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

THE SURVIVAL SCHOOL AFFAIR

Prod. #8474

REVISED FINAL
REVISED FINAL

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Producer:
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9-26-67

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

The Survival School Affair

Prod. #8474

Script dated: September 26, 1967

Name changes:

FROM:

JOHN RANSOM

TO:

JOHN SAIMES

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

The Survival School Affair

Prod. #8474

TEASER

FADE IN:

EXT. FULL SHOT - OCEAN - NIGHT (STOCK) 1

A vast, lonely stretch of sea beneath a moonlit sky. Suddenly, the ROAR of emptying ballast tanks as the nose of a submarine slices the surface, quickly rising to full silhouette, decks awash.

EXT. CLOSE ANGLE - CONNING TOWER - SUBMARINE 2

as the hatch opens and COMMANDER JENKINS emerges. He glances off, then gestures down through the hatch. Another beat -- and ILLYA KURYAKIN climbs up the ladder. Commander Jenkins punches a button on the intercom box near him.

COMMANDER

Stand by to launch raft from forward hatch.

(turns)

At your convenience, Mister Kuryakin...

when ever you are ready MR Kuryakin

Illya, casually dressed and carrying a small valise, gazes off, a bit wistfully.

ILLYA

The old alma mater...

HIS POV (STOCK) 3

A tropical island -- small, jungle infested.

BACK TO SHOT 4

The Commander gives Illya a curious frown.

COMMANDER

Wouldn't it be more convenient for U.N.C.L.E. to put their survival school someplace a little more accessible?

ILLYA
It's supposed to be a secret
installation.

4
CONT'D
(2)

COMMANDER
An uncharted island 700 miles off
the shipping lanes. Yeah, I guess
that's pretty secret...

Illya takes a communicator from his pocket, clicks
it:

ILLYA
Open Channel R....

CUTTER'S VOICE (after
a beat; from communicator)
Cutter at Station R...

ILLYA
Kuryakin here, Mister Cutter--

INTERCUT - CONTROL ROOM - SURVIVAL SCHOOL - NIGHT

5

This is the nerve center for what is obviously a
highly specialized and sophisticated installation.
There are banks of electronic gear, a computer, a
monitor screen and control buttons and a large
suspended map of the island and its various build-
ings, all sectorized off into specific areas by grid
lines.

Within this room, operating the equipment in a quiet,
orderly fashion, are several U.N.C.L.E. TRAINEES--
identically dressed in jump suit uniforms and
wearing appropriate U.N.C.L.E. insignia.

The central character, however, the one who instantly
grabs our attention, is SUPERVISING AGENT JULES CUTTER--
a large, angular, rock-hard martinet of a man standing
poised, like a ship captain, in front of the suspended
island map--watching it intently. A red light BLINKS
insistently at an off-shore position on the map--
obviously signalling a warning of the submarine's
location.

ILLYA'S VOICE (cont'd)
Request momentary break in island
security perimeter to come ashore.

CUTTER (into mike; abrupt)
Verify your identification--

9-26-67

P.3

ILLYA'S VOICE
Code Marlin Twelve...

5
CONT'D
(2)

Cutter turns to a nearby Trainee, gestures.

CUTTER
Deactivate perimeter explosives
on section Charlie...

The trainee reaches to hit a button and the red blinking light on the map goes out. Cutter raises his mike.

CUTTER
I thought Solo was coming.

ILLYA
He was. But there was a minor problem in Tanzania...

CUTTER
All right. You're cleared, Kuryakin.
I'll have a man waiting for you on the beach--

CLOSE ANGLE - ILLYA AND COMMANDER - CONNING TOWER 5X1

ILLYA (into communicator)
Thank you. It's been a long time.
I'm looking forward to a pleasant visit...

CUTTER'S VOICE (brittle; curt)
Don't count on it. You have ten minutes to clear island security perimeter.
Out...

A CLICK---and the communicator goes dead. The Commander cocks an eye at it, a bit jarred by Cutter's abruptness.

COMMANDER
He's not exactly Mister Personality, is he?

ILLYA
Mister Cutter takes his job very seriously...

FLASH CUT TO:

EXT. ANGLE ON BEACH - ISLAND - NIGHT

6

A jump-suited U.N.C.L.E. trainee, PHILLIPS, carrying an automatic weapon, moves purposefully down a long, isolated stretch of beach.

9-6-67

P.4

CLOSER ANGLE

7

as he passes a huge rock formation jutting from higher ground above the beach. There is a FAINT NOISE, or perhaps a movement. Phillips stops, suddenly alerted. He turns toward the rock formation, weapon ready.

PHILLIPS

Who's there?

HIS POV - THE ROCK FORMATION

8

A flicker of motion--a shadow or sound somewhere within the blackness of the rocks.

PHILLIPS

9

He levers a cartridge into the chamber of his gun, cautiously moves in.

CLOSER ANGLE - ROCK FORMATION

10

as Phillips slips around an edge, holds, eyes searching the darkness. He takes another step, searching. No movement now, no sign of life. Another step and Phillips' foot trips on something. He stops, bends to investigate, taking a small flashlight from his pocket.

INSERT - BASE OF ROCK FORMATION

11

illuminated by the light. A hole has been dug in the sand about two feet down where, obviously, the act of burying something has been interrupted. A SMALL BOOK, partially wrapped in an oilskin cover, has been dropped near the hole. Phillips' HAND ENTERS FRAME, holds up the book for a closer inspection. The cover on it reads: COMMUNICATION CODE A - U.N.C.L.E. SURVIVAL SCHOOL - TOP SECRET.

CLOSE ON PHILLIPS

12

Stunned by the import of his discovery, he rises, whirls to check behind him. Suddenly, from the blackness, a sharp unseen JAB OF MOVEMENT grabs the weapon from his hand, knocks it to the ground. Phillips reacts to the unseen face BEHIND CAMERA,

eyes squinting in disbelief as he flashes the light.

12
CONT'D
(2)

PHILLIPS

YOU----??

Phillips suddenly dives to retrieve his weapon.

ACTION CUT - VERY CLOSE - PHILLIPS' HANDS

13

groping across the sand to reach his weapon. Clutching it, his fingers start to tighten around it when we HEAR a scuffling sound, then a metallic, ratcheting CLICK. Phillips lets out a muffled gasping cry as we watch his fingers convulse in a shudder, releasing their grip on the weapon.

ABRUPT CUT TO:

ANGLE ON BEACH

14

as a RUBBER LIFE RAFT bobs on an incoming wave, gliding to a smooth landing on the beach. Illya disembarks from the raft, still carrying his valise. As he turns to pull the raft to higher ground, a movement catches his eye from the rock formation across the beach. Reacting swiftly, Illya waves an arm, loudly announcing his presence:

ILLYA

Kuryakin -- Code Marlin Twelve. Cutter is expecting me --

ANGLE TO INCLUDE PHILLIPS

15

a terrifying specter coming out of the darkness in a stumbling, drunken gait, gasping, eyes bulged. Startled, Illya tenses as Phillips tumbles forward and falls directly in front of Illya, face twisted in agony as he claws at his throat.

ANOTHER ANGLE

15X1

Illya kneels beside Phillips, removes a thin stainless steel collar that has been clamped around the man's neck.

PHILLIPS (through gasps)

Double... agent... THRUSH...

9-26-67

P.6

Phillips suddenly goes limp, dead, as Illya lowers him to the ground.

15X1
CONT'D
(2)

16 OUT

ILLYA

17

On guard, Illya starts to turn from the dead man when:

MELISSA'S VOICE (flat;
deadly)
Don't move...

Illya freezes in automatic reflex, turns toward the SOUND.

SOLO
You're making a mistake...

HIS POV

18

MELISSA HARGROVE -- presently wrapped in a wet skin-tight bikini. There is the unmistakable glint of a gun in her hand--and a purring, ominous edge to her voice.

MELISSA
Really? And I thought you were the one who had made the mistake...

FAVORING ILLYA

19

watching her gun very respectfully as we FREEZE
FRAME and --

FADE OUT:

END TEASER

ACT ONE

FADE IN:

EXT. SURVIVAL SCHOOL - DAY

20

The place is identifiable only as a grim, castle-like fortress surrounded by high stone walls, a forbidding relic of the dark ages. Armed SENTRIES patrol the area around the walls, their modern jump suits offering sharp contrast to the ancient surroundings.

ANGLE TIGHTENS on a sign. In 3 or 4 languages, it says "KEEP OUT". PAN TO another sign: "RESTRICTED AREA", also in multiple languages. PAN TO a third sign positioned above a heavy steel door: "U.N.C.L.E. SURVIVAL SCHOOL - COMMAND OPERATIONS. AUTHORIZED PERSONNEL ONLY."

CUT TO:

INT. CONTROL ROOM - SURVIVAL SCHOOL

21

CLOSE ON the thin stainless steel collar which throttled trainee Phillips and which is now being examined by Cutter. He works the ratchet lock, CLICKING it tighter:

CUTTER'S VOICE

A very effective piece of jewelry.
The collar just gets tighter and tighter until--

(breaks off with a shrug)

THRUSH uses these wherever they don't want the noise of a gun or the uncertainty of a knife...

ANGLE WIDENS SWIFTLY to reveal Illya standing near Cutter as a pair of U.N.C.L.E. instructors hover close by. Melissa Hargrove, now attired in a businesslike jump suit, stands at attention near the door. Cutter glances over at her.

CUTTER

The details again, Miss Hargrove...

MELISSA

Yes sir. I was taking a swim last night when I saw a rubber life raft moving to shore...

