



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

The Prince of Darkness Affair

Part I - Prod. #8476

FADE IN:

EXT. RAIN FOREST - HELICOPTER POV - (STOCK) - DAY 1

The dense jungle slides away beneath us -- and a line title reads "175 kilometers west of Naijobra, Rhodesia."

ILLYA (v.o.)

That must be the village up ahead.

INT. HELICOPTER - SOLO AND ILLYA - DAY 2

ILLYA at the controls, SOLO beside him. Solo checks a handmap and nods confirmation -- Illya begins the descent.

EXT. VILLAGE - ANGLE ON HELICOPTER - DAY 3

The helicopter lands, Solo and Illya climb out, carrying their extended U.N.C.L.E. Specials. They cautiously advance toward the collection of grass huts near the river bank.

DOLLY SHOT - SOLO AND ILLYA 4

Alert, ready for trouble.

VILLAGE - THEIR POV DOLLY SHOT 5

Seemingly deserted, very ominous.

RESUME - SOLO AND ILLYA

6

Solo stops Illya with a raised hand. He points o.s.

VILLAGE - THEIR POV

7

A streak of color - several feet wide and a few yards long - runs from the center of a hut down to the dry earth.

RESUME - SOLO AND ILLYA

8

Solo points in another direction.

VILLAGE - THEIR POV

9

Another streak of color, the CAMERA PANS to INCLUDE the NATIVE lying on the ground, the streak of color dissecting him.

ANOTHER ANGLE - SOLO AND ILLYA

10

Illya quickly moves over to the body, turns it over. Solo is looking about, moving toward a hut.

ILLYA

He's dead.

Solo kicks open the door of the hut in the b.g.

REVERSE ANGLE - INSIDE HUT TO SOLO

11

Solo squints into the comparative darkness, then winces at what he sees o.s. Illya moves INTO SHOT beside him.

SOLO

More of the same.

## ANOTHER ANGLE - SOLO AND ILLYA

12

Illya quickly crosses to an opposite hut, knocks the door open with the butt of his gun. He looks inside, turns to Solo and nods his head - he's found more victims.

## DOLLY SHOT - SOLO AND ILLYA

13

They move to the few remaining huts, quickly looking inside each one - and as we DOLLY BACK WE SEE the streaks of color that run across the earth, atop the huts, everywhere.

## ANOTHER ANGLE - SOLO

14

Pausing by the last hut, he HEARS the STATIC of a RADIO. Solo signals the o.s. Illya - who moves INTO SHOT beside him. Solo pushes the door open, looks inside.

## INT. HUT - THEIR POV

15

Dark, except for the rectangle of light that comes from the door. This light frames a small bench and radio. The radio is on - we HEAR it SQUAWK. The headset dangles from the table.

## ANGLE - SOLO AND ILLYA

16

Illya nods to something in the o.s. corner. Solo pushes the door open further.

## HUT - THEIR POV

17

The rectangle of light expands to include a MAN sitting in a corner of the hut. The man is tough-looking, British, stripped to the waist. His body glistens with the sweat of a high fever. The man's eyes are sunken, his face dissected by a bright red color. The color cuts a path down his right shoulder. There is a rifle in his lap, but he is clearly too weak to use it.

ANOTHER ANGLE - INCLUDE SOLO AND ILLYA

18

They move closer to the man, whose lips move but do not produce a sound. Illiya picks up a canteen, pours some water into a tin cup, holds it for the man to drink, but the man ignores him.

ILLYA

I'll signal Nairobi for a medical unit.

(takes out communicator)

MAN (vague)

Lights...bright, very bright...  
colors...beautiful colors... burning  
everything...

ILLYA

Delirium.

(into communicator)

Open SA Channel 'G' please.

We HEAR the SOUND of an o.s. AIRPLANE - as it makes a pass over the village. The man recognizes the sound -- he flinches, terrified. Solo thinks quickly.

SOLO

The airplane...did the lights come  
from the airplane?

MAN

We're all dead here.

ILLYA

The intense burns evidently induce  
a high fever - which erodes the  
nervous system.

MAN

I'm a hunter...my own man now...  
you see...shouldn't have come here  
...had a good job in advertising...  
gave it all up...

The man's head sinks to his chest. Solo takes his pulse, nods a signal of fatality to Illiya.

ILLYA

Cancel Channel 'G'...and open over-  
seas relay, Channel 'D', please.

INT. AIRPLANE CABIN -- ANGLE ON KHARMUSI -- DAY 19

An imposing, greying gentleman, distinguished in dress and manner. DR. PARVIZ KHARMUSI. He looks at an o.s. monitor as WE HEAR Illya's voice FILTERED v.o.

ILLYA: (v.o.)  
Connect me with Mr. Waverly,  
please... Mission Control

MONITOR -- HIS P.O.V. 20

WE SEE an AERIAL P.O.V. of the village.

RESUME -- KHARMUSI 21

He is joined by a HENCHMAN.

HENCHMAN:  
The transmission is coming  
from that shack, Sir.

KHARMUSI:  
Force them out into the open...

INT. HUT -- SOLO AND ILLYA 22

~~WE HEAR the sound of the airplane getting closer.~~

WAVERLY:  
(v.o.)  
Yes, Mr. Kuraykin. I'm ready for  
your report.

Illya hesitates as the airplane sound gets LOUDER. The two men HEAR the SOUND OF MACHINE GUN FIRE a moment before the bullets cut through the roof of the hut -- they duck aside as the bullets cut a path between them. They scramble outside.

EXT. VILLAGE -- SOLO AND ILLYA 23

They hurry from the hut -- aim their U.N.C.L.E. Specials at the sky and FIRE.

AIRPLANE - THEIR POV

24

Banking and heading toward them.

INSERT - FUSELAGE

25

The nose of the airplane. A small section slides away - revealing the thermal-prism - It glows, brightly.

RESUME - SOLO AND ILLYA

26

Solo sees what's happening, pushes Illya aside... as we HEAR the PLANE make the pass over them.

WIDER ANGLE

27

We SEE the wide streak of color - still smoking - that was intended for the two agents.

ANGLE - AIRPLANE

28

Heading back for them.

RESUME - SOLO AND ILLYA

29

FIRING at the plane, they move into position near the river.

INSERT - PRISM

30

A flash of light.

ANGLE - GROUND

31

A streak of color burns its way across the ground.

RESUME - SOLO AND ILLYA

32

FIRING at the plane - they are momentarily blinded by the light from the prism - they dive back into the water - as the streak of color burns its way to the river bank, where they were standing, and onto the water itself.

ANGLE - AIRPLANE

33

It flies off.

ANGLE - RIVER

34

Solo and Illya emerge, stand waist-deep in the now-steaming water. We HEAR a BEEP signal from the communicator. Illya takes it from his pocket.

ILLYA

Kuryakin here.

WAVERLY (v.o.)

I'm still waiting for your report,  
Mr. Kuryakin.

ILLYA

We were interrupted, sir.

(beat)

However, you may inform Security  
Research that their information is  
correct. Someone has won the race  
to develop the thermal-prism.

FREEZE FRAME:

END TEASER



## ACT ONE

FADE IN:

EXT. AEGEAN ISLAND - (STOCK) - DAY 35

Ruins. A line title reads "An island thirty-four kilometers off the Greek Coast."

EXT. TEMPLE - DAY 36

A helicopter lands. Solo gets out, moves to the entrance of a temple, his U.N.C.L.E. Special ready.

INT. TEMPLE - DAY 37

Crumbling. Solo walks cautiously through shadows and around fallen columns. He stops to see...

MEN - HIS P.O.V. 38

FIVE MEN sit a few yards apart on the floor in front of an altar (each of these has white hair -- except Sebastian). On the altar is a pedestal, where an OLD MAN sits, his eyes closed. The Old Man is draped in a toga. The men sit in yoga positions on the floor, wearing the hooded robes of monks. The eyes of the Old Man are closed -- the men are in meditation. (Note: although we don't get a good look at him here, one of these is CARL -- a lanky, western sort).

RESUME - SOLO 39

He moves toward the men, OUR CAMERA PANS with him. He looks under the hood of the first man, then the second, then he finds the man he wants.

SEBASTIAN - SOLO'S POV

40

Solo uses the barrel of his revolver to lift back the hood of this man, revealing to us LUTHER SEBASTIAN. Sebastian is a bearded, brilliant, dangerous-looking man in his middle thirties. Without opening his eyes, he speaks:

SEBASTIAN (quietly)

In case you don't read the newspapers  
-- you can't extradite me from here.

He looks up to Solo, glares.

WIDER ANGLE

40X1

The other men turn to look at Solo, aware of him for the first time.

SOLO

I came only to talk. Outside  
(to others)

The rest of you can keep on doing --  
whatever it is that you're doing.

Sebastian stands, confronts him.

SEBASTIAN

The Old Man hasn't spoken for 20 years.  
The belief is that when he does, this  
mystic cult -- it's called THE THIRD  
WAY -- will inherit the earth. You've  
interrupted a private ceremony, Mr. Solo.

SOLO

My deepest sympathies. Now let's go.

SEBASTIAN

I'm not going anywhere. Because of you  
I've been hounded half-way around the  
world -- and forced into hiding on this  
moldy island.

SOLO (indicating others  
with a gesture)

You seem to have a few friends.

SEBASTIAN

If it wasn't for them -- letting me sit  
in on their sessions -- the boredom alone  
would have done me in. Whatever you have  
to say to me you can say here -- and now  
-- and quickly.

Solo looks at the other men, finds them little threat.

40X1  
CONT'D  
(2)

SOLO

I suppose I can at that. We want you to work for us -- on an assignment.

SEBASTIAN (incredulous)

Work for you?

SOLO

At last count you're wanted in 17 countries for felonies ranging from grand theft to subversion...If...

SEBASTIAN (cutting in)

Your book-keeping is a little off. It's 22 countries.

SOLO

My apologies. In any case, if you'll cooperate with us, we're prepared to offer total amnesty.

SEBASTIAN (a beat; it

sinks in)

All twenty-two countries?

SOLO

All twenty-two.

SEBASTIAN

Just what kind of cooperation do you want?

SOLO

I can't give you the details now -- let's just say that it's very dangerous --

Sebastian sizes up the offer for a moment, decides to take it.

SEBASTIAN (strokes

beard)

I suppose I could use a shave at that.

(to others)

Gentlemen, thank you for your hospitality these many months -- but I have over-stayed my welcome. I want to thank you and...

(sees something o.s.)

The Old Man...is going to speak.

7-11-67 P.11

They all turn to look in the direction of the  
Old Man.

40X1  
CONT'D  
(3)

OLD MAN - THEIR P.O.V.

40X2

His jaw creaks open, moves from side to side --  
with a strange sound -- like a yawn that needs  
oiling. Then his eyes pop open and he looks to  
Solo...

ANGLE - SOLO

40X3

Puzzled.

RESUME - OLD MAN

40X4

At the sight of Solo his expression darkens -- and  
he firmly closes his mouth.

WIDER ANGLE

40X5

The four worshippers turn to Solo, with hostility.  
Solo indicates for Sebastian to move ahead of him --  
as they move for the exit.

SEBASTIAN

The Old Man won't speak in front of  
a stranger. It's supposed to be bad  
luck.

They go out, the cult members watching them angrily.

EXT. TEMPLE - DAY

40X6

Solo and Sebastian quickly make their way to the  
helicopter.

TELESCOPIC P.O.V. -- SOLO

41

We see Solo through the cross-hairs -- as he climbs into the helicopter -- we PAN OVER to Sebastian, HOLD on him.

ANGLE - HASSAN AKBAR

42

A large, mustachioed Turk. He is standing behind a fallen column, aiming at the helicopter. He fires.

ANGLE - HELICOPTER

43

Bullets cut into the plexiglas cabin as Solo quickly takes off.

ANGLE - HASSAN

44

He ducks back out of sight.

INT. HELICOPTER - SOLO AND SEBASTIAN - DAY

45

Solo looks down to the source of the fire.

SOLO

Who was that?

SEBASTIAN

When you travel as much as I do,  
you're bound to make a few enemies.

RESUME - HASSAN

46

Watching the craft depart, silently cursing his poor marksmanship.

ZIP PAN TO:

EXT. U.N.C.L.E. JET (STOCK) - NIGHT

47

flying. A line title reads "Somewhere over the Persian Gulf."

INT. U.N.C.L.E. JLT CABIN - NIGHT

48

An executive carrier. Waverly and Illya are seated at a table -- going over some dossier material. Lisa is nearby, handing them papers, etc. Illya wears a commando suit.

ANGLE - FAVOR SEBASTIAN

49

Sebastian steps from the washroom, massaging his freshly-shaven chin. Now that we have a better look at him, we see that he is handsome, in a malevolent way. He wears a commando suit. Sebastian moves over to join Illya and Waverly.

ILLYA

I'll check with communications --  
and see if Mr. Solo is on the  
commercial flight to Teheran.

He exits toward the pilot's cabin.

WAVERLY (ice)

If you're ready now, Mr. Sebastian,  
we'll begin your briefing.

Sebastian sits across from him.

\*

SEBASTIAN

I'll have a drink first. After all,  
it's nearly five o'clock in the morn-  
ing.

(nods to Lisa)

A cognac will be fine, dear.

She looks to Waverly for approval -- Waverly nods dark approval. Sebastian enjoys his discomfort.

SEBASTIAN (needling)

May we offer you anything?

WAVERLY

No, thank you.

Lisa hands Sebastian the drink. Waverly presses a button -- the cabin lights dim -- a screen lowers across from the two men.

SCREEN - THEIR POV

50

We see a sketch of the thermal-prism.

LISA  
This is an artist's schematic  
of what the...

50  
CONT'D  
(2)

SEBASTIAN (interrupts)  
No wonder you're so eager for help.  
A thermal-prism.  
(to Lisa)  
You can turn on the lights now.

RESUME - WAVERLY AND SEBASTIAN

51

The lights come up. Waverly is fuming, but under control.

SEBASTIAN  
You put that into orbit and you  
have the super weapon of all time.  
(beat)  
I know because I tried to develop  
one myself. Unfortunately, I was  
unable to "acquire" the necessary  
materials. Now someone has de-  
veloped it --who?

WAVERLY  
Dr. Parviz Kharmusi, the noted...

SEBASTIAN (interrupts)  
Yes, yes...the Persian scientist...  
I've heard of him.

WAVERLY (simmering)  
Mr. Solo and Mr. Kuryakin viewed  
the results of a low-altitude test  
in Rhodesia.

Illya returns.

ILLYA  
Solo is confirmed to arrive in  
Teheran at noon, sir.

WAVERLY  
Good. I'll contact...

SEBASTIAN (interrupts)  
What is it you want me to do.  
Exactly.

51  
CONT'D  
(2)

WAVERLY  
I was about to get into that,  
Mr. Sebastian.  
(takes file)  
Besides your ill-manners, which I  
have now observed firsthand, our  
computers have shown you to be...  
(reads)  
the most efficient criminally-oriented  
mind with advanced degrees in chemis-  
try, physics and engineering.  
(drily as he looks up  
at Sebastian)  
Apparently you avoided the Humanities...  
(and, back to the file)  
It seems you designed the Vulcan-X  
system while in graduate school.

SEBASTIAN (catching on)  
...and Kharmusi keeps the thermal-  
prism in a Vulcan-X safe.

WAVERLY  
If the tumbler-circuits haven't been  
modified, you shouldn't have any  
trouble opening it.

SEBASTIAN (cocky)  
Even if they have, it shouldn't be  
a problem... Where is the safe --  
and how do I get to it?

Illya and Waverly share a look of strained toler-  
ance. Illya pushes a button. A clear plastic map  
slides down from the ceiling. Illya and Sebastian  
are on one side, Waverly the other. Illya uses  
the beam of a pen-light for a pointer.

ILLYA  
This is a general outline of the  
Kharmusi estate...an electrical warn-  
ing system around the perimeter...  
guard stations here...and here...and  
here...We jam their radar, then para-  
chute inside these positions. Just  
before daybreak. Then we have all  
day and much of the night to work  
our way through whatever security is  
in this area...until we reach the  
estate building itself. Solo will  
coordinate from inside the estate.



SEBASTIAN

I like the way you put that -- very casually -- 'we'll work our way through the security.' You can be sure that this Kharmusi will have top security.

(annoyed)

Solo said this mission was dangerous -- but no one said anything about suicide.

ILLYA

I'll take you to the safe.

SEBASTIAN

Just don't forget -- I can only open it if I'm alive.

ILLYA

If I fail in that, I'm willing to take full responsibility.

DIRECT CUT TO:

EXT. U.N.C.L.E..JET (STOCK) - NIGHT

52

Still flying.

INT. CABIN - NIGHT

53

Illya and Sebastian by the door, wearing parachutes, supplies strapped to their backs. A light flashes on, and both men jump.

54-55 OUT

EXT. PERSIAN SKY - ANGLE ON PARACHUTES - STOCK - 56  
NIGHT

Their parachutes open.

INT. CABIN - ANGLE ON WAVERLY 57

Absorbed in his work, he looks out to watch their descent.

EXT. PLANE - (STOCK) - NIGHT 58

The plane banks to the right, flies off.

EXT. ROCKY TERRAIN - NIGHT 59

Illya and Sebastian land, gather their parachutes.  
Illya quickly signals Sebastian to take cover -- a  
second later two headlights pan over the area.

ANGLE - JEEP 60

TWO SECURITY GUARDS scan the area. They don't see  
anything out of order, so they drive off.

RESUME - ILLYA AND SEBASTIAN 61

They come out of hiding - we HEAR the JEEP driving  
away.

ILLYA  
The Chamber of Commerce.

ZIP PAN TO:

EXT. TEHERAN INTERNATIONAL AIRPORT - (STOCK) - DAY 62

TO ESTABLISH. A line title reads:  
"Teheran, Iran."

DIRECT CUT TO:

INT. TEHERAN TERMINAL - DAY

63

Solo pauses by a phone booth. He looks about, checks his watch -- as though he's expecting someone. The PHONE RINGS. Solo answers it.

SOLO

Hello.

We HEAR the throaty voice of AZALEA.

AZALEA (filtered)

Who is expecting a call?

SOLO

Napoleon Solo.

AZALEA

And what would he like to hear?

SOLO

Directions.

AZALEA

\* 29 Navid Avenue.

She hangs up, CLICK. Solo hangs up, moves away from the booth. Our CAMERA PANS to include Hassan, coming from behind the booth.

ZIP PAN TO:

\* EXT. NAVID AVENUE - ESTABLISHING SHOT - DAY

64

Deserted. Typical narrow Teheran warehouse street. Solo walks around a corner, hearing only his own footsteps. He walks over to where a 29 is stenciled on a door. Solo tries it -- it's locked. He turns to see...

ANNIE JUSTIN - SOLO'S P.O.V.

65

A beautiful young girl, very ingenuous-looking. She is stepping around the corner on the opposite side of the street. She smiles, walks beside the wall.

RESUME - SOLO

66

Is she the one he's to meet?

ANNIE - SOLO'S P.O.V.

67

She keeps walking, smiling at him.

RESUME - SOLO

68

He starts across the street toward her.

