Where did you learn it? Taiwan.

The contract? Paid in full.

Two way? Transmits and receives.

But he won't shoot you right then? No. It would be amateur. A risk. He'll wait for the prime shot, that he knows is coming. Once I'm inside, he'll move to the hotel. He'll go up the back, too much traffic in the front. He draws another square.

Okay. Then what? Then, we wait.

Why won't he wait until the bank closes? He won't be able to. He'll have to go inside. He'll have to see with his own eyes, whether or not I am there. If the bank closes, he won't know for sure. He'll come. I'm sure. And when he does you'll go into the hotel, go upstairs and take the gun.

We split the money? Five million apiece. You get on your plane, I get on mine.

What? Except, if he doesn't come out of the hotel.

For Nicholai? Yes.

What is it? I don't like this at all. What is going on here? I don't know. It just happened. I was here ten years ago, I'm here now. That's it.

What happened? I waited until I was insane and then I walked into the bank. He was sitting there, very calm, waiting for me.

What did he want? He wanted what I want now; to get out of the business. To disappear to some empty Greek island.

What did he say? He said I couldn't win. That no one wins at this game.

Was that it? Then he offered me one million dollars to walk away, to quit the business.

Do you have ulcers? No.

Why did you trade a bishop for a knight? I hate bishops. They're useless. I like knights.

Did you think they were newlyweds? I didn't notice them.

How do you know they're not? I went into their room this afternoon.

What? It was no big deal. I saw them leave, I went in.

Why in the hell would you take that chance? I heard them last night and it made me want to know something about them. I wanted to, so I did. Rath shakes his head. In the b.g., the WOMAN is ALMOST

Isn't it interesting though? I mean, look at us, in this room. Or yesterday, when we were walking in the plaza market. I mean, we look like just another couple. But what are we? Doesn't it seem so crazy? No.

No? It's always been that way. The world has always functioned on two levels.

Why? I don't know. When I was in college, I was forced to go to a psychiatrist because I was caught drilling holes in my dorm room floor.

And you were drilling these holes...? So I could watch the girl that lived under me.

Did he explain how this happened? He believed it all went back to one night, when as a little girl. I watched my parents have this big fight, really big. I thought my mother was going to kill my father. Then they went into their room and made up. And I watched them make love through the keyhole. The WOMAN SCREAMS a final time in CLIMAX. Electra moves her queen, taking his other knight.

What are you doing? What?

What? That's a ridiculous move.

Why? Because, I'll take it.

Can I ask you something? I'm sure you will.

Are you attracted to me? Yes.

Why? Why? I don't know.

Is it a physical thing, or a mental thing? Both. A good answer. Electra smiles.

Is that why you didn't want to talk about women before? I didn't want to complicate the situation.

Attraction is a complication? It can be.

It happened to you before? Yes.

Who was she? Someone like me, like you. A pro.

What happened to her? She was taken.

Was she the only one? After her, I realized that to survive I had to live without... It's dangerous to let things become complicated.

Is this becoming complicated? I'm not sure that I care anymore. He looks up from the game.

Were you attracted to me right away? No.

When did it start? Honestly?

Honestly? Uh-huh.

Why? That doesn't sound normal.

May I help you? Yes. Could you check on a transfer for me?

Yes. Could you check on a transfer for me? Your name, or account?

Your name, or account? Rath. Robert Rath.

You wish to close this account today? That's correct.

How would you like the funds? American currency.

Excellent, senor. If you could follow me? I'm sorry, but I am waiting for an associate. Can you hold everything for me until he arrives?

I'm sorry, but I am waiting for an associate. Can you hold everything for me until he arrives? Of course, senor.

What? I waited another four minutes.

What? Last night --

How'd you know? Just tell me that. How'd you fucking know? I knew the same way in ten years you're going to know.

What does that fucking mean? It means that I'm going to tell you things, even though I already know that you're not going to listen to a God damned thing I say.

Five million dollars? That's right.

Did you see how I did that? Magic wasn't it? What?

What? You understand what's going on? It makes sense, right?

You understand what's going on? It makes sense, right? Oh, yeah.

Electra? Electra is frantic.

What do you mean? I mean get out.

Yes of course... But then how are you sure it was him? How often do you see someone holding a live grenade listening to the fuse? Besides, the arrogant son of a bitch bastard smiled at me.

Who's asking for it? "The Arm of the Arab Revolution." Alias of the month time. (shrugs) Could be anybody. The point is... their leader claims to be Carlos...

He does, does he? He wants to make sure everyone knows it's him. He wants the credit and the Austrians want a positive ID. That's when your name came up.

Who brought my name up? The guy who says he's Carlos. The Austrians want you there to identify him.

Where? At the airport. Tomorrow. When they provide the plane to fly him and the hostages to Libya. Carlos evidently feels very comfortable in Libya.

(broken English) I do not speak English. (in Spanish) Yo soy Cubano... de Cuba... Castro... Su amigos... Amigos... Entiende? You spoke English well enough to your contact... the street vendor... so please let's not play games. We're both professionals, Carlos.

You... You're telling me you're Israelis... not Arabs? (relieved) I'm in some kind of an Israeli prison... is that what you're telling me? Amazing how much your English has improved in just a few seconds...

Sir? Yoni... I want you to go back to the old city... where we caught... Carlos... I want you to be very inconspicuous. Take a half dozen men... you comb every alleyway there... every garbage can... everything you can find... for what looks like a U.S. military ID if there is such a thing there.

What's the problem? Who said there was a problem? There's no problem. I just asked you to do something and you're going to do it. So there's no problem.

You're not gettin' it are ya? What?

What? These weren't some yokels... This was the Israeli General Security Service... The Mossad. The best in the business. They have the most complete dossier there is on Carlos, the latest pictures of him... everything. I mean what's that tell you?

These weren't some yokels... This was the Israeli General Security Service... The Mossad. The best in the business. They have the most complete dossier there is on Carlos, the latest pictures of him... everything. I mean what's that tell you? That they really ate it this time.

What happened to your eye? Nothing. Just fell. It doesn't matter. I'm home.

Joey watch Yolanda... okay? Jesus...

I beg your pardon? Lieutenant Commander Ramirez my name is Jack Shaw... I'm with the government... I'd like to talk to you about what happened in Israel.

Lieutenant Commander, I am not here about your lawsuit. Carlos is the single most vicious terrorist in the world. He's personally carried out or masterminded the worst terrorist attacks in modern history. Men, women, children. Children like yours... blown to bits or slaughtered in cold blood. Annibal... why did you join the Navy? (as if by rote) To serve my country.

Why are you telling me all this? Lieutenant Commander, the governments of most countries in the free world have been after Carlos for ten years and we have nothing to show for it. There is exactly one person in the world who can help us get Carlos. And that person is you.

What do you mean... to get him? All I can tell you is it may take as much as six months to a year of preparation. It will involve a high degree of risk. That much said, you may never as much as lay eyes on him yourself. But if we succeed Carlos won't be a threat to anyone anymore. Now I know you're going to need some time to think about it so...

Oh Jesus... what do you want? Revealing it is Jack who is at the door.

What's this? Put it on.

Why? Because I just told you to. You need a phone call for that, too? Ramirez resignedly puts the coat on.

Hello Doctor Shaw. Is this... Is this the Specialist you told us about? Doctor Ramirez, Lieutenant and Mrs. Newcomb... the parents of the child who was wounded in the terrorist attack. Ramirez's eyes dart in panic from Jack to the Newcombs. They stick out their hands. Finally, he offers his.

Who are you angry at? Me for bringing you down here or Carlos for blowing up that kid? Which of us deserves your anger? Ramirez sits at his desk looking at the presentation book Jack gave him. The study is a reflection of the man, Navy pennants, photos, ships in bottles, family photographs. He is very much at home in this sanctuary.

What are you doing? I was just reading some... manuals... She bends down and kisses his neck.

You take care of Mommy, okay? But why do you have to go?

But why do you have to go? Well they're finally giving me my chance to go into subs... that's what I've always wanted you know...

Is there going to be a war, Poppi? Not if I can help it.

Then why do you need to go away? Because sometimes countries need soldiers and sailors to be on guard so there won't be a war... So all the little children like you and baby Yolanda will be safe.

Why can't somebody else's Daddy go on the sub and you could stay here and go to my games? Because I'm the one they asked and I'm the one who knows how to do the job. He kisses Joey, stands up and kisses Maura and the baby she holds and walks past the guard gate, showing his ID as his wife and children wave.

So your name really isn't Jack Shaw? (smiling) Of course it is.

Something wrong, Miguel? ...No... not really.

Your mother used to take you to visit him there, didn't she? (quietly) Yes.

You didn't set this up in a prison because it was the first piece of real estate you were shown, did you, sir? Let's just say everything has its purpose. And Miguel... no one is to know anything about you other than that you're our student. So don't call me sir, because it's like wearing a sign on your forehead that you're military. From here on out forget the Navy.

If you could get a picture of him why didn't you just kill him? Don't let all this equipment fool you. Carlos still has the home court advantage. He has the best protection in the world... three layers at least at all times. Next and maybe most important... Carlos himself. The French DST came to arrest him once. He was at his apartment, drunk, playing his guitar. He actually had them convinced it was all a mistake. Then he went into his bathroom, took a shave mind you so he would look his best for the interrogation and when he came out managed to shoot each of them through the forehead. Then he got the informer who had betrayed him, put him down on his knees and killed him... Think of it. He took a shave and didn't even nick himself once. Amos is quiet, lets that sink in.

But nothing personal, right? I'm not as cold-blooded as my American friend... it would bother me very much if you were dead... so we will teach you to stay alive... but no questions... just do. Otherwise... He puts the imaginary gun to Ramirez's temple.

When do we start? You already have. What were the names on the last three tombstones you passed on your right?

You already have. What were the names on the last three tombstones you passed on your right? I... I don't know, I wasn't looking. I wasn't paying attention.

Good morning. How's the porridge, you like it? 'Morning. It's not bad. He finishes what's left in the bowl. Amos reaches over to a side warming table. There is a huge pot of porridge there.

Your father? Doctor Jose Altagracia Ramirez... Do you have to smoke that cigar?

Doctor Jose Altagracia Ramirez... Do you have to smoke that cigar? Yes. There is a silence between them. This is obviously the end of that subject. Then Amos goes on.

It's kind of cold. You think I might be able to borrow a warmer jacket from someone? Brisson! We don't want you to be comfortable. That's just what will get you killed. Ramirez hesitates a moment, trying to remember where the tombstone with the name "Brisson" is. The trainer who stands behind the "Brisson" tombstone has no such hesitation. He fires at Ramirez and an ugly black splotch of paint explodes on Ramirez's white suit. Ramirez shakes his head in frustration.

What's that? It's a transmitter.

For what? Target practice. You're the target. Jack quickly moves away from Ramirez. As Ramirez moves, he notices that the snow mobile changes direction as well, and continues to home in on him. And then there is a second snow mobile. And then a third, all of them coming straight for him. He starts to run. The snow mobiles turn and continue bearing down on him, driving him closer toward the railing. We SEE the snow mobiles are controlled by radio antennas, evidently homing in on his transmitter. Jack, who has moved quite a ways off, pulls out a Beretta and sets it on the rail. We SEE on the snow mobiles, a lit- up remote device.

You finish all your porridge? (deadly) Yeah... yeah... I finished all my porridge.

Why Miguel amigo, whatever is the matter? I'll tell you what the matter is man... I been here twelve mother fuckin' weeks an' all I've had to eat the whole time is this shit! And those dumb ass basketball games... what's that?! You damn near kill me with those fucking snowmobiles... I haven't seen my family in three months and I still don't know what any plan is or what I'm supposed to be doing!

Nu? Is she telling the truth or lying? She's got to be lying, otherwise this would be a very short test and I don't think that's what you had in mind. She had a man over.

How do you know? She hasn't been here in a week? Then why was the sponge still damp. It means she washed dishes. Take a look at the dish rack. There's water in the tray underneath it. Probably from a couple of plates. There's a bit of water in the silverware tray. The milk is still fresh... not even a hint of being sour and the date on it is a week from today... means she just bought it yesterday or the day before. The margarine's fresh-bought but it's already been opened. Same with the bread.

How do you know it was a man? (ignoring him a beat) She might have met him at a bar because there's a book of matches in the garbage. She was probably careful to throw the cigarette away but there's still a bit of ash and that cigarette smell at the bottom of the liner.

What else? I think they made love on the sofa because one of the cushions has been turned over and there's the indentation of a tennis shoe print in the rug over there. He looks down at Jack's shoes.

Now who's dead?

Why would they think Carlos would go over to the CIA? Money... fifty million... not for the forces of world revolution this time, but for him, in his pocket with a new identity and CIA protection. They'll believe it... if we lay it out right... they'll believe it.

When do we move? Not so fast. You're far from ready. I would think another three months of training and then...

Bullshit! I'm ready now. Give me any test you want. Christ, I already passed your tests... what more do you want? The sun is just setting. There is the silhouette of the prison in the snow. A kind of dark serenity permeates the scene.

Okay... what's next? We begin on a shot of a huge statue of Lenin which dominates this corridor. As camera swings around we SEE a HEAD KGB OFFICER with his KGB AIDE. OVER this shot we SUPER:

What's this? What you'll wear from now on. Black T-shirt and jeans... it's the only thing Carlos ever wears whenever he's not out being a terrorist. It's the opposite of what he was forced to wear as a child... you know... the school uniforms, the white tight collared shirts... It's become like a fetish for him.

Who's Carla? She's a Venezuelan. She was Carlos' main squeeze about fifteen years ago. She'll put the finishing touches on the act.

Why's one of Carlos' girlfriends helping us? Carlos used her... like he uses a lot of women. She emigrated to Israel. Now she wants to get even.

What do you mean used her. How? He put her on an airplane with a bomb in her suitcase. She would have gone up with everything else. What's that song say? There are fifty ways to leave your lover? Make that fifty- one.

What's not gonna be a hardship? Making love to her. Ramirez looks at Jack in shock.

Just like that? Look Mister...

Why? On your back! Ramirez rolls onto his back and she gets on top of him. CAMERA

You like it? Oh baby...

(scared) What the fuck are you doin'? Let me... let me do it... Put your hands down. She humps him harder and chokes him and he climaxes and then she releases her grasp on his throat...

Well... not the most painful way to burn your bridges behind you, huh Miguel? What do you mean?

What do you mean? Saint Miguel the faithful husband is dead. Long live Carlos. You've cheated on your wife... now you can do anything.

Got what confirmed? He crosses towards them, holding a decoded message.

Where do I meet with this Agnieska? Libya. That's where Carlos is.

Jack doesn't know that we're having this talk and I don't want him to know... understand? Okay...

Ricardo Moran Vargas? Yes.

Your business? Pipes. I sell pipes.

Oil? Pipes for oil... Petroleum...

(in accented English) What do you want? Room service.

Iced water? Yes, sir. The voice is young, and not too assertive. Ramirez consults his watch and looks out the window again. Everything still seems to be normal.

So why did you leave. . .? Whoever stocked this place with food didn't leave much of a selection... I wanted to go out and get some nice things for you. You weren't supposed to be here for another three hours. I could have made a nice dinner.

What are you doing? Just getting some air in here... Don't be so jumpy. He turns back to the refrigerator and opens it. Agnieska crosses to the fallen sacks of groceries.

Who was here smoking a filter-tip cigarette my darling? What?

What? You don't smoke filters.

What shooting... who?

What the fuck are you talking about, you didn't know she was working with the DST? We didn't. How the fuck should we know?

We didn't. How the fuck should we know? They're our allies, for Christ's sake!

Too dangerous... what the fuck do you think that was back there? Safe? How the fuck more dangerous does it have to get? Annibal, the important thing was it worked! The Russians have to think it was Carlos now... . What did they see? They trail the girl... and then there's a shoot out. Let's make sure they know it was DST... we can make sure they get that information. If they know the DST was there then what were they doing there if it wasn't to get Carlos. She betrayed you, so tomorrow we take her name off the bank account and we set up another place for them to get their pictures. We burned Libya but okay so we'll find another place. The only thing that matters is they've got to believe it now. It's perfect!

So the moronic DST find an old girlfriend and send her here to bait a honey trap for me... and then they trip over their own dicks and start shooting each other... why? There was a man with her... who we don't know... They must have spotted him come in... thought it was you and moved too soon... before she even made contact with you. Whoever he was... he was awfully good.

Where is the girl now? They've taken her to Paris.

When? Now! Leave now. Not this afternoon... not five minutes from now... Now! Koj gets up and leaves. Carlos turns to the others.

(loudly) Is this seat taken? No, go right ahead. Ramirez sits down and now the conversation is in hushed tones.

Cousins Industrial Maintenance, may I help you? Mister Simon Wicks, please.

Amos? He's dead.

What? You're going home... it's off... for the time being at least.

What do you mean it was your fault? When he asked me about the paper... if I coulda just bullshitted my way...

Just like that? Just like that. I ain't the Madam kid... I'm just one of the whores. And so are you.

What's wrong? You've been with another woman... haven't you.

What are you talking about? Haven't you?

Haven't you? No. What... what would make you say a thing like that?

No. What... what would make you say a thing like that? You're different...

Maura... I was on a submarine... there aren't any women on submarines... There was nothin' to do but read. They had one of those... how to improve your sex life books... I must have read it about ten times. I tried out a couple of things from chapter three okay? I mean if it didn't turn you on blame Doctor Ruth okay? (unconvinced) Okay.

Great. You want to check with the Navy to see if we had shore leave... I'll get you a fuckin' letter okay? I don't need any letters. And I don't need you to talk to me like that either. Ramirez gets up and zips up his fly.

Where are you going? Get somethin' to eat... I'm starving. He exits.

What? Where's the car? The car's not in the garage. Where's the car?

Where's the car? The car's not in the garage. Where's the car? The fellow at the service station said it needed a tune up. I took it in this morning... You didn't say you were going to need it.

What? I don't want anybody workin' on the car. Car needs something I'll do it. But I don't want anybody touchin' that car.

Did you check the mail? Yeah I checked the mail. Still nothin' from the Navy. Why, you so anxious to get rid of me?

Yeah I checked the mail. Still nothin' from the Navy. Why, you so anxious to get rid of me? I don't want you goin' back to those subs. I'll tell you that.

What's hurting us? Your attitude... that's what hurting us.

Okay... remember, what do we do? Keep my eye on the ball.

And who's the guy who wins? Whoever has fun, wins.

What did you say? I said lighten up. It's just a game and he's just a kid.

I don't need you to buy me a fuckin' beer, you piece of shit. And you stick your face in my business again and I'll beat the living fuck out of you. What do you say to that? There isn't a trace of Ramirez here at all. It is pure Carlos.

What are you smilin' at, asshole? (very quiet) A dead man... But before Ramirez can move, we HEAR:

What are you doing here? It's show time.

Hey, he was a baseball dad. He deserved it. Besides, from what I heard his kid was out, so what's the beef? I don't know if I could come back from it again.

What happened to I want the son of a bitch dead? You think Carlos has had a change of heart and turned nice all of a sudden? Don't tell me about Carlos, Jack. I know exactly who Carlos is. I know a hell of a lot better than you do. But, maybe there's more important things to me, like keepin' from goin' crazy... like gettin' back to bein' me instead of me bein' some kind of fuckin' maniac.

Who do I meet? Who's my contact? Me... My ass is on the line too.

Jack Shaw...? Stop playing games. And it's no use looking behind me... Your associates can no longer be of assistance. Not to you, not to anyone...

What the fuck? It's a dark night, and only a few dim lights illuminate the rather large back yard.

He can't believe it. Carlos is getting away? He suddenly gets a look as if he feels someone's presence. His eyes open wide and he starts to turn when Ramirez comes flying out of the darkness and leaps on Carlos. The two are dressed exactly alike. Carlos is hit from behind and is stunned and drops the assault rifle. Ramirez has Carlos down and is choking him. Carlos looks up at him more shocked than anything else. Finally Carlos manages to break the grasp and kicks Ramirez off. Now it is a dazzling display of martial arts. Then Ramirez charges Carlos and tackles him and the two go rolling off into the bushes and darkness. When they roll out of the bushes we have no idea which one is which or who we should be rooting for. Just then Jack's Volga drives up at the side.

Have you come looking for me now, Annibal? What the fuck are you talking about...

Any word? How you feeling?

How you feeling? Did he get away? Jack nods his head. Ramirez almost breaks down in tears. Jack crosses to him to comfort him.

Is it over? No. She crosses to him and gently takes his hand in hers.

Hi... listen, do you and Annibal want to come over with the kids for a barbeque this afternoon? Uh sure, I think... but could I call you back later? We're just about to go to church. Annibal and the kids are already in the car.

Mister Mendoza? Yes.

Feeling drowsy now? Yes...

Would you like to see what your new face is going to look like when we're done? Yes... of course.

Yes? (pause) Be careful.

Are you more satisfied now sexually, Austin? Well, you can't always get what you want.

Hey, how are you? Hungry.

I understand you were wounded. Where were you hit? In the but-tocks.

Austin, why in God's name did you strike that woman? That ain't no woman! It's a man, man. It's one of Dr. Evil's assassins. Austin pulls off the mod girl's wig. She is a MALE ASSASSIN. The assassin comes to and leaps to his feet. Mrs. Kensington knocks his feet from under him. The assassin hits the ground and pulls out a dagger. Mrs. Kensington kicks the knife out of his hand and Austin gets him in a head-lock from behind.

