

THE AVENGERS

Screenplay by Don Macpherson

June 21, 1995

1 BLUE SKY WITH CLOUDS

PAN DOWN to reveal:

2 EXT - SALTFLATS - DAY

A flat horizon, stretching to infinity.

A 360 degree pan reveals: nothing. Deserted, no hiding places.
No animals, no
humans, no objects. Except in mid distance --

3 RED PHONE BOX

brightly painted, traditional, comforting, belongs in a village green. Perfectly ordinary -- except for its location.

Silence. Only the wind over the plain. Except --

The PHONE RINGS.

RING-RING ... a mellow, old-fashioned tone. We wait for someone to answer it. But of course nothing and nobody for miles. Except --

4 IN DISTANCE

a CAR ENGINE ... A puff of smoke on the horizon ... VA-VA-VOOM of high geared acceleration, as INTO VIEW

ZOOM! --

5 CAR

speeding like a bullet. Driven at maximum, breakneck speed, 125 mph. A petite open top '65 Lotus Elan, all streamlined curves, full throttle, it nears the phone box, and --

SCREECHES to a halt.

Dust clears, ENGINE NOISE FADES. From the seat, hops --

6 KINKY BOOT

in black leather.

Buckled. Strap at ankle. Crunching into the ground.

PAN UP TO:

7 BEAUTIFUL WOMAN

late 20's. In CLOSEUPS of -- Tight black leather catsuit. A flash of auburn hair.

Black leather like a second skin. Smoothed over legs, thighs. Buckled at wrists, straps

at ankles, zips --

Pulled up over flesh. This is EMMA PEEL, scientist. Sexual, invulnerable, cool. Very cool. She locks up at clouds in the sky. Then steps across to the phone box. Picks up the phone.

EMMA

How now brown cow ...

(pause)

The rain in Spain falls mainly on the plain ...

(pause)

The quick brown fox jumped over the lazy --

From the receiver, an irritated official voice.

VOICE (V.O.)

(filtered)

Password affirmative. Thank you, Doctor.

Emma puts down receiver. Hangs a cardboard outside the phone box. Then presses button bakelite box.

A second's wait. A coin from the slot. Then a HUM as --

8 INSIDE PHONE BOX

the floor lowers automatically. Emma disappears. Hanging outside the box, a notice now reads "Out of Order."

Next to the call box we notice a sign: an arrow pointing into the desert: "London 84 miles."

9 INT. LABORATORY

underground. Emma descends on the lift platform; steps into a research lab in retro hi tech. Walks past assistants, down long pink and orange steel corridors, Werner von Braun goes disco. Nears a door, marked: "Prospero Project -- Authorized Personnel Only." Logo with lightning emerging from a cloud.

10 FROM AIRLOCK DOOR

A man enters, older. In matching leather suit: like an astronaut. Early 40's, handsome, charismatic, with swept-back silver-black hair. His name tag: DR. PETER PEEL.

PETER

Ready, darling?

Peter fixes her name tag: DR. EMMA PEEL; runs a finger down over her breast. She smiles.

EMMA

Ready as I'll ever be ...

Mutual erotic, intellectual attraction. Peter takes her hand and they walk down:

11 LONG CORRIDOR

air-lock doors: a series of sealed chambers inside a hitech Labyrinth --

A man joins them. A shy, bespectacled, less handsome version of Peter. On his name tag: DR. VALENTINE PEEL -- brother and partner.

In b.g., a countdown starts, ECHOING thru the lab

VALENTINE

Atmospheric pressure checked, antenna ready... Thermal chamber ready ... Compression module set ... Temperature control on course between one and one forty ... Water turbulence steady ...

PETER

Anything else?

Valentine smiles, shrugs --

VALENTINE

Good luck ... Peter ... Emma.

EMMA

Thanks, Valentine ...

Emma gives him a quick peck on the cheek.

A shy look from Valentine at Emma. Peter senses

PETER

Just a minute, darling. My brother's a
worry wart. I better have a word ...
Valentine --

Peter takes Valentine over to one side. Emma checks gauges and
dials. Behind her a
conversation. Peter returns.

He takes a ring from his finger --

12 CLOSEUP - DIAMOND GEM

on a gold ring.

13 BACK TO SCENE

He slips it onto her finger.

PETER

Something to remember me by.

Peter smiles. The remark strikes Emma as curious. But no time
to query. She smiles
back. He gives her a kiss --

PETER

(checks his watch)
See you in an hour ...

EMMA

One sunny day ...

The countdown ECHOES around them as they separate.

14 IN DISTANCE

Valentine watches her.

15 INT. LAB CHAMBER

Inside a bed of ice, Emma is lowered by hydraulic machine into
a steel radioactive
thermal chamber, glowing eerily blue

The effect is very cold. Frozen. Numb. Like a sci-fi Sleeping Beauty, beauty entombed and sealed in a glass coffin. Plunged down into a vault. Opposite her --

In another glass coffin, Peter Peel, is lowered down.

16 FROM EMMA'S POV

The sound of their HEARTBEATS. Their BREATHING. BLEEP and PULSE OF ELECTRONICS. Thru glass and leather. Like cerebral sex. Technological, erotic. Peter winks at her -- Emma locks longingly at him, as --

17 UP IN CONTROL ROOM

Valentine watches behind glass. Like a kid excluded from a bedroom. He attends to dials. And to his female assistant --

VALENTINE

(thrilled)

Readings still normal ...

The assistant smiles oddly. FOCUS ON --

An insignia tattooed on her neck: "X404." A replicant. They monitor screens. A DULL HUM.

18 EXT. SALTFLATS - DAY

A weather antenna emerges from the ground: an enigmatic phallic silver blob, like a Koons sculpture. The sun glints off it ...

19 DOWN BELOW

A temperature gauge rises.

The ice is infused with pulsating colors: purple -- blue -- green -- red. Starts to heat up as if --

It soaks up temperature: from cold to hot in instants.

20 CLOSEUP - WHITE GLOVED HAND ON DIAL

"CUMULUS COLLECTOR." The graphs accelerate, but over the dull
HUM -- a
MURMUR, a BREATH. As Emma's HEARTBEAT rises
The gloved hand turns up the dial, past a red danger mark.
Suddenly a BLIP. Something wrong.

21 DOWN IN HIS VAULT

Peter Peel's "coffin" starts to overheat. Peter reacts --

PETER

(intercom cutting out)
Losing control -- malfunction
in thermal chamber -- for Christ's
-- Emm --!

22 IN CONTROL ROOM

Needles push off the dials, as --

The ice swells: strange mix of colors, absorbing heat and
energy in clusters of molten
metal ... steam and sparks ignite ... Valentine's eyes widen in
alarm ...

COUNTDOWN (V.O.)

Five -- four -- three -- two --
one ... Three -- two -- one ...
(repeating)
Three -- two -- one ...

23 INSIDE COFFIN

Peter's glass cracks

The emergency light goes on -- the ALARM sounds -- lab
assistants running ...

24 IN HER COFFIN

Emma realizes; looks to Peter --

25 EXT. SALTFLATS - DAY

The "Koons" antenna is drawing a strange purple cloud towards it, from otherwise blue sky ... siphoning the purple atmosphere down itself into

26 INT. CONTROL ROOM - CONTINUOUS ACTION

Thru the air ducts the purple cloud starts to billow ... Panic stations! Valentine looks aghast at the graphs: all systems fucked, over the intercom --

VALENTINE

Emma, Peter, get out! It's going to explode!

FROM Valentine's anguished face TO Emma's face, as

VALENTINE

Emma ...

27 FROM HER VAULT

Emma undoes the straps, clambers out of her pod

28 ANGLE (IN DREAMLIKE SLOW MOTION)

Emma clambers onto her husband's pod -- in a sequence eternally replayed for her as a nightmare --

29 BACK TO SCENE

VALENTINE

Get out! Leave him -- ! Emma!

30 RAPID INTERCUTS

The purple smoke enveloping Peter's pod, soft caresses -- Peter struggling within, looking at Emma --

EMMA

Peter!

Her leatherclad limbs straddled over his glass coffin. Her HEARTBEAT sounds ... She grabs, claws on glass --

Her fist draws back, blam! blam! blam! three deadly blows, Emma
SMASHES the pod
cover, it --

Cracks -- splinters -- not breaking -- obscuring his face
inside like a spider's web, as
behind her

VALENTINE

Don't wait for him -- he's not --

Breathless, blood smeared on glass, Emma's gashed fist bleeds
thru torn leather glove --
twisted mass of flesh and glass -- GROWLING sound growing as:

31 ABOVE GROUND

The voluminous purple cloud being sucked by the antenna...!

32 CLOSEUP ON EMMA'S DIAMOND RING

gleaming thru a tear of blood as she pounds the glass --

33 BACK TO SCENE

PETER

(faint)

Emma ... Emma ...

As a GROWLING sound grows till

BOOM! An EXPLOSION rocks the vault -- flames burst out --
sound and vision
separate -- Emma hears explosion as a slow moving tear thru her
psyche. A trauma.

34 ANGLE (IN EXTREME SLOW MOTION)

The blast flings Emma back thru space, flying unconscious as if
in a dream, floating
backwards in --

A milky way op-art swirl of glass and steel fragments, now --
out of control,
weightless, powerless, as --

The background of sealed doors, white corridors all vanish. A
spinning, black void

opens up behind her, as her eyes shut, head falls back --

An orgasmic, dream of near-death, as a CRASH OF MUSIC BEGINS a
hip new
version of the "AVENGERS" THEME TUNE --

CREDITS SEQUENCE.

35 SERIES OF SHOTS

In stark silhouette The swishing of a bowler hat spinning thru
space

An umbrella tossed in the air, flicked like a deadly weapon --

A rich velvety feel, key colors black/white/red. Dandyish and
erotic followed by blasts
of violence, dreamy op-art puzzles and psychedelic patterns
over --

A sensuous BLACK, background -- slowly revealed to be a woman's
leather-clad
body --

In silhouette -- A bowler hatted man, Steed, a catsuited woman
Emma. Flashes of:
hair -- eye -- a red rose -- in bloom -- petals folding and
unfolding, then tightly shut.

A thorned stem, sharp to the touch --

FROM black and white INTO color -- leather Background
metamorphosing into black
and white of a chessboard as ...

A medieval knight moves around its queen in a formal dance --

A fetishistic attention to detail: leather catsuit, swish of
legs, boots ... hair tossed
back - - red nails over black ... creamy white skin ... zips
...

A silhouetted man in bowler hat in Savile Row suit -- old
Etonian knotted tie --
umbrella stabs like a sword --

Umbrella with knotted stems of a rose furling round -- then a
tear, gash -- rose cut and
tossed into --

His lapel. Until, at the end: together in silhouette.

Bowler hat thrown, skimming, swishing thru air, until --

Now only a single HEARTBEAT ... BA-BOOM ... BA-BOOM ...
Then --

PISTOL SHOTS OVER as:

36 INT. EMMA'S BEDROOM - PRE-DAWN

A gasp as Emma wakes abruptly from her nightmare, years later,
startled by the shots,
naked beneath satin sheets. Her HEARTBEAT FADES as she looks
around her Klaus
Oldenberg room, vinyl comforter, satin sheets. A toss of her
hair.

Looks more mature. Sexual, haunted. Mrs. Emma Peel -- widow.

Same every night. Next to the clock, a framed photo of her
dead husband, Peter Peel.
From outside ANOTHER SHOT ...

Emma flings on a satin robe, goes to the window and sees --

37 HER POV

a CAR zoooooming past, its bowler-hatted driver racing thru
early morning streets. The
damn thing BACKFIRES again ...

38 BACK TO SCENE

Emma frowns, annoyed.

39 EXT. STREETS - DAWN

Zoom! The sleek, sporty black Jaguar SS100 burns down deserted
streets. Inside is a
bowler-hatted man --

JOHN STEED, late 30's. Handsome English gent, roguish looks,
dandy's clothes. A

Beau Brummel figure in a Savile Row suit, velvet collar,
embroidered waistcoat.

A debonair Etonian, Steed oozes charm, wit and - when he
chooses to -- hard-edged,
steely menace. He drives through --

40 LONDON (1999)

This is 'Avengersland': a parallel world painted by Rene Magritte, forever England.

Bright pinks, greens and reds, an imperial city in final decadent bloom. White stucco buildings. Regency style in candy colors. A surreally 90's city like a hipper, edgier version of the 60's preserved in aspic, where --

Over the RADIO, a plummy voice:

ANNOUNCER (V.O.)

(filtered)

... The War Office today approved military expenditure for the nation's new defense alert system. A spokesman said he would raise the matter at the forthcoming World Council of Ministers, but that a state of vigilance was still necessary in the uncertain climate.