CUTTER

That's all? You saw nothing in the jungle or the rocks?

MELISSA

No sir. By the time I could get
close enough to investigate --
(gestures to Solo)

Mr. Kuryakin was bending over
Agent Phillips...and Phillips
was dead.

21
CONT'D
(2)

Illya arcs a suspicious eyebrow at Melissa.

ILLYA

Do you often take moonlight swims
on lonely stretches of beach, Miss?

MELISSA (edged)

Trainees are permitted time off
to do as they wish...

ILLYA

Sorry, I forgot.

CUTTER (to Melissa
and two trainees)

There will be maximum security
concerning this matter. Dismissed!

The two instructors and Melissa silently exit.

CLOSER ANGLE - ILLYA AND CUTTER

22

For a brief moment, Cutter's brittle facade seems
to soften slightly. He gives Illya a faint, very
faint, smile.

CUTTER

It was the class of '59, wasn't
it, Kuryakin?

ILLYA

'58, sir. You kept me over for
an extra month to polish karate
techniques.

CUTTER

Yes, I remember. You were
moderately good at it.

ILLYA

From you, that's a rare compliment.

Cutter's mood darkens again as he wearily turns to a
desk where Illya's valise is opened. He reaches
inside for a sheaf of papers, thumbs through them as:

CUTTER

These are the assignments for the graduates?

22
CONT'D
(2)

SOLO

Yes. Headquarters didn't want them relayed by radio...

Cutter gives him a skeptical smirk.

CUTTER

Let's quit waltzing, Kuryakin. Waverly doesn't use his top agents as messenger boys. You're here because of the suspected THRUSH infiltration.

ILLYA

Headquarters thought you might like some assistance...

CUTTER

I sent for an undercover agent several weeks ago--as soon as the code book disappeared. He's here now--posing as a trainee.

ILLYA

Yes, I know. But since graduation is so near and we haven't learned anything yet, Mister Waverly thought--

CUTTER (overlaps;
flaring)

What does Waverly know about running a school?? He sits at a desk two thousand miles from here--!!

ILLYA

He's the man in charge, sir.

Cutter's anger quickly disintegrates with a contrite grimace. He forces control, disgusted with his outburst.

CUTTER

This school means a great deal to me, Kuryakin.

ILLYA

Everyone in U.N.C.L.E. is aware of your dedication, Mister Cutter.

CUTTER

Not everyone. Not the man who was killed on the beach last night...

As Illya looks thoughtfully at the collar, we--

FLASH CUT TO:

EXT. COURTYARD - DAY

23

Illya and Cutter are walking along an outside corridor. They reach an iron gate guarded by a SENTRY. Cutter nods and the Sentry immediately turns to open the gate. Cutter gestures Illya to go through first.

CLOSER ANGLE - ILLYA

24

as he walks INTO CAMERA. Suddenly, a trainee, JOHN SAIMES, powerfully built, athletic, leaps at him from hiding. Illya reacts instinctively, side-steps, grabs an arm. A twist, a flip, and Saimes is flat on his back with Illya's foot on his throat. — *stomach*

CUTTER'S VOICE

Five and one-half seconds...

INCLUDING CUTTER

25

standing nonchalantly at the gate, checking his watch.

CUTTER (cont'd.)

You should have done it in four.

Illya withdraws his foot from Saimes' throat, smothering a rueful smile.

ILLYA

You still like to spring your little surprises...

CUTTER

It's always interesting to see how much training my older students retain...

Trainee Saimes jumps up, dusts himself off.

CUTTER (cont'd.)

This is John Saimes...one of our advanced students.

(to Saimes)

Illya Kuryakin--section two---headquarters.

Saimes smiles amiably, extends his hand to shake with Illya.

9-26-67 P.11

my SAIMES
Pleasure, Mister Kuryakin. You
throw a nice armlock... *FLIP*

25
CONT'D
(2)

Illya acknowledges the compliment with a nod.
We sense a silent challenge between these two--
a subtle sizing up for later.

omit SAIMES (to Illya)
/ You know, sir, I've applied for
section two. Maybe we'll be
working together someday.

ILLYA
I'll look forward to it...

Saimes breaks off the gaze, glances o.s.

/ SAIMES (to Cutter)
Well, if that will be all, sir...?

you're CUTTER
Dismissed.

Saimes turns, sprints off. Illya watches him,
curiously.

ILLYA
One of your star pupils, I presume....

CUTTER
To the contrary. His status is
questionable...

ILLYA
You still haven't told me where
we're going.

CUTTER
I prefer to discuss business
where there's no possibility
of a security leak...

Without further explanation, Cutter gestures Illya
on down the corridor.

EXT. INFILTRATION COURSE - DAY - CLOSE - MACHINE GUNS 26

FIRING noisily. PULL BACK TO INCLUDE two rows of remote-controlled machine guns, facing each other, FIRING across a sand-covered No-Man's-Land. Behind each row of guns is a steel-plated wall to stop the bullets from the opposing battery. The guns fire in SPORADIC BURSTS, AT A FIXED LEVEL. PAN SLOWLY TO HOLD on Cutter and Illya at the control panel near the starting gate. Cutter pulls a switch. The FIRING STOPS.

ILLYA
Still using live ammunition?

CUTTER
Of course. In our kind of work, the element of death must be constantly present.

ILLYA
Crawling under the guns does sharpen the reflexes...

CUTTER *DUTY*
It's required daily for everyone.
Excluding visitors, if you prefer... *omit*

Cutter's dispensation rankles Illya slightly.
After a beat:

ILLYA (gestures) *omit*
After you, Mister Cutter...

Cutter flips the switch. The FIRING STARTS and CONTINUES in sporadic bursts through the following. Illya ducks under the starting gate and crawls down the course on elbows, belly and knees. Cutter is right behind him, as tough and lean and agile as any of his trainees. As the two men crawl through No-Man's-Land, PAN AWAY SLOWLY to a shadowed area just inside the chain-link enclosure. A TRAINEE steps out of the shadows to watch them. This is HAGUE, about 30, powerfully built, wire-jawed, a bit furtive. He watches through narrowed eyes.

ANGLE - FAVORING ILLYA

27

creeping and crawling under the level of machine gun fire TOWARD CAMERA. Cutter is right alongside him.

ILLYA

I assume you've notified Mister Waverly of the murder?

CUTTER

Reluctantly. I wanted to isolate possible suspects first.

*TO TRY TO FIND
I WANTED THE POSSIBLE SUSPECTS FIRST*

ILLYA *VERY*

You don't have that much time... unless you intend to graduate a THRUSH agent.

CUTTER

The trainees know what happened. All of them can help.

ILLYA

All except one -- and we don't know which one.

CUTTER (jaws set)

This is my school. I'll find him...

Even with gunfire streaking over their heads, a tension begins heating up between the two men. Illya's voice tightens.

ILLYA

You're not running a one man operation, Mister Cutter. We have procedures... the chain of command.

Cutter rolls over on his side to face Illya, narrowing a hard, unyielding gaze at him.

CUTTER

Don't wave your flag at me, Kuryakin. My wife and her unborn child were killed in Ankara by a THRUSH bomb with my name on it. I've got one purpose left...

(continued)

CUTTER (cont'd.)

and only one. To eradicate THRUSH
with a constant supply of well-
trained agents.

(beat; flat)

The "chain of command" on this
island begins and ends here...

27
CONT'D
(2)

Illya's face suddenly constricts as he reaches to
grab Cutter, yanking him brutally to one side as
MACHINE GUN BULLETS stitch the sand inches away.
Cutter looks at the bullet-spattered spot where
he had been only a piece of a second before, then
he and Illya look off.

INTERCUT - ONE OF THE MACHINE GUNS

28

Its barrel has been angled DOWNWARD, aiming its
bullets below the safety level.

ANGLE - ILLYA AND CUTTER

29

The bullets continue to chew up the sand around
them.

30 OUT

ANOTHER ANGLE

31

They start crawling rapidly to get out of the gun's
range. Suddenly, all FIRING STOPS. The abrupt
silence startles them. They look up.

THEIR POV - TOWARD THE CONTROL PANEL

32

Trainee Hague has pulled the switch. He peers across
the course with apparent concern.

HAGUE

Anybody hurt...?

BACK TO ILLYA AND CUTTER

33

They exchange glances, rise, hurry across the course.
CAMERA MOVES WITH THEM to the offending machine gun.
Hague meets them there as:

HAGUE

Must've shaken itself loose.

CUTTER (eyeing him)

Aren't you supposed to be in class?

HAGUE

I was on my way, sir, when--

CUTTER (overlaps)

--when you "accidentally" noticed
this defective machine gun mount?

HAGUE

Considering what's happened recently,
I think we all try to anticipate
trouble when we can, sir...

On this, Hague glances over at Illya, pointedly.
Illya cocks an eyebrow.

ILLYA

Your initiative is gratifying. / APPRECIATED

HAGUE

Glad I could help. Mister Kuryakin,
isn't it? Section two?

ILLYA

That's right.

HAGUE

Andrew Hague, sir. The trainees
have heard a lot about you, Mister
Kuryakin.

(as Illya regards him
quizzically)

Rumor has it you're here because
of--

CUTTER (cutting in,
sharp)

We don't deal in rumors at this
school, Hague. Dismissed!

HAGUE

Yes, sir.

Hague gives Illya one last curious look, then turns, hurries off. Cutter watches him, frowns.

33
CONT'D
(2)

CUTTER

He's good...too good...too sure of himself. There's got to be a flaw someplace.

