like a word with your passengers.

FOWLER (finally  
bursting out)  
Piracy on the high seas is still a hanging offense, Mister!

9  
CONT'D  
(2)

SHARK (coolly)  
Provided the offender is brought  
within arm's length of the noose.  
You have already seen how I can  
disable your communications equipment.  
I can do as much for anyone who  
approaches me.

(turning to the huddled  
frightened passengers)  
Are these all your passengers?

FOWLER  
Surely you've no designs on them?

SHARK  
Prepare them to abandon ship. Your  
crew as well.

FOWLER  
But you can't mean we're to take to  
the lifeboats?!

SHARK  
Unless you prefer to stay aboard  
after we set this vessel afire and  
sink her.  
(ignoring him; to the  
passengers)  
I shall ask you only one question,  
ladies and gentlemen. Please  
consider it carefully, and answer it  
honestly. I pledge you my word that  
no harm shall come to anyone who  
gives me a truthful reply.  
(a pause; everyone is  
apprehensive; finally)  
Are there any amongst you who know  
how to tune a piano?

THUMP! Shark turns, startled.

FOWLER

10

He has dropped like a log, and is lying on the  
floor.

SHARK  
Mr. MacInernay...fetch some brandy!

WHIP PAN TO:

INT. BARNMAN LIVING ROOM - DAY

11

on the first floor of a brownstone in Manhattan.  
It is cluttered and untidy, filled with books, and

a bird cage hangs in one corner. Present are SOLO, ILLYA, and ELSA BARNMAN, a warm, earthy girl in her late twenties. She is arranging plates on a table and carries a pot of soup.

11  
CONT'D  
(2)

ELSA

I was just making lunch. Should I put some plates down?

SOLO

Just black coffee, thanks.

ELSA (a shrug)

A cup, then,  
(to ILLYA)  
You eat, I hope.

ILLYA

Yes, ma'am.

She ladles out a huge bowl of soup and he falls to appreciatively. Solo browses at the bookcase.

SOLO

You have some splendid books here, Mrs. Barnman.

ELSA

My husband, Harry, all he does is read and eat. A bookworm and a tapeworm in the same man.

SOLO

He's a librarian, isn't he?

ELSA (pouring coffee)

Uh-huh. Not that it's much of a living. That's why when this opportunity came up...

SOLO

That's what we're interested in. This advertisement, Mr. Barnman answered...

(he takes a newspaper  
clipping from his pocket)

"The executors of a recently deceased bibliophile desire the services of an experienced librarian to catalogue the collection. Will qualified applicants please telephone for an appointment..."

ELSA

It was like a breeze in the Bronx.

SOLO

So he called them.

ELSA

Naturally. They said he should come to an address on Staten Island for an interview.

11  
CONT'D  
(3)

ILLYA

And he never came back.

ELSA

Nope.

(to Solo)

I've got a piece of pound cake?

SOLO

Thanks, no... This happened two weeks ago.

ELSA

That's right. I finally went to the police, but they said there wasn't any such address on Staten Island. Then they checked with the neighbors, and someone said we'd been fighting -- and they think Harry put that ad in himself so he could skip out on me.

(snorts)

If Harry wanted to do something like that, I'd have to write the ad for him! Besides, he loves me. He didn't run away!

ILLYA

We agree with you, Mrs. Barnman.

ELSA

Hoo-ray. Glad somebody does.

SOLO

You see, we know of one or two things that might have a connection with Harry's disappearance. For example...

(takes sheaf of papers  
from his pocket)

Let's see, now... a month ago... Copenhagen... an ad in one of the papers for an experienced glazier; man answers the ad, man never heard of since. A few weeks ago, south of England; someone's looking for a man to repair thatched roofs; ad's answered, man disappears. Once more, this time New Caledonia... someone needs a licensed veterinarian; young fellow applies; they're still looking for him. And so on.

(to Elsa)

(continued)

SOLO (continued)  
So you see, Mrs. Barnman, in the  
light of all this, our  
organization...

11  
CONT'D  
(4)

He is interrupted by a mysterious CLICKING, seeming  
to emanate from nowhere in particular.

ELSA  
What's that?

SOLO  
It's for me. Excuse me a moment.

ELSA  
It's what?

She watches in astonishment. Solo removes his  
cigarette case, makes an adjustment on it, clips an  
attachment onto her electric coffee pot, then  
raises the device to his lips.

SOLO  
Yes?  
(he puts it to his ear,  
listens for a beat, then  
returns it to his lips)  
Right away.

He uncouples the equipment as Elsa stares, open-  
mouthed.

SOLO (to Illya)  
Big brother wants me. Something  
important's come up.  
(to Elsa)  
I have to go now. Any information  
you're able to give Mr. Kuryakin  
will be appreciated. And I think  
he'll have another bowl of soup.

He starts to go.

ELSA  
Wait a minute!  
(he stops; she points)  
Listen! Are those things very  
expensive?

SOLO  
No, ma'am; they're made in Japan.

He smiles and completes his exit.

EXT. STREET - DAY

12

Solo comes down the steps of the converted brownstone house in which is situated the Barnman apartment. His car is parked a short distance along the curbstone. He goes to it, and is about to get in. He stops, as something on the other side of the street catches his eye. He looks.

A MAN IN A WHITE SUIT

13

He stands across the street on the opposite sidewalk, proximate to a lamppost, watching the Barnman house. He is a very brawny, fleshy man.

SOLO

14

He considers him for a moment, then straightens up and makes a great pretense of having forgotten something, perhaps his car keys. He snaps his fingers, slaps his pockets, registers chagrin; then he retraces his steps back into the brownstone.

15 OUT

INT. BARNMAN APARTMENT - DAY

16

Elsa is standing by the bird cage feeding a parakeet with an eyedropper. Illya sits at the table in b.g.

ELSA

He's been off his feed since  
Harry left town. Eat, Sam!

The wall-telephone SOUNDS. Elsa crosses over, answers.

ELSA  
Yeah? Oh. Just a minute.  
                  (calling to Illya)  
It says it's for you.

16  
CONT'D  
(2)

Illya comes into picture.

INT. VESTIBULE - SOLO

17

                  SOLO (into micro-  
                  phone grille)  
Illya. A man in a white suit.  
Just across the street.

He releases the communicating button, and goes out again.

EXT. STREET - DAY

18

Solo comes out of the house, down the steps, and walks to his car, gets in, and drives off. The Man in the White Suit continues to watch the house.

DISSOLVE TO:

INT. TAILOR SHOP - DAY

19

The tailor works at his mangle. Solo enters, greets him with a wink, and goes on through the curtains into the dressing room. The tailor works the switch on his mangle.

INT. DRESSING ROOM - DAY

20

Solo pulls down the coat hook, opening the secret door. He passes through.

INT. FRONT OFFICE AT U.N.C.L.E.

21

The Receptionist is at her desk. Solo comes in, receives his badge, and passes on through the door into the main corridor.

DISSOLVE TO:



INT. WAVERLY'S OFFICE - DAY

22

Solo, Waverly, and Captain Fowler are present.  
Solo is consulting a list.

SOLO

Ten cases of powdered milk, a  
crate of aspirin, five hundred  
pair of shoe laces?

WAVERLY (trying to  
light his pipe)  
The part that interests me is  
his asking for a piano tuner.

FOWLER

The part that interests me is  
crossing that blackguard's bow  
again! We were in those boats for  
two days before we were picked  
up. It's a wonder no one died  
of exposure.

WAVERLY

Oh, quite, quite, quite, sir. As  
a matter-of-fact, you and six of  
your fellow sea captains are of a  
single mind in that respect.