ANNIE - SOLO'S P.O.V.

69

We DOLLY IN on this mysterious, smiling girl.

TWO SHOT - SOLO AND ANNIE

70

He joins her.

SOLO

I'm Napoleon Solo. Perhaps  
you are expecting me.

ANNIE

No. But he is.

Solo turns, we PAN to include Hassan Akbar. Hassan  
has appeared, as if from nowhere. Too late for  
Solo -- Hassan clobbers him. Solo sinks to the  
pavement, unconscious.

FADE OUT:

END ACT ONE

## ACT TWO

FADE IN:

INT. CARPET WAREHOUSE - ANGLE ON SOLO - DAY

71

We can't tell exactly where he is at the moment,  
just that he's regaining consciousness. He  
blinks at the room.

ANNIE (v.o.)

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

WAREHOUSE ROOM - SOLO'S P.O.V.

72

From this DISTORTED P.O.V., we see a tapestry hang-  
ing on a wall -- Our CAMERA PANS past a pile of  
carpets -- HOLDING on Annie's lovely face in a  
CLOSEUP. She's leaning over Solo, with a smile  
that makes her appear all the more innocent.

ANNIE

Mr. Solo...I'm Annie Justin, Mr.  
Solo. I'm afraid there's been a  
terrible misunderstanding.

(holds I.D. card)

Here's your I.D. card -- I had no  
idea you were an U.N.C.L.E. agent.  
I hope you're not seriously hurt.  
Is there anything I can do for you?

ANGLE - SOLO

73

He sits, massaging himself.

SOLO

No, please don't. Where's your  
traveling companion?

ANGLE - HASSAN

74

The large man steps from behind a stack of rolled  
carpets -- he carries a black briefcase.

ANGLE - SOLO AND ANNIE

75

ANNIE

This is Hassan Akbar, Mr. Solo.  
Perhaps you've heard of the four  
Akbar Brothers -- they were a  
circus act. Hassan is...

Solo gets to his feet.

SOLO (interrupts)

I don't want to know who he is, who  
you are -- or even why you knocked  
me out. I'm a busy man. Now that  
we've all met -- I have an important  
engagement -- and I'm in a hurry.

She moves after him.

ANNIE

Wait, Mr. Solo. We're looking for  
Luther Sebastian. At first we  
thought you were were working with him  
-- we didn't realize that you were  
bringing him to justice. If you'll  
just tell us which country he'll  
be tried in -- or where you're  
holding him.

SOLO

I'm sorry, but not right now--

~~Solo is almost to the door. Hassan steps in front~~  
of the door, blocks his exit. Solo automatically  
reaches for his gun, somewhat surprised to see that  
he still has it.

SOLO

I've seen enough of your act.  
Step aside.

Hassan grunts at him.

ANNIE

Hassan can't speak, Mr. Solo.  
The poor darling cut off his  
tongue doing a stunt.

Solo cocks the gun.

SOLO

I don't want to hurt him.

ANNIE

Oh, don't worry about that. Your  
gun isn't loaded. He removed the  
clip himself.

75  
CONT'D  
(2)

Solo checks for the clip. It's gone.

ANGLE - HASSAN

76

He opens his black briefcase, reveals a gleaming  
collection of knives.

ANGLE - SOLO AND ANNIE

77

She smiles, brightly.

ANNIE

Now you're a captive audience.

Solo backs away from Hassan, preparing to engage  
him.

ANGLE - HASSAN

78

He picks up a handful of knives - throws two of  
them.

ANGLE - SOLO

79

The knives land on either side of Solo - very close.

ANGLE - ANNIE

80

ANNIE

You really must help me, Mr. Solo.  
You see, my fiance, Hugh Winslow --  
of the Beaconswood Winslows -- is in a  
Turkish prison because Sebastian  
framed him for a murder that he  
committed.

ANGLE - SOLO

81

Maneuvering toward Hassan.

ANGLE - HASSAN

82

throws two more knives.

ANGLE - SOLO

83

The knives stick in the floor just in front of the toe of each shoe.

ANGLE - ANNIE

84

Anxious.

ANNIE

I've spent all of last year  
collecting evidence -- I have  
to free poor Hugh from that  
awful prison. He's very frail.

ANGLE - SOLO

85

He has backed away from the knives in the floor --  
goes behind a stack of carpets, trying to pull  
Hassan out of position.

ANGLE - HASSAN

86

He moves away from the door -- looking for Solo.  
Our CAMERA PANS with him -- and then we see Solo  
come out from behind another pile of rolled car-  
pets in the b.g. Hassan wheels -- and throws two  
more knives.

ANGLE - SOLO

87

Both hands raised -- the knives pin his sleeves  
to the wall. Annie moves INTO SHOT beside him.

ANNIE

Hassan's brother, Ali, is sharing a  
cell with my Hugh. Sebastian framed  
Ali as well.

(indicates Hassan)

He gets very temperamental at times.  
I can't always control him. You'd



Hassan steps INTO SHOT, holding a particularly long knife.

87  
CONT'D  
(2)

SOLO

I can't help you.

ANNIE

Come now, Mr. Solo. I'm sure you can if you really want to. Where are you holding Sebastian?

SOLO

We need Sebastian for something very important. When we're through with him, you can help yourself.

ANNIE

I don't understand -- Aren't you going to bring him to trial?

SOLO (a beat)

If he does as he's supposed to, the charges against him will be dropped.

ANNIE (sinking in)

You've made some sort of deal, haven't you? You're going to let Sebastian go free -- I'm surprised at you, Mr. Solo.

Hassan steps closer for emphasis -- and Solo sees his opening. He drops down, his arms slipping from the pinned sleeves. He gives Hassan a few quick karate moves -- relieving him of his knife and sending him flying across the room. Hassan lands on a pile of carpets. Solo frees his coat from the wall, puts it on.

ANNIE

I only look upon this as a minor setback, Mr. Solo.

SOLO

My bullet clip, please.

She hands him the clip, he loads his gun.

ANNIE

Here. But don't think that I'm going to let poor Hugh wither away in that prison because of you. You haven't heard the last of us. Nothing will stop us from...

A SHOT SOUNDS.

ANGLE - HASSAN

88

He falls to the floor, dead. Our CAMERA PANS over to where a smoking revolver extends beyond the open door. The door swings open, revealing AZALEA. She is a beautiful, seductive, if expressionless woman. Azalea looks at Hassan, coldly.

AZALEA

He was reaching for a knife.

ANGLE - SOLO AND ANNIE

89

Shocked. Annie runs to Hassan, kneels beside him. She glares at Azalea.

ANNIE

You didn't have to do that.

ANGLE - AZALEA AND SOLO

90

AZALEA

I am Azalea. Your identification,  
Mr. Solo.

He shows her his ID.

SOLO

And your identification?

AZALEA

I'm here to take you to  
your doctor's appointment.

Solo looks over to Annie. Azalea wants to leave.

AZALEA

We're late.

SOLO

I'll meet you outside.

She heads for the door, our CAMERA PANS with Solo as he goes to Annie and the Turk. Annie is trying to hold back the tears.

SOLO (gently)

The game is dangerous -- you'd  
better leave it to the professionals.

Solo turns and walks away, leaving Annie beside the dead Turk.

90  
CONT'D  
(2)

\* EXT. NAVID AVENUE - DAY

91

A sports car beside the door marked 29. Azalea is in the driver's seat. Solo comes out of the building, climbs in beside her. She starts the engine.

SOLO

It wasn't necessary to kill him.

AZALEA

We'll never know for certain,  
will we?

She puts the car in gear, SCREECHES off.

DIRECT CUT TO:

EXT. MOUNTAIN ROAD - LOW ANGLE - DAY

92

Azalea's sports car SCREECHES INTO SHOT from around a corner, skids -- then ROARS OUT OF SHOT.

ANOTHER ANGLE - ROAD

93

For further emphasis, her car comes TOWARD CAMERA from the straightaway, then WHIP PANS as she ZOOMS PAST.

INT. CAR - ANGLE ON SOLO (PROCESS)

94

reading a document. He looks up to the road with some anxiety -- glances to Azalea.

ANGLE - AZALEA (PROCESS)

95

Completely cool, expresionless.

AZALEA

Kharmusi will observe you very closely. Are you prepared?

She makes a hard turn.

ANGLE - ROAD

96

The car skids around a mountain corner.

ANGLE - SOLO (PROCESS)

97

still feeling the turn. He notes the document.

SOLO

Yes -- if I get there alive --  
I'm to pose as an American million-  
aire with a shadowy past. The  
shadowy past should help cover  
any inconsistencies.

He sets the document on fire.

AZALEA

There must not be even one,  
Mr. Solo. We must not take  
any unnecessary chances.

She makes another hard turn of the wheel.

ANGLE - MOUNTAINSIDE

98

Skidding around a corner.

RESUME - SOLO (PROCESS)

99

He looks to the road ahead.

SOLO

I know what you mean.

ROAD - SOLO'S P.O.V.

100

A drop-off straight ahead -- and the car isn't turning.

RESUME - SOLO (PROCESS)

101

A glance to Azalea.

AZALEA - SOLO'S P.O.V. (PROCESS)

102

Not a twitch.

ROAD - SOLO'S P.O.V.

103

The drop-off getting closer.

LOW ANGLE - CAR.

104

The brakes hold as the car skids INTO SHOT, our CAMERA PANNING with the car -- the car skids to a stop a few feet from the edge.

ANGLE - SOLO AND AZALEA

105

Solo doesn't want her to know it, but he's catching his breath. She raises up in her seat -- and points.

AZALEA

Dr. Kharmusi's estate...

Solo leans forward to see...

KHARMUSI'S FORTRESS - THEIR P.O.V. - (MATTE)

106

A small desert canyon with mountains behind. In the center of the flat, open space is a round, metallic building with a flat roof, giving it the appearance of a steel drum. The open space around the building is arid -- and the only access road curves to the building in a snake-like path. The structure is imposing, foreboding.

SOLO (v.o.)  
The winding road must prevent anyone  
from entering -- or leaving -- too  
quickly.

106  
CONT'D  
(2)

RESUME - SOLO AND AZALEA

107

They slide back into their seats.

SOLO  
Except for you...

She starts the engine.

SOLO  
Just one question. Why are you  
helping us?

AZALEA  
I'm his wife.

She accelerates quickly, the car ROARS off, OUT  
OF SHOT.

DIRECT CUT TO:

INT. KHARMUSI ESTATE ENTRY ROOM - ANGLE ON WALL - DAY 108

For a second, all we see is a steel wall -- which  
then slides aside as Azalea's sports car drives in.  
The wall lowers behind the car. Our CAMERA PULLS  
BACK to show us that they are in a bare, steel-  
plated room. Azalea and Solo step from the car.  
A wall panel slides open -- they go through into  
a corridor.

INT. CORRIDOR

109

Azalea and Solo walk down the steel corridor.  
She stops.

AZALEA  
Wait here.

She walks over to a wall panel -- which slides  
open.

INT. SECURITY ROOM

110

A SECURITY GUARD sits at a console that faces the wall. There is a screen on the wall. Azalea enters, nods to the guard. He hits several switches, we see...

SOLO - X-RAY P.O.V.

111

Solo's skeleton on the screen, along with all of the metal objects that he carries.

RESUME - AZALEA AND GUARD

112

The guard begins to fill out a form, switches the screen off.

GUARD

Fifty cents in loose change, two fillings in the teeth, wrist-watch, money clip...

Azalea exits back into the hallway.

INT. HALLWAY

113

The panel sliding shut behind her, she nods for Solo to follow. He does. They walk a few more yards -- another panel opens -- and they step into an elevator.

INT. ELEVATOR

114

The door closes, our CAMERA PANS UP to the floor indicator. We see the lights flash as it indicates going down.

INT. ANOTHER HALLWAY

115

Steel walls, but some evidence of Persian decor. An occasional tapestry, plant, rug. Azalea and Solo exit from the elevator, walk down this hall -- to a spot where Azalea indicates a door panel. The panel slides open.

AZALEA  
Your room.

115  
CONT'D  
(2)

She moves closer to him.

AZALEA  
Cocktails at eight.

INSERT - HANDS

116

She palms the communicator that she's been carrying -- passes it to Solo.

SOLO  
Thank you.

RESUME

117

She moves off down the corridor -- Solo goes into the room.

INT. SOLO'S ROOM

118

A bedroom, very Persian. The door closes behind Solo -- and he looks around, almost casually. He pauses for a moment, looking over to an o.s. wall.

119 OUT

WALL - SOLO'S P.O.V.

120

A piece of Eastern statuary, with one eye in the center of the forehead.

INT. CONTROL ROOM - SOLO - MONITOR P.O.V. (MATTE)

121

Solo turns away from the statuary. Our CAMERA PULLS back, revealing the control room. Lots of technical equipment here, banks of monitors. Two SECURITY GUARDS sit at a console.



INT. SOLO'S ROOM - ANGLE ON SOLO

122

His back carefully turned to the monitor camera, he holds up his communicator, CLICKS it twice.

DIRECT CUT TO:

EXT. CLIFF - ANGLE ON ILLYA - DAY

123

Illya gets the TWO BEEPS on his communicator. Sebastian enters SHOT beside him.

ILLYA

Solo's inside. We're on schedule so far.

The two men wear utility belts and vests over their commando suits. The belts and vests hold all of the tools and appliances necessary for their job. In addition, Illya has a nylon rope coiled over one shoulder.

ANOTHER ANGLE - ILLYA AND SEBASTIAN

124

Unaware that TWO SECURITY GUARDS have come up behind them. They press their rifles into Illya and Sebastian's backs. With but a glance over their shoulders, Illya and Sebastian raise their hands. Illya wheels around quickly, deflecting the rifle -- and with a quick karate move, knocks the first guard aside. Sebastian backs away as Illya disarms the second guard, knocking him aside as the first man counter-attacks. Illya takes the man's rifle, knocks him out. He throws this rifle -- butt first -- at the second man, who is reaching for the other rifle. The rifle catches him on the hand -- Illya lunges for him -- a terrific struggle. The man backs Illya to the cliff -- it looks as though Illya might go over. Illya has a desperate moment -- and he glances to Sebastian, for help.

SEBASTIAN

Violence is your department.  
You'll think of something, I'm sure.

Illya finds an opening, gets the advantage -- and knocks his opponent unconscious.

RESUME

125

SEBASTIAN

Do you think anyone else knows  
we're here?

ILLYA

Perhaps not. Let's hope those two  
won't be missed until evening.

Illya kneels beside the suitcase, opens it. He  
pulls out the motor and various bars and joints  
inside. When this apparatus is assembled -- it  
will be the device that lowers them over the side  
of the cliff. He also pulls out some rope and  
tape, begins to bind and gag the fallen security  
guards. As Illya works:

SEBASTIAN

I must congratulate you on the  
way you handled them.

ILLYA

I couldn't have done it without  
your help, of course.

Sebastian looks over the side of the cliff, steps  
back, dizzily.

SEBASTIAN

By the way...just how are we  
supposed to get to that building?  
It's a sheer drop.

KHARMUSI ESTATE - THEIR P.O.V. (MATTE) - DAY

126

They are directly behind and about four hundred  
yards above the building.

RESUME

127

ILLYA (still tying  
and gagging)

At nightfall, we go over the side.  
And down.

\* On Sebastian's apprehensive reaction:

DIRECT CUT TO:

## INT. KHARMUSI'S STUDY - NIGHT

128

A fairly large room. It has the steel walls, contrasted with the Persian decor. Azalea is to one side of the room, lying on a sofa of pillows, sipping an aperitif. A door panel opens and an ARMED GUARD waits in the corridor as Solo enters. Solo gives Azalea a perfunctory nod, turns to see...

## DESCENDING THRONE - SOLO'S P.O.V.

129

A compartment lowers from the ceiling -- it is, in fact, a small elevator. Inside the elevator chamber is a throne-like chair. Sitting on the chair is Dr. Parviz Kharmusi, the man we met in the Teaser. He nods to Solo as the chamber silently meets the floor. Is that the light of recognition in his eyes? A long beat, then:

KHARMUSI

Mr. Solo, I presume.

FREEZE FRAME:

END ACT TWO

## ACT THREE

FADE IN:

EXT. CLIFF - ANGLE ON ILLYA - NIGHT

130

He turns to Sebastian, nods a signal -- it's time to go. The two men attach metal clips to a wire that runs through a pulley and over to a motorized device. Sebastian indicates that he's ready -- and Illya CLICKS on a hand-held remote control switch.

ANGLE - MOTOR

131

It turns over, begins feeding out the wire.

RESUME

132

Illya and Sebastian take a few backward steps to the cliff -- then go over the side.

ANGLE - CLIFF

133

The two men are lowered down the face of the cliff.

VERY LOW ANGLE - CLIFF

134

For emphasis, we see the two small figures, descending like giant spiders.

CLOSER ANGLE - ILLYA

135

Tense.

CLOSER ANGLE - SEBASTIAN

136

Same.

ANOTHER ANGLE - CLIFF

137

Still going down. And down. And down.

ANGLE - BOTTOM OF CLIFF

138

The two men are lowered to the ground. Illya CLICKS off the remote control device -- they release their clips.

ILLYA

The mountain should put us on the blind side of any radar.

They move across the rugged terrain.

DIRECT CUT TO:

INT. KHARMUSI'S STUDY - NIGHT

139

Kharmusi lights a cigar, gives Solo an enigmatic smile.

KHARMUSI

How fortunate for me that you should appear at this very moment in my life, Mr. Solo. How fortunate, indeed.

SOLO

I am sure our association will be of great mutual benefit, Doctor.

Kharmusi crosses the room to light some incense. He gives Solo a predatory look.

KHARMUSI

I understand all principals benefited from your syndicate financing a certain colonial administration in Africa.

SOLO

Only it was in Southeast Asia -- not Africa.

Kharmusi smiles.

KHARMUSI

My error. In any event, the thermal-prism, once in orbit, will be a weapon that will give the balance of power to whichever country leases the device from us -- with options to buy, of course. We shall be able to command any price, Mr. Solo.

139  
CONT'D  
(2)

SOLO

I would say the profit picture looks very hopeful.

(beat)

Perhaps now I could see the prism for myself -- as well as the results of your preliminary tests.

KHARMUSI

There will be time for that, Mr. Solo.

SOLO

There's time now.

KHARMUSI

Tomorrow, at our leisure, we can review...

SOLO (interrupts;  
businesslike, hard)

If you don't mind, Doctor. I'd like to see it tonight. Tomorrow I must contact my associates in order to place my resources at your disposal. Such arrangements take time and there's little point in wasting any.

KHARMUSI

I dislike being harried -- by you -- Mr. Solo.

SOLO

You'll get used to it.

KHARMUSI

Yes..yes...I am reduced to dealing with businessmen...and an American at that.

SOLO (cagily)

I've heard that your own resources are no longer available.

KHARMUSI

It's true...because of certain tragic instances in my private life. They were all lies, you understand...gross lies... obscene lies.

(becomes distant)

It was a carefully drawn plot against me, I'm certain of that. On the face of it, their allegations were ludicrous. Allegations concerning... proposals I had made, anonymous phone calls to young ladies, students of mine. I'm sure you can see that my enemies will go to any length to discredit me, Mr. Solo.

