

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

THE DEADLY QUEST AFFAIR

Prod. #8467

Executive Producer:
Norman Felton

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Written by:

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May 16, 1967

A
METRO-GOLDWYN-MAYER
TELEVISION
Presentation

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

The Deadly Quest Affair

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Script dated: May 16, 1967

Name changes:

FROM:

VIKTOR KARNAK

DR. HARSTADT

TO:

VIKTOR KARMAK

DR. HELLER

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

The Deadly Quest Affair

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TEASER

FADE IN:
EXT. N.Y.C. STREET - NIGHT - MOVING SHOT -
AMBULANCE

1

wheeling around corner.

ZIP PAN TO:

EXT. SIDE ENTRANCE OF HOSPITAL - NIGHT - AMBULANCE

2

Lights on dim, backed into the hospital drive entrance and parked so that it is pointed toward the street O.S. The back door of the ambulance is propped open, blocking our view for a moment -- though we HEAR SOUNDS from inside the ambulance and from the other side of the open door. A moment, and then two men emerge from behind the propped open back door of the ambulance and come into SCENE. One of them is a white-jacketed ambulance attendant -- young, open-faced, blondish. The other is a heavily bandaged patient who is securely strapped to a guernsey. We see little more of him than his thick, steel-rimmed glasses.

CAMERA MOVES with WHITE JACKET as he wheels STEEL RIMS up a short approach ramp and into the hospital.

INT. HOSPITAL - RECEPTION DESK

3

as White Jacket presents apparently official papers to the DUTY NURSE behind the reception desk. She quickly scans the papers, then with a gesture directs White Jacket and his patient down the main corridor leading off the reception area.

CAMERA MOVES with White Jacket as he starts wheeling the guernsey down the corridor.

INT. CORRIDOR - WHITE JACKET AND STEEL RIMS

4

as they move to the end of the corridor and come to a stop in front of an elevator marked "Patients Only". White Jacket looks about, seeming to wait impatiently for the elevator, but once he is assured there is no one else about, his eyes fix on the door to a room at the end of the corridor.

WHITE JACKET'S POV - HOSPITAL ROOM DOOR

5

CAMERA MOVES IN to HOLD on the Room Number: 103.

CUT TO:

INT. HOSPITAL ROOM - SOLO AND ILLYA

6

ILLYA is wearing a hospital gown in the cranked-up bed -- and not looking very happy about it all. SOLO is in black tie. His attitude is slightly larkish, and certainly is the opposite of Illya's. From O.S. we HEAR a hospital BUZZER (or gong). Solo reacts to the SOUND, glances at his watch as he crosses toward Illya.

SOLO

Is there anything I can get you before I go?

ILLYA

Yes. You can get me out of here.

SOLO

Doctor's orders, Illya. Bed rest till they're sure there won't be any after-effects to the concussion.

ILLYA

One more day of "rest" and they may have to put padding on the walls for me.

SOLO

Now, now -- no negative thoughts. Think how lucky you are.

ILLYA

Lucky?!

SOLO

You could have been killed
jumping off that train with
Margo. But here you are --
alive ... time for meditation ...
fruit of the vine ...
(plucks grape)
flowers of the field ...
(breaks off carnation)
... and an exquisite view.

Illya does a double-take around the windowless
room, then:

ILLYA

What exquisite view!?

Solo gestures to the room door which is just being
pushed open by a NURSE. She is young, trim, cute,
and innately sexy -- but thoroughly businesslike.
She carries a small tray on which there are two
pills and a small paper cup of emulsion.

SOLO

That exquisite view.

NURSE

I'm afraid you'll have to leave
now, Mr. Solo -- visiting hours
are over.

(then)

Time for your temperature, Mr.
Kuryakin.

ILLYA

Again ... !?

Briskly, the Nurse shakes down the thermometer and
pops it into Illya's mouth before he can protest
further. Then she turns a sharp look on Solo.

SOLO

I'm going....

INTERCUT - ANGLE PAST DOOR AT WHITE JACKET IN B.G.

7

As the door starts to open, he pulls back, turning
again toward the elevator -- quickly, guiltily.

BACK TO SCENE

8

SOLO (turning at door; to Illya)
Oh, Margo wanted me to thank you for her. She'd have come herself, but she's working late ... modeling bikinis, I think. But I'll say hello for you when I pick them up for supper.

ILLYA (around thermometer)
Them??

SOLO
Didn't I mention that? She has a twin sister, Ellena.

ILLYA
Nurse, couldn't I --

NURSE
No, Mr. Kuryakin, you are to stay in bed and rest. And you, Mr. Solo, are to leave. Now.

She commandingly gestures Solo out the door. He submits with mock meekness, nods goodnight to Illya. The Nurse crosses after him.

NURSE (at door)
And no cheating on the thermometer this time, Mr. Kuryakin. I'll be back to check it, and to make sure you've taken your emulsion and sleeping pills.

She turns and exits room, following Solo. HOLD on Illya till the door closes. He then takes the thermometer out ... picks up the two pills, drops them in the cup of emulsion ... holds it out from him as though it were offensive ... and dumps the resulting mixture into the bowl of carnations. He climbs out of bed, turns on the television set.

INT. CORRIDOR - ON WHITE JACKET AND STEEL RIMS

9

at the elevator, covertly watching Solo and the Nurse move off down the corridor. White Jacket

glances quickly about, takes another look at the door to Illya's room...then turns and wheels his patient into the now-open elevator. As the elevator doors close after them;

9
CONT'D
(2)

INT. ELEVATOR - ON WHITE JACKET

10

as he jams a finger on the red "STOP" button, holding the elevator on the same floor.

ON STEEL RIMS

11

already well into a quick, strip-artist-like transformation: the straps, the blanket cover, the bandages are removed...and he emerges now in the guise of a staff doctor--complete with a black medical bag and a stethoscope dangling from one pocket.

ANOTHER ANGLE

12

as White Jacket takes his finger from the "STOP" button, and now presses a white "OPEN" button. The elevator doors slide open. Steel Rims, followed by White Jacket wheeling the now-empty guernsey, exits again into the corridor. A quick, cautious look about...then they start to cross toward Room 103.

INT. ILLYA'S ROOM - ON ILLYA

13

* Illya rises, dons a robe, clicks on the TV set --
* which we may not see, but which we can HEAR. He returns to bed, lying atop the covers. As he HEARS the doorknob turning, he reaches for the thermometer ...then stops and reacts in mild surprise, as he sees that it is not the nurse returning.

ANGLE TO INCLUDE WHITE JACKET AND STEEL RIMS

Steel Rims flashes Illya a reassuring, bedside-manner smile, moves to the television set and clicks it off. He turns to Illya, smiles.

STEEL RIMS

Sorry, Mr. Kuryakin.... I'm Doctor Heller. The orderly here will help you into the guernsey.

ILLYA
What for?

14
CONT'D
(2)

STEEL RIMS
For the consultation on your condition tomorrow. Just some routine cranial vascular X-rays.

ILLYA (now suspicious)
Only the emergency X-ray lab is open after six.

STEEL RIMS
Yes... Well, that's where we're going.

ILLYA (his suspicion mounts up)
Then why did the nurse give me the sleeping pills?

FIGHT

15

As the two start to move in on him, Illya swings out of the bed, kicking the guernsey into White Jacket and whipping the bedspread at Steel Rims. He darts for the door -- but before he can make it, the two are on him. Illya struggles, but is overpowered. As the powerful White Jacket wrenches Illya's arm back with one hand and clamps the other over his mouth, Steel Rims takes a hypodermic needle from his black bag.

CLOSE ON ILLYA

16

He continues to struggle as (o.s.) Steel Rims injects the hypo into his arm. An instant ... and then he sags limply into unconsciousness.

FULL ON SCENE

17

Steel Rims hands the bandages from the black bag to White Jacket.

STEEL RIMS
Get him ready -- but carefully!
He still has ten hours to live.

FADE OUT:

ACT ONE

FADE IN:

EXT. CONDEMNED AREA OF CITY - NIGHT - PAN SHOT 18

SHOOTING DOWN from a high, 9mm distortion angle on a several block area of seemingly utter desolation and destruction. (We will later identify the area as a section of the city which has been condemned and abandoned, and is roped off awaiting only the bulldozers.)

ZOOM DOWN to a smashed, gutted, indistinct building front.

CUT TO:

INT. "PLACE OF HOSTAGE" - NIGHT - CLOSE ON ILLYA 19

as hands move INTO FRAME to break open an ampule of ammonia under his nose.

ANOTHER ANGLE ON ILLYA 20

REACTING to the ammonia, starting to shudder back to consciousness. He twists his head aside, strains -- futilely -- to raise his hand. The ampule of ammonia is withdrawn from FRAME. A beat...and now we HEAR the SOUND of a steel door THUDDING SHUT....then an ECHOING METALLIC CLICK as a lock drops into place.

CAMERA PULLS BACK, as Illya struggles now to full consciousness, to SHOW that he is strapped in a steel chair and is inside a chamber surrounded by octagonal steel walls. In each of the walls is a rectangular plate glass view window. The chamber is flooded with light. All else beyond it falls off gradually into shadows.

Illya shakes the last measure of fuzziness from his head, twists against the leather straps that bind him to the chair to peer out one of the windows -- squinting, straining his eyes against the omnipresent glare of the lights.

ILLYA'S POV - SHADOWED FIGURE (KARNAK)

21

sitting placidly in the front row of a bank of chairs and intently staring toward Illya in the chamber.