ILLYA

Two days away from graduation doesn't leave much time to find it.

CUTTER

If I let him graduate. He's too cocky and overconfident. That can be as dangerous as incompetence.

ILLYA

Did Hague have access to that stolen code book?

CUTTER

All of the trainees had access to it.

EVERY

MOVING SHOT

34

as the two men turn toward a jeep parked near the fence surrounding the infiltration course. Illya is puzzling some possibilities.

ILLYA

Why would a THRUSH infiltrator bother to steal anything...

(as Cutter reacts)

In two days, he'll be graduating. Within a year, he could have all our secrets.

CUTTER

That code book didn't just blow away, Kuryakin...

ILLYA

Consider this, Mister Cutter. If it was stolen by a THRUSH double agent, then that agent must suspect he isn't graduating. So, he's going to try to do as much damage as he can while he's still here... including murder, if necessary.

CUTTER

I'm the only one who decides who won't graduate--and I haven't decided yet!

ILLYA

...But you do know who are the ones most likely to fail... And they're the prime suspects...

34
CONT'D
(2)

They reach the jeep, climb in as Cutter wheels it in a dust-kicking circle down a jungle road.

INT. CONTROL ROOM - SURVIVAL SCHOOL - DAY

35

CLOSE ON A COMPUTER WHIRRING AND CLICKING as it spits out three cards. ANGLE WIDENS TO include Cutter and Illya as Cutter takes the cards, reads them:

CUTTER

Andrew Hague, John Saimes and
Melissa Hargrove--all possible
"failures."

He gestures to a projection screen, punches a button.

ANGLE FAVORING PROJECTION SCREEN

36

A STILL PHOTO of Melissa Hargrove appears on the screen. Cutter refers to the card in his hand, reading:

CUTTER

Radcliffe graduate, collegiate
tennis and fencing champion,
proficient in five languages;
outstanding training record.

ILLYA

But...?

CUTTER

But she's emotional and unstable.
Those "moonlight swims"...frequent
inattentiveness at lectures. She
acts like a woman in love.

ILLYA

...A subject not in the manual of
instruction.

ADD THAT'S NOT IN YOUR
MANUAL OF TRAINING

CUTTER
Not at this school!

36
CONT'D
(2)

He presses a button. Melissa's photo is replaced by one of ANDREW HAGUE. Cutter refers to a card:

CUTTER
You've met Andrew Hague. Former U.S. Army sergeant; excellent combat record. Aggressive, eager to please--overconfident as I explained. *omit* Could become a glory-seeker. Highly questionable...

Cutter presses a button and up comes a PHOTO of JOHN SAIMES.

(CUTTER
John Saimes--your friendly adversary earlier this morning. Five letter man at Annapolis, former Marine Intelligence officer, excellent leadership qualities. One major weakness: women.

How Ever aged record

A HIGH FREQUENCY BEEP alerts them. Cutter turns off the projector, crosses with Illya to the communications panel. Cutter flicks a switch, adjusts a dial. Waverly's voice comes over:

WAVERLY (v.o.)
I have bad news for you, Mister Cutter.

CUTTER
That's all I've had lately, Mister Waverly.

well that's just about the only news I've been getting here lately
Mr Waverly

INT. COMMUNICATIONS ROOM (DAY) - CLOSE - WAVERLY

37

WAVERLY
I've just received this directive from our Security Committee. The last paragraph may interest you...
(reads)

"Unless the crisis at the survival
(continued)

9-26-67

P.19

WAVERLY (cont'd.)
school is resolved before the
forthcoming graduation, the entire
class is to be dismissed and the
school closed indefinitely..."

37
CONT'D
(2)

INTERCUT WITH INT. CUTTER'S CONTROL ROOM

38-38X3

Cutter is obviously shaken. He stiffens, face
going taut, barely controlled.

CUTTER
You'd close the school?? Punish
the entire class because of one
member??

WAVERLY
That "one member" is obviously
working for THRUSH.

CUTTER
But we're doing everything we can--

WAVERLY
Apparently, that isn't enough.
Even the undercover agent you
requested has failed to turn up
any substantial information.

ILLYA
I'll be in touch with him later,
sir.

WAVERLY
Good. This is a most serious
situation, gentlemen. The school
will have to be closed unless the
THRUSH double agent is found
immediately.

CUTTER
With just a little more time, Mr.
Waverly--

WAVERLY (abrupt)
Twenty-four hours--no more. Mister
Kuryakin--

Sir? ILLYA

38-38X3
CONT'D
(2)

WAVERLY
You will share responsibility with
Mister Cutter for ending this
threat to our very existence.

ILLYA
I understand.

WAVERLY
That's all. Good luck... Oh, and
Mister Solo sends his best.

Waverly clicks off - leaving Cutter smouldering in
frustration, mind groping for desperate possibilities.

CUTTER
The truth! I'll get it if I
have to sweat every--

ILLYA (cutting in)
Turn this into an inquisition and
you'll destroy morale completely.

CUTTER (not
listening)
If that doesn't work, there's truth
serum, hypnosis, polygraph tests--

ILLYA
We can't burn down the trees to
save the forest, Mister Cutter--

*I don't think it
will be necessary
to resort to
changes in
Mr. Cutter*

Cutter snaps out of his fury, taking a long beat
to control himself. Now, he turns, levels a
challenging gaze at Illya.

CUTTER
All right, Kuryakin. We'll do as
Mister Waverly suggests. We'll
share, fifty-fifty. He gave us
twenty-four hours to find the THRUSH
agent. You take the first twelve
and try it your way. Then I'll
try it mine...

(beat)
Your move...

A beat. Illya reaches to lift one of the computer
cards out of Cutter's hand.

9-26-67

P.21

ILLYA
Melissa Hargrove.

38-38X3
CONT'D
(3)

FLASH CUT TO:

EXT. BLOOD ALLEY (DAY) - CLOSE - MELISSA

39

whirls to FACE CAMERA, hurls a knife directly at:

HER POV - A LIFE-SIZE CUT-OUT

40

depicting a villainous gunman. The knife TWANGS into his plywood chest. (NOTE: There's a three foot concrete wall on either side of the alley. The cut-outs pop up automatically in unexpected places, from behind the walls. Assorted weapons are on the ground, at intervals, along the alley.)

INTERCUT - CUTTER'S JEEP

41

B. Rick White
stops outside the chain-link gates. Cutter and Ilyia disembark and head through the gates, as:

ANGLE - MELISSA

42

TRUCK WITH HER, running, to the next weapon: a pistol. As she picks it up, a cut-out pops up somewhere behind her. She spins toward it, shatters it with THREE QUICK SHOTS. *2 shots*

ANGLE - CUTTER AND ILLYA

43

at the control-panel at the end of the alley, watching.

ILLYA
She's quite efficient.

ANGLE - CLOSE - MELISSA

43X1

runs to the next weapon: a tommy-gun. She picks it up. A cut-out pops up. She spins around to shoot -- but holds her fire when she sees:

HER POV - THE CUT-OUT

44

This one is of a man with arms upraised -- in a clear gesture of surrender.

ANGLE - CUTTER AND ILLYA

45

CUTTER

Look at that. Perfect reflexes.

ILLYA

Perhaps too perfect. / As if she'd had years of training. / *omit*

(then)

Excuse me.

PAN with him to the low wall. Melissa, examining the tommy-gun, doesn't notice him until:

ILLYA

Miss Hargrove?

She spins around, inadvertently pointing the tommy-gun at his gut (or maybe not so inadvertently). He gingerly pushes it aside with:

ILLYA

I come in peace.

ANGLE - FAVORING MELISSA

46

She smiles acidly.

MELISSA

Is it a social call, Mister Kuryakin, or a casual interrogation of the number one suspect?

ILLYA

You?

MELISSA

Of course. I was at the scene of the crime, wasn't I?

ILLYA
But so was I.

46
CONT'D
(2)

MELISSA
There's a difference. I'm a
trainee. You're a respected and
trusted member of section two.

ILLYA
That does give me a certain--

The sudden SOUND of an alarm siren breaks off their
conversation. They whirl around as CAMERA PANS TO
pick up Cutter racing to a field telephone nearby.

CLOSER ANGLE - WITH CUTTER

47

as he reaches the phone, dials once. Illya and
Melissa hurry ON.

CUTTER (into phone)
Cutter here. Read out!
(beat)
I'll handle it!
(hangs up; to Illya)
Yellow alert. Sentry post five.

He pivots toward his jeep as Illya follows. HOLD ON
Melissa, shocked, wide-eyed, afraid.

MELISSA
Sentry post five? That's where--
She breaks off, suddenly rushing after them as:

HER POV - THE JEEP

48

Cutter at the wheel, Illya beside him, they speed
away.

BACK TO MELISSA

49

She looks around desperately, sees another jeep
approaching with two TRAINEES. PAN WITH her as
she flags it down, jumps aboard, signals them to
follow Cutter.

FLASH CUT TO:

EXT. BEACH (DAY) - CLOSE ANGLE - JOHN SAIMES

50

unconscious, on the ground near a telephone communication post. At the SOUND, ANGLE UP to INCLUDE Cutter's jeep bouncing over the terrain in a fast race to reach Saimes. As the jeep skids to a stop, Illya hops out and runs to the unconscious man. He kneels as Saimes stirs, moans softly. Cutter rushes on as:

ILLYA

He's coming to....

CUTTER (edged)

John Saimes. One of your "suspects".

Saimes GROANS, struggles to sit up--still groggy.

ILLYA

Relax, Saimes... *omit*

CUTTER (to Saimes)

What happened, Saimes?