FOWLER (surprised)  
This has happened before?

WAVERLY

Oh, yes.

FOWLER (equally  
surprised)  
I've heard nothing of it from  
anyone.

WAVERLY

Well, naturally, nobody's going  
around talking about it; news like  
that gets out and the whole shipping  
business goes to the bottom...

(frowning)

Did I just make a joke?

(he shudders)

Never mind. The point is, you  
see, six nations are involved in  
this. They've tossed it to us.

(beaming at Solo)

And I'm tossing it to you.

SOLO  
Me, sir?

22  
CONT'D  
(2)

WAVERLY (nods)  
You, sir.

SOLO  
Illya and I have been muddling  
along with the disappearances  
of...

WAVERLY  
Illya can muddle along by himself.

SOLO  
Yes, sir.

WAVERLY  
Oh, by the way...there's a slight  
difference in Captain Fowler's  
case...the pirate didn't seize  
any passengers.

SOLO  
You mean, there've been kidnappings  
as well as ship sinkings.

WAVERLY  
One or two from each ship, chosen  
with no more regard for the laws  
of logic than the choice of the  
merchandise taken from the holds.  
(leans back,  
philosophizes)  
So many things come to mind. This  
request for a piano tuner, for  
example. And shoe laces?

SOLO  
Good question.

WAVERLY  
And I haven't the vaguest of answers.  
But I've got a desk filled with my  
own work here; I can't be expected  
to do yours as well.  
(handing the folder  
across to him)  
Here's the case-book. Run along...

QUICK DISSOLVE TO:

EXT. BARNMAN APARTMENT HOUSE - DAY

23

Illya comes out and down the steps onto the sidewalk. He walks off briskly, the merest swivel of his eyes indicating he has seen:

THE MAN IN THE WHITE SUIT

24

still standing across the street. The man watches Illya round the corner out of sight. Then he crosses the street, ascends the steps, and enters the vestibule.

INT. VESTIBULE

25

as he enters, goes to the row of buttons, and pushes the one labelled "Barnman". He waits a moment.

ELSA'S VOICE (tinny  
through grille)  
Yeah?

The vestibule door opens and Illya comes back in. The Man swings around.

ELSA'S VOICE  
Who is it?

The Man in the White Suit starts to shoulder his way out of the vestibule. Illya blocks him.

ILLYA  
Do you want Mrs. Barnman?

The Man tries to throw a punch, but Illya catches his hand and spins him around. At the same moment, Illya has a gun out pointing at him.

25  
CONT'D  
(2)

ILLYA

Now -- I didn't quite hear  
what you said.

He releases the man, still keeping him covered.  
Suddenly:

NEW ANGLE

25X1

The door leading into the building swings open as Elsa pushes out -- it knocks into Illya's gun hand.

ELSA

Who's been buzzing -- Oh, excuse me!

Taking advantage of this, the Man plows into Illya, knocks him aside, and races out.

ELSA

Hey, what's going on here?

Illya recovers himself and goes after him.

EXT. BARNMAN APARTMENT HOUSE - DAY

26

as Illya comes out. The Man in the White Suit has run down the steps and now disappears through the basement door. Illya vaults over the stoop, tries the door -- it's locked. He shoulders through.

INT. BASEMENT - DAY

26X1

Illya enters, looks around. The basement is dark, gloomy. Several doors lead off into various storage areas. Illya keeps his gun ready and he quietly moves into the corridor, looking from side to side. He snaps open one of the doors -- nothing. Continues to move, stealthily, quietly, pulls open another door -- nothing. Then he hears a SOUND, turns.

NEW ANGLE

26X2

The Man in the White Suit, at the far end of the corridor, makes a break from behind a stack of boxes. He races toward an exit. Illya goes after him.

NEW ANGLE

26X3

as the door from upstairs opens and Elsa comes out. Illya, unable to stop himself, smashes into the open door. He's knocked flat.

ON MAN

26X4

as he makes good his escape through the exit.

BACK TO ILLYA AND ELSA

26X5

as she bends over him.

ELSA

Gee, I'm sorry. I just wanted to see what was happening. Here -- lemme help you.

ILLYA (shakes his head)

Please, do me a favor. Next time, help him.

He groggily gets to his feet.

FADE OUT:

END ACT ONE

ACT TWO

FADE IN:  
INT. WAVERLY'S OFFICE - NIGHT

27

Illya is slumped in an easy chair. Solo is making Martinis.

ILLYA (glum)  
...And then she took me upstairs  
and gave me a bowl of soup.  
(takes Martini)  
Thanks. Naz Drovia.  
(he sips)  
Our friend's escape is easy to  
explain, though embarrassing.  
Piracy on the highs where  
only shoelaces and aspirin are  
involved is not.

SOLO  
Unless the pirate happened to  
need shoelaces and aspirin.

ILLYA  
Need them for what?

SOLO  
Tying shoes and curing headaches.

ILLYA  
In the middle of the ocean? That  
makes no sense. These articles  
are easily purchased.

SOLO  
In the middle of the ocean?

The door opens and Waverly enters.

WAVERLY  
I hope I'm not interrupting any-  
thing.

SOLO

Not at all. Just having a drink  
here with Illya.

27  
CONT'D  
(2)

WAVERLY

Are you? Wish I had time for  
that. Solo...New development.  
Seems three days ago - I think  
it was three days ago - anyhow,  
a Soviet freighter got stopped  
on its way to Brisbane. Looks  
like the same chap. Took off a  
mish-mash of goods, and one passen-  
ger. What do you think of that?

SOLO

Just one passenger?

WAVERLY

Yes, a Russian. Some sort of a  
musician fellow. Rather highly  
thought of in certain circles.  
Vassily Chokurdakhevich? They  
do have names, don't they?

ILLYA

Chokurdakhevich? I heard him  
in Carnegie Hall two years ago!  
He played the Emperor Concerto  
magnificently!

WAVERLY

Yes, that's the chap.

ILLYA

That's amazing! Why would he be  
kidnapped?

WAVERLY

I thought perhaps Solo might find  
it suggested something to him.

SOLO

It does, Mr. Waverly. One thing.

WAVERLY

May we know what that one thing is?

SOLO

It suggests to me that perhaps  
our pirate has finally found him-  
self that piano tuner he needed.

DISSOLVE TO:

INT. BARNMAN APARTMENT - DAY

27X1

Elsa, in a housedress, is feeding the parakeet.

ELSA

Sam, I miss him, too!

(the bird squawks)

Well, hoo-ray! That's the first  
word you've said since your  
warranty-expired!

The doorbell RINGS. Elsa crosses to it, opens it.

NEW ANGLE

27X2

TO INCLUDE the Man in the White Suit. He stands  
in the hallway with a large manila envelope.  
Quickly the Man raises his hat, beams, and hands  
her the envelope.

ELSA

Hey, wait; aren't you...?  
What's this?

He merely points at the envelope, replaces his hat,  
and moves off.

ELSA

Now just a second. What do you  
think I -- ?

Her attention is directed to the envelope. She  
opens it curiously, and starts to remove various  
enclosures. One appears to be some sort of a  
travel folder, then a small booklet, then a smaller  
envelope. She opens the smaller envelope, frowning  
the while, and takes out an unidentifiable sheet of  
paper. As she examines it, her eyes widen in surprise,  
then pleasure. She turns to go back into her apartment.

28 OUT

EXT. FRONT STOOP OF HOUSE - DAY

29

The Man in the White Suit comes out, and down the  
steps. He pauses at the curb, raising his arm to  
hail a taxicab. One that is parked a short distance  
away switches on its head-and overhead lights, and  
pulls up in front of the house. The Man in the  
White Suit gets in.