Where's Doctor Evil?<b> INT. CLUB - BACK ROOM

</b>

(on phone) Commander Gilmour? COMMANDER GILMOUR, a distinguished man in his fifties.

(on phone) Is it one of ours? No. Log Com Bird Twelve says its metalurg recon analysis is a standard alloy, not stealthy, not carbon- composite. (pause) It does have an odd shape, sir.

What are you saying, son? It appears to be in the shape of Bob's Big Boy, sir.

Should we scramble TacHQ for an intercept? What's its current position?

What's its current position? On the radar screen it says "NEVADA."

Who is this Austin Powers? Is he a British operative? No, he worked freelance, an internationally renowned swinging photographer by day and the ultimate gentlemen spy by night. Finally, they come across Austin Powers: He is naked. His hands cover up his private parts. The look on his face suggests 'Oh my God, my bits and pieces are cold'. His glasses are frosted over. He is very hairy.

(weakly) Where am I? You're in the Ministry of Defense. It's 1997. You've been cryogenically frozen for thirty years.

Russian Intelligence? Are you mad? A lot's happened since you were frozen, Austin. The cold war's over.

Thank God. Those capitalist dogs will finally pay for their crimes against the people, hey Comrades? We won, Austin.

When do I begin? Immediately. You'll be working with Ms. Kensington.

You mean Mrs. Kensington? No, Austin, Mrs. Kensington has long- since retired. Ms. Kensington is her daughter. VANESSA KENSINGTON, Mrs. Kensington's daughter, beautiful, mid-Twenties, English, enters. She is wearing a very conservative, business pantsuit. Her hair is up and she wears glasses. Austin's breath is taken away. She sets down a huge stack of files.

If it's a lie, goddamn her. It it's the truth, goddamn me. (pause) God, I hope that's witty. How's your mum? My mother's doing quite well, thank you very much.

Yes? Be careful.

Pretty groovy Jumbo Jet, eh? How does a hot chick like you end up working at the Ministry of Defense? I went to Oxford and excelled in several subjects, but I ended up specializing in foreign languages. I wanted to travel -- see the world. In my last year I was accepted into the M.O.D. in the Cultural Studies sector. I thought I was off on an exciting career, but my job was to read everything printed in every country. It's very boring. My whole day is spent reading wedding announcements in Farsi. If I do well with this case, I finally get promoted to field operative...

That's fascinating, Vanessa. Listen, why don't we go into the back and shag? I beg your pardon?

I beg your pardon? I've been frozen for thirty years, man, I want to see if my bits and pieces are still working.

Excuse me? My wedding tackle.

I'm sorry? My meat and two veg.

Have you ever made love to a Chigro? A Chigro?

A Chigro? You know, a Chigro&emdash; part Chinese, part Negro&emdash; Chigro.

Everyone Gets Naked and Covered with Baby Oil, 6:00 - Orgy'? Seems pretty straightforward, don't you think...listen darling, I think you're a fabulous bird. Can I get your telephone number?

Seems pretty straightforward, don't you think...listen darling, I think you're a fabulous bird. Can I get your telephone number? (mock sexy) Sure, it's easy to remember. (writing on his hand) It's 777-FILM. We have to prepare the craft for take-off now.

Do I make you horny? What?

What? Do I make you horny? Randy, you know. To you, am I eros manifest?

Do I make you horny? Randy, you know. To you, am I eros manifest? I hope this is part of the unfreezing process.

What's you point, Vanessa? Austin's plane. Time has passed.

Yes? Be careful. Vanessa closes her lap-top.

(angry) What? (through suppressed laughter) It's a television commercial with this little cartoon Leprechaun who is a benevolent imp who is very concerned that these children will steal his lucky charms which are foodstuffs fashioned into various shapes&emdash; hearts, moons, clovers, what have you... (pause) It's a long story.

(pleasantly surprised) Oh, really? (slightly irritated) One-hundred billion dollars. (pause) OK, make it happen. Anything else? Remember when we froze your semen, you said that if it looked like you weren't coming back to try and make you a son so that a part of you would live forever?

Remember when we froze your semen, you said that if it looked like you weren't coming back to try and make you a son so that a part of you would live forever? Yes.

My son? Yes. (calling out) Scott! SCOTT EVIL walks out. He is fifteen, grungy, and wears a Kurt Cobain T-shirt.

Why? What's wrong with my teeth? The Union Jack-emblazoned Jaguar pulls up to the front door.

Which side of the bed do you want? You're going to sleep on the sofa. I'd like to remind you, Mr. Powers, that the only reason we're sharing a room is to support our cover story that we're a married couple on vacation.

Do you mind if I join you? Not at all. The DEALER deals.

(to Austin) Sir? (quietly) What's wrong?

(quietly) What's wrong? (quietly, to Vanessa) I can't see a bloody thing.

On an eighteen, sir? Yes, I also like to live dangerously. The dealer deals him the ten.

Bye-bye, Mr...Cunningham? Peace, baby. Austin and Vanessa leave.

Why did you leave so soon? That cat Number Two has an X-ray eyepatch. I get bad vibes from him, man. Listen, we should go back to the room, but first I have to go to the naughty chair and see a man about a dog. He heads to the rest room.

Who does Number Two work for?

Who does Number Two work for? (quietly, straining) Go to hell. Austin drops Patty's head into the toilet and FLUSHES. We hear MUFFLED GURGLING SOUNDS from Patty O'Brien.

Jesus Christ, what did you eat? Patty O'Brien's lifeless hand hits the floor. The charms come tumbling out: a heart, a moon, a star, and a clover. A second later, a blue diamond falls out.

(into phone) Hello Mum? An older Mrs. Kensington sits in her suburban English front room.

(on phone) Oh, hello Vanessa. How was the flight? Great.

How's Austin? He's asleep.

Why? Because you managed to resist Austin Power's charms. Austin moves towards the bathroom away from the flowers. Right in the nick of time, Vanessa holds up a photo of Number Two and looks at it, blocking his naughty parts.

What about his teeth?

Did you ever want to? Austin is very charming, very debonair. He's handsome, witty, has a knowledge of fine wines, sophisticated, a world-renowned photographer. Women want hin, men want to be him. He's a lover of love&emdash; every bit an International Man of Mystery. We hear the TOILET FLUSH. Mrs. Kensington WIPES off the screen. Austin re-enters from left to right, still NAKED. Vanessa holds up Austin's Fab Magazine shoot from the Sixties, and in perfect timing blocks his crotch from the camera.

Good morning, luv, who are you on the phone with? (to her mother) Do you want to talk to him?

(to her mother) Do you want to talk to him? No, it's been too long. Best to leave things alone.

Why? We've got a doctor's appointment&emdash; an evil doctor's appointment.

How do you know? I never forget a pussy...cat.

I'm spent. What say you we go out on the town? Austin and Vanessa are on the top deck of an open air double- decker English bus having a full-course formal dinner. They're drinking champagne. Austin is cutting sausages into ever-smaller pieces, holding his cutlery very English. He has cut one piece to the point to which it's a speck. H puts it on the fork and offers it to her.

Fancy a nibble? I couldn't have another bite. They laugh. They drink. It's TOM JONES, serenading them. They begin to dance. Austin gives her roses. Austin is wooing her.

Why? I'm sorry that bug up your ass had to die. She laughs too much, making a SNORTING sound.

(knowing) Yes? Let me remind you that because of the unfreezing process you might experience flatulence at moments of extreme relaxation.

Yes? Be careful.

What, and watch all my earnings go... (smug) Down the toilet? What do you want, Mr...Cunningham, was it?

What do you want, Mr...Cunningham, was it? Call me Ritchie, Miss Fagina. May I call you Alotta... (pause) Please?

Call me Ritchie, Miss Fagina. May I call you Alotta... (pause) Please? You may.

Virtucon's main interest is in cable television, but they do have a subterranean construction division, yes. How did you know? (smug) I didn't, baby, you just told me.

May I wash you? Groovy. She washes his back. Behind his back, she pulls out his wallet and looks through it. ANGLE ON HIS IDENTIFICATION. It reads "AUSTIN POWERS, INTERNATIONAL MAN OF MYSTERY."

Care for some saki? Sak-i it to me! Alotta pours them saki. Alotta unscrews the diamond in her ring. A sign on the inside of her ring reads "Relaxation Pills." She drops two PILLS into his drink. Austin takes a sip. His eyes glaze over. He's instantly woozy.

How do you feel, Mr. Cunningham? Mmmm...I feel extreme relaxation. A big BUBBLE comes to the surface, right in front of Austin.

That's very clever. Do you know any other poems? (reciting in a lofty tone) 'Milk, milk, lemonade. Round the corner fudge is made. Stick your finger in the hole, And out comes a tootsie roll!'

Do you mind if I ask you a personal question? Is it about my teeth?

Is it about my teeth? Yes.

Damn. What exactly do you do at Virtucon? I'll tell you all in due time, after we make love. But first, tell me another poem.

Austin Powers is getting too close. He must be neutralized. Any suggestions? Ya wohl&emdash; I mean, yes wohl, Herr Doctor. I have created the ultimate weapon to defeat Austin Powers. Bring on the Fembots! MUSIC: Sexy Matt Helm-type theme THREE FEMBOTS enter. They are beautiful buxom multiracial girl/robots in Sixties clothes and white go-go boots.

What's the other? Excuse me?

Excuse me? What's the other thing you're scared of?

What's the other thing you're scared of? Carnies.

What? Circus folk. (shudders) Nomads, you know. They smell like cabbage.

When did you find that out, Austin? Austin did some reconnaissance work at Alotta Fagina's penthouse last night.

Our next move is to infiltrate Virtucon. Any ideas? Yes, Virtucon runs a tour of their facilities every hour. I suggest we pose as tourists and do site-level reconnaissance.

My God, Austin, what have you done? That's not your mother, that's a man! Austin begins tugging on her hair.

(through pain) Who is that man? Why did he hit me? Don't worry, mother. Lie down. Austin, you have a lot of explaining to do.

I'm leaving! (pause) Oh, and Austin? Yes, Basil?

Yes, Basil? Be careful.

Austin, may I have a word with you? Of course, luv.

(stunned) I can't believe you made love to her just like that. Did you use protection? Of course, I had my nine-millimeter automatic.

No, did you use a condom? Only sailors use condoms, man.

That was great, Mr. Keon, Dave. Thank you. OK, group, we have two new member. Say hello to Scott and his father, Mr....Ehville? Evil, actually, Doctor Evil.

So, Scott, why don't we start with you. Why are you here? Well, it's kind of weird.

And how do you feel about that? I don't wanna take over the family business.

But Scott, who's going to take over the world when I die? Not me.

What do you want to do, Scott? I don't know. I was thinking, maybe I'd be a vet or something, cause I like animals and stuff.

An evil vet? No. Maybe, like, work in a petting zoo or something.

An evil petting zoo? (shouting) You always do that! (calm) Anyways, this is really hard, because, you know, my Dad is really evil.

Since I've been unfrozen, I've had a rancid taste in my mouth. Do you have a piece of gum? (in her own world) Do you think she's prettier than I?

(in her own world) Do you think she's prettier than I? Who?

Who? You know who.

Hi, folks. You're entering a restricted zone. Can I see your security badges? Sure. They flash their security badges to the guard.

Where did you learn to shoot? Where did you learn to drive?

Where did you learn to drive?<b> GUARD

</b>

(looking around) Where? Where?<b> GUARD

</b>

Was? What is it, Mom? Your brother was run over by a steamroller.

What's wrong with your hand? Don't try to suck up to me! It's a little late for that. I'm a freak! Look at it, it's been rendered useless. He moves his arm around to show them, but it's virtually normal, just slightly aged.

(under his breath to Vanessa) Does that make you horny? (under her breath) Not now, Austin.

Any word from Powers? (back to normal) I'm afraid we've lost contact with him.

Come join us for dinner, won't you Mr. Powers? Austin and Vanessa are seated at a table with Frau. WAITERS serve food. MUSIC: Sexy Matt Helm-type theme

Scott my boy, come here. How was your day? Well, me and a buddy went to the video arcade in town and, like, they don't speak English right, and so my buddy gets into a fight, and he goes 'hey, quit hassling me cause I don't speak French or whatever', and the other guy goes something in Paris talk, and I go 'um, just back off' and he goes 'get out' and I go 'make me'.

(trying to hide contempt) Fascinating. What are your plans for this evening? Thought I'd stay in. There's a good tittie movie on Skinemax.

And that's how you want to live your life, is it? Yeah. What?

Yeah. What?<b> DR. EVIL

</b>

Why are you feeding him? Why don't you just kill him? In due time.

But what if he escapes? Why don't you just shoot him? What are you waiting for? I have a better idea. I'm going to put him in an easily-escapable situation involving an overly- elaborate and exotic death.

Dr. Evil, do you really expect them to pay? No, Mr. Powers, I expect them to die. Even after they pay me the money, I'm still going to melt all the cities of the world with hot magma. (to guard) All right, guard, begin the unnecessarily Slow-Moving Dipping Mechanism. The guard do so. Austin and Vanessa begin to descend slowly towards the surface of the water.

(clearing her throat nervously) Dr. Evil? Yes, what is it? You're interrupting my moment of triumph.

What is it now? Well, we experimented with lasers, but you would be surprised at how heavy they are. They actually outweighed the piranha themselves, and the fish, well, they sank to the bottom and died.

I have one simple request&emdash; sharks with friggin' laser beams attached to their heads, and it can't be done? Remind me again why I pay you people? What do we have? Sea bass.

Really? Are they ill-tempered? Please allow me to demonstrate. Frau Farbissina throws a leg of lamb attached to a rope towards the tank, where the WATER BUBBLES and sea bass arch through the air. The sea bass devour the lamb. She pulls the rope back. The lamb has been eaten to the bare bone.

First, I plan to soil myself. Then, I plan to regroup and think about the next move. Any thoughts? Sadly, no. Hold on! I always keep this on me just in case. She pulls out a container of dental floss.

(to Guy 1) Hey Bill, what's wrong? Was that John? Is he coming late? Guys, John's not coming.

Why? He was decapitated by mutated flying sea bass.

What do we do now? We've got a freaked out square and world annihilation is his bag. You go get help. I'm gonna stay here and keep an eye on the bad Doctor.

(cutting him off) Austin, what's your point? Anyways, what I'm trying to say is that if you want me to be a one-woman man, well, that's just groovy, because...I love you.

Come, everyone, let us repair to the main chamber. Project Vulcan is about to begin. Scott, are you coming? I don't want to.

Don't you want to see what Daddy does for a living? (under his breath) Blow me.

What did you say? Show me. They all go towards a giant door with the radiation symbol painted on it.

Hello, Mr. Powers, care to have a little fun? (looking at his watch) No, actually, I have to save the world. He runs towards to door to exit. Suddenly, A PAIR OF FEMALE LEGS drop and wrap around Austin's neck and lift him up. His feet leave the floor. Another FEMBOT cartwheels up to Austin. Nozzles pop out of the tips of the Fembot's bra.

Are you crazy? Don't worry!

Really? Let me ask you this. What is love? That does not compute.

(calling out) Yes Basil? (rising) Be careful! Austin and Vanessa kiss again. The helicopter blows them around. The CAMERA TILTS UP to the sky and continues to rise, until we are in&emdash;

So, Dr. Evil, do you expect the world to pay the ransom? No, Mr. Powers, I expect them to die.

(Indian accent) Well, my good fellow, are you expecting me to pay the ransom to you, you despot? (Indian accent) No kind sir, I expect you to go up in the evolutionary chain. But first, I expect you to sing.

Isn't that the big dipper? Yeah, and that looks just like Uranus.

Hello? Vanessa? What are you doing, luv? (back turned) Just putting on my-- As Vanessa turns around she puts her hands up and PULLS OFF HER FACE revealing wires, transistors, and a speaker where her mouth should be.

Machine gun jubblies, how did I miss those? (robot voice)

And where is your father right now? He's in outer space, like frozen in a giant egg and stuffed inside a Big Boy rocket with his cat, Mr. Bigglesworth.

Dr. Evil, we've seen a lot of the fathers here today open up to their sons, sons to the fathers. Is there anything you'd like to share? Share?

Share? Yes, don't you have any secrets?

Yes, don't you have any secrets? OK. I have a vestigial tail. Everyone is a little grossed out.

What are you, some kind of freak? Shut up, jagoff! Studio audience whoops at this.

How are things? I have come to embrace the love that dare not speak it's name. To my right is my lover. We see a severe-looking German woman with one continuous eyebrow.

Welcome to my private army, Oedipus. Excited? I could give a shit.

Kiss your mother with that mouth? Yes.

This is ri-goddamn-diculous. Oh well, how about a frickin' time machine? Does the president have a time machine? Have I been scooped on that? No, not that I'm aware of.

Alright, time machine it is. As you know, every diabolical scheme I've hatched has been thwarted by Austin Powers. And why is that, ladies and gentlemen? Because you never kill him when you get the chance and you're a dope? Mini-Me hops upon the table and tries to push the "Scott Evil" button on Dr. Evil's control panel. Frau SQUIRTS him with a water bottle. Mini-Me glares at Scott and GIVES HIM THE FINGER.

Mojo? Yes, mojo. The mojo is the life force, the essence, the libido, the "right stuff".

If you've got a time machine, why don't you just go back and kill Austin Powers when he's a baby or something? No, no, no.

(smug laugh to himself) Why make trillions when we could make... (pause) Billions? Excuse me?

Excuse me? Why think small is all I'm saying.

Can I come? No, Scott, Daddy has a score to settle. Austin Powers is the snake to my mongoose, or the mongoose to my snake. Either way it's bad, I don't know animals. But I do know this: This time it's personal. Frau, Number 2, I'll see you both in 1969. Come, Mini-Me. Dr. Evil walks to the portal. Mini-Me follows, imitating him perfectly. They enter the portal. There is a FREEZE FRAME effect and they FADE AWAY, like in Star Trek.

We'll send a man around immediately. How was your honeymoon? Vanessa tried to kill me, Basil. She was a Fembot!

Ta, Reg. Bless your cotton socks. Hey, Reg, do you have any hobbies? What?

What? Hobbies, man! I for one enjoy making models! The models make their entrance. They are REAL SUPERMODELS, say CINDY CRAWFORD, REBECCA ROMAJIN and also one MODEL we don't know.

And what's your name, baby? (thick Russian accent) Ivana Humpalot.

Excuse me? Ivana. Ivana Humpalot.

A lemur? A small mammal native to the African savannah. C'mon baby, you know. Like this! (imitating lemur) OK, predator coming! Now, burrow, burrow! You're a lemur. It's all you've got. (beat) I take it back. Be a tiger again. Smashing! FULL FRAME, Rebecca on the cover of National--Geographic.

When did you get "The Clapper"? November, 1964, Dutch East Indies, shore leave.

Are you cold, Mr. Powers? I once had a bad experience with frostbite. I had to dip my tadger into a brandy snifter. Ivana moves over to a chessboard set up nearby.

Do you know how we keep warm in Russia? I can guess, baby.

It takes a keen intelligence to play chess. Of course, you know what they say about men with big brains, don't you? They wear large hats?

They wear large hats? No, they make better lovers.

Let's stop playing games with each other... especially difficult ones. May I ask you a question, Miss Humpalot? Of course.

What's the matter?

Where is he? In here? Basil enters. Cross between a hospital room and a lab. Austin lies in bed hooked up to lots of monitoring equipment.

What's wrong with your neck, Austin? (turning stiffly to face Basil) I took a Viagra and it got caught in my throat. I've had a stiff neck for hours. Basil, is it true? Have I lost my mojo?

(turning stiffly to face Basil) I took a Viagra and it got caught in my throat. I've had a stiff neck for hours. Basil, is it true? Have I lost my mojo? We're going to run a few tests, Austin. Don't worry, old friend, we'll get to the bottom of this.

What's going on? Alright, everyone, we're done.

Again? Again.

But Basil, isn't that the new Volkswagen Beetle? That's what they'd like you to believe.

Care for a ride? That's my Beetle, baby.

Austin Powers, I presume? Powers by name, Powers by reputation.

How about a hot cup of coffee? Yes, I rather fancy a grind.

How does that feel, baby? Mmm, lower.

Would you 'like to see my etchings? (sexy) I think I'm ready for bed. She moves close to Austin. He slides to the other side of the bed.

(reflective) Felicity, I used to think that way, too, but I guess... I guess I've changed. Not to make a short story long, or to ramble on and on, or to keep talking in a repetitive manner ad infinitum until it becomes impossible to remember what I was talking about in the first place, but- where was I?

How are you baby? My chakras are aligned and I am in a perfect state of equipoise.

How can I help you? Guru, I'm having trouble performing.

What do you mean? You know- my bits and pieces are a bit sleepy.

Sorry? My Willie don't work.

Why are you beating around the bush? That's my problem.

You have no idea what I'm saying, do you? Not a word.

Lost love? Oh, you mean Vanessa? Who's Vanessa?

Who's Vanessa? She was an evil robot minion of Dr. Evil. I couldn't have loved her.

Well done, Fat Bastard. May I have the mojo? First things first, where's your shitter? I've gotta bleepin, turtle head pokin' out.

(disgusted) Right. Charming. Fat Bastard- you don't mind me calling you Fat Bastard do you? I've got a lot of demons kickin' around in my noggin, but weight issues ain't one of them.

Fat Bastard, the mojo? Where's my (bleeping) money?