139  
CONT'D  
(3)

Azalea moves INTO SHOT beside Kharmusi. She wipes his brow.

DR. KHARMUSI

My Azalea is the only one who understands, Mr. Solo.

SOLO

I'm sure of that.

DR. KHARMUSI

A most undemanding woman. A good woman.

Azalea looks at Kharmusi with all of the loyalty of a well-fed cat. There is a BUZZ and the doctor picks up a nearby telephone.

DR. KHARMUSI (into  
phone)

Of course. Immediately.

He cradles the phone, turns to them.

DR. KHARMUSI

A surprise for Mr. Solo. A surprise for us all.

Azalea and Solo look at each other, share the tension. Kharmusi presses a button -- and the hallway door opens.

KHARMUSI

A young lady has attempted to penetrate our security.

(smiles)

Your wife.

Annie rushes into the room, escorted by two armed guards. She gives Solo an enthusiastic kiss.

139  
CONT'D  
(4)

ANNIE  
Hello, darling.

KHARMUSI  
I didn't know that you were married.

SOLO  
One of the benefits of secrecy.  
(to Annie)  
I wasn't expecting you...

ANNIE (whirlwind)  
Of course you weren't.  
(to doctor)  
He never takes me anywhere.  
(extends hand)  
How do you do.

The doctor gives her an appreciative survey.

KHARMUSI  
Doctor Kharmusi, at your service.

ANNIE (to Azalea  
sweetly)  
You must be his kind hearted nurse.

SOLO (leads her to  
door)  
Dr. Kharmusi is the famous scientist,  
my dear -- and as much as I am over-  
whelmed and delighted at your joining  
me here...he and I do have business  
to discuss. I'm sure you'll want to  
go to your room...and rest.

Kharmusi moves to his throne-chair.

KHARMUSI  
If you will please excuse me, Mr.  
Solo. You would no doubt prefer  
the company of your most lovely  
wife for the moment. We can discuss  
business in the morning -- at our  
leisure.

SOLO  
I'd prefer not to wait.



Kharmusi's chamber begins its ascent.

139  
CONT'D  
(5)

KHARMUSI

I insist, Mr. Solo. You would not think me a proper host otherwise. Goodnight.

He disappears into the ceiling. Azalea steps to the door.

AZALEA

This way, please.

Solo takes Annie's arm, propels her to the door.

ANNIE

Alone at last. Just the three of us.

INT. CORRIDOR - DOLLY SHOT - DAY

140

Azalea, Solo and Annie. Solo has a tight grip on Annie's arm. They speak in confidential tones, aware of the guards stationed in the hallway.

SOLO (to Azalea)

He knows something...I have to get to that vault -- now.

AZALEA

It will be extremely dangerous -- they are sure to watch our every move on their monitors.

SOLO

We can't wait.

(indicates Annie)

We'll put her in my room -- then you and I will take a stroll -- as though you were giving me a guided tour.

DOLLY SHOT - SOLO AND ANNIE

141

They are passing a guard, so he speaks through a steely smile.

SOLO

We may all be killed, thanks to you. How did you get here?

ANNIE (smiles back)  
Nothing elaborate. I followed you,  
that's all. Since you're not  
interested in justice, I'll have  
to take matters in my own hands.

141  
CONT'D  
(2)

INT. CONTROL ROOM - SOLO, AZALEA, ANNIE - MONITOR  
P.O.V. - NIGHT

142

We see them walking and talking as though they were  
all very friendly. We can't hear them, however.  
Our CAMERA PANS to include the guards in the control  
room, Kharmusi watching the monitor.

KHARMUSI  
We'll find out what they're up  
to soon enough.  
(a thought)  
This may be a coordinated plan --  
with other elements outside. Put  
all external security on Condition  
Red.

DIRECT CUT TO:

EXT. MOUNTAINSIDE - NIGHT

143

We see searchlights go on -- and play across the  
face of the mountain, covering the area from which  
Illya and Sebastian made their descent.

ANGLE - ILLYA AND SEBASTIAN

144

Noting the lights.

ILLYA (looks at watch)  
Why did they switch them on now  
-- I don't like it.

SEBASTIAN  
You can worry about that later  
-- let's keep moving.

ILLYA (cool)  
If you're in a hurry -- don't wait  
for me. Go on ahead. I'll meet  
you on the other side of the mine  
field.

Sebastian is momentarily chastened -- he can't move without Illya.

144  
CONT'D  
(2)

SEBASTIAN (bitterly  
polite)  
After you.

Illya moves on.

ANOTHER ANGLE

145

They walk a few feet, then Illya stops short. He takes a detector device from a vest pocket. He holds it in front of him.

INSERT - DEVICE

146

A flashing light.

RESUME

147

Illya pockets the device.

ILLYA  
I thought so. Sequence mines.

Illya takes out a small aerosol can, sprays the soles of his shoes. Sebastian watches with curiosity as Illya takes out the mine device again, moves onto the field.

ANGLE - ILLYA'S FEET

148

Carefully, one in front of the other.

ANGLE - ILLYA

149

Concentration.

INSERT - DEVICE

150

It flashes on.

ANGLE - FOOT	151
About to touch the ground, it turns aside, steps to the side.	
ANGLE - SEBASTIAN	152
Watching.	
ANGLE - ILLYA'S FEET	153
Stepping around another spot.	
ANGLE - ILLYA	154
He stops, turns to look at...	
SEBASTIAN - ILLYA'S P.O.V.	155
What does he want him to do?	
ANGLE - ILLYA	156
He signals Sebastian to join him.	
ANGLE - SEBASTIAN	157
He has to be kidding.	
WIDER ANGLE - ILLYA AND SEBASTIAN	158
To emphasize the distance between them.	
ILLYA Your goggles.	
ANGLE - SEBASTIAN	159
He puts them on, looks to the ground.	

FOOTSTEPS - SEBASTIAN'S P.O.V.

160

Now he can see a trail of phosphorescent footsteps for him to follow.

ANGLE - SEBASTIAN

161

We can't see the steps now, but we notice the way he steps precisely onto the trail. Our CAMERA PANS with him to include Illya. Illya is slipping on a pair of rubber gloves. Sebastian removes the goggles, looks over to the estate building, o.s.

ESTATE BUILDING - SEBASTIAN'S P.O.V.

162

Several yards away.

SEBASTIAN (sotto, v.o.)  
They don't seem to have any  
security lights in this area.

RESUME - ILLYA AND SEBASTIAN

163

Illya holds the device over the bed of rocks ahead of them.

ILLYA

They probably keep it darkened  
deliberately -- to make it easier  
for an intruder to move into their  
security devices.

(notes rock)

Here's another one.

Sebastian examines it.

SEBASTIAN

Copper.

ILLYA

The most efficient conductor of  
electricity, of course. These  
rocks are probably highly charged.

Illya takes a small metal piece from his vest,  
tosses it onto the rocks.

ANGLE - ROCKS

164

The metal lands, quickly consumed in sparks and smoke.

RESUME - ILLYA AND SEBASTIAN

165

They take out a pair of rubber shoe covers, slip them on. Our CAMERA DOLLIES with them as they move across the area.

DIRECT CUT TO:

INT. CORRIDOR

166

Another of the steel corridors, this one lined with paintings, as in an art gallery. Azalea leads Solo past a guard.

AZALEA

This is the doctor's collection of original Ghaemenows -- modern miniatures. From the Caspian sea area.

INT. CONTROL ROOM - SOLO AND AZALEA - MONITOR P.O.V. 167

Our CAMERA PULLS BACK to reveal a guard watching them. He turns to his partner, shrugs as though not much is happening.

AZALEA (filtered

v.o.)

He is the most celebrated artist in all of Persia.

DIRECT CUT TO:

EXT. ESTATE BUILDING - ILLYA AND SEBASTIAN - NIGHT

168

Crouching a few yards from the building, removing their rubber shoe covers. We HEAR FOOTSTEPS, o.s. Illya and Sebastian quickly move to the building, flatten against it. The SOUND of the FOOTSTEPS becomes louder, Illya takes out his U.N.C.L.E. Special. The SOUND becomes louder, then begins to fade. Illya and Sebastian are puzzled - they certainly didn't see anyone. Illya turns to the building, nods to Sebastian.

ILLYA  
A loudspeaker. It's just a recording.  
(beat)  
Automation.

168  
CONT'D  
(2)

Illya takes the nylon rope from his shoulder, attaches a large, flat magnet. Illya throws the end of the rope over the edge of the building.

EXT. ESTATE ROOF - ANGLE ON MAGNET - NIGHT

169

The magnet lands on the metal surface, holds.

RESUME - ILLYA AND SEBASTIAN

170

Illya quickly moves up the knotted rope, Sebastian follows him.

EXT. ROOF

171

The two men slide onto the top of the building, Illya looks at his watch.

ILLYA  
We'll wait here for Solo's signal.

DIRECT CUT TO:

INT. CORRIDOR - NIGHT

172

Solo and Azalea step from around a corner. They move over to where WE SEE a heavy door blocking the corridor. A guard stands by the door.

SOLO  
End of the road?

AZALEA  
This is the vault room, Mr. Solo.  
No one is allowed in there. Only  
Dr. Kharmusi can open the door.

INT. CONTROL ROOM - NIGHT

173

The two guards are watching.

GUARD (into mike)  
They're at the vault now, Doctor.

CLOSE ANGLE - SOLO

174

This isn't on the monitor, so the guards don't see Solo taking the communicator and slipping it behind the guard, onto the vault door.

WIDER ANGLE - SOLO AND AZALEA

175

They move away from the door.

AZALEA  
Perhaps you'd like to see the Doctor's collection of poison mushrooms.

SOLO  
Yes, I'd like that.

Our CAMERA DOLLIES in on the communicator.

DIRECT CUT TO:

EXT. ROOF - ILLYA AND SEBASTIAN - NIGHT

176

We HEAR the BEEP-BEEP coming in on his communicator. He moves across the roof, homing in on the sound. He stops when he finds a spot where the beep-beep is LOUDEST and MOST FREQUENT.

ILLYA  
The safe is somewhere directly beneath us.

Illya quickly removes items from the vest -- drills, suction devices, etc. He takes a self-contained air drill, quickly cuts a circle two and one-half feet in diameter. Using the suction device, he lifts the circle from the roof. He points at the hole.



INSERT - WIRING

177

A maze of electrical wiring.

RESUME - ILLYA AND SEBASTIAN

178

Illya removes more equipment from his belt.

ILLYA

I'll have to recircuit these alarm systems.

SEBASTIAN

I'll take over from here. This system is based on a circuit design that I invented.

He takes a pair of pliers, goes to work.

DIRECT CUT TO:

INT. SOLO'S ROOM - ANNIE - DAY

179

In her negligee, she crosses the room to where her suitcase is on a stand. Making a decision, she opens the suitcase.

ANGLE - SUITCASE

180

She opens a secret panel, removes a revolver.

RESUME - ANNIE

181

She keeps the gun behind her back, then summons her resolve. She presses an inter-com button.

SNNIE

I'd like to speak to Dr. Kharmusi, at once.

A tapestry-covered panel beside her ZIPS OPEN -- Dr. Kharmusi steps into the room. She keeps the gun out of sight.

ANNIE

That was quick. I didn't know Doctors still made house calls.

KHARMUSI

I had been there for some time.  
Admiring. What may I do for you?

181  
CONT'D  
(2)

Annie grabs a short mini-skirt or something similar,  
puts it on quickly.

ANNIE

Since everyone else is making deals  
-- I'd like to make one with you.  
An information exchange, actually.

KHARMUSI

I would hesitate to deny you.

ANNIE

Alright. I'm not Solo's wife --  
and he's a spy.

KHARMUSI

Yes, I know.

ANNIE

You do?

KHARMUSI

Now what may I offer you?

ANNIE

Luther Sebastian. Where is he?

KHARMUSI

Sebastian...not having met the  
gentleman, I'm sure I couldn't  
say...

(thoughtfully)

but I would imagine that Mr. Solo  
would know.

Kharmusi turns for the door. She takes out the gun.

ANNIE

You answered my question.  
But I don't like the answer.

KHARMUSI

I'm sorry.

ANNIE

I'm not afraid to use this.

KHARMUSI

Please do.

7-11-67 P.50

She has the gun aimed at him -- she points it aside and pulls the trigger. CLICK.

181  
CONT'D  
(3)

KHARMUSI

We detected that weapon when you entered the building -- it's since been unloaded.

She pulls the trigger again. CLICK. CLICK. CLICK.

KHARMUSI

Shall we go and see what Mr. Solo can tell us?

DIRECT CUT TO:

INT. CORRIDOR - SOLO AND AZALEA

182

Walking down the corridor as the ALARMS go on. A guard comes INTO SHOT from around a corner in the b.g., unholsters his gun. Solo and Azalea back away, quickly move around a corner and onto another corridor. TWO MORE GUARDS move INTO SHOT to join the first man -- they all pursue Solo and Azalea.

DIRECT CUT TO:

INT. CONTROL ROOM

183

Two men at the control panel, Kharmusi and Annie. They are watching the monitors.

MONITORS - THEIR P.O.V.

184

Solo and Azalea running down a corridor.

ANGLE - KHARMUSI

185

KHARMUSI

Switch to Alternate G.

DIRECT CUT TO:

INT. CORRIDOR - SOLO AND AZALEA

186

A panel ZIPS shut in front of them -- and then a panel ZIPS open beside them -- showing them another corridor. The couple quickly moves off down this corridor.

DIRECT CUT TO:

INT. CONTROL ROOM

187

ANNIE

What are you doing?

KHARMUSI

Maneuvering, my dear.

(to men)

Alternates 10 to 15.

DIRECT CUT TO:

INT. CORRIDOR - SOLO AND AZALEA

188

Another panel slides shut in front of them -- a panel to the side opens -- they move off down the new corridor.

INT. ANOTHER CORRIDOR - SOLO AND AZALEA

189

Solo is puzzled by these corridor changes, not sure what to make of it. Suddenly, a wall ZIPS shut in front of them. Solo moves close to the wall, as if to examine it. Then, another wall behind them ZIPS shut, enclosing them in a small compartment.

KHARMUSI (filtered,

v.o.)

Now, Mr. Solo. A few questions.

And, if you please, a few answers.

INT. CONTROL ROOM - ANGLE ON KHARMUSI

190

Into a mike.

KHARMUSI

A young lady here would like to find one Luther Sebastian. Who is he -- and when may I expect him?

190  
CONT'D  
(2)

SOLO (filtered,  
v.o.)  
Difficult questions, doctor.

KHARMUSI

Then you must consider the answers carefully, Mr. Solo.

(to men)

Turn on the sand.

RESUME - SOLO AND AZALEA

191

Sand begins to pour into the small compartment.

KHARMUSI (filtered,  
v.o.)  
Let me know if anything comes to mind.

RESUME - KHARMUSI

192

He lays the mike aside, turns to Annie.

KHARMUSI

Water is a precious commodity in the desert -- so we converted this device to sand.

(to men)

Check all alarm circuits.

GUARD

Everything negative, sir.

Kharmusi looks at the monitor.

MONITOR - KHARMUSI'S P.O.V.

193

For the moment, Azalea is positioned so that she dominates the screen.

RESUME - KHARMUSI

194

He looks away, pained, to Annie.

KHARMUSI

I should have known never to  
trust a woman who's always on  
time -- it indicates a much  
deeper problem.

FREEZE FRAME:

END ACT THREE

## ACT FOUR

FADE IN:

EXT. ESTATE ROOF - ILLYA AND SEBASTIAN - NIGHT 195

Illya uses his suction device to remove another circle of metal. This is the last obstacle -- and now we can HEAR the ALARMS coming from a room directly beneath them.

SEBASTIAN

We didn't set off that alarm.

ILLYA

Solo...

Illya lowers himself through the hole in the roof.

INT. SUPPLY ROOM - NIGHT 196

Illya drops down into the room, moves to the hallway door and peers outside. Sebastian drops down into the room.

CORRIDOR - ILLYA'S P.O.V. 197

Several guards hurry by -- our CAMERA ZOOMS IN on a small disc high on the wall.

RESUME - ILLYA AND SEBASTIAN 198

Illya takes out his air drill, examines a wall.

ILLYA

They have monitors in the hallway.  
We'll have to find the circuits.

He cuts into the wall with his drill.

DIRECT CUT TO:

INT. HALLWAY COMPARTMENT - SOLO AND AZALEA

199

The sand is to their waistlines.

KHARMUSI (v.o.)

Time is running out, Mr. Solo.

INT. CONTROL ROOM

200

Solo and Azalea are on the monitor, Kharmusi and Annie watching. ALEX, a guard, enters.

ALEX

Pardon me, sir. But our ten o'clock security check revealed two of our men found unconscious on the perimeter of the estate.

KHARMUSI

Why wasn't this reported to me earlier?

ALEX

We were investigating...and...ah ...we didn't want to disturb you until we had found something conclusive.

KHARMUSI

Of course. Anyone can make a mistake.

He hands the man a pill. Alex holds up the pill, blanches, but dutifully swallows it. He falls to the floor, dead. Annie gasps.

KHARMUSI

But not just anyone can work for me.

GUARD (o.s.)

Sir.

Our CAMERA PANS with Kharmusi as he moves to the guard at the monitor control panel. We see that three of the monitors have blanked out.

GUARD

The monitor system has gone out in Section Five, sir.

DIRECT CUT TO:



INT. CORRIDOR - DAY

201

Illya and Sebastian come around a corner, our CAMERA PANS with them as they move to the vault door. Illya takes the guard out, removes the honing communicator from the door, looks about. He sees a trapdoor -- quickly moves to it. With his hand drill he quickly cuts the lock, opens it. Sebastian follows him down through the door. They pull the unconscious guard after them. Illya closes the door -- at that moment we see two guards come around the corner. The two guards look about, don't see anything unusual.

1ST GUARD

Wait here.

The 1st Guard moves off.

INT. UTILITY TUNNEL

202

Dark. Then Illya switches on a hand light -- the two men crawl a few feet on their hands and knees -- until Illya points to a spot on the floor. Illya takes his air drill, cuts the metal panel below them. He uses his suction device to pull it up. Illya points his flashlight down into --

INT. VAULT ROOM - NIGHT

203

An empty steel room. Part-way up a wall is the face of a safe, a few feet in diameter. Illya is standing in the utility tunnel above. He plays his flashlight about the room, steps back.

INT. UTILITY TUNNEL

204

Illya crouches beside Sebastian, takes off his utility vest.

ILLYA

The walls are sensitized. So's the floor. Drop so much as a feather and you'll hear nothing but alarms.

SEBASTIAN

What about the face of the safe?

ILLYA (a beat)  
The same.

204  
CONT'D  
(2)

DIRECT CUT TO:

INT. HALLWAY COMPARTMENT - SOLO AND AZALEA - NIGHT 205

The sand is now chest-high. Solo is trying to explore the walls for some possibility of escape.

KHARMUSI (v.o.)  
There's only one way out, Mr.  
Solo. Tell me: who is this  
Luther Sebastian?