INT. TAXICAB - DAY

30

The Man in the White Suit settles himself in the rear seat of the cab. The CABDRIVER turns around. The cabdriver is ILLYA.

ILLYA

Where to?

The Man in the White Suit reaches frantically for the door handle. It refuses to budge.

ILLYA

They lock automatically from up here. You cannot get out.

His face growing pink, the Man in the White Suit throws himself forward, arms and fingers extended, in an attempt to get at Illya's throat. As he does so, a glass panel rises between the two of them, almost severing the man's fingers.

ILLYA (his voice

comes through a loudspeaker)

You have perhaps gathered by now that this cab is not in general service around town. It belongs to U.N.C.L.E., and is used primarily to transport to our headquarters persons we wish to have deep and soul-searching discussions with. As, for example, you.

He turns around to the wheel, and sets the vehicle into motion.

DISSOLVE TO:

31-32  
OUT

INT. SOLO'S APARTMENT - NIGHT

32X1

ON A photograph of the Man in the White Suit.

NEW ANGLE

32X2

Solo and Illya are studying it.

ILLYA

We interrogated him for five hours. Absolutely nothing. Not a word. We'll try again tomorrow.

SOLO

You think you're at a dead end.  
My friend the pirate stops a  
ship at St. Helena and politely  
snatches an old lady on her way  
to visit her son, then burns the  
ship. Later, he turns up and  
kidnaps a mother and two children --  
for no apparent reason...scratch  
another vessel. Then he pops up  
again, this time off the Christmas  
Islands, and grabs an eighteen-year-  
old French girl who's --

32X2  
CONT'D  
(2)

ILLYA (stops him)

Excuse me. The persons he ab-  
ducted. They were who?

SOLO

An old lady, a French girl...why?

ILLYA

And a mother with two children,  
you said?

SOLO

I did, but what -- ?

ILLYA (growing excited)

No, wait, please! The glazier from  
Copenhagen, who answered the first  
advertisement, and disappeared...  
named Abeltoft...a month later,  
his mother also disappeared!...  
an old lady!

SOLO

Yes, but Illya, there's no --

ILLYA (more excited)

And the English roof thatcher, after he  
vanished, so did also his wife and  
two children!

SOLO (quickly; his  
interest piqued)

What about the French girl?

ILLYA

A New Caledonian. The fiancée of  
Romain Lavabeau. He it was who  
answered the advertisement for the  
veterinarian!

SOLO

Where are those passenger lists?

32X2  
CONT'D  
(3)

He scrabbles furiously through the welter of papers on his coffee table, eventually locating a sheaf of eight or ten sheets clipped together. He leafs through them.

SOLO

Abeltoft...Abeltoft...Abeltoft...

(triumphantly)

There it is! S.S.Reguengos. What was the plumber's name?

ILLYA

Melksham; George Melksham.

SOLO (searching his lists)

Melksham...there! Mrs. George Melksham, two children! S.S. Sneeker Meer! Illya! We're both still working on the same case!

ILLYA (unimpressed)

So now, instead of each of us being at our own dead ends, we are both at the same dead end together.

SOLO

Maybe not. Look: a person answers an advertisement and disappears. Right? Then his wife, or his children, or his mother or sweetheart packs up quite suddenly and goes away. Soon they're on a ship, and soon that ship is seized and sunk by our pirate and they're removed...

ILLYA

Along with shoelaces and powdered milk. But how does this pirate know what ships these people are on, so he can seize them?

SOLO

Easy. He -- or someone on dry land acting for him -- buys them the tickets.

(suddenly)

Illya!

ILLYA  
I know! The Man in the White Suit,

32X2  
 CONT'D  
 (4)

SOLO  
And Mrs. Barnman!

They both head precipitately for the door.

DISSOLVE TO:

INT. BARNMAN APARTMENT - NIGHT

33

The LANDLADY stands suspiciously in the doorway, holding her master-key. Illya and Solo stand in the middle of the living room, staring around them at the evidences of hasty packing and hasty departure. The bedroom door stands open, and through it one can see the open closet, open drawers, tangle of coat hangers. Clearly Elsa Barnman has left hurriedly.

LANDLADY (her remarks  
 punctuated with sniffs)  
 That's right, left this morning,  
 early. Shoved a note under my door  
 saying here's two months' rent in  
 advance, keep everything tidy till  
 she comes back. Said she was going  
 to join her husband. Not if he  
 knows anything about it, I'll give  
 odds!

Solo and Illya merely look at one another.

DISSOLVE TO:

INT. MR. WAVERLY'S OFFICE - DAY - WAVERLY, SOLO,  
 ILLYA

34

Waverly contemplates their glum expressions  
 benignly.

WAVERLY  
 Well, far be it from me to tell you  
 fellows how to run your affairs, but  
 it seems a simple enough matter.  
 Just find out what ship she's on.

SOLO

Have you any idea, sir, how many cargo vessels leave ports throughout the world every day? They could have flown her any place first. She could be boarding a ship in...in...in...Reykjavik, for all we know.

34  
CONT'D  
(2)

WAVERLY (sucking on  
his pipe)

Oh, I'm not saying there isn't a bit of paper work involved. But what's the alternative, after all? No, the way I see it, you've got to locate this ship - I dare say it's sailed by now -- and manage somehow to get yourselves aboard it. Then, when it's stopped by the pirate...

ILLYA

Get ourselves aboard it, sir?  
After it is at sea?

WAVERLY (grimacing)

Yes, that does present a problem, doesn't it? Two chaps joining a ship in mid-ocean...bound to cause comment...unless it's done cleverly...unless it seems the natural thing. I mean, we can't just fly you out by helicopter and plunk you down on the deck, can we? It's got to be something that...

(his face lighting up;  
delighted)

I know!

Solo and Illya regard him uneasily.

DISSOLVE TO:

THE SEA (STOCK)

It fills the SCREEN.

35

36 OUT

## WIDER ANGLE - A LIFE RAFT

37

It contains Solo and Illya, and very little else. They are both uncomfortable and disconsolate. Illya is a bit seasick.

SOLO

Sometimes I think Mr. Waverly's secretly in the pay of Thrush.

ILLYA

I cannot abide the sea; I despise it! It is too big, too wet, too salty.

(sarcastically)

Boris Driadnov! Able-seaman! S.S. Fontella! We went down eight hundred miles off the coast of Hawaii three days ago! To me it is as flimsy as this piece of rubber.

SOLO

Oh, I think it'll work. That helicopter dropped us fifty miles dead ahead of the Woonsocket; she should be sighting us in a few more hours. The aerological report predicts a fog bank moving into this area around five o'clock. That gives us a cushion of about two and a half hours between the time the Woonsocket hauls us aboard, and we run into that fog.

ILLYA

And why are we so certain the pirate will make contact with the Woonsocket while it is in the fog?

SOLO

That's been the pattern so far. Anyway, that's how Mr. Waverly sees it.

ILLYA

I'm sure when one sits behind a good solid desk one's vision has a clarity of which we out here in the middle of the ocean are deprived.

WIPE TO:

EXT. THE LIFE RAFT - DAY - (HEAVY FOG) - SOLO  
AND ILLYA

38

The fog has rolled in, and the tiny rectangle of rubber lies becalmed in stultifying and all-embracing whiteness, its two occupants ghostly figures in the wet, clinging, cloying mist.

SOLO (looking at  
his watch)  
Three o'clock.

ILLYA (in a voice  
of doom)  
It seems the fog is a little early  
this afternoon.

SOLO  
And the Woonsocket a little late.