SAIMES

A prowler, sir. I...called in the alert...and that's when he clobbered me.

The second jeep wheels ON. Melissa, still carrying her tommy-gun, leaps out ahead of the other two trainees, races toward Saimes.

MELISSA

Johnny--!!

Saimes turns to give her an uneasy smile.

SAIMES

Relax, Melissa. I'm okay...

CLOSE - FAVORING MELISSA

51

She holds, suddenly aware that her intense concern for Saimes has not gone unnoticed. She glances at Illya and Cutter, trying to cover casually,

MELISSA

I--

(catches herself,
indicates two trainees)

--we were concerned about Johnny.
When you said yellow alert at sentry post five, I...we...all knew he was on duty...

9-26-67

P.25

Illya detects her attempted cover-up, but makes no visible reaction to it. He turns to Saimes.

51
CONT'D
(2)

ILLYA

Did you get a look at the prowler, Ransom?

Did you see him before he hit you?

SAIMES

Not enough to identify him. But he was wearing one of our uniforms--

Cutter glances around, quickly sizing up the situation as he draws his gun.

CUTTER

He could still be in the area.

(signals two trainees and Melissa)

Deploy and search--

Illya draws his gun and all move off in different directions.

ANGLE WITH ILLYA

52

TRUCK WITH HIM, moving warily. He hears the SCRAPE of rock against rock o.s. Beat...silence. Illya moves closer to a nearby rock formation. Gun ready, he flattens, squeezes around the edge. As he does, a MAN lunges from hiding, attempts to escape--not fight. The Man wears a trainee's uniform and a dark woolen sock has been pulled over his head and face in a nightmarish mask. Illya makes a running tackle at the man, his gun FIRING as they both hit the beach hard.

REACTION CUT - CUTTER, SAIMES, MELISSA

53

They whirl to the shot as Melissa arcs her tommy-gun to fire. Cutter instantly reaches to stop her, knocks the gun out of her hand, looks at her coldly.

THE FIGHT

54

The sock-disguised man obviously wants only to get out of there as he manages to break free of Illya and struggle to his feet. As he starts to spin away, Cutter races ON, slices down with a vicious

9-26-67 P.26

judo chop. The man slumps unconscious, face down.
Cutter yanks the sock from the man's head as he
and Illiya roll him over, look into the face of --

54
CONT'D
(2)

HARRY WILLIAMS

55

He's a good-looking man in his late twenties.

SCENE

56

as Melissa and Saimes run up, react.

MELISSA

Harry!

CUTTER (sharply--
and clearly upset)
All right! Mr. Kuryakin and I will
take care of things from here on.
Get back to your assignments.

Melissa and Saimes hesitate. Melissa appears
rather surprised at Cutter's harsh impatience.

CUTTER (barking)

Go on!

They move off, disappear.

ILLYA

Well, it would seem to be a simple
matter of reviving him and getting
his confession.

CUTTER (grimly)
I'm afraid not, Kuryakin.
(looks up at Illiya)
You've never seen this man before?

ILLYA (puzzled)

No...

CUTTER

Well, we work for a big company.
(looks down at Harry)
Harry Williams...U.N.C.L.E. ID
number 079...
(back to Illiya as the
latter reacts)
...He was my undercover man.

FREEZE AND FADE OUT:

ACT TWO

FADE IN:

EXT. SURVIVAL SCHOOL (DAY) - FULL SHOT

57

Cutter's jeep drives across the grounds--Cutter driving, Illya beside him, Saimes and Harry (with wrists handcuffed) in the rear. The second jeep, with Melissa and the two trainees, follows. As the jeeps approach the main building, TRAINEES--men and women--converge on the area.

ANGLE - AT CUTTER'S JEEP

58

It stops at the command building. They disembark. Saimes prods Harry with a gun, shoves him into the building. Cutter and Illya pause to look around at the converging trainees.

INTERCUT - MELISSA

59

Her jeep stops. She disembarks, looks toward Illa.

INTERCUT - OTHER TRAINEES

60

curious, interested, WHISPERING among themselves. Dominant among them is Andrew Hague. He appears faintly amused by the proceedings.

WITH CUTTER AND ILLYA

61

TRUCK WITH THEM from jeep to building as:

CUTTER

Think Miss Hargrove and the other trainees bought our act?

ILLYA

I hope so.

possibly

9-26-67

P.28

CUTTER (bitterly)

Not that it makes any difference.
I get a top undercover man and he
blows his cover.. What good is he
to me now?

61

CONT'D

(2)

They exit into the building.

GROUP SHOT - FAVORING MELISSA

62

Hague angles over beside her.

HAGUE

What happened?

MELISSA

Harry Williams. It looks like he's
turned out to be a THRUSH double
agent...

(looks off, not
totally convinced)

...or at least that's what Cutter
and Kuryakin want us to believe.

HAGUE

And you don't?

MELISSA

Cutter was awfully anxious to get
rid of Johnny and me. Williams
could be an undercover man for
U.N.C.L.E. sent out here to spy
on us.

HAGUE

Is that so bad?

MELISSA

It could be...for one of us.

On appropriate reactions...

CUT TO:

INT. CONTROL ROOM - SURVIVAL SCHOOL

63

as Harry is roughly shoved into a chair. PULL BACK
TO INCLUDE Saimes, holding an automatic to his
throat. As Cutter and Solo enter:

SAIMES (low; hard)
I owe you something for that lump
on the head, Williams.

CUTTER
That'll be all, Saimes!

SAIMES
I'd like a chance to question
this man myself, sir--

CUTTER
I said that's all. Dismissed!

SAIMES
Yes, sir.

Saimes glares at Harry, then reluctantly turns,
exits. Cutter shuts and locks the door as Illya
removes the cuffs from Harry's wrists.

ILLYA
I'm sorry we couldn't meet under
more pleasant circumstances, Mr.
Williams... Illya Kuryakin.

HARRY
I know. Mr. Waverly told me you'd
be here.

Over this, he shakes hands with Illya.

CUTTER (impatient)
We'll dispense with the amenities.
What the devil were you doing out
there, Williams?

HARRY
Taking another look around the
murder site.

ILLYA
Any luck?

HARRY
There's one spot where the sand
has been stirred up--as if someone
had been digging or burying something...

NEW ANGLE

64

as Cutter crosses to a desk, presses one of many buttons. The suspended map of the island lights up.

CUTTER

Show us its exact location.

Harry crosses to the screen, points out the specific area.

HARRY

Here...at the base of a rock formation. I was just starting to poke around when Saimex showed up.

ILLYA

Did he see what you were doing?

HARRY

Yes. We played hide-and-seek for a while, then I shook him. I guess that's when he sent the alert...

CUTTER (boiling)

A breach of every basic rule in survival!! You got away from him--then deliberately came back, risking everything to knock him out. Stupid--!

HARRY (blandly)

I agree, Mister Cutter.

CUTTER

Then why--why did you do it??

HARRY

I didn't.

A beat as Cutter and Illya exchange startled glances, then:

ILLYA

If you didn't...who did?

HARRY

Sorry, Illya. Where I was hiding, I couldn't see Saimex--or anyone else...

As they stare at each other in puzzled silence, we--

CUT TO:

EXT. TRAINING GROUND - DAY - CLOSE ON SIGN

65

identifying purpose of this particular area:
"DEFENSE AND COUNTER-MEASURE. RESTRICTED."

Like "Blood Alley" (a set re-dress?), the trainee walks down a narrow corridor between low concrete walls. Only instead of cardboard cut-outs, live trainees pop up with various deadly weapons. The object is to neutralize surprise attack without killing the attacker.

NOT shown

Andrew Hague stands alone at the beginning of the narrow corridor, checking his various articles of equipment: A folded newspaper; a small pellet device hooked to his belt; a sleek gas pistol tucked in a pocket. As he works, he engages in conversation with unseen colleagues, presumably hiding behind the corridor walls. It's a strange, almost eerie, effect:

HAGUE

If this mess isn't cleared up,
you know we won't graduate...

SAIMES' VOICE

Cutter knows his business. He'll
solve it--

MELISSA'S VOICE

Particularly with Kuryakin breathing
down his neck.

His equipment checked and ready, Hague turns down the long corridor, walking slowly, alert, ready.

HAGUE

Well, all I know is something
better happen pretty soon.
Last week the code book was
stolen. Last night, Phillips
gets murdered...

*Scene
change*

SHOCK CUT - CORRIDOR WALL

66

as Saimes suddenly pops up, levels a submachine gun at Hague. Hague whirls, points his folded newspaper, FIRES. A blast from the end of the newspaper and Ransom spins, falls -- ostensibly hit.

SAIMES

Your reflex could be faster.
I almost got off one shot.

HAGUE

Thanks. I'll work on it--

SHOCK CUT

70

as a THIRD TRAINEE suddenly pops up from behind the wall, cocking his arm back to throw a long, deadly javelin at Hague. Hague reacts instantly, arcs his gas pistol to hit the trainee square in the face with a STACCATO volley of gas puffs. The trainee drops the javelin, slumps behind the corridor wall, ostensibly unconscious.

CLOSE ANGLE - HAGUE

71

unruffled, infinitely satisfied with his marksmanship, he hefts the gas gun.

HAGUE

I wonder if the great Mister Kuryakin could react that quickly...

Hague allows himself a thin smile of conjecture, moves on down the corridor.

FLASH CUT TO:

EXT. BEACH - CLOSE - ROCK FORMATION - DAY

72

Illya appears from the far side of the rocks, pauses, looks around. PAN WITH HIM as he inspects the sand at the base of the boulders. Then he stops, spotting something.

HIS POV - CLOSE ANGLE

73

A hastily-dug hole in the sand--about twelve inches in diameter, about two feet deep.

ANGLE - ILLYA

74

He kneels, reaches into the hollow, finds nothing but some loose sand. Grim, reflective, he looks around the immediate area -- and sees:

HIS POV - CLOSE ANGLE

75

A FOOTPRINT, partially covered with fresh sand--as if a hasty attempt has been made to hide it. SLOW PAN ALONG the sand. It's relatively smooth.

Then HOLD PAN on another partially-camouflaged print, near a rock formation.

75
CONT'D
(2)

BACK TO ILLYA

76

He draws his gun, slips to the rocks, Flattened against them, he calls:

ILLYA
Your reason for being here had better be as good as mine.

CLOSE ANGLE - HAGUE

77

crouched behind the rocks, sweating it.

ILLYA'S VOICE (cont'd.)
Would you like to come out and tell me what it is...?

Hague warily leans to peer through a crevice between the rocks.

HIS POV - THROUGH CREVICE - AT ILLYA

78

Gun ready, Iliya is moving in.

NOTE: Iliya has not actually seen Hague, and will not see him during this sequence.

BACK TO HAGUE

79

He takes a smoke-grenade from his pocket, pulls the pin, hurls it.

ILLYA

80

as the grenade EXPLODES in front of him. Iliya is stopped, momentarily blinded by the cloud of smoke. He turns away, COUGHING, covering his eyes. The smoke billows up and around, FILLING THE FRAME as we--

FLASH CUT TO:

INT. CONTROL OFFICE - SURVIVAL SCHOOL - DAY

81

Cutter is God's angry man, seething, fighting to contain his impatience as:

ILLYA'S VOICE

I never saw him. By the time the smoke cleared out, so had he--

CUTTER

Brilliant! One of our top section--two agents almost gets himself killed while playing in the sand!!

ANGLE WIDENS TO INCLUDE Illya and Harry. Cutter paces like a caged animal--a sharp contrast to the calm demeanor of his colleagues.

HARRY

The footprints on the beach. We could take castings--

ILLYA (shakes his head)

Whoever it was smoothed over the sand with a palm leaf--

Cutter makes a gesture of helpless exasperation.

CUTTER

Six-thirty. Eight and a half hours wasted!! It's time I took charge!!

ILLYA

We have a bargain, Mister Cutter. / It's still my turn to -- /

CUTTER (cutting in, furious)

To what, Kuryakin? Foul up again? All you've accomplished is to turn our undercover man into a suspect.

ILLYA

Wait a minute! / What if Harry really were a suspect?

Harry reacts.

ILLYA (cont'd)

It's happened before. THRUSH agents infiltrating our security...

Cutter picks up Illya's gaze, puzzled by it, then intrigued with the possibility.

Out line

*Supposing Harry
Williams was really
our suspect?*

CUTTER
If you really were a THRUSH
agent, Williams....

81
CONT'D
(2)

ILLYA
What would you do, Mister Cutter?

Cutter measures Harry, his voice low, dangerous.

CUTTER
I'd get the truth out of him--one
way or the other... *omit*

ILLYA (priming)
How, Mister Cutter?

Course
CUTTER
Since you were last here, we've
added a little bonus to our Endurance
Training. It's called the "pit". A
few hours in the pit and Williams
would tell us whatever we wanted
to know...

(to Harry, as he reacts)
If we can convince the trainees
you really work for THRUSH, we
may be able to get the man we want--

HARRY
It doesn't track, gentlemen. The
real double agent would be laughing
up his sleeve while I sweat it out
in the pit.

CUTTER
Not necessarily! You and Kuryakin
didn't know each other. It could be
the same with THRUSH.

ILLYA
Exactly. If this double agent
believed you were on his side...

HARRY (nods)
...he'd help me escape.

ILLYA
Unless he thought you might blow
his cover... In which case, he'll
try to kill you.

HOLD ON Harry's slightly uneasy expression as we--

FLASH CUT TO:

9-26-67

P.37

EXT. SURVIVAL SCHOOL - DAY

82

BELLS CLANG, ALARMS SOUND as, from all directions, TRAINEES pour out of other buildings, weapons ready, It's a major red alert, much excitement, gates slamming shut, exits covered. Andrew Hague runs out of the command building, gestures to the others.

HAGUE

Williams! He's escaped!!

INTERCUT - TRAINEES

83

fanning out to cover every possible exit. Saimes is out front, leading the way for one group.

INTERCUT - ANOTHER GROUP OF TRAINEES

84

Melissa dominates this one, the faithful tommy-gun in her hands. She signals and the group follows. her down a walk between buildings, searching every possible hiding place.

INTERCUT - CUTTER AND ILLYA

85

racing out of the command building. Illya spots something o.s., wheels toward it.

ANGLE - FAVORING HAGUE

86

He stops, raises his gun, draws a bead on:

HIS POV - HARRY

87

bolting out of some shrubbery, running, playing his role as fugitive.

BACK TO HAGUE

88

as his finger tightens on the trigger, Illya leaps at him, deflects the gun as the SHOT goes wild.

ILLYA

No!! He's more valuable alive!!

9-26-67 P.38

HAGUE (a smile)
I wasn't going to kill him,
Mister Kuryakin....

88
CONT'D
(2)

HARRY

89

running toward the main gates. As he reaches them, a VOLLEY OF BULLETS stitch the ground in front of him. He stops, looks up.

no gun fire

HIS POV - UP-ANGLE - CASTLE WALL

90

A bristling line of trainees stand motionless, hard-eyed, their weapons ready to resume firing.

CLOSE - HARRY

He slowly raises his hands in surrender.

no hands up 91

FLASH CUT TO:

INT. DUNGEON - TOWARD THE STAIRS

92

Cold, damp, stone stairs -- leading down into a dank room decorated with ancient instruments of torture: a rack, a wheel, an iron maiden, whips, rods, manacles, various medieval weapons, etc., all lending ominous atmosphere to the dungeon.

*Special staircase
no weapons*

Hague and Saimes lead Harry down the stairs as several other trainees wait at the top. As the three move in close, Hague guards Harry while Saimes lifts a heavy iron trapdoor in the floor. It CREAKS from age and weight. There are holes in the lid for minimal air and light. The grim black hole yawns, waiting for its prisoner. Hague gives Harry a smile.

*only see H&S
Catching Harry
looks like
manhole cover*

HAGUE

I trust you'll enjoy the accommodations.

On this, Saimes shoves Harry into the hole.

INT. PIT

93

as Harry drops to floor, twists to look back in

HIS POV - UP ANGLE

94

to see Saimes and Hague peering down at him through the opening.

SAIMES

We'll send you a graduation announcement, Williams

With that, they SLAM the lid shut as the scene goes BLACK.

FLASH CUT TO:

INT. CONTROL ROOM - SURVIVAL SCHOOL

95

as Illya and Cutter rush in, close the door behind them, lock it.

CUTTER

That stunt could've gotten Williams killed!

ILLYA

I know ... but it had to look convincing.

(takes out communicator)

Open Channel B

INTERCUT WITH INT. PIT - HARRY

96-96X2

examining his cramped quarters in the dim light, carefully going over every niche and crack in the wall surface. (Perhaps a rat scurries through a hole at his feet). Now, a BEEP from his communicator. Harry uncaps it, then:

HARRY

Williams here.

ILLYA

Just checking. / Are you all right? *mit*

HARRY

It's a little dark and dreary, Illya, but you know dungeons these days.

ILLYA

That was a nice act of running scared you pulled in the yard.

9-26-67 P.40

HARRY
I wasn't acting.

96
CONT'D
(2)

INT. CONTROL ROOM

97

as Cutter takes the communicator from Illya.

CUTTER
We have electronic alarms hidden
on all entrances to the dungeon....

For Illya's benefit, Cutter gestures to a large
wall panel of colored lights as, continuing:

CUTTER
We'll be alerted the instant
anyone enters the area.

HARRY'S VOICE
I wasn't planning on getting much
sleep anyway....

Cutter hands the communicator back to Illya.

ILLYA
That's all. Keep your communicator
at hand. Let us know if you hear
anyone approaching....

INT. PIT - CLOSE HARRY

97X1

ILLYA'S VOICE
It may well be the THRUSH double
agent coming to kill you.

HARRY
It's nice to know somebody cares....

He sits back in the gloom to wait. SCENE SPIRALS
to a FREEZE FRAME and we --

FADE OUT:

END ACT TWO

ACT THREE

FADE IN:

EXT. SURVIVAL SCHOOL (NIGHT) - TO ESTABLISH-

98

The grounds -- dark, deserted, silent. Then the clock in the tower slowly CHIMES the hour.

INTERCUT - (STOCK) - CLOCK TOWER

99

The clock registers 9 p.m. The CHIMES continue, through:

EXT. SURVIVAL SCHOOL (NIGHT)

100

as the CHIMES complete their message. We are on the entrance to one of the castle-like buildings. A trainee slips out of the building, hugging the shadows. The unidentifiable figure darts from shadow to shadow, moving toward the entrance of another building. ZOOM IN CLOSE on the trainee: MELISSA HARGROVE. With a furtive look around, she slips inside the building.

CUT TO:

INT. SAIMES' QUARTERS (NIGHT) - CLOSE - SAIMES

101

Alone, in the spare cell-like room, working over some intricate blueprints. A light, guarded KNOCK at the door alerts him. He rolls up the blueprints, sets them aside, irritated by the interruption. He is obviously under some great private pressure. PAN with him to the door. He unlocks and opens the door. Melissa slips inside, moves into his arms eagerly, awaiting his kiss. But he pulls away angrily, shuts and locks the door. As:

SAIMES' (hushed;

upset)

What's the matter with you?? You know better than to come here -- !

MELISSA

It never bothered you before.

SAIMES

This is not the time. We're all
being watched.

101
CONT'D
(2)

MELISSA

omit / Don't worry. / Our little "romance"
is the best kept secret on the
island...

SAIMES

You don't give Cutter enough credit.

Her eyes search his, probing for a sign of affec-
tion.

MELISSA

Is it so important we graduate?

SAIMES

It's important that I graduate--

Saimes' smile is patiently forced, brittle.
Melissa stiffens, turns back toward the door.

MELISSA

Sorry I interrupted your precious
career, Mister Saimes!

He reached out to stop her, pulling her back to his
arms, his most ingratiating smile snapped into place.

SAIMES

Can't we save the arguments until
after we're married?

Melissa pouts, not wanting to capitulate to the
charm too easily.

MELISSA

If that's a definite proposal,
I'd like it in writing.

SAIMES

I'll even carve it in stone...later.
(turns her to his desk)
Come here, I want to show you some-
thing.

NEW ANGLE

102

As they reach the desk. Saimes spreads out his
blueprints.

MELISSA
What's all this?

102
CONT'D
(2)

SAIMES
Blueprints of the entire island
installation.

MELISSA
Don't tell me that's part of
your homework...

SAIMES
In a way. I've been figuring out
how to become a hero...and you can
help.

She looks at him with uneasy bewilderment, something
cold and detached about his manner. But she's still
captivated:

MELISSA (enigmatic)
Anything you say, Johnny.

SAIMES
If I could find out how THRUSH got
a man on this island, their whole
setup-- Cutter would not only
graduate me, he'd probably nominate
me for president...

MELISSA
I like a man with ambition, but
where's all this beautiful THRUSH
information supposed to come from?

SAIMES.
Harry Williams...

MELISSA (frowns)
You're not serious! They've got
him under Class A security!!

SAIMES (jaws clenched)
Look, Melissa--if Cutter knows about
us, that'd be all the excuse he'd
need to wash me out! I've got to
make myself a few bonus points...
with or without your help!!

Saimes' stormy determination hit home. Melissa's
doubts quickly disintegrate as she reaches to touch
his hand, trying to convey her affection.

MELISSA
All right, Johnny. I'll help
you any way I can...

She touches his shoulder in a gesture of affection.
Saimes smiles.

102
CONT'D
(3)

SAIMES
I wouldn't be surprised if you were
the double agent--trying to exploit
me.

Saimes pulls from her touch, pretending great urgency
as he refers to the blueprints.

SAIMES
We're going to break Williams out
of the dungeon and tell him we're
from THRUSH too. We'll convince
him we've got a submarine waiting
in the bay to help him escape....

MELISSA
Who'd buy that kind of a story?

SAIMES
A real THRUSH agent in trouble.

MELISSA
But what if he isn't a real THRUSH
agent?

SAIMES (thin smile)
It's time we found out for sure,
isn't it...?

MELISSA
Aren't you forgetting a small
detail, darling? The dungeon
has an elaborate alarm system...

Saimes reaches to pick up a manual from beneath the
blueprints, holds it up as:

SAIMES
So it does...

INSERT - THE MANUAL

103

Entitled: "U.N.C.L.E. TRAINING MANUAL 17. METHODS
OF DEACTIVATING ELECTRONIC ALARMS. TOP SECRET."

FLASH CUT TO:

9-26-67 P.45

EXT. SURVIVAL SCHOOL (NIGHT)

104

INSERT - CLOCK TOWER

104X1

registers 9:45. The clock CHIMES once, as we

CUT TO:

INT. CONTROL ROOM - SURVIVAL SCHOOL - NIGHT

105

CLOSE ON the control panel for the dungeon alarm system. It glows steadily, no indication of trouble. ANGLE WIDENS TO INCLUDE Cutter and Illya watching the panel, grim, silent, time hanging very heavy. A beat--and Cutter breaks off his gaze, glances at a wall clock.

CUTTER

Fifteen minutes left, then I take over the investigation...my way!

ILLYA

I'll need more time--

CUTTER

You've had twelve hours.

ILLYA

Mr. Cutter, Harry ~~almost~~ got himself killed setting this trap. We've got to give it a chance to work!

CUTTER

A bargain, that's what you called it. I kept my end...now you'll keep yours.

Illya is boxed and they both know it. Cutter picks up a phone, dials a number.

CUTTER (into phone)

This is Cutter. I want all the trainees assembled in the briefing room at exactly ten p.m.

(hangs up; to Illya)

This is still my school and my responsibility.

Cutter strides out. Illya turns a worried gaze toward the alarm panel as CAMERA FOLLOWS his look. ANGLE TIGHTENS on the panel, then TILTS DOWNWARD, following the wire that feeds the panel. PAN ALONG the

baseboard with the wire to the point where it
vanishes into the floor, then--

105
CONT'D
(2)

CUT TO:

INT. BUILDING -CRAWL-SPACE - NIGHT - CLOSE ANGLE

106

This is the area under the floorboards, where the
wires are hooked to the electrical conduits. The
BEAM of a flashlight DANCES about, finally settling
on the wires that emerge from the floor above.
PAN AWAY SLOWLY TO HOLD on Saimes, holding the
flashlight, studying the complex of wires. Then:

SAIMES (calls;
a whisper)
Melissa...the blueprint...!

EXT. SURVIVAL SCHOOL - NIGHT - CLOSE - MELISSA

107

standing outside the building, near the entrance to
the crawl-space. With a look around, she stoops
down -- hands the rolled blueprint to Saimes,
inside the crawl-space. As she does so:

HAGUE'S VOICE (o.s.)
Melissa...?

She straightens up, guiltily.

INT. BUILDING - CRAWL-SPACE - NIGHT - INTERCUT -
SAIMES:

108

holding the blueprint, about to unroll it, he
freezes as he hears:

HAGUE'S VOICE (o.s.);
coming closer)
What're you doing out here?

MELISSA'S VOICE (o.s.)
Just---getting some air...

EXT. SURVIVAL SCHOOL - NIGHT - FAVORING HAGUE

109

HAGUE:

Cutter wants us in the briefing
room at ten o'clock.

MELISSA

I'll be there.

HAGUE

Sounds important. Don't be late.

MELISSA

I won't...thanks.

Hague gives her a curious look, then walks o.s.
A beat, then Melissa stoops down, for:

MELISSA (a whisper)

Okay. He's gone.

INT. BUILDING - CRAWL-SPACE - NIGHT - SAIMES

110

He unfurls the blueprint in the cramped space,
checks it against the wires and conduits. Finally,
he finds what he's seeking. He crawls deeper into
the area, takes a pair of pliers from his pocket,
adjusts the flashlight. Carefully and precisely,
he cuts the wires -- with a sharp, definitive CLICK.

ZIP PAN TO:

INT. PIT - NIGHT - CLOSE - HARRY

111

He sits up, stretches, scratches, takes a pocket
flashlight out, shines its beam on the face of his
watch. With a weary sigh, he pockets the flash-
light again, reclines once more on the damp floor.
Just as he gets comfortable, he HEARS the CREAK of
the heavy dungeon door, o.s. He hops to his feet,
poised, alert. Light, muffled FOOTSTEPS o.s.
approach slowly. Worried, he takes out his
communicator, opens it, addresses it.

HARRY. (sotto)

Open Channel B....

9-26-67

P.48

INT. CUTTER'S OFFICE - NIGHT - CLOSE - ILLYA

112

His communicator starts BEEPING. He takes it out, opens it.

ILLYA
Kuryakin here.

HARRY'S VOICE (o.s.,
filtered)
Company's coming, Illya.

Illya darts an angry look at the steadily glowing alarm panel.

ILLYA
Something's wrong with the
alarm system. I'm on my way--!!

*Get company
What? the
Alarm system
working*

He caps his communicator, runs to the desk, presses various alarm buttons. Nothing happens. Sweating it, he whirls, sprints out of the room.

INT. PIT - HARRY

113

poised, tense, listening as FOOTSTEPS approach slowly, warily.

EXT. SURVIVAL SCHOOL - NIGHT

114

PANNING with Illya as he darts across the shadowed courtyard, rounds a corner. Suddenly, a SENTRY steps from the shadows, blocking Illya, his carbine poised.

SENTRY
Halt!

Illya skids to a stop, flashes his identification.

ILLYA
Kuryakin--section two? Come with
me, Sentry. I'll need help--!

Illya starts to move on but the sentry stands rigid, still blocking him.

SENTRY
You're wanted in the briefing
room, Mister Kuryakin.

ILLYA
Look, I don't have time to argue
about it--

The Sentry swings his carbine to a warning angle.

114
CONT'D
(2)

SENTRY

My orders are that nobody goes
anywhere except to the briefing
room.

ILLYA

The dungeon--somebody's trying
to break in!!

*Someone's breaking into the
Dungeon*

SENTRY

No alarm has sounded.

ILLYA

Something's wrong with it, and --

*The alarms aren't
working*

SENTRY (cutting in)

That will have to be verified
in the control room.

ILLYA

Sorry--

omit

Illya suddenly lunges out to grab the sentry's rifle,
twisting him off balance to knock him cold with a
judo chop. As the sentry slumps, Illya catches him,
gently lowers him to the ground, then wheels OFF.

ANOTHER ANGLE - ILLYA

115

Illya suddenly lunges out to grab the sentry's rifle,
twisting him off balance to knock him cold with a
judo chop. As the sentry slumps, Illya catches him,
gently lowers him to the ground, then wheels OFF.

INT. DUNGEON - NIGHT - ANGLE - UP THE STAIRS

116

The heavy door at the head of the stairs is open.
Illya rushes into view, runs down the stone stairs,
skids to a stop in the f.g.

ANGLE - ILLYA

117

He slides the bolt out of the heavy trapdoor, lifts
it from the floor. It CREAKS noisily. He looks
down into the yawning blackness of the Pit.

ILLYA

Harry...?

He stops...drops to one knee for a better look. He 117
 takes out his flashlight, shines it into: CONT'D
 (2)

INT. PIT - NIGHT - ILLYA'S POV 118

The flashlight beam dances around the black hole.
 No sign of Harry.

INT. DUNGEON - NIGHT - CLOSE ANGLE - ILLYA 119

Reaction. What now? He flicks off the flashlight,
 rises, looks around helplessly -- seeking a sign,
 a clue to Harry's whereabouts. Nothing. He turns,
 starts toward the stairs, and comes to a sudden
 halt.

ANGLE TO INCLUDE HAGUE 120

stepping from the shadows beneath the stairs. He
 faces Illya head on, smiling, his carbine pointed
 at Illya's gut.

HAGUE
 You're in trouble, Mister Kuryakin.
 Attacking that sentry
 outside, then letting a prisoner
 escape...

ILLYA
 / Get out of my way --! /

Groans me

Illya starts to push past him, reaching to shove the
 carbine barrel aside. Hague reacts instinctively,
 arcing the butt of the carbine into Illya's jaw.
 Illya topples to the floor. He tries to wobble to
 his knees, GROANS, falls flat on his face--out cold.

FLASH CUT TO:

EXT. BEACH COVE (NIGHT) - FULL SHOT 121

The same section of beach where Illya came ashore.
 Now, TWO FIGURES in trainee uniforms move along
 the barbed-wire fence TOWARD CAMERA. The first
 one--a pace or two ahead of the other--is Harry.
 He pauses, looks back.

ANGLE - FAVORING MELISSA

122

behind him, levelling a gun at him. Her jaw is set, her face grim.

HARRY
If you're from THRUSH, why the gun at my back?

She shrugs, holsters it.

MELISSA
over / All right. / does that help?

HARRY
I can feel the difference already.

They walk a few more paces.

MELISSA (calling off
nervously)
Johnny--

NEW ANGLE

123

to include Saimcs He snaps a rubber glove on his right hand, then steps out of the shadows. Eyeing Harry coldly, he takes the gun from Melissa, his voice calm and deadly.

SAIMES

Glad we could help you out of the pit, Mister Williams.

MELISSA

He's from THRUSH, / all right. / *over*

HARRY

It's nice to be with friends...

SAIMES

Is it?

(gestures)

Over there -- !

Harry turns toward a rock formation Saimes has indicated. Melissa follows, puzzled.

MELISSA

Johnny? What're you doing?

Saimes ignores her as he kicks some small stones aside, points to the sand, nudging Harry with the gun.

SAIMES

Start digging.

Harry drops to one knee, starts digging in the sand with his bare hands. Melissa stares, a slow, terrible realization beginning to take form.

MELISSA

Johnny, I - I don't understand.

SAIMES

You will, Melissa. / I promise... / *over*
you will.

On this thin, metallic smile, we --

FADE OUT

END ACT THREE

ACT FOUR

FADE IN:

INT. DUNGEON - NIGHT - CLOSE ANGLE - ILLYA

124

On the dungeon floor, just beginning to stir. Suddenly, he is doused with a bucket of water. PULL BACK to include Hague, holding the empty bucket. Illya sputters to his senses, still groggy.

HAGUE

All right, Kuryakin. You've had your nap. Let's go...

Illya struggles to his knees, falters. He wobbles to his feet, wavers groggily, almost loses his balance. Hague moves to support him with an arm. That's his mistake. Illya's fist sinks into Hague's stomach -- hard. An uppercut sends him staggering backward. Illya, still faltering a bit, hurries to the stairs. PAN WITH HIM. He ascends rapidly, still unsteady on his feet. Reaching the head of the stairs, he starts through the big door. A beat -- then he reappears, stepping back and pressing against the wall. He waits. Seconds later, SENTRY ONE comes rushing through the door. Illya nonchalantly sticks out his foot. Sentry One trips over it, topples down the stairs. With an apologetic shrug, Illya vanishes through the door.

ZIP PAN TO:

EXT. BEACH COVE - NIGHT - CLOSE ANGLE

125

DOWN at the freshly-dug hole in the sand. Harry's hands, digging, find a buried object. He draws it out: a rectangular object wrapped in waterproof oilskin. As he rises with it, PULL BACK to include Saimes and Melissa. Saimes keeps the gun at the ready. Harry unwraps the oilskin, reveals the stolen U.N.C.L.E. code book.

HARRY

That solves one mystery...

SAIMES

The others will be solved in due course, Williams.

MELISSA (completely
bewildered)

Johnny, will you please explain
what -- ?

HARRY (cutting in)
It's very simple, Miss Hargrove.
(indicates Saimes)
Your friend stole the code book and
buried it.

125
CONT'D
(2)

SAIMES
And Williams almost found it this
morning. I had to dig it up and
bury it again.

MELISSA
But -- you were attacked!! Knocked
unconscious--!!

SAIMES
Basic rule seven--the Deception and
Cover course...

MELISSA (stares at
him, stunned)
Johnny--?

SAIMES
All part of the game, sweetheart.
I win...you lose.

As Melissa reacts with dawning understanding:

HARRY
The "game" includes graduation,
Saimes. You won't make it.

SAIMES
You're wrong. Just as you were
wrong when you thought a real
THRUSH agent would buy you as a
comrade.

HARRY
And the next step...?

SAIMES
I intend to graduate with honors.
As you say, it's very simple.
(a glance at Melissa)
I discovered the real THRUSH agent
helping you escape. I tried to
stop her, like any good U.N.C.L.E.
trainee should. But, she fought
me and...
(sad shrug)
naturally, I had to kill her...
You were already dead.

Suddenly, Melissa, comprehending it all now, launches
herself at Saimes with a fierce cry and with the
fury of a tigress. With a backhand swipe, Saimes

knocks her down, but by the time he has done so,
Harry is upon him.

125
CONT'D
(3)

THE FIGHT

126

As Harry and Saimes battle - the gun (Melissa's)
flies out of Saimes' hand.

ON MELISSA

127

struggling to rise, dazed.

THE FIGHT

128

As Harry goes for the gun, Saimes draws his own
weapon. His shots send Harry diving for cover among
the rocks.

HARRY
Run, Melissa!!

ON MELISSA

128X1

as she goes for cover.

CLOSE - ON SAIMES

129

Guns ready, he's stalking Harry.

CLOSE ANGLE - HARRY

130

crouched in cover. He uncaps his communicator.

HARRY (into communicator)
Illya...

INTERCUT WITH
EXT. SURVIVAL SCHOOL - NIGHT - CLOSE - ILLYA

131-131X2

crouched in the shadow of a building, speaking into
his communicator.

9-26-67 P.56

ILLYA (into communicator)
Harry! Where are you?

131-131X2
CONT'D
(2)

HARRY
Sentry post five. Saimes! our boy.
I'm pinned down and so is Agent
Hargrove--

(HEARS something, looks
off)

Wait a minute. (A jeep's coming--)

POV SHOT

132

as headlight beams sweep across the darkness. We see Saimes race across the beach to intercept it, waving his arms. The jeep skids to a stop and TWO TRAINEES jump out, rifles ready. Saimes points toward the rocks, urgently, with authority.

SAIMES
Williams and Melissa Hargrove--
they're in the rocks. She helped
him escape. They're armed. Shoot
to kill!!

Saimes leading the way, the two trainees move toward the rocks, closing in.

CLOSE - HARRY

133

He's seen and heard everything, crouching lower, sweating it as he lifts the communicator to resume the conversation.

HARRY
You better get here fast. Ransom
just got himself some reinforcements!

ANGLE ON MELISSA

134

Hiding in the rocks. She lifts up to watch Saimes and the two trainees, then ducks again, skitters out of sight.

HARRY

135

Moving through the rocks.

SAIMES AND TRAINEES

136

though they can't see Harry, they almost have him boxed in, and it appears to be just a matter of time.

MELISSA'S POV

137

as the trio nears Harry.

MELISSA (calling
loudly)
We're over here...

ON SAIMES AND TRAINEES

137X1

They whirl, startled.

MELISSA

138

Calmly standing beside a cluster of rocks, forcing courage.

MELISSA (cont'd)
...both of us.

INCLUDING SAIMES

139

He knows he must silence Melissa. As she takes a step toward them, he raises his gun to shoot. She halts, wide-eyed, helpless. One of the trainees grabs Saimes' gun arm, pushes it aside.

TRAINEE
Hold it, Ransom! She's
giving herself up!!

The two trainees move in to take Melissa.

INTERCUT HARRY

140

Exploiting the distraction, he slips away, into the darkness. But a loose rock CLATTERS underfoot.

FAVORING SAIMES

141

His head twists around--he's heard it. He pivots, sees Harry darting away, snaps off a quick shot.

SAIMES
/ There goes Williams! Stop him--!!

He takes off in hot pursuit.

ANGLE - OUTSIDE SURVIVAL SCHOOL WALLS

142

Harry looms out of the darkness, running toward the walls. TRUCK with him. At the wall, he finds a toe-hold in the crumbling bricks, starts climbing.

REVERSE ANGLE - SAIMES

143

Runs into f.g., stops, sees:

HIS POV - THE WALL

144

Harry has reached the top, standing in silhouette.

BACK TO SAIMES

145

He draws a bead, shoots.

ANGLE - UP AT HARRY

146

Atop the wall. As the SHOT ZINGS by, he leaps down --inside the grounds. TRUCK with him as he runs across the grounds. Suddenly he skids to a stop.

HIS POV - TOWARD THE MAIN GATES

147

They swing open. TWO SENTRIES with rifles rush in, with Saimes.

BACK TO HARRY

148

He backs away, alters his direction, zigzags across the grounds.

INTERCUT - ILLYA

149

A distance from the area, he moves into f.g. -- sees what's going on.

ANGLE - FAVORING SAIMES

150

TRUCK with him, a short distance. He hesitates as he sees:

HIS POV - TOWARD HARRY

151

Running toward the infiltration course.

BACK TO SAIMES

152

He pauses, shoots once. Then continues his pursuit.

ANGLE - AT COMMAND BUILDING

153

Cutter, followed by other trainees, rushes out of the building. As they pause, puzzled by the shots, Illya runs up to them.

CUTTER

Who's doing the shooting?

ILLYA

Everybody -- and Harry's the target!

CUTTER

/ Harry? How did he---- / *omit*

ILLYA

The alarms aren't working. Get on the p.a. system--tell them they're after the wrong man!

Cutter turns, runs into the building. Illya hurries o.s., toward:

EXT. INFILTRATION COURSE (NIGHT) - HARRY

154

He pauses for breath, leaning wearily against the chain-link fence that encloses the infiltration course. But the respite is short-lived. He turns, sees:

HIS POV - SAIMES AND SENTRIES

155

Approaching rapidly.. Saimes gestures to the sentries, sending them off to circle around the infiltration course.

BACK TO HARRY

156

He has no choice now. He scales the chain-link fence, drops down inside the course -- and twists his ankle painfully. With a low cry of pain, he falls to the ground. In agony, he struggles to his feet as:

CUTTER'S VOICE (o.s.,
via p.a.)
Attention, all U.N.C.L.E. personnel.
This is Cutter speaking....

156
CONT'D
(2)

Harry hobbles across the deserted course, as:

INTERCUT - SAIMES

157

Approaching the infiltration course, he stops to hear:

CUTTER'S VOICE (o.s.,
cont'd)
Harry Williams is not -- repeat, not
-- an enemy of this organization...
he is not to be harmed under any
circumstances...

With a smirk, Saimes hefts his gun, hurries to the chain-link fence.

INTERCUT - THE SENTRIES

158

They pause in their pursuit, exchange puzzled looks.

CUTTER'S VOICE (o.s.,
cont'd)
Repeat: Harry Williams is not
an enemy...

ANGLE - HARRY

159

TRUCK with him, hobbling painfully, across the deserted No-Man's-Land.

CUTTER'S VOICE (o.s.,
cont'd)
He is not to be harmed, under
any circumstances!

Harry has reached the area of the control-panel.
In agony, he's forced to stop and remove his shoe
to relieve the pressure on his ankle.

CLOSE SHOT - SAIMES

160

He scales the chain-link fence, drops down inside the infiltration course. Moving quietly, he hurries out into No-Man's Land.

ANGLE - OUTSIDE THE CHAIN-LINK FENCE

161

Illya runs up to the fence, looks through it.

HIS POV - THROUGH the CHAIN-LINK FENCE

162

Saimes stands in No-Man's-Land, slowly raising his gun.

BACK TO ILLYA

163

Reacts, looks over at:

HIS POV - HARRY

164

Near the control panel, massaging his injured ankle. He has no idea he's being held in the sights of the gun.

BACK TO ILLYA

165

Dick Harry! : ILLYA

INTERCUT - CLOSE - HARRY

166

Startled, he dives to the ground in reflex as a SHOT WHINES over his head.

INTERCUT - SAIMES

167

Furious, he whirls, snaps off a shot at Illya.

ANGLE - ILLYA

168

The bullet SLAMS into the dirt at his feet as he sidesteps, scrambles to a closer vantage point.

HARRY - AT CONTROL PANEL

169

Crouched, eyes searching the darkness.

CLOSE SHOT - SAIMES

170

Animal-wary, a deadly killer crawling closer, deathly quiet.

ILLYA

171

Rising from cover, scanning the darkness for a sign of Saimes.

ILLYA

You haven't got a chance, Saimes!

From the darkness, Saimes' voice -- taut, ominous.

SAIMES' VOICE

Neither does your friend,
Kuryakin ... I'm going to
take him with me!

Handwritten: Only
Handwritten: (My friend for me)

Illya ventures a few yards closer, drops from sight again.

HARRY

172

Sensing something, he backs into the shadows near the control panel, hairspring alert, waiting.

SAIMES

173

He freezes, looks off.

HIS POV

174

Harry, partially visible as he flattens in the shadows near the control panel.

SAIMES

175

He raises his gun, takes very careful aim...fires.

CLOSE SHOT - HARRY

176

Hit by the bullet, he staggers backward against the control panel.

INTERCUT - EXTREME CLOSE UP - HARRY'S ARM

177

Flailing, reaching for support, it brushes against the "ON" switch.

INTERCUT - CLOSE - THE MACHINE GUNS

178

They erupt with a deadly BURST OF GUNFIRE.

ANGLE - CLOSE - SAIMES

179

Standing in No-Man's-Land between the two batteries of machine guns, he is cut down by the spray of bullets.

ANGLE - HARRY

180

Wounded in the left shoulder by Saimes' shot, he fumbles for the switch and pulls it to "OFF." Sudden silence. He slumps to the ground, clutching his wounded shoulder, looking out through his pain at:

HIS POV - SAIMES

181

A crumpled heap in the sand of No-Man's-Land.

ANGLE - ILLYA

182

He scales the chain-link, drops down inside the course. TRUCK with him to where Saimes is sprawled. He takes a quick look, sees that he is dead, hurries

over to Harry. TRUCK with him. Harry is grimacing in pain. Illya drops to one knee to help him. He takes a look at the wound. Other TRAINEES begin to converge on the area in the b.g. as he helps Harry to his feet. Harry pauses, looks over at the machine guns, then off across the field. *omit*

182
CONT'D
(2)

HIS POV - TOWARD SAIMES

183

Trainees are lifting Saimes' body, carrying it away. *omit*

BACK TO ILLYA AND HARRY

184

Harry looks at the control panel, feeling a grim respect for the massive firepower it controls.

HARRY

Cutter's survival school gets tougher every year....

ILLYA (a glance
toward Saimes)

So does surviving....

They exchange a wry, knowing look and we --

ZIP PAN TO:

EXT. SURVIVAL SCHOOL - AT MAIN GATE - DAY

185

The giant gates swing open. Illya (carrying his valise) and Harry (his arm in a sling) emerge from the courtyard. As they start out:

CUTTER'S VOICE

One moment, gentlemen....

Illya and Harry turn back as Cutter strides to them, looking efficiently stern.

CUTTER

The trainees expected the brass to stay for graduation....

ILLYA

I've been called back to head-quarters. Harry has an assignment in Bolivia. Mr. Waverly is sending a helicopter....

9-26-67

P.66

CUTTER (shrugs)
In that case, goodbye and good
luck....

185
CONT'D
(2)

He extends his hand to Illya. Illya eyes it warily, then with some misgivings, he accepts. They shake hands warmly. Illya relaxes, smiles -- whereupon Cutter brings his left hand down in a judo chop. Illya sidesteps just in time. Still holding Cutter's right hand, he twists hard -- flipping the big man over his hip.

ANGLE - DOWN AT CUTTER

186

As he hits the dirt. Sits up, shakes out the stars, obviously pleased.

ANGLE - FAVORING HARRY

187

Who has timed it all with his wristwatch.

HARRY
Four and three-tenths seconds.

CUTTER (rising,
dusting himself off)
An improvement, Kuryakin -- but
you should have done it in four ...
I'll bet Mr. Solo could have!

Illya reacts as he would under the circumstances. A beat -- as Illya and Cutter exchange slow, very slow, smiles ... then Cutter turns, walks back through the gate. Illya and Harry give each other a shrug, start walking away. TRUCK with them until they are stopped by the sight of:

POV SHOT - MELISSA AND ANDREW HAGUE

188

Waiting within the landing circle of a helicopter pad at the edge of the grounds. Melissa is sitting on her suitcase, checking her make-up in her compact mirror. She's exquisitely, beautifully dressed. Hague is handsomely attired in a business suit, obviously subdued.

ANGLE

189

As Illya and Harry walk into the landing circle to join the two. Melissa smiles brightly.

MELISSA

Care if I hitch a ride?

HARRY

Delighted. But what about graduation?

HAGUE

We've resigned. I don't think I'm cut out to be a team man.

MELISSA

And I think I'd rather be a woman than an agent.

ILLYA

Too dangerous?

MELISSA (smiles)

Being a woman? Very dangerous...

Her smile is contagious. Illya picks it up, then Harry, then Hague. The SOUND of a CHOPPER coming in high over their heads. All look up.

UP ANGLE - HELICOPTER (STOCK) --DAY

190

Sweeping down to pick up its passengers for the welcome ride home. MUSIC UP and we--

FADE OUT:

THE END