DIRECT CUT TO:

INT. UTILITY TUNNEL - SEBASTIAN 206

He watches Illya attach a nylon rope to a magnet, attach the magnet to the ceiling of the tunnel, let the rope down.

INT. VAULT ROOM 207

The rope is lowered to within a foot or so of the floor, quite close to the safe.

INT. UTILITY TUNNEL - ILLYA AND SEBASTIAN 208

Sebastian takes hold of the rope.

SEBASTIAN  
I think I can manipulate the  
tumblers from the outside with  
electromagnets.

Sebastian starts down the rope.

INT. VAULT ROOM 209

Sebastian quickly climbs down hand-over-hand, until he's hanging a few feet from the safe face.

He entwines his legs around the rope, getting a strong foothold.

209  
CONT'D  
(2)

CLOSER ANGLE - SEBASTIAN

210

He removes the small electromagnets from his vest. There is a screwdriver attached to the vest. He accidentally brushes against it -- and it falls from the vest. Sebastian desperately grabs for it -- and gets it in the nick of time.

211 OUT

ANGLE - ILLYA ABOVE

212

He reprimands Sebastian with a look.

ANGLE - SEBASTIAN

213

Sweating. He turns to face the safe. Leaning close to the face of the safe without touching it, he holds the magnets, making circles over the face of the safe -- listening closely for the sound of the tumblers.

INTERCUT - ILLYA

214

Restless.

ILLYA  
I'll be back in a few minutes.

SEBASTIAN  
Where do you think you're going?

ILLYA  
Napoleon may need some assistance.

SEBASTIAN  
That's his problem.

ILLYA  
I'll be back.

He disappears through the opening above.

ANGLE - SEBASTIAN

215

He returns to the delicate work of manipulating the  
tumblers.

INT. CORRIDOR - TRAP DOR POV - NIGHT

216

Dark. Then we see the corridor view as the trap door  
opens. Directly ahead we see a pair of boots - facing  
away from us. Illya's hands come INTO SHOT - grab  
the boots by the ankles - yank hard.

ANGLE - GUARD

217

Taken by surprise, he falls.

WIDER ANGLE

218

Illya opens the trap door further, pulls the guard  
feet first into the tunnel.

DIRECT CUT TO:

INT. HALLWAY COMPARTMENT - SOLO AND AZALEA - NIGHT

219

The sand is to their necks.

KHARMUSI (v.o.)  
Your final opportunity, Mr. Solo.

219  
CONT'D  
(2)

INT. CONTROL ROOM - MONITOR POV - NIGHT

220

OUR CAMERA PANS from Solo and Azalea on the screen --  
to INCLUDE Annie and Kharmusi. A GUARD enters.

GUARD

The monitor circuits in Section Five  
have been cut, sir -- and there's  
a hole in the roof...

KHARMUSI

Seal off all exits. I'm going to  
Section Five.

Annie stops him.

ANNIE (indicates Solo)

I don't think he's going to talk.

KHARMUSI

I don't either.

ANNIE

Turn off the sand.

He turns to her.

ANNIE

You're not going to let him die...

KHARMUSI (with the  
appearance of surprise)

But that's exactly what I'm going  
to do.

Annie numbed -- she really doesn't know what to say.

KHARMUSI

That's why I'm a successful scientist...  
and he's going to be a dead spy.

ANNIE

Then... why am I still alive?

KHARMUSI

We'll discuss that later. Privately.

He exits, leaving Annie overwhelmed by her environment.  
She looks at the monitor.

MONITOR - ANNIE'S POV

221

Sand up to the chin line.

DIRECT CUT TO:

INT. VAULT ROOM - ANGLE ON SEBASTIAN - NIGHT

222

Intense. He listens to the tumblers. We HEAR a CLICK. The safe door pops open a half inch. Sebastian smiles, cautiously pries open the door -- careful not to touch the front of the safe. Sebastian's face drops as he sees...

SAFE - SEBASTIAN'S POV

223

Another, smaller safe inside.

RESUME - SEBASTIAN

224

Annoyed. He takes a complicated-looking device -- and attaches it to the face of this safe. The device blinks, whirrs. Sebastian moves it about the safe -- and the door pops open. Sebastian opens the door fully to see...

SAFE - SEBASTIAN'S POV

225

Yet another, much smaller safe inside.

RESUME - SEBASTIAN

226

Angry.

DIRECT CUT TO:

INT. CONTROL ROOM - MONITOR POV - SOLO AND AZALEA - NIGHT

227

The guards are busy watching the monitors -- one of them has a gun on Annie. Ilyia slips in quietly

behind them from the hallway. He notes Annie -- and sees the monitors. He moves in behind the guard that's covering the girl, quickly disarms him -- keeps the drop on the others.

227  
CONT'D  
(2)

ILLYA (indicates  
Solo on monitor)  
Either you turn that off --

They hesitate. Illya cocks his gun.

ILLYA  
-- Or I turn you off.

ANNIE  
It's that green knob. That one.

Illya signals her to it. She dashes to the control panel, turns the green knob.

INT. HALLWAY COMPARTMENT - SOLO AND AZALEA - NIGHT 228

Their eyes widen as they HEAR a rumbling.

INT. HALLWAY

229

One of the panels that enclose them recedes into the wall -- sand, Solo and Azalea spill out into the hallway.

DIRECT CUT TO:

INT. CONTROL ROOM

230

One of the guards leaps for Illya -- Illya knocks him aside -- another man goes for his gun -- Illya FIRES, the man FIRES wildly as he's hit -- his shot hits the control board -- there is a display of smoke and sparks. Another guard reaches for a gun -- Annie trips him -- and Illya knocks him into another section of the control board -- the man is engulfed in more smoke and sparks. The lights in the room FLASH OFF and ON. We HEAR SIRENS.

ANNIE  
Please take me with you.

Illya hesitates -- who is she?

230  
CONT'D  
(2)

ANNIE  
I'm a... friend of Mr. Solo's.  
Please.

She takes Illya's hand -- and they run out the door.

DIRECT CUT TO:

INT. SUPPLY ROOM - NIGHT

231

Kharmusi and his men are inspecting the damage caused by Illya -- they HEAR the ALARMS. They hurry from the room.

DIRECT CUT TO:

INT. CORRIDOR

232

Illya and Annie move down this corridor -- a GUARD comes INTO SHOT. He gets OFF a SHOT which ricochets near Illya's head. Illya FIRES almost simultaneously, wounding him. Illya leads Annie around a corner.

INT. ANOTHER CORRIDOR

233

Illya and Annie hurry down this corridor. They approach another corner, Illya signals Annie to flatten against the wall -- someone is coming.

ANGLE - ILLYA

234

He wheels around the corner -- OUR CAMERA PANS with him to INCLUDE Solo. Illya and Solo have their revolvers aimed at each other. Both men then simultaneously see something, over the other's shoulder, o.s. They FIRE past each other.

ANGLE - PAST SOLO

235

A GUARD goes down.



ANGLE - PAST ILLYA

236

Another GUARD goes down.

RESUME

237

ILLYA  
I brought your friend.

SOLO (dry,  
to Annie)  
Swell.  
(to Illya)  
Where's Sebastian?

DIRECT CUT TO:

INT. VAULT ROOM - ANGLE ON SEBASTIAN - NIGHT

238

He uses an acid gun on the safe (Type A acid gun).  
After several long, agonized moments, it opens.  
Sweating, he turns the handle -- then reaches  
inside and removes a carrying case. He opens it.

INSERT - PRISM

239

Inside the carrying case -- it gleams, even in the  
dark.

RESUME - SEBASTIAN

240

He blinks at the light, closes the case. He at-  
taches the case to his belt, closes the first vault  
door.

ANGLE - FLOOR

241

A piece of metal hits the floor -- and we HEAR  
AN ALARM.

ANGLE - SEBASTIAN

242

Startled, as the lights GO ON. He looks to see...

KHARMUSI - SEBASTIAN'S POV

243

By the open vault door, his two men have their weapons aimed at Sebastian.

KHARMUSI

You may come down now.

ANGLE - SEBASTIAN

244

He starts down the rope, sees...

SOLO AND ILLYA - SEBASTIAN'S POV

245

Coming toward the vault door -- the two women behind them.

RESUME - SEBASTIAN

246

He swings forward on the rope, leaping onto one of the guards.

WIDER ANGLE

247

Solo and Illya enter, knock aside the remaining guard. Illya pulls the first guard from Sebastian.

ANGLE - SEBASTIAN

248

He takes the guard's gun, turns to FIRE.

ANGLE - KHARMUSI

249

Hit, he falls against the wall.

WIDER ANGLE

250

Illya grabs the gun from Sebastian, throws him against a wall. Azalea rushes to Kharmusi.

ILLYA

Violence is our department. Remember.

SEBASTIAN

Look at the positive side -- he'll never build another thermal-prism.

ANGLE - KHARMUSI AND AZALEA

251

He looks at her, glazed. She takes his chin in her hand, forcefully.

AZALEA

Are you dying?

He doesn't respond, so she yanks harder on his chin -- pulling his face closer.

AZALEA

Are you?

He smiles at her -- then looks away, glassy-eyed.

WIDER ANGLE

252

Azalea lets him slide to the floor, stands to face the others.

AZALEA

By special surgery, a tiny transmitter was implanted in his heart. When his heart stops -- an auto-destruct mechanism is activated -- and the building will explode. He said to me -- many times -- "You can take it with you."

They look to each other -- then to Kharmusi.

CLOSE ANGLE -- KHARMUSI

253

The smile fades from his face -- the room goes RED, as his heart stops.

RESUME - WIDER ANGLE

254

The RED LIGHT FLASHES OFF AND ON.

AZALEA

The auto-destruct.

ILLYA

How do we get out of here?

SOLO (to Azalea)

You can drive.

They all quickly move OFF, out into the corridor.

ANGLE FROM ABOVE

255

Kharmusi on the floor, the vault door open -- the RED LIGHT FLASHING OFF AND ON.

DIRECT CUT TO:

INT. GARAGE ROOM -- NIGHT

256

A panel ZIPS OPEN -- Solo, Azalea, Iliya, Sebastian and Annie hurry into the small steel room where Azalea's sports car is parked. They all squeeze into the car -- a panel ZIPS OPEN in front of them, the car ROARS out of shot.

DIRECT CUT TO:

EXT. ESTATE ROAD - NIGHT

257

A low barricade bar blocking the road -- OUR CAMERA PANS to INCLUDE Azalea's car -- it SMASHES through the barricade -- OUR CAMERA PANS with the car, holding on TWO GUARDS, mounted on motorcycles. They pursue the car.

ANGLE - ROAD

258

The car swerves around a corner, the motorcycles following.

ANGLE - SOLO AND AZALEA

259

They look back to see....

KHARMUSI ESTATE - THEIR POV (STOCK)

260

It EXPLODES in flame.

ANGLE - ROAD

261

The car heads up a mountain road, the motorcycles following.

CLOSE - MOTORCYCLES

262

WE CAN SEE the machine guns mounted on the sides of the cycles. THEY FIRE.

ANGLE - CAR

263

It curves around a corner as the tracer bullets hit the pavement behind it.

HELICOPTER POV - ROAD

264

Winding around the mountain - from here WE SEE that the car is always one curve ahead of the motorcycles - WE HEAR the SOUND of the machine guns.

ANGLE - FAVOR CAR - (PROCESS)

265

Everyone in the car ducks - WE SEE the motorcycles behind them FIRE. Azalea hits the wheel, hard. WE SEE the motorcycles left behind the curve.

EXT. BEACH ROAD - NIGHT

266

The car comes around a corner, followed by the motorcycles. The motorcycles FIRE.

CLOSE ANGLE - CAR

267

Bullets cut into the trunk of the car.

EXT. COVE AREA

268

A cabin cruiser is tied to a nearby dock. The car comes to a dead end, SCREECHES to a halt. Everyone leaps from the car, dives for cover. Machine gun bullets ZIP into the ground.

ANGLE - MOTORCYCLES

269

Approaching, FIRING. Suddenly, two grenades land in front of the cycles, EXPLODING. The cyclists are blown from their motorcycles.

RESUME - GROUP

270

Coming out from their cover, puzzled. They see something, o.s.

MEN - THEIR POV

271

Two young men, both with stark-white hair, come out of hiding to examine the fallen cyclists.

RESUME - GROUP

272

Two more men - both with white hair - come up behind Solo and Illya - they have the U.N.C.L.E. agents covered. One of these is CARL, the leader of these "mystics" that we met in the temple in Act One. Sebastian joins them, disarms Solo and Illya. The men tie their hands behind their backs, throughout:

SEBASTIAN

Very good, Carl.

SOLO (wry)

I -- think I have a number of questions.

SEBASTIAN (smiles)

Just one, really: What am I doing?  
And the answer, Mr. Solo, is that  
I'm keeping the thermal-prism for  
myself. After all, I planned this  
entire expedition. I couldn't get  
inside the Kharmusi estate with my  
personnel -- so I quite naturally  
agreed to let U.N.C.L.E. do the job  
for me. You get the general idea,  
I'm sure.

SOLO

I'm afraid so. You arranged every-  
thing very carefully -- even having  
the right safe in the vault -- so  
that we'd be sure and recruit you.

Azalea moves INTO SHOT, smiling.

SEBASTIAN

Azalea handled that for me.

AZALEA

Credit where credit is due -- we  
couldn't have done it without your  
help.

SEBASTIAN

Put them on the boat.

ANOTHER ANGLE

273

They move onto the boat. The henchmen tie Solo,  
Illya and Annie back-to-back to the rear of the  
cabin cruiser's open deck. Throughout:

SOLO

Your plan is somewhat incomplete,  
Sebastian. You realize that the  
prism is only marginally effective  
-- unless it's in orbit.

ILLYA

And you'll have to do that on your  
own. I don't think we'd be inter-  
ested in helping you.

SEBASTIAN

I've taken that into consideration.  
(to Solo)  
You remember these gentlemen, Mr.  
Solo -- the disciples of the THIRD  
WAY.

273  
CONT'D  
(2)

AZALEA

The white hair was my idea -- a sign  
of fealty.

SEBASTIAN

Azalea is our High Priestess.

SOLO

She should be.

ILLYA

Assuming that you can get the prism  
into orbit -- what then?

SEBASTIAN

The THIRD WAY will demand a national  
homeland for its followers -- and we  
will control the balance of power in  
the world.

Annie can't keep quiet any longer.

ANNIE

You know what I think. I think  
you're strange. Really strange.

Sebastian gags her with a handkerchief in the mouth.

SEBASTIAN

I don't know who you are -- but I  
have a feeling you probably deserve  
whatever happens to you.

He looks to the bay.

EXT. SHIP - SEBASTIAN'S POV - (STOCK) - NIGHT

274

A mile away.

RESUME

275

Carl is standing by the controls. Sebastian sig-  
nals him -- he starts the engine. The other men  
have finished tying the trio -- they go about the  
business of releasing the mooring lines.



SEBASTIAN  
Your contact ship is out there.  
We'll deliver you to them.

275  
CONT'D  
(2)

SOLO  
I wouldn't suppose that this boat  
has been rigged to explode.

SEBASTIAN (pleasantly)  
Wouldn't you? I would.

He steps off the boat. Carl pulls out the throttle  
-- then leaps to the dock.

WIDER ANGLE

276

The cabin cruiser heads off across the bay.

EXT. CABIN CRUISER

277

Illya and Solo struggle with their bonds.

EXT. CONTACT SHIP DECK - NIGHT

278

Waverly stands on the deck with the CAPTAIN. A  
HELIOGRAPH OPERATOR stands beside them. The Cap-  
tain passes his binoculars to Waverly. Waverly  
looks through the glasses.

CABIN CRUISER - BINOCULAR POV

279

Heading for the ship, some distance away.

RESUME

280

The Captain nods to the Heliograph Operator -- who  
flashes a signal.

EXT. CABIN CRUISER DECK - NIGHT

281

Solo and Illya are still struggling with the bonds.

RESUME - WAVERLY AND CAPTAIN

282

CAPTAIN  
There's no reply.

WAVERLY  
Something must have gone wrong.

CAPTAIN  
It's on a collision course, Sir.

WAVERLY  
Can we alter our position?

CAPTAIN  
Not enough time, Sir. Shall I  
order the boat destroyed?

Waverly hesitates for a beat. Then:

WAVERLY  
Yes.

The Captain turns.

CAPTAIN (ordering)  
Prepare torpedo launch. Fire One.

EXT. TORPEDO LAUNCH - (STOCK) - NIGHT 283

A torpedo is fired from the deck of the ship.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT 284

The torpedo spins through the water.

EXT. CABIN CRUISER 285

Solo pulls free from the ropes that bind them to  
the deck. His hands are still tied behind his back  
as he looks o.s.

CONTACT SHIP - SOLO'S POV 286

Getting closer.

RESUME - SOLO

287

He looks to see...

TORPEDO - SOLO'S POV

288

Heading for the cruiser.

RESUME - SOLO

289

He moves over to the controls. They are secured - and with his hands tied behind him, he can't move them -- try as he may.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT

290

Closer still.

RESUME - SOLO

291

He bends down, tries to free the securing wheel ropes. He falls to one knee -- looks at o.s. Illya.

ILLYA - SOLO'S POV

292

Anxious.

RESUME - SOLO

293

He shakes his head -- he can't do it.

EXT. TORPEDO - (UNDERWATER STOCK - NIGHT

294

Getting closer and closer until we...

FADE OUT:

END PART I

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

THE PRINCE OF DARKNESS AFFAIR

Part II

Prod. #8477

A  
TRO-GOLDWYN-MAYER  
TELEVISION  
Presentation  
Produced by  
PRODUCTIONS, INC.

Executive Producer:  
Norman Felton

Producer:  
Anthony Spinner

Written by:  
Dean Hargrove

August 2, 1967

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

The Prince of Darkness Affair

Part II

Prod. #8477

Script dated: August 2, 1967

Name changes:

Please change LYNDIA SEBASTIAN to LAURA SEBASTIAN.

Please change the surname AKBAR to AKSOY. This applies, of course, to all the brothers.

Please change MISS AUSTRALIA, whose name is never mentioned in dialogue, to MISS ZALAMAR in credits.

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

The Prince of Darkness Affair

Part II - Prod. #8477

FADE IN:

EXT. HELICOPTER - (STOCK) - NIGHT

295

WHIRRING across the night sky.

INT. HELICOPTER - NIGHT

296

Waverly sits beside the PILOT. Waverly takes out his communicator.

WAVERLY

New York Control, please. This is  
Number One, Section One.

ZIP PAN TO:

EXT. NEW YORK - U.N.C.L.E. HEADQUARTERS - (STOCK) - NIGHT 297

As usual.

INT. U.N.C.L.E. HEADQUARTERS - COMMUNICATIONS ROOM - NIGHT 298

Lisa at the microphone.

LISA

We confirm your position over the  
Persian Gulf, Sir.

RESUME - WAVERLY 299

WAVERLY

Have you heard anything from Mister  
Kuryakin?

RESUME - LISA 300

LISA

RESUME - WAVERLY

301

WAVERLY

He should have left the Kharmusi estate by now, if everything went according to schedule. I'm proceeding on to the contact ship -- I'll wait for him there.