ILLYA (bitterly)  
But we, we are right on time! And  
conceivably in imminent danger of  
being crushed between two approach-  
ing vessels. Why did they not at  
least let us have a wireless?

SOLO  
It wouldn't have looked right; in  
three days someone would have heard  
our S.O.S.

Very close, suddenly, horribly, the ear-splitting  
BLAST of a ship's foghorn.

SOLO  
Holy smoke!

ILLYA  
You anticipate me!

The blast is repeated, and continues to repeat until  
the act's conclusion. Solo and Illya are staggering  
to their feet, almost upsetting the life raft. They  
are staring horrifiedly in all directions.

ILLYA  
Which way is it?

SOLO  
I can't tell!

ILLYA  
Is it the Woonsocket?

SOLO  
Do we really care?

ILLYA  
There!

                  SOLO  
No...there!

                  ILLYA  
Ahoy!

                  SOLO  
Ahoy!

                  ILLYA  
They cannot possibly hear!

                  SOLO  
ILLYA...JUMP!

Out of the mists is suddenly thrust the prow of a ship, heading directly for the life raft. With its foghorn BLASTING deafeningly the ship moves slowly, majestically, horrifyingly across the few intervening yards of water, and bifurcates the life raft. In time, and only in time--and, perhaps, not quite in time--with howls of apprehension and terror Solo and Illya leap from the severed raft into the water.

FADE OUT

END ACT TWO



## ACT THREE

FADE IN:

EXT. DECK OF SHIP - DAY (THICK FOG)

39

A number of sailors, all attired in the odd costumes associated with Captain Shark's staff, are leaning over the railing, reaching out and down, shouting words of caution and encouragement in a variety of strange languages. Soon the object of their exclamations becomes evident, as Solo and Illya half-climb, and are half-pulled, up over the railing onto the deck, where they sink, dripping wet and out of breath, onto a coil of rope. They look about them, and are somewhat disconcerted by what they see. And by what they hear. A sailor speaks excitedly in Greek; another answers, gesticulating wildly, in French. Two others jabber at one another in Italian. Then:

A VOICE (extraordinarily  
cultured and British)  
As soon as you have sufficiently  
recovered your wind, gentlemen...

Solo's and Illya's heads snap around.

A NEW ANGLE

40

A tall and dignified WEST INDIAN NEGRO, in the uniform of a ship's officer, stands above them. He smiles benignly down on them.

THE NEGRO (continuing)  
The Captain would be grateful for  
permission to enjoy a word with  
you.

(a gesture)  
May I direct you?

He turns to lead the way.

SOLO AND ILLYA

41

They contemplate one another.

SOLO (out of the  
corner of his mouth)  
Illya...

ILLIYA  
I know...

41  
CONT'D  
(2)

SOLO  
This ain't the Woonsocket...I'm  
afraid we caught the wrong bus.

DISSOLVE TO:

INT. CAPTAIN SHARK'S CABIN - DAY (THICK FOG)

42

Captain Shark sits in an easy chair, calmly regarding the two dripping, bedraggled forms of Solo and Illya, who stands before him. The West Indian Negro stands, arms folded, in the cabin doorway.

ILLIYA  
Boris Driadnov, able seaman,  
S.S. Fontella...uh...sir.

SOLO  
And my name's...

SHARK (quietly; it  
is hard to tell if he  
believes or not)  
Yes, yes, gentlemen, I'm sure you  
both have names...and credentials,  
and I'm equally sure you will forgive  
my rudeness in not listening  
to the full story of whatever disaster  
it is you have miraculously survived.  
I shall now put you into the hands  
of Mr. Morgan, who will undertake to  
see you are fed, and put into fresh  
clothing. Then we will consider what to do with you.

The last words carry with them a somewhat chilling aura. The Negro Officer steps forward.

THE NEGRO  
Gentlemen...?

SOLO (dragging his  
heels)  
Uh...Captain - ?

SHARK  
Yes?

SOLO (smiling;  
trying to be disarming)  
It just occurred to me...we don't  
even know the name of this ship...

ILLYA  
Or of its master...

42  
CONT'D  
(2)

SOLO (at his most  
charming)  
I mean...to whom do we address our  
thank-you notes?

SHARK (just as  
charming)  
I would suggest, gentlemen, that  
you defer such activities until  
you are able to determine just  
exactly how thankful you are.

And then the rapid, high-pitched BLEEP, BLEEP, BLEEP  
of "General Quarters" fills the cabin. Shark is  
upon his feet on the instant.

SHARK (sharp;  
terse; in full command)  
General Quarters, Mr. Morgan!  
Leave these two here! Man all  
battle stations!

MORGAN  
Aye, aye, sir!

He runs out. Shark strides to his inter-ship  
communicator, and flips various switches, swing-  
ing the microphone around to his lips.

SHARK  
Attention all hands! Contact  
established. Activate radar and  
wireless blackout equipment!  
Boarding parties muster at station  
three! Gun crews, man your weapons!  
All departments assume condition  
able, mike-sugar!

He grabs his uniform cap and heads for the door  
communicating between his cabin and his bridge.  
He finds Solo standing between him and the door.

SHARK (clipped)  
Excuse me, sir - ?

SOLO (deliberately  
casual; drawling)  
I swear, Captain, if I didn't  
know any better I'd say it all  
sounded like you were getting  
ready to attack a ship.

SHARK (smiling  
thinly)  
Appearances can be deceiving, my  
friend. You see, in actual fact,  
I am merely going to market.

42  
CONT'D  
(3)

He steps past Solo, opens the door to his bridge, slips through, and slams the door behind him. Solo takes a swift step toward it, reaches for the door-knob, and stops as he hears the firm CLICK on the other side of the door being locked. He goes to the other door, and finds it too is locked. Illya, in the meanwhile, has hurried to one of the portholes, thrusting aside the curtains to peer out. Meanwhile, the BLEEP, BLEEP, BLEEP continues throughout the ship. Solo moves across to the desk and examines the inter-ship communicating equipment for a moment. Then he flicks a switch. Immediately, from the loudspeaker affixed to the bulkhead comes a veritable BABEL of voices, speaking a polyglot of languages.

ENGLISH

Forward turret manned and ready!

SPANISH

After turret manned and ready!

POLISH

Radio jamming equipment operating!

GERMAN

Boarding party all present and  
accounted for, Herr Obert!

ENGLISH

Searchlights manned and ready!

ILLYA

It is some International Brigade!

SOLO

Yes...about to attack the Woonsocket.

MORGAN'S VOICE (in his

West Indian English)

All stations report condition able,  
mike-sugar.

SHARK'S VOICE

All stations maintain battle readiness.

The door out onto the deck is unlocked and opened. Solo and Illya swing around, as a Sailor ushers in a mild-mannered man of thirty. The Sailor goes out, locking the door after him. The Man blinks at Solo and Illya.

42  
CONT'D  
(4)

THE MAN

I don't know either one of you.  
What did the captain mean, that  
I should wait in his cabin and I  
would meet someone I knew?

There is a pause. Then Solo understands.

SOLO

I think he meant your wife, Mr.  
Barnman.

HARRY (for it is he)

You know me?

SOLO

Harry Barnman?

HARRY

Yes, but ---

(staring at him)

Did you say my wife? Elsa? She'll  
be here?

SOLO

As soon as the Woonsocket is inter-  
cepted.

There is a pause. Then:

HARRY (in tones of  
the most profound disappoint-  
ment)

Oh, boy!

SOLO (briskly;  
urgently)

Mr. Barnman, we don't have too  
much time. We'd like you to tell  
us everything you know as fast  
as you can.

HARRY  
Everything about what?