Where's my (bleeping) money? A gentlemen never discusses money.

Scott, what are you doing here? I don't know, I was sitting around watching the tube and The Courtship of Eddie's Father came on Nick at Nite, you know, and I was just listening to that theme song-- (hums/sings the theme) Anyway it made me think that maybe we could try and work things out. You know, you are my Dad and I need you.

What? (snickering again) Nothing Darth.

What did you call me? Nothing. (pretends to sneeze) Rip-off!

What now? The Alan Parsons Project was a progressive rock band from 1982. Why don't you just name it Operation Wang Chung, ass?

The Alan Parsons Project was a progressive rock band from 1982. Why don't you just name it Operation Wang Chung, ass? (indicating laser) When you get your own evil empire, you can call it whatever you want. Gentlemen, allow me to demonstrate the awesome lethality of the Alan Parsons Project. Fire the laser!

Actually, that was just footage from the 1996 blockbuster motion Picture Independence Day, but it would be a lot like that. What do you think, Scott? Yeah, Codename: Thompson Twins was really impressive.

Dr. Evil, what are we going to do about Powers? Fat Bastard, in addition to being extremely rotund, you're a vicious killer. Take care of it.

It's an easy job. Without his mojo, Powers will be...powerless? A party, packed with dancing freaks of every stripe, is in full swing. A girl dances in an oversized birdcage.

(to chick) You're very exotic, baby. Do you have a little English in you? No.

Would you like to? An Alan Zeus-type very gay guy.

Have you ever been picked up by the fuzz? No, but I bet it really hurts.

Those are skin tight. How do you get into those pants, baby? Well you can start by buying me a drink. Austin does a spit take.

Oh puh-leez, why don't you take a handful of F-off pills?

Did you hear about the contortionist who was engaged to be married? Yeah, I heard she broke it off.

That's not a pretty sight. Who is he? Until recently he worked security for the MOD, but we think he might be a double agent, possibly for Dr. Evil.

How do you know? We've noticed that his lifestyle has changed dramatically. He's made a lot of cash purchases, he's hanging out with foxes half his age, and he's becomes quite a fixture on the London party circuit.

Who's the girl? I don't know, but it looks like he's splitting. Fat Bastard exits.

Who are you today, baby? Robin. Robin Swallows.

Swallows? That's an interesting name. Are you English? German, actually. My maiden name is Spitz.

(snapping out of it) So, who was your friend? His name is Fat Bastard.

OK. Would you happen to know if he's in business with a man named Mr. Evil? I don't know anyone named Dr. Evil.

Something to drink? Would you like a Mister Pepper? Yes, I'd love a Doctor Pepper.

Can I ask you a question? Yes.

Well, what's the question? Oh, yes. Would you like to shag? Would you?

Oh, yes. Would you like to shag? Would you? I'd love to, Mr. Powers, just come right... over... here. Robin moves Austin into place as they dance.

Dr. Evil, what do you want? Not what I want Mr. President, but I will receive. In 12 hours I will destroy Washington, DC with a giant laser. Dr. Evil reveals a giant laser. Mini-Me is humping it like a dog.

What?

You know, kwan? Show me the money? No? Nothing? It's 1969. That movie won't come out for another 30 years, ass. They don't know what you're talking about.

I was just... right. Would it kill you to frickin' knock? Austin and Felicity walk along the street.

Not details, just what it's like. You know, what's the scene? Where's it at? There've been a lot of advances in the Nineties, baby. The economy is stable, people take better care of their health concern for the environment is on the rise and, um, let's see, there's an entire television channel dedicated to golf.

You? Married? What about the sexual revolution? Well, it turns out there were some casualties, baby. Don't you think you'll ever get married?

Well, it turns out there were some casualties, baby. Don't you think you'll ever get married? No, not until I get a little more 'experience' under my belt.

(looking around) What is it! Is it Fat Bastard? No, written here on my hand, see? Austin turns his hand around to show her. He has written 'oh my God' on his hand with the pen.

I'll get some ice cream. Would you like some? No thanks.

(hoarse, to ice cream man) Could I have two scoops of Vanilla, please? Right away, governor. Would you like chocolate syrup?

Right away, governor. Would you like chocolate syrup? (hoarse) Yes, please.

Will you have any whipped cream? (hoarse) I will, thank you.

Candy sprinkles? (hoarse) Yes please.

Crushed nuts? No, laryngitis.

Hello, Austin. What's wrong with your voice? (still phlegmy throat) I just had ice cream. Listen to me, I have dairy throat. "Mary had a little lamb and it was always gruntin'. She tied it to a five bar gate and kicked it's little-

But how can we track Fat Bastard? I planted a homing device on him last night.

How did you get close enough to plant a homing device? I shagged him, I shagged him rotten. Austin and Basil are confused and grossed out at the same time.

You... him? Just like that? Yes, Austin, we needed that information.

(interrupting, to Felicity) Did you use an elaborate set of pulleys? A block and tackle? Anyway, you two follow the signal back to Dr. Evil's headquarters and then-

I got it! A Chinese basket with a counter-weighted ballast. That's how you did it, right? Austin, it almost sounds like you're jealous.

Can I have a look? Sure. Austin hands her the binoculars. Unfortunately the strap is still around his neck, pulling his face into her cleavage.

Question is, how do we get in? (muffled) Mmmmmmm...mmmmm...

Austin, did you hear me? I seem to be stuck in your dirty pillows.

Where are the topographical maps that Basil drew up? I think they're in the tent. He and Felicity enter the tent. A LIGHT is on inside casting shadows of Austin and Felicity on the side of the tent. From the outside it appears the shadow Austin is leaning over with his back to-the shadow Felicity, who appears to have her hands up his butt.

Have you got it out yet? Good Lord, Austin, what sort of things do you put in there? The shadow Felicity appears to be tugging a string of sausage links from his ass.

How do you manage to fit it all in? Oh, it stretches to fit. The shadow Felicity appears to pull a tennis racket out of Austin's ass.

Really? I have the perfect weapon. Frau?

I have the perfect weapon. Frau? (shouting) Bring in the He-Bots! MUSIC: It's Rainina Men by THE WEATHERGIRLS Three HE-BOTS enter in unison. They are robotic studs in Logan's Run type outfits.

Do you want everything to go back in? Yes. Listen, Felicity, about Fat Bastard-

Are you OK? I'm fine, just keeping packing. The He-Bots shrug their shoulders and march towards the tent.

Oh, is that yours? My mojo!

Dr. Evil, do you like real estate? Of course. Why? Felicity kicks Dr. Evil in the balls.

What about Powers? He's tucked away safely in his cell. He's harmless without that mojo. Guard it with your life. (to Number Two) Number Two, begin the countdown. The area around Dr. Evil's command chair, including the time portal behind it, is enclosed by a circular door, becoming part of the rocket. Steam begins billowing, etc.

What is it, son? I don't know, sir, but it looks like a giant--

Yes? Take a look out of starboard.

Yes, sir? Get on the horn to British Intelligence and let them know about this.

How are we going to get out of here? Why don't you just shag Fat Bastard again?

Why don't you just shag Fat Bastard again? (exploding) Austin, that is it! I don't know what happened to you in the Nineties, but I'm still here, in the Sixties, and I still swing! Don't try to lay your hang-ups on me just because you lost your mojo! That one hurts.

Was that your wife? Yes, Vanessa. Felicity is touched.

With me? Yes, silly.

Alright, what if I pretend to be desperately ill with food poisoning? The guard, drawn by my cries of pain, will come to investigate. Meanwhile, you dig a pit and line it with makeshift punji sticks made from sharpened toothbrushes. The guard falls in, Bob's your uncle, and we've got the key. What do you think? That might work, but how about this? Felicity charges towards the window in the door, ripping open her blouse as she goes, showing her breasts to the guard. We, however, can't see them.

(giving a wolf whistle) What do you think of these, my man? The guard is mesmerized by Felicity.

Has anyone seen my gravity booties? Honestly, all I wanted was a frickin' moon base. Hello, we're on the moon, no gravity? (calling out) Mini-Me? Are you alright? Mini-Me is stuck to the top of the ceiling along with a lot of DEBRIS.

Where's your mojo, Austin? I'm not sure. MUSIC: It's Raining Men by THE WEATHERGIRLS Suddenly, the lights dim. The three He-Bots descend from the ceiling on trapezes and acrobatic rings, their muscles rippling.

Are you happy? What kind of stupid ass question is that? I'm (bleep)in' rich and I'm up to my tits in clean stinky.

You didn't answer my question, are you happy? It's about my girth isn't it? Sure I could lose a few pounds, but I could shiva git!

Are you happy? Of course I'm not happy. Look at me, I'm a big fat slob. I've got bigger titties than you do! I've got more (bleep)in' chins than a Chinese phone book. I've got more crack cheese than a (bleep)in' dairy. I've nay seen ma willie in two years. That's enough time to declare it legally deed! I can't stop eating. I eat because I'm unhappy and I'm unhappy because I eat. (starts to cry) I'm caught in a cycle and there's no escape!

How do you feel? Sound as a pound, my spuds are boiling. Fancy a shag?

Sound as a pound, my spuds are boiling. Fancy a shag? Austin, we don't have time.

Austin, you have achieved lunar orbit. How was that lift-off?

(louder) How about now? Better.

Felicity! (to Dr. Evil) What have you done to her? Don't worry, she's not dead... yet. Brightly colored GAS starts to fill the glass chamber.

I have to commandeer this vehicle. (noticing) Hey, aren't you Hutch? No. We see PAUL MICHAEL GLASER (STARSKY).

Really? No. I can't back that up. I was just grasping at straws. I had nothing. But isn't it interesting, Mr. Powers, you really have become a product of the Nineties.

How so? You're more interested in your job as glorified policeman than you are in love. You won the battle, but I won the war. Love means nothing, you've proved it.

Well, Mr. Powers, which is it going to be? Me or the girl? Felicity! Austin runs through.

What do we do? Use your mojo!

What is it? don't know, sir. It's hard to describe. It's... it's-

Rod? Yes, Rachel?

Yes, Rachel? (pointing to sky) What's that?

(pointing to sky) What's that? (looking up) It looks like a giant-

Yes, sir? Any word from Austin?

Any word from Austin? We've picked up his signal, but the lunar base seems to self-destructing.

Austin, will I fit in the Nineties? If I did, anyone can. Let's go, baby! The TIME PORTAL is fifty feet away. Austin and Felicity run towards it. In the foreground, are a stack of conveniently placed barrels. As they run behind the barrels, an obvious AUSTIN STUNT DOUBLE and an obvious FELICITY STUNT DOUBLE emerge in their place. The stunt doubles grab a winch hanging above them and cross over to the TIME PORTAL in a dramatic series of acrobatic flips and stunts. The stunt doubles run behind another conveniently placed pile of barrels. Austin and Felicity emerge in their place and run through the TIME PORTAL. The TIME PORTAL reads "1999".

Do you want to get married? Absolutely not.

Oh. Really? A documentary? This is going to be a documentary about our writing group? The whole group. Not just us, right? Not that it should be just about us... Nervous laugh.

We do. They look at each other again: What have we gotten into? Natasha, the Russian peasant, dressed oh-so-slowly...

Well? Comments? Henry's sparse studio apartment. Minimal furniture. His laptop is set up on an old door, stretched across some blue plastic crates. There are BOOKS piled everywhere. All sorts of books. And PAPER -- pieces of paper, including letters and cards and printed emails, dozens of them, are taped throughout the small apartment. We are introduced to Henry the writer: pondering over his battered laptop, pacing up and down the floor, checking his nearly empty refrigerator, stretched out on his Goodwill couch, watching TV. Finally, inspiration. Henry rushes to his desk and taps out a sentence or two on his computer, feeling proud for his accomplishment.

You do? Well, if you ask John K. Butzin... Can't help looking at the camera. Making sure it's on him.

You're still going to have to explain why this Natasha dame goes AWOL on her husband. Still kinda iffy to me.Another glance at the camera: Did you get that? I was bothered by that, too. Why would Natasha betray a reliable, dependable husband for a washed-up young punk?All eyes on Colette. She shifts in her chair. Uncomfortable.

Which writer do I admire? Hmmm. How about John Grisham? Look at all that money he's made! Just teasing, John. We know you deserved every dime, but, hey, John, could you spread it around a bit, pal? Alan likes to tease. She gives her husband an affectionate squeeze.

(To William) How come we never chow down at your place? This is my place. Close to the working people. John rolls his eyes.

Shouldn't we wait for Hannah? Let's go, people. I'm ready to read.

William, aren't these the same pages you read last time? Nope, they're different.

One word? That's it?

That's it? Writing is rewriting, Colette. Bukowski said, "Write five words. Rewrite seven."

What happened? Your car break down? You oversleep?

You oversleep? Maureen. Is Maureen OK?

Maureen. Is Maureen OK? People. C'mon. Look at her. That glow. Hannah met a guy. She got laid.Hannah gives William a playful smack on the back.

What? Four years. It's been four years since I moved here. And now I have an agent. It's the number four again. My lucky number. I should have known this was going to happen.

My, what's this? Oh. It's nothing. I just had to say "Congratulations" to my new favorite author.

My pleasure. Say, Hannah...about your agent?Hannah looks over at Colette: What? Is he--Is he taking on new clients?

Is he--Is he taking on new clients? Gee. I don't really know.Colette blurts out without thinking.

Think you could ask?Awkward situation for Hannah. How best to respond? I guess so. Maybe.

Let's talk about this at group meeting, OK? Oh. Of course. Of course. Absolutely.Long beat. Conversation over. The three women wait for oneanother to speak. Colette checks her watch.

Question: You think your agent might be interested in this idea? Does he have a dog? (Evading) Oh. I don't know--

Ja. My special guy. Herr Bootzin. About to become very rich. Very famous. Already very sexy. (Beat) Then maybe Sigrid Hagenguth becomes Mrs. John K. Bootzin, ja? Colette sits. Focused on the WHITE ENVELOPE in one hand. Alan sits next to her, squeezing her other hand. Photo of Oprah on the other side.

"Sorry. Not interested." I knew it. How can such a big rejection come from such a small piece of paper? Colette folds the Post-It Note in half--and then in quarters. Holding it in her hand, she begins to chant. Alan holds on to her hand and pats her on the back. Good husband.

What's he saying? He sold my novel.

What? (Nodding excitedly) Brian sold Sleeping on the Moon! Now Maureen starts jumping up and down. Henry can't hide his surprise.

Why not? Oh. She looks to Maureen for support.

Thank you, my friend. I can always depend on you, can't I? John talks to the camera.

When will your book come out, Hannah? A year. Takes about a year.

So how much did you get? Don't ask her that.

(Shrugging) Why not? How much did you get? I did OK. Leave it at that. What's important is that I owe this success to all of you. I would be lost without this writing group.

U.R. the Publisher? They self-publish. E-books. Print on Demand.

See those jokers back there?<b> WILLIAM (CONT'D)

</b>

Thank you, Alan. They look at each other adoringly. Real or fake? She wants a Mercedes? No problem. Credit cards? How many? Her own business? Done. An agent? Colette eats it up.

Really?

See that? Yes.

How about that? Colette sits in the chair, Alan stands behind her, massaging her shoulders. Both share that smirk of satisfaction.

Say, um, remember I offered to drive you around and show you a couple special places? The imposing house screams success. Henry and Hannah sit in Henry's parked car, taking it in.

Who lives here? Richard Benedict.

Oh. That writer you like? Like? No. It's much more than that. Wow. He...He... Henry struggles to put it into words.

Fitzgerald? He's the one who shot himself, right? No. Fitzgerald. F. Scott Fitzgerald. He wrote The Great Gatsby.The name doesn't register with Hannah.

(To camera) Could you turn that off for a few minutes, please? You know they can't. What's wrong?Hannah hesitates. Counts to three. Lowers her voice.

Changing? How so? Lately I'm feeling something much deeper, much richer. Scott and Christy, um, growing closer.The other group members appear puzzled.

Christy's a beautiful, wealthy author in Beverly Hills. How close can they get? Follow me. Something happens. Christy has an epiphany. She-She realizes her feelings run much deeper now for Scott.

Is this Scott wanting to go beyond the friendship? There's no way Christy would suggest it. What do you think, Hannah? Yes. Hannah, what do you think?All eyes go back to Hannah. She does not want to answer.

You don't see anything possibly happening between them? No. Friends. Nothing more.

But I don't dare say anything to the group. They find out I've got a movie deal--I don't know. I'm sensing enough jealousy as it is, you know? Could be awkward if they found out. It's a real--what's that word? Conundrum.

First-time scribe Hannah Rinaldi, repped by Brian Barkley of SoHo, scores six-figure movie deal. Ink is still fresh, but Barkley boasts keen interest by..." John keeps reading. Various reactions, mostly muted, around the table. Can Hannah's face turn any redder? Members of the writing group struggle to deal with Hannah's latest success: Alan and Colette sit on their living room couch together, wearing matching pajamas, staring straight ahead like zombies. His tape recorder sits on the coffee table. Alan reaches for it. She grabs it from his hand and throws it. William sits at the counter of Restaurant #2, drumming his fingers on the legal pad, half-heartedly trying to write. WAITRESS #3 pours him some more coffee, trying to make eye contact with him. William ignores her. John sits in front of his computer screen, but he can't concentrate. Gives up. Shuts down computer. Flips on TV. Another war movie. Henry stares absent-mindedly at his wall of rejection letters. Hannah sits at her computer--the only one actually working at the moment--but she stops long enough to take a deep, deep sigh. A lot weighs on her mind.

William?

More than a few books. Many, many books, Ja? Ja, my Strudel. Many books.

Who wants to go? Large bookstore. Long line. Why? Because Richard Benedict is in the building, doing a signing of his new novel The Pineapple Man. Hannah, Henry, Alan, and Colette stand in line together, waiting. Colette is holding one copy of the BOOK. Hannah has one. Henry has one. Alan reaches inside his coat pocket for his RECORDER. Snaps it on.

So what did he say? Who?

Who? Who!?!? Richard Benedict. You know, the guy who just held up the line for five minutes talking to you?

Who!?!? Richard Benedict. You know, the guy who just held up the line for five minutes talking to you? (Over his shoulder) Ten. It was closer to ten minutes.

What? First, you get an agent. Then you sell your book. Then the big movie deal.

No. This isn't fair. And now Richard Benedict wants to have coffee with you? All this is happening to you. And only you. Isn't there anything -- I don't know--some kind of cosmic creative crumb for the rest of us to nibble on? I don't like what you're suggesting, Colette. You know how hard I work. How devoted I am. And I have been totally supportive of your writing. I've encouraged you all along.

Why don't you two just go on ahead? It's not fair that she be the only one.

Your writer's block? Yeah.

Wow! All the books sold at the hardware store? Ja. Every one. John claps his hands together. There is a certain spring in his feet.

(Confused) What? Of course. Dr. Xiroman, you should write a book. This could be a whole series.

C'mon, babe. Got a dollar for Pizza Boy? Coming! Richard gives a last glance to the camera. He's got better things to do. Off he goes. Short beat. Hannah comes to the door wearing Richard's shirt and little else, carrying a single dollar bill.

How much better are you, Hannah? Show us. Who wrote Slaughterhouse Five? D'ya know? Henry. Don't.

No, No. This could be quite educational. How about Native Son? Catch-22? Why isn't it enough that I'm your friend?

Why isn't it enough that I'm your friend? Lord of the Flies? Portnoy's Complaint? Do you know any author? Harry Potter--You must know Harry Potter.

Why isn't it enough that I believe in your writing? --Sophie's Choice? Anything published in the English language.

--That I believe in you? You didn't read Gatsby, did you? Never even opened it, I bet.

Wutch you got here, Obert? New pages. I'm ready to read.

Christ. What's he doing here? I've invited Doctor Xiroman to join our writing group.

International? Damn straight. Tijuana. (Beat) I'm done with you pussies.John snatches up his folder and marches out of the house.Silence. Colette starts to sit down at the table--motionsfor Xiroman to join her. Final straw for Alan. Staresdirectly at Colette.

Do you want to say hello to Richard? No. No, thanks.

You know Fitzgerald? Not intimately. He died here, you know.

Is that weird. That I do that? No. No. Not at all.Eudora smiles, glad for the positive reinforcement.

Of course not. Do you write? Kinda, sort of. But I'm thinking of joining a writing group. Henry bites his tongue. Eudora nods towards the camera.

The right name is so important for your character. OK. What do we have? He looks at the first piece of paper.

Oh, really? The minute I laid eyes on you. It's the saddest thing about getting older. You know people so quickly. I even knew you'd end up hating me.

Good evening, Mr. Keane. Will you be dining with us tonight? We certainly will. Table seven, Jesus, if it's available.

How are you, Melissa? (blushing) Fine, Mr. Keane. CELIA, mid-20's, the chipper, blonde Midwestern hostess, arrives, wearing a stunned, glassy smile.

How's it going? (covering the phone) Chaos.

In what way? I have to greet them! It's like working at a dog shelter! I'm afraid to learn their names or even smile at them because I know any minute they could be put down!

It is? Sure. (beat) Especially for me. They both laugh. He moves closer, lowers his voice, and speaks with warm sincerity --

Seriously? Seriously. I've been trying to do better. (uneasily) But... you know how it is... old habits die hard.