RESUME - LISA

302

LISA

We'll relay to you the moment we hear from him, Sir.

She switches off.

ZIP PAN TO:

(NOTE: Scenes 303-324 inclusive are identical to -- and reprises of -- Scenes 273-294 in Part One)

EXT. CABIN CRUISER

303

The henchmen tie Solo, Illya and Annie back-to-back to the rear of the cabin cruiser's open deck.  
Throughout:

SOLO

Your plan is somewhat incomplete, Sebastian. You realize that the prism is only marginally effective -- unless it's in orbit.

ILLYA

And you'll have to do that on your own. I don't think we'd be interested in helping you.

SEBASTIAN

I've taken that into consideration.  
(to Solo)  
You remember these gentlemen, Mr. Solo - the disciples of the THIRD WAY.

AZALEA

The white hair was my idea - a sign of fealty.

SEBASTIAN

Azalea is our High Priestess.

SOLO

She should be.

ILLYA

Assuming that you can get the prism  
into orbit - what then?

303  
CONT'D  
(2)

SEBASTIAN

Then the THIRD WAY will demand a  
national homeland for its followers  
- and we will become the balance of  
power in the world.

Annie can't keep quiet any longer.

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you're strange. Really strange.

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I don't know who you are - but I  
have a feeling you probably deserve  
whatever happens to you.

He looks to the bay.

EXT. SHIP - SEBASTIAN'S POV - (STOCK) - NIGHT

304

A mile away.

RESUME

305

Carl is standing by the controls. Sebastian sig-  
nals him - he starts the engine. The other men  
have finished tying the trio - they go about the  
business of releasing the mooring lines.

SEBASTIAN

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has been rigged to explode.

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Wouldn't you? I would.

He steps off the boat. Carl pulls out the throttle  
- then leaps to the dock.



WIDER ANGLE

306

The cabin cruiser heads off across the bay.

EXT. CABIN CRUISER

307

Illya and Solo struggle with their bonds.

EXT. CONTACT SHIP DECK - NIGHT

308

Waverly stands on the deck with the CAPTAIN. A HELIOGRAPH OPERATOR stands beside them. The Captain passes his binoculars to Waverly. Waverly looks.

CABIN CRUISER - BINOCULAR POV

309

Heading for the ship, some distance away.

RESUME

310

The Captain nods to the Heliograph Operator - who flashes a signal.

EXT. CABIN CRUISER - NIGHT

311

Solo and Illya are still struggling.

RESUME - WAVERLY AND CAPTAIN

312

CAPTAIN

There's no reply.

WAVERLY

Something must have gone wrong.

CAPTAIN

It's on a collision course.

WAVERLY

Can we alter our position?

CAPTAIN  
Not enough time, Sir. Shall I  
order the boat destroyed?

312  
CONT'D  
(2)

Waverly hesitates for a beat. Then:

WAVERLY  
Yes.

The Captain turns.

CAPTAIN (ordering)  
Prepare torpedo launch. Fire One.

EXT. TORPEDO LAUNCH - (STOCK) - NIGHT

313

A torpedo is fired from the deck of the ship.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT

314

The torpedo spins through the water.

EXT. CABIN CRUISER

315

Solo pulls free from the ropes that bind them to  
the deck. His hands are still tied behind his back,  
however, as he looks o.s.

CONTACT SHIP - SOLO'S POV

316

getting closer.

RESUME - SOLO

317

He looks to see...

TORPEDO - SOLO'S POV - (STOCK)

318

heading for the cruiser.

RESUME - SOLO

319

He moves over the controls. They are secured - and with his hands tied behind him, he can't move them - try as he may.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT

320

closer still.

RESUME - SOLO

He bends down, tries to free the securing wheel ropes. He falls to one knee, looks at o.s. Ilyia.

ILLYA - SOLO'S POV

322

Anxious.

RESUME - SOLO

323

He shakes his head - he can't do it.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT

324

perilously close.

ANGLE - ILLYA

325

An idea.

ILLYA  
The propeller.

ANGLE - SOLO

326

Catching on, he leaps for the rear of the boat - turns around and lowers his bound arms into the water near the propeller.

EXT. BOAT - PROPELLER AND SOLO'S ARMS - (UNDERWATER) 327

The blades cut through the ropes.

RESUME - SOLO 328

He quickly moves back to the controls, throws off the wheel rope - and hits the wheel, hard.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT 329

The torpedo crosses the bow of the boat - a narrow miss.

RESUME - SOLO 330

He cuts the engine, looks to see...

TORPEDO - SOLO'S POV 331

moving away.

RESUME - SOLO 332

He turns on a FLASHING LIGHT to signal the contact ship - moves to Illya and Annie, helps untie them.

EXT. SHIP DECK - WAVERLY AND CAPTAIN - NIGHT 333

CAPTAIN

What do you make of it, Sir?

Waverly lowers the glasses.

WAVERLY

I'm not sure.

EXT. CABIN CRUISER

334

Illya and Annie are free of their bonds. They stand, massaging their wrists. Illya sees something o.s.

TORPEDO - THEIR POV

335

coming back at them.

RESUME - TRIO

336

ILLYA

It must have a homing control.

Solo takes Annie by the hand - they leap off the opposite side of the boat, into the water - followed by Illya.

EXT. TORPEDO - (UNDERWATER STOCK) - NIGHT

337

Here it comes.

EXT. CABIN CRUISER - LONG SHOT - NIGHT (STOCK)

338

The boat EXPLODES.

ANGLE - WAVERLY AND CAPTAIN

339

Waverly lowers his glasses.

WAVERLY

Put a light over there.

EXT. WATER

340

Among the debris, WE SEE Solo, Illya and Annie. A SPOTLIGHT hits them.

SOLO

We could use a rope, Sir.

ILLYA

The water is somewhat cold.

ANGLE - WAVERLY

341

Signaling the Captain.

WAVERLY

All right. But I can assure you  
that we have considerably warmer  
water for you - if you don't have  
the prism.

ANGLE - SOLO AND ILLYA

342

They share a look of apprehension - perhaps they  
should swim home.

FREEZE FRAME:

END TEASER

## ACT ONE

FADE IN:

EXT. NEW YORK CITY - ESTABLISHING SHOT - (STOCK) - 343  
DAY

As usual.

INT. U.N.C.L.E. HQ CORRIDOR - DAY 344

Napoleon Solo walks down the long hallway to Waverly's office. Lots of activity here. The glass-enclosed wall of computers is blinking and CLICKING. People moving in and out of doors with dispatch. Over the loudspeaker WE HEAR:

CONTROL

Attention, please.

(v.o.)

Urgent Security Meetings have been called for International Sections One, Four and Eight. Communications have been changed to Scrambled Standby Green Codes 7 and 10. All multi-lingual transportation supervisors will meet in the Assembly Hall at once. Please note that fourth floor security badges have been changed to include ultraviolet sensitivities for Research Personnel.

Solo enters Waverly's office.

INT. WAVERLY'S OFFICE 345

Two AGENTS are hurrying out as Solo enters. Waverly is on the telephone.

WAVERLY

Yes, Mr. Secretary. I have already ordered our people to connect the computer tie-line. Your people in Deployment can feed all missile transportation plans into our Probabilities Analysis.

(beat)

You're welcome. Goodbye.

He hangs up as Illya enters, carrying a file.

345  
CONT'D  
(2)

                    SOLO (to Waverly)  
Washington?

                    WAVERLY  
No, Moscow. Washington has  
already confirmed cooperation.

Illya hands him a file.

                    ILLYA  
Security Research computers cannot  
confirm Sebastian's rocket capa-  
bilities, sir -- not enough data.

A dispatch CLICKS in on a tape from his console.  
Waverly passes it to Solo, who scans it.

                    WAVERLY  
If Sebastian can find a way to  
launch the prism into space he  
will be in a position of incredible  
power. We have to take every  
precaution, gentlemen. Time is  
against us.

                    SOLO (reads dispatch)  
The temple on the Aegean Island has  
been abandoned -- our Athens office  
reports that they found no clues  
there... Here's something...  
Sebastian has a wife -- in Los  
Angeles. Evidently separated.

                    WAVERLY  
Not much of a lead, to be sure.  
You'd best check it out, Mr. Solo.

                    SOLO  
Yes, sir.

He heads for the door. Waverly scans the file  
again. Illya turns to leave.

                    WAVERLY  
And what about this girl who  
jeopardized your mission. Where  
is she now?



ILLYA

In de-briefing, sir. I don't believe she will cause us any further trouble.

345  
CONT'D  
(3)

We HEAR ALARMS from the hallway. Illya rushes out, readying his U.N.C.L.E. Special.

INT. CORRIDOR

346

Illya hurries from Waverly's office -- tumult in the halls.

INT. ANOTHER CORRIDOR

347

Illya comes round the corner to find Annie pinned against the wall -- THREE U.N.C.L.E. AGENTS have their Specials trained on her.

ILLYA

What happened?

AGENT

We had just finished de-briefing -- when she slipped out of the room. We found her in the Equipment Section -- pilfering.

ILLYA

I'll take her to Reception.

He takes Annie by the arm, walks her down the hallway.

DOLLY SHOT - ILLYA AND ANNIE

348

Coming around a corner.

ANNIE

I was only admiring your marvelous equipment. If I had all of this at my disposal, I could find Sebastian in no time at all.

Illya looks at her, with faint disdain.

ANNIE

I see. The silent treatment.

(beat)

My poor Hugh is rotting in that  
Turkish prison because Sebastian  
framed him -- Hassan Akbar is  
dead -- that strange woman --  
Azalea -- killed him -- and you  
don't care -- you people don't  
care about anything.

348

CONT'D

(2)

## INT. RECEPTION ROOM

349

Illya and Annie walk into the Reception Room. The  
lovely RECEPTIONIST hands Illya a slip of paper.

ILLYA

That's not true. We do care.

ANNIE (suspicious)

About what?

ILLYA

You. Our X-ray system detected all  
of the homing devices that you  
secreted into your pockets.

Illya holds out his hand. She fishes  
them out.

ANNIE (open hands)

That's all I have.

ILLYA

Goodbye, I trust.

ANNIE

I'll be around.

The door opens and Annie moves out -- unaware that  
Illya is lifting the jeweled pin from her collar.  
He holds it up to examine it as he crosses to the  
receptionist.

ILLYA

One of our latest homing devices  
-- designed by our Paris  
laboratories, I believe.

349  
CONT'D  
(2)

He pockets it -- and the CAMERA NOTES THIS -- then  
he moves down the hallway.

ZIP PAN TO:

EXT. LOS ANGELES - EST. SHOT (STOCK) - NIGHT 350

Bright lights, as far as the eye can water. Over  
this, the legend: "Los Angeles."

EXT. MANSION - NIGHT 351

Stately. Solo moves through the shadows and shrub-  
bery, heads for the rear of the darkened house.

EXT. REAR MANSION - NIGHT 352

Solo stealthily crossès to a pair of French doors.  
They're locked. He takes out a French-door  
opening device (Number 12, if available) -- and  
opens the doors. His U.N.C.L.E. Special ready, he  
slips inside.

INT. STUDY - NIGHT 353

Dark, except for the moonlight. Solo turns on a  
flashlight, plays the light against a wall.

STUDY WALL - FLASHLIGHT POV 354

WE FOLLOW the light across the wall, as it shows  
through the cobwebs and dust, revealing plaques  
and trophies. The trophies, awards and diplomas  
are all engraved with the name: Luther Sebastian.  
We see diplomas: YALE LAW SCHOOL - THALER  
INSTITUTE OF TECHNOLOGY -- OXFORD -- MADRID  
UNIVERSITY. Trophies on shelves, and finally, a  
bust of Nietzsche. OUR FLASHLIGHT moves from this  
bust to HOLD on the lovely face of LAURA SEBASTIAN.  
She blinks at the light, turns to indicate the  
diplomas on the wall. As she moves, OUR CAMERA  
PANS with her.

LAURA

354  
CONT'D  
(2)

Sebastian was graduated from Harvard at the age of eighteen. These other degrees were all earned before he reached twenty-four. We were married then, in Wichita. But everyone resented Sebastian -- they said he was too smart for his own good. So he went his own way. I haven't seen him for eight years. He bought this house for me -- then left without a word. I receive a check every month -- and he never forgets our anniversary -- he's very good about that. But I haven't seen him in eight years.

(pause)

Now you know -- all there is to know. Please leave the way you came.

She reaches over and switches on a LIGHT.

WIDER ANGLE

355

For a better look at the room -- and her. She is admirably built, wears a negligee.

SOLO

How often do you give this guided tour?

LAURA

The CIA, the FBI, Scotland Yard, the Better Business Bureau -- over the years they've all been here at one time or another. I'm used to the traffic....though five o'clock in the morning is a little too much, don't you think.

Solo hands her a card.

SOLO

Napoleon Solo... of the U.N.C.L.E.

LAURA

It's been some time since an  
U.N.C.L.E. agent was here -- I  
almost thought you'd forgotten  
about us.

355  
CONT'D  
(2)

SOLO

We never forget.

LAURA

Please do. And leave me alone.

SOLO

Question: If you haven't seen  
him in eight years, why do you  
stay here -- and keep up the  
charade as Mrs. Luther Sebastian?

The thought depresses her.

LAURA

I have my pride, Mr. Solo. What  
if everyone in Wichita found out  
that I was living here -- like  
this -- alone -- with nothing --  
(she brushes away a tear)

Laura moves closer to him, sniffing; he puts his  
arm around her shoulder, throughout:

SOLO

What would they do?

LAURA

They'd talk.

She moves her head to his chest.

SOLO

One last question: Why should I  
believe you?

LAURA

Because I'm lonely.

She starts to pull him toward her. Solo disengages  
himself gracefully.

SOLO

If you don't mind, I'd still like  
to look around.

LAURA

Of course.

(sultry)

Stay as long as you like...I'll change  
into something more comfortable.

SOLO (a bit ill-at-ease)

On second thought, I doubt if I'll find  
what I'm looking for here.

LAURA (sultrier)

You're sure?

SOLO

No....

Suddenly she moves up to him, clinches and kisses him.

(beat)

Then Solo breaks away.

SOLO

...but it's a chance I have to take...  
Goodbye.

Solo heads out the French doors. Laura moves after  
him, watches him leave. Then she crosses to the bedroom.

INT. BEDROOM - NIGHT

356

Sparse, in contrast with the style of the mansion.  
Lynda enters from the study, goes to a wall. She  
pushes a button -- a panel swings open revealing a  
RED TELEPHONE. She picks it up as WE HEAR a car  
DRIVE OFF.

LYNDA (stage whisper)

May I speak to Mr. Sebastian,  
please. This is Mrs. Sebastian.  
Yes, I'll hold. But please hurry.

DIRECT CUT TO:

INT. SEBASTIAN'S CONTROL ROOM - NIGHT

357-360

WHITE-HAIRED TECHNICIANS, computers and monitors. This  
is the control room of a vast underground complex -- it  
is huge. The walls are lined with the aforementioned  
equipment. The center of the room is bare -- save for a  
horseshoe-shaped control desk, large enough to seat sev-  
eral technicians. Just behind the complex is a clear  
plastic shield, about seven feet high. From behind this  
curved shield, spectators may watch the launching that  
will take place here. At the far end of the room are  
two elevator doors. One is roped off, for this will serve  
as the launch area for the rocket. The other elevator is

At a point on one wall there is an alcove. In the alcove is a pedestal. The OLD MAN that we first saw in the Aegean temple sits here in yoga-position, his eyes closed. The functioning elevator door opens and Sebastian steps out, accompanied by Carl. Behind Sebastian is MISS AUSTRALIA, a lovely young thing. Sebastian is dressed in a white suit, with shirt, shoes and tie to match. As they walk to the master control panel:

357-360  
CONT'D  
(2)

OPERATOR (loudspeaker v.o.)  
Telephone Code Red for Mr. Sebastian.

Sebastian picks up a RED telephone.

SEBASTIAN

357-360  
CONT'D  
(2)

Yes.

INTERCUT: SEBASTIAN AND LAURA

LAURA

An U.N.C.L.E. just left here.  
Napoleon Solo.

SEBASTIAN

Still alive?

He bites into a cigar. Miss Zalamar quickly  
lights it for him.

SEBASTIAN

Thank you for the call, dear.  
I'll be sending you a little  
something extra this month.

LAURA

Luther...where are you? When  
are you coming home?

SEBASTIAN

We're not to talk of that,  
Laura. You know I have my  
work.

He hangs up, turns to Miss Zalamar.

SEBASTIAN

Signal the men stationed near  
my wife's house to pursue and  
destroy the spy that just left.

(moves closer to her,  
but not at all intimate)

I guess it's no secret -- my  
wife doesn't understand me.

DIRECT CUT TO:

\* EXT. BEACH ROAD - DAWN (TO BE SHOT DAY FOR NIGHT) 361

Solo's car comes INTO SHOT on this deserted road.

ANGLE - SOLO 362

He glances into the rear-view mirror.



MIRROR - SOLO'S P.O.V.

363

A sedan pulls onto the road and INTO SHOT behind him.

EXT. ROAD -

364

Solo's car increases speed, the car behind him accelerates.

ANGLE - SOLO

365

A glance over his shoulder, concerned. He takes his U.N.C.L.E. Special from his shoulder holster, cocks it.

ANGLE - SEDAN

366

Two stark-white haired young henchmen in the car, wearing dark business suits. The man in the passenger seat is holding a flame thrower. He aims the nozzle out the window towards Solo's car - and turns it ON.

EXT. ROAD

367

The jet of flame shoots toward Solo's car -- not quite reaching it.

ANGLE - SOLO

368

He accelerates, turns enough to FIRE a shot.

ANGLE - SEDAN

369

The flame-thrower FIRES again.

EXT. ROAD

370

Catching the rear of Solo's car.

ANGLE - SOLO

371

He hits the wheel, hard.

EXT. BEACH

372

Solo's car makes a sudden turn from the road, heading down onto the beach. The sedan follows.

ANGLE - SEDAN

373

The flame-thrower operator turns it ON again.

EXT. BEACH

374

The sedan is directly behind Solo's car -- the rear of Solo's car is caught in the flames.

ANGLE - SOLO

375

The rear of the car in flames.

ANGLE - SEDAN

376

The flame thrower fires AGAIN.

EXT. BEACH

377

Solo's car heads for the water, in flames. There is a small rise ahead -- which serves as a ramp as the car arches into the water -- then EXPLODES.

The sedan pulls to a stop, the two men climb out.

ANGLE - MEN

378

They look at the o.s. destruction.

SOLO (o.s.)  
Turn around, slowly.

WIDER ANGLE - INCLUDE SOLO

379

The two men turn, but they go for their guns. Solo has his U.N.C.L.E. Special ready -- and he FIRES -- they both go down, wounded.

ANGLE - SOLO

380

Out of breath, he brushes the sand from his lapels, moves to the two men. He bends over one man, re moving his ID wallet. Solo examines it.

INSERT - ID

381

code number, 69S

RESUME - SOLO

382

He takes out his communicator.