42  
CONT'D  
(5)

ILLYA  
Who this pirate is, sir; out of  
what port he operates, and mostly  
what it is he's up to!

HARRY  
But if you're part of the ship,  
you must know...

SOLO  
We are not part of the ship, Mr.  
Barnman. We are members of an  
organization called the U.N.C.L.E.  
We have been commissioned by the  
governments of the United States,  
Great Britain, the Soviet Union...

43-46 OUT

INT. BRIDGE OF PIRATE SHIP - DAY (THICK FOG)

47

Various officers and men man the bridge. Shark  
stands before one of the forward portholes. From  
a loudspeaker affixed to the bulkhead can be heard:

SOLO'S VOICE (contin-  
uing)  
...The Netherlands, Italy, Spain,  
Yugoslavia and Japan to investigate  
these piracies and kidnappings, and  
to put a stop to them.

SHARK (softly)  
Uncle...

ILLYA'S VOICE (over  
the loudspeaker)  
In the next few minutes, another  
vessel, the Woonsocket, with your  
wife aboard her...

CLICK! The loudspeaker goes dead. The Captain  
raises his eyebrows.

INT. CABIN - SOLO, ILLYA, HARRY

48

Solo has just switched off the intercom. He is  
looking at ILLYA with some slight concern.

48  
CONT'D  
(2)

SOLO

That's the sort of thing that's good for a forty minute lecture from Mr. Waverly.

ILLYA

Is it two-way, do you suppose?

SOLO

I expect we'll find out before long. Mr. Barnman, any help you can give us would be greatly appreciated. Who is this man, and where does he come from?

HARRY

Well, I hardly know. He calls himself Shark. Captain Shark.

ILLYA

Have you been aboard this ship since your disappearance?

HARRY

Most of the time. Except when we stop off at the cove for refueling and supplies.

SOLO

What's the purpose of this ship?

HARRY

Survival.

SOLO (thinks he's  
misheard)

I beg your pardon.

HARRY

It's for survival. We all --

SOLO (suddenly;  
noticing a difference)

Wait a minute. We're stopping...

Illya hurries to the porthole and peers out.

ILLYA

There is the Woonsocket. I can just make her out in the...

The entire cabin quivers as the forward five-incher  
GOES OFF. Solo leaps to the porthole again.

48  
CONT'D  
(3)

SOLO

The captain of the Woonsocket is  
just now deciding he's gone out of  
his mind.

ILLYA

Listen!

SHARK'S VOICE

(from a slight distance;  
shouting)

Ahoy, the Woonsocket! You will  
heave to and prepare to receive  
a boarding party!

SOLO (urgently)

Mr. Barnman! What is he looking  
for? This Captain Shark?

HARRY

Oh, he isn't looking for anything.  
He's found it.

ILLYA (bewildered)

Found what?

HARRY

This. Noah's Ark.

ILLYA

Noah's Ark?



SOLO  
Could you possibly be a bit more explicit?

48  
CONT'D  
(4)

HARRY  
The people who answered the Captain's advertisements. And their families. We live here -- at least when we're not on the cove. We're the ones who'll be left.

ILLYA  
Left?

HARRY  
After.

SOLO  
After what?

HARRY  
The destruction!

There is a moment's pause. Solo and Illya consult one another silently.

SOLO (quite gently)  
The destruction, Mr. Barnman?

HARRY  
The war! The one that's coming. The one that's going to destroy everything...and kill everybody...except those of us on this ship. We'll survive. And when the ashes have settled and the winds have blown away the radioactivity... then we'll land on an island, colonize it...and rebuild.

ILLYA  
I see.

SOLO  
And when do you expect this war to take place?

HARRY  
Well, the Captain expects it very soon. That's why he's in a hurry to get all the supplies and recruit all the people he needs.

DISSOLVE TO:

EXT. POV BURNING SHIP (STOCK) - DAY

48X1

The sea is burning. A ship is afire in the middle of it.

EXT. WEATHER WING OF BRIDGE - DAY (THICK FOG)

49

Captain Shark stands watching, the light of the flames flickering across his face. Then he turns, lifting the megaphone to his lips.

SHARK

Prepare to start engines. Let's get under way.

DISSOLVE TO:

INT. SHARK'S CABIN - DAY - SOLO, ILLYA, HARRY

50

The engines are heard starting up as the ship gets under way. Solo and Illya are at the porthole, watching the burning Woonsockett. Harry sits dejectedly on the bunk. Solo and Illya back away from the porthole, exchanging tight looks. The sight of the burning vessel has upset them. As they hear the SOUND OF THE DOOR BEING UNLOCKED, Illya moves quickly to a position behind the door.

ILLYA (to Solo)

I will attack the guard who enters. You get his weapon.

He crouches, poised to leap. Solo takes up a position of forced nonchalance before the door. The doorknob is turned and the door is abruptly slammed open with a sudden thrust that batters Illya back against the wall, dropping him to his knees, groggy and off balance. Harry jumps to his feet at the sight of Elsa, birdcage and baggage, in the doorway, Morgan standing behind her. Illya cannot see Elsa because of the door. Nevertheless:

ILLYA (holds head,  
to Harry)

Mr. Barnman, your wife has arrived.

Elsa enters. Morgan closes the door from outside, re-locking it. Elsa takes only a moment to spot her husband.

ELSA

Harry! They said San Francisco!

HARRY (lamely)  
Hi, Elsa. It's good to see you.

50  
CONT'D  
(2)

ELSA (skeptical)  
Please: no scenes.  
(to Solo and Illya)  
And you two! I should have guessed.  
You were behind this whole thing.

The door connecting the cabin with the bridge is opened, and Captain Shark enters the room. Two armed sailors stand behind him.

SHARK  
No, madam, these two are, if anything, against "this whole thing."

SOLO (to Illya)  
It was two-way.

ILLYA  
I thought it might be.

SHARK (to Illya)  
I assume your accent, at least, is genuine, and you are therefore Russian. You can be of help to us. A very distinguished artist has recently joined our group. Unfortunately, at the moment there is a slight problem in communication...

ILLYA  
Yes, Vassily Chokurdakhevich.

SHARK  
I see you know of that.

SOLO  
From what I gather you overheard a little while ago, you also know that we're here to put an end to these piracies.

SHARK  
I appreciate your statement of intentions, sir. But in coming aboard my ship, you have joined the colony, you are not full-fledged members of my little body of survivors.

ELSA  
So we're prisoners?

SHARK

I am a firm believer in freedom, therefore, you are free to choose whatever word you wish to describe your condition.

50  
CONT'D  
(3)

SOLO

Well the words that come to mind are kidnapping, shanghaiing...and like that. For all your polish, you're merely a sea-going gangster, captain.

Shark's eyes narrow. He stares at Solo, though he talks to Harry.

SHARK

Mr. Barnman...escort your wife to your cabin.

Harry hastily takes Elsa's grip and leads her out of the room. For the moment she has sense enough to be quiet. Shark moves to a cabinet and opens it as he talks.

SHARK

While loyalty is something I request of my crew, sir...respect is something I demand. Perhaps ten of the best will help to enlighten you.

And with that, he brings a coiled whip out of the cabinet.

WIPE TO:

EXT. DECK OF SHIP - DAY

50X1

Illya stands to one side, three sailors grouped around him. Shark stands nearby, the whip coiled in his hand. Two sailors bracket Solo in the Center of the deck. Each grips one of his wrists and his arm above the muscle.

SOLO (to the sailors)

Is this grip necessary?

SHARK

I think we shall get along nicely, once you understand the nature of discipline.