As Steed turns into a mews, we realize that in this kinky, pop world, ordinary life does not intrude. No traffic. No extras. Nothing to spoil the view.

As the radio continues with a weather forecast, Steed --

41 EXT. STEED'S GARAGE - DAWN

Steed's car enters his garage -- Door closes as --

42 INT. STEED'S FLAT - DAWN

but the curtains are still drawn so the place is dark.

A large bachelor's den. Dark wood, leather armchairs ...

Steed enters his library from a concealed door --
Titles on wine and birdwatching. He clicks the door, goes to his drinks cabinet. Pours
a brandy. Hears a noise ...

Instantly on guard. In his glass, sees a shadowy reflection move. Steed peers 'round a corner. Sees a silhouetted figure stand over his desk -- a burglar?

Steed sneaks up behind -- raises his umbrella, and --

Crack! Brings the umbrella down -- on the suspect's head. Who manages to dodge,
swivel 'round, and --

Bam! Delivers an expert blow to Steed's stomach. A rapid exchange of blows. Steed recoils, about to jab the umbrella, when --

His assailant about to deliver a kick to his crotch -- Steed covers the area -- bam! a spiked heel hits his bowler -- as the curtains are drawn back, light floods in -- they freeze.

Steed knows his opponent: a lethal blonde in red leather.

STEED

Brenda -- ?

43 FROM ABOVE HIM

a voice --

MOTHER (O.S.)

Steed -- ?!

44 BACK TO SCENE

Steed swivels 'round to face -- upside down -- a man hanging like a bat from the ceiling inches before him --

Pommaded hair, fat, dandyish: MOTHER, head of secret services; hands of extendable metal hooks. And BRENDA, his beautiful leather-clad bodyguard. Who smiles seductively.

STEED

Mother. I thought you were burglars.

MOTHER

Brenda and I thought we'd drop in.

Mother suits action to the word, drops into his wheelchair.

BRENDA

See how you're getting on ...

STEED

Something in the wind?

Mother wheels himself from the study. Taps a barometer. It whirls around.

MOTHER

Weather's turning nasty.

STEED

You didn't come to talk about the weather, surely.

MOTHER

Oh yes I did. I want you to meet somebody.

(off Steed's look)

I expect you'll like her.

Brenda coolly files her nails. A flash of jealousy.

STEED

'Her'?

45 INT. EMMA'S FLAT (PRIMROSE HILL) - DAY

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 --

46 AT DOOR

Emma flicks open a large automated eye. Peers thru. Opens

47 IN CORRIDOR

A MESSENGER (distinctive outfit) hands over a package tied in a bow.

MESSENGER

Dr. Peel?

EMMA

Thank you ...

Emma shuts the door. Unties the bow, opens up Finds an embossed card:

EMMA

(reads)

'Please answer the Telephone.'

Emma looks: The phone sits there.

Just then ... RING-RING. Emma goes over, picks up the phone. A recorded message,
an upper-class woman's voice:

WOMAN (V.O.)

(filtered)

Boodles Club, the Mall, 2:30 p.m.
Mr. John Steed ... Boodles Club,
the Mall, 2:30 p.m. Mr. John
Steed ...

BEEP. The phone goes dead. Emma opens up the case. Unveils a brace of kippers.
Puzzled, she holds up a fish.

EMMA

Kippers ...?

48 EXT. BOODLE-S CLUB (PALL MALL) - DAY

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.

49 INT. BOODLES' LOBBY - CONTINUOUS ACTION

A PORTER approaches her, equally surprised.

PORTER

May I help you, madam ...

EMMA

Mr. John Steed, please.

PORTER

I'm afraid that's impossible.

EMMA

Impossible?

The Porter points to a notice: "No non-members. No animals. No women."

PORTER

You are female?

EMMA

As you see.

PORTER

Then you can't come in.

EMMA

I have an appointment.

PORTER

No women. Not in Boodles. Not since 1922.

EMMA

Really -- what happened in 1922?

Bored, Emma breezes past, already inside the hall. Old mahogany, portraits of dead politicians, leather chairs. A male enclave.

The Porter rushes up to restrain her.

Hardly missing a step, Emma lays a gentle hand on his shoulder -- finds the nerve ends.

The Porter winces and --

EMMA

Thank you so much. I can find Mr. Steed myself ...

-- collapses on the ground in agony. Emma ignores him. Pushes thru double doors, upstairs, statues of naked bronze warriors frown down on her, into

50 INT. BOODLES - TURKISH BATHS - DAY

Thru a cloud of steam in an oriental room

Steed sits naked save for a towel. He hears a disturbance, thru the mist, sees --

Emma before him. Automatically, Steed dons his bowler and tips it in her direction.

STEED

Doctor Peel, I presume?

EMMA

And you must be Steed. Please don't get up.

He doesn't. HISSING STEAM between them as they study.

STEED

I was about to throw in the towel.

EMMA

I had a spot of bother at the door.

STEED

I shouldn't wonder. Not a woman inside Boodles since --

EMMA

1922. Why the kippers?

STEED

Red herring would have been too obvious, don't you think?

EMMA

(looks around)

So what was all this -- some sort of test?

STEED

Congratulations, you've penetrated a bastion of male privilege. I guessed you weren't a stickler for Tradition, doctor.

EMMA

Whereas you are.

STEED

Dyed in the wool. But I can admire someone who doesn't play by the rules.

EMMA

Rules are made to be broken.

STEED

Not by me. Play by the rules, Doctor, or the game is nothing.

EMMA

And just what is the game?

STEED

I say, this is all terribly formal. Must I go an calling you Dr. Peel?

EMMA

(re: the steamroom)

Under the circumstances, you may call me Mrs. Peel.

STEED

Much better.

EMMA

And now that we've settled the matter of honorifics, will you kindly explain why you wished me to meet you?

STEED

I didn't. Mother did.

EMMA

Mother?

Steed steps closer, smiling.

STEED

I expect you'll like him.

Off Emma's reaction --

51 **EXT. THAMES RIVER (NEAR WHITEHALL) - DAY**

CAR ROAR OVER. Down the embankment Parliament and Big Ben in b.g., the sleek

Jaguar zooms at 60mph. Steed dodges traffic --

Wearing racing goggles, windscreen down --

Executes a nifty maneuver, swerves on a zebra crossing,
scatters pedestrians,
HONKING his HORN. Beside him, Emma is cool as a cucumber.
Steed turns
charmingly.

STEED

Tea time -- four o'clock. Mustn't
be late.

(beat)

A word of warning. Don't take the
macaroon. Mother's favorite.

Steed swerves down a narrow alleyway, into a secret car park
entrance by the
riverbank. He pulls up before a sign:

RIVER THAMES WATER AUTHORITY

No Admittance

At a control barrier Steed inserts a card. Emma sees a light
flash up: "Security -- Top
Priority Clearance Only." The barrier lifts. She looks again
at Steed, reappraising him
as Big Ben approaches four. The car disappears in darkness ...

52 LARGE WINDOW CURTAIN

opens, revealing water! We are beneath the Thames -- garbage
and fish float past a
window of reinforced glass. An original Campbell's tomato soup
can floats down as we
WIDEN to reveal ...

53 INT. SECRET SERVICE HQ - UNDERWATER - DAY

Mother in his wheelchair, pulling the curtain cord.

MOTHER

That's better. I much prefer a
womb with view, don't you, Mrs.
Peel?

A delicate CLOCK on the mantel CHIMES FOUR.

Mother wheels himself forward and hooks onto the kettle.

MOTHER

Shall I be mother?

He pours, presiding like a fat spider at the center of a subterranean web, known as The Ministry: a vast bureaucracy in a labyrinth of tunnels.

Catches Emma's wandering lock

MOTHER

I expect you're wondering where you are.

An atmosphere of a gentleman's club reigns in the subterranean bureau -- Emma takes her tea ...

EMMA

Don't tell me: You're the shadow secret service. You're so hushhush, even the legit secret service knows nothing about it. Am I right?

Bodyguard Brenda, a glam leather Money Penny, wheels a trolley brimming with fancies over to Emma and Steed.

MOTHER

Close. We're so hush-hush, even we know nothing about it.

(before Emma can make sense of this)

Now let's see, there's coconut cake, date and walnut; I recommend the rum baba ...

EMMA

Hmmm ...

MOTHER

Looks like rain, Steed...

STEED

... Showers followed by sunny periods.

EMMA

(looks up from trolley)

We're not here to talk about the weather, surely.

MOTHER

Oh, yes we are.

BRENDA

(to Emma, cunning)
Macaroon?

Emma hesitates; takes a cake. About to take a bite, when --

Mother switches off lights. A screen drops, covering the water window as the mood changes from coziness to terror -- an ancient PROJECTOR RATTLES on ...

54 IN DARKNESS

Emma watches on the wall, an official Ministry film of macabre death tableaux in the English countryside:

MOTHER

We've had a series of bizarre weather reports. We kept them hush-hush and sent agents into the field for data. Case number one: April 14, 3:35 P.M., Special Agent Simkins investigating mysterious fires in corn circles. A field outside the village of Little Snoring, one of the hottest days of the year. Trapped by a sudden blizzard. Found frozen to death in a giant ice cube -- like a mammoth in perma-frost.

(the picture changes)

Case two: Pilot Raymond Shaw, May 6, 11:28 A.M. Took off from a deserted airstrip near Stoke

Poges,

investigating bizarre atmospheric reports. A freak rainstorm downed him. Knocked unconscious by a flying fish, falling from 15,000 feet. Twenty-five inches of rain in eight minutes, over an area the

size

of a cricket pitch ...

(the picture changes)

... Case three: June 2, 5:43 P.M. Defense Chief Major Courtney. Remains discovered in a turnip field near Ashby de la Zouche. Our boffins recorded a sudden blast of heat. Scorched earth, temperature of 1000 degrees. Spontaneous combustion. Not much of him left ...

CLICK. The lights go back on. Emma notices - a new arrival a tall, striking OLDER WOMAN; dark glasses.

MOTHER

My number two. Special assignments. She's --

EMMA

Let me guess -- 'Father'?

FATHER (OLDER WOMAN)

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 --

EMMA

You're --

Blind ... Father smiles.

FATHER

God, you're quick.

MOTHER

Have a look at these, Mrs. Peel --

He passes 'round a box of evidence related to the screen events: Steed investigates a pair of black shoes and bowler; Emma, a fish. The shoes have agent Simkins' name in them ...

STEED

Ah ... From Trubshaw's. My shoemaker.

EMMA

(unimpressed)

A kipper. Or a red herring? What were they investigating?

FATHER

A series of bizarre shifts in local weather patterns ...

STEED

Global warming?

FATHER

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

EMMA

How curious ...

MOTHER

Something strange is happening. And whoever knows about it doesn't want us to find out.

FATHER

(to Steed)

Your mission is simple. Find out how and why these agents died.

EMMA

I'm no spy -- where do I fit in?

MOTHER

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.

STEED

Perhaps I'd better start calling you doctor again, Mrs. Peel --

Emma hesitates, unsure for the first time ...

EMMA

I'm not sure I'm ready to return to work. I've been out of action for some time. I'll consider your proposal.

She gets up, ready to go.

FATHER

One moment, Mrs. Peel. There's another special reason we wanted you to join our happy family; rather curious, actually ...

Mother hits the lights. He flicks the video into slow-mo. File thru image clarification, identikit sketches.

MOTHER

Eye witness reports. Strangers in the area. One description tallied in all three places. Recognize her?

Emma locks. On the screen comes -- Emma Peel. Steed reacts.

EMMA

Me, isn't it?

Emma stares at the screen: incredible. Like a twin sister.

FATHER

Think of it as special assignment, Mrs. Peel.
With a twist. You're our chief suspect.

EMMA

You're saying I have no choice.

MOTHER

Father will be your controller. Steed here
will show you the ropes.

EMMA

(very arch)
Ropes?

55 INT. SECRET SERVICE HQ SHOOTING GALLERY

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 by
Emma, who works at reloading as

56 HIGH ABOVE IN ONE-WAY MIRRORED GALLERY

looking on, Mother with Steed.

STEED

Think she really killed those agents?

MOTHER

She may not know. Theory goes she
may be very ill.

STEED

Amnesia?

MOTHER

Possibly. Split personality ...

STEED

Insane ... ?

MOTHER

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

STEED

Why?

MOTHER

She may try to kill you.

57 IN SHOOTING GALLERY

Emma swiftly turns, aims, and --

BLAM! BLAM! BLAM! BLAM! BLAM! BLAM! FIRES with dead-eye precision.

All on target. Steed reacts. Ulp.

STEED

Perhaps I ought to talk with Dr. Darling.