SOLO (into communi-  
cator)  
Open Channel R, please...  
(a beat)  
Solo here. I have two wounded  
prisoners near the intersection of  
Hargrove Road and Greenleaf Canyon.  
Please pick them up and --

He breaks off as he HEARS a SIGNAL.

SOLO (into communi-  
cator)  
Excuse me. I'm wanted on another  
line.

He leans inside the sedan, picks up a communications receiver from inside the glove compartment.

OPERATOR (v.o.)  
69S, please. Assignment confirma-  
tion.

Solo glances at the ID card.

SOLO  
This is 69S. Assignment completed.

OPERATOR (v.o.)

Your application for volunteer duty has been approved, 69S. You are to proceed immediately to Sierra Canyon Highway -- set your homing monitors on frequency D. I repeat -- proceed immediately.

382  
CONT'D  
(2)

SOLO

I'll be there.

Instinctively, Solo brushes back his hair, suddenly pauses, pulls out a couple of his hairs, regards them, frowns thoughtfully.

FREEZE FRAME:

END ACT ONE

ACT TWO

FADE IN:  
EXT. SIERRA CANYON HIGHWAY - ESTABLISHING SHOT - DAY 383

A long stretch of highway that seems to come from an endless nowhere. Dry, California desert -- deserted, save for Solo's car.

INT. CAR - SOLO 384

His hair is now stark-white. He sees...

ROADSIDE DINER - SOLO'S P.O.V. 385

A small diner with a freight van parked in front, a few cars to the side.

RESUME - SOLO 386

He looks to the dashboard.

DASHBOARD - SOLO'S P.O.V. 387

The homing monitor light flashes off and on -- faster as the car nears the diner.

EXT. ROADSIDE DINER 389

Solo drives under the shabby sign that reads "MOMS". He parks his car beside the others, climbs out, enters the diner.

(NOTE: The foregoing would be filmed by the second unit, employing a wigged double for Solo.)

INT. DINER - DAY 390

Solo enters, to be confronted by Carl, Sebastian's associate. Solo takes out his ID card, hands it to Carl.

CARL  
69S...that's Santa Lisa County...  
You're new?

Carl locks the door behind them.

SOLO

390

No...are you? I don't remember  
ever seeing you before.

CONT'D  
(2)

Carl takes out his card, shows it to him.

CARL

I've never been to the Santa Lisa  
branch. I'm from the General Staff.

SOLO

That's probably why we've never met.

ANOTHER ANGEE

391

We see now that the diner is very run-down, dirty.  
A dozen white-haired men are sitting on the stools  
around the U-shaped counter. They are finishing  
their lunch. Solo moves to the empty stool at  
the counter. MOM enters from the back. She is  
well into her sixties, very shabby. She shoves a  
cup of coffee toward Solo, spilling some of it.

MOM

You're too late for breakfast --  
and I'm not about to do any more  
cookin'.

Solo tastes the coffee. It's terrible.

SOLO

My misfortune.

CARL

It's time. Turn on the set, please,  
Mom.

Mom reaches up and turns on a TV set that is mounted  
behind and above the counter.

MOM (grumbling  
to herself)  
Turn on the set, Mom...keep an  
eye out the back, Mom...Keep  
'em covered, Mom...

391  
CONT'D  
(2)

ANGLE - TV SET

392

Sebastian's face fills the screen.

SEBASTIAN  
Good afternoon, gentlemen. Today  
you embark upon an assignment  
of paramount importance. Our  
future -- the future of the world  
-- rests upon the outcome of  
your mission.

MEN - DOLLY SHOT

393

OUR CAMERA PANS ACROSS the faces of the tough-  
looking henchmen.

SEBASTIAN (v.o.)  
It is an assignment of paramount  
risk, as well -- a challenge to  
the boldest and most courageous  
of our people.

RESUME - TV SCREEN

394

SEBASTIAN  
This afternoon, gentlemen, you shall  
have the opportunity to prove that  
you belong in that August category.  
You will obtain for a United States  
government rocket. This rocket will  
be the final step in our Grand  
Design. We will then launch the  
thermal prism into space -- and the  
world will be at our feet. I am  
making a special closed-

(continued)

SEBASTIAN (continued)  
circuit appearance to our faithful  
members across the country today.  
They will gather in our meeting  
places, anxiously awaiting the  
"mission accomplished" signal from  
you men. Good luck...and keep the  
faith.

394  
CONT'D  
(2)

The TV set goes black.

ANGLE - SOLO

395

He turns his head to see...

TV SET - SOLO'S POV

396

On the side of the set we see a logo for "West  
Industries".

WIDER ANGLE - DINER

397

Carl steps forward, with a clipboard.

CARL

Alright, you four men will go  
with 18B here..he'll fill you  
in on the way... The rest of you  
will be coming in the truck with  
me...give your car keys to Mom..  
she'll dispose of the cars.

ANGLE - SOLO

398

Mom is beside him. He hands her the keys.

SOLO (to Carl)

Be with you in a minute.

(to Mom)

Where is the...

MOM (interrupts)

That door.

The other men move to hand her the keys, Solo goes  
toward the washroom door. We SEE him remove his  
communicator from his pocket, surreptitiously.



Prince of Darkness-Part II  
Chgs. 8-21-67

U.N.C.L.E.  
P.101

399 OUT

ON MOM

399X1

as she watches the departing group.

MOM (to no one in  
particular)  
Creeps.

ZIP PAN TO:

400-403 OUT

EXT. NEW YORK STREET - DAY

403X1

Illya's car zips by.

INT. ILLYA'S CAR - PROCESS - DAY

404

Illya drives, a communicator in one hand.

ILLYA  
Channel 'D', please.

DIRECT CUT TO:

INT. WAVERLY'S OFFICE - DAY

405-408

A GIRL is leaving with some papers. Lisa enters, briskly. Waverly is at his desk, looking harried. He glances through the papers the girl hands him, throughout:

WAVERLY

Yes, Mr. Kuryakin, what is it?

INTERCUT:

ILLYA

I've checked out Mr. Solo's lead. Security Research has just informed me that an organization known as Three-Way, Inc., has purchased a closed-circuit television system from West Industries.

405-408  
CONT'D  
(2)

WAVERLY

What of it?

ILLYA

One of the systems was delivered to a local address -- a vacant motion picture theatre. Checking further, I learned that the theatre was purchased only a few weeks ago by Three-Way, Inc.

WAVERLY

I would suppose that the theatre might be a possible meeting place for Sebastian's organization. You'd best check it out.

ILLYA

I'm on my way there now, sir.

He CLICKS off, glances at his rear-view mirror.

REAR-VIEW MIRROR - ILLYA'S P.O.V.

409

A sedan behind him.

RESUME - ILLYA

410

He CLICKS on the communicator.

ILLYA

Channel 'D', please. I'd like a security control check on an automobile, New York license number 5F-9836.

EXT. NEW YORK STREET - (STOCK) - DAY 411

Illya's car rounds a corner, followed by the second sedan.

\* INT. SEDAN - ANGLE ON ANNIE - (PROCESS) - DAY 412

Riding in the front seat. It is important to note that she is wearing some kind of a sharp decorative pin with a long clasp -- which we'll make use of later.

ANNIE

Don't get too close. He's very tricky.

Our CAMERA PANS over to include OMAR AKSOY - sinister, mustachioed, an identical brother to the late Hassan.

ANNIE

Let's just hope that he'll lead us to the woman who killed poor Hassan.

Omar GRUNTS. Annie looks at him, curious.

ANNIE

Did anyone ever mention that you look exactly like your brother?

Omar GRUNTS again.

ZIP PAN TO:

EXT. RAILROAD STATION - (STOCK) - DAY 413

A small Midwestern sort of one-man operation. Little more than a building and a loading platform. From somewhere in the distance, we HEAR the SOUND of an oncoming train.

INT. RAILROAD STATION - DAY 414

We only SEE a corner of the room -- the RAILROAD AGENT sorting through some papers in his roll-top desk. The TRAIN SOUND is LOUDER now. The Agent turns to face the CAMERA -- as the SOUND hits a PEAK a rifle butt comes into SHOT, knocking him back onto his desk. TWO HENCHMEN move into SHOT. One of them has a briefcase. He opens it -- the

moving shadows of the train are played across them. Inside the briefcase is a transmitting device -- he BEEPS a signal. The second man cuts the telegraph wires -- yanks out the telephone.

414  
CONT'D  
(2)

## DIRECT CUT TO:

INT. TRUCK CAB - CARL - DAY

415

Driving along a deserted highway -- he gets the BEEP signal.

EXT. CALIFORNIA HIGHWAY - DAY

416

Carl's truck on the highway, coming toward CAMERA. The truck stops -- and we HEAR the CLANGING of a railroad signal -- the cross bar lowers in front of the truck. We HEAR the SOUND of the train.

RESUME - CARL

417

He looks down the o.s. tracks.

TRAIN - CARL'S P.O.V.

418

A freight train moving past the flashing red light. Our CAMERA PANS up to include the TWO FEDERAL AGENTS riding on top of the next-to-the-last car.

ANOTHER ANGLE - TRAIN

419

To emphasize the last car, a flat-bed. On this car we SEE the rocket, marked as U.S. Government property. There is a THIRD FEDERAL AGENT riding at the end of this car.

EXT. CALIFORNIA HIGHWAY

420

The train moves on out of SHOT -- Carl climbs from the cab and goes to the rear of the truck. He opens the door, signals the men out. The men step out, blinking and stretching. Carl nods to the o.s. train.

CARL

The rocket is on that flat car -- we'll have to select a drop man -- take out your ID cards -- we'll do it democratically -- the highest number is issued to the newest member...

420  
CONT'D  
(2)

The men look at their cards -- Carl turns to Solo....

CARL

That must be you, 69S. The closest one to you is 66Z here.

We HEAR the WHIRRING of a helicopter.

ANOTHER ANGLE

421

A helicopter lands, piloted by one of the white-haired henchmen of the other unit. Carl beckons Solo to follow him over the craft as the blades slow down.

ANGLE - CARL AND SOLO

422

Carl takes a small package from the helicopter, hands it to Solo.

CARL

This explosive charge has a ten-second timer -- it should be just about right to uncouple the flat car.  
(nods to pilot)

He'll time it so that once you're dropped on the flat car -- you can blow the coupling right away -- we'll take care of the rest.

SOLO

What about the guards?

CAR:

The other unit will take care of the ones outside -- the car ahead of the rocket is full of Federal agents, but we'll be in and out before they know what hit them.

SOLO  
I'll count on it.

422  
CONT'D  
(2)

Carl turns, walks away.

EXT. CALIFORNIA HIGHWAY

423

Carl waves the men back into the truck as he approaches -- they quickly climb inside. He locks the door, throws a look at Solo -- then climbs into the truck and drives OFF.

ANGLE - SOLO

424

He looks down at the explosive package, concerned.

DIRECT CUT TO:

EXT. TRAIN - DAY

425

Slowing down.

INT. FREIGHT CAR

426

SEVERAL FEDERAL AGENTS, all armed. They sit about on empty wooden boxes, lean against the wall. One of the agents looks out through a crack in the door.

AGENT  
It's alright -- we're slowing down for the railroad yard.

EXT. RAILROAD YARD - ANGLE ON TRAIN - DAY

427

The rocket bearing train slows down as it enters a railroad yard.

ANGLE - HENCHMAN

428

A white-haired man hidden behind a parked railroad car. He attaches a silencer to a gun, points it, and --

ANGLE - FEDERAL AGENT

429

At the end of the last car - he's hit by the bullet. He doubles over, falls forward. OUR CAMERA PANS down as ANOTHER HENCHMAN moves from a hiding place to the center of the track at the exact moment the agent falls into his arms. He quickly drags the Federal Agent across the tracks, behind some crates.

ANGLE - FEDERAL AGENT

430

On top of the next car, he looks to the flat car -- what happened to the other agent?

ANGLE - TRAIN

431

Going under an over-pass.

RESUME - FEDERAL AGENT .

432

He is about to climb from this car to the flatcar -- when suddenly a rope falls around him -- and he is lifted into the air.

ANGLE - HENCHMAN

433

On the overpass, the rope around the hand rail for leverage -- he pulls on the rope, turns and OUR CAMERA PANS to ANOTHER HENCHMAN on the other side of the over-pass, waiting with a rope.

ANGLE - FEDERAL AGENT

434

On the other end of the car. In the b.g. WE SEE his partner being hoisted on the other side of the over-pass. As he turns to see this -- a rope catches him from above, pulling him into the air.



INT. CONTROL TOWER

435

A FEDERAL AGENT is standing by the operator. Suddenly, the two henchmen who eliminated the first agent come up behind them, taking them out. One of the henchmen moves to the switches, hitting the levers.

EXT. SWITCH - DAY

436

The track switching over.

EXT. TRAIN

437

moving onto the new track, picking up speed.

INT. FREIGHT CAR

438

The Agent closes the door, turns back to the men.

AGENT  
We'll be picking up speed now.

DIRECT CUT TO:

EXT. HELICOPTER - DAY

439

There is a FLASHING SIGNAL from inside the helicopter. Solo is sitting beside the white-haired pilot - the pilot starts the engine - they take off.

DIRECT CUT TO:

EXT. COUNTRYSIDE - ANGLE ON TRAIN - DAY

440

roaring along.

EXT. HELICOPTER - DAY

441

moving in on the train, from the rear.

INT. HELICOPTER - DAY

442

Solo fastens a harness to himself, lowers himself out the door of the helicopter, one hand on the package.

EXT. HELICOPTER - DAY

443

Solo is lowered several yards below the helicopter - as the craft moves in on the train.

ANGLE - SOLO

444

A daredevil at heart.

TRAIN - SOLO'S POV

445

getting closer, as he makes his descent.

ANGLE - SOLO

446

lowered onto the rocket-bearing flat car - he frees himself of the harness.

WIDER ANGLE - TRAIN

447

The helicopter pulls away, Solo quickly moves to the coupling.

ANGLE - COUPLING

448

Solo leans over the car, plants the package on the coupling.

ANGLE - SOLO

449

He leans back onto the flatcar.

RESUME - COUPLING

450

A cloud of smoke as the charge goes off, noiselessly - and WE SEE that the coupling is separated.

EXT. TRAIN

451

The train moves on, unaware of the separation.

ANOTHER ANGLE

452

The train passes over a siding switch, increasing the distance between the train and the flatcar. Our CAMERA PANS to include another HENCHMAN who comes out of his hiding place beside the tracks - and hits the switch.

ANGLE - FLATCAR

453

The car rolls over onto the siding. WE HOLD ON the henchman who pushes a button on a hand communicator.

INT. TRUCK CAB

454

A light goes on on the dashboard - and Carl puts the truck in reverse.

EXT. TRUCK

455

parked on a highway - the truck backs off onto a sideroad.

EXT. FLATCAR

456

Solo standing by the rocket as the car slows down.

EXT. SIDING

457

The truck backs toward the end of the siding. The ground has been dug away so that as the truck moves toward the end of the siding, the bed of the truck is level with the tracks.

RESUME - FLATCAR

458

Slowing, it is headed for the rear of the truck, then stops.

ANOTHER ANGLE

459

Carl opens the rear doors of the truck. The remaining five men come out. We note that inside the truck there is a section of track - to fit the dollies on which the rocket rests.

460 OUT

ANGLE - FLATCAR

461

The men guide the rocket into the truck on the track they've prepared. Solo jumps down, joins Carl. The men climb inside the truck, begin securing the rocket. Carl and Solo move over to the truck.

CARL

You did a good job - but you'll have to ride in the back with the rest of the men. I can't show favoritism.

SOLO

I understand.

He climbs inside the truck as Carl closes the doors.

ZIP PAN TO:

EXT. NEW YORK THEATRE - DAY

462

A blank marquee. Our CAMERA PANS down to INCLUDE Annie and Omar, who make their way to a corner. Annie peers around the corner.

ILLYA - ANNIE'S POV

463

He disappears into an alley.

EXT. ALLEY - ANGLE ON ILLYA - DAY

464

Illya moves down the alley to a fire door marked "42nd Street theatre". He takes out a standard door fuse - attaches it to the door, triggers it by pressing the button on his watch. Smoke - and he opens the door. Illya pauses, glances back over his shoulder.

ANNIE AND OMAR - ILLYA'S POV

465

coming around the corner into the alley.

RESUME - ILLYA

466

He moves on through the door.

INT. BACKSTAGE

467

Illya steps inside - and runs directly into a white-haired henchman. Illya takes him out with a quick series of karate blows. He hooks the man to one of the weighted ropes that control the raising and lowering of curtains. Illya hits one of the levers at the base of the curtain ropes - and the man goes up, OUT OF SIGHT.

EXT. ALLEY

468

Annie and Omar move over to the door, slip inside.

## INT. BACKSTAGE

469

Annie and Omar move through the darkness. The backstage area seems deserted. Our CAMERA DOLLIES with them as they move through the maze of curtains - onto the stage.

Suddenly, they are caught in a SPOTLIGHT. Just as suddenly, they are surrounded by armed HENCHMEN.

## ANGLE - AZALEA

470

wearing a white wig, a flowing white robe - she steps from the wings to observe them. She nods, o.s.

## ANGLE - HENCHMAN

471

He closes the fire door - secures it.

## ANGLE - ANNIE AND OMAR

472

She whispers to him.

ANNIE

How do you like that? He knew we were following him - and he's letting them catch us - so he could get in here.

## ANGLE - FAVOR ILLYA

473

With the stage in the b.g., Illya is in the lobby, staying out of sight.

## ANGLE - STAGE

474

The henchmen move closer - Annie looks off to the audience.

ANNIE (loudly)

Just remember...you got me into this.

ANGLE - AZALEA

475

She doesn't know what to make of this, but she pulls a switch in the wings.

ANGLE - ANNIE AND OMAR

476

A trap door is released beneath them. They drop from sight.

FADE OUT:

END ACT TWO

## ACT THREE

FADE IN:

EXT. NEW YORK THEATRE - DAY

477

People arriving at the theatre for the cult meeting.  
Various middle class cult types.

INT. THEATRE LOBBY - ANGLE ON ILLYA - DAY

478

Only a minute or so has passed since the end of Act Two. Illya moves behind a lobby post in the darkness. He takes out his communicator. Before he can make the call, the lights go on.

ANGLE - HENCHMEN

479

Moving across the lobby -- heading for the street-entrance doors. Our CAMERA PANS with them as they move past Illya's post.

REVERSE ANGLE

480

Illya comes around the other side of the post as the pair arrive at the doors, open one of them. Illya watches them.

ANGLE - DOORS

481

A stream of people coming in from outside. Men and women, middle class types. They show ID cards to the white-haired pair at the door. (These people, by the way, do not have the identifying white hair.)

ANGLE - ILLYA

482

The people heading directly his way accompanied by one of the two men. Illya will be revealed unless he does something -- so once the people come around both sides of the pole he falls in with them.



## INT. THEATRE

483

The people file into the theatre, take seats scattered throughout. Iliya takes a seat on the aisle of the center section.

## WIDER ANGLE

484

The last of the people file in -- and the house lights go down.