He gestures towards the deck. Immediately each of the two sailors holding Solo places a foot across his ankles, then jerk his arms forward, dropping him to the deck. They drop with him into a sitting position and shift their feet to pinion him into the attitude of a crucifix, face down towards the deck. (NOTE: This is the old slave-whipping position: each man holding a wrist, one foot planted in the victim's armpit, the other braced between his neck and shoulder.) As Shark snakes out his whip, the two sailors lie back flat against the deck, pulling Solo's arms taut. Illya steps forward, his eyes glittering.

50X1  
CONT'D  
(2)

ILLYA  
Do not do this.

SOLO (to Illya)  
It's just a spanking, Illya.  
Don't make a fuss.

CLOSE - SHARK

50X2

He is ready. He brings the whip over his head.

SHARK  
One!

CLOSE - SOLO

50X3

He winces as the lash strikes.

FULL SHOT

50X4

The group. As Shark snakes his whip back to strike again, Illya leaps for him. The sailors around Illya are ready for him. One man clubs him senseless with the barrel of his gun even as Illya starts his move.

SHARK (without looking)  
Throw that one in the brig.

As the sailors drag the senseless Illya away:

CLOSE - SHARK

50X5

He starts to strike again with the lash.

SHARK

Two!

CLOSE SOLO

50X6

As the lash strikes... Solo winces again.

SOLO (through gritted  
teeth)  
...buckle my shoe...

FADE OUT

51-75 OUT

END ACT THREE

ACT FOUR

FADE IN:  
EXT. SHIP - DAY - (STOCK)

76

ESTABLISHING SHOT.

EXT. DECK - DAY

76XA1

Morgan is drilling crew in karate and judo. Shark brings Solo into scene. Shark is his usual urbane self. Solo's shirt hangs loosely across his bare back. He winces occasionally, gingerly lifting the cloth off an exceptionally touchy spot.

SHARK (as Solo winces)  
The ointment our Doctor spread over your back will relieve the sting shortly.

SOLO  
Thanks for your concern.  
(a beat)  
Tell me something, Captain. Are you an American?

SHARK  
I've lost touch with such meaningless divisions of humanity.

SOLO  
Along with a few other things. You're all dug in here waiting for a war that practically everyone else is staying up nights to keep from happening.

SHARK  
It will happen, my friend. Read your history.

SOLO  
If it ever should happen, what makes you think this group will survive?

SHARK  
When the bomb explodes this ship will seal itself up like a cocoon. We'll be protected by lead and refiltered air.  
(He leads Solo into ship)

INT. CORRIDOR - DAY

76X1

SHARK

...as you shall see, I've had the major interior sections of this vessel redesigned and rebuilt... to give us touches of luxury, comfort...the sense of being in a building rather than at sea.

SOLO

What do you do for food?

SHARK

I carry a six-month supply. If we need more I have provisions stored on a number of islands. When the danger is passed we can leave the Ark and establish a new society... come here.

He waves Solo through an open doorway.

77-78 OUT

INT. SHIP'S LIBRARY

79

as they enter. There are various projection screens and slide projectors. Harry Barnman sits, rather disconsolately, at a desk.

SHARK

Don't let us disturb you, Mr. Barnman. Keep right on with your cataloguing.

HARRY (glum)

How can I? Elsa won't talk to me.

SHARK

Women are very adaptable creatures, Mr. Barnman. Give her time.

(to Solo)

This is our library.

SOLO

No books.



SHARK

All on microfilm. The stored wisdom of man's brain -- from Plato's Republic to Freud's Interpretation of Dreams. When we create the new world we'll have this for a foundation.

79  
CONT'D  
(2)

SOLO

That's fine. But why a glazier -- or a thatcher of roofs?

SHARK

To rebuild. We also have a doctor, a weatherman, a butcher, a pianist -- (indicates Harry) as well as a librarian and others. You'll meet them.

SOLO

When?

SHARK

Tonight. I'm having a gathering to introduce Mrs. Barnman. I expect you to attend -- there will be suitable clothes in your cabin.

SOLO

And my friend -- Mr. Kuryakin? Or does he stay in the brig?

SHARK

I'll allow his release this time. If there is a next time, it will go much harder for both of you.

SOLO (with double meaning)

That's one thing I can promise you, Captain. There won't be a "next time."

DISSOLVE TO:

INT. MAIN SALON - NIGHT

79X1

Sound of applause is HEARD as we see CLOSE-UP of Elsa, bewildered, ill-at-ease. The applause dies.

ELSA

I'm glad to meet you all, I'm sure.

The camera PULLS BACK to reveal Shark and Harry standing with her and the rest of passengers grouped around them.

SHARK (to the group)  
The charming lady is, of course,  
the wife of our esteemed librarian.  
(to Elsa)  
Mrs. Barnman, I now officially  
welcome you to our ship's company.

79X1  
CONT'D  
(2)

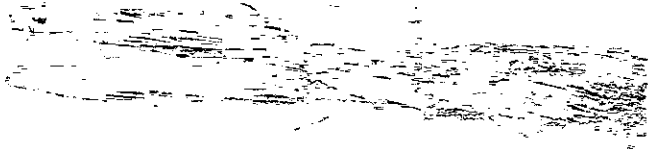
There is more applause as he shakes hands with her  
and Harry. The others press forward to welcome her,  
too.

CUT TO:

INT. CABIN - NIGHT

80

Solo and Illya have finished changing into ill-  
fitting formal evening clothes.



ILLYA

You will notice there are no precautions taken against us.

80  
CONT'D  
(2)

SOLO

There's no need. This ship is a fortress.

ILLYA

Yes, but we might foment revolution among the passengers.

SOLO

Hardly. The Captain keeps them perfectly satisfied. They're clothed, fed, and he's provided them with their families. Contentment doesn't breed revolution.

ILLYA

In that case, we seem to be at an impasse.

SOLO

Not really. The trick is to deprive them of their Utopia.

ILLYA (skeptical)

And how do we do that?

SOLO

We sink the ship.

ILLYA (repeating)

We sink the ship. Excellent.

SOLO

If we could manufacture a bomb and plant it in the engine room, we could blow a hole in the side. Everyone would have to leave the ship. There are plenty of lifeboats.

ILLYA

I suppose the passengers will have to go along. They'll have no other choice.

SOLO  
Exactly. One of us had better  
put in an appearance at the party,  
so...enjoy yourself.

80  
CONT'D  
(3)

ILLYA  
Where will you be?

SOLO  
Doing a little marketing of my  
own.

DISSOLVE TO:

INT. MAIN SALON - NIGHT

81

A luxuriously appointed room, as if aboard a liner. There is a buffet table and a punchbowl. Music comes from a high-fidelity rig. CAMERA PANS the passengers, all in formal dress, some of them dancing. PAUSE at an argument between two beefy Germans, CONTINUE ON PAST a lovely Indian girl wearing a sari who chats with a Nigerian. CAMERA STOPS AT a piano where Chokurdakhevich idly touches the keys as he converses in Russian with Illya. The Captain, resplendent in full dress, approaches them and they break off their conversation.

SHARK (to Illya)  
I see you and your countryman  
have discovered each other. And  
how is Mr. Chokurdakhevich  
enjoying himself?

ILLYA  
He is not. He is an artist, not  
a piano tuner.

SHARK  
We have need for both in our  
colony.

ILLYA  
Nevertheless, he's here against  
his will.

SHARK

That is because he is only recently among us.

(looks around).

Where is your friend?

81  
CONT'D  
(2)

ILLYA

A touch of mal de mer. He'll be here soon.

SHARK

Let's hope so. I don't relish him wandering around my ship. He may hurt himself.

NEW ANGLE

82

ON Harry and Elsa Barnman, who stand to one side. Elsa has her arms folded forbiddingly.