58 INT. SECRET SERVICE HQ PSY OPS ROOM

A gallery of portraits of Emma Peel projected on the wall based on Warhol's Jackie

(1964) -- Poignant, inscrutable, fascinating, iconic -- blown up, dissected, analyzed.

The swirling newspaper dots cover Mother and Steed like bubbles from a light show.

As DR. DARLING, head of the Ministry's Psychological Operations (Psy Ops) -- a

kind of spy version of Timothy Leary, briefs them. In his thick dark glasses and beard,

Darling's obsessive interest in Emma adds a sinister air.

DR. DARLING

One key point: Mrs. Peel is a widow: she's obsessively devoted to the memory of her husband the scientist Peter Peel. You may find her a little ... remote.

Images of Peter Peel on the wall. Of Emma with him.

DR. DARLING

They were a team. Met at Cambridge. Working on a top secret research mission into weather conditions, code name The Prospero Project, when Peel died.

Steed looks meaningfully at Mother.

MOTHER

Something went wrong. System malfunction.

Explosion. Mrs. Peel had a narrow escape.
Suspected sabotage. Nothing proven. File
still open.

STEED

How come you took so much interest
in her, Dr. Darling?

DR. DARLING

Her husband was one of ours.

STEED

(eyes Peel's photo,
then Mother)
Peel? Did she know?

MOTHER

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.

STEED

Anyone particular in mind?

MOTHER

You.

OFF Steed's reaction. CLASHING BLADES OVER ...

59 INT. SECRET SERVICE FENCING SALON

Steed and Emma (new outfit), cross swords. Like everything
else she does, Emma is a
champion. Steed is hard put. Both fence attached to cables --
very high-tech
dueling ...

Steed is in white; Emma (natch), in black ... yin and yang ...

STEED

You're a lady of hidden talents,
Mrs. Peel ...

Tic-tac ...

EMMA

I've no intention of hiding them ...

Tic-tac ...

STEED

Scientist ...

(tic-tac)

... marksman ...

(tic-tac)

... swordsman ...

(tic-tac)

... To what do you attribute your
overachievements?

Fast swordplay. Tic-tac-tic-tac-tic. Steed's good, too.

EMMA

My father always wanted a boy.

STEED

Really? I fail to see the connection.

EMMA

I had a feeling you would. Touche!

She lunges; her foil tips right into the heart on Steed's
chest. BUZZ! Steed removes
his mask; holds her foil tip.

STEED

I take your point.

Emma takes off her mask.

EMMA

Do you?

STEED

Yes indeed. I need protection.

60 EXT. SIGN - DAY

"Trubshaw's of Jermyn Street, since 1756." Steed's Jag parked
in front -- of course
there's a space. Getting out

EMMA

I thought we were on our way.

STEED

Oh, absolutely, but Trubshaw's a man
worth meeting. No point setting out
half shod.

EMMA

(dry)
Or half cocked.

61 CLOSEUP - TRUBSHAW

slips Steed's hand-made shoes an. The "lasts" shapes of shoes
beside him -- bear
Steed's name.

STEED

I couldn't agree more. Thank you,
Trubshaw.

TRUBSHAW

(significantly)
Very good, Mr. Steed.

WIDEN to reveal:

62 INT. TRUBSHAW'S GENTLEMEN'S SHOP - DAY

A bull moose's antlers. A horned rhino. A Leopard. A tiger.
Then next to them, in a
wall of hunting trophies Emma paces impatiently beneath them.
Shop assistants attend
in tails and wing-collars, very old school tie. Steed emerges
helped into a new flashy
waistcoat ...

EMMA

(gags at the waistcoat)
Steed, we really must be --

STEED

(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?

63 BEHIND DISPLAY

Eyes watching Emma and Steed rise ...

EMMA

You can but I wish you wouldn't ...

STEED

Thank you, Trubshaw ...

A youngish man -- in black polo neck, Beatle-cut mop, pouting lips, smart suit, druggy high-pitched giggle. BAILEY, a cocky, cool psychopath. He watches Steed and Emma leave ...

... and saunters after them ... CAR ROAR OVER.

64 EXT. LONDON STREETS - DAY

as the Jag races through them, heading for the country.

EMMA (V.O.)

That place is so absurd, so out of date ...

STEED (V.O.)

Do you really think so?

Another car follows them ... as they pass Buckingham Palace, now painted pink and guarded by female grenadiers ...

65 SIGN

reading: "Scotland" with an arrow, as Steed and Emma zoom past in the Jag ...

STEED (V.O.)

Press that button, would you?
Tea?

66 CLOSEUP - SPECIAL DASHBOARD COMPARTMENT

opens, revealing a tea service: a samovar of tea, feeding into a pre-warmed pot, pouring into two china cups ...

WIDEN to reveal:

67 INT. JAG - DAY

Emma, reacts, pours from the samovar ...

STEED

Sorry. Didn't mean to interrupt your flow of oratory ...

Steed's JAG BACKFIRES again as at the beginning ...

EMMA

You know what I mean. This car
-- and you. Nobody walks around
like that. Milk?

STEED

Not all Tradition is bad, Mrs.
Peel. No thank you.

She hands over a cup.

EMMA

But why? What's the point?

STEED

A Gentleman has to have a code.
This is part of mine. A uniform.
Think of it as my suit of shining
armor.

EMMA

And I suppose you're the knight.

STEED

The most unpredictable piece on
the board. And always ready to
protect his queen.

EMMA

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?

STEED

I'm hoping you will.

He puts his foot down. Zoom ...

68 EXT. COUNTRYSIDE - DAY

Towards picturesque Scotland. The JAG ROARS by - then the
other car ...

69 INT. JAG - DAY

Emma consults a list, reads --

EMMA

Sir August Merryweather ... why

are we seeing him first?

STEED

As per mother's instructions.

EMMA

Do we always follow Mother's instructions?

STEED

For a man in my position --

EMMA

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?

STEED

(smiles)

They call me in when they've reached a dead end. Freelance. Like yourself.

EMMA

I have no choice. Why should you risk your life?

STEED

After our fencing match, I was rather hoping you would do the risking. More tea?

EMMA

No thanks.

STEED

I meant me.

Emma takes in Steed's evasive answers. Sighing, she pours.

70 **EXT. HIGHLANDS - DAY**

The Jag winds around Loch Ness, followed by the car.

STEED (V.O.)

According to Mother, Sir August owns half of the Highlands. A millionaire. Former head of Special Projects at the Ministry. Now ...

EMMA (V.O.)

An eccentric recluse?

71 **INT. JAG - DAY**

STEED

Not so much eccentric. More barking mad. He has a wife called June. And a daughter somewhere -- Julie.

EMMA

June, July ... August?

STEED

The family does seem to be somewhat meteorologically inclined.

EMMA

Any other vices?

STEED

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.

EMMA

So ... I distract him while you snoop around? How?

STEED

Small talk. Try the weather.

72 **EXT. HUGE COUNTRY HOUSE - DAY**

Steed and Emma speed up to the huge open main gates

Signs: "Private: No Admittance." Guards in hunting gear and plus fours, with loaded rifles. They start up the drive ...

Several peacocks on the lawn fan open their beautiful tails.

One of them, a mechanical peacock whose thousand eyes CLICK with the WHIR of a

CAMERA ...

The other car pulls in behind. Inside, reveal Bailey watching them.

73 INT. MANOR HOUSE CORRIDOR - DAY

On a tartan carpet, a SCOTTIE BARKS furiously at a set of EXPIRING BAGPIPES on the floor. PAN UP to reveal:

A BUTLER leading Emma down the corridor --

-- where she admires the eccentric fixtures, pausing to note a large teddy bear outfit with tartan trimmings instead of the usual suit of armor.

EMMA

Original ...

BUTLER

This way, miss ...

EMMA

Missus ...

He opens the double doors, admitting Emma into

74 INT. A LARGE ROOM

of semi-tropical climate. Jungle plants, parakeets, snakes. Walls lined with display cabinets and bell jars: stuffed birds, butterflies, spiders. A thermometer reads:

100 degrees with high humidity. The Butler leaves.

Emma fans herself. Nobody in the room. But hears a sound of RAINFALL from a smoked glass conservatory.

EMMA

Sir August ... ? Sir August ... ?

VOICE (O.S.)

Eh? In here!

Emma follows the SOUND, steps cautiously forward.

75 INT. CONSERVATORY

beneath a sprinkler system of torrential rain, an old man splashes in bizarre rubber togs.

Emma stays cool.

EMMA

I've come to apply for membership
in Brolly --

SIR AUGUST

(shouts above the tempest)
You don't get rain like you used to in
England. A good shower that's the ticket.
Stiffens resolve, puckers the spirit, quells
the namby-pamby in a man.

SIR AUGUST steps out of the shower and wind machine. A belted
rubber macintosh,
flippers, goggles. He starts to disrobe, the NOISE DIES DOWN -
-

EMMA

I so agree. How did you acquire a
taste for it?

SIR AUGUST

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.

SIR AUGUST

You

EMMA

Have we met?

SIR AUGUST

You mean you don't recall??

Before Emma can reply, the door opens...

SIR AUGUST

Ah, Lady June ...

Emma's attention switches to LADY JUNE, a buxom lady in a
sou'wester and galoshes,
who wheels in a tray of scones.

LADY JUNE

Dear August. Loves his showers.
Like a baby.
(beat)
Scones, Mrs. Peel?

EMMA

Thank you, Lady -- June ...

Emma sees Sir August gazing wistfully out of the window, which
is rapidly
darkening ...

SIR AUGUST

Ah, beautiful. Just as he promised.

EMMA

Promised? Who promised?

SIR AUGUST

There, look!

Emma looks, sees rain start to pitter-patter on the windows.
Emma exchanges looks
with June as the rain starts pouring.

SIR AUGUST

Imagine being caught out in a blow
like that!

76 EXT. MOORLAND - DAY

THUNDER and lightning -- Steed is caught out in it; puts up his
umbrella; wanders
over the brow of a hill, past a big sign: "No Trespassers."
Rains more. And more.
Turns to a tempest, as --

STEED

I say, this is a bit much.

Lashed by rain ' Steed carries on to the brow of the hill. He
looks over, peers through
the mist at --

A deep purple cloud. Mushrooming towards him.

Steed can't escape it. It envelops him. Starts to blink.
Cough. Footsteps less sure.
Surrounded by thick purple haze

Steed stumbles and falls

Down a hill. Tumbles to the bottom. He knocks his head on a rock. Steed blinks, shakes his head. Eyes refocus. He sees

77 UNDULATING SAND DUNES

Sun shining down on yellow sand, a barren vista. Dead trees. Suddenly Steed's in the Sahara. A heat haze shimmers.

Steed blinks, thinks he's dreaming when he sees ...

78 IN DISTANCE - RED PHONE BOX

Steed heads towards it. The PHONE BOX seems further away. Like an optical illusion. Then hears RINGING.

Steed still bowler-hatted. Overcoat. Perspiring. Takes off bowler, wipes brow. Adjusts rose in buttonhole. It wilts.

He arrives at the phone box. Opens the door. Steed picks up the RINGING PHONE, listens to --

A SCRATCHY ORCHESTRAL RECORDING of "The Merry Widow."

STEED

'The Merry Widow'...?

Over the MUSIC, a strange --

VOICE (V.O.)

(filtered)

... Hello ... Hello? ... Who the hell...? Who is this? ... You must leave the test area. I repeat, leave the area ... Help is on the way ...

CLICK. The line goes dead. Steed is baffled. Steps out, sees --

79 ON HORIZON

a shimmering heat haze. A figure on a camel moving towards them. Steed watches amazed, as the camel pads closer ...

The mirage arrives. The rider dismounts. A woman in yashmak and veils. She draws closer. Drops the veils to reveal --

Emma Peel. In her black leather catsuit.

.STEED

Mrs. Peel. Good of you to drop by.
And I see you're wearing your -
riding outfit?

Emma moves closer. Steed smiles at her. Emma closer and -- chop! -- gives a kung-fu jab to the throat, a kick to the balls, a jab to the stomach. As Steed lies on the ground --

STEED

Manners, Mrs. Peel.

Emma takes out a .38 GUN, points at his heart, FIRES --

BLAM! BLAM! BLAM! BLAM! FOUR SHOTS --

80 EMMA'S POV

-- The bullets strike his chest. Round his heart. Steed slumps back on the sands. Eyes close ...

81 EMMA

moves over him. Drops a small toy snowshaker into his curled fingers. Blows a good bye kiss.

82 STEED'S POV 82

The sun. Clouds roll by. The camel peers down at him.

FADE TO BLACK.

Sound of CLACKING ...

FADE IN:

83 INT. SECRET SERVICE HOSPITAL - DAY

A hospital ward. Empty apart from one bed. A nurse (Brenda in her red leather), her spiked heels clacking on the floor, brings over a cup of tea to

Steed in a hospital bed. Who wakes, surprised to see Emma. Peering over him. Very nonchalant. Eating his grapes.