## ANGLE - STATE

485

A spotlight hits the center -- the curtains spread apart to reveal Azalea. She is standing in front of a movie screen -- behind her are the twelve girl disciples that we met in Sebastian's cave in Part One. They are scantily clad, all with the white hair.

## AZALEA

Brothers and sisters....

We HEAR the o.s. sound of DRUMS. This, and other Indian and/or Oriental musical instruments punctuate and provide the background for the following INCANTATION. As Azalea intones, the girls behind her CLAP their hands and perform appropriate body movements to the mystic rhythms. The lighting changes to give us weird effects -- and rear-projected on the movie screen behind them are a series of kaleidoscopic patterns and/or pictures.

## AZALEA

The great throbbing heart of the Third Way embraces us.....we who are dedicated to a new mystical insight, transcending all others, till death do us part.....we reject society with all its false values....never forgetting that society rejected us first..... Brothers and sisters.....you have found refuge here when all about you were losing theirs..... a place for all of you --- and all of you in your place.....The cry goes forth to every nation: Give us your tired, your automated, your exploited, yearning to break free.....

Azalea is interrupted by

ANNOUNCER (o.s.)  
We switch you now to Third Way  
Headquarters for an urgent  
message.

485  
CONT'D  
(2)

The Old Man's face fills the screen -- his eyes  
closed. The CAMERA PANS from him to Sebastian.

SEBASTIAN  
Good afternoon, Brothers and  
Sisters....The Old Man, from  
whom we have waited to hear  
for so very long, may speak  
tonight....for I bring you  
momentous news....I have just  
received word from our Special  
Forces unit that they have suc-  
cessfully acquired a United  
States Government rocket...the  
rocket is now on its way to head-  
quarters.

ANGLE - ILLYA

486

Taking it all in.

SEBASTIAN (v.o.)  
This rocket is the last of a  
series of ...  
(slyly)  
...unofficial...acquisitions that  
we have made over the past months.

RESUME - SEBASTIAN

487

SEBASTIAN  
With this rocket, we now have  
sufficient technological equip-  
ment to launch the thermal-prism  
into orbit. Within a matter of  
hours, we will control the most  
powerful weapon in the world.

ANGLE - AZALEA

488

There is some murmuring from the audience. She  
turns to smile to them...only to see....

ILLYA - AZALEA'S POV

489

He takes out his communicator.

490 OUT

ANGLE - ILLYA

491

leaning over the communicator..

ILLYA (stage whisper)  
Channel D, please.

He looks to the aisle behind him to see....

ANGLE - HENCHMEN

492

Moving down the aisle.

SEBASTIAN (v.o.)  
And now, my followers, it will  
be up to you, in your individual  
chapters to carry through...

RESUME - ILLYA

493

He pockets the communicator.

SEBASTIAN (v.o.)  
..on the local level. Once the  
prism is in orbit, you will form  
into tactical units, as indicated  
in your manuals.

Illya darts a look to a side exit.

ANGLE - HENCHMAN

494

Stepping in front of the exit.

RESUME - ILLYA

495

The net closing in, he gets up out of his seat, starts down the aisle. Towering above him is the movie-screen image of Sebastian.

SEBASTIAN

You will then carry out all necessary assassinations, perform communications control and generally maintain order while the world is responding to our requests.

Illya nears the ramp that connects the aisle with the stage. A henchman is coming from the orchestra pit.

SEBASTIAN

Until then, I remain, your humble servant. Goodbye -- and keep the faith.

The movie screen goes dark -- Illya quickly moves up the ramp to the stage -- when a SPOTLIGHT picks him up. Illya blinks at the light, momentarily blinded.

ANOTHER ANGLE

496

Azalea appears in the spotlight, beside him.

AZALEA (to audience)

This man is a trespasser. But we forgive him...

A henchman moves in behind Illya to clout him from behind. Illya falls against Azalea, sliding to the floor unconscious.

AZALEA

...in our own way. The meeting will stand adjourned.

(to her aide, indicating Illya)

I think he and the young lady have just won a free trip to Los Angeles.

CLOSE - AZALEA

She looks down at Illya with a smile. As she turns away OUR CAMERA DOLLIES IN on the jeweled homing pin that Illya has affixed to her tunic -- the pin he had taken from Annie.

497

EXT. LOS ANGELES (STOCK) - DAY

498

as usual.

\* 499-507 OUT

\* INT. WAREHOUSE - ANGLE ON CARD GAME - DAY

508

Solo, playing cards with his cohorts in the rocket theft, is raking in a pile of chips. We NOTE the rocket truck is parked inside. Now a limousine, followed by a panel truck enter in the b.g. The men move toward the car.

ANOTHER ANGLE

509

Sebastian steps from the limousine -- the Driver opens the door for him. Sebastian steps over to the large truck as the men open the doors, revealing the rocket inside.

SEBASTIAN (as he briefly examines the rocket, gestures to two of the men)  
Very good. You two will drive it to headquarters. Time is of the essence.

ANGLE - SOLO

Moving behind the clustered men, looking toward the limousine. We see the pair indicated by Sebastian climb into the rocket truck, start it up, drive out of the warehouse.

ANGLE - SEBASTIAN AND CARL

511

He turns to address the troops.

SEBASTIAN  
This is an historic moment -- what you men have done today will be long remembered by the peace-loving peoples of the world.

ANGLE - SOLO

512

He nears the limousine to see...

SEBASTIAN (o.s.)  
You have proven yourselves worthy of the Third Way...

ILLYA AND ANNIE - SOLO'S POV

513

They see him, too. Annie is about to speak out, but Illya nudges her.

SEBASTIAN (o.s.)  
And the Third Way will show its gratitude. I have a small surprise for you...  
(calling)  
...Azalea...

ANGLE - FAVOR LIMOUSINE

514

Sebastian and the others in the b.g. -- Azalea steps from the auto, keeping the revolver trained on Annie and Illya. She hands the revolver to Solo without really looking at him -- she looks over to Sebastian.

SEBASTIAN

You all remember our High Priestess,  
Azalea.

AZALEA (aside)

Keep them covered.

ANOTHER ANGLE - FAVOR PANEL TRUCK

515

Azalea moves to the panel truck.

AZALEA (coldly)

A little something from the  
management.

With that, she opens the door to the panel truck -- and out come the white-haired girl disciples that we saw earlier. They come out uncorking bottles of champagne -- We HEAR lively MUSIC coming from somewhere. As the girls and men merge, the celebration quickly begins with embraces, drinks, etc.

ANGLE - CARL AND SEBASTIAN

516

CARL

Do you want me to come back to  
headquarters with you?

SEBASTIAN

No, Carl. You deserve to stay here  
with your comrades.

(beat)

Enjoy.

CLOSER ANGLE - SOLO, ILLYA AND ANNIE

517

Solo steps closer to the car.

ILLYA (sotto)

The jeweled pin on Azalea -- it's  
one of ours.

SOLO

I'll contact Waverly and have him  
put a tracking scanner on it. What  
does Sebastian have in mind for you?

517  
CONT'D  
(2)

ILLYA

I don't know. Nothing good, I'm  
sure.

Solo leans over further to see...

OMAR - SOLO'S POV

518

He GRUNTS at Solo.

RESUME - SOLO, ANNIE AND ILLYA

519

ANNIE

Another brother.

WIDER ANGLE

520

Azalea, Sebastian and the Driver approaching. Solo  
keeps his back to them, handing the revolver back  
to Azalea as they take their positions in the car.  
One of the girls comes up behind Solo and wraps  
herself around him -- as the car backs away.

ANGLE - DOOR

521

The limousine drives out into the street, the door  
closing.

RESUME - SOLO AND GIRL

522

Solo tries to free himself from the girl's grip.

SOLO

Excuse me, I have to make a call.

GIRL

Don't leave me.

She gives him a big kiss.

DIRECT CUT TO:



EXT. LOS ANGELES FREEWAY - DAY

523

The limousine pulls onto the freeway from an off-ramp.

INT. LIMOUSINE - DAY

524

Sebastian turns to them.

SEBASTIAN

In case you're wondering why  
you're still alive -- you will  
have the great privilege of  
witnessing my people launch the  
thermal-prism into orbit.

ILLYA

And use the U.N.C.L.E. as a  
mouthpiece to relay your demands  
to the world, I suppose.

SEBASTIAN

Exactly. I think your organization  
will be very helpful. It should  
save me a lot of paperwork.

DIRECT CUT TO:

INT. WAREHOUSE - ANGLE ON SOLO - DAY

525

Moving behind some boxes, he takes out his communi-  
cator. Two hands cover his eyes. OUR CAMERA PANS  
to INCLUDE the girl.

GIRL

I found you. Again.

Solo fees himself, palms the communicator.

SOLO

So you did.

GIRL

Look what I brought you.

She steps closer, uncorks a champagne bottle with a POP. She moves very close to him, the champagne foaming out of the bottle -- and her not caring a whit. 525  
CONT'D  
(2)

GIRL (soft)  
You'll like me. I make friends easily.

\* ALTERNATE LINE FOR TV:  
You haven't even told me your number.

She kisses him. Solo is tempted, as usual, but the pressures of business come first. He gracefully moves away from her.

SOLO  
I really must make that call.

She takes his arm, moves close again.

GIRL  
I can't take another rejection, Mister.

\* ALTERNATE LINE FOR TV:  
(spoken throatily)  
I'm 42B. Before that I was Margie.

SOLO  
Oh, I'll be right back.

She grabs him, pours the champagne over his head, soaking him. She tosses the bottle aside, grabs him.

GIRL  
Now you'll have to stay and slip into something warm.

\* ALTERNATE LINE FOR TV:  
You can't call when you're all wet like that. You might get a shock.

She kisses him, runs her fingers through his hair. As he backs away, she looks at her hands, noting that the white hair coloring has run from his hair -- she sees it in his hair, too. Throughout:

SOLO  
I understand your natural enthusiasm, but I really....

GIRL (interrupts)  
Say, I thought there was something funny about you -- that isn't supposed to come off... \*

She hurries away, around the other side of the crate -- just before Solo can catch her. He moves after her.

ANOTHER ANGLE - WAREHOUSE

526

Everyone is paired off, celebrating with drink and affection. The girl moves INTO SHOT, Solo behind her.

GIRL (shouting)  
He's a fake!

The MUSIC STOPS. Carl and the men look at Solo. Solo looks at them -- and takes a revolver from one of the men nearby, knocking him into a crate.

ANGLE - HENCHMEN

527

They duck for cover -- and FIRE.

ANGLE - SOLO

528

\* As he returns the fire.

DIRECT CUT TO:

INT. SEBASTIAN'S LIMOUSINE

529

Sebastian puts his hand on Azalea's shoulder, discovers the jeweled pin. He takes it from her tunic.

AZALEA  
That's not mine.

SEBASTIAN  
Of course not. It's a homing device. Which of you did this?

Omar GRUNTS.

ILLYA  
What difference does it make?

SEBASTIAN

None, really. What's wrong with him? Why doesn't he speak when I ask him a question?

529  
CONT'D  
(2)

ANNIE

When Omar was in the circus act with his brothers, he would lie on the ground and lift weights above his head. He dropped one of them.

Omar GRUNTS.

SEBASTIAN (to Azalea)

Put the pin on him.

She reaches over and pins the jeweled pin on Omar. Illya and Annie are curious.

ILLYA

What do you have in mind?

SEBASTIAN

He won't make much of a courier, will he?

He leans forward and presses a button on the dash.

ANGLE - OMAR

530

Omar GRUNTS LOUDLY as the door flies open - and he is shot out of the car.

RESUME

531

The car door quickly closes - we HEAR the o.s. SQUEALING of BRAKES - as Annie puts her face in her hands.

SEBASTIAN

It happens all the time on the freeways.

Illya reaches over with his handcuffed hands, taking Annie's hands in an effort to be comforting.

AZALEA (to  
Sebastian)  
The warehouse party must be well  
underway.

531  
CONT'D  
(2)

SEBASTIAN  
Thank you for reminding me.

He pushes another button on the dashboard.

SEBASTIAN  
Loyalty is something that's  
difficult to measure.

DIRECT CUT TO:

INT. WAREHOUSE - ANGLE ON PANEL TRUCK - DAY

532

Multi-colored smoke begins to pour out of the rear  
of the truck.

ANGLE - SOLO

533

\* He runs to a wall where we SEE a fuse box, some  
switches. A SHOT ricochets from the wall, Solo  
returns fire.

ANGLE - HENCHMAN

534

He falls from his high perch on stack of crates.

ANGLE - SOLO

535

He hits a switch, looks to see...

DOOR - SOLO'S POV

536

The door begins to roll up. Solo ducks aside as  
we HEAR more GUNFIRE.

537 OUT

ANGLE - GIRLS

538

Behind some crates, watching the proceedings. They are unaware of the colored smoke swirling INTO SHOT - until it engulfs them - they drop to the ground, coughing and dying.

\*

539 OUT

ANGLE - HENCHMAN

540

He fires at Solo, accidentally hits the switch.

ANGLE - SOLO

541

He looks to see...

DOOR - SOLO'S POV

542

Going down.

\*

543-545  
OUT

PANEL TRUCK - SOLO'S POV

546

The smoke billowing out.

\*

547-548  
OUT

RESUME - SOLO

549

He runs across the open space to the door. The door is only a few feet from the ground. SHOTS ricochet off the floor as Solo dives, rolls under the floor - and the door CLANGS shut behind him.

\* ANGLE - HENCHMEN - INCLUDING CARL

550

As the multi-colored smoke comes up behind them -- they turn to see it -- and begin to fall.

\*

551 OUT

EXT. WAREHOUSE - ANGLE ON SOLO - DAY

552

He gets to one knee, out of breath, is startled to see.

KARIM - SOLO'S POV

553

A large mustachioed Turk, looking exactly like his two brothers, except for the casual Southern California dress.

WIDER ANGLE

554

Solo gets to his feet.

SOLO

Don't tell me. You're another  
one of the Akbar Brothers.

KARIM (thick accent)

I am Karim Akbar. How did you  
know?

SOLO

Just lucky, I guess.

FREEZE FRAME

END ACT THREE



ACT FOUR

FADE IN:

EXT. LOS ANGELES HIGH RISE APARTMENT - DAY

555

In an expensive neighborhood. A sign in front reads -- "OPENING SOON" --

INT. HIGH RISE CORRIDOR

556

Sebastian, Illya, Annie and Miss Zalamar walk down this corridor. There are computers and other electronic equipment along this stretch of hallway -- and TECHNICIANS are busy with the adjustments. Lots of activity here, some feeling of the operation's magnitude.

SEBASTIAN

I found this apartment building in a state of near-bankruptcy. It's been ideal for a rocket-launching site. After tonight, of course, we'll no longer need it.

ILLYA

Quite an elaborate complex. How long did it take you to assemble it?

Sebastian ushers them into an elevator.

SEBASTIAN

My people have brought this equipment -- piece by piece and from all over the world -- for the past year. The missile we delivered here today was the final acquisition.

INT. ELEVATOR

557

Miss Zalamar pushes the button for their descent.

ANNIE

You don't mean to tell us that you're going to launch a rocket from this building. This must be some kind of a hoax -- I can't believe you're really serious.

The doors open and they exit.

INT. SEBASTIAN'S CONTROL ROOM

558

The four step from the elevator into the control room. We can see the rocket -- the technicians working on it. Annie steps forward, looks at the  
\* rocket in awe and amazement.

ANNIE

He is serious.

ILLYA (cool)

Yes, isn't he.

SEBASTIAN

My technicians formed an opening in the roof directly above the rocket. This side of the building has been reinforced to serve as a silo.

Azalea moves INTO SHOT.

AZALEA

I believe the old man is about to speak.

ANOTHER ANGLE

559

Everyone in the huge room moves toward the alcove where the old man sits on his pedestal. The lights DIM -- and a single spot goes on above the old man, giving him an appropriately weird appearance. The Faithful stand in respectful, meditative positions.

ANGLE - ANNIE, ILLYA AND AZALEA

560

ANNIE (stage whisper)

What's the matter with him?

AZALEA

He hasn't uttered a word in twenty years. The belief is that when he speaks, the THIRD WAY will inherit the earth.

ANNIE

You probably believe that, too.

AZALEA  
I am the High Priestess -- it's  
my job to believe it more than  
anyone else.

560  
CONT'D  
(2)

ANGLE - OLD MAN

561

His eyes open. His jaw creaks open, rotates. He  
looks as though he will speak then he slowly turns  
his head 'no', and closes his mouth -- then his eyes.

WIDER ANGLE - CONTROL ROOM

561X1

The house lights GO UP and Sebastian addresses them.

SEBASTIAN  
I'm sure that when the thermal-  
prism is launched tonight, the Old  
Man will speak -- and appropriately  
so -- for then we will be prepared  
to fulfill his mystic destiny.  
(beat)  
Return to your stations.  
(to Azalea)  
Put these two under guard in the  
observation booth.

\*

ZIP PAN TO:

EXT. SUNSET STRIP (STOCK) - NIGHT

562 OUT

563

As usual.

EXT. SUNSET STRIP BUILDING (STOCK) - NIGHT

564

An odd-shaped building, not uncommon to this area.  
A line title reads "U.N.C.L.E. Headquarters, Los  
Angeles."

## INT. COMMUNICATIONS CONTROL

565

Waverly at the console. Several AGENTS are manning the complex communications equipment. GIRLS come in and out of the room -- everyone is hyperactive. Lisa tears a tape from a machine, hands it to Waverly. Waverly scans the paper, glumly switches on his microphone.

WAVERLY

Get me Mr. Solo.

DIRECT CUT TO:

## EXT. WAREHOUSE - NIGHT

566

Karim and Solo stand by an ambulance. Solo rubs the back of his scalp with a hand towel, then tosses it into the cab of the ambulance. We see that his hair has been returned to normal. In the b.g., TWO ATTENDANTS load a draped stretcher onto the ambulance. One of the attendants comes to Solo, hands him a clipboard.

ATTENDANT

That's all of them, sir. Sign here, please.

Solo signs, turns to Karim. The ambulance drives off.

SOLO

How long have you been watching the warehouse?

KARIM

Day and night -- for six months.  
(annoyed)

The one day I'm late returning from lunch -- I miss Sebastian.

There is a BEEP on his communicator. Solo CLICKS.

SOLO

Solo here.

## INTERCUT - WAVERLY AND SOLO

567-570

WAVERLY

We tracked down that homing device,  
Mr. Solo. It was found on the body  
of one...Omar Akbar. Nowhere near  
Sebastian, needless to say.

567-570  
CONT'D  
(2)

INTERCUT: SOLO AND WAVERLY

Karim is jolted by the news.

SOLO

Do we have anything specific on  
Sebastian from any other sources?

WAVERLY (glumly)

Nothing yet, Mr. Solo... Not a  
thing.

RESUME - SOLO AND KARIM

571

Solo clicks off, signals the attendants to drive  
off. They do. Karim turns away, deeply grieved.  
Solo confronts him.

SOLO

I'm sorry about your brother.

KARIM

I will repay Sebastian a thousand-  
fold.

SOLO

Do you have a car?

KARIM

I'll drive you anywhere you like.

SOLO

There's only one place left to go.