HARRY

Come on, Elsa, let's dance.

ELSA

Ek-scuse me!

HARRY

You're still angry?

ELSA

What makes you think that? Just because my husband's joined a collection of nuts?

(shakes her head)

My mother was right. I shoulda married a doctor.

HARRY

Your mother's a dope!

ELSA

It takes one to know one!

She stalks off.

DIRECT CUT TO:

## INT. ELSA'S CABIN - NIGHT

83

The room is dark. A figure moves near one of the tables. Then, suddenly, the door opens and the light goes on. There is a frozen tableau -- Solo, his actions arrested, by the table, and Elsa in the open doorway.

ELSA

What are you doing here?

SOLO

Borrowing your alarm clock. Do you mind?

ELSA

Is everybody crazy?

SOLO

Look, there's not much time to talk; I'll be missed pretty soon. Do you want to get off this ship?

ELSA

Yes, but --

SOLO

Then I'll need your help. Are you with me?

ELSA

Well, I -- I guess so.

SOLO

All right, let's go. First stop is the munitions room.

ELSA

Hold on. I'm not making a move till I feed Sam.

DIRECT CUT TO:

## INT. CORRIDOR - NIGHT

84

ANGLE on the munitions room and its guard, a SAILOR armed with a rifle. Elsa rounds a turn in the corridor and approaches him -- she seems a bit tipsy.

SAILOR

No passengers allowed down here.

ELSA

Don't get so personal.

84

CONT'D

(2)

SAILOR

Lady, you've been drinking.

ELSA

Do you blame me?

SAILOR (taking her  
arm)Come on -- back to your cabin  
to sleep it off.

ELSA

Now you're getting fresh.

SAILOR

Fresh?

ELSA

Look, fella, I'm a married woman.  
(calls out)Somebody come here. I'm being  
taken advantage of.

As if on cue, Solo strolls around a corner of the  
passageway.

SOLO (pleasantly)

What seems to be the trouble,  
madam?

ELSA

This sailor's getting amorous.

SOLO

Is that so?

SAILOR

I assure you --

Solo clips him smartly and he sinks to the deck.  
Then he crosses to the barred door of the munitions  
room and examines the lock.

SOLO

Do you have a hairpin?

ELSA

About two hundred.

She takes one from her hair and hands it to him.  
He goes to work on the lock. Doris watches,  
fascinated.

ELSA

Say, how come a nice boy like you  
knows to do a thing like that?

84  
CONT'D  
(3)

INT. MAIN SALON - NIGHT

85

The dance is still in progress. The Captain surveys  
the room, beckons to Morgan.

SHARK

Our recently disciplined guest  
hasn't put in an appearance,  
Mr. Morgan. Check his cabin and  
see if he's there.

MORGAN

Aye, aye, Captain.

Morgan goes out, watched by Illya.

DISSOLVE TO:

INT. MUNITIONS ROOM - NIGHT

86

A small cabin stocked with assorted demolition  
supplies and munitions. Solo and Elsa enter,  
Elsa rather nervously.

SOLO (looking around)

I see the good captain maintains  
a kind of explosive super-market.  
(he picks up a cardboard  
carton...hands it to Elsa)  
Here. We'll go shopping. Let's  
see...first we want the basic  
boom --- Ah yes, this will do  
very nicely.

He sets aside a half-filled carton of nitro-starch,  
then loads Elsa's carton during the following:

SOLO

Then we'll take some blasting wire  
and a couple of rolls of tape and...  
ah...five or six feet of prima cord...  
and...we need some detonators -- I  
wonder where?...ah yes--here they are...  
(he opens a box and adds  
three detonators)

ELSA (looking at carton  
she's holding)

You sure these things won't go off?



86  
CONT'D  
(2)

SOLO

Not yet.  
(taking carton from  
her, he sets it on the  
first one and picks up both)  
But when I've hooked them all together  
in a devilishly ingenious fashion...  
using your alarm clock and the  
batteries from this flashlight ---  
look out!

ELSA

Almost as simple as baking a cake.

SOLO

And now for the frosting. Just  
hand me a couple of those ginger  
sticks over there.

ELSA

These?

SOLO

Yes.

ELSA (as she adds  
them to the box)

What are they?

SOLO

Dynamite.

(Elsa gives a little  
scream)

Ah ah ah -- no time for hysterics.  
That finishes our marketing. Open  
the door.

Elsa opens the door and they go back into the  
passage.

INT. PASSAGE - NIGHT

86X1

They come out of the room. The sailor is still  
sprawled unconscious.

SOLO

Do you think we should ask him for  
trading stamps.

ELSA

Oh, you're a cool one, you are.  
Where are you going to put this  
bomb?

86X1  
CONT'D  
(2)

SOLO

Where it'll do the most good --  
the engine room. I don't want the  
ship to sink too fast. Go back to  
the party and keep the Captain  
occupied.

ELSA

Me? How?

SOLO (looking her over)

You'll think of a way.

Elsa shrugs and goes down the passage. Solo goes  
the other way.

DISSOLVE TO:

INT. MAIN SALON - NIGHT

87

ESTABLISH the dancing couples, then PICK UP Morgan  
approaching the Captain.

MORGAN

He's not in his cabin, sir. Shall  
I alert the crew?

SHARK

No, not yet. I'll just have a  
look below.

He turns, almost bumps into Elsa. He tries to move  
past her but she plants herself in front of him.

SHARK

Excuse me, ma'am.

ELSA

Aren't you going to ask me to  
dance?

SHARK  
Another time.

87  
CONT'D  
(2)

ELSA  
But I'm the guest of honor and  
you haven't even danced with  
me.

SHARK  
I have other matters --

ELSA  
Sure, always other matters. You  
care more about this ship than the  
people on board.

SHARK  
That's not true.

ELSA  
Then loosen up a little, huh?  
(takes his arm)  
How long are we gonna be on this  
slow boat to no place?

They are dancing by now.

SHARK (intensely)  
How long? That, madam, depends  
entirely on your idiot countrymen.  
And all the fools in all the  
countries of the world who wake up  
each morning with new notions of  
destruction! The time depends on  
the days or weeks remaining before  
the ultimate holocaust!

ELSA  
You really take this seriously.

SHARK  
Fifteen years ago, when I sat in a  
bunker and watched an experimental  
mushroom cloud reduce an entire  
island to cinder, I swore I'd do  
something about it. This ship is  
my answer.

ANGLE ON HARRY

standing beside Illya. He is fuming.

HARRY

All of a sudden she's getting  
friendly with the Captain.

88  
CONT'D  
(2)

ILLYA

Do you mind?

HARRY

Of course I mind. She's paid more  
attention to that parakeet than to  
me.

(decisively)  
I'm going to cut in.

ANGLE ON ELSA AND SHARK

89

As Harry comes over and taps him on the shoulder.

ELSA

Later, Harry.

HARRY (indignant)

Listen -- !

But Elsa has already spun the Captain away.

INT. ENGINE ROOM - NIGHT

90

The NOISE of the engines is deafening. We see Solo  
leaving his package against the ship's bulkhead.  
He sets the clock, then begins moving cautiously  
through the jumble of pipes and turbines toward the  
door.

NEW ANGLE

91

He is spotted by a sweaty engineman, who gives a  
SHOUT. Solo ducks through the door.

CHASE

92-95

as the engineman goes after him, SHOUTING for  
assistance. Other crew members join in, and the  
chase takes them up and down ladders, through  
passageways, around ventilators.

INT. ENGINE ROOM - NIGHT - CLOSE

96

of shell and clock. The clock ticks away.

CORRIDOR - NIGHT

97

Just outside the main salon. Solo races toward the double doors, pushes in.

INT. SALON - NIGHT

98

as he bursts into the gathering. The crew members plunge in after him, skid to a stop as the Captain turns from Elsa. Everyone hesitates, surprised.

SHARK

What is the meaning of this?

SOLO (briskly)

Captain, I have placed a bomb aboard your ship. There's enough time for you --

(looks around)

-- and everyone else to proceed immediately to the lifeboats.

There is a HUBBUB from the gathering. Shark wheels on them.

SHARK

Everyone remain where he is! This man is bluffing!

SOLO

Afraid not, Captain. I rigged up a shell from your munitions room.

SHARK

Pay no attention to him! He's been sent by others to prevent our survival.

SOLO (looks at his watch)

You'd all better start moving.

Still no move from the gathering. This is too much for Elsa. She blows her top.

ELSA

Hey, what's wrong with you people?  
Do you like it here or something?  
I'll tell you what you're doing:  
you're not hiding from a bomb,  
you're running away from your  
troubles. Sure, it's much easier  
sitting here than going to work in  
the morning, isn't it? Well, I  
think you're cowards, all of you.  
You don't want survival, you just  
want escape. You're running away  
from your bosses, from your washing  
machines, from your milk bills.  
And that includes you, Harry!

98  
CONT'D  
(2)

SOLO

She's right, you know. But the  
point is academic. If you don't  
get aboard the lifeboats at once,  
you'll go down with this ship.

The people finally understand. They begin herding  
toward the doors. Livid, Shark produces a pistol.

SHARK

You will not move, any of you!

SOLO

What are you doing now, Captain?  
Protecting them from destruction?

SHARK

Mr. Solo, I once swore I'd never  
be a party to taking a human life.  
Now, tonight, you've forced me to  
break my oath!

He levels the pistol, but at that moment there is a  
tremendous explosion. The room rocks. In the  
fearful confusion, the passengers press through the  
doors. Shark just stands there, dazed.

SOLO (shouts)

Get to your lifeboats. There's  
still plenty of time if you don't  
panic.

DISSOLVE TO:

INT. PASSAGEWAY - NIGHT

99

as the crowd presses to get outside -- parents moving along with their children. Harry wanders through them, bewildered. Solo appears, strides up to him.

SOLO  
You'd better hurry.

HARRY  
I can't find Elsa.

SOLO (looks around)  
There she is!

NEW ANGLE

100

as Elsa hurries up carrying the bird cage. There are billows of smoke behind her.

ELSA  
I couldn't leave without Sam.

SOLO  
All right, out on the weather deck ---  
and get aboard a lifeboat.

Solo dashes off before Elsa can ask any further questions.

DIRECT CUT TO:

EXT. WEATHER WING OF BRIDGE - NIGHT

101

The ship is beginning to list. A proud figure stands in the smoke, almost in silhouette -- Captain Shark. Morgan comes to stand beside him.

MORGAN  
All lifeboats are ready to be lowered, sir.

SHARK (to Morgan)  
Lower them. You are dismissed now,  
Mr. Morgan.

MORGAN  
I will stay with you, sir.

SHARK (hard)  
You will board one of the lifeboats  
and look after our people.

MORGAN (a beat)  
Please, sir...?

101  
CONT'D  
(2)

They both turn as Solo arrives. Morgan pulls his gun and swings towards Solo.

MORGAN  
You did this! You killed this ship...

His gun is up ready to fire. But he freezes at the snap of Shark's fingers. For a moment it seems as if he will pull the trigger anyway. Finally the string breaks. He lays the gun into Shark's waiting hand.

SHARK (softens)  
Go along, Mr. Morgan. They need you in the boats. You are the finest Exec I've ever sailed with. My compliments.

He offers his hand. Morgan shakes it.

MORGAN  
Thank you, sir.

He steps back, salutes briskly. Shark returns the salute, does an about face, and, eyes moist, brushes past Solo.

SOLO (moving forward)  
Room for one more, Captain.  
(no answer)  
I want to help you.

SHARK  
Help me? You're just like all the others -- the leaders, the parliaments, the senates and houses of government! When you see something that's good and useful, you must step in and destroy it. I tried to create a safe harbor --

SOLO (interrupting)  
There is no safe harbor, not here, not anywhere. The only safety lies in agreements between people. Now I want you to come with me.



SHARK

No, my friend. Yours is a world I don't believe in. Perhaps only the optimists, like yourself, can go on living in it. I don't know which of us is the right one...or which is the strong one. I only know that I must sail this dream to wherever it takes me.

101  
CONT'D  
(2a)

SOLO

It's not a dream, it's a nightmare.  
Abandon it.

SHARK

I can't!  
(stiffens, lifts gun)  
I will stay with my ship.

Solo hesitates, but the ship begins to list dangerously. Finally, as the smoke almost obscures Shark from his view, he realizes that saving the man is impossible -- the Captain's dream has disintegrated and he wishes to perish with it. Solo starts away, but hesitates as:

101  
CONT'D  
(3)

SHARK

You'll see! They'll destroy  
your world! Soon! A few months.  
At most three or four...  
(muttering)  
Three...four...

SOLO (softly)

...Shut the door...

Solo gives him a half-salute and goes out. The Captain remains on the bridge, eyes fixed on space...

FADE OUT.

INT. BARNMAN APARTMENT - NIGHT

102

Illya , Harry and Solo are seated at the table, soup bowls before them. Illya eats his with gusto. Harry stirs his spoon around despondently. Elsa comes out of the kitchen carrying a large roast. Sam is back at the old stand. Through this:

SOLO (quietly)

His name was Courtney, Arthur Englander Courtney; he commanded a destroyer in World War II, made captain, earned himself a chestful of medals. He took part in the tests at Eniwetok...then he went sour, resigned his commission, disappeared. That's all we know about him.

HARRY (reminiscing)

I liked it on that ship. I had work to do...my kind of work. Bills I didn't have. Yeah -- running away, I guess. But it was nice. I could even skip a meal if I felt like...

Breaks abruptly, with a guilty glance at Elsa. She glares at him, then softens, patting him on the shoulder.

ELSA

All right, Harry. Tonight you won't have to eat dinner.

HARRY

Thank you.

He looks up at her lovingly. Illya and Solo start to rise.

ELSA

Oh, no...you two stay right where you are. Harry can watch.

As Illya and Solo exchange a glance. They open their belts, each picks up his knife and fork and prepares for Elsa's act of love.

103 OUT

FADE OUT.

THE END

EPILOGUE

FADE IN:  
EXT. LIFE RAFT - DAY - SOLO

It is bright and clear now. Solo in foreground  
looking into CAMERA. In b.g. we see the girl.

SOLO

Well --- too bad about Captain  
Shark --- but as Mother always  
said -- "Never put off until  
tomorrow what you can do today."

(beat)

Let's see what kind of trouble we  
have for our next adventure ---

SERIES OF SHORT SCENES FROM SHOW TO COME

BACK TO SOLO

He picks up the oars, saying:

SOLO

Well --- I guess it's time to shove  
off --- I've got a two thousand mile  
row back to headquarters --- Tired,  
lonesome --- and thirsty --- but  
it's all part of a day in the life  
of a dedicated U.N.C.L.E. agent ----

The POP of a cork makes Solo react slightly. HOLD  
on his reaction, then he shrugs it off and begins  
to row again. CAMERA MOVES PAST Solo and we see  
the girl with a bottle of champagne and two glasses.  
She pours the wine -- MOVE IN on her face as she  
gives the CAMERA a big wink.

FADE OUT.

THE END