CLOSE ANGLE ON KARNAK

22

We view VIKTOR KARNAK clearly now in the reflected spill of light from the steel chamber -- though the shapes, objects, and particular details of the area beyond him remain indistinct and shadowed. He is alone -- except for the leashed but sleekly vicious CHEETAH curled silently at his feet. He appears to be perhaps forty. His blond hair is cropped short. His eyes, though masked now by dark glasses, are a startling blue. Only a single scar gashed across one cheek mars the harsh, cold symmetry of his features. He seems to project a vaguely Baltic look. His accent is vaguely reminiscent of a foreigner's overly precise Oxonian. But threads of his past might extend from any place, any time -- La Legion....the Totenkopf Kommando Ost....Devil's Island. One thing is immediately clear about him: He is as sleekly vicious, as fearless, as cunning as the cheetah at his feet.

APPROACHING FOOTSTEPS break the silence. Karnak does not react to the SOUND. He unhurriedly leans forward, gently strokes the cheetah, then rises. As he turns:

ANGLE TO INCLUDE STEEL RIMS

23

as he stops in front of the bank of chairs.

KARNAK

The...message has been delivered?

STEEL RIMS

Exactly at nine o'clock.

KARNAK

Excellent.

As he turns now to look again toward the steel chamber:

ANGLE TO INCLUDE WHITE JACKET

24

standing outside the locked door of the steel chamber. He looks toward Karnak. Karnak glances at his watch. Then:

KARNAK

You may pre-set the digital timer now.

White Jacket obediently turns and flips a panel switch next to the door of the steel chamber. Karnak watches, nods approval... and allows himself now a slight, cold smile.

INTERCUT - ILLYA

25

straining to penetrate the glare of light.

BACK TO SCENE

26

Karnak faces White Jacket and Steel Rims.

KARNAK

You have both done well. The tasks assigned you have been carried out precisely and to the letter. You fully deserve the... final installment of our agreement.
(snaps fingers; CALLS)
Stefan!

ANGLE TO REVEAL STEFAN

27

as he steps INTO SCENE from an area of grotesquely shadowed forms. He has a thick, hulking, almost brutish body...but his face, though projecting a certain somnambulistic dullwittedness, is curiously delicate -- almost feminine, almost angelic.

KARNAK

See they are both paid in full, Stefan. Now.

Stefan quickly hands each of the men a packet of bills, and Karnak watches with some impatience as the two start counting the bills.

KARNAK

You will find that the amount is exact. And fifty thousand kroner each was the price agreed upon, I believe.

27
CONT'D
(2)

STEEL RIMS

Well, considering the risk, I think we --

KARNAK

A contract is a contract, gentlemen. But it is now terminated. The terms have been fulfilled on each side. Stefan will guide you out.

Karnak gestures for White Jacket and Steel Rims to move off with Stefan...but Steel Rims seems to balk.

STEEL RIMS

What about the escape plan for us? That was part of the bargain.

KARNAK

That has been provided for. Stefan will handle the arrangements for your disappearance. Again, my gratitude for your services, gentlemen.

He nods, then watches them move O.S. behind Stefan.

*

ANGLE ON STEEL RIMS, WHITE JACKET

27X1

as, walking ahead of Stefan, they suddenly fall through a trap door.

ANGLE ON KARNAK

28

He does not move but waits in rigidly patient silence, idly stroking the cheetah's neck.

From O.S. a SHOT ... a SECOND SHOT ... No slightest flicker of reaction from Karnak.

A beat ... He gestures for the cheetah to stay, then turns and crosses leisurely to the steel chamber.

ANGLE ON KARNAK AT CHAMBER

29

as he stops by one of the windows to peer in at Illya.

ON ILLYA

30

able now to penetrate the flooding glare of light and see Karmak at the window. He continues to stare at Karmak...seeming uncertain, slightly confused.

ILLYA'S POV - KARMAK'S FACE AT WINDOW

31

Back-haloed by the light, slightly distorted by the glass. A BEAT....and then, for the first time, Karmak takes off his dark glasses.

REACTION - ILLYA

32

Sudden recognition -- though still tinged for an instant with instinctive disbelief. Then bitter, angry shock.

CUT TO:

* INT. U.N.C.L.E. CORRIDOR - NIGHT - ON SOLO

33

as, moving along with Waverly, he reacts with a look of surprise and disbelief.

SOLO

Viktor Karmak? Alive!?

ANGLE TO INCLUDE WAVERLY

34

WAVERLY

Yes, Mr. Solo, Viktor Karmak. Alive. And here. And holding Mr. Kuryakin.

SOLO

Someone's grabbed Illya -- but not Viktor Karmak. He died two years ago in Acabia. His own people put him out of business.

WAVERLY

You witnessed Karmak's death?

* change

SOLO

Something less pleasant than death.
What was left of Karmak was staked
out in a jungle clearing for
scavenger ants.

(grimly)

With scavenger ants, death may be
slow -- but it is always certain.

WAVERLY

Not in this case.

* They enter Waverly's office.

SOLO (adamant)

Illya and I buried Karmak. Or, at
least, his remains -- some shreds
of his uniform and a few bones.
I'm sure you have our report on
the affair.

WAVERLY

Yes, I have it, Mr. Solo.

(gestures file)

And a report from Infiltration
Command.

(gestures tape)

And another report from M.I.P. Net.
Both are quite conclusive. Karmak
resurfaced in Brazil two months ago.
His trail since then is quite
distinct -- El Salvador...Montreal...
...and, now here.

(forestalling)

There is no mistake, Mr. Solo. Here.

He hands a paper across to Solo.

WAVERLY

A photostat of Karmak's entry visa
declaration. His thumbprint...and
his own signature.

SOLO (puzzling)

That doesn't make sense -- unless
he wants us to find him.

WAVERLY

No, he wants you to find him, Mr. Solo.
After all, you and Mr. Kuryakin were
responsible for his downfall.

(continued)

* change

WAVERLY (continued)

(rising)

* You might care to listen to the message he's sent. I think you may find it interesting...since it is apparently an invitation to your own death.

34
CONT'D
(3)

* They move toward and enter the --

INT. COMMUNICATIONS ROOM - NIGHT

35

Lisa is also present. There is a shrouded, box-like object in f.g. Waverly and Solo stand in front of it. Waverly reaches out and raises the covering on the unseen side of the shrouded object. We are aware of a very slight reaction of surprise from Solo...then we HEAR:

VOICE

Solo...Solo: Twelve o'clock at twelve...or Illya die.

REVERSE ANGLE

36

so that we SEE now that the shrouded box-like object is a bird cage and that inside of it is a myna bird.

BIRD'S VOICE

Solo...Solo: Twelve o'clock at twelve...or Illya die.

Waverly drops the shroud back over the cage and turns now to face Solo.

WAVERLY

What do you make of it?

SOLO

Twelve o'clock at...? Twelve!...
Twelve! Where?!

Waverly pushes a button on a control panel.

WAVERLY

Here!

* change

ANGLE TO REVEAL PROJECTION MAP

37

showing Manhattan Island in general detail.

WAVERLY

If Karnak's trying to lure you into a trap, he has to make sure you'll reach it in time. He must be somewhere in Manhattan.

*

SOLO (staring at map)

Well, that brackets it nicely. And we've still got ...

(looks at watch)

... fifty-two minutes left to pinpoint one area ... one block ... one specific spot that adds up somehow to twelve.

(beat)

Twelfth Precinct, maybe?

The map projection shifts to detail a section including the Twelfth Precinct, as Waverly punches a button on the panel.

SOLO

No! It's got to be one definite place. What about Pier 12?

*

Waverly turns to Lisa.

WAVERLY

Miss Rogers?

LISA (to Solo)

We've already checked it out, Napoleon -- nothing! And Number 12, Twelfth Street. Track Number 12 at Grand Central. Nothing.

A BUZZ is HEARD, and a light on the control panel goes on.

WAVERLY (on intercom)

Waverly, Here.

INTERCOM VOICE

Grid Net Three in position.
Awaiting instructions.

WAVERLY

I'll be there. Meantime, instruct Grid Net Three to proceed with General Plan A, full alert red. Condition Green permissible at any positive contact.

As Waverly SNAPS off the intercom and then starts toward the door:

SOLO

Condition Green!! If Karnak spots U.N.C.L.E. agents flooding in, he won't wait till twelve o'clock. He'll murder Illya out of hand. But if we can guess the place, I may have a chance of getting to Illya -- alone.

37
CONT'D
(2)

WAVERLY

Exactly what Karnak wants. I couldn't allow that. I can't afford to lose two agents because of a childish vendetta. But perhaps you have an alternative plan to suggest, Mr. Solo ... ?

SOLO

Not yet.

WAVERLY

Then I have no choice.
(exits room)

- * Solo looks after Waverly, then turns and stares with deepening frustration at the map projection. He hits a button on the control panel: another section of the map is enlarged and projected. He scans it for an instant -- nothing. He repeats the process. Still nothing. He turns back to the bird cage and raises the shroud.

BIRD'S VOICE

Solo ... Solo. Twelve o'clock at twelve ... or Illya die.

The bird continues to repeat the phrase as Solo turns back again to scan the map projection. He punches the button, studies a section of the city ... repeats the action ... repeats it again -- then reacts. He reverses the map projection ... and moves closer to study it.