STEED

Ah, Brenda ...
(as she leaves)
Mrs. Peel?

EMMA

You should be dead. How do you feel?

STEED

(eyes her)
Strange.

EMMA

You were very lucky. Four shots to the heart. I found you after I slipped away from Sir August. Mother brought you here. Not me you should thank.

STEED

I wasn't about to.

EMMA

I mean your man Trubshaw. Your bullet-proof waistcoat. I thought you were just overdressed.

STEED

I might say the same.

84 FROM GALLERY

Mother with Dr. Darling taking notes. Emma looks up at them. Drops to a whisper.

But they both are wearing headphones.

EMMA

Mother and Dr. Darling have me under observation. They think I tried to kill you.

STEED

Why should they think that?

EMMA

You told them. You said I arrived
on a camel, shot you four times.
Left you for dead.

STEED

Frankly that's how I remember it.

EMMA

But that's absurd. I may not be
over-fond of you, Steed, but it's
not my style.

STEED

Perhaps your memory plays tricks,
Mrs. Peel.

EMMA

(conceding)

That's possible. Sir August was convinced
he'd met me before. But I'd never met him.
Another odd thing. When it rained, he said
it was just as someone had promised.

STEED

Did he say who?

EMMA

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 --

STEED

An invitation. To a 'formal picnic'...?

EMMA

Did you say formal? I must dress.

85 EXT. LONDON STREET - NIGHT

The sporty Jag pulls up outside a tall, swanky building. Steed
gets out, opens her door.

Irritated, Emma steps out of the car, clad in her leather suit

--

CLOSEUP OF HER HEEL

hitting the street. PAN UP TO Steed, admiring --

STEED

I must say, you look more your
old self --

EMMA

You mean my other self ...

STEED

Either way ... may I ask: why
you dress in that fashion?

EMMA

I should have thought that was
obvious ...

(off his smirk)

I'm in mourning.

She moves off. Stay on his poker face.

STEED

I can't wait to see afternoon.

He joins her; they survey the building.

EMMA

Where's the picnic?

They look up to --

INT. CONFERENCE ROOM - NIGHT

A boardroom suite, overlooking London. Lights twinkling --

Around a conference table. Twelve TEDDY BEARS. Each six feet
tall. Ridiculous
and sinister. In pink, turquoise, brown, black, white, green.
Furry, giant paws and
ears, swivel eyes. One teddy sports a familiar tartan ...

On the table, children's party food: jellies, hundreds and
thousands, birthday cakes.

And wrapped presents before each.

Each bear has a name-badge: Bobby, Bobo, Bruno, Bibi, Betty,
Binky etc. pinned to
their fur. A children's tune, "THE TEDDY BEAR'S PICNIC,"
plays. Followed by -

a gavel rapping order.

A distinctively chilling voice, eerily familiar and seductive,
which ECHOES through our
story --

VOICE (V.O.)

(filtered)

Ladies, gentlemen and bears ...

The teddy bears look round. Can't hear who's talking.

VOICE (V.O.)

(filtered)

Today is history. The first day of the future.
I welcome you to the first general meeting
of the Wonderland Corporation, now allied
with our colleagues from Brolly ...

Murmurs of congratulations amongst the bears ...

VOICE (V.O.)

(filtered)

You have all given time, money and expertise
to achieve our goal. But we are reaching a
new phase of our operation. From today,
many of you will no longer be needed. I have
to warn you ...

Dismay from the teddy bears. As a CUCKOO CLOCK RINGS OUT,

VOICE (V.O.)

(filtered)

A cuckoo. The first sign of spring, and ...
A cuckoo in our nest. Our organization is
no longer secret. Agents are investigating
us. Their names are John Steed and Emma
Peel. I believe we have a traitor among us
... perhaps more than one ...

Uproar from the teddy bears. Shouts of "Who?" (*PS: One of the
Teddys is a giant
rabbit who seems especially alarmed).

VOICE (V.O.)

(filtered)

That remains to be seen. When we find
the traitors, they will be dealt with severely.

TEDDY BEAR #1

These agents. Where are they?

VOICE (V.O.)

(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.

VOICE (V.O.)

(filtered)

I am sorry the party is over. But we shall meet again.
To each of you a gift. A token of my appreciation.

In front of the teddy bears, each one receives a present wrapped up in paper with a pink and silver bow.

The tartan teddy opens his up: A snow scene. Anxious moans.

88 INT. BUILDING - NIGHT

UP and inside fire staircase, Emma and Steed run up -- Open the door to the conference room. The CUCKOO RINGS on their entry. To FIND an empty room.

Only the party detritus plus little teddy bears sitting where formerly the big ones sat; the teddy bear picnic MUSIC PLAYING again OVER ...

One snow shaker left. Steed picks it up: Inside it:

89 TINY EMMA PEEL

in black leather.

STEED (O.S.)

For you, Mrs. Peel.

90 BACK TO SCENE

Emma stares at it. Turns it over: an address.

EMMA

Another invitation. 38 Marlborough Terrace ...

91 INT. EMBASSY (BELGRAVIA) - NIGHT

Inside number 38, a deserted Eastern bloc embassy. A dilapidated hammer and sickle tapestry in tatters. Old spy techno-junk lies discarded in elegant living rooms.

Steed and Emma open the door, rush inside.

They search for clues. A cigar left in an ashtray. Steed picks it up with distaste. Then moves over to the wine rack, picks up a vintage bottle of champagne --

STEED

(admiringly)

Hm ... A Veuve-Cliquot '56 ...

(then puzzled)

But he bites the end of his Monte Cristos ... ?

(frowning)

Clearly, we're dealing with a maniac.

Meanwhile, Emma goes into the --

92 NEXT ROOM - EMMA'S POV

where she sees a blob of BUBBLING GUNK, like radioactive chewing gum. A few pieces of charred clothing tell us this was once a man in a teddy bear outfit.

93 BACK TO SCENE

Steed enters behind her, examines the gunk.

STEED

Colonel Crabtree. International Satellite Systems. Formerly of the Ministry.

EMMA

How on earth can you tell?

Steed holds up the inside of a battered shoe: the name.

STEED

Elementary, Mrs. Peel. Trubshaw isn't the only shoemaker still

practicing his trade ...

EMMA

Very good, Steed ...

A MEWLING SOUND.

EMMA

What's that?

Leaving Steed to ponder the remains, Emma goes into

94 ANOTHER ROOM

Dark. Switches on the light. And gasps.

95 STEED

looks up as Emma emerges with -

A Leopard cub. Steed raises his brolly.

STEED

What on earth?

EMMA

Any ideas?

STEED

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

EMMA

Is that written in his shoe?

STEED

(smug)
Common knowledge, Mrs. Peel ...

EMMA

(shrugs)
She had this in her mouth. There,
there...

Cooing to the cub, Emma tosses to Steed -- another snowshaker.
Inside -- another
address: 84 Cadogan Place.

STEED

Not again. There's got to be

another. way to go about this.

96 EXT. CADOGAN PLACE APARTMENT BUILDING (KNIGHTSBRIDGE) - NIGHT

Down a sheer wall Emma Peel abseils with rope and crampons.
Before gliding through
an open French window --

97 INT. KNIGHTSBRIDGE FLAT - NIGHT

Emma investigates. Nobody there. She looks 'round. Military memorabilia. Busts of Napoleon and Charlemagne. Looks inside drawers. Desks. Meanwhile --

98 INT. STEED'S JAG - NIGHT

Steed feeds a carton of milk to the leopard, who is a handful ... licking, pawing him ...

STEED

Now, now ...

(sings)

'I can't give you anything but
love, baby...'

99 INT. KNIGHTSBRIDGE FLAT - NIGHT

Emma searching ...

100 OUTSIDE FLAT DOOR 100

a key in lock. Door opens. Silence.

101 INSIDE - EMMA

finds a snowshaker. About to look underneath. Hears a NOISE. Looks up, in front of her in the mirror, sees -A giant teddy behind her. Ready to strike --

Emma swivels 'round, a fluid balletic motion, and --

Bam! A kick to the teddy's stomach. Then off balance, Emma hurls him over her

shoulder, darts in to pin the teddy to the ground as --

The teddy grabs Emma's legs, flings her off balance. She falls. Teddy grabs a military sabre from the wall, and Woosh! Slices through air at Emma's head. She ducks. The sabre skims her hair. Emma grabs another sabre; the fight is on!

Emma counterattacks. Slashes with the sabre and the teddy's head goes flying off!

Jesus. The torso stands unsteadily.

Emma's eyes widen as:

A man's head emerges from the teddy torso.

Emma's so surprised, he can slug her ...

Emma's out.

102 INT. STEED'S JAG - NIGHT

so is Steed and the Leopard -- both asleep. A little milk dribbles down Steed's chin ...

103 INT. KNIGHTSBRIDGE FLAT - NIGHT

The man goes to the other room. Starts to take off the rest of his teddy costume.

Throws clothes into a suitcase.

The PHONE. Terrified, the Man picks it up ... The voice ...

VOICE (V.O.)

(filtered)

Naughty teddy ...

MAN

No! You can't ...

VOICE (V.O.)

(filtered)

Ask not for whom the telephone rings, it rings for thee ...

MAN

But I've got rid of her. She's ...

VOICE (V.O.)

(filtered)

Go to the window ... To the window.

Teddy moves to the open window. Sudden PAIN. LIGHTNING.

Teddy looks up in terror as a purple cloud releases another
BOLT. Direct hit. The
teddy slumps to the ground. Soggy, waterlogged, very dead.
Kinda like the
other guy ...

104 IN OTHER ROOM

Meanwhile Emma wakes up. Turns the corner. Towards the other
room, sees dead
Teddy. Reads the label on his suitcase ...

EMMA

Major D'Arcy ... ?

105 OVER HER SHOULDER

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.

EMMA

Well, well. If it isn't me ...

Emma starts towards her double, who hesitates, then turns,
leaping out the window ...
she wears the same black catsuit.

The real Emma rushes, follows her "double"

Clammers outside to rappel up the line to

106 EXT. ROOFTOPS - NIGHT

Emma looks. Beneath a starlit sky criss-crossed by wires, a
rooftop maze of buildings,
flanked by giant gargoyles -- goblins, lions, griffins -- over
twinkling lights ...

Emma searches the roof -- no sign, only shadows. Then turns a
corner to see --

Above the city, fairy lights on the rooftops of Harrods, lit by a million bulbs ... giant neon signs ...

Several floors below, Emma sees the streets. A twinge of vertigo. Then she looks up, hears a NOISE -- From:

107 BEHIND GARGOYLE

she sees her "double" run. Emma gives chase.

Hot pursuit. Over rooftops. 'Round wires. PAST neon signs high over the city ...

Emma follows. Gains on the "double," who --

Pushes faster. Gliding between rooftop buildings. Dodging, weaving. But Emma gains more. Sleek limbs, muscular, perfect body machine, until --

108 EMMA'S POV

as she sees her "double" leap over a yawning chasm. And stumble on the other side for a footing.

109 BACK TO SCENE

as Emma's adrenaline surges. She cannot stop, she --

Jumps! Hangs in the air. Limbs pushing out for the edge. And only just, she lands perfectly, gaining, closing, until --

110 ON NEXT ROOFTOP

Emma gains up close. A final burst of acceleration. Then without warning, her "double" --

Turns, Emma catches up, and --

Wham! Wham! A kick -- a chop to Emma's body - double scissorkick -- Emma reacts swiftly, surges into overdrive --

In a lightning-fast kung fu duel -- CRACK OF BONE -- CRUNCH OF
BLOWS -- a
flurry of kicks as Emma --

Lands on her back. The "double" attacks. Emma retaliates --

Kicks up her leg -- flings the "double" over her head she lands
awkwardly -- a
METALLIC CRUNCH in a blow to her head -- but picks herself up
without pausing

And vanishes into the rooftop maze.

111 AGAINST SKYLINE

Emma stands. Looks. She's lost her "double." She stands
alone, silhouetted against
the night sky.

Caught in the moonlight. Above sparks of neon. Daunting,
muscular, poised for
action, as --

Ears listening to distant noises. SWOOSHING TRAFFIC. FLUTTER
of BIRD
WING. HUM of WIND through wires. Then an AUDIBLE SNAP --

112 EMMA'S POV - HIGH ANGLE

above her a SPAM as a STEEL CABLE WIRE of an aerial is snapped.
Slowly wound
tightly 'round, bent back, coiled, ready to spring --

113 BACK TO SCENE - EMMA

looks 'round. Sees nothing, hears the sound of the WHIPLASH
coming seconds
before --

Through the air --

114 EMMA'S POV

a flashing line like a bolt of lightning, but cannot move
quickly enough as --

115 BACK TO SCENE

as a cable wire whips across, coils 'round Emma, lashing her tight, crushing air from her, as the wire --

Sweeps Emma off her feet, whiplashes her back like a spring, hoists her and dangles her over the city. She looks down.