So I'm not fired? Nope. In fact, John's been looking for an assistant. Tell him you've just been promoted. Wills smiles, pats her in the shoulder, and moves on. She can't believe it. A WAITER carrying a BIRTHDAY CAKE -- blazing with candles and decorated with a WOMAN'S HAT made of MERINGUE LATTICEWORK -- passes by on his way to the REAR DINING ROOM. From inside, VOICES begin to sing HAPPY BIRTHDAY. Wills, his curiosity piqued, follows.

How will I know him? He's beautiful. And much older.

Not Katie and Jay's daughter? You bet. She got her height from her dad. But her talent's all Katie's. Dolores indicates the hat that Charlotte's wearing --

Be still my beating heart. (beat) Or is that your heart? (whisper to Charlotte) You're not really into him, are you? Charlotte turns to Dolores who has just sat down.

Hey, Dolly, how do you know him? (uneasily) From Newport. Old friend of your mom's. Dolores eats a sloppy forkful of birthday cake.

For what? Oh my God, I'm so sorry! Wait. Who is this?

Oh my God, I'm so sorry! Wait. Who is this? Wills Keane. Her heart stops. She sits up slowly, her body tensed.

Who did you think it was? My friend Simon, actually. He always calls me the morning after to sort of... you know... sum everything up.

Kinda cool, kinda creepy. Anyway, you wanna speak to my grandmother? (with a chuckle) I don't think so. OLIVIA, 30's, Wills' Jamaican cook and housekeeper, enters. Plump, handsome, and perpetually amused, she carries a tray laden with continental breakfast and a New York Times. Wills mouths a greeting. She smiles back and sets the tray on a table.

It's a gift. I don't have her measurements, but she's about your size. What're you, a six? Uh-huh.

Any particular style? (sipping his coffee) No, just plenty of it. How long will it take?

(sipping his coffee) No, just plenty of it. How long will it take? A week or two.

What's your fee? (faltering) I don't really have one. I usually just make them for friends.

How's five hundred dollars? Really? Wow.

Yeah? You say "wow" a lot.

What do you mean? You slept alone last night. You must be sick or somethin'. You want me to call a doctor?

You slept alone last night. You must be sick or somethin'. You want me to call a doctor? Thank you, no, I'm fine. She throws him a sly, sidelong glance, then exits. Wills laughs and contentedly sips his coffee. FROM THE NEXT SCENE, we hear the sound of SQUEALING, LAUGHING,

Am I the most spoiled brat in the world or what? Spoiled brats don't even ask questions like that. (re: the hat) What do you think? She models the hat. Tears well in Shannon's eyes and she says without even a hint of irony or sentimentality --

Mikey! How ya doin'? A bit early, aren't you?

A bit early, aren't you? Hey, in this soup, better safe than sorry, you know what I mean? RUNNING FOOTSTEPS approach. Michael looks. The driver looks, too. It's Charlotte, dressed in tattered jeans, a light rain coat, and sneakers, dashing at breakneck speed down the street, carrying something in a GARBAGE BAG.

Oh, really? The elevator doors open.

You realize, don't you, that you're a full eighteen minutes late? I know... I'm so sorry... I -- Wills turns around. A magnificent figure -- expertly tailored tux, every hair in place, freshly manicured. And then he offers her an amused, reassuring smile --

Why? I don't know. She was vague. Would you... like to come in her place? Charlotte can't believe it. She smiles at his reflection.

Like this? The outfit I bought her is hanging in the guest room closet.

(anxiously) It's okay? Are you sure? (amused) Of course. He gestures toward the half-open door on other side of the room. Charlotte turns and, biting her lip, looks at the door, then back at Wills, then back at the door.

Nonsense. You're very good. Where did you learn? From Ella. The woman whose memorial you crashed.

The C-list? Exactly.

Why do you say that? (with an icy smile) Good wives are rarely found up cherry trees. The women share a laugh. Lisa, slightly discomposed, looks back at Wills and Charlotte.

Oh, no, come on! I love this stuff! Don't you? Didn't you grow up on it? How old do you think I am?

How old do you think I am? Ancient! Holding his hand, she starts moving to the music. Wills laughs --

I had to come. I work at the Met. What's your excuse? Sort of a date.

With Wills Keane, right? You know him?

You know him? Just by reputation.

A major womanizer, right? That's what they say. (beat) I'm Lisa.

Who was that? Lisa something. The name hits home. Wills is flustered, but then he covers as best he can and lifts his glass --

Champagne? He asked nonchalantly. Wills laughs, then opens the bottle as he picks up his previous train of thought --

(confused) What? To finally deliver that speech to a woman and actually have it apply to her.

Oh, really? Uh-huh. And I can prove it. Want me to? Come here. Wills moves a few steps closer.

What... what do you mean? What I said. Nobody thought I'd even last this long. Wills stares at her blankly, not knowing what to think or say.

So then what treatment is she getting? At present? Nothing. Wills shifts uneasily in his chair.

How long? Optimistically? A year.

Okay, then what happened? The restaurant is empty. John stands behind the bar, taking an inventory of the liquor. In the background, TWO BUSSERS mop up. Wills sits on a bar stool, nursing a mineral water --

(chuckling) A kid figured that out? She's not a kid! That's what I've been trying to tell you. Nothing's lost on her. I'm the kid. She... I don't know what the hell she is... (muttering) But I do know what she was. John looks at him curiously. Wills glances over his shoulder at the bussers, then leans in close --

The hangman got hanged. How's it feel? Embarrassing. John laughs. Wills settles into a brooding silence. John goes back to work --

So what now? I end it.

How come? What, you're endorsing this now? John, continuing his work, smiles sweetly --

Care for a cocktail? No, thanks.

(flattered) Who's she? A French character actor, long dead, who was not only hideous and fat, but quite male.

What do you mean? First time you came to pick up Katie, you brought me flowers. Just like those. (to herself) Flower the mother; then deflower the daughter. But Katie was too smart for you...

What? What's wrong? You look like your mom is all. Charlotte looks to Wills to see if that's, indeed, what he was thinking. He nods his agreement. She is pleased.

What do you mean, you knew? I did! I just didn't think it would take so long!

Two days is long? It is when you're sitting by the phone. You wanna know how I knew?

It is when you're sitting by the phone. You wanna know how I knew? You're psychic?

You're psychic? I am, but no -- it's because of my birthday wish.

Nothing at all? Uh-huh. No thing at all.

Ice cream at the Plaza? High tea at the Palace? Both out.

It's not a thing? Only when I have money.

When? Soon. But I'm warning you, it's not going to be anything material.

How come? Because it's my rule.

Any particular reason? Yeah, because everybody always wants to talk about miracles, or about some genius quack-doctor, or their friend's friend who went into remission eating nothing but sunflower seeds. It's boring and pointless.

It was true when that poem was written three hundred years ago and it's true today. Wouldn't it be fun to look wanton occasionally? It's been a lifelong dream of mine. But will a scarf do it?

It's been a lifelong dream of mine. But will a scarf do it? Totally. Accessories rule. But we have to be careful. I don't want you looking too young. Nothing's worse than an old guy trying to look young.

You know what would scare me right now? What? Charlotte moves slowly through the darkness.

Have I told you my latest motto? No.

What? You're scared, too. From his expression, she knows she is right.

What's the matter, old man? Can't afford a gym? That's it! Laughing, he grabs her wrists and throws her on the bed. She dissolves into paroxysms of laughter.

Words? Poetry. They lie in silence.

No trouble? None. Wills removes a PAIR OF RED PLASTIC HORNS. John shakes his head with disbelief.

What's goin' on? What do you mean?

What do you mean? At home. Wills smiles at him as though he were insane --

You like hot cider? Sure, thanks. She carefully takes his coat off him as he sips the cider --

Don't I look just like her? Absolutely incredible. Pause.

Was that the hint? You dummy! Emily Dickinson! Only the greatest American female poet ever! She hugs and kisses him --

When do I get to see your costume? A cardboard ghost hangs on the door. A Jack-o'-lantern grins in the window. A HALLOWEEN PARTY is in full swing.

Wonder Woman? No.

Batgirl? I'll give you a hint. You dumped me.

Please? All right, but this is the last last one! She clears her throat and settles herself. The twins listen with rapt attention as she recites from memory, slowly as though it were a suspenseful bedtime story --

Sweet dreams? I had no idea I was so tired.

(from across the room) They're down? And out. (looking around) Where's Lucifer?

And out. (looking around) Where's Lucifer? (jokingly) Last time I saw him, he was in the kitchen going pretty heavily with Holly Golightly.

Hey, shouldn't one of your minions be doing that? You know, in my day, you bobbed for the apple, and, sure, maybe there was a nickel inside it and that was sweet -- but you ate the god damn apple! These little animals grab the coin and they're out the door!

Seen Beelzebub around? The Prince of Darkness?

The Prince of Darkness? Uh-huh.

Hey, looking for me? Uh-huh.

(re: her outfit) Betsy Ross, right? You guessed it. Wills smiles and rubs his hands together --

Is the party over? A TOWN CAR speeds toward Manhattan.

Ever? No, the answer to that's pretty obvious. I meant tonight. On the roof. Wills breaks into a grin --

Of course not. Why would I want to do something like that? That's what I was wondering. I thought, "We're so happy he'd have no reason to do it. And if he did do it, he'd at least look guilty, wouldn't he? But he doesn't. He looks more relaxed than before the party started."

You have? And for the same god damn reason. Charlotte is confused, but then puts it together --

Why didn't he give her one? 'Cause he knocked up little Millie Tyler instead. In Newport. At Bailey's Beach. During the Labor Day clam bake. She chuckles grimly, coughs, and sips her drink.

Why did he do that? Aw, who the hell knows? 'Cause the moon was full. 'Cause life's short. 'Cause he's Wills Keane. I'll tell you a little secret -- after that, your Mom hated his guts, but your dad never made her smile like he did. (pause) 'Course your dad never made her cry like that either.

(softly) Why didn't you tell me any of this before? Oh, I dunno...

Christ, look at me. I'm gonna tell you what to do? Yes! You're my family. You're supposed to take care of me.

So functional! Is that stainless steel? Actually, no, it's velvet. She furrows her brow, squints, then laughs.

Uhhh, good evening, Mr. Keane. Will you be dining with us? Yes, Jesus. Table seven, if it's available.

(sincerely) How are you this evening, sir? I've been worse.

Where the hell you been? Splendid, how are you?

Splendid, how are you? Where's Charlotte?

Where's Charlotte? Deliveries on time?

Deliveries on time? Who's the broad? She looks like a Holiday-Inn hooker from Ohio.

What does he do? He sells pot!

So what're you doing now? Same thing pretty much. Only for Domino's! Charlotte laughs.

I'm sorry, would you excuse me? Of course.

Who is it? Nobody! John slams down the phone, grabs him by the arm, hauls him through the reception area and out the door. Patty watches, confused.

So? So after the party, no thank you! I call you three times -- no call back! And for six days you don't even eat at your own god damn restaurant! What am I supposed to think? Huh?! I was ready to call the morgue!

Oh, great. Now how am I gonna clean that? John walks slowly now, backward, listening to an anxious Wills --

(with disgust) What the hell is that? Some sorta shrink talk? Look, if she were just fun... just some sort of diversion... maybe I could justify it. But the worst part is that it's becoming more. Much more. It's embarrassing how much I like her. She gets to me. She affects me... He stops and leans back against a building. He looks around, avoiding eye contact with John, as tears rise into his eyes.

Didn't you? Patty, I... I want to be honest with you... right now, from the start... so there's no room for misunderstanding. I didn't have a good time, but it's nothing personal. I just split up with someone and rather than admit to myself how much I miss her, I asked you out instead. And it's unfair. If I feel sad I should just feel sad and not try to use you... and your body... as some sort of painkiller, right? (beat) Anyway, I think you're a warm and engaging woman and I wish you all the best. Relieved to have unburdened himself of the truth, he shakes her hand. Patty, utterly baffled, doesn't know what hit her.

Who? She's been waitin' almost an hour. In the lobby. (off Wills' look) A little surprise for ya. He winks. Wills realizes that it's Charlotte. It must be. He smiles and hurries inside.

So you got my letter. What'd you do? Freak out? Burn it? I saved it.

Is that what you consider me? In a lousy absentee sorta way, sure. Pause.

How's your mom? Great. Nuts. She moved to Costa Rica last summer.

Why? A guy, what else? He owns a charter airline and wears sunglasses indoors. I think he might be a gunrunner. Wills chuckles. For the first time, Lisa relaxes enough to take him in.

Already? I really just wanted to meet you and... maybe... I don't know...

Before... when you came in... who did you think I was? A friend.

So worried you fell asleep. What're you doing here? I've missed you. You have no idea how much. She crosses coldly to her closet and, half-shutting the door, blocking his view, starts to undress.

Dolly. We watched TV. She fell asleep. What time is it? I didn't know I had a curfew.

Where were you? None of your business. So what is it? What do you want? Wills sits forward, more alert now. He exhales heavily and begins:

Why should I? Because, for better or worse, I'm falling in love with you, and the thought of our not being together is unbearable to me. She stops, then glances at him with a flash of pain and longing. Determined not to surrender to her feelings, she crosses to the bed and throws open the covers.

So where were you? With Shannon and Simon and Eric.

Who's Eric? An old friend who used to work at Blockbuster.

What'd you guys do? Talked and drank. Simon and Shannon finally went home. Eric and I hung out. Thinking nothing of it, Wills nods. He slips into bed. Her back is to him. He drapes an arm around her and pulls her a little closer. He smiles contentedly and closes his eyes. But then something occurs to him. He opens his eyes --

Hung out where? Stop. We'll talk about it tomorrow.

It requires balance and I have lousy balance, okay? Oh, come on, what's the worst that can happen? (beat) Well, I guess you could break a hip.

How come? I'm jealous, okay?! Is that what you want to hear? Are you satisfied now? She burst out laughing --

What changed? My house in Malibu burned to the ground. Charlotte laughs. Wills smiles with sad irony.

What were you scared of? How quickly time was passing and how adolescent I still felt. How meaningless all my choices seemed. How lonely I was. So I liquidated my portfolio, sold my businesses, and moved back here. To start over, settle down, start acting my age. (beat) You were supposed to be my one last dalliance with youth.

Uncle Wills, how come you don't get married? Yeah, how come, Uncle Wills?

Yeah, how come, Uncle Wills? I want to, Carla, but --

Where're you goin'? She's decided she wants her birthday present today. Wills gives both of the little girls hugs and kisses.

When does the enlightenment start? When you realize that I'm God. Wills laughs. A moment later, Charlotte winces and falls out of the pose onto the mat. Hari looks over, confused --

Excuse me... do you have an extra one of those? (eyes narrowing) You a smoker?

(eyes narrowing) You a smoker? Not for years.

(uncertainly) Which means the tumor's grown? Yes. Yes, it has. Considerably. As for her loss of consciousness, one explanation is a disturbance in her heart's electrical function. We'll be monitoring her overnight for any arrhythmias. If we find something, we'll treat it. Unfortunately, the more likely explanation is that the tumor has begun to obstruct the outflow of her heart. If that's the case, there's little we can do. We could be speaking in terms of weeks not months. They arrive at Charlotte's room.

Are you all right? You're okay? How do you feel? Stoned.

What? Your smile. It's too pretty.

All part of my master plan. (beat) Do you wanna hear a story... a bedtime story? Shouldn't I be telling you one?

Shouldn't I be telling you one? Once upon a time, there was a woman on a ship crossing the Atlantic and her little boy got sick. Very sick. And she said whoever saves my boy's life... I'll name my next baby after them. Well, they got into port and they rushed her son to St. Vincent's hospital... to here... and they saved his life. And so the mother named her next baby Edna St. Vincent Millay. (beat) And Edna grew up to be, as I am sure you know, the second greatest female poet in American history.

Tell me, are you really so cold? Or is it just a pose that you've cultivated? It's a pose that I've cultivated. (beat) I chose it, as a sort of smoke screen, some time after attending my twentieth funeral in as many months. Pause.

What is it? I want you to find a surgeon. Dr. Sibley told me... Charlotte's doctor told me... he said at some point, when it's hopeless, surgery could be an option. Heroic surgery, he called it. I want to make sure that when the time comes a hero is performing that heroic surgery. Do you understand? You'll have to make calls. I'll get names. Sibley will give me names. (fighting tears) I'm sorry to ask you... I have no right. But, you see, she doesn't want it... this surgery... I'll have to convince her. So no one can know... for now. And I trust you. You're my only family and I... (beat) You have every right to refuse me. After what I did. You were a child... and you needed me... and I was nowhere to be found. There's no excuse for that. I'm so terribly sorry! Silence.

What do you want to know? Everything. All I remember is that she smelled like vanilla, loved to read to me, and was really good at cutting up fruit. I couldn't believe she didn't cut her fingers off.

Oh, okay. She... always ate her ice cream with a fork -- how's that? Much better.

Who? Never mind. She was afraid of sharks. And, considering the times, she was pretty square. She only tried drugs once -- a lifeguard gave her a hash brownie and she threw it up all over him. Charlotte laughs.

Did you know she was in love with you? She told me.

Were you in love with her? Yes.

Why? Because she was the only girl in Rhode Island who wouldn't sleep with you? That's how she got my attention; it's not why I fell in love with her. (beat) I fell in love with her because she charmed me senseless day and night for an entire summer.

So the only reason you don't dump me is because I'm sick? Because you know that it's all going to be over, anyway? Maybe. But it doesn't feel that way. (beat) It feels as though I'm not afraid anymore. She looks at him and smiles. He puts an arm around her and draws her close.

You seen Celia? What's the matter?

What's the matter? The matter is I got a half-hour wait and no help up front! You got a call on Two!

Can your best save her? Probably not.

By the way -- where were you today? What do you mean?

What do you mean? When you called I assumed you were at the restaurant, but when I called back later, Jesus said you hadn't been in all day.

Why? (playfully vague) An opportunity.

Oh, really? Sexual or professional? I was considering opening a restaurant. But the rents are too high. He smiles at her. And she smiles back.

Hey! How do you feel about Christmas? (sleepily) Bah humbug... She runs back, laughing, and jumps on the bed, rousting him.

Will you and Mister Keane be goin' away for the holidays? I doubt it.

I've seen so little of America. I don't care for airplanes, you see, and I have so little time to travel. (beat) Did Mister Keane enjoy his trip then? What trip?

What trip? Why, just yesterday.

I'm sure we do. About what? Lying. (beat) You were in Ohio yesterday. Wills stares at her for a moment, then explains without apology --

Yeah? How long was I asleep?

How long was I asleep? A couple of hours.

What're you doing in there? Nothing. She laughs and starts to get up --

What have I done to you? Ruined me for other women.

What're we waiting for? Just you, Doctor!

Are you Jake Sully?<b>

</b>

(a hoarse whisper) Are we there?<b>

</b>

What're you two limpdicks starin' at? As Jake rolls past, SOMETHING SWOOPS down behind him and --

So -- you want to go check it out?<b>

</b>

-- so their nervous systems are in tune. Or something. Which is why they offered me this gig, because I can link with Tommy's avatar, which was insanely expensive. (looking off camera) Is this right? I just say whatever in these videologs? WIDER, showing Norm working nearby with Max.

Norm. I hear good things about you. How's your Na'vi?<b>

</b>

How much lab training have you had? Ever run a gas chromatograph?<b>

</b>

Any actual lab work at all?<b>

</b>

Lucky? How is this in any way lucky? As Selfridge saunters over to retrieve the ball --

Look, you're supposed to be winning the hearts and minds of the natives. Isn't that the whole point of your little puppet show? If you look like them, if you talk like them, they'll trust you? Selfridge crosses to his office, behind a glass wall nearby. Grace follows.

This is why we're here. Unobtanium. Because this little gray rock sells for twenty million a kilo. No other reason. This is what pays for the party. And it's what pays for your science. Comprendo? He places it back in the magnetic field.

How much link time have you logged?<b>

</b>

So you just figured you'd come out here to the most hostile environment known to man, with no training of any kind, and see how it went? What was going through your head? He meets her eyes with a defiant glare.

Grace?<b>

</b>

For you pogues, this is a banshee. A small one. See, they like it when I bring fresh meat out here. And this clearcutting really stirs up the hornet's nest. So keep your head on a swivel. If it moves, shoot it. If you're not sure it's moving -- shoot it! If it looks like a bunch of flowers you want to take home to Sally Rottencrotch -- SHOOT IT! What're you gonna do?<b>

</b>

That sounds real good, Colonel. So -- am I still with Augustine?<b>

</b>

On paper. You walk like one of her science pukes, you quack like one, but you report to me. Can you do that for me? Jake nods. Quaritch brings the `suit to life. He steps forward and pivots smoothly.

What did Atilla want?<b>

</b>

-- you're driving an avatar, now. That means you're in my world, got it?<b>

</b>

Then how's this supposed to work?<b>

</b>

How do we contact them?<b>

</b>

The bull has the red on the dorsal armor? Grace nods approvingly.

How will they know we're here?<b>

</b>

Why don't they come back? The Na'vi learned as much about us as

they needed to know.

(turning to her) What happened here? Are you going to help with this gear?

We've got a lot to do.

What do I do?<b>

</b>

What about this one? Run, don't run? What?<b>

</b>

Hey, wait. Wait! Where you goin'? He crashes through some plants, catching up to her.

Okay, fine, you love your little forest friends. So why not just let them kill my ass? What's the thinking? CU Neytiri -- looking away. Finally, reluctantly, her eyes MEET HIS for the first time -- a riveting gaze with those big gold orbs.

Why save you?<b>

</b>

Yes, why save me?<b>

</b>

(off her amazed look) What? More woodsprites gather around him. Several ALIGHT on him.

What are they? CU NEYTIRI -- reacting with a mixture of wonder and dread.

What was that all about? Neytiri seems shaken. She seizes his hand and pulls him after her.

What's your name? JAKE hears WHOOSH-WHOOSH and snaps a look as a BOLO flies at him, spinning end for end and --

Why do you bring this creature here? Neytiri addresses Eytukan in Na'vi.

What's going on?<b>

</b>

Who's Eywa? Neytiri kneels before her like an acolyte as Mo'at passes.

(thick accent) What are you called?<b>

</b>

Why did you come to us?<b>

</b>

What are you?<b>

</b>

What's going on? What are they saying?<b>

</b>

These rock. What are they?<b>

</b>

Damn, you were dug in like a tick. (she helps him sit up) Is the avatar safe?<b> CUT TO:

</b>

Jarhead clan? (he laughs) And that worked? Yeah. They want to study me. See if I

can learn to be one of them.

(taking that in) Does Augustine know about this?<b>

</b>

So -- who talks them into moving? Guess.

What if they won't go? I'm betting they will.

Got it. So who's this Eywa?<b>

</b>

Who's got a date with the chief's daughter?<b>

</b>

The Hallelujah Mountains?<b>

</b>

Yesssss! (off Jake's look) The legendary Floating Mountains of Pandora? Heard of them?<b>

</b>

Hey. You got a problem? Norm turns to Grace, his frustration boiling over.

I trained three years for this mission. I speak the language fluently. (he points at Jake) He falls off the frickin' turnip truck and all of a sudden he's cultural ambassador!?<b>

</b>

When?<b>

</b>

Thank you?<b>

</b>

Excuse me -- this is my video-log here, okay? NEYTIRI AND JAKE move through the NIGHT FOREST, surrounded by galaxies of shimmering bioluminescence. They move gracefully, soundlessly -- two forest spirits.

What did happen at the school? GRACE looks up from making coffee. Her eyes track across the pictures of the laughing children. Finally --

We doin' this? Jake leaps to catch up as Tsu'tey and the hunters swarm up the base of the beanstalk.

How will I know if he chooses me?<b>

</b>

Jake braces himself -- and Tsu'tey holds up the KAVA BOWL, offering it to him. A challenge or an olive branch? Jake takes a long, hearty drink as some of the young hunters hoot and clap hands in a fast rhythm.

Good of you to stop by. How's it going out there? Our blue friends all packed up yet? Selfridge swings his DRIVER with good form.

You called us back to report -- you want to hear it or not?<b>

</b>

You're not gettin' lost in the woods, are you son? Jake can't meet his eyes.

Jake ponders this. Isn't this what he was doing all this for?<b>

</b>

What?<b>

</b>

And what about now, Jake?<b>

</b>

Did your Spirit Animal come? Jake looks from Eytukan to Mo'at, Tsu'tey and the elders. How can he tell them what he has seen?

Jake looks from Eytukan to Mo'at, Tsu'tey and the elders. How can he tell them what he has seen? Mo'at puts her splayed fingers against his face, seeming to peer into his troubled soul.

We are?<b> (INNOCENTLY)

</b>

Oh. I forgot to tell? He rouses up, making her look at him.

Really, we are?<b>

</b>

(to Selfridge) What do we do?<b>

</b>

Is this true? We are mated before Eywa. It is done.

Did I tell you to announce us?<b>

</b>

What the hell are you doing?<b>

</b>

Which is what exactly? Grace's nerve fails. A rush of conflicting emotions -- the need to act, to do something, colliding with her scientific rigor.

(to Jake) I can't do this. How am I supposed to reduce years of work to a sound bite for the illiterate?<b>

</b>

The rest of the squad?<b>

</b>

When?<b>

</b>

Are you certain of this?<b>

</b>

What are you saying, Jake? You knew this would happen? He is unable to meet her eyes.

At first it was just orders. Then everything changed. I fell in love-- with the forest, with the Omaticaya People -- (he looks at her) -- with you. And by then, how could I tell you? Neytiri can barely breathe. She is shaking with the enormity of it, her voice cracking with rage and pain --

So what do you say? Time for a revolution?<b>

</b>

It's strongest at the Well of Souls, right?<b>

</b>

The way I had it figured, Toruk is the baddest cat in the sky. Nothing attacks him. So why would he ever look up? FROM ABOVE -- THE SMALL SHADOW of Jake's banshee falls across the back of the mighty Toruk.

Is that possible?<b>

</b>

Help them. You do whatever it takes. You hear me?<b>

</b>

When?<b>

</b>

What's your point?<b>

</b>

What the hell -- ? The wild banshees wheel among the ships, ripping into them.

Are we breaking off? Quaritch draws his pistol.

What do you think? He is over the edge-- no logic in his brain now. Only death.

(in growing alarm) What the hell is going on out there?<b>

</b>

Selfridge lies there gasping, in his emergency mask. In shock. How could this be happening?<b>

</b>

How does it feel to betray your own race? Then, inexplicably, he TURNS. Walks away.

Are the people safe?<b>

</b>

Brenda -- ? a voice --

'Her'? A groovy penthouse (a Lichtenstein come to life?). Bach PIANO MUSIC floats in the air. Hands gliding over keys, Emma Peel plays with virtuoso skill. On the piano, a framed picture of her late husband. And a photo of Emma between Peter and Valentine. A KNOCK. Emma gets up, goes to the door. The MUSIC KEEPS PLAYING, keys jumping up and down automatically, as --

Dr. Peel? Thank you ... Emma shuts the door. Unties the bow, opens up Finds an embossed card:

Kippers ...? Near the Mall, outside white stucco buildings, a Lotus Elan pulls up and parks as a car conveniently leaves, cutting off another angry CAR. HONK! A dash clock says 2:15. Out gets -- -- Emma Peel, different attire. She climbs steps. On a brass plaque, "Boodles Gentlemen's Club." She goes in, passing -- -- an astonished uniformed commissionaire.

You are female? As you see.

Doctor Peel, I presume? And you must be Steed. Please don't get up. He doesn't. HISSING STEAM between them as they study.

1922. Why the kippers? Red herring would have been too obvious, don't you think?

Red herring would have been too obvious, don't you think? (looks around) So what was all this -- some sort of test?

(looks around) So what was all this -- some sort of test? Congratulations, you've penetrated a bastion of male privilege. I guessed you weren't a stickler for Tradition, doctor.

And just what is the game? I say, this is all terribly formal. Must I go an calling you Dr. Peel?

I say, this is all terribly formal. Must I go an calling you Dr. Peel? (re: the steamroom) Under the circumstances, you may call me Mrs. Peel.

And now that we've settled the matter of honorifics, will you kindly explain why you wished me to meet you? I didn't. Mother did.

Let me guess -- 'Father'? All happy families here, Mrs. Peel. Father's dark glasses turn to Emma like a hawk. Runs her fingers over Emma's face. Gets the outline. Emma realizes --

(unimpressed) A kipper. Or a red herring? What were they investigating? A series of bizarre shifts in local weather patterns ...

Global warming? Jungle plants in the Arctic? A lush English village transformed overnight into African scrubland? Blizzards in summer?

Jungle plants in the Arctic? A lush English village transformed overnight into African scrubland? Blizzards in summer? How curious ...

I'm no spy -- where do I fit in? Your research into climate engineering was state-of-the-art. Your experiments could have revolutionized our knowledge of global warming -- had they succeeded. We need your expertise.

(very arch) Ropes? A life-size target of a man with blank face, bowler hat and umbrella, flips up, and -- BLAM! BLAM! BLAM! BLAM! Is riddled with holes byEmma, who works at reloading as

Think she really killed those agents? She may not know. Theory goes she may be very ill.

Amnesia? Possibly. Split personality ...

Insane ... ? Who knows? If Dr. Darling is right, you should watch out.

Why? She may try to kill you.

How come you took so much interest in her, Dr. Darling? Her husband was one of ours.

(eyes Peel's photo, then Mother) Peel? Did she know? Still doesn't. Better safe than sorry. She was in a dangerous game, Steed. High stakes. She may prove to be a risk. If she is, there's only one solution. Termination.

Anyone particular in mind? You. OFF Steed's reaction. CLASHING BLADES OVER ...

Do you? Yes indeed. I need protection.

(relishing his shoes) Ahh. Perfect fit. The luxury of a hand-made shoe. As unique as a face or a fingerprint. Or should I say DNA? Eyes watching Emma and Steed rise ...

Press that button, would you? Tea? opens, revealing a tea service: a samovar of tea, feeding into a pre-warmed pot, pouring into two china cups ... WIDEN to reveal:

You know what I mean. This car -- and you. Nobody walks around like that. Milk? Not all Tradition is bad, Mrs. Peel. No thank you. She hands over a cup.

But why? What's the point? A Gentleman has to have a code. This is part of mine. A uniform. Think of it as my suit of shining armor.

That's predictable. When I find a queen in need of protection I'll let you know. Steed looks in the mirror. Behind them, a car. Tailing? I'm hoping you will. He puts his foot down. Zoom ...

Sir August Merryweather ... why are we seeing him first? As per mother's instructions.

Do we always follow Mother's instructions? For a man in my position --

Just what is your position, if you don't mind my asking. How did a stuffed shirt like you get into this line of work? (smiles) They call me in when they've reached a dead end. Freelance. Like yourself.

I have no choice. Why should you risk your life? After our fencing match, I was rather hoping you would do the risking. More tea?

After our fencing match, I was rather hoping you would do the risking. More tea? No thanks.

An eccentric recluse?

June, July ... August? The family does seem to be somewhat meteorologically inclined.

Any other vices? All of a piece, really. A fanatical weatherman. Chairman of BROLLY. (off her look) British Royal Organisation For Lasting Liquid Years. Thinks British weather has been tampered with by ... aliens. Emma takes this in.

So ... I distract him while you snoop around? How? Small talk. Try the weather.

Sir August ... ? Sir August ... ? Eh? In here! Emma follows the SOUND, steps cautiously forward.

I so agree. How did you acquire a taste for it? Out in India. So character-forming for the British. Not the heat. Good Lord, no. The rain, dash it. A good monsoon. Fifteen inches overnight. A whole week of lovely rain. I remember one summer in Jaipur ... Sir August removes his goggles, recognizes her.

Have we met? You mean you don't recall?? Before Emma can reply, the door opens...

Dear August. Loves his showers. Like a baby. (beat) Scones, Mrs. Peel? Thank you, Lady -- June ... Emma sees Sir August gazing wistfully out of the window, which is rapidly darkening ...

Promised? Who promised? There, look! Emma looks, sees rain start to pitter-patter on the windows. Emma exchanges looks with June as the rain starts pouring.

Ah, Brenda ... (as she leaves) Mrs. Peel? You should be dead. How do you feel?

You should be dead. How do you feel? (eyes her) Strange.

Why should they think that? You told them. You said I arrived on a camel, shot you four times. Left you for dead.

Did he say who? No. But he must know. Incidentally, my double left you with this. Emma shows Steed the toy snow scene. A winter wonderland snow scene. He looks puzzlingly at it. On its underneath. "The Wonderland Corporation," followed by --

An invitation. To a 'formal picnic'...? Did you say formal? I must dress.

Either way ... may I ask: why you dress in that fashion? I should have thought that was obvious ... (off his smirk) I'm in mourning. She moves off. Stay on his poker face.

(filtered) That remains to be seen. When we find the traitors, they will be dealt with severely. TEDDY BEAR #l These agents. Where are they? (filtered) Here. In this building. By our estimate, they will enter this room in thirty-five point five seconds precisely ... Panic. The bears scramble to go, bumping into each other.

What on earth? Any ideas?

Any ideas? Well, he was a fellow of the Royal Zoological Society ...

Is that written in his shoe? (smug) Common knowledge, Mrs. Peel ...

Major D'Arcy ... ? from the window behind her like a spider on glass appears another "Emma" -- -- let's call her Bad Emma -- coming straight for Emma. She makes a NOISE. Emma turns just in time to see.

Sir August...? (to Steed) What now? Ask Mother. Sound OVER: RING-RING.

Mrs. Peel -- ? (filtered) Ask not for whom the telephone rings ...

Where's Mother? Mobile HQ. In a blue funk. Can't take chances. I'm looking after things while he's hiding out ... Father drives like a maniac. She senses their unease.

You don't believe him? It's Mother you have to convince. He's very agitated. Wait here. Father SCREECHES to a halt on Holland Park Avenue Steed and Emma get out. Father takes off ...

Is there anything that isn't? (ignores) The Prospero Project was started by my husband. It was an early attempt to solve the problems of global warming. In theory, climate engineering is entirely feasible. We thought of injecting a chemical cocktail into the atmosphere by laser and satellite. A 'quick fix'...

Filling in mother nature's blind spots ... ? Exactly. There'd been earlier attempts to pump carbon dioxide into deep sea. Propane gas mostly. In small quantities it captures chlorine. Protects the ozone layer. But it proved impractical. Too bulky ...

Would it be possible to use it for military purposes? Directed by laser. Bounced by satellite. Quite possible.

Really? Sir August Merryweather? I was looking for something relaxing. Say, a Tuscan hillside in June?

Sir August Merryweather? I was looking for something relaxing. Say, a Tuscan hillside in June? Normally, we'd be eager to oblige --

You don't say. How real does it feel? As real as you wish. Hot or cold. Humid or dry. Anything you like. Within reason.

There are limits? The technology is brand new. Soon it will be more powerful. We anticipate a huge demand. Leave us your number. We'll be in touch.

... And by you, Mrs. Peel. Everything points to you. No sisters? No undiscovered twin? Not that I know of. Explanation?

Not that I know of. Explanation? According to Dr. Darling, you're a psychopathic personality with schizophrenic delusions, suffering from recurring amnesia based on traumatic repression, leading to outbursts of anti-social and violent behavior. Q.E.D. Steed lets it sink in. Emma looks a little hurt.

Is that what you think? Oh, well ... (beat) Just my type, Mrs. Peel.

Do you always drive this fast? Have I trespassed on a male prerogative? (before his reply) We're being followed. I saw him at Trubshaw's ... Steed looks into the mirror, sees a car behind them. Pulling up, trying to catch up. Emma glances in the mirror, and --

Are you alright, young man? I think so, thank you so much ... A SQUEAL of TIRES as - The following car swerves back, stops and Bailey emerges, gun drawn as Steed and the Old Lady react ...

I'm Alice. Mother said you'd be on your way. Mrs. Peel with you? (looks around) She was ... They start pulling away hay from the haystack ...

You with Mother or Father? Both, actually.

What, Lady Disdain? Are you yet breathing? Barely.

Mrs. Peel ... ? The identical face of Emma on a marble statue, as -- Steed studies the classical statue ...

Where am I? The Winslow Home for Retired Lepidoptorists. I'm so sorry I struck you, Mrs. Peel. Please forgive me. I thought you were someone else ...

Was I? (no smile) I expect that's for you to know and me to find out ...

This man -- did you see him? No. Her husband, she says. Alice tried to warn us. A trap. Tell Mother beware. Tell Father That's all.

... Piper picked a peck of pickled peppers how many pecks of pickled peppers did Peter Peel -- ? Quietly unclicks a lock. She stops in mid-gabble.

How long have I been here? Three days. Emma unlocks her straps. Sits Up. Woozy.

(echoing) What are you trying to do to me? (flailing) We want to help...!

Who? Quite frankly ... it could have been you. Silence. Emma looks away, shocked. Steed intervenes

You're accusing Mrs. Peel of killing her own husband? Her husband suspected someone very close to the operation. On the day he died, he was setting a test. To prove to himself -- to us that his wife was beyond suspicion. He had to be certain. He said he was going to give Mrs. Peel something ... Emma keeps staring at Mother, fingers her diamond ring.

... I want you to remember. Did Peter give you anything on-that day? touches her ring.

This is an official matter, Mrs. Peel. No need to take it personally. Where are you going? To find out who killed my husband.

Guilty until proven innocent? Mother and Father know best. Mother wheels himself off. Then stops; over his shoulder:

To kill me? (fractional pause) Nothing personal. Emma smiles. Then turns, and -- Runs! Steed follows Emma through a door to --

Yes ... ? ... when I don't. It comes down to one thing, Mrs. Peel. Trust. Steed reaches out for her. Holds out his hand.

And do you trust me? I could be convinced, if ... I knew who poisoned me in the maze. That kiss ...

(aroused) Mmm ... what are you doing? Keeping a stiff upper lip?

Keeping a stiff upper lip? Is that all? The kiss continues couple of seconds longer. Before Emma withdraws. With an effort, she regains her composure. A long silence.

Aren't we all, Mrs. Peel? I thought you played by the rules.

(back to square one) You don't trust me? As far as you trust me. Emma motions. Steed goes down, passes close to the edge, and swivels round nervously. Emma reads his thoughts.

Drat. Someone wants to implicate you in this affair, Mrs. Peel. Any idea who? No idea who. No idea why ...

Quite. Any childhood friends? Enemies? Not to speak of. Peter and I were both loners. There was nobody. Steed thinks; sighs.

Why's he called 'Invisible'? You'll find out. At a door marked "Information -- Col. I. Jones." Steed knocks, opens the door for her.

Aren't you coming? I'll catch you up. Don't worry; he's expecting you. Emma goes in as Steed walks down the corridor.

Or rather, you don't. Learnt the tricks in camouflage. Till this accident made a prang of things. How can I help you, Mrs. Peel? Steed on the phone.

Do you also know that during your final experiment, your halfbrother- in-law was under surveillance? Surveillance? By whom?

Surveillance? By whom? Father. She gave him an 'all clear' after a security test by Dr. Darling.

You didn't tell her? (testy) I was getting to it.

Getting to what? The World Council of Ministers meets tomorrow to convene the new global defense initiative --

Have we been invited? (poker-voiced) Under the circumstances Mother didn't see fit, but I think I can get you in ...

What's that you're wearing? It's called Black Leather.

What is it? Limpet bomb. Small, very compact. From Trubshaw's.

Trubshaw again? What now? Snuff. (off Emma's lock) I must insist you try some. Steed takes some; Emma follows his example. Weird. Does it make you high? They walk on, open doors to --

Bad news. Father's looking for you. Where are those bloody ministers? Have a look at this. She leads him to the window: sure enough -- heavy snow. Steed reacts, eyes wide.

(intercom) Where'd she go? with the blades whirling directly over her head, Emma crawls over the top of the chopper and lets herself down the other side as London's lights twinkle beneath ... As the Co-Pilot pokes his head out of the cockpit -- Emma grabs him with one hand, hoists him up into the air -- The Co-Pilot dangles over the city. Grabs Emma. Slithers back onto the cockpit. Pistol whips her. Emma crunches back onto the metal. Blades whirring close! The co-Pilot peers into her eyes from inside the gas mask --

Where are you going? Laying in supplies, Mrs. Peel weather may get very nasty and I've no umbrella ...

Where's Mrs. Peel? She just left, sir. In a hurry.

What? She said you'd understand.

... and now? Privately owned by ...

I'm going to find out who killed my husband. Will you take these documents to Steed? Of course.

(grabs mirror; searches his face) Where? (filtered) In your operation.

Then who wins? You and I. Together. But first you must confront your greatest enemy. Who could that be, Mrs. Peel? The answer is obvious ... Suddenly lights! Emma is in a hall of mirrors.

Decontamination -- ? And you've a new wardrobe. He does want you to look attractive. (beat ) He tells me you're very beautiful. Emma pounds the glass in frustration.

It was you ... all the time? Not really. Not quite. I'm afraid you still don't see ... Again he claws at his face, pulling, twisting ... Emma winces at the sight, her eyes popping out of her head. It's Valentine!

But -- why? You disappoint me, Emma. Can't you guess? (moves toward her) For you. It was all for you ...

The shoes were delivered to an island in the Serpentine - former Ministry installation ... she said to tell you goodbye. What?

How did you guess? You reek of Mrs. Peel's Black Leather ...

Such as? Destruction of their local weather systems. I can zap a thousand Chernobyls into the air.

Then what's stopping you? One very small thing. A diamond 'cyclone' chip. A thousand times more information on a fraction of the size. If I possess that, my powers would be unlimited. My dear half-brother was developing it. But he suspected sabotage. He gave the chip to ... you, 'Mrs.' Peel. I want you. But also your ring. Valentine takes her by the hand. Kisses --

What are my choices? Choices?

Choices? I'll never marry you. Valentine is philosophical. He spins the sarcophagus on an axis, lying it flat -- Emma lying in her coffin as he looks down at her --

Aren't you forgetting about something? You are, and it's behind you.

I think she really likes you ... Where's Mrs. Peel? Ugh ... As the life is squeezed out of him, Bad Emma finally smiles. Cradled together, she chokes Valentine, who gasps for breath, as -- One last desperate move on his part and Bad Emma tumbles backwards, Valentine locked in her arms in a dying embrace. They fall into the mists and liquid below. Steed almost falls himself as he grabs a beam for support. Looks down, sees ...

Mrs. Peel? What kept you?

What kept you? The plot. (realizing) Hello, we must be going ...

Have you any place in mind? As a matter of fact I have ... The coffin drifts downstream in the moonlight.