DETAIL SHOT - MAP PROJECTION

38

It shows a section of the city: streets, parks, sub-divisions -- and a particular ten-block area which seems to be stenciled over.

BACK TO SCENE

39

Solo hits another button to enlarge the map projection. Another button -- and the map is enlarged again. Now we see that the stenciled-over, ten-block area is marked "CONDEMNED."

ANOTHER ANGLE ON SOLO

40

* His expression tells us he has found the clue he has been searching for. Lisa notes his expression and:

LISA
Have you found something?

SOLO (taut)
It's just possible, Lisa. It's just possible.

He moves quickly now -- snapping off the map projection and checking his gun. As he is about to leave, he turns back and pulls the shroud down again over the bird cage -- shutting the bird's rote message off in mid-phrase. As he starts out of the room:

ZIP PAN TO:

EXT. CONDEMNED AREA - NIGHT - ANGLE ON SIGN

41

which is stretched across a ripped-up street on a chain. The sign reads: "DANGER. DEMOLITION AREA. ABSOLUTELY NO ENTRANCE ALLOWED. BY ORDER OF CITY PLANNING COMMISSION."

Solo comes into scene ... glances at the sign ... then ducks under the chain and starts into the condemned area.

CUT TO:

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P.17A

EXT. CONDEMNED AREA STREET - NIGHT - ON SOLO

42

moving cautiously along the shadowed, rubble-strewn street -- his gun out and ready. He comes to a corner ... flattens himself against what remains of a building ... and now very cautiously peers around the corner.

SOLO'S POV - "TWELVE O'CLOCK CLUB"

43

Smashed, half-gutted, windows boarded up -- the sign hanging askew across the front: all that remains now of the once chi-chi supper club. CAMERA HOLDS on the sign.

BACK TO SOLO

44

He takes a beat to let his glance flicker probingly over the area ... then he starts across the street toward the "Twelve O'Clock Club".

CUT TO:

INT. "TWELVE O'CLOCK CLUB" - NIGHT - ON SOLO

45

pushing an unhinged, broken iron grill door aside to enter. The ruined, littered interior of the once plush club is illuminated eerily by the spill of light from a street lamp outside. There are left over bits and pieces of the club -- a dance floor, a bar, odds and ends of tables and chairs, a few torn drapes, an upper balcony with the balustrade now partially broken ... and a headwaiter's velvet restraining rope. Solo looks about the crumbling interior, then insouciantly unhooks the headwaiter's rope, passes through, and continues his search. As he moves around a wallpaper-stripped column, he suddenly stops -- reacting sharply.

SOLO'S POV - POWDER ROOM

46

Light is visible under the door to the Ladies' Power Room.

BACK TO SOLO

47

He crosses soundlessly to the door to the Powder Room ... flattens himself against the wall next to the door ... sets himself ... then -- careful to keep himself out of range of any shot from inside the room -- kicks the door open. (NOTE TO DIRECTOR: To be staged so that Solo remains back of the cover of the wall, even after the door has been kicked open.)

INT. POWDER ROOM - ANGLE TO REVEAL SHEILA

48

SHEILA VAN TILLSON is about twenty-two. She is blonde, capri leggy, and booted. Stacked, hung, and draped in the room are mobiles, junk sculptures, happenings, etc. Sheila's worldly belongings seem

to consist of a canvas cot, a kerosene lamp, and a store of provisions -- including a bottle of red wine, a jar of peanut butter and some soda crackers.

48
CONT'D
(2)

As the door CRASHES open, Sheila is in the act of scooping peanut butter from the jar. She looks up in shock and surprise ... and then in defiance, as Solo (his gun back under his jacket now) steps into SCENE.

SHEILA

I suppose you're another one of those nasty people from the Health and Sanitation Department. Well, I will not be moved again. I don't know if you've ever read the Constitution, but --

SOLO

Where is he?!

SHEILA

What are you talking about? And if you're not from the Health and Sanitation Department, what are you doing here?

SOLO

What are you doing here?

SHEILA

The rent happens to be reasonable.

SOLO (wry)

Just a starving artist.
(gestures)

And that T'siengtao necklace you're wearing. I assume you picked it up in a distress sale at the local dime store. About \$15,000 for each matched emerald?

SHEILA

\$17,000. And it so happens Daddy gave it to me when I promised to give up sky-diving.

SOLO

You can drop the pose now. Where's Karnak?

As he starts to move in on her, brushing past a piece of junk sculpture:

SHEILA

Watch out!

She rushes to catch the piece of junk sculpture before it tips over.

48
CONT'D
(3)

SHEILA (outraged)
Now, just look what you've done!!
Look! You did that!!

Solo stares at the weird seemingly haphazard sculpture: a welding together of odds and ends of junk. By brushing against it, Solo has tipped it precariously.

SOLO
I did??

SHEILA
You've altered the whole dynamic of it. I was going to call it,
"Time in a Cosmic Night Of -- "

She breaks off, stopping to cant her head one way, then the other, while framing her hands for a perspective view on the now-tilted sculpture.

SHEILA
Actually, it adds a certain primal thrust. It could be ... flight!
"Flight in Cosmic -- "

Solo has been studying her thoughtfully. Now he grips hold of her shoulders, and sharply whirls her about to face him.

SOLO
Exactly what are you doing here?

SHEILA
Exactly what it looks like. Of course, art to the Philistine bureaucratic mind may not --

SOLO
You can save the rest of the compliments till later. You're getting out of here -- and right now.

He takes hold of her arm and starts to tug her along but she balks.

SHEILA
Even an artist has certain rights. And if you think --

SOLO
Write your Congressman about it -- tomorrow.

SHEILA

I am not going anywhere. I happen
to own this -- the whole area.

48
CONT'D
(4)

SOLO

Sue me.

Clamping a firm hold on her, he starts hustling her
out of the Powder Room into the club.

INT. "TWELVE O'CLOCK HIGH CLUB" - FULL SHOT - SOLO
AND SHEILA

49

as they cross the dance floor of the club, the lights
suddenly COME ON FULL. Sheila freezes in sudden
terror, starts as if to scream -- then clutches at
Solo.

KARNAK'S VOICE

Excellent, Mr. Solo!

REVERSE ANGLE ON KARNAK

50

standing on the balcony just back of the bank of
pastel-colored stage spotlights that are aimed
straight down at Solo and Sheila. He holds an
automatic rifle, and the cheetah is leashed beside
him.

KARNAK

You passed the first test -- and
in good time. But then, I expected
you to decipher my message. You
see, I do have cause to respect
your capabilities, Mr. Solo.....
And your sense of discretion.
Please don't move or I'll be forced
to kill you... now.

ANGLE FEATURING SHEILA

51

still clinging to Solo -- shocked, incredulous...
and hysteria starting to take hold of her, as she
peers up into the blinding spotlights.

SHEILA (sotto)

What is it?!... Who is he?!

SOLO (grimly)

An old acquaintance.

ANGLE TO INCLUDE KARNAK

52

stepping in front of the bank of lights now to show himself fully to them.

KARNAK

Indeed, Mr. Solo. An old acquaintance who has had a long time to contemplate this reunion.

(a beat)

I've planned your death -- and Mr. Kuryakin's -- down to the last detail... and I'm going to savor every moment of it.

ANGLE FEATURING SHEILA

53

She GASPS in shaken, disbelieving horror, and starts to draw away from Solo.

SHEILA

I -- I think we'd better get out of here!

SOLO

Don't move!

But she starts as if to run off. Solo immediately grabs her and yanks her back.

CLOSE ON KARNAK

54

FIRING a burst from his automatic rifle.

ON SOLO AND SHEILA ON DANCE FLOOR

55

as the BULLETS rip into the dance floor exactly where Sheila would have been, if Solo had not pulled her back in time. She SCREAMS in terror, and clings to Solo.

FULL ON SCENE

56

SOLO

Let the girl go, Karnak. You want to settle a score with me. She has no part in it.

KARNAK

The young lady, of course, was not a part of my plan of operations... but now she must be. Besides, that will even the odds for the hunt.

56
CONT'D
(2)

SOLO

The hunt...?

KARNAK

Yes, Mr. Solo, I intend to hunt you, to stalk you. Kuryakin will be the tethered bait, and you the prey. Oh, I considered many other... "methods" of killing you, but they all lacked one element -- the chance to best you this time on my terms.

SOLO

And if I choose not to play your game...?

KARNAK

But you will play it, Mr. Solo. You will have no other choice.... Mr. Kuryakin is being held -- somewhere -- within this ten-block condemned area. You will have the balance of the night to hunt for him -- while, of course, I enjoy the sport of hunting you. At exactly six o'clock, Mr. Kuryakin will die -- in a socially approved and quite painless manner, I assure you. Though, of course, he will die earlier -- and instantly -- if you should attempt to summon help, or in any other way violate the rules of the hunt.

(gestures)

The rules require, by the way, that you surrender your gun... and all other U.N.C.L.E. "devices" you may have.

(hard)

I see you're considering making some sort of foolish move. Don't!

ANGLE TO REVEAL STEFAN ON BANDSTAND

57

as the stage lights in that area turn on. He is holding a sub-machine gun pointed at Solo. Sheila CRIES OUT.

KARNAK

You may turn your weapons over
to my servant, Stefan.

57
CONT'D
(2)

Solo takes a beat...then complies, tossing his gun,
communicator, and one or two other devices over to
Stefan.

KARNAK

Also the fuse cap in your tie
clip....and the gas pellet under
your lapel.

Solo complies, then:

SOLO

The odds seem a little stacked
in the house's favor now.

KARNAK

I've spent the last two years
making certain of that, Mr. Solo.
(a beat)

You cannot escape, or seek help....
or attempt to kill me -- for
with my death your colleague's
would be quite certain and immediate.

(looks at at watch)

It is now six minutes to midnight.
At twelve the hunt will begin.

The lights in the club GO OUT.

TWO SHOT - SOLO AND SHEILA

58

as she clings to him.

KARNAK'S VOICE

I do hope you've lost none of your
skill, Mr. Solo. It would be a
pity for the game to end too soon.

As CAMERA MOVES IN on Solo and Sheila.....

FADE OUT

END ACT ONE

ACT TWO

FADE IN:

EXT. CONDEMNED AREA STREET - NIGHT - ANGLE ON STREET CLOCK 59

An ornamental left-over from the Edwardian-Fifth Ave. era, its column is bent and twisted -- almost something out of Salvador Dali -- but the four-faced clock itself is still working. Even though the hands on the face we see are, like the column, bent and twisted, we clearly make out the time: 11:57. As CAMERA MOVES in on the clock:

CUT TO

INT. POWDER ROOM - NIGHT - SOLO AND SHEILA 60

Solo is poking purposefully through the pieces in Sheila's private gallery. Sheila is pacing.... chewing at her thumb...twisting her emerald necklace... starting to light a cigarette -- then immediately snubbing it out.

SHEILA

It's almost twelve now -- three minutes of.

SOLO

I know.

SHEILA

Then shouldn't we do something??
Try to get away?

SOLO

How?

SHEILA

Maybe I can slip out the other side of the area and call the --

SOLO

No! Karnak's holding the deck -- we're going to have to play it his way....and hope he makes a mistake.

SHEILA (appalled)

You're not really going to go out there and do what he said -- and let him hunt you like some kind of animal?!!

SOLO

I have to. That's the only chance
I've got now to find Illya...before...
(then)

What've you got in here -- besides
wine and peanut butter?
(points to happening)
What did you use to make that with?

SHEILA

What?... Oh! A mallet and chisel.
There.
(as Solo picks them up)
You're interested in modern art?

SOLO

Never more than right now, Miss...?

SHEILA

Van Tillson. Sheila Van Tillson.

SOLO (slight take)

Then you do own this whole area.

SHEILA

Daddy did. He gave it to the
city for a park. He was going to
build a studio for me here, but I
refused. I believe that in order
to create, an artist must suffer.

SOLO

Then I'm afraid you've come to the
right place.
(points to iron
sculpture)
Did you weld that?

SHEILA

No. Existential art rejects all
classical methods. I used a
blowtorch.

* She kicks a fold of canvas aside to reveal the blow-
torch. Solo examines it and the two huge, heavy
tanks with it.

* SHEILA (hesitantly)

Can we use it?

SOLO (a wry smile)

I'm afraid it would cut down our
mobility.

* change

- * Carrying the mallet and the chisel, he turns as if to leave, but she immediately clutches his arm.

60
CONT 'D
(2)

SHEILA (scared)
You're not going to leave me
here.....!?

SOLO (considers,
then -)
No. You'd probably be safer
coming with me.
(tosses torch to her)
Come on.

As they start out:

CUT TO:

JNT. CHAMBER - NIGHT - ON ILLYA

61

A four-legged, bed-style meal tray is set up over his lap on the death chair. On the tray are a torn hunk of bread and a tumbler of water with a straw. The bread and the water are untouched.

ANOTHER ANGLE ON ILLYA

62

We SEE that he is trying to twist his leather strapped wrist against one of the legs of the tray in a probably hopeless attempt to loosen or cut the strap. He manages to start scraping the strap back and forth against the leg, but the motion starts to tip the tray off balance and he has to give up the attempt. He considers for a BEAT, then leans forward, strains toward the glass of water. Finally, he catches hold of the rim of the glass with his teeth. Now, gradually and as cautiously as a juggler, he shifts the glass over toward his wrist strapped hand. The glass almost slips. Another try at it.... Then a last wrenching effort and he catches hold of the glass with his hand.

* change

CLOSE ON ILLYA'S HAND

63

He twists his hand to one side, dumping the water out of the glass. Now, he starts to close his hand on the empty glass, obviously intending to break and shatter it. He increases the pressure -- squeezing... squeezing....

C.U. ON ILLYA

64

as we HEAR the shattering of the glass in his hand -- and we read the expression of sharp pain in his face, even though he rigidly restrains himself from making the slightest sound.

BACK ON ILLYA'S HAND

65

He holds a jagged piece of the broken glass now in his fingers. He curls and twists his hand to force the piece of glass against the leather strap over his wrist. He starts slowly, torturously slicing into the leather with the piece of glass.

ANOTHER ANGLE ON ILLYA

66

Suddenly he freezes, REACTING to the SOUND of the chamber door opening.

ANGLE TO INCLUDE STEFAN

67

ENTERING the chamber to face Illya. He gestures to the untouched tray.

STEFAN

You did not want your last meal?

ILLYA

Somehow I wasn't quite in the mood for breast of pheasant.

Stefan shrugs and moves closer to pick up the tray -- then reacts.

STEFAN

The glass!!

ILLYA (innocently)

What glass....?

Stefan peers about with animalistic cunning -- spots pieces of the broken glass on the floor.

67
CONT'D
(2)

ILLYA

Oh -- that glass! It must've fallen off the tray.

But Stefan isn't to be put off. He closes in on Illya, spotting drops of blood from his hand. Now Stefan's huge claw of a hand drops on Illya's, and starts to force Illya's fingers open.

ANGLE ON THEIR HANDS

68

The uneven struggle continues for a moment, before Stefan's superior strength and leverage force a victory. Illya's hand is bent open, and the jagged pieces of glass fall, clattering to the floor.

BACK TO SCENE

69

as Stefan kicks the piece of glass away and now looks reprovingly down at Illya.

STEFAN

You should not do that. For you there is no way to escape.

ILLYA

Or for you, Stefan.

(gauges his reaction)
You don't think Karnak's going to let you survive, do you? He can't afford to. He'll have to "dispose" of you -- just like the other two...to cover his tracks.

STEFAN

No...!

(reassuring himself)
Once you are dead....and the other one, he says we leave.

ILLYA

Run, is what he means -- and with every UNCLE agent in the world after you. Either way, you'd be finished -- if not Karnak, UNCLE... But it doesn't have to be that way, Stefan. UNCLE can punish -- but it can also reward those who help.

69
CONT'D
(2)

KARNAK'S VOICE (calling
from o.s.)
Stefan!

ILLYA (sotto)
Think about it, Stefan. Think
hard about it.

ON STEFAN

70

dully thinking.

KARNAK'S VOICE
Stefan!

INT. PLACE OF HOSTAGE - KARNAK

71

His shadowed figure highlighted against the various weird shapes that fill the background.

KARNAK
Now, Stefan! It is time!
The hunt begins.

CUT TO:

EXT. THE CONDEMNED AREA - NIGHT - SOLO AND SHEILA

72

moving cautiously along a rubble-littered sidewalk. (Ironically -- we shall discover later -- they are moving by chance toward the place where Illya is being held.) Solo gestures Sheila to a point of cover.... then warily approaches the boarded-over entrance to a theatre.

ANGLE FEATURING SOLO

73

easing a board aside to peer into the theatre. As he does, a TELEPHONE RING cuts through the dark silence. He REACTS, moves aside to cover beside Sheila. Solo gestures her to remain silent, then peers off.

SOLO'S POV - TELEPHONE BOOTH

74

set on a corner near a subway entrance. The telephone is continuing to RING insistently.

BACK TO SCENE

75

Solo continues to stare probingly off, then prepares to cross toward the telephone.

SOLO

Stay here.

SHEILA

But it's probably a trick.

SOLO

I'm counting on that -- bait to flush out the quarry. If it is, Karnak may get a shot at me... but he may also miss. And if he does, I'll have a chance to move in on him.

Keeping low, he moves off. CAMERA HOLDS a beat on Sheila.

MOVING SHOT - SOLO

76

Using cover and shadow, he works his way in quick dashes to the phone booth.

EXT. PHONE BOOTH - SOLO

77

The phone continues to RING in the closed, darkened booth. Solo, crouched by the booth, waits soundlessly. He peers off -- listening for any other sound.....for any movement or glint of metal. Nothing. Edging to one side, he reaches out with the chisel, slips it into the doorjamb of the booth. A BEAT. Then he shoves the door of the booth open, and inside the booth the LIGHT FLASHES ON.

INTERCUT - SHEILA

78

watching fearfully...wanting to cry out, but forcing herself to keep silent.

BACK TO SOLO

79

A lighted target now....ready to throw himself aside at the first sound. But still nothing except the steady, pulsing RING of the phone. Solo takes an instant to consider, then -- still crouching low -- eases into the open booth. Cautiously, slowly, he reaches up with the chisel and tips the receiver off the hook in MID-RING.

STEFAN'S VOICE (from
receiver)
You there?... Solo!?

SOLO
I'm listening.

STEFAN'S VOICE (scared,
urgent tone)
I can tell you where your friend
is -- where Karnak has him....if
you pay me, and guarantee I go free.

SOLO
All right, tell me.

STEFAN'S VOICE
No! Not on the phone! I will
meet you.

SOLO
Someplace ideal for an ambush,
you mean.

STEFAN
If I wanted to kill you, I could
do it right from here. I'll prove
it to you.

A split-instant....then a MUFFLED SHOT, which hits and splatters the glass paneling of the telephone booth above Solo's head. Solo dusts glass off his coat, then:

SOLO
All right. Can you see the alley-
way across the street?... I'll
meet you there. Five minutes.
Come unarmed -- with your hands up,
and back of your head.

As the line CLICKS DEAD:

79
CONT'D
(2)

CUT TO:

EXT. ALLEYWAY - NIGHT

80

Narrow, dark -- with only slivers of light filtering in from the street. CAMERA SLOWLY PANS across the alley to DISCOVER Solo and Sheila waiting silently, pressed into a delivery entrance. A BEAT....then from o.s. the SOUND of approaching FOOTSTEPS. Nothingthen:

STEFAN'S VOICE
(whispered call)
Solo.

Solo gestures for Sheila to stay in the delivery entrance....then gripping the mallet, he cautiously steps out to face Stefan.

ANGLE ON SOLO AND STEFAN

81

Complying with Solo's terms, Stefan approaches with his hands locked back of his head. He seems nervous, and on the edge of terror. As he faces Solo, and starts to drop his hands:

SOLO
Leave your hands up! Now,
where is he -- Illya!?

STEFAN
No! First we settle. The
other one -- Kuryakin...he
said you would pay.

SOLO
All right -- your life. That's
as high as I go. I think you'd
better take it while you still can.

STEFAN (mulls it;
seems to crack)
All right, all right!! The other
side of this alley, two blocks
down. A refrigeration plant. He's
on the second floor.

SOLO
Just to make sure, you can come along.

STEFAN (pulls away
in sheer terror)
No! Karnak would kill me if he
knew that I --

81
CONT'D
(2)

A distant SHOT. Stefan is hit. A look of shock on his face....then he crumples to the ground -- seemingly dead. Solo has, of course, reacted by immediately ducking aside.

TWO SHOT - SOLO AND SHEILA

82

She stares toward Stefan's body. She starts as if to gasp, but Solo immediately (though lightly) presses his fingers against his mouth. He waits rigidly for an instant, his eyes probing the darkness, then relaxes slightly.

SHEILA
This -- This Karnak, he killed him?

SOLO
Yeah....but not quite soon enough,
not before he told me where to
find Illya. Come on.

As they start down the alleyway toward the street beyond:

CUT TO:

EXT. ROOFTOP - NIGHT - KARNAK AND CHEETAH

83

as Karnak lowers the rifle with which he has just shot Stefan. He smiles coldly, gently pats the cheetah.

KARNAK
Patience, Bruno....the sport
is just beginning.

CUT TO:

EXT. CONDEMNED AREA STREET - NIGHT - SOLO - SHEILA

84

running, skipping around piles of rubble, ducking under girders. Sheila stumbles. Solo catches her.

SOLO
You all right?
(at her nod)
We have to keep moving. Karnak can't
be far back. Hang onto my arm.

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They start off again. As they reach the corner at the end of the street, Solo stops.

84
CONT'D
(2)

THEIR POV - REFRIGERATION PLANT

85

directly in front of them now. It is partially gutted and demolished, but still surrounded by a wire fence and gate. Some heavy construction equipment has been left off to one side. There is no sound or movement.

BACK TO SOLO AND SHEILA

86

as he continues to hold her back.

SHEILA

I don't see anything.

SOLO

Neither do I. Unguarded and inviting -- and that's hardly characteristic of Viktor Karnak.

Solo considers an instant....then picks up a piece of scrap iron and tosses it at the gate.

ANGLE ON WIRE GATE

87

as the piece of scrap iron hits it, and immediately a charge of electric sparks spurts forth.

TIGHT TWO SHOT - SOLO AND SHEILA

88

as she throws herself against him. As he is comforting her, he looks off toward the heavy construction equipment....reflects....then:

SOLO

Stay here, Sheila.

He slips away from her and starts toward the construction equipment.

ZIP PAN TO:

EXT. REFRIGERATION PLANT - NIGHT - ON SOLO IN SKIP
LOADER

89

He is in the cab of the huge, multi-bucket skip loader

(or other suitable piece of heavy construction equipment). He leans out of the cab and looks off.

89
CONT'D
(2)

SOLO'S POV - SHEILA BY WIRE FENCE

90

A slight downgrade....perhaps sixty feet to the fence.

BACK ON SOLO

91

He hits the transmission gear in the cab of the skip loader, shoving it into neutral. Now, unlocked, the loader starts to roll forward.

FULL ON SCENE

92

The huge construction loader picking up speed as it rolls down toward the fence.

INTERCUT - REACTIONS ON SOLO AND SHEILA

93

as the loader seems almost to hurtle now toward the electrified fence.

CLOSE ON SOLO

94

leaning out of the cab....waiting....knowing the point at which he stops the loader has to be minutely exact... Then moving -- jamming the transmission lever back into gear with WRENCHING, GRATING force. And the huge loader jolts to a final stop a bare few inches in front of the fence.

ANOTHER ANGLE - SOLO AND SHEILA

95

Before she can protest, Solo has caught hold of her arm and is pulling and boosting her up on the construction loader. CAMERA PANS WITH THEM as they scramble up from one scoop bucket to the next, until they have reached the uppermost bucket a foot or two higher than the top of the fence.

SOLO (looks over
fence, then --)
I'll jump first.

SHEILA

But....

95
CONT'D
(2)

Too late. Solo has already gracefully leaped for the ground.

ON SOLO

96

landing...gaining his balance...then looking up toward Sheila.

SOLO

Now you. Come on.

UP ANGLE ON SHEILA

97

rigid....frozen.

SHEILA

I can't! I'm afraid!

TO INCLUDE SOLO

98

SOLO

All you have to do is jump.
I'm here to catch you.

(impatiently)

You did say you'd done skydiving,
didn't you?

SHEILA

Not exactly.... I started to. I
even bought a silver lame jump
suit. But when I actually looked
down out of the plane.....

(a shudder)

acrophobia.

SOLO

I see. All right, how about
felinophobia? That's fear of cats.
When Karnak comes, that cheetah is
going to be with him. A cheetah
is a hunting cat. Once it trees a
quarry....

SHEILA (gasps, then)

You will catch me?

SOLO

I'll catch you. Just take a deep
breath. close your eyes and jump.

She does.

98
CONT'D
(2)

ANOTHER ANGLE - SOLO AND SHEILA

99

as she lands in his arms. A half-feat....then she opens her eyes.

SHEILA

I liked it. Maybe I'll take up skydiving again -- if you'll come along to catch me.

SOLO (puts her down, then -)

Stay close to me. Karnak probably has the plant booby-trapped.

As they start off toward the refrigeration plant:

SWISH PAN TO:

INT. REFRIGERATION PLANT - NIGHT - SOLO AND SHEILA

100

moving cautiously through the empty, half-destroyed building, past pipes, valve wheels, machinery, etc. Solo spots a heavily cob-webbed stairway, gestures for Sheila to stay behind him as he moves toward it. He studies the stairway for a moment, then reaches out very cautiously and breaks the seeming cobweb. Even as he is ducking back, the broken "cobweb" triggers a booby trap -- a steel beam rafter dropping, slashing down over the stairs, intended obviously to kills anyone who had started up the stairway. Sheila's muted SCREAM ECHOES after the crash.

A BEAT. The swirling dust from the fallen beam settles. Then Solo takes Sheila's hand and starts leading her over the fallen beam and up the stairs.

CUT TO:

INT. UPPER CORRIDOR OF PLANT - SOLO AND SHEILA

101

as they come INTO SCENE. At the dead end of the corridor is a huge, thick, cold storage door. They move quickly to it. As Solo studies the steel handle of the door:

SHEILA

Maybe he's electrified that too.

SOLO
Maybe...but if Illya's inside,
Karnak had to turn the handle himself.

101
CONT'D
(2)

A BEAT. Then Solo deliberately clamps his hand over the steel handle. No charge. His guess was right. He wrenches at the handle of the huge door till it gives way -- then shoves the door open.

INT. COLD STORAGE ROOM - ANGLE TO REVEAL "ILLYA"

102

in a corner of the pipe-walled room, roped to a chair, his back to Solo and Sheila.

REACTION - SOLO

103

SOLO
Illya....!

With the frightened Sheila still clutching to his arm, he rushes to "Illya".

ANOTHER ANGLE

104

as Solo reaches the chair and turns "Illya" around. We SEE NOW that it is not Illya but instead the stiff, almost frosted corpse of White Jacket, dressed to resemble Illya.

As Solo stares at the corpse, knowing now that he has fallen into a trap, we HEAR Karnak's soft, vindictive LAUGHTER. As Solo wheels about:

ANGLE TO REVEAL KARNAK

105

in the open doorway of the cold storage room -- the cheetah leashed to one hand, a gun in the other.

KARNAK
Check....and mate, Mr. Solo. I'm afraid you were too hasty...too quick to seize on my sacrificial pawn. You see, I planned Stefan's death as a prelude to your own. Though, truthfully, I am a little disappointed in you, Mr. Solo. I had expected you to extend the diversion of the hunt a bit longer. Still....there is one pleasure left
(continued)

KARNAK (cont'd.)
for me. Ideally, I would have chosen
an even more... protracted death for
you. But this will serve.

105
CONT'D
(2)

He quickly steps back -- slamming the huge door shut.
As the door shuts a PHOSPHORESCENT RED LIGHT comes ON.

ON SHEILA

106

terrified....CRYING OUT.

ON SOLO

107

as he rushes at the door -- thrusting himself
futilely at it.

INTERCUT - KARNAK IN CORRIDOR

108

as he locks the huge door with a twist of the handle...
then moves to a valve and turns it.

BACK TO SOLO AND SHEILA

109

In the now eerily lighted locked room, his eyes
search desperately -- but hopelessly for some point
of egress.

SOLO

Not even a trap door.

As SPURTING, HISSING SOUND is HEARD. It continues
to grow louder, more insistent.

SHEILA

What is it...!?

Solo looks about....then gestures to the coiled piping
that panels the room.

SOLO

Gas starting through the coils.
Karnak's turned on the freezing
unit.

With Sheila's terrified look, CAMERA ANGLES TOWARD a
section of the pipe coils to SHOW that already they
are beginning to frost over.

5-2-67

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TIGHT TWO SHOT - SOLO AND SHEILA

110

as she presses tremblingly against him, and he puts
an arm about her. As CAMERA MOVES IN on them:

FADE OUT

END ACT TWO

ACT THREE

FADE IN:

INT. COLD STORAGE ROOM - NIGHT - SOLO AND SHEILA

111

The pipes that coil about the room are now icy white, and the air itself is hazed to a smokey frostiness. Solo has draped his coat around Sheila who, even so, is clutching her arms across her chest and shivering. Solo is hammering desperately at the door jamb with the chisel and mallet -- and vainly.

SOLO (giving up)

It's useless.

He turns, his eyes searching along the serpentine pathways of coiled piping. CAMERA MOVES with him as he moves along a line of piping--searching for anything, a crack, an opening, anything. He stops where the layers of piping join and continue on out of the room through a conduit aperture.

SOLO

It looks like a conduit aperture.
The pipes must feed in through
it from the main freezing unit
outside.

(studies it)

If I could --

But even as he reaches out toward the jammed mass of pipes in the conduit aperture, he has to yank his hand back: The pipes are so cold now, it is as if they were sizzling hot. A BEAT, then:

SOLO

Give me the coat.

He takes the coat from Sheila, wraps it around his hand as a covering, then -- with some evidence of pain -- grabs at a pipe and tries to lever it out of place. It does not yield. As Sheila watches:

* change

• ANGLES

112-113

Using the mallet and chisel -- and the bare light bulb on the ceiling -- to the uses detailed by the SPECIAL EFFECTS MAN (WHO WILL BE ON THE SET AT ALL TIMES) Solo sets off a gas EXPLOSION a second after he and Sheila have leaped to comparative safety on the far side of the room.

DETAIL SHOT - ON BLOWTORCH

114

as a SWOOSHING tongue of flame shoots out from it toward the pocket of gas at the aperture.

TIGHT TWO SHOT - SOLO AND SHEILA

115

as the gas EXPLODES o.s., showering them with ice, smoke, and debris. A BEAT....then, as the reverberations of the explosion fade, they look up. A quick smile crosses Solo's face.

• change

ANGLE TO INCLUDE CONDUIT APERTURE 116

blown open by the explosion...and beyond the jagged,
twisted ends of pipes -- light.

NEW ANGLE ON SOLO AND SHEILA 117

as they move to the gaping conduit aperture and he
starts to help her wriggle through:

ZIP PAN TO:

EXT. CONDEMNED AREA STREET - DAY (DAWN EFFECT) 118

* (NOTE: All the remaining exteriors will be played
with this dawn effect.)

The area is, if anything, more eerie and forbidding
now that the first gray light of dawn begins to etch
its stark, silent landscape of ruin. Solo and
Sheila edge around a corner INTO SCENE. They stop,
look warily about.

SHEILA (scared)
Now that it's almost day, he'll
be able to see us anywhere.

SOLO (looks at watch)
-- Less than half-an-hour....
Maybe that's the only chance of
finding Illya now -- let Karnak
see me...make sure he comes after
me....and hope I can grab him and
twist the truth out of him.
(then)
Stay here.

CAMERA PANS WITH Solo, as he moves across the cracked,
ploughed-up pavement of the street until he is in the
middle of the intersection. (In the middle of the
intersection there is a pile of torn-up concrete
pavement; on two opposite corners of the intersection
there are air raid siren amplifiers set on steel poles.)

ANGLE ON SOLO 119

standing alone in the middle of the intersection --
an open, inviting target.

SOLO (calling)
Karnak...! Karnak...!

No answer. He turns now and gestures to Sheila.
She runs INTO SCENE to join him. Then:

119
CONT'D
(2)

KARNAK'S VOICE (blaring
from the two air-rail sirens;
REVERB and OVERLAP)
Yes, I'm here, Mr. Solo.

Solo immediately grabs for Sheila, yanks her to the ground, and rolls with her behind the pile of torn-up pavement.

ANGLE ON SOLO AND SHEILA

120

crouched behind the slag heap of concrete -- both of them peering cautiously off.

KARNAK'S VOICES
I do congratulate you, Mr. Solo,
on your...."temporary" escape.
You made an excellent move...but
it will be your last one.

SHEILA
I don't see anything.

SOLO
It could be a bluff. He might
have wired his voice into every
air-raid siren in the area.
There's one way to make sure.
(looks off, then -)
I'm going to try for that subway
entrance on the corner. If I
make it, come after me.

He takes a quick breath, sets himself, then starts running.

LIMBO SHOT - KARNAK

121

ANGLE OVER HIS SHOULDER, so that we sight a rifle with him on the darting, zig-zagging figure of Solo in MED. B.G. We catch a corner of his cold smile, as he pulls the trigger.

ON SOLO

122

as Karnak's SHOTS splatter into the ground on each side of him. He throws himself down, rolls aside to the nearest cover, and starts -- infiltration course

style -- crawling back toward Sheila...as Karnak's
ECHOING LAUGHTER undulates OVER SCENE.

122
CONT'D
(2)

ON SHEILA

123

as she fearfully watches Solo crawl INTO SCENE.

KARNAK'S VOICES

That should end any doubts you
may have entertained as to your
position and mine. And, I'm sure
now that....

CUT TO:

EXT. ALLEYWAY - ANGLE ON STEFAN'S "CORPSE"

124

as Karnak's VOICES CONTINUE THROUGH.

KARNAK'S VOICES (perspective)

....you realize I can finish the
hunt at my own discretion. Now, at
this precise moment... if I so choose.

Stefan is not dead. He stirs now, the VOICES seeming
to rouse him. Painfully, he turns, raises his head,
listens -- a look of dull, brutish betrayal clouding
over the pain-etched lines on his face. Slowly he
pushes to his feet...and starts to stagger away.

CUT BACK TO:

EXT. STREET - SOLO AND SHEILA

125

Solo is intently, but covertly shoving aside hunks
of the pavement slag...obviously searching for
something.

KARNAK'S VOICES (continuing

OVER)

But no. There may be a certain
satisfaction in keeping you at bay
-- that is, until the exact moment
of Mr. Kuryakin's death. That
leaves you precisely seventeen minutes
to live, Mr. Solo.

Solo wrenches another hunk of pavement aside, then
reacts tightly, as he now spots what he has been
searching for: a sewer main lid.

SOLO (to Sheila)

Help me pry it up.

Together, they raise the sewer main lid and roll it aside. The top of a ladder is visible, but beyond is darkness. Still, there is no choice. Solo helps Sheila into the sewer main and starts her down the ladder -- then quickly follows.

125
CONT'D
(2)

CUT TO:

INT. HOSTAGE CHAMBER - ILLYA

126

struggling still against the straps that bind him.... then stopping...REACTING to a SOUND from somewhere outside the chamber. He strains forward, trying to peer through the harsh glare of lights.

ILLYA'S POV - FIGURE

127

lurching slowly toward the chamber. A few more blindly staggering steps and WE SEE NOW that is Stefan. Another step, and he CRASHES against a shadowed object, tipping it over... He stumbles...drops to one knee.

BACK ON ILLYA

128

as he SHOUTS toward Stefan.

ILLYA (reverbing
heavily in chamber)
Stefan...!

CUT TO:

INT. SEWER - SOLO AND SHEILA

129

racing along the dark, cavernous sewer main -- then suddenly brought up short. Just ahead of them the sewer has been sealed off.

ANGLE FEATURING SOLO

130

He moves ahead to the sealed-up dead end of the sewer and tentatively taps at it with his hand. Nothing loose, no sound of hollowness. It is solid. He turns back to Sheila and shakes his head.

SOLO

It'd take a crew with dynamite
to blast it open. And we can't
go back.

130
CONT'D
(2)

SHEILA

I see something over that way --
light or a reflection or something.

Solo crosses to her and turns to look down a narrow,
slanting side corridor.

SOLO'S POV - BEAM OF LIGHT

131

penetrating the dark recesses of the side corridor.

SOLO'S VOICE

It must be coming from another
overhead exit....if we can get
to it.

BACK TO SCENE

132

Solo turns to plunge into the narrow, slanting side
corridor -- Sheila just behind him.

SOLO

Hang onto my arm.

INT. SIDE CORRIDOR - SOLO AND SHEILA

133

inching their way through it, moving toward the beam
of light which outlines a steel ladder...almost reach-
ing it. Suddenly a FAINT, UNPLEASANT SOUND. Sheila
gives a MUTED GASP, balks in fear, digging her heels
in and holding on to Solo.

SHEILA'S POV - EYES

134

tiny, close-set, but glittering.

BACK TO SCENE

135

Sheila averting her eyes, even as Solo tosses a loose
stone toward the eyes -- which disappear.

SOLO
It's gone.

SHEILA
What was it?

SOLO
Probably just a rat.
(studies her as she reacts
in horror; smiles)
But it was more scared than you.
That cut emerald necklace picks
up every pinpoint of light. You
probably looked like a twenty-
eyed monster to it.

SHEILA
But it is gone...?

SOLO
It's gone.
(turns, looks up)

SOLO'S POV - UP ANGLE ON ANOTHER SEWER EXIT LID 136

the ladder leads up to the lid -- from which the
beam of light is coming.

BACK TO SCENE 137

as Solo starts up the ladder, followed by Sheila.

CUT TO:

EXT. CONDEMNED AREA STREET - KARNAK 138

as he stalks with his automatic rifle along in front
of a shadowed row of gutted store fronts -- the
cheetah, loping beside him. At the corner he stops.

KARNAK (to cheetah)
Yes, this is the one.
(then)
Stay, Bruno!

The cheetah instantly obeys, hunching down on all
fours. Karnak flattens himself against the boarded-
over door of a store front, and looks out past the
jagged, shattered, broken remains of the store window.

KARNAK'S POV - SEWER EXIT LID

139

in the middle of a street.

BACK TO KARNAK

140

He smiles patiently to himself..starts to slip one arm through the rifle sling.

CUT TO:

INT. SEWER MAIN EXIT - SOLO

141

reaching the top of the ladder. He glances down to make certain Sheila is all right, then raises the flat of one hand against the underside of the sewer exit lid. Slowly, very cautiously, he pushes up on the lid, raising it just enough to peer out onto the street.

SOLO'S POV - PANNING STREET

142

No movement, no sound, no sign of Karnak.

BACK TO SCENE

143

Solo now tips the lid free of the exit...reaches down to take Sheila's hand, and help her climb out after him.

CUT TO:

INT. PLACE OF HOSTAGE - ON STEFAN

144

lurching toward the chamber...,falling....

INTERCUT - ILLYA

145

watching.

BACK TO STEFAN

146

He tries to push himself back up...almost, but he slips back. He hasn't the strength left now to

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raise himself. He sucks in a GASPING BREATH, girds what remains of his ebbing strength...and now agonizingly drags himself the last few feet toward the chamber.

146
CONT'D
(2)

CLOSER ON STEFAN

147

as he finally reaches the chamber door, he seems to slump -- then, at the last instant, pulls himself back from unconsciousness.

As, slowly, he raises his hand toward the handle of the chamber door:

CUT TO:

EXT. STORE FRONT - ANGLE ON KARNAK

148

slowly raising his rifle to aim it.

KARNAK'S POV - (THROUGH TELESCOPIC RIFLE SIGHT)

149

as the cross hairs of the telescopic sight edge across the rubble of the empty street and begin to center on Solo emerging from the sewer exit, helping Sheila out, and now starting to turn.

INT. PLACE OF HOSTAGE - CLOSE ON STEFAN'S HAND

150

starting to close over the handle of the chamber door.

INTERCUT - ON KARNAK'S HAND

151

his finger slipping into the trigger guard of the rifle, starting to close on the trigger.

INTERCUT - CLOSE ON SOLO

152

spotting Karnak now....pushing Sheila down...rolling under Karnak's SHOT...but still trapped in the open...no hope of cover...no place to run.

BACK TO SCENE - ON ILLYA

153

straining involuntarily...trying somehow to reach out toward Stefan at the chamber door.

ILLYA'S POV - STEFAN'S DISTORTED FACE AT DOOR WINDOW

154

his eyes almost turning under now....essentially dead already...only the possibility of a last flickering reflex action.

INTERCUT - KARMAK

155

annoyed that he missed before -- but setting himself now to fire again.

BACK TO SCENE - CANTED ANGLE ON STEFAN

156

His hand closing in death on the door handle, even as his body slumps lifelessly. But the drag of his sagging body is enough. Stefan's dead hand still clutches the handle, and under the weight of his body it is turned down and the chamber door opens...leaving Illya still trapped, only tantalized by the open door. As the chamber door opens, in perspective we HEAR an UNDULATING SIREN BEEP start up.

CUT TO:

* EXT. STORE FRONT - ON KARMAK

157

He pulls the trigger. There is a click. His gun is empty. Angered, he starts to reload when he hears the warning BLARE OF THE SIRENS. Surprised, confused, he hesitates.

ANGLE TO INCLUDE SOLO AND SHEILA IN MED. B.G.

158

KARMAK

So, Mr. Kuryakin is demanding my attention...But you mustn't feel slighted, Mr. Solo. I'll leave Bruno to settle my debt with you.

(unleashing cheetah)

Bruno, attack!

He looses the cheetah, then turns to move quickly O.S.

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TIGHT TWO SHOT - SOLO AND SHEILA

159

as they back away, Solo shielding her.

REVERSE ANGLE ON CHEETAH

160

stalking toward them, tensing to lunge.

FADE OUT:

END ACT THREE

ACT FOUR

FADE IN:

EXT. CONDEMNED AREA STREET - DAY - FULL ON SCENE

161

The cheetah is slowly, tensely stalking toward Solo and Sheila -- who continue to back away.

CLOSE ON SOLO AND SHEILA

162

as he holds to her arm guiding her back.

SOLO

Easy...easy.

SHEILA

I think I'm going to scream.

SOLO

Don't! Any sound now could trigger it into a lunge.

(keeping his own-
eyes fixed on cheetah)

Can you still see Karnak?

Timorously she looks off down the ruined street.

SHEILA'S POV - KARNAK IN DISTANCE

163

moving to the end of the street, and turning a corner.

SHEILA'S VOICE

Yes...just barely.

BACK TO SCENE

164

SOLO

I'll stay here and try to keep the cheetah coming after me till I can get back to that wall. You try to follow Karnak.

SHEILA

Follow him!?... Alone...?

SOLO

It's either Karnak or the cheetah.

SHEILA (forces herself
to glance at cheetah fear-
fully, then)
All right.

164
CONT'D
(2)

SOLO
Try to leave a trail of some
kind for me.

* SHEILA
I -- I don't have anything.

SOLO (puzzles, then)
The emeralds from your necklace!

SHEILA
What?
(as it dawns)
But they're worth a fortune!
I can't --
(she breaks off, manages
a wan smile)
Oh, well... I guess it's in a good
cause, huh?

She looks nervously toward the cheetah.

SOLO (urgent whisper)
Get ready!... Now!

ANOTHER ANGLE ON SCENE

165

Solo steps away from Sheila and waves distractingly
at the cheetah -- and shouts at it. Sheila hesi-
tates for a moment, more worried about Solo than
herself.

SOLO
Now, Sheila! Move!

Sheila turns and starts running o.s.

ANGLE FEATURING CHEETAH

166

confused by the separation of its quarry.

SOLO'S VOICE
(shouting)
Here!... Come on!

ANGLE FEATURING SOLO

167

as he backs now to a half-crumbled brick wall. He pulls the chisel from his waist-band and sets himself to face the charge of the cheetah.

REVERSE ANGLE - CHEETAH

168

starting its final vicious, snarling lunge toward Solo.

FIGHT - SOLO AND CHEETAH

169

a savage, fierce struggle -- a struggle in which for a moment the cheetah seems to be prevailing. A

claw rips the chisel from Solo's hand. He twists free of the animal...retrieves the chisel.... turns back in time to meet another lunge from the cheetah -- striking home this time with the chisel.

169
CONT'D
(2)

ANGLE ON SOLO

170

One arm limp, bleeding, he thrusts the animal aside and staggers to his feet. He looks off in the direction in which Sheila had followed after Karnak.

As he starts to run:

SWISH PAN TO:

EXT. CONDEMNED AREA STREET - DAY - MOVING SHOT - SOLO 171

moving hurriedly -- but tensely searching ahead, looking for some sign of the trail Sheila was to have left behind. Fear...hesitancy...doubt -- then he REACTS as his eyes fix on something ahead.

SOLO'S POV - EMERALD

172

lying in a gutter -- glittering, its finely cut surface sparking off lights.

BACK TO SOLO

173

Now he moves faster, knowing the trail is there and lying ahead of him. He spots another of the emeralds ...then another -- but now he is forced to a stop. He has reached a cross street. Which way?

ANOTHER ANGLE ON SOLO

174

He steals a quick glance at his watch -- only moments left now. He looks one way down the cross street -- nothing. He looks the other way -- but he can spot nothing that way either.

CLOSER ANGLE ON SOLO

175

There's no time left for indecision now -- not even time to flip a coin. He can do nothing but take a 50-50 gamble...and hope he lucks out. He wheels and darts down one of the streets

EXT. CONDEMNED AREA SIDE STREET - MOVING SHOT - SOLO 176

his eyes searching desperately and with growing fear now for another of the emeralds. He is almost ready to stop, almost ready to turn and dash back the other way -- when at last he spots a sparkle of light. An emerald...then another...a few steps more and a last emerald.

As Solo looks up from the last emerald, CAMERA PANS with him to SHOW that he is now in front of a poster-littered entrance to an amusement arcade.

EXT. AMUSEMENT ARCADE - SOLO 177

as he moves past the half-destroyed remnants of the arcade: a shooting gallery...a fortune teller's booth...a hot dog stand...etc. He continues on, looking for some sign...some clue. Then he spots:

SOLO'S POV - SIGN 178

The sign is bent....canted....hanging loose except for one last hinge -- FLAPPING OMINOUSLY with the slight breeze that sweeps down the arcade. The sign is cut out in the shape of a monstrous claw -- one talon extended....and on the sign a weathered legend reads: "MADAM LAVAL'S CARNIVAL OF HORRORS. ADULTS, \$1. CHILDREN, 25¢. KIDDIES, FREE" and across the sign -- a scrawl of lipstick.

CLOSE ON SOLO 179

He looks down at his watch.

DETAIL SHOT - SOLO'S WATCH 180

barely two minutes left until six -- and the second hand sweeping inexorably.

BACK TO SOLO 181

He turns quickly and heads for the turnstile entrance to "Madam Laval's Carnival of Horrors".

EXT. TURNSTILE ENTRANCE - SOLO

182

As he starts to push the broken, tilted turnstile, there is a FAINT, RUSTY SQUEAK. Solo draws back... holds his breath...waits. No sound anywhere. Now he moves, ducking under the turnstile and entering the maze corridor that leads into "Madam Laval's Carnival of Horrors".

INT. CORRIDOR MAZE - MOVING SHOT - SOLO

183

as he stalks hurriedly but soundlessly through the twisting zig-zag maze. A swinging door exit off a side passage of the maze. Solo stops, sets himself, then shoves the swinging door exit open.

SOLO'S POV - GUILLOTINE

184

one side of the frame broken, the blade hanging at a tilt. Jarred by the opening of the door, the guillotine blade DROPS WITH A SWOOSH.

BACK TO SOLO

185

as he moves on through the maze -- faster now, more desperately. Another exit door. This one hanging half open from a broken hinge -- and beyond it a garrote machine...a steel collar and head cage for slow hanging...other smashed Grand Guignol remains of Madam Laval's show.

NEW ANGLE ON SOLO

186

racing now...reaching the end of the maze. A final door. He pushes at it. It won't give. He hurls himself at it, kicks it open.

ANGLE TO REVEAL "HALL OF DEATH"

187

Almost blocking the entrance is a smashed Iron Maiden...and beyond, visible now in the shaft of light from the open door, are racks....torture wheels ...an axe and beheading block -- a general clutter of execution and torture devices.

INT. "HALL OF DEATH" (FORMERLY, PLACE OF HOSTAGE)

188

as Solo ENTERS. He pushes and...

SOLO (shouting)
Illya!... Illya!!

188
CONT'D
(2)

No answer -- only the hollow, garbled echo of his own voice. He continues on.

ANGLE TO REVEAL ELECTRIC CHAIR

189

a replica executed in minute detail. A spill of light from o.s. haloes the shadowed electric chair. Reacting to the light, Solo moves past the electric chair... stops... turns and stares off.

SOLO'S POV - GAS CHAMBER

190

bathed in its glare of light... the door closed again... Illya inside.

BACK ON SOLO

191

as he races for the gas chamber.

ANGLE TO INCLUDE ILLYA

192

shouting at Solo from inside the soundproof chamber, screaming a warning to him -- but his lips seem to move soundlessly, his words trapped with him inside the chamber.

CLOSE ANGLE ON SOLO

193

shoving desperately at the handle to the door with his one good arm, trying to get enough leverage on it to force it open. From o.s. we HEAR an insistent, metronome-like TICKING. Solo glances in the direction of the sound of ticking.

SOLO'S POV - TIMER (NOT A CLOCK)

194

The sweep indicator on the face of the computer dial-like timer CLICKS PAST the next to last grid point of its digital timer mechanism. The sweep timer is now ineluctably started on its final sweep across the dial.

BACK ON SOLO

195

He yanks at the handle with the last ounce of his strength. It starts to give... seems to jam -- then finally gives way and turns. Solo pulls on the door with his one arm and flings it open.

ANGLE TO INCLUDE ILLYA

196

VOICE NOW BECOMING AUDIBLE IN MID-PHRASE.

ILLYA (shouting)
-- side! Behind you! Get away!

KARNAK'S VOICE
But I'm afraid it's too late for
Mr. Solo to do that now.

As Solo turns about:

ANGLE TO INCLUDE KARNAK AND SHEILA

197

as Karnak steps out of the shadows of the clutter of torture devices... Sheila held trapped in front of him... his rifle slung over one shoulder and an automatic pistol pointed at Solo now.

KARNAK
Excellent, Mr. Solo. You are just
in time. In exactly...
(glances timer)
...52 seconds the cyanide pellets
will be released. So you still
have time to join Mr. Kuryakin in
death.
(hard, vicious)
Get inside the chamber!

ANGLE ON SOLO

198

setting himself to launch a futile attack against
Karnak.

REVERSE ANGLE ON KARNAK AND SHEILA

199

Karnak smiles tightly, clearly enjoying the moment. He raises his automatic pistol slightly to make certain of his aim. But as he does, his hold on

Sheila is momentarily loosened. In that moment, she twists her head... and sinks her teeth into Karnak's hand -- even as Solo has begun his lunging attack.

199
CONT'D
(2)

WIDER ANGLE

200

* Karnak's SHOT at Solo is thrown off and goes wild. Solo, though handicapped by his injured arm, plows into Karnak, sends him sprawling. Immediately he wheels about and rushes for the chamber.

INT. CHAMBER - SOLO AND ILLYA

201

* as Solo rushes into the chamber and begins working with almost frantic desperation to unshackle Illya. Again, he is at a disadvantage because of the arm injured in the battle with the cheetah.

ILLYA

There isn't time enough left. You'd better get out.

SOLO

Just hang on.

ILLYA (wry smile)

What else can I do?

As Solo continues working at the straps:

INTERCUT - TIMER

202

ticking now through its final sweep -- only bare seconds left.

BACK TO SCENE

203

as Solo continues to rip at the leather straps. Then:

SOLO

There! It gave a little. Try to wriggle your hand out.

ON ILLYA

204

twisting and turning his hand -- his face weaved with lines of strain. Then a sudden wide grin as his hands slip loose.

TWO SHOT - SOLO AND ILLYA

205

as now they work quickly together to loosen the other straps. A moment -- and Illya is free. Both grinning now, they turn and start to run out of the chamber -- then stop in frozen shock.

REVERSE ANGLE - KARNAK

206

he has knocked Sheila aside and retrieved his gun... and now he stands facing Illya and Solo... his automatic leveled at them.

ANOTHER ANGLE FEATURING ILLYA

207

reacting almost instantaneously, he shoves Solo out of the range of Karnak's SHOTS, and ducks aside himself -- rolling under the SHOTS.

ANOTHER ANGLE FEATURING SHEILA

208

as Karnak sets himself to fire again, she picks up a fallen mace and hurls it at him. The mace glances off Karnak's back -- but enough to throw his SHOTS off. Karnak FIRES again -- but now the automatic CLICKS empty.

FULL ON SCENE

209

Karnak hurls the empty automatic at Solo, then lunges toward Illya. Solo puts out a foot, tripping Karnak. Illya finishes the job with a judo chop. Karnak hurtles helplessly into the gas chamber -- but with his hands flailing wildly, trying vainly to catch hold of something to steady himself. In his instinctive frenzy, what he grabs hold of is the door to the chamber -- dragging it shut after him as he falls into the chamber.

INTERCUT - TIMER

210

as the sweep indicator moves to zero point... and CLICKS to a stop.

INTERCUT - DOOR HANDLE TO CHAMBER

211

there is a SNAP as the door lock. activated by the

ANGLE ON ILLYA, SOLO AND SHEILA

217

* Sheila turns away... buries her face against Solo's shoulder. Illya looks toward the chamber for a moment, then turns aside to look toward Solo.

ILLYA

Karnak said it was foolproof.
I guess he was right.

ZIP PAN TO:

EXT. HOSPITAL - NIGHT

218

to establish.

INT. HOSPITAL ROOM - NIGHT - ILLYA AND SOLO

219

Illya is in black tie this time, and Solo is in the cranked-up hospital bed... his arm in a body sling and cast.

ILLYA

How I envy you -- peace, quiet, and nothing to do but rest... all day, every day.

SOLO (plaintively)

Please...

From o.s. the hospital warning GONG sounds.

ILLYA

Well that means all ashore that are going ashore. Is there anything I can do for you before I have to leave?

SOLO

You could figure out a way for me to scratch under this cast -- it itches.

NURSE'S VOICE (sternly)

You are not to touch the cast, Mr. Solo.

ANGLE TO INCLUDE NURSE

220

just as cute, sexy, and thoroughly business-like as before.

NURSE

You will have to leave now,
Mr. Kuryakin.

220
CONT'D
(2)

ILLYA

That's all right, I have a date anyway.

SOLO

Sheila...?

ILLYA

Her father bought her a private
gallery. I'm escorting her to the
official opening.

SOLO

An art gallery?

ILLYA

No... an amusement gallery.

ANOTHER ANGLE

221

Illya starts to go out then turns about at the door
and looks at the nurse.

ILLYA

You'll see that he has everything he
needs -- pills, emulsion... and what
do you think about a little castor
oil for him?

NURSE

No, no... not in Mr. Solo's case.

Solo smiles as if savoring a small victory. But:

NURSE (shaking down
thermometer)

All I have to do is take his
temperature...
(pops it in Solo's mouth)
...again.

Illya waves jauntily and leaves.

FADE OUT:

THE END