A long way.

Emma grabs hold of the wire, which pulls her back. She drops down to the rooftop ...

Slithers down the roof. Slips --

116 OVER LEDGE

Emma hangs on with fingertips.

Overlooking city with 100-foot neon sign above her:

117 ADVERTISEMENT

for "Wonderland Weather" with: a repeated loop of a 100-foot high bikini-clad

"Emma" throwing head back in holiday fun -- Sign: "COMING SOON -- THE

NATURAL BEAUTY OF WONDERLAND WEATHER."

118 BACK TO SCENE

Emma hangs on, looks up, stares at "herself." The surreal repetition of the loop.

Overlooking the whole city.

Dizzy, Emma threatens to pass out. Just when from --

119 ABOVE HER

an unseen hand from Bad Emma winds down --

Another CABLE for her to hold. It uncoils down past the windows, telltale SPARKS flare up as it hits metal --

Emma tries to grab for it. Misses, then grabs hold, and -- a LIVE CABLE -- a thousand VOLTS surge through her body --

-- A shock, Emma plummets DOWN TO --

120 STRIPED AWNING

on a lower ledge. She hangs precariously. Catching her breath. About to redouble her efforts. When beside her from a --

121 BALCONY WINDOW

an umbrella extended. Steed reaches out, reels Emma in. They are back in Teddy's flat ... Emma collapses in Steed's arms. He helps her up -- hands her a phone.

STEED

For you, Mrs. Peel.

EMMA

Thanks ...

(dry)

I see what you mean about letting me do the risking ... Hello?

It's Sir August.

SIR AUGUST (V.O.)

(filtered)

Mrs. Peel ... Come quickly. Brolly's been betrayed! I'll tell you everything ... The weather's getting worse and worse ... they're after me ... coming for me ... come quickly!

CLICK.

EMMA

Sir August...?

(to Steed)

What now?

STEED

Ask Mother.

Sound OVER: RING-RING.

122 INT. MANOR HOUSE (SCOTLAND) - DAY

Sir August gripped with terror, stares at the PHONE. The
scotty DOG BARKS.
Finally, Sir August answers.

SIR AUGUST

Mrs. Peel -- ?

VOICE (V.O.)

(filtered)
Ask not for whom the telephone
rings ...

SIR AUGUST

No, please! I beg you ...

VOICE (V.O.)

(filtered)
Walk over to the window ...

SIR AUGUST

Let it be rain, please let it be --

VOICE (V.O.)

(filtered)
Stay by the window. By the window.

Mesmerized, Sir August goes to the window. Looks -- Lady June
arrives, too late.

123 OUTSIDE

a purple cloud of cyclone-force rages towards him. A luminous
glow. Then a
LIGHTNING STRIKE. And --

BOOM! An EXPLOSION BLASTS the WINDOWS. A WIND rushes
in ...

FATHER (V.O.)

Emergency alert ...

124 EXT. WHITEHALL STREETS - DAY

PAST obscure imperial statues a tiny micro Messerschmidt bubble
car tootles down
deserted streets.

FATHER (V.O.)

A cyclone hit Banffshire last night.
Completely unpredicted ...

EMMA

Where's Mother?

FATHER

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.

FATHER

You're probably wondering how I can drive 'blind.' Simple. A new prototype from the boys in X division. Micro-sensors in the system read signals and road information. Converts the info into miles per hour. Ultra-sensitive. Ultra-smart.

Father jumps a red light. CARS SCREECH together in a huge pile-up. Not that smart.

Steed holds onto his hat.

STEED

We know one thing. That suspect was not Mrs. Peel.

FATHER

So you say ...

EMMA

You don't believe him?

FATHER

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 ...

EMMA

But

STEED

Don't bother. Here's a bus ...

A red London number 22 bus drives up. As it arrives, in a conductor's cap is -- the bodyguard, Brenda.

BRENDA

Fares, please,

126 INT. BUS - DAY

Steed and Emma board the bus. Destination: Not In Service. They pay Brenda, the conductor. Go upstairs.

127 UPSTAIRS

is Mother's temporary mobile HQ. He squats in a corner. Metal hooks on electronic panels. Now paranoid. Suspicious. All the upper windows have been blacked out.

MOTHER

Welcome to mobile H.Q. Weather's turning quite nasty. Sir August was blown to smithereens. Along with half of Banffshire. The Ministry's worried.

EMMA

He tried to warn us ...

STEED

We had a lead to Wonderland Weather but we got there too late. Someone tipped them off ...

MOTHER

Too late anyway. Today's escapade was only for starters. This is no ordinary weather. It's manmade. A kind of weather bomb.

STEED

Impossible.

EMMA

Not quite. This is my field.

STEED

Is there anything that isn't?

EMMA

(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'...

STEED

Filling in mother nature's blind spots ... ?

EMMA

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 ...

STEED

But if someone miniaturized the process...

EMMA

That's what we were working on.

STEED

Sounds as if someone's hijacked your research.

MOTHER

Would it be possible to use it for military purposes?

EMMA

Directed by laser. Bounced by satellite. Quite possible.

STEED

Where would they aim for?

Mother thinks, gets out of his wheelchair; takes a turn about the bus, sits down again.

No one pays any attention.

MOTHER

London. The World Council of Ministers meets soon on global defence. If you can control the weather, you control the world.

EMMA

After the cold war ...

STEED

The hot and cold war ...

Sign "Grand Opening Soon." WIDEN to reveal ...

128 EXT. WONDERLAND WEATHER OFFICES - DAY

Steed looks around, picks the lock ... hi-tech style ...

129 INT. WONDERLAND WEATHER OFFICES - DAY

A kind of space-age travel agency. Steed enters.

At the reception desk, the receptionist has her back turned.
Steed sneaks in, moves
behind a screen, overhears --

A man -- Bailey -- giving orders to the receptionist

BAILEY

New orders. The penultimate phase.
Now fully operational ...

Steed moves away from them, pushes a set of double doors open,
arrives inside --

130 INT. WONDERLAND OFFICE - DISPLAY - DAY

A long corridor surrounded by a presentation of --

Virtual reality weather: clouds, sunny vistas, lush meadows,
desert. And slogans:

"Be natural. Act natural. Think natural. The natural beauty
of Wonderland Weather."

Steed reacts; the model is the same as Emma on the big neon
sign near Harrods ...

Steed finds a desk. Inspects papers. Sees a postcard of a
large stately home. He
pockets it. Then looks 'round to see --

Bailey before him. We recognize him as the young dandy
trailing Steed. Neither gives
away the other.

BAILEY

We're not yet open for business,
I'm afraid.

STEED

Shame. I was recommended. By a
friend.

BAILEY

Really?

STEED

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

BAILEY

Normally, we'd be eager to
oblige --

STEED

Seriously?

BAILEY

Of course. Natural weather delivered
to your door on demand. Down your
phoneline. For limited periods.

STEED

You don't say. How real does it feel?

BAILEY

As real as you wish. Hot or cold.
Humid or dry. Anything you like.
Within reason.

STEED

There are limits?

BAILEY

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.

STEED

No need. I'll call again.

Steed raises his bowler. Bailey watches him go.

131 **EXT. WONDERLAND OFFICES - STREET - DAY**

Steed emerges, stares at his postcard -- the stately home and:
"Headquarters, Wonderland Weather, Ltd." as --

EMMA (V.O.)

My car. I'll drive.

132 **EXT. COUNTRY ROADS - DAY**

Emma's LOTUS ELAN WHIZZES BY...

STEED (V.O.)

A day in the country ...

133 **INT. LOTUS - DAY**

EMMA

Three agents killed by bad weather...

STEED

... And by you, Mrs. Peel ...

EMMA

(ignores)

Then a mad millionaire. Head of a secret
defense establishment. A group of
eccentrics obsessed by weather ...

STEED

... And by you, Mrs. Peel. Everything
points to you. No sisters? No
undiscovered twin?

EMMA

Not that I know of. Explanation?

STEED

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.

EMMA

Is that what you think?

STEED

Oh, well ...

(beat)

Just my type, Mrs. Peel.

134 EXT. COUNTRY LANES - SEVERAL ANGLES - DAY

The Lotus races 'round blind corners. Hairpin bends. Across a train at a level crossing, which just misses them --

135 INT. LOTUS - DAY

Emma sees Steed hold on for dear life. She smirks --

STEED

Do you always drive this fast?

EMMA

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 --

EMMA

Hold on ...

Puts foot down. ZOOM. Extra ACCELERATION. Steed's head pinned back to his seat. Emma's hair tossed in the wind.

136 EXT. COUNTRY LANES - DAY

The Lotus twisting and turning. The car behind always catches up. Emma tries to shake it. Gears up. Mach force. Over crossroads. Shaking 'round corners, as ...

137 BEND

before Emma pushes foot down. Further ACCELERATION. The car behind struggles to keep up. Emma coasts ahead, turns a corner --

And suddenly sees in front of her --

138 HUGE TRUCK

crossing directly in their path!

STEED

Turn!

139 EMMA

swerves, plunging the car into a haystack, where it is completely hidden as --

140 TRUCK

clears in time for the following car, which keeps going.

141 ON HAYSTACK

as Steed emerges, brushing off straw. An old lady on a bicycle with a basket appears ...

OLD LADY

Are you alright, young man?

STEED

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 ...

BAILEY

(relishing)

Reach for the sky, pardner.

Steed raises his hands.

OLD LADY

Oh, dear --

To Steed's surprise, she pulls an Uzi from her basket and

BANGBANGBANGBANG -- ! SPRAYS BULLETS into Bailey, who
crumples, gun
spinning along the tarmac. Cute and sweetlooking, the Old Lady
is unfazed.

OLD LADY

Cocky little bastard. I hope he
was a baddy.

STEED

I feel sure of it.

OLD LADY

I'm Alice. Mother said you'd be
on your way. Mrs. Peel with you?

STEED

(looks around)
She was ...

They start pulling away hay from the haystack ...

OLD LADY

You with Mother or Father?

STEED

Both, actually.

OLD LADY

Good. Glad to see they're together at last.
They don't get along. Promotion. Top job.
Most unfair. Quite a fuss at the Ministry.

STEED

(not paying attention)
You don't say.
(mumbles)
Like looking for a needle in a ...

142 INSIDE HAYSTACK

Coughing. Then Emma, sputtering straw as Steed's face appears.
He tries to conceal
his relief at seeing her.

STEED

What, Lady Disdain? Are you yet
breathing?

EMMA

Barely.

STEED

You will let me know if you find
that queen who's in need of
protection, won't you?

He pulls her out. She's annoyed.

143 OUTSIDE HAYSTACK

Emma brushes herself off; pulls off a piece of straw.

EMMA

(holding it ruefully)
This must be the last straw.

STEED

(takes one off
her back)
Here's the one that broke the
camel's back.

EMMA

Someone didn't want us to get to
the party.

STEED

I expect we'll have to gatecrash.

OLD LADY

I may be able to help you.

144 EXT. STATELY HOME FROM POSTCARD - DAY

comes to life. Steed, Emma and the Old Lady survey ...

STEED

(checks postcard)
Wonderland Weather Ltd.

OLD LADY

This way ...

145 EXT. HALLUCINOGEN HALL - GROTTO AND MAZE - DAY

On a lawn, a peacock flares its thousand eye tail. A
MECHANICAL CLICK, its eyes
conceal hidden cameras, recording Emma, Steed and the Old Lady,
who've landed

inside the walled grounds. They move stealthily forward, unaware ...

OLD LADY

Over here ...

The Old Lady waves them on. They enter a tunnel into

146 MAZE

Tall hedges surround Steed and Emma and the Old Lady on all sides. They follow the path, slopes, round, curves, turns into hairpin bends and U-turns. At first intrigued ...

Then perplexed. Emma leads the way, Steed following. The Old Lady slips OUT OF

VIEW. Steed stops to pick a rose, puts it in his lapel. Emma rushes ahead.

EMMA

Aha ... Yes ... It's clear now. A trapezoid shape, dictated by twin diagonal paths and a single curving path. A late Seventeenth Century design, originally for King William of Orange, copied...
Ah ...

Steed sees Emma slip 'round a corner. He pursues her. Glimpses her. Then loses her.

Another glimpse. Sees her thru hedges, then seemingly --

Thru the other side of the hedge. In two places at once.

STEED

... Mrs. Peel? I think I'm seeing double again.

Out of sight, Emma rushes on. Around her, the hedges grow taller. She seems to grow smaller. Emma begins to realize things are not what they seem. As she pushes her way thru --

147 FROM ABOVE

the maze as a formal patten-n. Three tiny figures dart round.

DISSOLVE THRU TO:

148 INT. HALLUCINOGEN HALL - CONTROL ROOM - DAY

A pattern on a screen. The lines of the maze reformulated as abstract lines. Steed,
Emma and the Old Lady as three flashing dots. Someone,
somewhere is watching
them. Laughter, then a familiar voice --

VOICE (O.S.)

Now this is more like it ...

149 EXT. MAZE - DAY

Steed searches for an exit.

150 ANOTHER PART OF MAZE

Emma sees a statue of a Butler. Which springs to life.
Summons Emma. She follows
down a path strewn with leaves.

As Emma steps on the leaves, she --

Falls down -- a giant rabbit hole.

151 INT. RABBIT HOLE

Emma spins through darkness, like Alice in Wonderland ...

EMMA

Steed ... !

STEED (V.O.)

Mrs. Peel ... ?

152 EXT. MAZE - DAY

The identical face of Emma on a marble statue, as --

Steed studies the classical statue ...

STEED

Mrs. Peel ... ?

Steed hears a noise, turns to see --

Emma walking towards him. She picks the rose from his lapel,
slowly coils an arm
around his neck. Pulls Steed towards her, closes her eyes --
kisses him full an the
mouth.

STEED

Mrs. Peel ... !
(more kiss)
Mrs. Peel ...

The kiss ends. Steed recovers his composure, lips coated with
her lipstick. His tongue
traces his lips; smarts ...

STEED

Your lipstick ...

Poison. He goes dizzy. Steed collapses to the ground.

153 INT. HALLUCINOGEN HALL - DAY

Inside the house, a grand hall. Deserted. A cobweb hangs from
ceiling. A velvet
curtain tattered and torn.
Emma.

A CUCKOO CLOCK RINGS the hour. Ahead, the real Emma sees --

A giant staircase. There on the stairs -- a glass eye.
She picks it up. Puts it in a pocket. Emma goes --

154 UPSTAIRS

Sees a series of family portraits an the staircase. One of
herself in ornate aristocratic
regalia.

155 LONG CORRIDOR UPSTAIRS

Rooms on either side. Emma goes down the hall, pushes doors.

156 INSIDE ROOMS

A mad child's collections of ... toys... rocking horses ...
train sets ... ventriloquists'
dummies... and ...

Butterflies ... scarabs ... beetles ... glass eyes, staring at her from the blackness ...

Then Emma turns into a whole room of ...

Snow shakers ... A wall of them in glass cabinets like insect specimens or fossils.

Emma picks up one snow scene.

She shakes it.

157 EXT. HOUSE

as if in response, a storm gathers. Shadowy clouds roll in.

158 IN MAZE

A drop of rain starts to fall. Steed's eyes flicker open.

STEED

(re: rain)

Not again.

He rises, looks down, reacts --

Alice, the Old Lady, lies near him in the maze, her neck snapped... Steed kneels, next to her in the rain

OLD LADY

It's a trap. Tell Mother, beware.
Tell Father.

She dies in his arms.

Wind picks up, too.

Steed looks about, frowning with discouragement --

159 INT. HALLUCINOGEN HALL PLAYROOM - DAY

THUNDER and lightning outside. Inside the room of snow shakers, a CHILDHOOD

TUNE PLAYS. Emma shakes the snow scene. The weather seems to grow darker.

160 FROM BEHIND

Emma hears the unmistakable chilling voice:

VOICE (V.O.)

I wouldn't shake that too hard.
The weather might turn nasty.

From the shadows ... a man. A silhouette. Behind a distorting lens. His shape and face unclear. Emma puts down the shaker.

EMMA

Quite a collection.

VOICE (V.O.)

If nature gives a man a collector's mind,
it doesn't matter what he collects.
Butterflies. Old China. Penny farthings.
A true collector grows more obsessive
as the years pass.

Outside the big window the weather is turning nasty ...

EMMA

Your voice -- it's so familiar ...

VOICE (V.O.)

We have met ...

From the shadows, a man moves out, revealing:

Peter Peel, Emma's husband! THUNDER.

EMMA

Peter ... ?

Instinctively Emma moves towards him. A long pause.

EMMA

I must be dreaming ...

Emma pulls back. Before she can turn, Peter takes her hand, places it over his heart.

BA-BOOM, BA-BOOM, BA-BOOM ...

PETER

Listen... Very much alive.

Peter touches her hand. Emma looks into his eyes. Intrigued but alarmed, disbelief.

Peter raises her hand to his lips.

PETER

Darling, it's me...

Emma shudders, battles with herself.

EMMA

Peter ...

Emma is tempted, yet filled with terror.

161 CLOSEUP - EMMA'S EYES

Inside her pupil --

FLASH CUTS TO:

162 MEMORY FLASHES

His face as he kissed her -- his ring on her finger -- the visor cracking -- the glass obscuring his face.

163 BACK TO SCENE

EMMA

Impossible ... how?

Peter smiles disarmingly. As if the answer was obvious.

PETER

For you ... all for you ...

Peter comes over, folds her in his arms. Takes her head between his hands. Emma leans over to him, about to kiss him, both closing their eyes, until --

Lips parted. Before they kiss, Emma pulls back --

PETER

Don't be afraid, darling.

She turns, runs to the door. Like a trapped bird. She tries the door -- locked. Another door -- locked. A window -- locked.

PETER

Don't run away. I forgive you,

Emma. I know you left me. But
I still love you. Do you still have
my ring? I need it.

Peter grabs hold of Emma. She pulls away. Emma sees his face
before her, pleading
with her. Seductive yet nightmarish.

As if hallucinating, Emma runs away, towards --

The big window overlooking the gardens. She runs, leaps, and
in SLOW MOTION --

Crashes thru the GLASS, shards and splinters SHATTERING all
'round her, as she --

164 EXT. HALLUCINOGEN HALL - WINDOW - DAY

somersaults through the window down to the ground. Lands with
a THUD on the wet
ground. Looks up to see --

Steed above her, the STORM RAGING.

EMMA

Steed!

She struggles to her feet, comes towards him, upset.

STEED

Oh, no. First time, shame on
you. Third time, shame on me.

He slugs her and the SCREEN GOES BLACK.

DR. DARLING (V.O.)

Diagnosis confirmed. Mrs. Peel is
suffering from delusions and
hallucinations. An extreme personality
disorder. She imagines her husband
Peter Peel has come back to her ...

CLOSE ON Emma's face.

DR. DARLING (V.O.)

A classic syndrome, to overcome her
subconscious guilt at her other crimes.
We've attached her to the dreamscape
machine. We'll soon see what her
unconscious looks like...

Emma's eyes flicker...

Steed comes INTO FOCUS, sitting by Emma's bed. This time he's eating her grapes ...

Emma looks around ... Everything blurs. A STEADY PULSE DRONE. Tugs at leather straps. No use. WIDEN to reveal Emma strapped to a special couch --

Her head surrounded by a plastic dome, terminals and wires leading out into a Dreamscape machine. Drowsy, disoriented.

EMMA

Where am I?

STEED

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

EMMA

Was I?

STEED

(no smile)

I expect that's for you to know and me to find out ...

EMMA

It was Peter -- I saw him ...

Drugged, Emma's eyes drop. FOCUS CHANGES TO --

165 ABOVE HER

A giant spiral HYPNODISC WHIRRS, creating trippy black and white zig zag op-art effects a la Bridget Riley.

She blinks.

DISSOLVE TO:

166 SAME SCENE - LATER

Steed is gone. Dr. Darling leans over her. Emma stares at the hypnodisc. Closes her eyes.

167 EXTREME CLOSEUP ON HER EYES

Thousand REMs per sec -- a tiny chip next to her eyes, transmitting out via wires to --

168 UP ON WALL

A "Dreamscape" apparatus like a liquid TV screen flicks thru random images from Emma's unconscious. Peter Peel -- Teddy Bears -- post card views -- childhood snaps --

169 BESIDE "BED"

Dr. Darling furls his hand over Emma's, his fingers resting upon her ring. During the interrogation, he soothingly strokes her hand -- tries to remove the ring without arousing her suspicion. Pulls gently on it.

170 UP IN GALLERY

In his wheelchair, Mother sits beside Steed.

MOTHER

This man -- did you see him?

STEED

No. Her husband, she says. Alice tried to warn us. A trap. Tell Mother beware. Tell Father That's all.

171 BY COUCH

Dr. Darling leans forward to interrogate Emma.

172 FROM HER POV

He looks and sounds sinister. From a corner of her eye, she sees -- a clip of keys

hanging from his pocket.

173 **BACK TO SCENE**

DR. DARLING

I want you to say the first thing
that comes into your head when I
say these words. Do you
understand ... ?

(as she nods)

Blue ...

EMMA

... bottle ...

DR. DARLING

Red ...

EMMA

... head ...

DR. DARLING

White ...

EMMA

Knight ...

DR. DARLING

Black...

EMMA

... death ...

DR. DARLING

Love...

EMMA

... death ...

Steed watching, listening ...

DR. DARLING

Flower ...

EMMA

... power ...

The exchange speeds up. Unknown to Dr. Darling, Emma picks his
keys; unlocks her

straps.

DR. DARLING

Nature ...

EMMA

... preserve...

DR. DARLING

Secret ...

EMMA

... love...

DR. DARLING

Hope...

EMMA

... love ...

DR. DARLING

Fear ...

EMMA

... love ...

DR. DARLING

Peter ...

As Emma talks, the "Dreamscape" plucks images from her unconscious in trippy psychedelic rush: faces -- colors -- patterns flash past.

EMMA

... Piper picked a peck of pickled peppers how many pecks of pickled peppers did Peter Peel -- ?

174 CLOSEUP - EMMA

Quietly unclicks a lock. She stops in mid-gabble.

EMMA

How long have I been here?

DR. DARLING

Three days.

Emma unlocks her straps. Sits Up. Woozy.

EMMA

Do you get paid by the hour?

Dr. Darling is shocked, indignant. Emma rips wires from her body. The "Dreamscape" machine winds down. Up in the gallery --

BAM -- ! Mother bashes his metal cane on the railings

MOTHER

(filtered)

You are here under observation,
Mrs. Peel. You must answer Dr.
Darling's questions

Pushes Dr. Darling aside.

EMMA

I resign.

MOTHER

(filtered)

You need treatment, Mrs. Peel. You
can't resign.

EMMA

Watch me.

Emma staggers. Mother looks at Steed. Who snaps himself out of staring at the hypnodisc.

Emma heads for the airlock door marked:

"ANTI-GRAVITY CHAMBER -- NO ADMITTANCE"

MOTHER

Don't open that, Mrs. Peel!

Fat chance ... she goes in ...

175 INT. ANTI-GRAVITY CHAMBER

Emma floats in the air, as Mother, Dr. Darling and Steed all follow. And float helplessly, turning around madly. Trying to gain on Emma. Mother's wheelchair, Steed's umbrella and bowler, all tumble thru the air as Steed tries to reach the "OFF" switch

EMMA

(echoing)
What are you trying to do to me?

MOTHER

(flailing)
We want to help...!

EMMA

I thought I was a widow. My husband ... the only man I ever loved ... is dead. For the rest of my life I have to live with that.

MOTHER

The death of Peter Peel was a great loss. To us all ...

EMMA

To you ... ?

Mother looks at Emma. He's let the cat out the bag. Steed finds the "OFF" switch.

They all tumble to the floor, Mother landing perfectly in his wheelchair,

Steed effortlessly catching his hat and umbrella. He moves to Mother --

STEED

I think you owe Mrs. Peel an explanation ...

Steed stares Mother out. Who delivers his revelations.

MOTHER

Peter Peel was a first class agent.
A senior operative.
'X' department Special operations.
He was engaged in top secret research.
Top priority. Government approved.

EMMA

The Institute ... the funding ...

MOTHER

A cover ... for us.
(beat)
I'm sorry...

A turning moment for Emma. A life lived on a lie.

EMMA

So all that time. Our work, our research
was for you ... for this? And the
accident --

DARLING

It was no accident.

EMMA

The official investigation ...

MOTHER

... was written by me.

(beat)

It was sabotage, Mrs. Peel.

Deadly serious, Emma walks over to him.

EMMA

Who?

MOTHER

Quite frankly ... it could have
been you.

Silence. Emma looks away, shocked. Steed intervenes

STEED

You're accusing Mrs. Peel of
killing her own husband?

MOTHER

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.

MOTHER

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

176 **CLOSEUP - EMMA**

touches her ring.

Emma looks up at Mother. A barefaced lie.

EMMA

No.

Steed notices Emma touch her ring nervously.

DR. DARLING

He said if it vanished, he'd know
it was ... you who betrayed him.
He took a huge risk. The ultimate
test.

EMMA

So I'm still ...

MOTHER

Under suspicion. Everyone died in
the explosion, Mrs. Peel. You were
the only survivor ...

Mother waits. Emma turns round. Looks fiercely at him.
Mother shifts uneasily as
Emma walks past him to the airlock.

MOTHER

This is an official matter, Mrs.
Peel. No need to take it
personally. Where are you going?

EMMA

To find out who killed my husband.

MOTHER

The doors and walls are monitored,
Mrs. Peel. This is a very secure
establishment.

EMMA

So am I.

Emma pushes open the doors. Walks out. Down a corridor. Dr.
Darling grabs
Mother, as he exits with Steed --

DR. DARLING

She must remain here. She's
highly dangerous.

178 IN HALL - CONTINUOUS ACTION

Mother exits with Steed; they watch Emma going ...

MOTHER

Pity. I was growing fond of Mrs.
Peel. Unfortunately --

STEED

Guilty until proven innocent?

MOTHER

Mother and Father know best.

Mother wheels himself off. Then stops; over his shoulder:

MOTHER

Something quick. Nothing too ...
messy.

ON Steed. CAR ROAR over as --

179 EXT. COUNTRYSIDE CLINIC - DAY

Emma drives a hot-wired Morris Minor out the open gates of the manor house, past a sign which reads:

"WINSLOW HOME FOR RETIRED LEPIDOPTORISTS" (Butterfly logo)

In the b.g., a couple of old-timers race around with butterfly nets as Steed's jag pulls past them in hot pursuit.

180 EXT. COUNTRYSIDE - DAY

Emma speeds down lanes ...

Followed at a safe distance by Steed in his SS100.

181 INT. STEED'S JAG - DAY

Steed looks: a bleep on his radar screen tracks the --

182 CLOSEUP - CONCEALED MICRO-BUG - INTERCUT

on Emma's shoulder as she drives ...

183 **EXT. LANES - DAY**

The cars whiz past ...

184 **INT. STEED'S JAG - DAY**

Keeping an eye on his radar and the road, Steed switches on the radio. The weather forecast:

RADIO ANNOUNCER (V.O.)

(filtered)

'... Sunny intervals leading to sudden storms and gale warnings for all areas.

(as he frowns)

... Outbursts of rain, scattered hailstorms and freezing fog greeted the World Council of Ministers as they arrived in London for their conference ...'

Emma drives into a churchyard. Steed follows her ...

185 **INT. COUNTRY CHURCH - DAY**

A medieval country church. Sunlight streams through stained glass, illumining Emma as Steed watches her lay --

A red rose by an altar tomb: an ornate mausoleum two hands clasped in a pose of eternal sleep: Peter Peel.

Emma pauses, as in the b.g., choirboys sing hymn practice. Steed watches Emma move away, toward the door. He drops a hymn book. Emma swivels round -- sees Steed.

EMMA

You followed me.

STEED

Orders.

EMMA

To kill me?

STEED

(fractional pause)
Nothing personal.

Emma smiles. Then turns, and --

Runs! Steed follows Emma through a door to --

186 INT. CHURCH BELL TOWER - DAY

Steed enters, glimpses --

Emma above. He follows her. Hears her footsteps. Trip-trapping up the spiral staircase. Steed listens, follows.

187 UP BELLTOWER

From below, Steed hears a BELL RING. A FLUTTER of BIRDS. As debris falls down -- Steed runs up stairs, reaches --

188 EXT. BELLTOWER TOP - DAY

BELL still RINGING. At the top, a sheer drop. Steed edges closer to the ledge. Looks. A long way down. From behind --

EMMA

A long way down.

Steed swivels. Sees Emma blocking his path. Cool menace. Steed steps away from the edge, Emma circles him.

STEED

Careful. You might fall.

Emma steps to the edge. Steed freezes. Emma locks down. Feet resting on the ledge. Rocking to and fro ...

EMMA

I could save you the trouble.

STEED

No trouble.

EMMA

Because you always obey orders ...

STEED

Always.

(pause)

Except ...

Steed nears her. Emma pushes herself right to the edge.

EMMA

Yes ... ?

STEED

... when I don't. It comes down to one thing, Mrs. Peel. Trust.

Steed reaches out for her. Holds out his hand.

EMMA

And do you trust me?

STEED

I could be convinced, if ... I knew who poisoned me in the maze. That kiss ...

EMMA

It wasn't me; you have my word.

Steed snatches her from the edge, holds her in his arms.

STEED

I need proof.

Emma thinks. Looks at him. Deadly serious. Their eyes lock. She hesitates, then pecks him on the cheek.

STEED

It was longer. On the lips.

Emma hesitates. Then a kiss on the lips. Longer. But not much. Steed grabs her hand, pulls her back.

STEED

Much longer. Approximately ... fifteen seconds.

Emma harumphs, exasperated. Moves closer to him.

EMMA

... Ready?

Steed nods. Emma leans forward. A full kiss. At first reticent ... Emma looks at her watch. Counts seconds ...

EMMA

... Four ... seven ... ni-...

Then ... forgets. Warmer, more relenting. Edging towards passionate. They stay embracing for fifteen seconds ...

EMMA

(aroused)

Mmm ... what are you doing?

STEED

Keeping a stiff upper lip?

EMMA

Is that all?

The kiss continues couple of seconds longer. Before Emma withdraws. With an effort, she regains her composure. A long silence.

EMMA

So I'm in the clear?

Steed savors the kiss. No reply. His smile says it all.

EMMA

But you did suspect me.

STEED

Not for a moment.

EMMA

You're playing games.

STEED

Aren't we all, Mrs. Peel?

EMMA

I thought you played by the rules.

STEED

I thought you didn't.

EMMA

I'm playing to win.

STEED

Winning isn't everything.

EMMA

Please don't tell me it's how you play the game.

STEED

(smiles; stands
aside)

After you -- Mrs. Peel ...

Steed motions down the stairs. It's close to the edge.

EMMA

No, after you.

STEED

(back to square
one)

You don't trust me?

EMMA

As far as you trust me.

Emma motions. Steed goes down, passes close to the edge, and swivels round nervously. Emma reads his thoughts.

EMMA

When it happens, Steed, you'll be the first to know ...

With this comforting thought, Steed descends first.

189 EXT. CHURCH TOWER - DAY

As Steed and Emma exit from the tower, they see --

A tranquil village scene. Choirboys walk out from the church. Nearby in the deserted village street. A red PHONE BOX. Which ...

RING-RING ... Starts to RING.

EMMA

Who could that be?

A ROLL of THUNDER. Steed looks up: a clear sky. He's puzzled. Suddenly suspicious. As Emma moves to the phone.

STEED

No -- don't answer it ...

He pulls her back. Emma looks at him.

STEED

That's it. The phones trigger
the explosions --

RING-RING ... Another ROLL of THUNDER. Steed connects the two
as -- an
angelic CHOIRBOY walks towards the phone ...

RING-RING ... A LOUDER ROLL of THUNDER. As the Choirboy nears
the
PHONE, Steed shouts --

STEED

Don't -- don't answer it -- !

190 CLOSEUP - PHONE

RING-RING -- the PHONE in the f.g. as the choirboy closes in,
opens the door --

191 INSIDE PHONE BOX

The door shuts. Noise muffled. The Choirboy can't hear Steed
and Emma's shouted
warnings, as he lifts his hand up, and --

192 OUTSIDE

Steed sees him reach out, warns the vicar and choirboys.

STEED

Get down -- get down -- it's
going to explode -- !

Steed and Emma, all the choirboys hit the dirt, as

193 INSIDE PHONE BOX

The Choirboy grabs the phone, and lifts it up, and
Silence.

No explosion. A few seconds pass. Steed and everyone are down on the ground. As they see --

194 FROM PHONE BOX

-- the Choirboy leaves the phone hanging. He gets out, scans the crowd. Then walks calmly over to Steed, who's still prone.

CHOIRBOY

It's your mother.

The vicar and choirboys look on sympathetically, as --

Steed dusts himself off. Emma and everyone gets up. Steed goes to the phone box, takes the call.

STEED

Mother? How did you find me?

His expression changes as he listens. Emma goes to the phone box as Steed rings off. He emerges from the box.

STEED

I told Mother I took care of you.

EMMA

You lied.

STEED

I equivocated. But you're not their big worry at present. It's Dr. Darling: he's disappeared ...

OFF Emma's reaction to this news --

195 INT. HALLUCINOGEN HALL - DAY

Inside the upper room, in front of a mirror --

With his back turned to us. Dr. Darling holds something in his hand, and waits as --

196 DOWN LONG HALL

Bad "Emma" walks over. She stands in front of him.

Blank expression. Dr. Darling hardly even looks up. With her hair up, we recognize on her neck a tattoo: Z424.

DR. DARLING

We are in the final phase. I shall require you to be especially obedient. There must be no failures.

197 CLOSEUP - IN HIS HANDS - SNOWSHAKER

which he grips tightly. As --

198 IN MIRROR

a metamorphosis. His features melt and bubble, a mask of plastic surgery and it's slipping around like Michael Jackson's face under kleig lights. He adjusts it, then ...

Shakes the snowshaker ...

199 EXT. COUNTRYSIDE - DAY

THUNDER as the sky darkens -- PAN DOWN to reveal:

Steed's Jag, zooming through country lanes. Rain starts.

200 INT. JAG - DAY

Steed driving, winces with the drizzle.

STEED

Drat. Someone wants to implicate you in this affair, Mrs. Peel. Any idea who?

EMMA

No idea who. No idea why ...

STEED

(thinks)
Teddy bears, cuckoo clocks, toys
All children's things ...

EMMA

... Or grown-ups, who still like to be children.

STEED

Quite. Any childhood friends?
Enemies?

EMMA

Not to speak of. Peter and I
were both loners. There was
nobody.

Steed thinks; sighs.

STEED

Very well. I have a friend who
might be of assistance. He's at
the Ministry. We'd better be
careful.

EMMA

I'm a wanted woman, I know ...

201 INT. MINISTRY CORRIDORS - DAY

Through a door marked "Information & Counter Espionage" --

-- walks Steed with another man in identical clothes: dapper
Savile Row suit, umbrella
and bowler. Which is

Emma Peel, in disguise. Steed furtively checks passers-by.

STEED

His name's Jones. 'Invisible' Jones.

EMMA

Why's he called 'Invisible'?

STEED

You'll find out.

At a door marked "Information -- Col. I. Jones." Steed knocks,
opens the door for her.

EMMA

Aren't you coming?

STEED

I'll catch you up. Don't worry;
he's expecting you.

Emma goes in as Steed walks down the corridor.

202 **INT. MINISTRY OFFICE - DAY**

A room full of archives and files. Emma walks through tall corridors, stacks of cabinets full of old paper.

Dusty, musty and mildewing. Long forgotten. Nobody there. Suddenly Emma hears --

FOOTSTEPS.

She follows them. Round stacks, round corners. The FOOTSTEPS get LOUDER.

She's closing in. The FOOTSTEPS get LOUDER, until up ahead of her --

A filing cabinet drawer opens up. On its own.

Emma watches as a file pops up, floats through air. The drawer slams shut. Still nobody there. Emma follows the file to a --

Desk. Emma watches as -- the chair swivels round. The file pages open up. Then the phone lifts up by itself, a voice:

INVISIBLE JONES (V.O.)

Tell Miss Proudfoot, no calls.

(beat)

Colonel Jones at your service,

Mrs. Peel. Just a moment --

Emma looks ahead of her. To the chair. As --

A desk drawer opens up, a pipe is whisked through the air, a match is struck. The pipe lights; smoke belches forth.

INVISIBLE JONES (V.O.)

Talk to the pipe, Mrs. Peel.

That usually helps. Don't worry about me being invisible. Other than that I'm perfectly normal.

EMMA

I see.

INVISIBLE JONES (V.O.)

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?

203 INT. MINISTRY - ANOTHER OFFICE

Steed on the phone.

STEED

I say, Trubshaw, Steed here ... Barometer's falling fast. Mrs. Peel and I find ourselves in need of foul weather gear.

(beat)

Yes, I'd say gentlemen's snuff for starters. And then --

204 INT. INVISIBLE JONES' OFFICE

File pages flip through the air as Jones goes through them.

INVISIBLE JONES (V.O.)

Ah, here we are. Steed asked me to play a hunch: Valentine Peel.

EMMA

Peter's brother? But --

INVISIBLE JONES (V.O.)

Half-brother to be precise.

Emma is surprised.

INVISIBLE JONES (V.O.)

Now let's see ... Eton, Cambridge ... research into robotics and plastics. Overtaken by Peter's work on the physics of climate change ...