ZIP PAN TO:

\* INT. BASEMENT CONTROL CENTER - NIGHT

572

Sebastian is near his operations control, Miss Zalamar beside him. Several technicians man the dials, flashing lights, monitors. Azalea enters  
SHOT.

AZALEA

The computers are locked in, sir.  
All systems Go.

Sebastian picks up the phone.

SEBASTIAN (into mike)

All units secure countdown positions.

\* ANGLE - OBSERVATION BOOTH

572X2

Illya, Annie, and a guard in the wall booth.

\* CLOSE - ILLYA

573

He turns -- our CAMERA PANS with him as he slyly surveys the machine gun the guard has trained on him. He turns away, calculating his chances.

RESUME - SEBASTIAN

573X1

SEBASTIAN

Confirm all tower tracking zones,  
double-lock all computers.

There is much twisting of dials and switch-throwing.

AZALEA

Confirmed.

\*

SEBASTIAN

All right. Countdown set for  
Zero hour minus fifteen minutes.

\* AZALEA  
Countdown locked and confirmed.

573X1  
CONT'D  
(2)

We HEAR the o.s. VOICE of an ANNOUNCER.

\* ANNOUNCER (v.o.)  
H-hour minus fifteen minutes.

ZIP PAN TO:

EXT. LOS ANGELES MANSION - NIGHT

574

A sedan drives to the front door. Solo goes to the door - Karim stays in the car.

INT. BEDROOM

575

She's wearing a bikini, doing push-ups. She turns her head to see Solo kick open the door. Frightened, she gets to her feet, backs away from him.

SOLO (deadly)  
When I left here last night  
they almost killed me - you  
put them onto me - you know  
how to get in touch with  
Sebastian.

Solo moves closer, she keeps backing away. Terrified, she shakes her head 'no'.

SOLO  
I want you to get in touch  
with him - for me - now.

She's against the wall, trapped.

LYNDA  
I can't...I can't.

Solo looks as though he might do violence to her person.

SOLO  
Now.

LYNDA  
Honest...I can't.

Solo takes out his revolver.

SOLO

I'm afraid you have to...  
(as she shakes her  
head 'no')

Look...the world's running out of  
time...and I'm running out of  
patience...now are you going to --

575

CONT'D

(2)

Suddenly Solo gets a BEEP on his communicator.

LISA (v.o.)

Report to Headquarters, Mr. Solo.  
Emergency Pattern 14.

SOLO

It'll have to wait...I'm about to..

LISA (v.o.; cuts in)

That's a direct order from Mr.  
Waverly...out!

The SOUND of Lisa CLICKING OFF is heard. A split  
second later Solo angrily CLICKS OFF.

SOLO (a half beat; then)

I'll be back for you.

He turns and quickly walks from the room.

ANGLE - LYNDIA

576

Collecting herself, she moves to the window as we  
HEAR a car door SLAM. She arrives at the window to  
see Karim's car drive off. She presses the button  
as before - the panel swings open revealing the  
red telephone. She picks it up.

DIRECT CUT TO:



INT. SEBASTIAN'S CONTROL ROOM - NIGHT

577

All stations ready.

ANNOUNCER (v.o.)

H-hour minus 11 minutes 15 seconds.

Miss Zalamar hands Sebastian the red telephone.

DIRECT CUT TO:

RESUME - LAURA

578

Before she can say a word, Solo's hand clamps her mouth. With the free hand he cradles the telephone. Our CAMERA PANS to INCLUDE HIM.

SOLO

Thanks. I knew you'd oblige.

DIRECT CUT TO:

RESUME - SEBASTIAN

579

SEBASTIAN

Hello...hello.

AZALEA

There's a malfunction on the nose cone interlock.

SEBASTIAN

Get someone up there to fix it.

Too preoccupied with the countdown to be bothered by the phone call, he quickly hands the phone back to Miss Zalamar, throughout:

ANNOUNCER (v.o.)

H-hour minus 9 minutes.

DIRECT CUT TO:

RESUME - SOLO AND LAURA

580

Solo yanks the phone from its wiring, looks at the back. He tosses it aside - and takes out his communicator.

SOLO

Channel R, please. Emergency Clearance. Give me a circuit breakdown and local area on FRI 23 - MP046

INT. OBSERVATION BOOTH

581

Iliya, Annie, a GUARD behind them -- all watching the control room proceedings. Throughout, we HEAR the announcer continuing his countdown. Annie begins to cry. Iliya hands her a handkerchief, comforting

ILLYA

There's little need for those. Not yet, anyway.

Iliya puts an arm around her shoulder -- and removes the long-clasped decorative pin from her dress (which we have first spotted in Scene 412). He is careful that she doesn't notice it. OVER THIS:

ANNIE (intermittent)

SOBS)

They're not for me -- I was just thinking about my poor Hugh -- at this very moment -- give or take the time difference -- Hugh is rotting in that awful Turkish jail. If anything happens to me, he'll never get out. He's very passive.

DIRECT CUT TO:

EXT. LOS ANGELES STREET - NIGHT

582

Karim's car racing through traffic.

INT. KARIM'S CAR - NIGHT

583

A hand map in one hand, communicator in the other.

SOLO (into communicator)

We've pinpointed the location, Sir.  
15444 Wilshire Boulevard.

DIRECT CUT TO:

INT. COMMUNICATIONS CONTROL - WAVERLY

584

WAVERLY

Backup units are on the way, Mr. Solo.

DIRECT CUT TO:

EXT. LOS ANGELES STREET - NIGHT

585

Karim's car SCREECHES around a corner, comes to a stop.

INT. KARIM'S CAR

586

Solo nods o.s.

SOLO  
That should be it.

EXT. LOS ANGELES HIGH RISE - THEIR POV

587

That's it, all right.

DIRECT CUT TO:

INT. SEBASTIAN'S CONTROL ROOM - NIGHT

588

Sebastian is watching the technician working on the nose cone. The nose cone doors are open.

ANNOUNCER (v.o.)  
H-hour minus 5 minutes...

SEBASTIAN (INTO mike)  
I want that nose cone repaired. Now.

EXT. REAR ENTRANCE - HIGH RISE - NIGHT

589

An overhead floodlight illuminates the area. Solo and Karim move INTO SHOT, to a rear fire door. Solo takes out a device, attaches it to the door.

ANGLE - INCLUDE GARDENER

590

A JAPANESE GARDENER moves INTO SHOT, carrying the business-end of a hose. He aims the hose at Solo.

GARDENER  
Don't move.

Solo and Karim turn to face him. Suddenly the door device blows open the door. Solo pushes Karim through the now-open door -- he ducks aside as the Gardener fires the hose. The hose is actually a disguised flamethrower. He fires a jet of flame at Solo, barely missing him. Solo's SHOT gets the Gardener. He falls forward, firing a wild shot from the hose.

INT. CONTROL ROOM - MONITOR POV ON SOLO - NIGHT 591

We PULL BACK to SHOW that Sebastian and Azalea have been watching on a monitor mounted onto the control board. Sebastian picks up a microphone.

SEBASTIAN (CLICKS on  
mike)  
Too late, Mr. Solo.

INT. HIGH RISE CORRIDOR - NIGHT 592

Solo and Karim pause to HEAR.

SEBASTIAN (v.o.)  
...We began without you.

Solo and Karim turn to see...

CORRIDOR - THEIR POV 593

A steel panel slides in front and back of them.  
They're trapped.

RESUME - SOLO AND KARIM 594

Solo puts an ear to the elevator. He turns and  
FIRES at the hall monitor.

RESUME- SEBASTIAN AND AZALEA 594X1

Their monitor screen goes BLANK.

AZALEA  
He's very annoying.

RESUME - SOLO AND KARIM 594X2

SOLO  
Can you force the door open?

Karim forces his two strong hands between the two doors -- and spreads them apart. Solo looks down the empty shaft.

SHAFT - THEIR POV

595

Four floors to the basement level.

SOLO (v.o.)

They must be at the lowest level.

RESUME - SOLO AND KARIM

596

Solo leaps out, onto the center cable -- Karim follows and they begin their descent.

INT. ELEVATOR SHAFT

597

The two men go down hand-over-hand.

ANNOUNCER (v.o.)

H-hour minus 3 minutes.

598-  
602 OUT

ANOTHER ANGLE

603

Solo and Karim arrive at the top of the elevator car -- Karim pulls open the service door on the top of the car. The two men drop down inside.

INT. ELEVATOR CAR

604

Karim begins to force open the elevator door. It's a struggle.

INT. CONTROL ROOM - SEBASTIAN

605

Anxious, calling up:

SEBASTIAN

The interlock -- is it fixed yet?

ANGLE - NOSE CONE

606

The technician steps away from the cone -- gives an 'okay' signal.

RESUME - SEBASTIAN

607

SEBASTIAN (to Azalea)

Now. Lock all circuits and  
finalize procedures.

ANGLE - AZALEA

608

She breaks a seal, hits a final RED SWITCH.

WIDER ANGLE - SEBASTIAN AND CONTROL BOARD

609

They all put on their dark goggles.

ANNOUNCER (v.o.)

H-hour minus two minutes....

INT. OBSERVATION BOOTH - ANNIE AND ILLYA 610

The guard hands them goggles -- they put them on.

ANGLE - ILLYA'S HAND 611

The pin in hand. He opens the clasp; the point is long and sharp.

INT. ELEVATOR - SOLO AND KARIM 612

Karim puts his back into it, forces the door open.

INT. CONTROL ROOM - ANGLE ON SOLO 613

As, emerging from the elevator, his UNCLE Special ready, Solo moves past Karim, into the control area. He catches a GUARD from behind with his gun butt...

ANGLE - TECHNICIAN 614

He sees Solo, moves away from control board, is about to FIRE.

ANGLE - SOLO 615

He FIRES, moves to the control board.

WIDER ANGLE 616

Everyone turns to SEE Solo, but Solo has them all covered. He motions them back.

SOLO  
Against the wall.  
(to technician on  
scaffolding)  
Come down.

ANNOUNCER (v.o.)  
Minus one minute.

INT. OBSERVATION BOOTH - ILLYA

617

The guard has turned to the window for just an instant to see the action. Illya hurls the pin as he would a dart. It hits the guard in the hand, causing him to lose control of and drop the sub-machine gun. Illya leaps forward and they struggle for the weapon.

INT. CONTROL ROOM - SEBASTIAN

618

Sebastian moves away from the control board.

SEBASTIAN

The rocket is on auto-control, Mr. Solo. You can't stop it now. You've done a good job -- the best you could do. But it's all over. And if you send me to prison somewhere -- I'll get out -- and the prism will be up there, waiting for me.

SOLO

Maybe not.

Solo tosses his Special to Karim -- then bounds up the stairs to the nose cone. Sebastian moves forward, Karim blocks him.

SEBASTIAN (to  
technician up above)  
Stop him.

ANGLE - SOLO AND TECHNICIAN

619

The technician moves to block Solo -- and gets knocked from the scaffolding for his trouble.

INT. OBSERVATION BOOTH - ILLYA AND GUARD

620

Illya subdues the guard, turns for the door. It's locked.

ILLYA

Locked.



INT. CONTROL ROOM - SEBASTIAN

621

Sebastian holds out his hand -- a hidden knife springs from his sleeve to his hand. He lunges and stabs Karim - and as the large man falls, Sebastian heads up the stairs after Solo.

ANGLE - AZALEA AND HENCHMEN

622

They step forward, halting to see...

KARIM - THEIR POV

623

Raising on one elbow, the gun trained at them -- his eyes glazing.

KARIM

Solo!

ANGLE - SOLO

624

Peering inside the nose cone -- he turns to see Sebastian moving across the scaffolding. Solo grabs his knife hand just in time. A furious struggle begins, the outcome a puzzlement.

ANNOUNCER

Minus thirty seconds..

ANGLE - KARIM

625

His head sagging.

ANGLE - AZALEA AND HENCHMEN

626

Moving closer...slowly...

INT. OBSERVATION BOOTH - ILLYA

627

He sees them. An inspiration. He takes the sub-machine gun -- blasts out a large square of glass. He then quickly perches on the ledge, leaps for a cable hanging several feet from the booth -- and swings down to the floor.

INT. CONTROL ROOM - SOLO AND SEBASTIAN

628

Still at it on the nose cone level. The knife is kicked off the platform.

ANGLE - KARIM

629

He falls over, dead.

ANGLE - AZALEA AND HENCHMEN

629X1

One of the men dives for the gun -- Illya flies INTO SHOT -- FIRES -- and the man goes down. Illya backs the others away.

ANGLE - SOLO AND SEBASTIAN

629X2

We HEAR the final countdown begin, during their fight:

ANNOUNCER (v.o.)

10....9.....8....7....6....  
5....4....

At about the count of four, Solo hits Sebastian a mighty blow -- and Sebastian falls back into the nose cone -- the nose cone doors snap shut, as if devouring him.

ANNOUNCER (v.o.)

3.....2.....1.....ZERO.

Solo flattens to protect himself from the blast.

WIDER ANGLE

629X3

Smoke, NOISE, color -- and the rocket ascends.

EXT. LOS ANGELES SKYLINE - NIGHT

630

The rocket going up...and up...and up...

RESUME - CONTROL ROOM

631

The smoke is clearing. Solo comes down from the scaffolding, as Waverly and SEVERAL AGENTS enter. They take charge of the technicians, Miss Zalamar.

WAVERLY

Destroy all of this equipment.

632 OUT

ANGLE - ILLYA AND AZALEA

633

An AGENT is about to take her away. They are standing near the Old Man. Illya looks at the man on the pedestal.

ILLYA

\* I think he's going to speak.

They look at him.

ANGLE - OLD MAN

634

His eyes open, then his jaw. He gives a slight, but extremely perceptible and expressive shrug. Then his eyes close, his chin falls forward onto his chest. Azalea moves INTO SHOT beside him, takes his pulse. She shakes her head in a sign of fatality. Then musingly:

\*

AZALEA

\* I wonder what he would have said.

ZIP PAN TO:

634X1-635 OUT

\*

636-637 OUT

EXT. NEW YORK CITY - (STOCK) - DAY

638

As usual.

INT. SOLO'S OFFICE - DAY

639

Annie is beside Solo as he takes a call.

SOLO

Yes...thank you.

(hangs up; to her)

A visitor...for you.

Annie is overwhelmed. She gives Solo an enthusiastic kiss on the cheek. And another. And another.

ANNIE

Thank you, Napoleon. Thank you.  
My darling Hugh - finally released  
from that terrible prison - and you  
arranged everything.

They turn as a door slides open -

ALI - THEIR POV

640

The fourth Akbar brother - he looks identical to all of the others - but he is very sophisticated in dress and bearing. He speaks a very precise Oxford English.

ALI

How do you do. I am Ali Akbar.  
You must be Annie.

ANGLE - ALL

641

ANNIE (looks behind

him)

Where's Hugh? Where is he?

ALI

He isn't coming. It seems his mother was notified of the release and was waiting at the prison gate. Even though he was jailed unjustly - as was I - the family has kept the entire affair a secret. He asked me to give you this.

He hands her a black box. She opens it.

INSERT - RING

642

A man's ring.

RESUME

643

Annie suppresses a tear, manages a game smile.

ANNIE

At least he sent back the ring.

SOLO  
What will you do now?

643  
CONT'D  
(2)

She holds up the ring, thinks for a moment.

ANNIE  
Find someone to fit this. Goodbye,  
Napoleon. Thank you, anyway.

Ali nods.

ALI  
I am indebted to you, Sir, for my  
release. Goodbye.

Ali offers Annie his arm.

ALI  
I am at your service. May I be of  
some assistance?

SOLO  
You can never tell...the ring might  
even fit him.

She looks at the charming Ali thoughtfully.

ANNIE  
We'll just have to find out, won't  
we?

Arm in arm, they exit. Solo picks up a file, goes  
out into the hallway.

INT. HALLWAY - DOLLY SHOT

644

Annie and Ali disappearing into the b.g. Solo walks  
briskly down the busy corridor - catching up with  
Illya. Illya is absorbed in a dispatch.

SOLO  
Anything new?

ILLYA  
Not much. A revolution in the Orient,  
a multi-million dollar train robbery  
in Britain, five kidnapped scientists  
and a plot to melt the polar ice cap.  
That's all.

7-11-67 P.153

SOLO (smiles)  
Good. I think I'll take the after-  
noon off.

644  
CONT'D  
(2)

They disappear down the corridor.

FREEZE FRAME:

THE END

ALTERNATE VERSION FOR FEATURE VERSION

357-360  
CONT'D  
(3)

SEBASTIAN

Yes.

INTERCUT: SEBASTIAN AND LAURA

As Laura talks on the phone the CAMERA ANGLES to reveal Laura in her nightgown to show some décolleté. As she talks, the YOUNG MAN in bed strokes her hair.

When we cut to Sebastian his hair is being stroked by Miss Zalamar to match the action in Laura's bedroom.

LAURA

It's me...and I miss you.

SEBASTIAN

Oh, it's you...well I can't live much longer without you.

Laura kisses into the phone, then

LAURA

An U.N.C.L.E. agent just left here.  
Napoleon Solo.

---

(CONTINUE WITH TV VERSION)



## ALTERNATE SCENE FOR FEATURE VERSION

INT. BEDROOM - NIGHT

356

As we HEAR the car drive off, Laura carries the phone to the bed, sits on the bed. On her cross to the bed, we reveal a well-built YOUNG MAN in the bed itself. The young man smiles at her.

YOUNG MAN

What kept you so long?

Laura motions "Shush" to him as she dials with one finger and begins to slip her negligee off. A beat and then --

LAURA (into phone)

May I speak to Mr. Sebastian, please.  
This is Mrs. Sebastian. Yes, I'll  
hold. But please hurry.

DIRECT CUT TO:

ALTERNATE VERSION FOR FEATURE

PAGE 128 - SCENE 526

As we see everyone pairing off celebrating with drink and affection, THE CAMERA CUTS QUICKLY to feature some of the girls in décolletage. (Note to Director: Let's be daring with this, but no ladies completely naked from waist up).

## ALTERNATE VERSION FOR FEATURE

IN SCENE 576 (page 141) Laura crosses into the bedroom, moving to red telephone. In the bed is another man naked to the waist but covered by a sheet, playing solitaire. He watches calmly as she takes up red telephone. As she does,

DIRECT CUT TO:

## ALTERNATE SCENES FOR FEATURE VERSION

RESUME - LAURA

578

Before she can say a word, Solo's hand clamps her mouth. Laura, reacting, grabs for the phone. They struggle and roll onto the bed, spilling the occupant's playing cards which are spread out on the sheet. Solo speaks into phone, completely disregarding the man in the bed. Man in bed just looks annoyed.

SOLO

Thanks. I knew you'd oblige.

DIRECT CUT TO:

Scene 579 as written.

RESUME - SOLO AND LAURA

580

As man in bed watches annoyed but unmoving. Solo yanks the phone from its wiring, looks at the back. He tosses it aside - and takes out his communicator, completely disregarding the irritated but unmoving man in the bed.

SOLO

Channel R, please. Emergency Clearance. Give me a circuit breakdown and local area on FRL23 - MP246.

DIRECT CUT TO: