

THE MAN FROM U.N.C.L.E.

by

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EXT. BORNEO JUNGLE - DAY

The dense Borneo jungle. A 20 year old hippie (MERRITT O'KEEFE) appears, jogging along a trail worn into the underbrush.

LOWER THIRD: "BORNEO, 1974"

As he jogs through the stunning beauty of the jungle, the customary HOWLS and SCREECHES of a thousand living things accompany him.

He's being watched.

He continues on unaware until-- the sounds of the jungle abruptly GO SILENT. He stops in his tracks. All we can hear is his BREATHING and the BEATING of his heart.

But it's not his heart. It's more mechanical. He turns around. What he sees fills his face with horror.

EXT. BORNEO JUNGLE CLEARING - DAY - CONTINUOUS

OPEN ON SCREAMING NATIVES raising their spears and surrounding a trio of terrified hippie PEACE CORPS VOLUNTEERS. They've been backed into a crude IRRIGATION WATER WHEEL that is hitched to a goat.

Before the angry natives can skewer the volunteers, a slightly older female volunteer (DR. SALLY HASTINGS) rushes onto the scene.

DR. HASTINGS
(Borneo tongue)
Stop! Wait! Stop!

The natives calm slightly. Hastings turns to her team.

DR. HASTINGS (cont'd)
Larry, what did you do?!

One of the volunteers, LARRY DeMAIR, responds.

DeMAIR
We were just showing them how to
power the wheel!

Larry points to the goat. Hastings is aghast.

DR. HASTINGS
OH GOD! Larry! Goats are sacred
to these people. It's like making
Jesus Christ mow your lawn!
(MORE)

(CONTINUED)

CONTINUED:

DR. HASTINGS (cont'd)

(beat)

Where the hell is O'Keefe? He
knows better.

A young society girl, LIZZIE VAN PELT, replies.

LIZZIE

He went for a jog.

An extremely shaken African American volunteer, GEORGE
CARPENTER, chimes in.

CARPENTER

Now listen Dr. Hastings, this is
the Peace Corps! I signed up to
help people, not get killed by
fucking savages!

He storms off as Dr. Hastings continues to calm the
natives. As they disperse, one NATIVE points to Lizzie
and DeMair, YELLING one last thing before leaving.

DeMAIR

What'd he say?

DR. HASTINGS

Nothing. Just that you've angered
the Gods and if the drought
continues, they'll hang you all
from your lower intestines.

DeMair ruminates on this with comic concern.

LIZZIE

(a bit taken)

Ooh, so... primal.

A moment later, a RUMBLE. Everyone turns to the source
of the building sound: The jungle.

DeMAIR

What is that? An earthquake?

Flocks of BIRDS flee the jungle canopy. And then as the
RUMBLE builds and the volunteers watch in awe, an endless
variety of animals STAMPEDE out of the brush.

This epic sight is punctuated by O'KEEFE staggering
behind the panicked animals into the clearing.

O'KEEFE

Run...

(CONTINUED)

CONTINUED: (2)

He falls to the ground revealing a myriad of darts in his back. The volunteers run to his aid just as the deafening sound is upon them.

Just then, a flank of JEEPS breaks through the tree-line, carrying dart gun equipped RUSSIAN SNIPERS. A moment later, three immense RUSSIAN HELICOPTERS arrive above them with a THWACKING cacophony.

As the helicopters descend on the helpless volunteers, the building wind blasts Lizzie's face. While she SCREAMS-

CUT TO BLACK:

A TITLE SEQUENCE PLAYS OVER BLACK OR A PASTICHE OF APPROPRIATE MAN FROM U.N.C.L.E. IMAGERY.

When it's over...

CUT TO:

EXT. NEW YORK CITY - DAY

The skyline of New York City throbs in the afternoon sun.

LOWER THIRD: NEW YORK CITY, 2001.

INT. UPSCALE BEAUTY SPA - DAY

An OLDER Lizzie Van Horn SCREAMS as leg wax is ripped from her thigh by a BEAUTICIAN.

LIZZIE
AH! Jesus, Jasmine!

BEAUTICIAN
That's all, Ms. Van Horn.

LIZZIE
You might as well wear black rubber and use a bullwhip.

BEAUTICIAN
(exiting)
Ha, ha. Time for your massage.
Room Five. With Brian.

Lizzie cracks a sly smile.

INT. MASSAGE ROOM FIVE - MOMENTS LATER

The door opens, revealing Lizzie in her bathrobe, entering the room to face BRIAN-- a young and handsome masseuse. He stands behind the massage table facing her.

LIZZIE
Hello again, Brian...
(drops her robe)
Rub me.

Brian does not respond for a moment then flops forward, revealing a dart in his back. Behind him, a mysterious Eastern European STRANGER brandishing a DART GUN.

POP! He fires a dart into her neck and she SCREAMS before passing out.

INT. BEAUTICIAN'S LOUNGE - CONTINUOUS

Jasmine and a few other beauticians roll their eyes. They've heard this a thousand times before.

INT. O'KEEFE HOME - DAY

A fit and trim baby boomer, the now 50 YEAR OLD MERRITT O'KEEFE, jogs on a treadmill while watching CNN.

ON TV: Crime scene VIDEO and a PHOTO of Lizzie Van Horn.

REPORTER (V.O.)
The F.B.I. still has no leads in the mysterious disappearance of New York socialite Lizzie Van Horn from a beauty spa on Manhattan's Central Park West...

O'Keefe is suddenly rapt in the news story when the doorbell RINGS. He heads for the door and opens it to reveal a smiling Girl Scout.

O'KEEFE
Oh, hello young lady..

GIRL SCOUT
I have Thin Mints for Mrs. O'Keefe, Mr. O'Keefe.

(CONTINUED)

CONTINUED:

O'KEEFE

Oh really? I guess I'll have to
hide them in the closet for her.
How much does she owe you?

GIRL SCOUT

Five dollars.

He digs in his pocket and produces a Lincoln.

GIRL SCOUT (cont'd)

Thanks! Bye.

She leaves and O'Keefe heads back to the TV. He makes a
YUMMY SOUND and starts to open the package.

O'KEEFE

(imitating wife)

"Oh I never touch them. Might as
well tape them to my thighs..."

HISS! POP! A plume of SMOKE erupts from the package.

O'KEEFE (cont'd)

Oh shit!

O'Keefe drops the package but he is quickly engulfed and
overcome. He passes out.

A beat later, the STRANGER emerges from the mist. And as
SMOKE OBSCURES THE FRAME...

CUT TO:

EXT. LONG ISLAND SOUND - DAY

OPEN CLOSE on LARRY DeMAIR, now age 53, wind-whipped and
LAUGHING. We soon reveal that he is waterskiing and Van
Morrison's "Brown Eyed Girl" BLARES on the boat's radio.

At the wheel of the speedboat pulling him across the lake
is his daughter, JACKIE (early 30's). He signals to her
to turn up the music. She smiles and obliges.

EXT. WATERFRONT DOCK - LATER THAT DAY

Before DeMair's waterfront home, Jackie secures the boat
to a piling as her father sheds his life preserver.

DEMAIR

Staying for dinner?

(CONTINUED)

CONTINUED:

JACKIE

Sorry, Dad. I gotta get going. How about next weekend?

DEMAIR

Deal.

Jackie gives him a peck on the cheek and exits. DeMair gets busy wrapping out the boat.

A few moments later, a VOICE with a thick RUSSIAN ACCENT.

STRANGER (O.S.)

Mister Lawrence DeMair?

DeMair looks up to see the STRANGER standing on the dock.

DEMAIR

That's me. And you?

As the Stranger speaks, he surreptitiously moves his hand to a DART GUN hidden in the small of his back.

STRANGER

I am interested in purchasing property in the area and I was told you have lived here a very long time.

Totally unaware, DeMair picks up a small cooler.

DEMAIR

About twenty years...

STRANGER

And I was wondering if you could help me.

The Stranger removes the gun and is about to bring it around when...

DEMAIR

(still unaware)

Sure, but maybe you could help me first. Catch.

DeMair tosses the cooler to the Stranger, who involuntarily tries to catch it. The cooler KNOCKS THE GUN from his hand and it falls to the dock.

There is a moment of tense SILENCE as both men look at the gun and then at each other.

(CONTINUED)

CONTINUED: (2)

The Stranger drops the cooler and grabs the gun. Thinking fast, DeMair guns the throttle in reverse and releases the knot in the mooring line.

The boat races backward along the length of the dock as the Stranger sprints close behind him.

The boat clears the dock and just when DeMair thinks he's clear, the Stranger LEAPS from the end of the dock -- LANDING ON THE WINDSHIELD OF THE BOAT.

The Stranger brings the gun to bear. DeMair grabs his wrist. As they struggle, DeMair accidentally hits the throttle into the forward position.

EXT. SOUND / BOAT - DAY - CONTINUOUS

The boat streaks along the shoreline at full speed as DeMair struggles to keep the gun from his face.

DEMAIR

Who are you?!

CRASH! The gun goes flying as they STRIKE ANOTHER BOAT.

DeMair realizes that they've entered the MARINA at top speed when the Stranger lunges for his neck. The wrestling resumes as the boat CRASHES violently into other boats.

CRASH! Another hit sends the Stranger flying aft and slamming into the transom. He scrambles to his feet to find DeMair on his feet facing him.

They stare each other down for a few moments until, inexplicably, the Stranger calmly HOPS BACKWARD off the boat and into the water.

DeMair is puzzled and soon turns to discover why. He lets out a SCREAM as--

--THE BOAT HITS A BOAT RAMP, shearing the fiberglass hull as it rides up. After a few seconds of air, the boat BARRELS INTO A TRI-LEVEL DRY DOCK, loaded with boats.

The Stranger watches from the water as the disastrous impact decimates the structure -- reducing it to a huge pile of debris.

EXT. MARINA WRECKAGE - DAY - MOMENTS LATER

As the dust settles, DeMair's body is visible in the wreckage. He has a head wound and his body twitches erratically. Convulsions follow as a few PEOPLE gather.

DeMair's spasms build, then suddenly STOP. His eyes SNAP OPEN and the spectators watch in disbelief as he rises to his feet.

Ignoring offers of help, he calmly walks away -- leaving the people dumbfounded.

EXT. NEW YORK CITY - DAY

The familiar skyline of New York City is visible as we settle on the FBI field office.

INT. FBI BLDG. - OFFICE - DAY

OPEN CLOSE on a COLOR PRINTER as PHOTOS of missing persons are spit out. The last photo is of LARRY DEMAIR.

A chubby G-man, VICTOR WILSON, grabs the stack of photos and EXITS.

INT. INVESTIGATIVE FLOOR - DAY

Wilson steps out onto the main floor. He scans the room, eventually spotting the handsome NAPOLEON SOLO as he chats up a pretty, young RECEPTIONIST at her cubicle across the way.

SOLO

Sure it's dangerous. That's why I'm doing it. You can't make the world a better place from an armchair. And it's not just a willingness to take action, you have to be deeply in touch with your spiritual si--

Wilson arrives at the cubicle.

WILSON

Solo, let's go.

RECEPTIONIST

Solo? Napoleon Solo?

(CONTINUED)

CONTINUED:

SOLO

That's right.

RECEPTIONIST

(rising from chair)

I have to go.

SOLO

What? Why?

She snatches a piece of paper off her cubicle wall and slaps it on his chest as she EXITS.

INT. FBI BLDG - CORRIDOR - MINUTES LATER

Solo reads the piece of paper with disbelief as he and Wilson head down the hall.

SOLO

(reading)

"Solo is a known philanderer and liar?!"

(turning a page)

"A womanizer?! Diseases should not be ruled out!?"

(to Wilson)

What the hell is this thing?!

WILSON

They give that out with the orientation packet.

SOLO

(still reading)

"Average length at best!?" That's unfair!

WILSON

I picked up a disappearance in Northport.

SOLO

Kidnapping?

WILSON

Don't know, maybe. Saw it on the wire, piqued my interest.

SOLO

Piqued your interest? This is the fifth one this week.

EXT. DEMAIR HOUSE - DAY

Solo and Wilson climb out of their car and walk up the patio to a modest waterfront home. Solo grouses to Wilson as they approach the front door.

SOLO

This guy is in the Caymans right now snorkeling and screwing his secretary. Once she spends up his retirement fund and remembers he's 55, he'll be back.

Wilson rings the bell.

SOLO (cont'd)

I don't know why we're wasting our time with another one of your half-assed hunch--

Jackie comes to the door. Solo takes one look at her and shifts gears dramatically.

SOLO (cont'd)

(cutting of Wilson)

Miss Demair we are so sorry about the disappearance of your father. I'm Agent Solo from the FBI and we would...

Solo takes her by the arm and leads her into the house. Wilson smiles and shakes his head.

INT. DEMAIR HOUSE - LATER THAT DAY

Jackie finishes telling her story to the agents.

JACKIE

...they said he just walked away and the other man on the boat just disappeared.

SOLO

Unfortunately at this stage we have some preliminary protocol to get through. Usually, we--

Something catches his eye on the opposite wall.

(CONTINUED)

CONTINUED:

 SOLO (cont'd)
Wilson, could you tell her?
 (rising out of chair)
Excuse me.

 WILSON
Sure. We'll get a description of
the man on the boat and run it
through our database. The local
authorities should hav--

Solo moves closer to a framed photo on the wall.

 SOLO
What is this?

 JACKIE
My father was in the Peace Corps.

He leans in and focuses on the GROUP PHOTO of the Borneo
Peace Corps volunteers-- particularly the image of a
younger LIZZIE VAN HORN.

 SOLO
Wilson, come here...

CUT TO:

INT. FBI BLDG - CORRIDOR - MORNING

Solo and Wilson head down the hallway. As Solo flips
through papers, folders, etc...

 SOLO
Wow! This is incredible.
 (off Wilson's nod)
And you prepared the presentation
too?

 WILSON
I was here all night, where were
you?

 SOLO
I had a date.

 WILSON
With who?

 SOLO
You know those girls in data
entry?

(CONTINUED)

CONTINUED:

WILSON

Oh yeah!? Which one?

Solo smiles.

WILSON (cont'd)

All three?! You son of a bitch.

SMASH CUT TO:

INT. HOOVER BLDG - CONFERENCE ROOM - MOMENTS LATER

Solo bursts into the room which is filled with top brass.

SOLO

Gentlemen.

Wilson proceeds to man the video projector.

The LIGHTS DIM and a slick VIDEO PRESENTATION is projected on the wall behind Solo. It begins with a PHOTO of the older LIZZIE VAN HORN.

SOLO (cont'd)

As you know, ever since the abduction of Lizzie Van Horn two weeks ago, the Bureau's been looking for a lead. Oddly, despite her wealth and high standing in the New York social registry, there have been no ransom demands.

(beat)

However, my partner and I have made a connection. A link. In 1974, Lizzie Van Horn was in the Peace Corps, stationed in Borneo for a one-year tour along with six other volunteers.

The PHOTO of young Lizzie with the Peace Corps group in Borneo appears on the screen.

SOLO (cont'd)

Now I'll cut to the chase-- we've discovered that two other people stationed on that island with her have disappeared under similar circumstances.

The presentation zeros in on two of the volunteers in the old photo: O'KEEFE and DEMAIR.

(CONTINUED)

CONTINUED:

SOLO (cont'd)

We don't know who's behind this or
why, but the connection is clear.
So we think we know where to go
from here...

The images of GEORGE CARPENTER and DR. SALLY HASTINGS
appear. As we MOVE IN slowly on Carpenter...

DISSOLVE TO:

EXT./INT. CARPENTER HOME - NIGHT

The front door opens to reveal George Carpenter, now a
CPA; he is thirty years older and has gained two pounds
for every year.

CARPENTER

Mr. Kovac?

It is the Stranger and his deep monotone Russian accent.

STRANGER

Yes. Mr. Carpenter?

CARPENTER

Come in, come in.

(leading him inside)

Thanks for faxing those W-2's-- I
have a lock on your problem.

STRANGER

Oh good.

The Stranger sits down before a stack of tax documents on
the dining room table.

CARPENTER

Can I get you something? Coffee?

STRANGER

Yes. Please. Two sugars.

Carpenter exits into the kitchen.

CARPENTER (O.S.)

You see when you filed in '98--

A beat later the Stranger rises, heading after him with
dart gun drawn.

INT. CARPENTER HOME - KITCHEN - CONTINUOUS

His back to the door, Carpenter continues to talk while preparing the coffee.

CARPENTER
(cont'd, to be heard)
--you forgot to mention income
earned from your investments.

The Stranger creeps in, taking aim, moving closer.

CARPENTER (cont'd)
Securities, bonds, IRA's, not to
mention that period of self-
employment-- they're all taxable.

The Stranger's gun is just feet away. About to fire, he
draws even closer, clearing a wall of cabinets to reveal--

TEN FBI AGENTS with GUNS AIMED, standing in the adjoining
breakfast nook alongside Solo and Wilson. They all COCK
their pistols.

The Stranger is beaten and he knows it. He turns to face
Solo who clears his throat and smiles.

SMASH CUT TO:

INT. INTERROGATION ROOM - LATER THAT NIGHT

At opposite ends of a table in a dank room, the Stranger
and Solo stare each other down for what seems like an
eternity. The Russian is handcuffed to his chair.

SOLO
What did you say your name was
again?

STRANGER
Illya Kuryakin.

SOLO
Illya Kuryakin does not exist.

ILLYA
You must let me go.

(CONTINUED)

CONTINUED:

SOLO

Is that all you can say? You've been saying that for the last three hours. You might as well ask me to turn your shit into gold, because it's a lot more feasible than you just getting let go.

(beat)

So say something else. Please.

ILLYA

Turn my shit into gold.

Solo smiles. A moment of repose.

SOLO

Okay. I'll tell you what. I'm just gonna listen. I'm gonna turn off the tape recorder and I'm just gonna listen.

(beat)

Why should I let you go?

An infinite SILENCE. Then...

ILLYA

People are going to be hurt. Many people. Innocent people. Even now, it may already be too late.

SMASH CUT TO:

EXT. CARPENTER HOME - LATER THAT NIGHT

Larry DeMair arrives at George Carpenter's house. He heads up the walk and rings the doorbell.

Eventually Carpenter answers the door and is shocked by the sight of his old friend.

CARPENTER

Larry? Oh my God, Larry! What are you--

DEMAIR

(in Russian)

You are not George Carpenter.

Carpenter's excitement is almost instantly REPLACED BY A BLANK STARE.

EXT. LIBERTY ISLAND - MORNING

Tourists pour off the ferry under the shadow of the Statue of Liberty. Among them are DeMair and Carpenter. DeMair taps the shoulder of an ELDERLY TOURIST and holds out a Polaroid Camera.

DEMAIR

(big smile)

Excuse me sir. Could you please take a picture of me and my friend?

TOURIST

Of course.

DeMair puts his arm around Carpenter and the tourist snaps a photo of them in front of the statue. Once done, DeMair's face goes cold and he snatches the camera from the old man.

He proceeds to get right back on the ferry as Carpenter walks plunkly toward the Statue entrance. After a few steps, he sheds his coat, REVEALING A VEST COVERED IN PLASTIC EXPLOSIVE.

He's quickly spotted by a WOMAN who starts a domino effect of panic with her SCREAM. And as the entire crowd of tourists flee in chaos, four SECURITY PERSONNEL approach stone faced Carpenter with billy clubs.

SECURITY #1

Hold it!

He keeps walking. Two of the men grab his arms.

Then suddenly, this seemingly out-of-shape, 51 year-old CPA dispatches them with a ruthlessly efficient series of bone breaking KICKS and JABS- and continues toward the building.

The last of the Tourists flee the Statue entrance for safety as Carpenter arrives, pulling a DETONATOR from his vest.

With a push of a button, a massive EXPLOSION SHATTERS THE BASE OF THE STATUE, TOPPLING THE GREAT SYMBOL OF OUR DEMOCRACY INTO NEW YORK HARBOR.

And as she disappears beneath the waves...

CUT TO:

INT. HOLDING CELL - LATER THAT MORNING

Solo SLAMS a cell door shut on Illya.

SOLO

If you say "I told you so," I'll shoot you in the head.

(beat)

I don't know who you are, but if you're CIA or SVR and we've stepped into some kind of black-op, tell me now-- because George Carpenter just sank the Statue of Liberty and it might as well be my fault!

Illya says nothing.

SOLO (cont'd)

How did you know this was gonna happen?

ILLYA

It's my job.

SOLO

What's your job? What do you do?

ILLYA

I keep the world from falling into oblivion.

Solo furls his brow at this response which gives way to frustrated anger.

SOLO

Dick.

Solo stomps away.

ILLYA

(not sarcastic)

It was nice meeting you.

This response puzzles Solo for a moment. He continues on.

After a few moments, Illya turns his attention to his hand and POPS OFF HIS THUMBNAIL, revealing that it is actually a FALSE ONE atop his real one.

A look at the underside shows that it is made of a sharp-edged METAL. He uses it to CUT AN INCISION in his thigh.

(CONTINUED)

CONTINUED:

He reaches two fingers into the wound-- promptly removing a THREE INCH CARBON COMPOSITE CYLINDER. He puts it in his pocket for later.

Reaching in again, he pulls out a vitamin-sized METALLIC CAPSULE. He activates it and slips it in the cell KEYHOLE.

CUT TO:

SUPER CLOSE INSIDE THE KEYHOLE as the capsule SPROUTS a group of QUILL-LIKE PICKS that find their way into the grooves of the lock's tumbler. Then in an amazing feat of robotic engineering, the capsule STARTS TO SPIN, TRIPPING THE PINS.

BACK TO SCENE:

INT. HOLDING CELL / CORRIDOR - DAY

Illya removes the device and opens the door. As he slips out of the cell and walks nonchalantly down the hall, he picks up some nearby paperwork to look busy.

In moments, he slips into an opening ELEVATOR, where he finds himself...

INT. ELEVATOR - CONTINUOUS

...surrounded by SEVEN UNSUSPECTING FBI AGENTS. Illya remains calm, then--

AGENT #1

I hear they got an accomplice to the bombing.

AGENT #2

The Russian? I heard they got him on something else.

AGENT #3

Solo told me he pissed his pants in the interrogation.

ILLYA

(American accent)

Really? I heard they let him go.

INT. FBI BLDG. LOBBY - CONTINUOUS

DING! The elevator doors open and Illya enters the lobby.

He makes it across the lobby fine and enters the revolving doors, headed outside when...

BAM! THE REVOLVING DOOR STOPS SHORT. ILLYA looks up to see SOLO opposite him-- holding a hot dog and BLOCKING THE DOOR WITH HIS FOOT.

Illya pushes, Solo leans into the door. Illya pushes harder, Solo leans harder. They push against each other with increasing force until Illya thinks fast and GOES THE OTHER WAY.

Catching Solo off-guard, Illya is able to escape into the lobby and slip out an adjacent door. The chase is on.

EXT. N.Y. STREETS - DAY

Illya has a good lead on Solo as they barrel down the street, fighting their way through a throng of commuters.

Illya pulls out the carbon composite cylinder and holds it to his mouth.

ILLYA

Kuryakin, L-1. Are you tracking?

VOICE (O.S.)

(over device)

We have a car for you.

ILLYA

Where?

VOICE (O.S.)

Turn left... Now.

Illya breaks left down another street.

VOICE (O.S) (cont'd)

The blue Fiesta.

Illya runs toward a beat up Ford Fiesta covered in bird shit and parking tickets.

ILLYA

Open it.

(CONTINUED)

CONTINUED:

THE LOCKS POP UP and the door SWINGS OPEN.

ILLYA (cont'd)

Start it.

THE ENGINE COMES TO LIFE as Illya dives into the driver's seat. He hits the gas and the junky little car takes off with an uncharacteristic NASCAR ROAR.

He heads right for Solo who pulls his PISTOL and FIRES.

THUD THUD THUD! THE BULLETS STOP COLD ON THE WINDSHIELD, leaving only flattened lead slugs on the unscathed glass.

Illya turns on the wipers and SWEEPS THEM AWAY as he continues to drive toward Solo.

Solo turns in a panic and runs as fast as he can. The Fiesta is nipping at his heels.

ILLYA (cont'd)

(honking horn)

Idiot.

Just inches ahead of the car, Solo opts not to hop out of the way, but HOP UP. With a SMASH, he is scooped onto the hood of the car and into the windshield.

Solo holds on for dear life, facing Illya.

SOLO

Pull over!

ILLYA

No.

Solo responds by creeping his body in front of the windshield. Illya struggles to see around him, then decides to roll down the window and lean his head out.

Solo responds by PUNCHING HIM IN THE FACE.

Illya retreats back into the car and responds by cutting the wheel hard-- SENDING SOLO SLIDING HALF OFF THE HOOD, desperately holding the antenna and the wheel well.

Solo flips himself back onto the hood and notices the wheel well has coated his hand in grease.

Thinking fast, he smears the grease on the windshield, completely blocking Illya's line of sight.

(CONTINUED)

CONTINUED: (2)

SOLO

Ha!

The car swerves severely, CRASHING INTO A ROW OF HIGH SHRUBS.

EXT. CITY HALL PARK - CONTINUOUS

The car bursts through the shrubs, ripping up the turf of the City Hall Park and heading right into--

CRASH! --the wall of the MOULD FOUNTAIN. Solo flies from the hood and into the water. Illya climbs from the totaled car.

ILLYA

(into device)

Car is no good.

VOICE (O.S.)

Nassau and Fulton.

He runs. Solo scrambles after him.

EXT. NASSAU STREET - MOMENTS LATER

Illya maintains his lead on Solo, running full bore. A throng of TOURISTS is ahead of him on a walking tour.

Solo watches him disappear into the crowd and follows him in, angering the visitors and their guide.

When he breaks through to the other side, Illya is gone. He scans his surroundings, until he spots a nearby...

EXT. ALLEY - DAY

Solo barrels down the alley and eventually spots Illya ducking into an open maintenance door.

INT. STAIRWELL - DAY

Solo darts up the stairwell in pursuit, sprinting up five floors until...

EXT. ROOFTOP - CONTINUOUS

Solo emerges on the roof in time to spot Illya descending the fire escape ladder in the front of the building.

EXT. BUILDING FIRE ESCAPE - CONTINUOUS

Illya looks up to see Solo descending in pursuit.

ILLYA
(into device)
Are you tracking?

VOICE (O.S.)
About three seconds.

Solo is getting closer. When Illya arrives at the third story fire escape landing, he hears a TIRE SCREECH and looks down to see a black TOWN CAR stop below him.

Solo is one flight away. Illya removes his BELT and sashes it to the railing. As Solo is upon him, Illya grabs the buckle and LEAPS to the street below.

The buckle trails out A DECELERATOR CABLE as Illya falls to the roof of the car-- lightly placing him above the SUNROOF where he DROPS INSIDE.

Solo watches in disbelief as the BELT RELEASES AND RETRACTS into the Town Car. He's helpless as the vehicle disappears down the street.

DISSOLVE TO:

INT. U.N.C.L.E. INFIRMARY - LATER THAT DAY

A SILHOUETTED FIGURE looks through a window into an infirmary where MERRITT O'KEEFE and LIZZIE VAN HORN are unconscious in hospital beds.

Illya ENTERS and joins the unseen figure.

ILLYA
It was my fault. I take all
responsibility.

FIGURE
(English accent)
And what about this Solo?

(CONTINUED)

CONTINUED:

ILLYA

I don't know..

FIGURE

Well he managed to capture you,
hmm?

ILLYA

We might be able to use him.

INT. F.B.I. CONFERENCE ROOM - DAY

Solo sits alone in an eerily cavernous conference room.
Opposite him, a VCR and television monitor which soon
blares to life.

NARRATOR (V.O.)

Video Lesson 16: "Healthy
Attitudes Toward Your Impending
Termination."

ON MONITOR: A crude industrial video depicting a cheesy
office set. One bad actor, BOB, packs his things in a
box while his friend JILL, watches sympathetically.

JILL

So why do you think you got fired
Bob?

BOB

Why else? The boss is a jerk.

JILL

Really Bob? Are you sure you're
not to blame?

BOB

Hm. Maybe you're right. I
sometimes do have a bad attitude
and often come in late.

JILL

And the drinking?

BOB

Yes, I do love to drink and
frequently come to work drunk and
belligerent.

(CONTINUED)

CONTINUED:

JILL

That's right Bob. Maybe you should see this as a new beginning.

BOB

You're right, Jill. No one likes a disgruntled employee. I would like to thank you. Perhaps maybe we can have dinner and sex.

FREEZE FRAME.

NARRATOR (V.O.)

Video Lesson 17: "Sexual Harassment in the Workplace."

The monitor CLICKS OFF and the conference room door OPENS, revealing several LAWYERS and ADMINISTRATORS who silently file in.

They all sit and CLICK open their briefcases.

Solo awaits his fate.

INT. BAR - NIGHT

OPEN CLOSE on a barroom TELEVISION broadcasting a CNN report on the Statue of Liberty bombing.

REPORTER (V.O.)

This terrorist act has New York City and the entire nation gripped in fear. But what authorities are asking now is, "Why this man, George Carpenter?" We interviewed Carpenter's neighbors this afternoon...

NEIGHBOR LADY

I don't understand, he seemed like such a nice man.

NEIGHBOR MAN

Normal guy. Nice guy. I'm just glad nobody got hurt.

REPORTER (V.O.)

That is, except for Lady Liberty and a nation's pride. We...

(CONTINUED)

CONTINUED:

As the Reporter babbles on, a BARTENDER tops off Solo's highball with bourbon. Solo is extremely drunk, slouching on the bar next to an equally drunk Wilson.

SOLO

(slurring)

When I was a kid all I wanted was to do was be a spy. Martinis, women, saving the world. But when I got into the bureau it was all red tape and paperwork. Last thing I expected, you know? After a few years I'm bored out of my mind and I just gave up. But I figure I'd make the best out of a bad situation. Try to get as high up as I could then retire early, get some cushy consulting gig or write some made up tell-all book about the FBI and rake it in. Then it's off to the islands for days of golf and tail. I don't even have that now. Serves me right.

Wilson takes another swig.

WILSON

(very drunk)

You know, when I first heard about this happening, I was glad.

SOLO

That's okay buddy. I know...

WILSON

But now, after talking to you, I'm *absolutely thrilled*. I've never liked you Solo and it's not just because you hit on my wife at my son's baptism, it's because you're unprofessional.

Solo is still stone-faced.

WILSON (cont'd)

And you know how I know that?

(standing to leave)

Because you're a fuckin' jerk.

Solo, absorbing none of this, drunkenly EMBRACES him.

(CONTINUED)

CONTINUED: (2)

SOLO

I'm gonna miss you too little
buddy. Promise we're gonna keep in
touch...

Disgusted, Wilson walks out, leaving Solo hunched on the
bar. He flags the Bartender.

SOLO (cont'd)

Double.

The Bartender slides his glass away.

BARTENDER

C'mon Solo, I don't know what
happened but it can't be that bad.

A BEAUTIFUL WOMAN sits next to Solo.

BEAUTIFUL WOMAN

Haven't seen you in awhile,
handsome. How are you?

SOLO

Go away.

As the Woman leaves, the astonished bartender refills
Solo's glass and puts the bottle down next to it.

VOICE (O.S.)

Allow me to buy that one, will
you?

Solo turns to find- an elderly Englishman (ALEXANDER
WAVERLY) sitting on the other side of him.

SOLO

No thanks, Jeeves.

WAVERLY

No please, I insist.

SOLO

Don't do me any favors.

WAVERLY

But I'd very much like to talk to
you.

SOLO

What the hell about?

(CONTINUED)

CONTINUED: (3)

WAVERLY

About keeping the world from
falling into oblivion.

SOLO

Listen buddy, I'm 110 percent man--
Wait a minute, what'd you say?

WAVERLY

Perhaps you'd like to join me and
my friend in the corner booth.

Solo turns and squints into the dark back corner of the
bar to see Illya raising a glass to him. Solo is shocked
for a moment, then intrigued.

SOLO

I guess I have some time.

WAVERLY

Splendid. Bartender, two orders
of curly fries.

CUT TO:

Solo slides into the booth opposite Illya. As they
stare each other down, Waverly slides in next to his
associate.

WAVERLY (cont'd)

Mr. Kuryakin?

Illya grabs Solo's wrist and holds it on the table.

SOLO

HEY! What ar--

Waverly pulls out a syringe and jams it in Solo's arm.

SOLO (cont'd)

Ow!

WAVERLY

Please Mr. Solo, just a security
precaution. If we wanted you dead,
you'd be dead already.

Solo suddenly looks as if he's eaten a fistful of wasabi.

SOLO

What the f-- Ow, my head. Why do
I feel so, so... Oh no! I'm sober!

(CONTINUED)

CONTINUED: (4)

WAVERLY

I apologize, but you were absolutely stinking.

SOLO

Who the hell are you guys?

WAVERLY

Imagine if you will an intelligence organization that takes all the resources of the FBI and CIA. Combine that with next generation technology and then cloak it all in absolute secrecy.

(beat)

Then you would still barely be scratching the surface of what we are.

SOLO

That's a very good speech. You have my attention.

WAVERLY

Mr. Kuryakin, show him.

Illya produces a laptop computer. He opens it and turns the screen toward Solo.

A PRESENTATION BEGINS with the photo of the Peace Corps group in Borneo and goes on to illustrate the subsequent debriefing.

ILLYA

You know this photo. 1974, Borneo. What you do not know is that these volunteers were abducted by Soviet Special Services and brainwashed by Dr. Vasily Kirenikova.

WAVERLY

A bit of genius this Kirenikova. He developed a brainwashing technique that allowed the subject to be programmed to do unspeakable things. We've been looking for him for years, but with no luck.

(CONTINUED)

CONTINUED: (5)

ILLYA

In time of war, the subjects were to be activated and changed into extremely dangerous soldiers to destroy the infrastructure of the United States.

The Bartender appears with two orders of curly fries.

BARTENDER

Here you go fellas.

WAVERLY

Excellent.

(resuming briefing)

Among other things, our organization was in the process of finding these people in order to surreptitiously de-program them and return them to a normal life.

ILLYA

But I accidentally activated one of these human weapons-- Lawrence DeMair. I was trying to undo my mistake when we met.

WAVERLY

The long and the short of it is: The Statue of Liberty is just the tip of the iceberg. Since DeMair was the first activated, he will now activate the remaining members of his team and then proceed to do untold damage to the United States.

Illya closes the laptop. Solo can't believe his ears.

WAVERLY (cont'd)

Care to join us uptown, Mr. Solo?

Off Solo's intrigued expression.

SMASH CUT TO:

EXT. NEW YORK CITY STREET - MORNING

Illya, Solo and Waverly emerge from a New York City subway station onto a quiet street. A few steps later they enter the storefront of DEFLORIA'S TAILOR SHOP.

INT. DEFLORIA'S TAILOR SHOP - MORNING

Mr. DeFloria, an old Italian TAILOR, is fitting a man for a suit as they enter.

SOLO

This is the front? Cool.

Solo picks up a suit jacket on a hanger.

SOLO (cont'd)

Nice... Dolce and Gabbana?

WAVERLY

Yes and look.

Illya pulls a PISTOL and shoots at Solo who instinctively hides behind the garment and SCREAMS. Bullets hit the coat and harmlessly fall to the floor.

WAVERLY (cont'd)

Completely bulletproof! Splendid.

Illya and Waverly head for the back of the shop as Solo tries to recover his composure.

INT. TAILOR SHOP BATHROOM - CONTINUOUS

The door opens revealing the three men standing before the dingy bathroom.

WAVERLY

Here we are... step in.

They do and Illya closes the door. He looks into the mirror where his eye is quickly scanned by a laser.

SOLO

Jeez guys, nice...

Illya opens the door again to reveal...

INT. U.N.C.L.E. CORRIDOR - CONTINUOUS

A governmental corridor, populated by passing workers. Solo can't believe his eyes.

SOLO

(cont'd, dumbfounded)
...bathroom?

(CONTINUED)

CONTINUED:

WAVERLY

Welcome to the United Network
Command for Law Enforcement. The
U-N-C-L-E...

SOLO

Uncle?

WAVERLY

We prefer U-N-C-L-E. "Uncle" is
just too, too... we prefer U-N-C-
L-E. Come on.

INT. U.N.C.L.E. HISTORICAL ARCHIVE - CONTINUOUS

A museum-like hall containing a collection of gadgets,
busts, paintings and documents. As they walk...

WAVERLY

You see in World War II, the
allied powers needed each other to
win the war, but they didn't trust
each other.

They arrive before a huge old portrait photo of five
distinguished gentlemen.

WAVERLY (cont'd)

So each country nominated a
respected statesman to form a
completely independent watchdog
organization. By the way, that
handsome fellow there is my
father.

(beat)

They were called GIDEON: the
secret police of the secret
police.

They move on, passing historical tableaux of moments in
UNCLE history (i.e.- A placard over pictures of the civil
rights struggle reads "PROJECT SELMA", another over
photos of fall of the Berlin Wall reads "OPERATION
WRECKING BALL", etc).

WAVERLY (cont'd)

When the war ended GIDEON was
disbanded. But when the evil of
the cold war began to burn across
the world, these honorable men saw
that their job had only just
begun.

(MORE)

(CONTINUED)

CONTINUED:

WAVERLY (cont'd)
They formed the U-N-C-L-E to offer
to the world what politicians
could not-- Justice, Mr. Solo.
Justice.

A set of sliding doors opens. As they step through--

WAVERLY (cont'd)
And by the way, they were all
filthy rich...

INT. COMMAND CENTRAL - CONTINUOUS

They walk into a large central hub of the facility. Not
unlike mission control, it's huge and bristles with high
tech equipment. Solo is wowed.

WAVERLY
(continuing)
...I mean, obviously, look at all
this great stuff.

As they continue on.

WAVERLY (cont'd)
This is Command Central. Here we
coordinate over 50 offices staffed
with the finest men and women in
the intelligence community. Ex-
CIA, SVR, MI6, FBI, Mossad, they
all work for us now. Like them,
you will have a one month
probationary period to prove your
worth. There is no formal training
here, Solo. Everything you learn,
you will learn by doing.

CUT TO:

INT. WAVERLY'S OFFICE - A SHORT TIME LATER

They enter a tremendous version of a VICTORIAN OFFICE--
Stained wood with a smattering of high-tech
accoutrements. As they sit...

SOLO
So let me get this straight. You
guys are like high tech
vigilantes.

(CONTINUED)

INT. JACKIE DEMAIR'S BEDROOM - NIGHT

An incessant PHONE RING stirs Jackie DeMair from her deep slumber. Her hand wanders to the night table and grabs the phone receiver.

JACKIE

Hello?

A DIAL TONE and the RINGING CONTINUES. She GRUNTS in frustration and makes her way across the room to her purse to answer her cell phone.

JACKIE (cont'd)

Hello?

DEMAIR (O.S.)

(on phone, frightened)

Jackie? This is Dad.

JACKIE

Daddy where are you? Where have you been?

DEMAIR (O.S.)

I need help honey. I woke up. And, and...

JACKIE

It's okay Daddy, just tell me where you are.

CUT TO:

INT. HOTEL ROOM - CONTINUOUS

INTERCUT: DeMair sits on the edge of a stripped bed cradling the phone in his hands.

DEMAIR

I...I don't know where I am. But something's wrong.

Scattered about the room is an assembly of MILITARY PARAPHERNALIA. Huge sums of EXPLOSIVES and FIREARMS lie in heaps on the floor next to boxes of PAPERWORK, MAPS and SCHEMATICS.

JACKIE

(on phone)

Wrong? What's wrong Daddy?

(CONTINUED)

CONTINUED:

Demair looks around for a clue, eventually focusing on a NEWSPAPER that lies next to him on the bed-- the front page emblazoned with a headline about the Statue of Liberty Bombing.

JACKIE (cont'd)

Daddy? Daddy?

Suddenly, the fear suddenly drains from his face and is replaced with a blank stone mask.

JACKIE (cont'd)

Daddy? Tell me what's wrong?

He looks at the phone, surprised to find it in his hand. As Jackie continues her pleas, he hangs it up.

INT. CAR - MORNING

Illya drives and Solo rides shotgun. Solo finishes leafing through DOSSIER PHOTOS OF DR. SALLY HASTINGS and soon both men simply stare straight ahead.

It intensely quiet for a long time. A long time. Then,

SOLO

Sorry I punched you in the face the other day.

ILLYA

It is okay. You were doing your job. It is much more than I can say for myself.

Solo shuts up. The SILENCE returns. Eventually...

ILLYA (cont'd)

Are you going to ask me what I mean?

SOLO

Nope.

More SILENCE. Then.

ILLYA

My incompetence caused activation of DeMair. And by allowing you to capture me, I am responsible for destroying Statue of Liberty, symbol of American freedom.

(CONTINUED)

CONTINUED:

SOLO

Jeez, don't be so hard on yourself. I was the one who captured you and kept you from stopping the bombing. You could just as easily blame me.

ILLYA

Okay, it is your fault.
(turns on blinker)
Here is our turn.

Solo feels taken as Illya proceeds to make the turn.

EXT. HASTINGS HOUSE - LATER THAT DAY

Illya and Solo emerge from the car.

SOLO

So what's the plan?

ILLYA

She opens the door, I shoot her in neck with dart. You carry her to the car, we go back to headquarters.

SOLO

Whoa whoa whoa. DeMair may have contacted her. We could ask her some questions. Get some leads.

ILLYA

What do you know? You blew up Statue of Liberty.

Illya walks away.

SOLO

Hey!

CUT TO:

Illya rings the doorbell as Solo arrives next to him.
DR. SALLY HASTINGS, now 63, answers.

ILLYA

Dr. Sally Hastings?

Then as Illya grips his GUN, Solo cuts in front of him.

(CONTINUED)

CONTINUED:

SOLO
(super friendly)
Hello Dr. Hastings, I'm Agent
Wilson from the FBI and this is my
partner. We're investigating the
kidnapping of Lizzie Van Horn and
we'd like to ask you a few
questions.

DR. HASTINGS
Oh, I heard on the TV. Poor
Lizzie... Yes, please come in.
Anything I can do.

Illya scowls at Solo as they step in.

DR. HASTINGS (cont'd)
(leading them)
Let's sit in the living room and
please, call me Sally.

SOLO
Sure.

Solo notices Illya reaching for his dart gun again.

SOLO (cont'd)
Oh pardon me, Sally. My partner
here is a little embarrassed-- but
he wanted to know if he could use
the bathroom.

DR. HASTINGS
Certainly! It's just down the
hall here on the...

Illya scowls at Solo again as Dr. Hastings turns to point
down the hall. Solo pantomimes a "look around" gesture
to him and when Dr. Hastings turns back, they shift into
fake smiles.

SOLO
Well let's have a seat shall we?

The sweet old woman smiles back and leads him into the
living room as Illya heads down the hall.

INT. HASTINGS LIVING ROOM - DAY - MOMENTS LATER

Solo sits down on the sofa, Sally sits opposite him in a
chair.

(CONTINUED)

CONTINUED:

SOLO

So you were in the Peace Corps
with Ms. Van Horn?

DR. HASTINGS

Oh yes. She was very dedicated to
those people. She was so helpful
with the vaccinations, the
literacy, accessorizing. She even
organized a regatta.

SOLO

Have you heard from her lately, or
any of the group for that matter?

DR. HASTINGS

Not for years. I think I got a
Christmas card fr--

The PHONE RINGS.

DR. HASTINGS (cont'd)

(answering)

Excuse me. Hello? Yes? Oh my
goodness, what a coinci--

Suddenly Sally goes stiff, staring into nothingness as a
DIAL TONE drones over the receiver. Solo is concerned.

SOLO

Sally? Dr. Hastings? Are you
alright?

Solo leans in close. He tries to take the phone from her
hand, but she grips it tight. Then waving his hand
before her eyes...

SOLO (cont'd)

Sally?

THWACK!! She hits Solo in the head with the phone.
Before he knows what hit him, she wraps the cord around
his neck-- standing up and choking him like a well
trained assassin.

Solo struggles against the cord when she grabs a nearby
fireplace shovel and CLANG! CLANG! CLANG! strikes him
repeatedly as he attempts to back away.

She lets go of the cord and finishes Solo with a two-
handed swing that sends him flying.

INT. FOYER - CONTINUOUS

Solo lands in the foyer as Illya scrambles onto the scene.

ILLYA
What is it?!

SOLO
She's fuckin' vicious!

Illya quickly helps him up and they draw their guns.

INT. HASTINGS LIVING ROOM - CONTINUOUS

Illya and Solo charge into the room to discover that Sally is gone.

They look around cautiously before proceeding into the adjoining DINING ROOM.

INT. HASTINGS DINING ROOM - CONTINUOUS

They enter the dining room with caution. It's also empty. Passing the sideboard, Illya notices the opened case of formal silverware. The knives and forks are missing.

INT. HASTINGS STUDY - CONTINUOUS

They enter the study to discover an opened window.

SOLO
Uh oh...

They rush to the window and look outside. WHAT THEY DON'T SEE is 63 year old Sally perched atop a bookshelf behind them.

SOLO (cont'd)
You go first.

She nimbly drops to the ground. The SOUND gets Solo and Illya's attention. A moment of realization then they turn just as--

SHING! SHING! SHING! Sally hurls forks at them with deadly precision.

(CONTINUED)

CONTINUED:

OW! OW! OW! They stick into Solo like darts but ricochet off Illya's suit.

Sally bolts from the room and Illya is first after her.

INT. HASTINGS FOYER - CONTINUOUS

As Illya enters the hall, Sally pulls herself over the banister and bolts up the stairs.

He arrives at the base of the stairs and pauses. A few moments later Solo arrives, painfully removing a fork from his arm.

SOLO

OW!

(pissed to Illya)
When do I get one of those suits!?

ILLYA

Here.

Illya pulls out a Zippo lighter and turns the striker wheel like a selector switch.

SOLO

What the hell's that?

ILLYA

First Aid kit. Setting number
three stops bleeding.

Illya quickly uses the "lighter" to spray a mist on each of Solo's wounds, then tosses it to him when finished.

ILLYA (cont'd)

Keep it.

Illya leads him upstairs.

INT. HASTINGS UPSTAIRS HALLWAY - CONTINUOUS

They crest the stairs and creep along a wall before coming to the edge of an open door. Illya stops and pulls a mirror from his coat pocket.

SOLO

(whisper)
What's that?

(CONTINUED)

CONTINUED:

ILLYA

A mirror.

SOLO

But what's it do?

ILLYA

It reflects light. It's a mirror.

Solo feels dumb as Illya uses the mirror to peer into the room. The coast is clear.

INT. TROPHY ROOM - DAY

Illya and Solo enter the room to get a better look. Solo scans the wall of animal trophy heads, eventually coming upon a slightly ajar cabinet.

ILLYA

(whisper)

What's that?

He creaks it open to reveal a GUN CABINET. It's empty except for a few loose ELEPHANT ROUNDS.

SOLO

Nothing, just an empty gun cabine--
Shit.

BLAM! An elk's head next to Illya EXPLODES. He dives as another shot BLOWS A HOLE in the wall next to Solo.

They look to the closet to see Sally reloading a big game rifle and raising it to take aim.

They scramble for the door and DIVE just as Sally FIRES BOTH BARRELS.

INT. HASTINGS UPSTAIRS HALLWAY - CONTINUOUS

The doorjamb SPLINTERS from the gunshot as Illya and Solo DIVE through the doorway. Solo CRASHES INTO THE STAIRWAY RAILING as Illya FLIES OVER IT and out of sight.

Solo scampers around the railing and down the hall as Sally emerges, reloading the rifle and following him.

Solo gets to a door only to find it locked. He struggles with the knob as Sally approaches-- snapping the rifle shut. She raises it and Solo cringes slightly-- trying to accept his fate.

(CONTINUED)

CONTINUED:

What neither of them see is Illya rising into frame, one-handedly pulling himself up the railing.

And just as Sally starts squeezing the trigger, Illya shoots a dart into her neck. She doesn't go down right away, but pauses long enough to realize what happened.

She returns to her task of aiming at Solo, her finger straining to pull the trigger.

It's a tense moment and finally she collapses - the gun FIRING as she hits the ground.

Solo can't believe he's alive. Both men look to Solo's feet to see a huge hole in the floor millimeters away.

They can see clear through to the first floor. Then as they turn and face each other...

INT. U.N.C.L.E. INFIRMARY - LATER THAT DAY

Solo's wounds are being tended to by a beautiful NURSE who suffers his advances kindly.

SOLO

It wasn't a fork really, but more of a multi pronged, Japanese, assassination type--

Waverly and Illya enter.

WAVERLY

Solo--

SOLO

Hold on, before you guys start I just want to say I'm sorry how that all played out. Grandma, the silverware, all that...

WAVERLY

Yes, Mr. Solo. Well you have learned your first lesson about the nature of our work here... Missions are often not what they seem. Nevertheless, we have a lead on Mister DeMair.

ILLYA

His daughter has contacted the authorities.

(MORE)

(CONTINUED)

CONTINUED:

ILLYA (cont'd)

She says she has talked to him.
There may be a flaw in his
programming.

SOLO

What does that mean?

WAVERLY

It means that periodically he may
remember who he is.

SOLO

That's good?

WAVERLY

It's probably driving him mad.

EXT. FOREST PLAIN - NIGHT

A maintenance truck drives along a service road,
approaching one of many gargantuan power service TOWERS
that cut through the plain.

LOWER THIRD: Plattskill, New York-- 22:00 hrs.

Eventually the driver, an ENGINEER, spots a flattened
piece of fencing and a car.

DEMAIR (O.S.)

Help!

He exits his truck and spots DeMair clinging with fear to
the service ladder.

DEMAIR (cont'd)

Help me. Please help me...

ENGINEER

Jesus...

The engineer rushes up the ladder to help the frightened
DeMair.

ENGINEER (cont'd)

Easy, buddy. Easy. What are you
doing up here?

DeMair is quite addled and won't let go.

DEMAIR

I don't know, I don't know. Just
get me down. I hate heights...

(CONTINUED)

CONTINUED:

ENGINEER

Okay, okay. You need to relax.
Just let that thing out of your
hand...

DEMAIR

What thing?

The Engineer points out a small black box in the hand
Demair is gripping the ladder with.

ENGINEER

That thing. Just give it to me.

DEMAIR

I don't wanna open my hand. I'll
fall...

ENGINEER

(frustrated)

C'mon just give it to me.

He grabs the device from Demair's tight grasp and
accidentally pushes a button on its front.

KABOOM!!! In the distant background, a similar tower
suffers a massive explosion and the forty story structure
collapses to the ground.

KABOOM!!! A CLOSER TOWER in the chain of towers that
leads to them also EXPLODES and COLLAPSES. Then ANOTHER
and ANOTHER.

ENGINEER (cont'd)

Mother of God!

He begins to scramble down the ladder. Panic stricken,
DeMair grabs him by the collar.

DEMAIR

No! Don't leave me!

KABOOM! Another tower goes.

ENGINEER

What the hell are you doing?

DEMAIR

I don't wanna die up here alone!

KABOOM! Another.

(CONTINUED)

CONTINUED: (2)

ENGINEER

Then climb down, asshole, climb!
RIGHT NOW!!!

KABOOM! Only three towers separate them from doom.
DeMair gets the idea and relents. As they descend...

KABOOM!! A closer explosion rocks them and Demair loses
hold. He falls on the engineer and they both tumble
painfully down the ladder to the ground below.

They crash to the ground and a beat later--

KABOOM! The tower they were in EXPLODES at its
structural center and as it begins to collapse--

ENGINEER (cont'd)

Run!

The two men run for their lives in the wrongest of
directions-- right along the path of the falling tower.

A massive downpour of sparks rains upon them as they run
from the huge crumpling structure. And just as it is
upon them, they dive--

CRASH!!! The tower smashes to the ground with
unbelievable force.

Moments later, DeMair and the Engineer rise to their
feet.

They are able to see the valley below as grid after grid
of lights go dark.

CUT TO:

EXT. AERIAL VIEW OF NORTH AMERICA - NIGHT - CONTINUOUS

From Space we see the expansive daisy chain of electrical
light that illuminates the cities and communities of
eastern seaboard as they systematically go dark.

BACK TO:

EXT. FOREST PLAIN - NIGHT - CONTINUOUS

The Engineer is blown away by the massive outage.

(CONTINUED)

CONTINUED:

ENGINEER

Son of a bitch. Tomorrow was my
day off...

He turns to DeMair, who is blank faced again. In a
terrifyingly fluid action DeMair turns, snaps the
engineer's neck and walks away.

CUT TO:

EXT. BROOKLYN STREET - DAY

Numerous cars SCREECH into an intersection from different
directions. Hopelessly grid-locked, the drivers begin to
SCREAM at each other-- the stress of a day without power
or stoplights showing on all their faces.

Solo climbs out of one of the cars and stands in the
middle of the intersection. He points at several drivers.

SOLO

You, you and you shut up.
(pointing to other
drivers)
You back up. You move it.

He points to Illya, who sits calmly at the wheel and
motions him through then continues to direct traffic.

CUT TO:

INT. CAR - DAY

Solo climbs into the car that Illya has parked up the
street from the traffic snarl. They begin to drive.

SOLO

Wow, only four hours from
Manhattan to Brooklyn.

ILLYA

It is amazing that he knew just
where to strike to bring down the
whole coast. If the country
really were at war imagine what an
asset he would be.

SOLO

Besides Demair and his group. How
many others do you think there
are?

(CONTINUED)

CONTINUED:

ILLYA

Could be hundreds, no one knows.
Sometimes I wonder if this is why
America is such a violent country.
Mass Murder, serial murder, going
postal. No other country has such
things. Perhaps a fault in a
sleepers programing rising to the
surface -- momentarily blurring
their sense of right and wrong.

SOLO

And all this time I've been
blaming Hollywood.

EXT. JACKIE'S HOUSE / BROOKLYN, NY - DAY

Illya and Solo approach the front door. Illya rings the
doorbell. A beat later the door OPENS, revealing Jackie
DeMair as she removes her dirty gardening gloves.

JACKIE

Hello, oh you have a new friend.

SOLO

Him, well--

ILLYA

Hello. We are investigating your
father's disappearance and have
questions for you.

Solo cringes at his directness. Jackie is confused.

JACKIE

Again? Listen, my father did not
have anything to do with that
bombing. Let me guess, you're
going to say the blackout is his
fault too. If you're not
interested in helping him, I'm not
interested in helping you.

ILLYA

If you do not cooperate it may be
necessary to force your
compliance.

JACKIE

Fuck you.

She slams the door shut. They head back to the car.

(CONTINUED)

CONTINUED:

SOLO
(faux enthusiasm)
Very good Illya.

ILLYA
It is my accent. There is much
bigotry in United States.

Solo glances back toward the house. He spots Jackie
through the fence, resuming her gardening in the
backyard.

SOLO
Why don't you give me a second
with her...

Illya turns to see Jackie also-- just as she picks up a
claw-like gardening tool.

ILLYA
Do you want to borrow my jacket?

SOLO
Wait in the car.

Solo heads toward the back gate with a confident stroll.
Now he's in his element.

EXT. JACKIE'S BACKYARD - MOMENTS LATER

Jackie continues her gardening as Solo approaches the
back gate.

SOLO
I locked him in the trunk, can I
come in?

She hides a smiles then motions him in.

SOLO (cont'd)
I have to apologize for my
partner. He's a...

JACKIE
Yes.

SOLO
What are you doing?

JACKIE
Planting bulbs. I found them at my
fathers house.

(MORE)

(CONTINUED)

CONTINUED:

JACKIE (cont'd)

He's really the gardener. I have two black thumbs. But you know you have to get them in the ground or...

(slightly dropping guard)

Really, I'm just trying to keep busy.

SOLO

Listen I know this must be hard. And having been in this line of work for a number of years, I know how people like me are good at making a bad situation seem worse. But we really want to help and we want to get your father back.

She turns to him.

JACKIE

Yeah I know. Thank you for saying that.

SOLO

This is my first good cop-bad cop. How am I doing?

She smiles.

INT. CAR - DAY - A SHORT TIME LATER

Illya looks up as Solo enters the car.

ILLYA

How did it go?

SOLO

Fine.

ILLYA

Does she know where he is?

SOLO

I don't know. I'll find out at dinner.

Illya looks at him.

ILLYA

You have a date? You can not have a date with this woman? It is not professional.

(CONTINUED)

CONTINUED:

SOLO

Trust me. This is where my
expertise comes into play.

ILLYA

I have always been reluctant to
use my charms on women to gain
tactical advantage.

SOLO

What charms? When's the last time
you were out on a date?

ILLYA

I have not been out on a date in
quite some time, but it is only
because I am a busy secret agent.

SOLO

Uh huh...

ILLYA

I should work on my people skills.

INT. RESTAURANT KITCHEN - NIGHT

The kitchen is barely lit by candles and lanterns. A chef
cooks as best he can on the gas range.

INT. RESTAURANT - NIGHT - CONTINUOUS

A candlelit dining room. Small pools of light illuminate
the sparsely populated restaurant. Sitting opposite each
other, Solo and Jackie are mid-conversation at one of the
tables.

JACKIE

Brainwashing? No one ever said
anything about that. What is
this.

SOLO

I know it sounds odd like Telefon
or Manchurian Candidate...

JACKIE

Those are movies right?

SOLO

Yeah. Charles Bronson, Donald
Pleasance and, you know...

(MORE)

(CONTINUED)

CONTINUED:

SOLO (cont'd)

Uh, Bronson's a Russian guy tracking Pleasance and he's... uh, you know activating these... It's a 70's movie and I like 70's movies so...

JACKIE

Just move on.

SOLO

Okay the long and the short of it is, we think your father is shifting between reality and his programming.

JACKIE

(growing agitated)

So you want to use me to find him? How do I know you don't want to hurt him or kill him? Why should I trust you? Because you have a cute ass?

SOLO

Partially, yes.

She lowers her guard slightly.

SOLO (cont'd)

But also because I was an Eagle Scout, I have many letters of reference, I contribute to a lot of charities. When I was a little boy, I found a robin with a broken wing and I put it in a shoebox and nursed it back to health. I even--

Jackie and Solo start to laugh. The ice breaks.

JACKIE

You're very good.

SOLO

Thank you.

CUT TO:

EXT. BROOKLYN PROMANADE - LATER THAT NIGHT

Solo and Jackie walk along the famous concourse lit only by moonlight.

(CONTINUED)

CONTINUED:

JACKIE

I forgot about the lights. It's usually so pretty here.

SOLO

Should we be out here, I mean with the looting and all?

JACKIE

Are you kidding? In this neighborhood?

SOLO

Community watch?

JACKIE

No, the Mob...

Solo smiles.

JACKIE (cont'd)

Okay I have to ask. What is it with your name? Napoleon?

SOLO

I know. My Mother was a historian.

JACKIE

And Solo?

SOLO

Well a long, long time ago in a galaxy far far away--

(beat)

I think it's Dutch.

JACKIE

I like it. "Napoleon Solo." It's kinda fun.

SOLO

Wasn't fun in middle school.

JACKIE

Ooooh, I didn't think of that.

SOLO

My mother might as well have named me Kick-my-ass-and-steal-my-milk-money Solo.

(CONTINUED)

CONTINUED: (2)

JACKIE

Awww.

SOLO

Pity, that's always a good sign.

She's enjoying this.

JACKIE

Maybe you should tell me more
about the robin with the broken
wing.

She's moving in closer.

SOLO

You mean how after I let him go
with a single tear in my eye? How
he left my hands to return to the
wild? How he soared high like an
angel and right into a high
tension line.

JACKIE

(blurting a laugh)
Oh god!

They laugh together. And as he moves in for a kiss.

SOLO

It smelled like fried chicken.

They kiss. And as they do, the LIGHTS on the promenade
come back on. Surprised, they turn toward the city in
time to see...

BLOCK AFTER BLOCK OF MANHATTAN BEGIN TO LIGHT UP. Then
finally, in a 1-2-3 succession, the three Bridges come to
life-- reflecting beautifully upon the river.

SOLO (cont'd)

Wow...

JACKIE

Yeah.

CUT TO:

INT. U.N.C.L.E. EXAMINATION ROOM - DAY

A PSYCHIATRIST uses a high-tech pendulum-like device to
hypnotize Sally Hastings, now strapped to a chair.

(CONTINUED)

CONTINUED:

PSYCHIATRIST
Alright Sally. Are you there?

DR. HASTINGS
Yes.

PSYCHIATRIST
Good good. How do you feel?

DR. HASTINGS
I feel calm.

The Psychiatrist gets up and approaches a large mirror.

PSYCHIATRIST
(into mirror)
I've got her...

INT. OBSERVATION ROOM - CONTINUOUS

On the other side of the ONE WAY MIRROR, we see Illya,
Solo, and Waverly watching the experiment.

PSYCHIATRIST
(through glass)
...I'm going to go deeper now.

As the Psychiatrist heads back to his patient.

WAVERLY
This is very exciting. We've been
hammering at her ever since you
brought her in. The programming
is astonishingly impermeable. It's
taken this long just to get under
the surface.

The Psychiatrist sits before Sally.

PSYCHIATRIST
Hello Sally.

DR. HASTINGS
Hello.

PSYCHIATRIST
Do you remember your time in
Borneo?

DR. HASTINGS
Yes.

(CONTINUED)

CONTINUED:

PSYCHIATRIST

Do you want to tell me about it?

DR. HASTINGS

Yes. But...

PSYCHIATRIST

But what?

CRACK! The chair arms break as Sally breaks free of her restraints and grabs the Psychiatrist. She easily lifts him and THROWS HIM across the room where--

WHACK! The Psychiatrist SLAMS into the mirror. Solo winces but Illya and Waverly remain calm as twenty ORDERLIES run into the examination room trying to restrain Sally.

WAVERLY

This is bloody hopeless. We need to find the bastard that did this to these poor souls.

ILLYA

Dr. Kirenikova? Our man in Moscow has a promising lead in Siberia, but nothing yet.

WAVERLY

Come to Radiology. We've another interesting surprise.

SMASH CUT TO:

INT. RADIOLOGY ROOM - A SHORT TIME LATER

An X-RAY of a torso is placed on a light table with two others. Each one depicts a wine-bottle sized object inside an abdominal cavity.

Illya, Solo, Waverly and a RADIOLOGIST wonder at various hi-tech renderings of the objects (Cat-Scans, 3-D CG displays, etc...).

RADIOLOGIST

It's a miracle these things were never detected. They're massive.

SOLO

What kind of doctors do these people have?

(CONTINUED)

CONTINUED:

ILLYA

HMO's.

WAVERLY

Their programming probably
included some sort of phobia
toward X-rays.

SOLO

What are they?

WAVERLY

We haven't the foggiest. We're
going to remove one and find out.

CUT TO:

INT. OPERATING THEATRE - LATER THAT DAY

A SURGICAL TEAM operates on Sally, who has been sedated.

SURGEON

Okay. Sponge. Clamp that. Okay,
here we go.

As the Surgeon removes the large metal cylinder from
Sally's torso with a viscous SLURP--

CUT TO:

INT. ELECTRONICS LAB - A SHORT TIME LATER

CLANG! The cylinder is dropped into a tray before four
ELECTRONIC EXPERTS (aka geeks or SQUIDS). Solo, Illya
and Waverly stand over them as they begin by carefully
removing a metal panel.

As it is lifted off we reveal a jumble of antiquated
electronics.

FAT SQUID

(to Skinny Squid)

Whoa! You see, I told you!
You owe me a case of Romulan Ale,
Herbert.

SKINNY SQUID

It's like my Dad's eight track
player.

(CONTINUED)

CONTINUED:

FATTER SQUID

Wire terminals, big capacitors...
Resistor, resistor, resistor...
Holy Shit! Vacuum tubes!

HANDSOME SQUID

In Mother Russia 1974, this was hi-tech...

FAT SQUID

What's this feldercarb over here?

He points to a white ceramic sphere. The squids ruminate. Squid #2 has a thought.

SKINNY SQUID

Could it be the power source?
Wait. Get the counter.

The Handsome Squid grabs a nearby Geiger Counter from a pile of analysis gear and Star Wars action figures.

FATTER SQUID

No way. Come on, it would mean it's...

The fat squid grabs the counter and holds the probe over the sphere. The counter CRACKLES with activity. The squids all jump to their feet with excitement.

ALL FOUR SQUIDS

A plutonium pellet in a porcelain matrix! YES!!

Solo, Illa and Waverly are puzzled.

SKINNY SQUID

Like in their deep space probes!
Decades of power!

Solo, Illa and Waverly are still puzzled.

HANDSOME SQUID

But they put it into a person.
(beat)
That's the most brilliant, evil thing I've ever seen. Cold war man, hard-core...

WAVERLY

Yes gentlemen, but perhaps you would be good enough to tell us just what it is.

(CONTINUED)

CONTINUED: (2)

All the Squids turn in unison.

ALL FOUR SQUIDS
(still smiling)
A tracking device.

CUT TO:

EXT. NEW YORK CITY STREET - DAY - CONTINUOUS

DeMair stands across the street from the Tailor Shop studying a handmade electronic HOMING SCANNER.

He aims his gaze at the tailor shop.

INT. DEFLORIA'S TAILOR SHOP - DAY

DeMair walks into the shop, catching the Tailor's eye.

TAILOR
Yes sir. What can I help you with today?

DeMair's blank face blossoms into one of a smooth customer.

DEMAIR
A two piece, three button... navy.
Gaberline, if possible.

TAILOR
(turning toward racks)
Excellent. I think we have exactly what you're looking for.

DeMair produces a garrote and creeps in on the Tailor as he sifts the rack.

TAILOR (cont'd)
44 long, yes? You know if you're interested in a custom suit--

DeMair deftly gets the garrote around the Tailor's neck.

CUT TO:

INT. TAILOR SHOP BACK ROOM - MOMENTS LATER

DeMair enters the back room tracking with his homing scanner. He follows the signal to the bathroom.

INT. TAILOR SHOP BATHROOM - CONTINUOUS

DeMair enters the bathroom and checks for hidden switches. Eventually the mirror gets his attention.

He leans in close and the LASER sweeps across his eye. A short BUZZ signals a failure to identify his retina.

COMPUTER VOICE (V.O.)

Access denied.

DeMair thinks a moment. Something dawns on him.

CUT TO:

INT. U.N.C.L.E. CORRIDOR - A SHORT TIME LATER

Lights above the elevator door denote the arrival of the lift. A SECURITY OFFICER looks up to see the door open to reveal--

-- DeMair holding the TAILOR'S EYE in one hand, and the TAILOR'S U.N.C.L.E. ID BADGE pinned to his lapel.

Before the Officer can react, DeMair shoots him with a silenced pistol. DeMair tosses the eye and pulls out his scanner. He heads down the hall, following the signal.

INT. ANOTHER CORRIDOR

DeMair continues through the corridors. He stops at a point and analyzes the wall. Locating a fire extinguisher compartment, he places a small explosive charge inside. He closes it and moves on.

INT. OBSERVATION ROOM - CONTINUOUS

Illya watches O'Keefe and Lizzie Van Horn through the one way mirror. As he takes notes, Solo enters.

SOLO

I've been looking all over for you, this place is huge.

ILLYA

What is it?

(CONTINUED)

CONTINUED:

SOLO

Why'd you ditch me with the geeks?
I tried to find out if we could
track DeMair and all I got was,
"sub-carrier, code something..."

ILLYA

Since the signal is common to
modern radio traffic, without the
proper decryption scheme it is
impossible to isolate it as a
discrete sub-carrier band.

SOLO

Yeah, I don't understand it either-
- but I think they said they can't
do it.

INT. VARIOUS CORRIDORS

DeMair continues through the halls, placing charges in
various nooks along the way.

INT. ELECTRONICS LAB

The Squids are still huddled around the tracking
cylinder. They look up when DeMair enters and approaches
them with an intense look in his eye.

DEMAIR

Where is she?

The Squids aren't sure what to say. Not getting an
answer, THWACK! WHACK! THWACK! DeMair dispatches three of
the Squids with a FLURRY OF AIKIDO THRUSTS and a
nanosecond later has his pistol on at the Fat Squid's
forehead.

FAT SQUID

(wincing panic)

No kill I!!

INT. OPERATING THEATRE - A SHORT TIME LATER

The Surgical Team is in the process of stitching up Sally
when DeMair enters with his pistol drawn.

DEMAIR

Step away.

(CONTINUED)

CONTINUED:

The shocked staff backs off and DeMair approaches the table, assessing his unconscious comrade. He turns his gun on the ANESTHESIOLOGIST.

DEMAIR (cont'd)

Wake her up.

As DeMair watches the astounded Anesthesiologist return to his station, a MALE NURSE grabs a scalpel off the instrument tray and lunges for DeMair.

In moments, the entire staff is holding DeMair who wrestles furiously to break free.

SURGEON

Stick 'em!

The Anesthesiologist grabs a sedative filled syringe and just when he's about to inject DeMair--

HE'S GRABBED BY THE NECK AND THROWN ACROSS THE ROOM BY SALLY, who has awakened despite the fact that the rather large incision in her abdomen is half sewn up, dangling with clamps and stuffed with wadding.

Another NURSE SCREAMS at the sight of her and the distraction is enough to let DeMair break free.

In moments, Sally and DeMair are able to knock out the remaining staff via hand to hand combat.

By the time it's over and DeMair reclaims his gun, Sally COLLAPSES to the ground-- her open wound getting the best of her.

As she clings to life, DeMair again asses her condition. She's useless to him now. He has no choice but to raise his pistol and--

CUT TO:

INT. OSERVATION ROOM - CONTINUOUS

Illya and Solo are still mid-conversation in the Observation room.

ILLYA

It is best to wait for DeMair to contact his daughter again. Perhaps you should call her to check.

(CONTINUED)

CONTINUED:

SOLO

Well no, not just yet.

ILLYA

Why?

SOLO

I don't want to pressure her,
she's going through a lot. She'll
call me.

ILLYA

You make me nervous.

SOLO

Why? What are you talking about?

ILLYA

You know exactly what I'm saying.
You're using this woman for
information and whatever else, but
when the time comes, will you be
able to make the hard decision?

SOLO

What are you implying?

As they argue, they don't notice what's going on through
the glass in the adjoining room: IT'S DEMAIR, entering
and approaching Lizzie and O'Keefe.

ILLYA

She is a beautiful intelligent
woman, you tell me you enjoy her
company... However, I fear that
the more time you spend with her,
the more you will forget that your
job is to kill her father.

Unseen by Solo and Illya, DeMair activates Lizzie and
hands her a pistol before moving on to O'Keefe.

SOLO

Illya, that's my concern, not
yours.

ILLYA

That is why I am nervous.

As Solo turns away to leave, he sees what's going on in
the other room.

(CONTINUED)

CONTINUED: (2)

SOLO

Jesus!

Solo unholsters his pistol and FIRES. The glass shatters like a windshield, becoming an opaque spiderweb of fractures.

Unable to see, Illya and Solo bolt for the door. On the way out, Illya hits an ALARM SWITCH.

INT. U.N.C.L.E. CORRIDOR - CONTINUOUS

As the ALARM BLARES, Solo and Illya burst into the hallway to find themselves face to face with DeMair and hospital-gowned O'Keefe and Lizzie.

All guns are drawn. A moment, then...

DeMair and crew FIRE while simultaneously running in the other direction. Solo and Illya fire back and give chase.

As they run down the hall, DeMair pulls out a small detonator and when Illya and Solo run past the fire extinguisher compartment--

BANG! It EXPLODES, sending Illya and Solo toppling to the floor.

DeMair and his team meet minimal resistance while Solo and Illya scramble to their feet and resume the chase.

Still running, DeMair continues to trigger EXPLOSION after EXPLOSION, keeping Solo and Illya at bay.

Solo sees DeMair and his team cut into an intersecting corridor. Solo gets an idea.

SOLO

Box them in!

Solo cuts down a parallel corridor to intercept them while Illya keeps on their tail. He reaches for his communication device.

ILLYA

Kuryakin, L-1-- Close all West
Wing fire doors.

In moments numerous FIRE DOORS begin to CLANG shut. One narrowly misses DeMair, Lizzie and O'Keefe as it slams down behind them.

(CONTINUED)

CONTINUED:

Meanwhile Solo rounds a corner to find himself directly in front of them. He FIRES but he's out of ammo.

As he scrambles for a new clip, DeMair, Lizzie and O'Keefe raise their guns. And just as they are about to fire--

CLANG! A fire door slams shut between them. Solo is safe and the DeMair group is trapped between two fire doors.

INT. SEALED OFF CORRIDOR - CONTINUOUS

DeMair looks for a way out. Nothing.

INT. OPEN CORRIDOR - CONTINUOUS

Illya and a team of SECURITY OFFICERS in riot gear arrive outside the fire door alongside Solo.

SOLO

We got 'em.

BA-BOOM! A muffled EXPLOSION from behind the door.

Solo and Illya join the line of men with guns aimed at the door. A few quick glances have everyone in agreement about their readiness.

ILLYA

Kuryakin L-1, open Fire Door 6-7.

With a hydraulic HISS the door starts to open. Smoke billows into the hall. And as the the door opens completely and the smoke clears, DeMair and the others ARE GONE.

All that remains is a three-foot HOLE in the thick concrete wall. An OFFSCREEN RUMBLE is heard.

Solo rushes to the hole and leans through.

INT. TUNNEL - CONTINUOUS

Solo's head emerges in a dark tunnel. He looks to his left but sees nothing. The RUMBLE grows louder. He turns his head to see--

-- A SUBWAY TRAIN heading right toward him.

INT. CORRIDOR - CONTINUOUS

Solo retreats back into the corridor to face Illya. As the thunderous sound of the PASSING TRAIN fills the room.

SOLO

(shouting over noise)
If one of them can take out all
the power on the eastern seaboard,
what can three of them do?

As this sinks in...

CUT TO:

EXT. SIBERIAN WASTELAND - LATE THE NEXT DAY

A helicopter flies above the featureless overcast landscape of white that is Siberia in the gloaming hour.

LOWER THIRD: "79km Outside Noril'sk, Siberia - 18 hours later"

INT. HELICOPTER - CONTINUOUS

Illya and Solo are bundled up for sub-arctic conditions. A RUSSIAN UNCLE AGENT sits opposite them.

RUSSIAN

(shouting over rotors)
It took us forever to find him.
He was sent to the gulag in the
late 1970's and after the fall of
the Soviet Union all the prisoners
were let go, but he decided to
stay.

SOLO

Why?

With a knowing glance he utters a RUSSIAN PHRASE to Illya. Illya nods with understanding. Solo shrugs. Illya translates.

ILLYA

He is real dyed-in-wool Commie.
Couldn't bear to see it all die.

The agent hands Illya a book.

(CONTINUED)

CONTINUED:

RUSSIAN

You might need this.

EXT. RUSSIAN GULAG - NIGHT

Solo, Illya and the Russian slog their way through the harsh weather toward the only lit-up barracks in the otherwise abandoned facility.

Arriving at the door, they BANG hard until finally the door opens to reveal a ghastly Rasputin-esque figure in silhouette.

RUSSIAN

Gentlemen, meet the brainwasher of
Stalingrad, Dr. Vasily Kirenikova.

The gaunt figure steps into the light and we see the vaguely familiar but now eerily pale and bearded face of DR. VASILY KIRENIKOVA.

INT. GULAG BARRACKS - A SHORT TIME LATER

It is warm inside. Every surface is covered with piles of extremely well-worn books. Dr. Kirenikova, loopy with solitude, rocks in his chair by the fire across from Solo and Illya.

He RAMBLES in RUSSIAN, a bit giddy, a bit creepy and definitely crazy. Illya translates.

ILLYA

He says he's proud of what he's
done...

(listens to
Kirenikova)

...He says if we have come to him
for help, there is no help to be
given...

(listens to
Kirenikova)

...That perhaps now the Republic
can rise again and defeat the fat
hog of capitalist America and--

(aside to Solo)

Ah, bull shit.

Fed up, Illya stands and YELLS at Kirenikova in RUSSIAN. Kirenikova yells back with fiery RUSSIAN rhetoric and turns back to the fire, ignoring him.

(CONTINUED)

CONTINUED:

Solo prompts Illya with a nod. After a moment of reluctance, Illya pulls out the book the agent gave him.

ILLYA (cont'd)

(in Russian)

I gather books are hard to come by
up here.

Suddenly the madman begins sniffing like a rat. He turns to find the book. The mere sight of it has him salivating. He reaches for it.

Illya pulls it away and prompts him to continue. He can't resist. Finally Kirenikova begins talking in ENGLISH.

DR. KIRENIKOVA

I know which group you are tracking. They were programmed to sabotage the infrastructure of the United States in time of war. Demoralize the populace by destroying their greatest symbol, the Statue of Liberty. Then incite chaos and confusion by crippling the power grid. But their final mission? It is the death blow. And it will destroy the beating heart of the wretched American ideal.

SOLO

So what is it?

DR. KIRENIKOVA

Tell you? Why should I reveal to you what will make me a hero of the Republic and restore me and my country to our proper place.

ILLYA

You are talking gibberish old man.

DR. KIRENIKOVA

When they achieve their goal, I will see you and yours starve. Starve like Russia now starves. And they will rise up in desperation as they did in that October so many years ago. And they will tear everything you believe in apart. You see, America is a paper tiger.

(Turns to Solo)

(MORE)

(CONTINUED)

CONTINUED: (2)

DR. KIRENIKOVA (cont'd)
You will all lose faith in your
forefathers.

Solo tries to make sense of this.

DR. KIRENIKOVA (cont'd)
I have told you enough.

ILLYA
Tell us how to stop them.

DR. KIRENIKOVA
They can not be deprogrammed.
They will stop at nothing to
achieve their mission. They will
resist pain beyond anything you
can imagine. They are resourceful.
Deadly. Devious. This is how I
made them. They are perfect. The
only way to stop them, is to kill
them.

(beat)
But you'll have to catch them
first.

He breaks into a DEVIOUS LAUGH and reaches for the book.
As Illya and Solo rise to their feet, Illya TOSSES IT IN
THE FIRE and they head for the door.

Kirenikova SCREAMS as he scrambles after the book,
burning his hands trying to retrieve it.

When he finally gets it out he is able to see the cover
for the first time. It's a copy of Dolly Parton's
Memoirs, "A Coat of Many Colors."

Disgusted, he yells after the departed agents.

DR. KIRENIKOVA (cont'd)
(in Russian)
DAMN YOU!!! DAMN YOU ALL!!!

SMASH CUT TO:

EXT. GULAG - NIGHT

Over the ENGINE ROAR, Illya and Solo try to talk as they
get in the helicopter.

SOLO
Cryptic son of a bitch isn't he?
At least we know their next move
is their last move.

(CONTINUED)

CONTINUED:

 ILLYA
 It also means that they have
 nothing to lose.

Solo mulls this over as the helicopter door SLAMS SHUT.

EXT. SIBERIAN WASTELAND - NIGHT

The helicopter ROARS into the night.

DISSOLVE TO:

INT. JACKIE DEMAIR'S LIVING ROOM - NIGHT

Jackie's cell phone RINGS repeatedly upon the coffee table. Eventually, Jackie rushes down the stairs, scrambling to the phone.

 JACKIE
 Hello?
 (beat)
 Daddy?

CUT TO:

EXT. BROOKLYN HEIGHTS PROMENADE - DAY

The picturesque Manhattan skyline looms across the river from the promenade. Two figures walk toward each other.

It's Jackie and Solo.

 SOLO
 When did he call?

 JACKIE
 I want to trust you. He sounds so
 scared. I've never heard him
 scared before...

 SOLO
 I know, I'm sorry...

She embraces him.

 JACKIE
 Tell me he's going to be alright.
 Tell me you'll bring him back to
 me.

(CONTINUED)

CONTINUED:

The implications of this question resonate in every molecule of Solo's being. He holds her for a few more moments, then...

SOLO
Tell me where he is.

CUT TO:

INT. WAVERLY'S OFFICE - LATER THAT DAY

Solo walks into Waverly's office. Waverly and Illya are there waiting.

SOLO
He's in Idaho.

ILLYA
Idaho?

SOLO
Coeur D'Alene.

WAVERLY
What the devil are they doing there?

SOLO
I've got a pretty good idea...

SMASH CUT TO:

EXT. ARYAN COMPOUND - DAY

A SWASTIKA wipes the frame, revealing that it is painted on a corrugated steel gate being slid open by a SKINHEAD. On the other side stands Demair and a pinch-faced Aryan brother (JONAS).

DeMair smiles broadly as they walk across a bustling well fortified compound. Scores of extremists train and work all around the facility.

JONAS
As I was telling you Larry, this here is ground zero for the coming Race War slash Rapture slash UN Invasion. Or as we call it "The Big Audit".

(MORE)

(CONTINUED)

CONTINUED:

JONAS (cont'd)

You can see our fortifications are strategically placed around the compound to inflict maximum damage to any Black slash Jew slash UN Troops that try to incur.

DEMAIR

Impressive Jonas. Very impressive.

JONAS

Reverend Doctor Absalom's office is just up here on the other side of the quad. You can call him Bob, but don't look him in the eye too long-- he tends to get a little squirrely.

INT. REVEREND ABSALOM'S OFFICE - DAY

Jonas and DeMair enter just what you'd expect an office of a white trash bigot with too much power would look like. Wood paneling, cheap propaganda literature, Nazi memorabilia and a Dukes of Hazzard pinball machine.

Seated behind his desk is the elderly and somewhat genteel REVEREND DOCTOR ABSALOM.

JONAS

Sieg Heil, Bob.

Absalom gives Jonas a nod and turns his attention to DeMair.

ABSALOM

I think it is an honor to meet you Mister DeMair. Jonas tells me you're to thank for mortally wounding that torch-waving symbol of racial impurity in New York Harbor. But why should I believe you?

JONAS

(excited nudging)

Show him Larry, show him.

DeMair produces a few polaroids. Absalom flips through the photos depicting him rigging Carpenter with explosives and the photo taken before the Statue of Liberty.

JONAS (cont'd)

That one's my favorite...

(CONTINUED)

CONTINUED:

Absalom is impressed.

ABSALOM

Follow me.

INT. BUNKER - LATER THAT DAY

Heavy steel doors open and flood light into a large concrete bunker filled with munitions of every kind. Absalom flanked by two bodyguards, leads DeMair and Jonas in.

ABSALOM

What you want is very obscure but that's what I like about you, you think big. Speaking of which, we've got a couple of barrels full of Anthrax over there. You interested? Give you a great price, I just want 'em off my hands.

DEMAIR

No thank you Bob. The 33's will be just fine.

GUNFIRE is heard outside the bunker. Absalom takes a few steps toward the door to investigate.

ABSALOM

What in the Lord's name...? Must be that damned ATF again. Jonas--

He turns back to address Jonas, only to find him and the bodyguards suddenly dead at DeMair's feet.

Absalom is shocked to see a steely-eyed DeMair holding a throwing knife and is ready to let it fly.

SMASH CUT TO:

EXT. MAGEE AIRPORT, COEUR D'ALENE, IDAHO - DAY

The UNCLE G-2112 jet taxis to a stop. It's basically a souped-up Gulfstream painted jet black. It's cool as shit.

The hatch opens and a team of U.N.C.L.E. COMMANDOS deplane. Solo and Illya are with them.

(CONTINUED)

CONTINUED:

SOLO

We dealt with these guys when I
was at the Bureau.

ILLYA

Are they dangerous?

SOLO

They're idiots. But well armed.

ILLYA

Mm. Like Ted Nugent.

Solo is impressed with Illya's knowledge of rock gods
turned right-wing fanatics.

EXT. ARYAN COMPOUND - DUSK

Six SUV's pull over just outside the compound gate. The
Commando team exits the cars with weapons at the ready to
find the gate opened. Illya and Solo lead them.

ILLYA

Looks as though they've already
been here.

CUT WIDE to reveal SMOKE billowing from the compound
buildings and destroyed fortifications while the BODIES
of the supremacists litter the ground.

AS the awed agents wander into this devastated scene...

CUT TO:

INT. BUNKER - A SHORT TIME LATER

Solo, Illya and the Chief Commando (ROGERS) make their
way through the still-stocked bunker, eventually coming
upon the bodies of Absalom and his cronies.

Solo is looking over various crates.

SOLO

Bar codes on everything. They
must keep an inventory.

Illya notices a computer on a nearby desk.

ILLYA

A computer. Perhaps we can
determine what they have taken.

(CONTINUED)

CONTINUED:

SOLO

Exactly. Then we can figure out
what they're up to.

(to Rogers)

Rogers-- get a few men and start
cross referencing what's here and
what isn't.

Rogers just glares back at Solo incredulously.

SOLO (cont'd)

What?

ILLYA

He outranks you.

SOLO

Oh jeez... I'm new.

(to Illya)

Did you tell him I'm new?

Solo's Sat-phone RINGS.

SOLO (cont'd)

(to Illya)

Could you tell him I'm new?

(into phone)

Solo-- Jackie? Hey how are you?

(beat)

No, we just got here. Where are
you, I'll call you back in bit.

(shocked)

What?

EXT. COEUR D'ALENE MOTOR INN - LATER THAT DAY

Solo KNOCKS on the motel room door until Jackie opens up.

JACKIE

Have you found anything?

SOLO

Why are you here?

JACKIE

I thought I could help.

SOLO

He's gone already.

JACKIE

How do you know?

(CONTINUED)

CONTINUED:

SOLO

We know. You should probably just get back. Go home. You can't do any good here. I'll call you, okay?

Jackie doesn't respond right away, it becomes evident she's fighting back tears.

JACKIE

Fine.

She closes the door on him. Solo begins to walk away then has a change of heart.

SOLO

Shit.

He goes back to the door and raises his hand to knock. He hesitates and tries to walk away again. It isn't long before...

SOLO (cont'd)

Shit.

He goes back to the door and as he's about to knock--

JACKIE (O.S.)

Go away, I'm crying!

SOLO

I know.

JACKIE (O.S.)

It's just a normal emotional reaction. It's not because I'm weak. And I don't have my period and I'm not trying to get your attention. God I hate this!

SOLO

I'm sorry I made you cry.

JACKIE (O.S.)

You did not make me cry! My father is missing and scared! And I'm crying because I'm scared too.

SOLO

I'm sorry that I said I made you cry and I'm sorry that you're crying. I'm sorry that you're alone and crying.

(MORE)

(CONTINUED)

CONTINUED: (2)

SOLO (cont'd)

And I'm sorry that this fat guy
thinks I'm talking to a door.

After a moment, the door swings open to reveal teary-eyed Jackie. They both look over to see a FAT GUY on a nearby bench, curiously watching the goings-on.

Jackie smiles at him, he smiles back. With a sniffle she turns to Solo.

JACKIE

How's my make-up?

SOLO

Good.

JACKIE

Good.

She grabs him and kisses him. The door SLAMS shut.

FADE OUT:

FADE IN:

INT. MOTEL ROOM - NIGHT

Jackie sleeps soundly next to Solo who just stares at her, dwelling on her beauty and peacefulness. He has the timeless look of a man who's scared shitless by the unavoidable fact that he's falling in love.

SOLO

Dammit...

His cell phone RINGS again. He reaches into the pile of clothes by the bed and gets it out. He quietly heads for the bathroom to talk.

SOLO (cont'd)

Solo--

INT. MOTEL BATHROOM - CONTINUOUS

Solo arrives in the bathroom.

SOLO

(hushed tone)

Oh hi Illya.

EXT. CAR - MORNING - CONTINUOUS

Illya drives. Their conversation is INTERCUT.

ILLYA

We go back to New York in one hour. I will meet you at the airport.

SOLO

Okay, no problem.

ILLYA

So tell me, what is your tactical reason for sleeping with Miss DeMair?

SOLO

Listen she was very upset when I got here.

ILLYA

So you have feelings for her?

SOLO

No! I'm just doing my job, okay?

ILLYA

Well if you're confident.

SOLO

I am. I just want her to be happy and feel safe. Is that so strange? I mean she's a human being, right?

ILLYA

Right.

SOLO

Oh God. I've never wanted anyone to be safe or happy. But she's so great. What am I saying? And you know I'm a nice guy around her. Oh crap, this is bad, really unprofessional. Bad, bad.

ILLYA

Yes, yes it is. I will see you at the airport.

CLICK.

(CONTINUED)

CONTINUED:

SOLO

Hello? Hello? Prick!

He hangs up and opens the door to the bedroom. Jackie is sitting up swaddled in a sheet, beautiful and perfect.

JACKIE

Did you find something?

SOLO

Uhhh maybe, I gotta go.

EXT. SKY - DAY

The U.N.C.L.E. G-2112 streaks through the clouds.

WAVERLY (V.O.)

We've determined what's been taken from the Aryan compound...

INT. G-2112 JET - DAY - CONTINUOUS

A briefing is in progress on the tricked-out jet. Waverly is on a large monitor in the bulkhead.

WAVERLY

(continuing)

...and frankly the news is not good.

Photos and schematics of a fairly low-tech piece of military equipment.

WAVERLY (cont'd)

The Northlyn WMD-33 Fuel-Air Dispersal device. Real bargain basement stuff. Northlyn has been manufacturing these for years, marketing to third world countries that can't afford atomics.

COMPUTER ANIMATION illustrates the operation of the device.

WAVERLY (cont'd)

It's first attached to a fuel reservoir-- could be as small as a barrel on up to the size of a tanker truck.

(MORE)

(CONTINUED)

CONTINUED:

WAVERLY (cont'd)

When dropped, a parachute deploys and as it drifts down above it's target, the 33 atomizes the petrol into a particulate mist that hovers like a cloud. And when the device hits the ground it ignites. The ensuing fireball is massive. Depending on the amount of fuel used-- up to about half of Hiroshima. What's worse, they took two of them.

SOLO

Why two?

WAVERLY

One for a test, I would imagine. The WMD-33 is notoriously ticky-tacky.

ILLYA

So they will need to find a plane.

WAVERLY

Indeed. And not a small one.

EXT. AIRFIELD - DAY

A big airshow. Families and other spectators crowd the field, watching biplane acrobatic acts and the like. The mood is festive.

LOWER THIRD: OSMOND AIRFIELD, UTAH

DeMair, Lizzie and O'Keefe emerge from out of the crowd holding balloons and cotton candy. They pass a few exhibits of working airplanes flown in for inspection by curious civilians.

Soon enough, they come to what they're looking for:

A B-52 STRATOFORTRESS crawling with spectators.

As Lizzie and O'Keefe climb in the hatch, something catches DeMair's eye--

DEMAIR'S POV: A little girl plays lovingly with her Father.

DeMair is transfixed by the sight. Suddenly his expression denotes confusion. He breaks into a sweat, not knowing where he is. He could almost scream when--

(CONTINUED)

CONTINUED:

O'Keefe taps him on the shoulder. He jumps with a start, but one look at O'Keefe prompting him to enter the plane and he returns to his "other self."

INT. B-52 COCKPIT/GANGWAY - DAY

A typical sight: Dads and kids poke around the interior of the aircraft, disobeying the signs and velvet ropes intended to keep them from tinkering with sensitive equipment.

Two young BOYS play in the cockpit, until a VFW who babysits the plane appears.

VFW

No playing in the cockpit boys.
Where's your Daddy?

BRAT BOY

None of your business, fartface!

The VFW despises this insolence but remains calm.

NICE BOY

Outside with Mommy.

VFW

Well Mommy told me she wants you
to come outside right away. It's
very important.

BRAT BOY

Oh yeah? Why?

VFW

(fed up)
'Cause your Grandma died. Let's
go.

The nice boy starts CRYING and the VFW ushers them away from the cockpit.

Lizzie and O'Keefe squeeze by them and promptly sit in the cockpit. They begin flipping switches.

INT. B-52 REAR HATCH - DAY - CONTINUOUS

At the rear hatch, the boys exit the plane. Suddenly, the sound of the plane's ENGINES STARTING is heard.

(CONTINUED)

CONTINUED:

The surprised VFW turns back toward the cockpit to find himself face to face with DeMair who instantly grabs the VFW by the face and shoves him out the hatch.

A few more alarmed VISITORS make their way toward the hatch and DeMair pulls his pistol.

DEMAIR

Get out.

EXT. AIRFIELD - DAY

One of the visitors drops from the bomber in plain sight of the concerned crowd. The plane begins to ROLL AWAY as the remaining visitors are tossed out of the hatch.

INT. B-52 - DAY

DeMair makes his way to the cockpit.

EXT. AIRFIELD - CONTINUOUS

In a matter of seconds the plane is taking off-- it's jetwash kicking up biplanes and fighters from the asphalt.

INT. B-52 - CONTINUOUS

As the plane leaves the ground, O'Keefe and Lizzie make a few tweaks to the knobs and switches.

DEMAIR

Keep it low, under the radar.

LIZZIE

Affirmative.

SMASH CUT TO:

EXT. TRAILER PARK - CONTINUOUS

The low-flying bomber ROARS over the scratchland as a few trailer-living FOLK watch from their lawn chairs.

Jet-wash flexes trees and stirs up tremendous amounts of sand as the huge plane passes overhead.

(CONTINUED)

CONTINUED:

And as the plane disappears over the horizon...

SMASH CUT TO:

INT. U.N.C.L.E. COMMAND CENTRAL - LATER THAT DAY

Waverly enters the bustling command center, making his way toward Illya, Solo and a few ANALYSTS who huddle around a table covered in maps.

WAVERLY

The testes on these people are absolutely Bunyanesque! What have you come up with?

ANALYST

The aircraft at these shows only have minimal fuel for safety reasons-- about 500 gallons. So they can't get much farther than a hundred miles.

WAVERLY

I assume we're able to determine where one can land and hide a 170 foot-long bomber in a one hundred mile radius.

ANALYST

Four, actually. All abandoned military installations.

WAVERLY

Fully fueled, that plane has an 8,000 mile range. They can fly at 50,000 feet, above any detection. There is no place on Earth that is out of their reach. When we find them, gentlemen... destroy them.

INT. JACKIE'S HOUSE - BATHROOM - DAY

Stepping out of the shower, Jackie wraps herself in a towel and stands in front of the mirror.

Someone is watching her through a crack in the door.

INT. JACKIE'S BEDROOM - CONTINUOUS

She exits the bathroom and heads down the hall.

(CONTINUED)

CONTINUED:

The watcher retreats before her, staying out of sight.

She turns the corner into the hallway when...

SOLO

Boo!

It's Solo. His hair is mussed and he's wearing a woman's bathrobe.

JACKIE

What the fuck! Why'd you do that?

SOLO

To make you drop the towel.

JACKIE

Well you scared the shit out of me.

The smile leaves Solo's face.

SOLO

I'm sorry.

JACKIE

Well you should be, jerk. What kind game do you think your playing?

SOLO

(tail between legs)

You're right, it was thoughtless.

She walks the opposite way down the hall.

SOLO (cont'd)

Listen, I'll never do it again I swear it was just --

Jackie turns around with a big smile on her face. Napoleon knows he's being fucked with.

JACKIE

You're such a push over.

SOLO

You're very good at making me look like an idiot, an idiot in a woman's bathrobe.

She moves in on him.

(CONTINUED)

CONTINUED: (2)

JACKIE

Ohhhh. You poor thing.

They kiss passionately.

JACKIE (cont'd)

I've got to get dressed. Lunch?

She heads for her room.

SOLO

Sure. You know you're the only one who's been able to do that.

JACKIE

Make you look stupid? I find that hard to believe.

He smiles and laughs. He's about to follow her back into the bedroom when a photo on the wall catches his eye: Jackie and her Father standing arm in arm on a mountain trail.

Solo is suddenly serious.

SOLO

Jackie, I want to talk to you about something. About your father.

JACKIE (O.S.)

Daddy?

Solo's phone starts RINGING just as she reenters the hall, concerned and vulnerable.

JACKIE (cont'd)

That's yours. What about him?

Ignoring the phone, he looks at her-- his eyes tell us how much this means.

SOLO

I, uh... I just don't want to screw this up.

She walks up to him, reassuringly looking him in the eye.

JACKIE

It's okay. I trust you.

She smiles and heads back to the bedroom.

(CONTINUED)

CONTINUED: (3)

SOLO

Wait--

JACKIE

You'd better get that.

He SIGHS. As the RINGING continues...

CUT TO:

EXT. ABANDONED UTAH DESERT MILITARY BASE - NIGHT

NIGHT VISION SCOPE POV: As it searches the grounds, we see a fuel truck outside the slightly opened doors of a lit up HANGAR.

COMMANDO (O.S.)

Definitely someone working...

We reveal a COMMANDO, one of twenty, peering through a high tech scope. Illya, Solo and a CHIEF COMMANDO flank him.

SOLO

How about inside?

ILLYA

Switch to infrared.

With a flip of the switch, the infrared scope sees through the walls of the hangar- revealing the identifiable form of the B-52's still warm engines.

COMMANDO

I see the plane.

SOLO

Okay, we're gonna take a closer look.

ILLYA

If we meet resistance, on my command come in hard and strong.

CHIEF

Yes sir.

EXT. HANGAR - A SHORT TIME LATER - NIGHT

Illya and Solo creep cautiously to the hangar using smaller service buildings as cover.

(CONTINUED)

CONTINUED:

Soon enough, they round a corner into an alley adjacent to the hangar only to find--

SOLO

Shit.

-- a knee-high grid of LASER sensors blanketing the perimeter of the hangar.

Illya points to a FIRE DOOR at the other end of the sensor ridden alleyway.

ILLYA

We'll enter there.

Solo watches curiously as Illya calmly reaches into his rucksack and pulls out a VHS-cassette-sized ROBOTIC DEVICE. He puts it on the ground and activates it.

The robot quickly rolls under the beams while PFHHT! PFHHT! PFHHT! PFHHT! precisely firing a series of miniature prisms onto the walls on either side of the alley.

When the robot gets to the last beam, it stops beneath it and a small MIRROR RAISES OUT OF THE TOP. As soon as the mirror interrupts the beam, it causes a cascade effect and the LASERS REFRACT OFF THE PRISMS TO FORM A CORRIDOR of safe haven for Illya and Solo.

SOLO

You have the greatest stuff.

ILLYA

Thank you.

SOLO

How come I don't get stuff like that?

ILLYA

You can have this.

Illya hands him a device that looks very much like a flashlight.

SOLO

Wow, what is it?

ILLYA

A flashlight. Come.

Illya leads the way toward the door.

INT. HANGAR - NIGHT

Hidden in a corner of the hangar filled with surplus military equipment, Illya and Solo spy on the goings-on. Illya uses a hi-tech spyglass to take a closer look.

Lizzie mans a forklift to remove a large crate from an eighteen-wheeler while DeMair welds together a large framework of some kind. O'Keefe checks the fuel line that refills the bomber and moves on.

SOLO

The board.

SCOPE POV: It PANS to a large chalk board and a table containing maps, schematics and other documents. With the aid of wondrous enhancement technology, the super-scope is able to get in ultra close. Illya tells Solo what he sees.

ILLYA

Utah map. Flight charts.
Technical plans in Arabic.

SOLO

About the bomb?

ILLYA

No, something that DeMair is
working on.

SOLO

And the flight charts?

ILLYA

I can't see, but there's some kind
of equation on the chalkboard.
(straining)
43 degrees, 74 degrees...
Temperature range for the fuel
maybe?

SOLO

Wait-- where's O'Keefe?

WHACK! Solo is sent flying by a kick to the back of the head.

Illya jumps to his feet to find O'Keefe standing there. They are instantly in a blinding flurry of close quarters martial arts.

(CONTINUED)

CONTINUED:

Solo scrambles off the ground and dives into O'Keefe like a linebacker. The tackle sends O'Keefe and Solo through the window of an adjacent office with a CRASH!

The crash alerts Lizzie and DeMair, who gives her a signal before unholstering two guns and opening fire on Illya.

Illya evades the hail of bullets and pulls out his gun to return fire. He radios the Commandos while Solo wrestles with O'Keefe.

ILLYA
(to Commandos)
Now.

What he doesn't see is Lizzie as she heads to a crudely rigged electronic panel and some surveillance monitors.

EXT. ABANDONED MILITARY BASE - NIGHT - CONTINUOUS

The Commandos burst from the shadows and storm toward the hangar.

INT. HANGAR - CONTINUOUS

Lizzie watches them approaching on the monitor.

Meanwhile, Illya and DeMair continue their shoot-out. DeMair's double fisted rain of bullets keeps Illya pinned down behind some of the junked military surplus.

At the same time in the office, O'Keefe swings Solo into a sheetrock wall-- mounting him in it. As Solo recovers from the blow, O'Keefe pulls him out of the wall and throws him across the room THROUGH ANOTHER WINDOW.

He lands a few yards from Illya, out in the open. DeMair spots him and Illya knows it.

As Solo scampers for cover, Illya decides to make a break for it as a distraction. With impressive acrobatics he dives out from behind the surplus firing wildly. He hits DeMair in the shoulder, sending him to the ground.

Illya lands next to Solo and they scramble to their feet in front of the door they came in. They spot O'Keefe exiting the office.

Illya raises his gun but it clicks empty. Solo reaches for his, BUT IT'S GONE. He looks up see--

(CONTINUED)

CONTINUED:

O'Keefe, with Solo's gun, raising it at them.

EXT. HANGAR - NIGHT - CONTINUOUS

The Commandos are just yards from the hangar.

INT. HANGAR - CONTINUOUS

Lizzie is still watching them on the monitor. She hits a button on the panel marked SECURE PERIMETER.

EXT. HANGAR - NIGHT - CONTINUOUS

BOOM! BOOM! BOOM! Like ripples on a pond, a series of SIX CONCENTRIC CIRCULAR EXPLOSIONS that surround the entire hangar go off in succession.

They work their way inward toward the helpless commandos. And as they are about to be engulfed--

BLAM! The team is blown sky high, but Rogers and two of his Commandos are thrown like debris toward the hangar.

And as they SCREAM the scream of a thousand girllies--

CUT TO:

INT. HANGAR - CONTINUOUS

O'Keefe is about to pull the trigger on Illya and Solo when, in rapid succession--

CLANG! The corrugated metal on the wall buckles with the IMPACT of a commando.

CLANG! Another, closer to the door. And--

BLAM! The DOOR FLIES OFF IT'S HINGES with the third impact, slamming mercilessly into Solo and Illya. They fly meters across the hangar floor, hitting hard.

They're knocked cold.

CUT TO BLACK:

FADE IN:

EXT. UTAH DESERT - MORNING

A hollow WIND blows across a vast swath of desert. Somewhere far in the distance, dwarfed by natural sandstone pillars that poke like fingers several stories above the earth, are the barely perceptible forms of TWO MEN tied back to back.

We hear familiar voices.

SOLO (O.S.)

Are you done yet?

CLOSER NOW, Illya and Solo talk as Illya works at the ropes with his thumbnail blade. Nearby, a few BUZZARDS peck at a piece of carrion while a few others perch on an old stone WELL.

ILLYA

Do not yell at me. It breaks my concentration.

SOLO

I'm sorry. It's hot, tight knots... Something about letting the bad guy get away to blow up some city somewhere that ruins my mood. Sorry.

ILLYA

Quiet, please. Look at the rocks or something.

SOLO

They are amazing. You know it--

ILLYA

Shhh.

SOLO

--it kinda looks like a stone city.

ILLYA

Shhh.

SOLO

Sorry, you're the one who told me--

ILLYA

No, listen.

(CONTINUED)

CONTINUED:

A faint ROAR, quickly growing louder.

 ILLYA (cont'd)
Oh it's just a plane.

 SOLO
Yeah.
 (beat)
Didn't Waverly say that they might
use one of the bombs for a test?

 ILLYA
Yes.

 SOLO
Look.

Illya looks over his shoulder to see the growing form of
the B-52.

 ILLYA
I am cutting faster now.

The plane draws closer.

 SOLO
How fast are you cutting?

Closer.

 SOLO (cont'd)
They're close.

Even closer.

 SOLO (cont'd)
Are you cutting? Because they are
very close right now. Close.

The plane is very close.

 SOLO (cont'd)
Illya!

 ILLYA
Got it.

The ropes fall away. They immediately get up and run in
opposite directions.

The plane is just overhead now. Then from the bomb bay
doors drops the WMD-33, rigged to its fuel source (and
quite a large one at that).

(CONTINUED)

CONTINUED: (2)

It falls for a short while, then deploys a chute. Solo sees this and having run only fifty yards stops and yells to Illya.

SOLO
Where are you going?!

ILLYA
I don't know. Do you?

EXT. SKY ABOVE DESERT - CONTINUOUS

The valves on the WMD-33 open up and begin spraying a mist of fuel in all directions. As the deadly cloud begins to form...

EXT. UTAH DESERT - CONTINUOUS

Solo is watching.

SOLO
Awww shit. Shit! Shit! Shit!
Shit! Shit!

Solo freezes and thinks for a second.

SOLO (cont'd)
Illya, I got an idea...

ILLYA
What?

After a beat, Solo does a 180 and runs back where they started. Illya sees him and does the same.

Solo and Illya continue to run and glance up at the growing fuel fog that descends upon them.

The weapon is closer now. The mist is thickening. They start to cough but continue to dash for something.

SOLO
There!

The WELL is about ten yards ahead. The bomb is about ten yards above. Solo, Illya and the bomb close the distance at roughly the same rate.

ILLYA
This is your idea?

(CONTINUED)

CONTINUED:

The tense race continues as Solo and Illya grow more and more labored for air. They are just a few yards from the well when--

The PRESSURE SENSOR SWITCH on the bottom of the bomb touches the ground and--

A white hot magnesium charge BLOWS atop the bomb to detonate the cloud of gas vapors.

And as the massive explosive reaction begins, Solo dives into the well, followed a beat later by Illya.

BLAM-O!

INT. WELL - CONTINUOUS

As Illya drops down the deep shaft of the well, he's chased by a tongue of scorching flame until--

SPLASH! He lands in the water at the bottom of the well, disappearing beneath the surface along with Solo-- just before the flames occupy every last bit of space.

EXT. UTAH DESERT - CONTINUOUS

Meanwhile, a small mushroom cloud dominates the horizon. Not unlike an atomic test film, the shock wave decimates everything in its path.

The sandstone pillars in the area are blown apart by the intense force of the fireball along with any and all vegetation.

Eventually the blast recedes and the great cataclysm is over.

INT. WELL - CONTINUOUS

Solo and Illya burst from the water, gasping for a breath. The walls are steaming from the heat of the blast.

SOLO

Cut that thing out of your leg so
we can get out of here.

ILLYA

Why me? I already cut mine out
this week.

(CONTINUED)

CONTINUED:

SOLO

Yeah but you're used to it. I can't take that thing out of my leg.

ILLYA

Why not?

SOLO

'Cause I don't want them to put another one in!!

ILLYA

So I am man who likes pain?
Because I am Russian I like pain?
Is that what you think? I am pain guy?

SOLO

You're supposed to be taking care of me. I'm new!

ILLYA

Oh I see, you get to have the women and I get to cut things out of my leg. You are an asshole!

SOLO

Please. I'll give you a hundred bucks.

ILLYA

What? I'll give you two hundred.

SOLO

No way.

ILLYA

Five hundred?

SOLO

No! Uh- really?

INT. B-52 - COCKPIT - NIGHT

Lizzie and O'Keefe pilot the giant bomber, settling in at around an undetectable 50,000 feet.

INT. B-52 - RADIO ROOM - NIGHT - CONTINUOUS

In the radio compartment, DeMair scans frequencies-- monitoring for any talk of the search for them. The system SQUELCHES in and out of innumerable snippets of radio traffic-- everything from MILITARY BAND to CB to EASY LISTENING.

Eventually it passes something familiar. DeMair scans backward to, "Brown Eyed Girl," the song on the radio while he was waterskiing with Jackie. He stops for a few moments and moves on.

Then it hits him. The familiar look of confusion overtakes his face. He's quickly upset and hyperventilating. With a desperate need to determine his whereabouts, he gets up.

INT. B-52 GANGWAY- NIGHT

DeMair nervously makes his way through the gangway of the plane, looking for passengers or any other clues.

INT. B-52 - COCKPIT - NIGHT

DeMair nears the cockpit, approaching with caution. Lizzie hears him and turns.

LIZZIE
(turning forward
again)
We're at fifty thousand feet. No
radar contacts.

Utterly confused and panicked, DeMair backs away-- barely holding it together.

INT. B-52 - RADIO ROOM - NIGHT

DeMair retreats to the radio compartment where he curls into a shuddering ball of nerves.

SMASH CUT TO:

EXT. SKY - MORNING

The G-2112 cuts through the morning sky.

INT. G-2112 JET - MORNING - CONTINUOUS

On the plane, Illya and Solo are accompanied by a four man COMMANDO RESCUE TEAM. The MEDIC tends to Solo's leg.

ON PLANE'S VIDEO MONITOR: Waverly briefs Solo and Illya.

WAVERLY

Your failure to succeed has left
us in a most unenviable position.
With no idea where they plan to
strike, I'm afraid we can only
wait for the inevitable.

(beat)

I will see you both shortly.

The monitor switches OFF.

ILLYA

I suppose that is it for us.

Solo extends his hand before Illya and CLEARS HIS THROAT suggestively.

ILLYA (cont'd)

What? Now?

Solo does not pull away his hand.

ILLYA (cont'd)

This is not fair, I only have
about a hundred and forty dollars
and maybe some change...

Illya reaches into his pocket and pulls out a crumpled pile of bills. He slaps them into Solo's palm.

Solo starts counting the cash.

ILLYA (cont'd)

You don't trust me?

SOLO

You're a spy, why should I trust
you?

(frustrated by
crumpled money)

Jeez, have you ever heard of a
wallet?

(CONTINUED)

CONTINUED:

Solo continues straightening the money, flipping past the various denominations. Suddenly, he freezes-- just staring at the money. Something dawns on him.

ILLYA

What?

SOLO

Forefathers...

Illya is puzzled for a moment, then--

SOLO (cont'd)

Paper tiger. Kirenikova said
America was a paper tiger.

Illya picks a few bills out of Solo's hand.

CLOSE ON the portraits of George Washington, Ben Franklin, et al.

ILLYA

He said you would lose faith in
your forefathers.

SOLO

What better way to destroy America
than to devalue the dollar?

ILLYA

But how do you devalue the
American dollar with a bomb?

SOLO

The test. The rocks that looked
like buildings... They're clearly
going after a city.

Illya's eyes light up. He starts punching keys on a nearby keyboard.

ILLYA

Yes! How stupid of me! The
formula on the blackboard. 74
degrees, 40 degrees? Not
temperatures-- map coordinates!

SOLO

Call Waverly.

SMASH CUT TO:

INT. U.N.C.L.E. COMMAND CENTRAL - LATER THAT MORNING

Waverly smashes his hand on a console.

WAVERLY

(above the din)

Brilliant! Wall Street! Well done
Gentlemen.

The multi-level facility is a din of hectic mayhem. On one of the Video walls, we see Illya and Solo, still aboard the G-2112.

WAVERLY (cont'd)

"You will lose faith in your forefathers." Deviously clever bastard. The U.S. Dollar is not gold or silver or diamonds or oil. It is faith. Faith that the American economy will ever remain strong and stable. So if Wall Street, the very symbol of America's financial might is vulnerable and in jeopardy-- then so is the dollar. You've destroyed people's faith and all you're left with is pretty pieces of worthless green paper.

The COMPUTER ANIMATION displays a simulation of the blast WIPING OUT A TREMENDOUS AREA OF DOWNTOWN MANHATTAN.

WAVERLY (cont'd)

At the height of the cold war, this attack would only have collapsed the U.S. Economy. But today with world trade and increasing globalization, the entire world will suffer that fate.

The display begins to tabulate a ghastly set of projections. (DEATHS BY STARVATION, DEATHS BY DISEASE, DEATHS BY CIVIL INSURRECTION, ETC...)

SOLO

(on monitor)

Can we evacuate the city?

(CONTINUED)

CONTINUED:

WAVERLY

Never in time. With the ensuing panic, our most optimistic scenarios say it would take a minimum of forty eight hours. We simply must stop them.

Waverly begins to walk away.

WAVERLY (cont'd)

So gentlemen-- guards up, stand ready, code red.

INT. B-52 RADIO ROOM - MORNING

DeMair is still scared and trying to figure out how to use the radio.

DEMAIR

Hello? Hello? Damn it!

A moment later Lizzie ENTERS clutching a backpack and a few other things.

LIZZIE

We're near the checkpoint.

DeMair desperately tries to play along and nods. She tosses him the backpack and, startled, he catches it. Lizzie squints, a tiny bit suspicious of DeMair. She draws close, like an animal sizing up her prey and stares.

DeMair steels himself as best he can and rides out this tense moment.

LIZZIE (cont'd)

(relenting)

Ten minutes.

She hands him a manila envelope and EXITS. DeMair EXHALES with the relief of a pardoned convict.

EXT. RURAL HIGHWAY - MORNING

An Amish farmer drives his horse drawn carriage down a rural highway.

LOWER THIRD: Lancaster County, Pennsylvania - 06:00hrs.

(CONTINUED)

CONTINUED:

As the carriage continues down the road, the driver is unaware as the hulking form of the B-52 descends into frame in the BACKGROUND.

It skids down on the road and barrels along, growing ever closer to the carriage as the engines SCREAM their deafening song.

Much to our surprise, the carriage turns off to the shoulder just in time for the plane to ROAR past-- eventually coming to a stop as the farmer shakes his head at the folly of modern man and his machines.

EXT. RURAL HIGHWAY - MOMENTS LATER

The hatch of the B-52 opens, revealing Lizzie as she sees off DeMair. He gets out, assuming that's what he's supposed to do.

As soon as he's out, the hatch closes and the plane begins to taxi away and eventually take off.

Curious for any clue, he opens the manila envelope and pulls out, among other things, a key and a business card for a company called TRANS-WORLD-GLOBAL SHIPPING.

Just then, the Amish Farmer passes in his carriage.

AMISH FARMER
(scoffing)
Outlander.

INT. U.N.C.L.E. COMMAND CENTRAL - DAY

Back in the bustling command center. All eyes, including those of Waverly are upon the giant video walls that monitor a 300 mile radius around Manhattan.

WAVERLY
We can see all traffic in and out of New York City in a 300 mile radius. That will allow us enough time to intercept.

An ALARM BLARES as a contact appears on an U.N.C.L.E. radar screen. A RADAR OFFICER yells across the room to Waverly.

RADAR OFFICER
We have them at the south-west marker!

(CONTINUED)

CONTINUED:

WAVERLY

Position.

RADAR OFFICER

300 miles out. Thirty two minutes
until they reach New York.

WAVERLY

Can we shoot them down?

RADAR OFFICER

This heading takes them over the
most densely populated region of
the United States.

WAVERLY

Not by chance, I'm sure. But that
was not my question.

Solo, Illya and the Radar Officer know what he means.

RADAR OFFICER

Yes sir, we can shoot them down.

ILLYA (O.S.)

Wait.

Illya is on the video wall, still on the plane.

ILLYA (cont'd)

There is another way.

SMASH CUT TO:

EXT. SKY - A SHORT TIME LATER

The U.N.C.L.E. G-2112 TACTICAL JET STREAKS ACROSS FRAME.

INT. G-2112 JET - CONTINUOUS

Illya, Solo and the four-man RESCUE TEAM are suiting up
in the hold of the hi-tech plane. An AVIATION TECH holds
up a complex harness before Solo.

TECH

(yelling over roar)
Have you ever used one of these
before?!

SOLO

What is it?!

(CONTINUED)

CONTINUED:

TECH

T-9 self-balancing shoulder set
parachute, top quarter rigged with
an Edwards repelling brace option.

SOLO

I don't know what that means.

The dismayed Tech looks to Illya who signals him to
proceed.

TECH

(to Solo)

Raise your arms.

RIIING!!! It's Solo's phone. He answers the call.

SOLO

Hello? Jackie?

Illya takes notice.

INT. CAB - DAY - CONTINUOUS

Jackie is in the back of a cab, very upset. Their
conversation is INTERCUT.

JACKIE

I need you to meet me.

SOLO

Are you okay?

JACKIE

Come downtown. Meet me now.

SOLO

Downtown? Where are you?

JACKIE

I'm going to Water Street.

SOLO

WHAT? You shouldn't be down there.
Go home.

JACKIE

I need to see you.

SOLO

You don't understand--

(CONTINUED)

CONTINUED:

ILLYA

Solo, we go now.

SOLO

(to Jackie)

I have to go. You need to get out of there. Trust me. Go home.

JACKIE

But--

SOLO

I can't explain right now. You HAVE to go home. I'm sorry--

He hangs up and returns to Illya

EXT. SKY ABOVE NEW JERSEY - A SHORT TIME LATER

The B-52 roars over the landscape toward the New York skyline on the distant horizon.

INT. B-52 - COCKPIT - DAY - CONTINUOUS

O'Keefe and Lizzie pilot the plane. An electronic box has been patched into the instrument panel. Lizzie turns it on.

EXT. SKY ABOVE NEW JERSEY - DAY - CONTINUOUS

The plane continues toward the skyline when, from behind, the U.N.C.L.E. G-2112 TACTICAL JET DROPS INTO FRAME.

The plane catches up with the B-52 and flies at matching speed a short distance above it. Eventually bomb bay-type doors open up underneath.

From inside, Illya is lowered on a harness down to the top of the B-52 fuselage. Battling the fierce wind, he makes it to the surface and quickly attaches a magnetic clamp which provides him with a handhold.

Once secure, he uses the other hand to stick an eight foot length of CORD in the shape of a four-foot circle on the fuselage.

With a flip of a switch on a detonator, the cord gets white hot and MELTS into the body of the plane. In moments the four-foot circular shape falls into the plane with a CLANG.

INT. B-52 - COCKPIT - DAY - CONTINUOUS

O'Keefe and Lizzie hear the noise, but Lizzie returns to making adjustments on the electronic box.

INT. B-52 - REAR HOLD - CONTINUOUS

Illya lowers himself through the hole. He anchors a heavy gauge D-ring on the deck of the plane using a riveting device placed on the end of his pistol.

A moment later, he removes the cable from his harness and clips it to the D-ring. He looks up through the hole and gives a thumbs up.

INT. G-2112 JET - DAY - CONTINUOUS

Solo and the Strike Team are looking down from the bay doors. The STRIKE LEADER clips a pulley onto the cable and quickly drops out of the plane. As the remaining team members do the same--

SOLO

Would it kill you guys to have a class? Just one fucking class!?

The Tech grabs him, clips him on and pushes him out.

INT. B-52 - REAR HOLD - DAY - CONTINUOUS

Solo drops into the hold with a SCREAM and smashes onto the deck.

SOLO

Jesus!

Illya ignores him and addresses the Strike Leader.

ILLYA

Take the cockpit, we will deal with the bomb.

The Strike Leader unhooks the cable and waves off the plane.

EXT. SKY - DAY - CONTINUOUS

The G-2112 peels off just as the B-52 roars over the coastline of New Jersey and draws dangerously close to New York City.

INT. B-52 - GANGWAY - DAY - CONTINUOUS

The Strike Team creeps toward the cockpit. The Leader peers around a corner and spies on them.

STRIKE LEADER
(into headset)
Just O'Keefe and the woman. We're gonna take them.

INT. B-52 - BOMB BAY - CONTINUOUS

A hatch opens to reveal Illya and Solo entering the bomb bay. What they see horrifies them.

It's EMPTY. There is NO BOMB on the plane.

SOLO
It's a decoy.

ILLYA
(into headset)
There is no bomb on the plane.
Repeat.

INT. B-52 - COCKPIT - CONTINUOUS

As the strike team rushes the cockpit they are greeted by the sight of dozens of bricks of plastic explosives strapped to Lizzie and O'Keefe's chairs.

ILLYA (O.S.)
(over headset)
There is no bomb on the plane! It is a trap!

Lizzie and O'Keefe calmly remove their hands from the controls and exchange a glance. She pushes a button on the box and--

--BOOM!!!! Fire fills the frame.

INT. B-52 - BOMB BAY - CONTINUOUS

Illya and Solo are knocked to the ground by the violent explosion. As soon as they can, they scramble out the door.

INT. B-52 - GANGWAY - DAY

They arrive at the front of the plane to discover the entire cockpit and nose gone. All they see is New York Harbor and the skyline about a mile ahead.

And as the plane stalls--

ILLYA

Follow me.

Illya calmly dives out of the gaping front of the plane.

SOLO

Shit.

Solo bites his lip and jumps out with another SCREAM.

EXT. SKY OVER NEW YORK HARBOR - DAY

The plane goes into a dive as Illya and Solo drop from it. The falling, pitching beast nearly swats them out of the sky as it passes.

Once clear, Solo and Illya open their chutes.

EXT. BATTERY PARK - DAY

Beautiful Battery Park. In the FAR BACKGROUND we can see several giant cranes on Liberty Island hoisting the Statue of Liberty out of the water.

A moment later, the B-52 dives into frame-- COLLIDING into the Statue and EXPLODING.

After a beat, Solo and Illya glide in, touching down safely in the park.

SOLO

We'll get blamed for that.

As they detach their chutes...

(CONTINUED)

CONTINUED:

ILLYA

DeMair must have the bomb.

SOLO

What? Another plane?

ILLYA

No. From the ground. He need only get it 500 feet above the target and it works just the same.

A moment.

SOLO

Then I know where it is.

Solo takes off and Illya follows.

EXT. WATER STREET - DAY

Jackie is kneeling, reaching OFF SCREEN with a helpful hand.

JACKIE

C'mon. It's okay. C'mon. It's me.

We soon see she's talking to her father as he meekly emerges from a narrow alleyway.

JACKIE (cont'd)

What are you doing here?

DEMAIR

That's a very good question.

JACKIE

It's going to be okay now, I promise.

DEMAIR

I don't know how I got here... It's been a very strange couple of... days? Weeks? I probably shouldn't have taken all that acid in college.

Jackie smiles.

JACKIE

Come on, Dad. Let's get you back home.

(CONTINUED)

CONTINUED:

DEMAIR

Home... Oh damn-- I have to plant those bulbs.

JACKIE

Don't worry about th--

SOLO (O.S.)

FREEZE!

Solo and Illya are standing a few yards away with guns drawn. Jackie and her father are both shocked.

JACKIE

What are you doing?!

SOLO

Get away from him!

JACKIE

He's fine now, he's fine!

SOLO

You don't understand, just step away!

ILLYA

I have a shot.

JACKIE

What the hell are you doing!?

SOLO

(to Illya)

Wait!

(to Jackie)

Jackie step away.

She instead steps in front of her father.

DEMAIR

Jackie who are they? What's happening?

SOLO

He's dangerous! I couldn--

ILLYA

I have a shot.

(CONTINUED)

CONTINUED: (2)

SOLO

Illya wait--
(to Jackie)
I couldn't tell you!

ILLYA

Enough!

BANG! Illya fires a warning shot at their feet. Startled, DeMair jumps backward and falls, giving Illya and Solo a chance to get between him and his daughter. Adrenaline is running high as Illya and Solo cover him.

SOLO

Stay down! Where is it?

DEMAIR

What?

JACKIE

What are you doing? You said you wouldn't hurt him. You promised me!

ILLYA

Where is the weapon?

DEMAIR

What?! What did I do?! Don't shoot me, Jesus Christ!

DeMair starts to twitch as the argument continues.

JACKIE

You promised me!

SOLO

You don't know what he's capable of. What he's done. What he's going to do.

JACKIE

But he's fine now!

WHACK! DeMair is bad again and ready to kick ass. He kicks the gun out of Illya's hand and manages to deliver a crushing blow to his voicebox before catching the pistol. Then as Illya collapses gasping for air, DeMair does an Aikido flip and grabs his daughter.

Before Solo can even register it, DeMair has his daughter hostage with Illya's pistol.

(CONTINUED)

CONTINUED: (3)

SOLO

Drop the gun!

JACKIE

Daddy!

DeMair begins rapidly backing up off the sidewalk and across the street. Solo stays on him during his retreat until he has him backed up against the side of a truck cab.

It's hitched to a trailer and a cargo container marked with the familiar logo of Trans-World-Global Shipping.

SOLO

Let her go!

DeMair reaches down by his knee and unclips a latch on the truck's underslung fuel tank which FLIPS OPEN to reveal a CONTROL PANEL. With one press of a button--

Hydraulics HISS and WHINE as the cargo container begins to tilt upright, as if on the back of dump truck. Solo and Jackie watch in awe as it rises into an upright position while Illya is regaining his composure across the street.

Once fully up, the cargo container's sheet steel sides fall away like flower petals, revealing the now complete framework assembly (that DeMair was welding together in the hangar).

Inside this structure, fashioned from surplus army munitions, is a SCUD-like missile with THE BOMB built into its upper stage.

Illya can't help but be moved.

ILLYA

Fucking brilliant...

He makes his way toward Solo.

ILLYA (cont'd)

Shoot now! Both of them!

DeMair activates a fifteen second timer. He still hides behind his hostage.

ILLYA (cont'd)

Shoot!

(CONTINUED)

CONTINUED: (4)

SOLO

I can't--

11... 10... The rocket IGNITES with a throaty HOWL.
Smoke billows.

ILLYA

NOW!

Solo strains to find a clean shot. Jackie is horrified
by everything that goes on around her.

ILLYA (CONT'D)

Give me the gun! I'll do it!

Solo pushes Illya away. 9... 8...

With no other option, Solo steels himself and takes a
moment to aim.

BANG! He hits DeMair in the shoulder. He staggers back,
letting go of Jackie.

DeMair quickly regains his composure and Jackie watches
in horror as her own father takes aim to kill her. He
squeezes the trigger.

BANG! BANG! BANG! Solo shoots DeMair before he can fire.
DeMair hits the asphalt facing his daughter.

Solo is dumbstruck as Illya rushes for the control panel.
With speedy skill he is able to yank off the panel and
pull out a circuit board, powering down the rocket.

Fading fast DeMair is able to share a final moment face
to face with his daughter. With a loving smile he
briefly returns to her...

DEMAIR

Everything's gonna be okay.

...and he dies.

And as people crowd around, Jackie rises to her feet.
Wiping tears from her eyes, she gathers herself and walks
over to Solo. Hands shaking, he holsters his weapon. He
looks Jackie in the eyes.

SOLO

I'm sorry. I --

Jackie SLAPS him hard across the face and singes him with
her teary eyes.

(CONTINUED)

CONTINUED: (5)

SOLO (cont'd)
Jackie, wait...I --

JACKIE
(turning to leave)
Mission accomplished.
Congratulations.

She runs away and disappearing into the crowd. Solo watches her go, unable to move.

As sirens WAIL and the crowd thickens ever more...

FADE OUT:

EXT. NEW YORK CITY OFFICE PLAZA - WEEKS LATER - DAY

Napoleon leans against a post-modern statue, watching the throng of New York City rat racers at lunch hour.

It isn't long before he spots Jackie emerging from the building.

He watches her every move from a distance but doesn't have the courage to approach.

After a few moments of contemplation...

ILLYA (O.S.)
It is like Waverly says, "Missions are often not what they seem..."

Illya approaches with hot dogs, surprising Solo.

ILLYA (cont'd)
Hot dog?

SOLO
What are you doing here?

ILLYA
I'm bringing you a hot dog.

SOLO
I don't want a hot dog.

ILLYA
Next time you leave the women to me.

Illya hands Solo an envelope.

(CONTINUED)

CONTINUED:

 ILLYA (cont'd)
Your first paycheck.

As Solo continues to watch Jackie walk away, he opens the envelope and pulls out the CHECK. He is amazed at what he sees.

 SOLO
Two thousand dollars? Is this for
a week?

 ILLYA
No. Month.

 SOLO
What?

 ILLYA
Includes hazard pay.

 SOLO
How am I supposed to live in New
York on two grand a month?

 ILLYA
You get room and board, free
travel. Sometimes you get to save
the world and kill people.

 SOLO
I'll have to give up my co-op.

His eyes drift back to Jackie as she walks away.

 ILLYA
You did the right thing you know.

 SOLO
Yeah, I know. I'm just glad for
her that it's over.

Still watching her...

DISSOLVE TO:

EXT. BORNEO JUNGLE CLEARING - DAY

Back in Borneo, 1974. The Russian helicopters descend.
As Lizzie SCREAMS and the others panic, young Larry
DeMair breaks into a run.

EXT. JUNGLE CAMP - A SHORT TIME LATER

Amidst the chaos, DeMair runs through the camp and into a hut.

INT. HUT - CONTINUOUS

DeMair bursts into the hut and stops.

DEMAIR

Jackie. Come here, we have to go.

A FIVE YEAR OLD JACKIE DEMAIR runs into his arms. He pulls her close and cradles her.

DEMAIR (cont'd)

Everything's going to be okay.

Russian soldiers storm in. And as Jackie cries...

DISSOLVE TO:

EXT. NEW YORK CITY STREET - DAY

Back in the present, in SLOW MOTION, Jackie DeMair disappears into the throng of humanity that crowds the streets of New York City. And as the chorus of Van Morrison's "BROWN EYED GIRL" comes full--

CUT TO BLACK:

THE END