Our little paradise -- just made for two? (looks; frowns) Not quite. On cue from the water, Mother emerges, snorkeling in his wheelchair contraption -- with Brenda. He waves to --

Ah ... sun tan lotion. Any shops nearby? Must be. Trubshaw's busy. I'll send Mother ... PULL BACK to reveal no shop for miles around.

The world will be his. The universe yours. And the humans, what can they do but burn?

How bad is it? That's the problem, sir. We don't know.

It just turned itself on? What are the energy levels now?

What are the energy levels now? Climbing. When Selvig couldn't shut it down, we ordered the evac.

How long to get everyone out? Campus should be clear in the next half hour.

We should tell them to go back to sleep? If we can't control the Tesseract's energy, there may not be a minimum safe distance.

Sir, is that really a priority right now? Until such time as the world ends, we will act as though it intends to spin on. Clear out the tech below. Every piece of PHASE 2 on a truck and gone.

Is there anything we know for certain? Tesseract is misbehaving.

Is that supposed to be funny? No, it's not funny at all. The Tesseract is not only active, she's...misbehaving.

How soon until you pull the plug? She's an energy source. If we turn off the power, she turns it back on. If she reaches peak level...

That can be harmful. Where's Barton? The Hawk? Up in his nest, as usual. We see CLINT BARTON, dressed in black tactical gear, is up on the railings watching them below, Fury calls Barton on his earpiece.

Are you seeing anything that might set this thing off?

At this end? Yeah, the cube is a doorway to the other end of space, right? The doors open from both sides. DR. SELVIG clacks away at the keyboard and sees on the monitoring his worst nightmares. Suddenly- the Tesseract THUNDERS and SHAKES the entire facility. Big enough where both Agents Hill and Coulson can feel and they're at different ends of the facility. The flaring rings and glow of the cube spout out brighter and louder, like a boiling pot of water. The Tesseract's energy builds up into a BEAM much like the Bifrost Bridge, which HITS at the end of a platform that is wired to the CMS device. The great maelstrom beam FIRES the TESSERACT energy. The beam then forms a VORTEX, which then opens up a PORTAL. A BLACK HOLE IS CREATED. From the portal, the blackness of SPACE, beautiful and mysterious, strewn with a billion stars appears and a GUST of BLUE ENERGY CLOUDS fill the room, blinding everyone. The Tesseract's energy forms into a cloud that reaches to the top the facility's vacuum chamber ceiling. It's abnormally quiet. Then... HEAVY BREATHING is heard from the platform. SHIELD GUARDS slowly approach, weapons in hands. A figure is kneeling on the platform, smoke coming off it. It's LOKI. Smiling in his mischievous manner, he raises his head. The smile dies down. He looks deep into the eyes of Fury, Barton and Selvig. He stands up, holing the scepter.

Loki? Brother of Thor? We have no quarrel with your people.

You planning to step on us? I come with glad tidings, of a world made free.

Free from what? Freedom. Freedom is life's great lie. Once you accept that, in your heart... Like a gunslinger, Loki turns to face Selvig who's standingbehind him and places his spear against Selvig's heart. Selvig's eyes glow BLACK.

Who's that? He didn't tell me. Agent Hill looks suspiciously at them as they get into the truck and turns to leave, as she's walking away...

Director? Director Fury, do you copy? The Tesseract is with the hostile force. I have men down. Hill?

The Tesseract is with the hostile force. I have men down. Hill? Agent Hill climbs out her JEEP, which is sandwiched in, but luckily, not her.

Where's Barton now? We don't know.

Calm down. What's wrong? My father... Banner looks behind him seeing how the girl is staring at a few people, lying down, looking very sick.

Then, what is it? Yoga? You brought me to the edge of the city, smart. I uh... assume the whole place is surrounded?

You brought me to the edge of the city, smart. I uh... assume the whole place is surrounded? Just you and me.

And your actress buddy, is she a spy too? Do they start that young? I did.

Who are you? Natasha Romanoff.

SHIELD. How did they find me? We never lost you, doctor. We've kept our distance, even helped keep some other interested parties off your scent.

Why? Nick Fury seems to trust you. But now I need you to come in.

What if I said no? I'll persuade you.

And what if the... other guy says no? You've been more than a year without an incident. I don't think you wanna break that streak.

What does Fury want me to do? Swallow it? Well, he wants you to find it. It's been taken. It emits a gamma signature that's too weak for us to trace. There's no one that knows gamma radiation like you do. If there was, that's where I'd be.

So Fury isn't after the monster? Not that he's told me.

And he tells you everything? Talk to Fury, he needs you on this.

He needs me in a cage? No one's gonna put you in a...

You ever been in a war, Councilman? In a firefight? Did you feel an overabundance of control? You saying that this Asgard has declared war on our planet?

You saying that this Asgard has declared war on our planet? Not Asgard. Loki.

You believe? War isn't won by sentiment, Director.

Trouble sleeping? I slept for seventy years, sir. I think I've had my fill.

You here with a mission, sir? I am.

Trying to get me back in the world? Trying to save it. Fury hands Steve a file on the Tesseract, along with other files on HYDRA'S projects.

Who took it from you? He's called Loki. He's not from around here. There's a lot we'll have to bring you up to speed on if you're in. The world has gotten even stranger than you already know.

Is there anything you can tell us about the Tesseract that we ought to know now? You should have left it in the ocean.

(on the other line) You disconnected the transition lines? Are we off the grid?

Wow. So maybe our reactor takes over and it actually works? I assume. Light her up. As IRON MAN flies to the STARK TOWER BUILDING, the power is switched on and the STARK sign LIGHTS UP.

How does it look? Like Christmas, but with more... me.

Of course they are, I was directly involved. Which brings me to my next question: how does it feel to be a genius? Well, ha, I really wouldn't know now, would I?

Well, ha, I really wouldn't know now, would I? What do you mean? All this came from you.

Twelve percent? An argument can be made for fifteen.

Twelve percent? For my baby? Well, I did do all the heavy lifting. Literally, I lifted the heavy things. And sorry, but the security snafu? That was on you.

You mean OUR elevator? ...was teeming with sweaty workmen. I'm going to pay for that comment about percentages in some subtle way later, aren't I? Pepper pours herself and Tony a glass of champagne.

...Call your mom, can you bunk over? Sir, the telephone. I'm afraid my protocols are being overwritten.

How did you notice? Why is he Phil? What is all of this?

What is all of this? This is, uh... Tony EXPANDS his arms and different profiles appear in holographic form floating in the air in front of Tony and Pepper.

Well, what if I didn't? If you didn't?

If you didn't? Yeah.

So, this Doctor Banner was trying to replicate the serum that was used on me? A lot of people were. You were the world's first superhero. Banner thought gamma radiation might hold the key to unlocking Erskine's original formula. The Hulk roars with fury as he slams a jeep apart.

Didn't really go his way, did it? Not so much. When he's not that thing though, guy's like a Stephen Hawking. Steve looks confused.

The uniform? Aren't the stars and stripes a little... old fashioned? With everything that's happening, the things that are about to come to light, people might just need a little old fashioned. Steve takes in Coulson's sentiment.

Battle? Against the meager might of Earth? Glorious, not lengthy. If your force is as formidable as you claim.

You question us? You question HIM? He, who put the scepter in your hand, who gave you ancient knowledge and new purpose when you were cast out, defeated? I was a king! The rightful king of Asgard! Betrayed!

Ma'am? Hi.

There was quite the buzz around here, finding you in the ice. I thought Coulson was gonna swoon. Did he ask you to sign his Captain America trading cards yet? Trading cards?

Trading cards? They're vintage, he's very proud. Without realizing, Banner doesn't notice them walking as he isnervous as hell. He moves around as people keep walking in hisway.

Is that the only word on me? Only word I care about.

Is this is a submarine? Really? They wanted me in a submerged pressurized metal container? They both move closer to the edge of the HELICARRIER. FOUR HUGE

Thanks for asking nicely. So, uh... how long am I staying? Once we get our hands on the Tesseract, you're in the clear.

You have to narrow the field. How many spectrometers do you have access to? How many are there?

How many are there? Call every lab you know, tell them to put the spectrometers on the roof and calibrate them for gamma rays. I'll rough out a tracking algorithm based on cluster recognition. At least we could rule out a few places. Do you have somewhere for me to work?

Call every lab you know, tell them to put the spectrometers on the roof and calibrate them for gamma rays. I'll rough out a tracking algorithm based on cluster recognition. At least we could rule out a few places. Do you have somewhere for me to work? Agent Romanoff, would you show Dr.Banner to his laboratory, please. Natasha nods and walks off, leading Banner down the hall.

Where did you find all these people? SHIELD has not shortage of enemies, Doctor. He holds up a screen showing information on IRIDIUM.

Is this the stuff you need? Yeah, iridium. It's found in meteorites, it forms anti-protons. It's very hard to get hold of.

I know. What did it show you, Agent Barton? My next target.

Location? Stuttgart, Germany. 28, Konigstrasse. He's not exactly hiding.

Said anything? Not a word.

What? Rock of Ages giving up so easily? I don't remember it being ever that easy. This guy packs a wallop.

Still, you are pretty spry, for an older fellow. What's your thing? Pilates? What?

What? It's like calisthenics. You might have missed a couple things, you know, doing time as a Capsicle. Steve looks at Tony, finally meeting his ego match.

What's the matter? Scared of a little lightning? I'm not overly fond of what follows. What the fuck? OUTSIDE THE JET A BLINDING LIGHT hits the jet. Not a light. A King. THE MIGHTY THOR. Thor OPENS the ramp and grabs Loki by the throat and flies out. Steve and Tony are left dumbstruck. Tony puts the IRON MAN helmet on.

Another Asgardian? Think the guy's a friendly?

Think the guy's a friendly? Doesn't matter. If he frees Loki or kills him, the Tesseract's lost. Tony turns and gets ready to jump off the jet to chase after Thor.

Where is the Tesseract?

Did you mourn? We all did. Our father...

We were raised together, we played together, we fought together. Do you remember none of that?

And you're doing a marvelous job with that. The humans slaughter each other in droves, while you idly threat. I mean to rule them. And why should I not? You think yourself above them.

Who showed you this power? Who controls the would-be-king? I am a king!

Shakespeare in the park? Doth mother know you weareth her drapes? This is beyond you, metal man. Loki will face Asgardian justice!

You want me to put the hammer down? CAPTAIN AMERICA CROUCHES DOWN and HOLDS UP HIS SHIELD. THOR brings that hammer down onto the shield and a MASSIVE IMPLOSION OF LIGHT reacts to the vibranium shield creating a MASSIVE

Are we done here?

The mindless beast, makes play he's still a man. How desperate are you, that you call upon such lost creatures to defend you? How desperate am I? You threaten my world with war. You steal a force you can't hope to control.

He really grows on you, doesn't he? Loki's gonna drag this out. So, Thor, what's his play?

Loki's gonna drag this out. So, Thor, what's his play?

An army? From outer space? So he's building another portal. That's what he needs Erik Selvig for.

Selvig? He's an astrophysicist.

Iridium, what did they need the Iridium for? It's a stabilizing agent. (walks in with Coulson; to

How does Fury do this? He turns. Tony looks around the monitors and places a BUTTON SIZE HACKING IMPLANT under Fury's desk, without anyone noticing.

When did you become an expert in thermonuclear astrophysics? Last night. The packet, Selvig's notes, the Extraction Theory papers. Am I the only one who did the reading?

Last night. The packet, Selvig's notes, the Extraction Theory papers. Am I the only one who did the reading? Does Loki need any particular kind of power source?

Does Loki need any particular kind of power source? He's got to heat the cube to a hundredand twenty million Kelvin just to break through the Coulomb barrier.

Shall we play, doctor? Let's play some. As Banner and Tony walk out, the GALAGA PLAYER turns ever so discreetly, watches as everyone else disperses and goes back to playing.

Nothing?

Hey! Are you nuts? You really have got a lid on it, haven't you? What's your secret? Mellow jazz? Bongo drums? Huge bag of weed?

You really have got a lid on it, haven't you? What's your secret? Mellow jazz? Bongo drums? Huge bag of weed? Is everything a joke to you?

Is everything a joke to you? Funny things are.

You think Fury's hiding something? He's a spy. Captain, he's the spy. His secrets have secrets. (points to Banner) It's bugging him too, isn't it?

He's a spy. Captain, he's the spy. His secrets have secrets. (points to Banner) It's bugging him too, isn't it? (bobbling the words) Uh...I just wanna finish my work here and...

The Stark Tower? That big ugly (Tony gives him a look) ...building in New York? It's powered by Stark Reactors, self- sustaining energy source. That building will run itself for what, a year?

It's powered by Stark Reactors, self- sustaining energy source. That building will run itself for what, a year? That's just the prototype. I'm kind of the only name in clean energy right now.

(referring to Tony) So, why didn't SHIELD bring him in on the Tesseract project? I mean, what are they doing in the energy business in the first place? I should probably look into that once my decryption programmer finishes breaking into all of SHIELD's secure files.

(taken by that) I'm sorry, did you say...? Jarvis has been running it since I hit the bridge. In a few hours we'll know every dirty secret SHIELD has ever tried to hide. (holds out a bag of blueberries) Blueberry?

Jarvis has been running it since I hit the bridge. In a few hours we'll know every dirty secret SHIELD has ever tried to hide. (holds out a bag of blueberries) Blueberry? Yet you're confused about why they didn't want you around?

Yet you're confused about why they didn't want you around? An intelligence organization that fears intelligence? Historically, not possible.

And you're all about style, aren't you? (a nerve hit) Of the people in this room, which one is; A. wearing a spangly outfit, and B. not of use?

(a nerve hit) Of the people in this room, which one is; A. wearing a spangly outfit, and B. not of use? Steve, tell me none of this smells a little funky to you? Steve takes in the possibility, but as an obedient soldier, shakes it off.

So you're saying that the Hulk... the other guy... saved my life?

That's nice. It's a nice sentiment. Saved it for what?

Like what? BILCHSTEIM? You know; huge, scaly, big antlers. You don't have those?

BILCHSTEIM? You know; huge, scaly, big antlers. You don't have those? Don't think so.

You think you can make Loki tell us what the Tesseract is? I do not know. Loki's mind is far afield, it's not just power he craves, it's vengeance upon me. There's no pain that would prize his need from him.

What are you asking me to do? I'm asking. What are you prepared to do?

I'm asking. What are you prepared to do? Loki is a prisoner.

And once you've won. Once you're king of the mountain. What happens to his mind? Is this love, Agent Romanoff?

Is this love, Agent Romanoff? Love is for children. I owe him a debt.

And what will you do if I vow to spare him? Not let you out.

Ah, no. But I like this. Your world in the balance, and you bargain for one man? Regimes fall every day. I tend not to weep over that, I'm Russian... or was.

What is it you want? It's really not that complicated. I've got red in my ledger, I'd like to wipe it out.

Can you? Can you wipe out that much red? DRAKOV'S daughter? SÃO PAULO? THE HOSPITAL FIRE? Barton told me everything. Your ledger is dripping, it's gushing red, and you think saving a man no more virtuous than yourself will change anything? This is the basest sentimentality. This is a child at prayer... PATHETIC!

What?

What are you doing, Mr. Stark? Uh...kind of been wondering the same thing about you.

What were you lying? I was wrong, director. The world hasn't changed a bit. At that moment, Thor and Natasha walk into the lab. Natasha keeps her eyes right on Banner. Banner looks at her, PISSED.

Did you know about this? You wanna think about removing yourself from this environment, doctor?

You wanna think about removing yourself from this environment, doctor? I was in Calcutta, I was pretty well removed.

And you've been doing what exactly? You didn't come here because I bat my eyelashes at you.

Me? Last year earth had a visitor from another planet who had a grudge match that leveled a small town. We learned that not only are we not alone, but we are hopelessly, hilariously, outgunned.

Like you controlled the cube? You're work with the Tesseract is what drew Loki to it, and his allies. It is the signal to all the realms that the earth is ready for a higher form of war.

A higher form? You forced our hand. We had to come up with something.

Remind me again how you made your fortune, Stark? I'm sure if he still made Wait! Wait! Hold on! How is weapons, Stark would be neck this now about me? deep... I'm sorry, isn't THOR everything? I thought humans were more evolved than this.

Excuse me, did WE come to YOUR planet and blow stuff up? Did you always give your champions such mistrust?

Did you always give your champions such mistrust? Are you all really that Captain America is on naive? S.H.I.E.L.D monitors potential threat potential threats? watch list?

Are you all really that Captain America is on naive? S.H.I.E.L.D monitors potential threat potential threats? watch list? (to Steve) I swear to God, Stark, one You're on that list? Are you more crack... above or below angry bees? Threatening! I feel threatened! As the "team" argues, they don't realize the BLUE GEM on Loki's scepter is glowing brightly.

661 Bravo, please relay your pass code. What is your hull, over? Arms to ammunition, over. Inside, BARTON and his crew suit up and arm themselves. Barton pulls out his hi-tech bow and arrows.

(puts his arm around Steve) Why shouldn't the guy let off a little steam? (pushes Tony off) You know damn well why! Back off!

Big man in a suit of armor. Take that off, what are you? Genius, billionaire, playboy, philanthropist.

Located the Tesseract? I can get there faster.

You gonna stop me? Put on the suit, let's find out.

(quietly, to herself) I'm okay. We're okay, right? Barton leads his men into the air ducts of the ship. They rappel down into a corridor.

What's it look like in there? It seems to run on some form of electricity.

The relays are intact. What's our next move? Even if I clear the rotors, this thing won't re-engage without a jump. I'm gonna have to get in there and push.

It's Barton. He took out our systems. He's headed for the detention level. Does anybody copy? Still shaken by the HULK ordeal, Natasha sits there, rocking back and forth, after crying for a while. Summoning back all her coolness, she touches her EARPIECE.

Are you ever not going to fall for that? Barton walks alone down the catwalk. In a lightning fast move, Barton nocks an arrow, and points it at NATASHA. A hand-to-hand fight ensues. Natasha CRAWLS her way around Barton, making Barton to drop his bow, but pulls out a KNIFE on her.

You like this? We started working on the prototype after you sent THE DESTROYER. Even I don't know what it does. Do you wanna find out?

Am I? It's in your nature.

Your heroes are scattered, your floating fortress falls from the sky...where is my disadvantage? You lack conviction.

Did I hurt anybody? There's nobody around here to get hurt. You did scare the hell out of some pigeons though.

You saw? The whole thing, right through the ceiling. Big and green and buck ass nude. Here... He throws Banner a pair of big pants. Banner pulls on his pants.

Are you an alien? What?

What? From outer space, an alien?

From outer space, an alien? No.

I don't understand. Have you ever had someone take your brain and play? Pull you out and send something else in? Do you know what it's like to be unmade? You know that I do.

Why am I back? How did you get him out? Cognitive recalibration. I hit you really hard in the head.

Tasha, how many agents? Don't. Don't do that to yourself, Clint. This is Loki. This is monsters and magic and nothing we were ever trained for.

Loki, he got away? Yeah. I don't suppose you know where?

Yeah. I don't suppose you know where? I didn't need to know. I didn't ask. He's gonna make his play soon though. Today.

Yeah? Who's we? I don't know. Whoever's left.

But you don't. You're a spy, not a soldier. Now you want to wade into a war. Why? What did Loki do to you? He didn't, I just...

Was he married? No. There was a uh...cellist, I think.

Why? For believing? For taking on Loki alone.

Right. How did that work for him? Is this the first time you've lost a soldier?

Is this the first time you've lost a soldier? (turns around sharply) WE ARE NOT SOLDIERS! I am not marching to Fury's fife!

That is the point. That's Loki's point. He hit us all right where we live. Why? To tear us apart.

Go where? I'll tell you on the way. Can you fly one of those jets? Barton walks out of the restroom. Looks at Cap.

You got a suit? Yeah.

Agent Hill? Those cards, they were in Coulson's locker, not in his jacket.

Yeah, it's seen a bit of mileage. You've got the blue stick of destiny. Would you like a drink? Stalling me won't change anything.

The CHITAURI are coming, nothing will change that. What have I to fear?

Stark, are you seeing this?

I'm seeing, still working on believing. Where's Banner? Has he shown up yet? Banner?

Banner? Just keep me posted. Jarvis, find me a soft spot. IRON MAN quietly flies behind and parallel with the CHITAURI

Look at this! Look around you! You think this madness will end with your rule? (tries to look away) It's too late. It's too late to stopit.

You think you can hold them off? Captain. (pulls a trigger on his bow; a narrow is mechanically

National Guard? Does the army know what's happening here? Do we? CAPTAIN AMERICA jumps in front of them. They look up at this ridiculous looking man.

What's the story upstairs? The powers surrounding the cube is impenetrable.

How do we do this? As a team.

Banner? Just like you said.

Wanna give me a lift? Right. Better clench up, LEGOLAS. IRON MAN lifts HAWKEYE up to the building.

Nice call. What else you got? Well, Thor's taking on a squadron down on 6th.

And he didn't invite me? We are looking INTO a conference room where office workers sit around a table. But the NOISE has caught one worker's eye, then another, and soon they are all rising, stepping to the window, mesmerized by what lies beyond. WORKERS' POVA CHITAURI LEVIATHAN SWIMS right in front of them.

Are you sure about this? Yeah. It's gonna be fun.

Nat, what are you doing? Uh... a little help! HAWKEYE pulls the trigger twice, nocks an arrow, and points it at Loki, smiling.

JARVIS. You ever hear the tale of Jonah? I wouldn't consider him a role model.

How long? Three minutes, at best. Stay low and wipe out the missile.

You ready for another bout? What? You gettin' sleepy?

What? You gettin' sleepy? Selvig, back in scientist mode, CLACKS away at his laptop. Henods. BLACK WIDOW grabs Loki's scepter, slowly breaks into the FORCE FIELD, almost touching the Tesseract.

Stark, you know that's a one-way trip?

Sir. Shall I call Miss Potts? You might as well.

What the hell? What just happened? Please tell me nobody kissed me?

These so called heroes have to be held responsible for the destruction done to the city. This was their fight. Where are they now? What? That this was somehow their fault? Captain America saved my life. Wherever he is, wherever any of them are, I just wanna say thank you.

Where are the Avengers? I'm not currently tracking their whereabouts. I'd say they've earned a leave of absence.

And the Tesseract? The Tesseract is where it belongs: out of our reach.

So you let him take it and the war criminal, Loki, who should be answering for his crimes? Oh, I think he will be.

Was that the point of all this? A statement? A promise. Fury walks out, towards the bridge.

Sir, how does it work now? They've gone their separate ways, some pretty extremely far. We get into a situation like this again, what happens then? They'll come back.

You really sure about that? I am.

Why? Because we'll need them to. Agent Hill turns around. Fury looks out, smiling.

Used to what? To the fact of my retirement, not only as a diplomat but also as a father.

Would you like to see my profile?He snaps himself into profile, then turns, slowly, in the manner of a store window mannequin. Anna continues to stare at him. This time she peers directly into his eyes. Sandro is no longer amused.

Well, what is it?Finally, Anna puts an end to her staring, and taking Sandro by the hand she leads him around the room. She stops in front of a mirror and looks at herself. The expression on her face becomes taut, determined. She starts unbuttoning her dress as she continues looking at herself in the mirror. Sandro comes up close to her shoulders, caresses her hair, and whispers softly into her ear.

But of course... arrogant, haughty... Hasn't Anna ever told you?While this exchange was going on, Anna has already climbed into Sandro's car. Sandro follows and takes his place at the wheel; Claudia gets in alongside him. The car takes off at high speed.

Like this?Now Claudia again peers out at the landscape -- but only for an instant. Sandro abruptly turns the headlights on again, revealing a sharp curve in the road up ahead, only about a hundred yards away. He quickly shifts into lower gear, and the car swerves slightly. The sudden shift from fourth to third gear causes the motor to emit a sound that resembles a cry. The car races swiftly towards the curve, getting closer and closer. But at such high speed it appears impossible the car will be able to make the turn. Further up ahead, where the curve fades, there is a stone wall that runs along the side of the road. At this point, even Anna is attentive, her eyes wide open. Both she and Claudia are petrified and terror-stricken as the curve and the wall loom closer and closer. Fifty yards, forty, ten. All of a sudden, the headlights illuminate a large gap in the wall about three or four yards away, just on the other side of a small ditch that separates the road from the wall itself. There seems to be no other choice. With a frightening leap -- and going well over fifty miles an hour -- the car barely makes it over the ditch and right through the opening in the wall. The car comes to a sudden halt, but skids along on the muddy ground of an empty lot until it finally stops near the door of a small farmhouse in front of an old man. He is seated on a bench and has been observing the entire scene without budging an inch. There is a brief pause -- silence. Then Sandro comes out of the car followed by Claudia and Anna. Claudia is visibly shaken. She leans up against the building for support, as though in search of something solid and dependable. She is also unnerved by the feeling that she is responsible for what has just happened.

And who do you think made that hole over there?Even before he has a chance to be surprised at the old man's remark, Sandro becomes aware that Anna is laughing. It is not the hysterical laugh that normally might be expected after such a close call. It is, instead a pure and simple laugh, almost a happy one, and leaves both Sandro and Claudia plainly baffled.

Did you sleep well? Yes, fairly well. But I went to bed last night planning to do some thinking about a number of things ... instead, I fell asleep.

How's the water?Sandro looks up and, pointing to the rocks at the highest part of the island, answers her.

What has everybody got against me this morning?From inside the cabin, a feminine voice is heard shouting:

Why have we stopped? (kissing her hand) Lady Patrizia!

What makes you think I would even dream of such a thing? Raimondo, why don't you go in for a dip?She turns around to look at Raimondo and becomes somewhat startled to see him all rigged out in his diving equipment, complete with mask, spear-gun, etc.

Raimondo... Do you enjoy fishing underwater?<b>

</b>

When do you have to go back? I don't know... It depends on Ettore... He's now in the process of negotiating for a contract here in Sicily...

What could be more restful than this?... (He opens his eyes and is upright in the water) Excuse me, what is it that you want to try?Instead of answering him, Anna starts swimming rapidly out to sea. Sandro tries to hold her back but because she swims much faster, he gives up and finds himself alongside of Giulia.

Why? Because the owners never seem to have any fixed hours. For example, last night we kept right on sailing... We didn't even have a chance to get some sleep. Still, I like it better.

(to Anna) But how did you become aware of it? Did it touch you?Anna doesn't answer but continues on ahead amid the overlapping remarks.

Who's moving?

But where did the shark go to?As soon as Sandro closes the door to the cabin, Anna is suddenly and completely changed. She gets up from the cot, goes over to the curtain and draws it aside, revealing an array of feminine attire. Wondering which dress to choose, she finally selects two and tosses them on the cot.

Which one shall I wear? (picking up one of the two dresses) This one is gorgeous.

Then why don't you try it on?As Anna begins to dry herself with a large bath towel, Claudia slips on the dress and looks at herself in the mirror with a coquettish expression on her face.

But aren't you afraid? Ma'am, sharks never attack anybody. Anyway, the raft is dark, and they wouldn't be able to see it.

How are you? Fine. Can't you see so yourself?

Fine. Can't you see so yourself?Anna goes over to the edge of the boat and stands at the head of the little stairway leading down to the water.

I have an urge to put my feet on some land. Aren't you coming?As she starts to go down the steps, Sandro quickly comes over to her.

Wait for what? Well, with a shark running loose around the place, I for one won't get aboard that raft! They'll have to catch it first. I want to see it right here before my feet, dead or alive.

Will the three of us fit? Sure, sure. There's plenty of room.

Claudia, aren't you coming? I'm certainly not going to swim across.

There, have you seen enough now? Are you satisfied?Raimondo nods yes. Claudia is amused by their behavior but also a little surprised.Patrizia calmly resumes her game and Raimondo again begins to stare at her. This time, at her breasts. And again Patrizia becomes conscious of the fact that he is staring at her. She assumes a bored attitude and looks up at the ceiling in a gesture of quiet forbearance. Raimondo reaches out with his hand and gently caresses Patrizia's breast. Claudia looks on in amazement. Raimondo withdraws his hand.

Tell me, Claudia, what do you think of Raimondo?<b> PATRIZIA

</b>

He amuses me. I don't know of anything more amusing. Outside of this jigsaw puzzle. Don't you find it so, Claudia? One would have to be in love with somebody to know that.

Have you ever been in love? Not really... It's suffocating in here... Shall we go out?

Not really... It's suffocating in here... Shall we go out?Claudia leaves the cabin and goes up to the deck. Patrizia returns to her game, and Raimondo continues to stare at her.

At what? At the ruins. They're very ancient, you know.

That sounds like a good idea. But why don't we all go together?Though Claudia's suggestion is heard by all, none of them make a move. Relaxing so comfortably in the sun as they are, it seems the last thing they would want to do is to climb up the rocky slopes. So Claudia starts to go up on her own, following Corrado who is already under way. But Giulia immediately comes up to him and, squeezing his arm to emphasize her plea, whispers to him:

Well, what? Have you decided?

Have you decided? All I said was that it sounds like a good idea.

(ironically) But Corrado... If something is beautiful why shouldn't one say so? (referring to Corrado) He never misses a chance to humiliate me, to let me know that he doesn't care about me any more.

Giulia, that remark is not worthy of our twelve years of honest concubinage. I repeat, once and for all, and publicly, that I admire you. Does that please you?<b>

</b>

(under her breath to Anna and Sandro) Twelve years ... But why haven't they married?<b> CLAUDIA

</b>

(with a faint smile) And why haven't they left each other? I'm beginning to have my doubts. It couldn't be that they're in love?

I'm beginning to have my doubts. It couldn't be that they're in love? Could be. They're the kind of people who are capable of anything.

Then why don't we go up and see the ruins?Anna and Sandro have left the group and are ensconced further up among the rocks, on a grassy slope overlooking the beach.

(angrily) But I think we should talk about it. Or are you fully convinced that we too won't understand each other? There will be plenty of time to talk about it later. We'll get married soon. That way we'll have more time...

In this case, getting married means nothing. Aren't we already the same as being married? And Corrado and Giulia -- aren't they already the same as being married? But why rattle your brains by arguing and talking... Believe me, Anna, words never help at all. They only serve to confuse. I love you, Anna. Isn't I that enough?

But why rattle your brains by arguing and talking... Believe me, Anna, words never help at all. They only serve to confuse. I love you, Anna. Isn't I that enough? No. It's not enough... I told you before that I would like to get away for a while and be alone.

And where's Anna? (then, turning to the sailor) Isn't she on the yacht?<b>

</b>

Take it easy, Raimondo. Why are you getting so impatient?Claudia's voice is heard, calling out from the shore.

Did you find her?None of them answer but it is clear from the worried expressions on their faces that they too have found no trace of Anna. Still they continue the search, each going off in different directions. Claudia, walking over land covered with large white rocks and clumps of dry brush, spots something moving behind one of the bushes. Anxiously, she starts to walk up closer. Suddenly the branches begin to move and a stray lamb emerges. Surprised, but also somewhat relaxed, she turns around and calls out to Corrado, who is following her only a short distance away.

Me?... I no longer have any interest in building... And, then, where can you find boulders of rock like this in Milan?Claudia comes up close to the hut and tries to peer through the tiny window but inside it is so dark that nothing can be seen. Suddenly, she finds a small piece of bread on the ledge of the window. She picks it up and starts examining it. Then, realizing the bread is still fairly fresh, exclaims:

(angrily) What do you mean! What about Anna? (to the seaman) Tell Lady Patrizia that we can't leave now. In fact, we'll have to make a tour around the island...

Shall I turn back? No. Now that we're here, let's have a look around Basiluzzo. (then turning to Patrizia) When we were swimming, she swam out in that direction.

(to the sailor) How long will it take to go there and come back? If there's a police station at Panarea, it should take us a couple of hours. But if we have to go to Lipari, it will take much longer. Then it also depends on how rough the sea is.

(calling to Corrado from the boat) Do you want some blankets? ... and something to eat?Corrado makes an irritated gesture signifying no, then together with Sandro starts climbing up the rocky slope towards the stone hut. As they meet up with Claudia midway, the first drops of rain start to fall and it is clear that the storm is on the verge of breaking. The three of them reach the door of the hut and Corrado tries to pull it open, but the lock resists. Then Sandro comes to his aid, and placing their shoulders up against the wooden door, they finally manage to force it open.

And why do you tell us this only now?<b> CORRADO

</b>

And how do you explain that?Ignoring the question, Sandro begins pacing back and forth across the room. The silence is broken only by the sound of the rain outside which is now coming down harder and harder. Suddenly, footsteps are heard approaching the hut. Sandro, Claudia and Corrado quickly turn around and face the door, their faces clearly revealing the expectation that it might be Anna. Finally the door begins to open and an old man appears, carrying a sack in his hand.

From Panarea. Why? Ah, then it was you... I heard a boat leaving here at two o'clock today...

In the afternoon?<b> SANDRO

</b>

No... in the morning. Why? What's happened? Nothing... nothing at all!

What do you mean... disappeared? Was she drowned? No, she didn't drown... She just disappeared, and nobody knows where.

Are you feeling better? (nodding yes) I'm sorry about last night. Please forgive me.

You're very fond of Anna, aren't you?<b> SANDRO

</b>

(astonished) What boat? Just a moment ago... didn't you hear the sound of a motor?

Just a moment ago... didn't you hear the sound of a motor? At this time of the year there are so many boats...

Early? Is four in the morning early for you?Sandro is visibly deflated by the old man's casualness, and he decides to abandon his questioning. He turns away from him and looks up to see Claudia walking slowly towards the top of the cliffs, directly behind the hut where the night before the old man had said Anna might have fallen. She looks down over the side and quickly withdraws, almost in fear of being sucked down into the swirling waters below. She turns away and starts walking towards the interior part of the island. In the rocky hollows around her, she notices small accumulations of yesterday's rain and, scooping up some of the water from one of these rocks, she rinses her face. As she gets up again, Sandro is there, standing directly before her. Claudia is almost startled. They continue to gaze at one another in silence. Then Claudia abruptly turns away and heads towards a higher point of land. A moment later, Sandro joins her again and once more they find themselves staring into each other's eyes, almost embarrassed by their own behavior, yet unable to control it.The wailing siren of a police boat resounds through the air like a shrill lament. Only then do Sandro and Claudia detach themselves from their trance-like state, from the sudden compulsion of being drawn towards each other. Through the haze, they notice a landing taking place down at the shore. Realizing it is their friends returning with the police, they both start descending the slope to greet them.Stepping ashore are Patrizia, Giulia and Raimondo, followed by a Marshal of the carabinieri and two police agents. As Sandro and Claudia come rushing down over the rocks, Claudia suddenly stops and lags behind so as not to arrive on the beach simultaneously with Sandro.Meanwhile, Corrado has already gone down to the shore and as he goes out to meet them, Patrizia, Giulia and Raimondo anxiously look to him as though expecting some good news. But Corrado remains silent, then throws out his arms in a gesture of despair.

What do you think? We, too, you know. It was disastrous. First at Panarea, where there weren't any boats... then at Lipari, where everybody was asleep... And the phone call to Rome...

(to the frogman) What is it? An ancient vase. There's a buried city under here. It's full of this stuff.

Corrado, why don't you ask them to give it to us as a gift? Really! So that you can stuff it with your geraniums.

(to Sandro) But aren't you supposed to be on your way?Claudia, stricken with dismay, immediately detaches herself from Sandro, who replies with a certain sense of embarrassment.

(to the carabiniere) It's already two hours... What are we going to do? It takes about twenty to twenty-two hours for the current to reach here from Lisca Bianca.

(referring to the crate) And you say that came from Lisca Bianca? It couldn't have come from anywhere else. At least, somewhere from that vicinity... But I really can't understand it. Contraband cigarettes on that island! It's the first time that ever happened.

(to the old man) ... Is it also true that you saw no boat around here at Lisca between yesterday and this morning? How many times do I have to tell you, Marshal, that I was at Panarea.

Sir, if you have no objections, may we start the search?Anna's father turns around to look at the bloodhounds who are already sniffing the air for a scent and anxious to get on with the hunt. Then he throws a quick glance at his daughter's valise once more, and with an air of disgust and irritation, walks off in a huff, followed by Claudia.

And why didn't you go there? (referring to Sandro) He wanted to come back.

So... the boat we saw yesterday afternoon might have also been that of these smugglers. Could it be possible, then, that Anna...? (evading Corrado's question and pursuing his own thoughts) I wonder where they could have unloaded the stuff ... Maybe right here at Lisca.

But for what reason would she have wanted to go away? Listen, Marshal... As for there being reasons for going away, anyone of us might have three thousand of them. So you can assume that she had them. What I want to know, is it possible that the smugglers might have taken her aboard?

What is it about? They've stopped a suspicious-looking boat a few miles from here... yesterday afternoon. The crew has been taken to Milazzo for questioning.

Did you hear that? What do you plan on doing? (resignedly) We are in the hands of God.

To do what? I just can't leave without first searching those islands, one by one.

Okay. Just sign here. (turning to a guard standing at the door) Have the next one come in. He's the last, isn't he?Another sailor enters and timidly approaches the Lieutenant's desk. He is rather young, and his face is completely bronzed by the sun.

They tell me you have a lot of trouble at home. Is that right?<b> LIEUTENANT

</b>

What other boat? Now look, my men saw it and they also saw you men throwing those crates overboard. What have you got to say about that?

Now look, my men saw it and they also saw you men throwing those crates overboard. What have you got to say about that? (stuttering) I ... I ... wasn't feeling well ... I.. I was sleeping... I don't know anything ... I ... I'm all mixed up and ...

But what are you saying?... What are you saying?The Lieutenant motions to Sandro to be quiet, then calmly rises from his desk and continues.

(showing the newspaper to the Lieutenant) Tell me, Lieutenant, do you happen to know this F.Z. who wrote this article here?The Lieutenant takes a look at the paper which carries a two-column story headed: DISAPPEARANCE OF A ROMAN TOURIST AT LISCA BIANCA.

Zuria is in Messina. You might try him. Shall we phone him?From the opposite end of the corridor through which Sandro and the Lieutenant are walking, appears the Sergeant who was in charge of the patrol boat on which Claudia toured the islands in search of Anna. After saluting his superior, the Sergeant says:

Have you any instructions for me, Lieutenant? May I return to Lipari? Yes. With whom did you leave the crate of cigarettes?

Yes. With whom did you leave the crate of cigarettes? I left it at the warehouse.

Pardon me, Sergeant, but when did you get back? About two hours ago.

But then when will we see each other?Claudia looks at him imploringly, intent on making him understand, without having to tell him outright, that it is not a question of their seeing each other. Sandro, of course, does realize and suddenly springs to his feet and nervously begins pacing back and forth across the waiting room. Claudia, in turn, also rises and goes over to him.

Sandro, I don't want you to come with me, I don't want to see you... How can I make it clear to you?...Why did you come? I don't know why. I just couldn't help it.

I'm sorry. I didn't want to sound cynical. But isn't it better to look things squarely in the eye? For me they are exactly as they were when we met three days ago -- just three days ago... don't you realize? And you and Anna... No, I guess they aren't like that any more. My God, is it possible to forget in such a short time, for things to change so quickly?

And what about you? Me... I... I... Please leave me alone.

And who is she? Does she work in Catania?<b> WOMAN'S VOICE

</b>

And why wouldn't we have one like this? Because this is a Chinese radio.

But for you, what comes first: music or love?Claudia presses up close to Sandro, amused and, at the same time, obviously moved.

But why, Claudia?... Why?Sandro tries to grab her in his arms, but Claudia pushes him away, almost with a sense of violence, as though she were afraid she might change her mind once in his arms. In the meantime, the train has come to a stop in the station. Sandro pauses to look at Claudia once more.

(to Corrado and Ettore) But how can you carry on a discussion in this heat? When one approaches fifty, my dear, he is affected only by the cold.

This is Claudia, Anna's friend... (to Claudia) You've never met my husband, have you?Ettore immediately recalls Claudia's name from a previous conversation that was apparently held before she arrived.

By the way, have you phoned him?<b> ETTORE

</b>

I've never met this Sandro. What kind of a person is he?... He couldn't have done her in himself, by any chance? (breaking out into a loud laugh) Sandro?... Oh, sure... I can see Sandro calling Anna over to him and saying: Listen, Anna, I intend to get rid of you, but since it's so painful and complicated... and besides, I don't happen to have a gun on me... why don't you do me a favor and get rid of yourself on your own...

It's Queen Saroya... I saw her... So, who could it be? They've torn her dress... She's almost nude... She ran into the shop to hide herself...

(to one of the newspapermen) Which one of you is Zuria? He's inside.

Zuria? Yes. Until proven otherwise.

Wait a moment. Can't you see I'm busy?Everybody is gathered around the Chief of Police and the girl. The store clerks are looking at her admiringly. The manager, most upset, is explaining the situation to the Chief of Police.

(to the girl) How old are you? Nineteen. My name is Gloria Perkins. I'm married and a writer by profession. I write in a trance, almost always in contact with people who are dead. Tolstoi, for example, or Shakespeare. But the movies also interest me.

And how were you received in Palermo?The girl turns around and looks down at Zuria with contempt, but she manages to remain calm.

Do you like her?Sandro shrugs his shoulders, somewhat surprised by the journalist's question.

No, I'm not. Why do you think she does all this? It's one of the many ways she can put herself on display. When you bait the trap, the mouse will snap. To tell you the truth, if it wasn't for the fact that one hundred thousand lire represents my whole month's salary, well... But you had something you wanted to ask me?Sandro is still looking at the journalist with a sense of incredulity, almost as if he felt Zuria's conversation was something out of this world. But he is brought back to reality by Zuria's last remark, which is made as the journalist starts walking at a very hurried pace.

Is that possible? Who knows?... Another one has it that she entered a store in Troina. This information comes from the storekeeper himself who stated that such and such a girl had bought I don't know what in his store... at Troina.

Is that far from here? About fifty miles or so. If you want, I'll give you the name of the storekeeper.

Are you ready? I'm not. That's all we needed -- a cocktail party... The vitality some people have irritates me! (indicating the wig on her head) How does it look?Claudia, who has meanwhile tried on the other wig and is looking at herself in the mirror, turns around to Patrizia.

Please, do come... Don't leave me alone with him. He's capable of... I don't know... Have you noticed his eyes?Claudia resigns herself to escorting Giulia to the floor up above. The very top of the stairway leads to an attic, where Goffredo is leaning over the railing, looking down.

(to Goffredo) But why all nudes? Because there is no landscape as beautiful as a woman.

(turning to Claudia) I thought the model was something obsolete nowadays. Didn't you, Claudia?Claudia goes back to look out the window: a group of flying birds swoops down to land directly under the roof. The birds settle themselves in a little nest directly in front of the window. Claudia bends over to get a better look and is actually able to see the little nest, as she hears behind her the exchange of remarks between Giulia and the young Prince.

(with a grave, youthful sensuality) Why don't you try? Me... Goffredo, you're mad! (turning to Claudia) He's mad.

Don't you ever paint men? Answer me, why don't you try posing? I'll paint you a beautiful portrait.

(timidly) I appeal to you more?Giulia glances over at Claudia, who is still preoccupied looking out of the window, then screws up her courage and boldly advances towards Goffredo, making her intentions clearly understood. Goffredo immediately responds to her invitation and draws himself close up against her. There is a moment of hesitation, then a kiss -- awkward but passionately violent. Giulia, on her part, is completely shameless. Claudia turns around exactly at that moment when the two of them are caught up in a feverish embrace. She looks at them, completely dumbfounded, then takes a few steps forward as though she doesn't believe her own eyes.

But then why did you bother changing?Patrizia remains puzzled for a moment as though searching for a motive behind Claudia's sudden decision, then discreetly turns away without insisting and goes over to the car. In the meantime, Giulia and Goffredo have come out through the hallway and head towards one of the two cars. Corrado looks at them with a cold and critical stare, then with a deliberate intent to prick Giulia's feelings, he says:

But if I was carrying on with the girl, why would I want to give any of this information to the newspaper? That's what I'd like to know myself.

Ah, Lady Amalia, would you be interested in knowing why I told the newspapers about a certain girl who came here the other day and then disappeared?The woman, anxious to learn about any new bit of gossip, becomes immediately interested.

Disappeared? Who is she? ... Where? When? And that makes four. Anybody else?...

How was she dressed? I don't quite remember. Seems to me she wore a black dress.

Pardon me, but has anyone else been here asking about this girl? No ... I don't think so.

Any news? Yes... but it's all so conflicting... However, there is some slight indication...

(interrupting) Then why don't you go back?His wife turns and looks at him hatefully, exactly in the same manner he had looked at her.

It's better if we present a happy picture, no?Claudia is about to withdraw her hand but she is taken aback by Sandro's phrase, which also fills her with a warm and tender feeling after the squalid situation with the young storekeeper and his wife. Now Sandro opens the door of the car, looks at Claudia as if to ask her consent for what he is about to do, and since Claudia says nothing but just stands there trying to figure outwhich one of the feelings struggling within her will win, he removes Claudia's valise and closes the door.

She was a little nervous... dark-haired ... with a kerchief around her head?He turns to his assistant for verification, who, in turn, searches his memory and then adds:

After that, you didn't see her anymore?The woman pauses for a few seconds and looks at Claudia as though she had detected some hidden motive behind the question. And when she resumes speaking, what she has to say is in sharp contrast to the way she says it. They are words of protest but spoken condescendingly, almost sweetly, yet leaving no doubt as to their meaning.

Then you should also be able to tell me where a young girl might stay in Noto; are there any hotels or rooming houses? There's the Trinacria Hotel... or the Regina, near the municipal building. As for rooming houses, I don't know...

Look at that: a factory... a station... and look at those tracks, all full of weeds... But why?Sandro shrugs his shoulders and continues driving without saying a word. Up ahead a small town comes into view, with monotonous rows of newly constructed homes lined up along the side of the road. The car enters the town and stops. Sandro gets out and goes over to a fountain nearby, but the fountain is dry. Somewhat surprised, he begins to look around. And only then do Sandro and Claudia become aware that the silence around them is an unnatural one, that the doors and the windows of all the houses in the town are tightly shut. There is no sign of life anywhere, except for the weeds growing between the cracks in the walls, invading and suffocating everything in sight. Claudia gets out of the car, joins Sandro, and together they start walking along the streets. The sun beats furiously down upon the crumbling houses, upon the church, upon the useless monument in the square on which a dedication is inscribed: "To The Agricultural Worker." Sandro looks around in absolute silence. Claudia is also silent, somewhat dismayed. Instinctively, she presses up close to Sandro who leads her to a shady spot where the ground is overgrown with weeds. Sandro and Claudia are lying next to each other on the grass. Sandro appears calm but is actually looking at Claudia as though he were about to embrace her with his eyes. Then he takes her hand. Claudia offers no resistance; in fact, she entwines her fingers around his, almost with a sense of desperation. Sandro tries to kiss her. She makes a feeble attempt to resist, looks around, and sees the deserted town, the barren fields, the crumbling, sun-baked walls. She turns and looks at Sandro again, and now it is she who kisses him. When they break apart, they stretch themselves out upon the grass. Sandro kisses her violently, again and again and again...

Are you joking? Don't think that I want to save myself from any embarrassment, from the awkwardness of meeting Anna... It's not that; it's that you can say certain things easier if you're alone. Please, Sandro, do try to understand me... It would look like I was trying to influence you, to force you, to control you... and that makes me feel uncomfortable...

What is it, Claudia? Oh, Sandro... I'm so ashamed of myself, so ashamed...I tried to hide myself...I feel so small... I hate myself ...

Then why do you say them?<b>

</b>

Excuse me, but would you mind pulling that cord for me?Sandro pulls the bell-cord and the sound of a bell is heard inside.

And why did you drop them? Once they gave me a job to draw up an estimate for the construction of a school. It took me only a day and a half to finish it, and I got paid six million lire. Ever since then I've been doing estimates for other people's designs.

I don't know about that. And then, who's interested in beautiful things nowadays?The last words are spoken with a deep sense of sadness, Sandro avoiding Claudia's glance. He laughs to himself and for a while remains silent. He takes another look up at the dark outlines of the buildings, then turns to Claudia.

(astonished) What! Get married? Yes. We'll get married. You and I. What do you say?

Yes. We'll get married. You and I. What do you say? What do I say? What can I say? No. At least, not yet. I don't know... I can't even think of it... at a time like this... Oh, but why did you have to ask me?

Are you ready?Claudia comes up to Sandro and gazes upon him with a look of adoration.

(ironically) But why am I so infatuated with you? (smiling) Hurry up now, or it'll begin to get hot outside...

So, you wonder why?Without waiting for him to answer, she goes back towards the center of the room and once again starts looking around for her stockings. Sandro begins to leave.

It's closed. Isn't there any custodian or caretaker inside?<b> SANDRO

</b>

Are you the custodian? Yes, come right in.

I was just coming out to meet you. How come you're back so soon?Sandro doesn't answer but merely shrugs his shoulders. Then he takes Claudia by the arm and gently leads her towards the stairway. He has a worried expression on his face and remains absolutely silent as he starts climbing the stairs. As they walk through the corridor, Claudia looks at him anxiously, wondering what is wrong.

Why? No reason why...

What's the matter with you?Sandro only responds by kissing her again. Then Claudia yields. Sandro is angry and excited, as though he wanted to take his resentment out on Claudia.

What are you saying? I was only joking, really... Can't I make a joke? And now you've got to tell me why you don't want to.

But what?Claudia remains silent, then gets up from the bed, and in a subdued tone of voice, says:

Did the hotel manager speak to you about that place nearby? Yes, she started to but I didn't feel like staying to listen to what she had to say. If we had to listen to everybody...

I don't doubt it. But at a time like this we're the least suitable persons to be with him. And as far as telephoning him... Who knows where he is?There is a moment of silence, then Claudia starts heading towards the door.

How are you?Instead of answering, Patrizia takes Claudia by the hand and leads her over to a bench along the side of the wall and sits down. Claudia remains standing, somewhat annoyed by the crowd of people around her.

Did you manage to find good rooms?<b> PATRIZIA

</b>

Your mother? Yes, even I had a mother. She was part Austrian, but she was still my mother. My childhood was like a tennis match; they bounced me back and forth, here and there...

Aren't you going to change? You said you wanted to quit working for Ettore.

Why? I'm too sleepy.

Instead, I have two apartments, one in Rome and one in Milan. As far as genius goes, it's a habit I've never formed. What do you think of that?Sandro reappears at the doorway, already half dressed. Claudia slides into bed and stretches herself out under the covers.

I look at things differently... But maybe it's best we talk about it some other time. Do you mind turning off that light over there?Sandro turns out the lamp on the table while Claudia closes the main switch. The room is enveloped in darkness. Sandro approaches the bed and bends over Claudia to kiss her.

Say, I hope it's understood that starting tomorrow morning, I'll need to have you around. If you don't give me some figures to work with, how can I proceed?Sandro agrees with a nod of his head. But he is thoughtful and somewhat saddened. As Ettore returns to his friends with whom he had been speaking and laughing, Sandro looks at him almost with a sense of rage.Then he goes back to the bar and orders something to drink. He is not aware that the girl from Messina is just a few yards away and is watching him. She is extremely tanned, extremely voluptuous, and extremely beautiful.Sandro moves away from the bar with the glass in his hand. He passes in front of a semi-dark room and takes a peek inside: a television set is turned on but nobody is watching it. Sandro is restless. He comes to a terrace and stops to look down at the illuminated docks below. The headlights of cars passing by fan out across the road that runs along the shore of the sea. With an angry gesture, Sandro finishes his drink, gulping the whiskey down in one fast swallow. He squeezes the empty glass in his hand as though he had wanted to crush it.

What is it? Nothing, nothing at all. I was just looking for Sandro.

When can I see him? When he's well.

Yes?He seems uncomfortable. Perhaps it's the suit. Or the place.Or the situation. Or the hard straight-backed chair he's in.When he does finally speak, it's with great sincerity --

When you say people ... you mean living people, .Behind an old oak desk, the hospital's Director glances overto its Chief of Medicine, Dr. Kaufman, with a look that seemsto wonder, As opposed to what? Living people, yes. Patients.

Maybe before. At Saint Thomas. (Sayer is already shaking his head no) All research. Earth - ? Pigs brains . . . they·re quite similar to human brains.

(hopefully) Are they? Oh, yes . . . three years. As the Director retreats back to the resume, hoping against hope of finding in it something germane, Sayer glances away to a window. He wishes he were outside it. He has no business being here. He should leave.

Mrs. Cohen? He·s here?She smiles, glances around. Sayer hesitates, uncertain who shemeans.

Excuse me. Mrs. Cohen's son. He's coming today? I wouldn't bet on it, he hasn't for twenty years. The nurse turns away. Sayer crosses slowly back to Mrs. Cohen, trying to find the words to tell her. He doesn't have to; his discomfort does it. Her hand slowly reaches up and pulls the ribbon from her hair.

Miss Costello, you'll see that Dr. Saver's patients waiting out there are rescheduled for tomorrow? Yes, sir.

What'd I forget? I just wanted to say to you I preferred your explanation. () It's unclear whether he knows what she's referring to.r

What did the voice say? "Mr. Titch, get your coat and hat, go up to the roof and jump off."

, Doctor . . . would you like to g e t a cup of coffee somewhere? (pause) Tea? Ah . . . normally I'd say yes . . . only I've made other plans . . . She nods quickly. She seems, strangely, relieved.

Should I get your nurse? God forbid, no.He lights a cigarette, coughs and puts it out.

How many have you found there? Five. So far. I think there may be more.The old doctor nods. He has the torn look of someone remindedof an unfaithful lover just when he'd managed to forget abouther. He wants and doesn't want to know how they're doing.Finally --

How are they? As you described them. As they were back then. As "insubstantial as ghosts." Only I guess most of them were children then.

Does this mean anything to you? (more to Leonard) ;· It's very good. '·

(fearing the answer) Where? It's in The Bronx. It's a poor private chronic hospital called M ou nt --

How's Hank? How's Hank? He's great, he's brilliant, look at him.Sayer glances away to Hank the monkey, watches him. Mannstudies Sayer, chagrined and incredulous.

Awake. Slightly erratic. No more so than a lot of people walking the streets of New York. (shrugs again) I give up, what's wrong with him? You have them backwards. This is him awake . . . (points to one EEG; then the other) This is him asleep.

What are you saying? When he's awake, what, he's dreaming? When there's any brain activity at all, which is infrequent, yes. Dreaming or hallucinating.

And when he's asleep . . . ? When he's asleep he manages to create a kind of reality. What we might call reality.

That's what you think these say? 1 don't know.Mann studies the "waking" EEC He points to its one and onlylarge electrical peak. ;

What's this peak? Strobe? No. This is the strobe.Sayer indicates a flat section of the pattern where there isscribbled in pencil a small "s."

Is it a real game I wonder? If it is, I don't know it. Maybe it's three different games.

Leonard?In a far corner of the darkened ward, in a pool of lamp light,two silhouetted figures. Sayer and Leonard. Sleeping patientsall around them.Sayer carefully, awkwardly, places his hand on Leonard's.After a moment, the contact brings the useless appendage "tolife." As it slowly turns over and grasps the doctor's hand, aglimmer of life seems to appear in Leonard's eyes as well.Sayer, unfamiliar, it seems, with the feeling the contactproduces in him, nonetheless places his other hand on Leonard'sother. Soon it too turns and holds onto Sayer's.The doctor draws both of Leonard's hands toward him and setsthem down on the pointer of an Ouija Board.

Doctor ...? (pause) Sayer. I'm curious if you . . .

How do you know? Because they catch tennis balls? I know it. Sayer doesn't elaborate, but his tone is resolute. And it has the intended effect on Kaufman, causing him to consider the possibility that Sayer could, somehow, know it as a fact.

r..iiJi! And what if this drug were to kill them? (right back) > And what if this drug were to cure them? Somewhere behind Kaufman's eyes Sayer can see, he thinks, a change, or reminiscence, long ago, long buried, of things he once believed or wanted to believe.

How many did you think I ' d let you put on it? All of them ... some of them ... one of them . . .

Leonard has Parkinson's Disease?

(pause) Then what will this medicine dp. for him? I don't know what it'll do for him, if anything.

What do you think it will do? I don't know.

To what? To the world.

I'm not asleep? No. You're awake.Though he nods, it's unclear whether Leonard realizes howsignificant that is. Sayer gestures at the piece of paperbeneath Leonard's hands.

Fernando. How are you? Great, man. How're you?

Great, man. How're you? Great, too.

How do you do, Mr. Lowe?<b> 95

</b>

I didn't sleep, did you? Does it look like it? . Sayer hangs up his jacket and slips into a lab coat.

Been waiting for me long? Yes.

Have you thought about what you'd like to do today? Everything.

Your son? Me, actually. ' ,," t

What if you just want to go for a walk? (pause) Walks are a problem. Walks are the hardest thing. You just never know. He's absolutely serious, like a man plagued for years by an imponderable dilemma. He retreats back into his kitchen before reappearing again with the pot of tea, two mismatched cups and some saltine% on a tray.

What'd she say? That you're a kind man. That you care very much for people. Sayer shifts in his chair uncomfortably. a.

z^ When you say expensive, what are we talking about?<b> LEONARD

</b>

That would be for how long? About a month.

Now? Whenever you're ready.

What is it? ry (continuity only)

You're Italian, he's Italian, what's the problem? I was born here - X don't speak · Italian.Nearby, another man. This one does speak English -

(jotting down the request) Black, are you sure? And some clothes . . . my. clothes.

F r a nk ? A r e y o u al l r i gh t ?Leonard, moving along the corridor with Saver's camera andtripod (or looking for something to read at the magazine table)slows and listens:

Lucy, what year is it? What year is it? You don't know?He shakes his head 'no.' She glances around the place, thenleans close to him and whispers -

Ready?<b> LEONARD

</b>

Why? What's wrong? Nothing. Wave. He waves again to his mother; she's boarding the public bus. Sayer does as he's told, waves too. Impatient, Miriam honks the horn again.

Moving slowly toward a herd of still and silent elephants in acavernous, darkened room.As a nun counts the heads of parochial school children filingpast the huge beasts, Miss Costello counts the heads of thepost-encephalitics.Both come up short and glance frantically around. NUN v (calling) William? (calling) Dr. Sayer?

(calling) Dr. Sayer?A lifeless polar bear in a diorama "stares" out at Sayer who'speering in, intrigued. Miss Costello appears at his side.

Has someone wandered off? You.

Visiting someone? No. ·

Why are you here? (REV.11/10/89)GOLDENROD Pg

(calling) William? (calling) Dr. Sayer?

(calling) Dr. Sayer? A working display of a tide pool. Anthony's reflection joins Sayer's in the glass.

What is it? You chose this place? (Sayer nods) Why?

You chose this place? (Sayer nods) Why? (pause) , I come here all the time.

Why? (REV.11/10/89)GOLDENROD Pg.

Sayer glances away, sees Miss Costello coming. She looks a little irritated. As she arrives -ti^ SAYER Miss Costello, I think Anthony thinks they're bored. He says it like, Have you ever heard anything so ridiculous? They are. Sayer, taken aback, glances back to Anthony, whose look says, There you go.

I ' d thought about the opera house. Do you think they'd prefer that? The opera house?

The opera house? The Botanical Gardens? Anthony looks to Miss Costello and rolls his eyes.

y5?. Well, where else is there? Roseland's Big Band belting out "That Old Black Magic." On the dancefloor, the post-encephalitics dance with one another amidst "normal" middle-aged and older couples, all having a great time. At the bar, Sayer tries to get the attention of a young bartender busy mixing drinks. Watching, it slowly dawns on Rose that something is "wrong" here. More to herself -

It's legal again? (pause) For some time now. Rose is delighted; she can hardly believe it. She gets the bartender's attention.

What is this place? It's your library. Sayer pulls down another sheet and more light spills in.

Me? Fingers on the keys of a piano, Sayer's baby grand, moved here · from his house. Rolando, oblivious to the world, at it playing ) a simple yet emotional melody.

He's still hasn't talked? We think he got sick before he learned how to talk.

He's dead, this duke? He's been dead a hundred years.

Can I have your hand? Yes, you can have my hand. (she holds it out to him) Take me away from this place. .He smiles uneasily.

How do you feel? How do I feel? (pause) My parents are dead. My wife is I in an institution. My son has disappeared ... "Out West" somewhere. (pause) I feel old and I feel swindled, that's how I feel. Anthony glances at the others with a why-did-I-ask kind of look. Frank wanders away.

Hello? I think we should organize a speaking tour.Sayer, more asleep than awake, can't be sure that what he'shearing, who he's hearing, is real.

What kind of things? Things that matter. Things that

have happened to me. Things I've

cone to understand. Things.

Where are you calling from? Your office. SAYER i It's very late, Leonard.

Mr. Lowe? (Leonard glances over) Are you all right? Yeah.

(somehow doubting it will be simple) And what is that? I want to know that I'm free to go for a walk, if I feel like it. Like any normal person. The board members glance among themselves. They seem relieved.{V That is a simple request.

What difference does that make? (pause) I think you know.

I 'm curious . . . I can tell this is important to you but I ' m not sure why. What would you do if you went out? REV.12/12/89 (PINK) Pg.86A

I don't know, what would you do if you were me? (his patience straining) I ' m hot you. Enlighten me.

Yeah, I was aware of it. · (the tic) I was nervous. It's nothing. What'd they say? They said it's a dangerous place out there. They said they can't be held responsible for what might happen to you out there. They said no. Leonard nods, sips his coffee, seems to take the decision in stride.

And what did you say? They don't have to listen to me.

Did you agree with them?<b> SAYER

</b>

Where are you going? For a walk.

Who? Ward 5.The door slides shut.

How do you feel being locked up? I don't like it.

You don't like it? Aren't you an animal? I'm no animal.

How are you today? I'm all right, how are you?

I'm all right, how are you? Never better.A strange gesture, a tic, appears and repeats.

And these gentlemen? (REV'.'11/22/89) CHERRY Pg.9

What happened? REV.12/5/89 (BLUE) Pg.1

(to Mrs. Lowe) What happened? ... she devoted her life to me . . . she'd have a life if it weren't p- for me . . .

What if it's just a matter of time for all of us?<b> BERT

</b>

Why doesn't that comfort me? (quietly)

Because you are kind.

(pause)

And because he's your friend.

On screen, Leonard is beckoning to someone unseen. No one

appears but he keeps beckoning. Finally Sayer, embarrassed and

camera shy, appears. Though there is no sound, it is clear he

asks, "What?" Leonard turns the doctor so that he is facing

the camera, and points. Sayer again asks, "What?" "There,"

Leonard says. "Where?" Sayer demands. Finally, Sayer

looks directly, curiously, into the camera.

Rolando's music CONTINUES OVER: )

Am I speaking? Yes. Leonard's eyes drift to a chair, his mother's chair, the one she has used for thirty years. It's empty.

,x I'm here, aren't I?<b> SAYER

</b>

You got a minute? (not really) What is it?Fernando arrives, leans against the corridor wall, and sort ofmumbles --·

Dr. Sullivan? (turning) Yeah?

(turning) Yeah? REV.12/15/89 (GREEN) Pg.114

Dr. Kaufman? Dr. Sayer? Sayer and Leonard stop just short of the doors. They glance back and see- Kaufman -and,v-several\* steps .behind..him, looking distraught, Miss Costello. She has failed.

What's wrong?<b> 211B.C0NT. 211

</b>

Because I was wondering . . . m aybe ... you h ave n o pla ns .. .? I ha ve no -

And only five bucks, can you believe it?In the back of a taxi, Leonard stares out the window,mesmerized by all he sees. The driver glances back in the rearview mirror.

Where? The Bronx.Hector has to laugh, but it's cut short by the blare of his \*horn as he slams it in response to another cab sliding into his \*lane.

What's wrong with you, Len? REV.12/15/89 (GREEN) Pg.122