EMMA

I know all this.

INVISIBLE JONES (V.O.)

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

EMMA

Surveillance? By whom?

INVISIBLE JONES (V.O.)

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

EMMA

Who's now vanished.

INVISIBLE JONES (V.O.)

Makes two of us.

EMMA

Are you suggesting that Dr. Darling
and Valentine were somehow in this
together? But that's absurd.

Steed enters behind them on the run --

STEED

We must hurry, Mrs. Peel ...

EMMA

Hurry? What for? I'm just
now --

STEED

You didn't tell her?

INVISIBLE JONES (V.O.)

(testy)

I was getting to it.

EMMA

Getting to what?

INVISIBLE JONES (V.O.)

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

EMMA

I fail to see --

STEED

There's a reception this evening. Colonel
Jones thinks it advisable we attend.

EMMA

Have we been invited?

INVISIBLE JONES (V.O.)

(poker-voiced)

Under the circumstances Mother didn't

see fit, but I think I can get you in ...

EMMA

(surveys her male
outfit)

Well, I can't possibly go like this.

STEED

I had a feeling. That's why we're
in a hurry ...

Steed proffers an arm to Emma.

STEED

May I have the honor, Mrs. Peel?

She decides, takes his arm.

EMMA

You may, Mr. Steed.

The A-team is born. Steed and Emma tip their hats to Jones.

205 EXT. LONDON STREETS - SEVERAL ANGLES - NIGHT

Troops rushing in to take up defense positions. Searchlights pierce the cloudy sky. A protective ring of hardware surrounds the hall.

206 INT. MOTHER'S 22 BUS (AKA INSIDE MOBILE HQ) - NIGHT

At the controls, Brenda looks on. She hands a bag of jelly babies to Mother. Who picks out his favorites, as he gives a briefing to Father and others, sitting in passenger seats --

ORDERS BARKED OUTSIDE as --

MOTHER

Inside that hall are some of the
Most powerful figures in the
world. Tight security. Our
only option.

FATHER

I'll see to it personally.

Brenda glances over at Father's imperturbable face. As --

207 **EXT. PALACE (WESTMINSTER) - NIGHT**

Wind picking up. Outside the grand palace hall for the reception of the World Council of Ministers, guards stand on duty. Barriers, flashing lights. Nobody gets past, except --

208 **INT. PALACE (WESTMINSTER) - NIGHT**

Up in the gallery, Steed and Emma enter through a secret passage behind a painting. He with bowler and umbrella. She in black leather and boots. They find themselves in a niche and freeze, very close to one another. Steed sniff s ...

STEED

What's that you're wearing?

EMMA

It's called Black Leather.

STEED

Intoxicating. Here, have one of these.

He fumbles with a bulging jacket pocket

EMMA

What is it?

STEED

Limpet bomb. Small, very compact. From Trubshaw's.

EMMA

(hocks it on belt)

When all this is over, we simply must get you out of that suit.

STEED

You first.

EMMA

Shall we?

She leads the way through marble halls, arched galleries, red velvet carpets, glittering

chandeliers. From the hall, a SPEECH ECHOES:

MINISTER (V.O.)

... In the uncertain climate that threatens this global initiative, no magic umbrella can shield us.

Steed checks out his own.

MINISTER (V.O.)

Only our own vigilance. Security and stability are our watchwords.

APPLAUSE.

Steed pauses, offers Emma a small silver box. Inside...

EMMA

Trubshaw again? What now?

STEED

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 --

209 INT. PALACE HALLWAY - NIGHT

An empty gallery. Steed and Emma peer down at a --

210 MARBLE HALLWAY

A black and white floor. Butlers move across like surreal chess pieces. Otherwise, empty. A chamber ensemble plays "The Merry Widow" waltz, which floats through empty halls.

STEED

They're playing your song, Mrs. Peel.

EMMA

(annoyed)

'The Merry Widow?' I might have known. Where's the reception?

They move cautiously forward as

211 EXT. LONDON STREETS - NIGHT

Outside, snow begins to fall. Trees and buildings shimmer under a light layer of white.

A Christmassy glow --

Even troops play with snowflakes, until --

212 SEVERAL ANGLES

The wind rises. The snow falls harder.

213 INT. PALACE - NIGHT

Down in the hallway, Steed and Emma search for the Ministers. They head down a corridor, then hear a NOISE. They hide behind pillars. As --

Butlers walk past in military file, carrying elaborate displays of lobster and meats.

Steed steals --

A chicken leg. Nibbles on it. Suddenly another door opens -- Emma hides. Steed looks up to see -- Father "staring" at him.

STEED

Oh, hello ...

FATHER

We want Mrs. Peel.

STEED

Dead, I'm afraid.

Emma in hiding, listens as --

FATHER (O.S.)

You disobeyed an order, Steed.
Mrs. Peel is dangerous; she cannot
be trusted.

Emma looks out the window behind her; eyes widen ... back to --

STEED (O.S.)

I think she can.
(beat)

Can you?

Emma is deeply affected by Steed's choice.

Father's face, meantime, has turned to stone.

FATHER

I shall summon security.

She turns, almost walks into the door as she slips away.

Emma returns as the ALARM is raised --

STEED

Bad news. Father's looking for you.
Where are those bloody ministers?

EMMA

Have a look at this.

She leads him to the window: sure enough -- heavy snow.
Steed reacts, eyes wide.

STEED

It's almost May, for heaven sake.

214 EXT. LONDON STREETS - NIGHT

The blizzard rages through streets --

Now impassable. Snow drifts block roads. White mountains of
snow start to climb up
shop fronts. And amid the sky --

Filled with snowflakes, up round the roofs, a purple cloud
descends on unsuspecting
troops --

215 INT. PALACE - NIGHT

Steed returns, rushes across the marble halls --

To Emma. But up ahead, sees --

216 STEED'S POV - FROM WINDOWS

A purple fog seeping into the hallway, billowing through the
corridors as --

217 INT. PALACE ANTEROOM - NIGHT

Inside an anteroom, like a Roman arena -- marble pillars, red carpet, golden walls, ceiling murals --

The World Council ministers assemble: slick pin-striped suits or African robes, Chinese Mao-suits, Indian Nehru-jackets, all distinguished men and women, surrounded by --

Fussing officials, minor dignitaries, and butlers, bowing and weaving a web of diplomatic protocol, interrupted by --

218 CENTER OF HALL

The sight of Emma Peel in black leather.

She strides into the room. Picks a glass of champagne from a passing butler. All stare, Emma raises her glass --

EMMA

Gentlemen, ladies. Forgive the breach of protocol. An emergency --

From the hallway -- BOOM -- ! The door bursts open, Emma is blown over by the blast as the purple cloud races inside.

219 SEVERAL ANGLES

as the smoke furls around the ministers, they choke, fall.

From the doors -- Steed leaps in, gives Emma another snort of snuff --

STEED

Quick --it'll protect you --

Emma inhales. Now immune to the gas, Steed and Emma hear -- CRASH -- ! They see -- through thick cloud -a mysterious man in a white lab coat, wearing a gas mask, leading a group of butlers, all in gas masks -- heads like black flies -- in formation round the ministers, helpless on the floor. A kidnapping --

The man and butlers haul away several ministers, and --

Escape from the rear doors. The butlers form a guard to protect the man.

Steed and Emma run after them. More butlers pursue.

220 EXT. PALACE - NIGHT

As troops roll helplessly in the snow-covered purple haze, the butlers load the ministers onto waiting choppers as --

221 INT. MOTHER'S HQ - CONTINUOUS ACTION

Mother, Brenda, et al choke on purple smoke in the bus ...

222 INT. PALACE HALLWAY - NIGHT

Behind pillars, Steed and Emma hide as --

Butlers in gas masks patrol the halls. A butler passes them without noticing. They try to emerge. But another patrols --

Steed trips the butler with his umbrella, then chops him down on the ground. He rises but Emma kicks him into as --

Behind them Steed sees the lab-coated man escape up the stairs, protected by a posse of butlers. He shouts --

STEED

After him, Mrs. Peel!

A whole posse of butlers then advances. Steed faces them.

STEED

Go -- !

Emma hesitates. Then turns, heads for an ornate dual shaft elevator. She bangs the button, gets inside, doors shut, as the BULLETS from MACHINE-GUNNING gas masked butlers strike the brass door as --

Steed whips his rapier from his umbrella and duels with the butlers. To give Emma

time, he uses every trick and prop at his disposal, plus, brute force to --

Kick, chop, punch, and impale them into submission, as --

223 EXT. ELEVATOR (UPPER FLOORS) - CONTINUOUS ACTION

The posse of butlers fan out on to keep pace with Emma. They head upstairs, pressing elevator "CALL" buttons on every floor, as --

224 INSIDE ELEVATOR

Emma waits inside. Until she reaches --

225 EXT. ELEVATOR (2ND FLOOR) - CONTINUOUS ACTION

Doors open. A HAIL of BULLETS hit the lift as Emma hides to one side until the doors close.

226 INT. ELEVATOR - CONTINUOUS ACTION

Emma sighs with relief. COOL HUM as the ELEVATOR rises.

227 ON STAIRS - MEANWHILE

Steed gaining on the butlers, heading for the stairs, as --

228 INT. ELEVATOR - CONTINUOUS ACTION

At the next floor, the doors open --

Two butlers rush inside. BLAM -- ! Emma cuts one in the throat with an elbow punch, then --

Punches -- kicks -- stabs the other butler, a more brutish type, who recovers enough to grab Emma by the throat.

She chokes, breaks his stranglehold, swerves him round, gains a nelson hold on his arms and throat --

And a knee in his back in time for --

PING! The BELL RINGS at --

3rd floor where --

Emma spins her captive butler round, in time to face --

Whoomph! a blast of fire from --

A flamethrower launched in the hall.

Aaargh -- ! The butler gets fried, but --

229 EXT. ELEVATOR (3RD FLOOR) - CONTINUOUS ACTION

Shields Emma from the worst of the blast. She hurls him clear of the doors, which --

230 INT. ELEVATORS - CONTINUOUS ACTION

Slam shut. COOL HUM ...

231 EXT. PALACE MAIN FLOOR - CONTINUOUS ACTION

Steed continues his one-sided duel with the other butlers, skewering madly, trying to get upstairs to help Emma...

232 INT. ELEVATOR - CONTINUOUS ACTION

Up Emma goes. Looks for an escape route. Bangs on the walls. No trap doors. No secret panels. The "floor" light flickers between floors.

Waiting, until ...

233 EXT. ELEVATOR (4TH FLOOR) - CONTINUOUS ACTION

The doors open. A grenade is hurled inside the doors, it rolls to one corner, Emma dives to the other side, then --

Scrambles for the grenade. Picks it up. It slips out of her hands. Scrambles more. It slips out ...

Just beyond the elevator doors. Which start to shut. Emma leans out a foot, kicks the

grenade towards the butlers, and --

As her elevator doors close --

BOOM -- ! It EXPLODES among the butlers, one of whom --

Rushes to --

234 ELEVATOR (5TH FLOOR) - CONTINUOUS ACTION

Where he waits for the elevator. Removes pin. Grenade ready.
The light PINGS.

Doors open. About to throw it inside, when --

235 BUTLER'S POV

No Emma.

236 BACK TO SCENE

The butler hesitates. Looks inside. Still no Emma? He
wonders what to do, and --

The doors shut; he jams his foot. The doors open again. He
moves in --

237 INT. ELEVATOR - CONTINUOUS ACTION

-- and looks round. Nobody there. Until, as we --

PULL BACK UP to reveal -- FROM ABOVE, spread-eagled like an X
on the elevator
roof, limbs flexed against the walls is --

Emma, who -- drops down and --

Scissors the butler's head between her legs.

The grenade rolls free ...

Emma twists around, grabs his ears, and --

Sits on his face. Buries his head in her crotch. A muffled
sound from the guy, until --

Emma scissor kicks, breaking his neck. She drags --

238 EXT. ELEVATOR (67H FLOOR) - CONTINUOUS ACTION

His head out. Leaving his neck between the doors. So as she leaps out, heads up for the stairs, the elevators doors.

SLAM! And -- BOOM! His GRENADE rocks the elevator, which

239 INT. ELEVATOR SHAFT - ABOVE AND BELOW - CONTINUOUS ACTION

Breaks from its ropes, and --

Plummets down the elevator shaft, shaking the building as it crashes --

240 INT. PALACE STAIRS - CONTINUOUS ACTION

Everything shakes with the impact of the elevator as Steed battles his way up, step by step, throwing gas-masked butlers over his shoulder as he struggles...

241 INT. PALACE ATTIC - NIGHT

Up the winding staircase, at the top, a skylight, which --

Flips open. The man leaps out, throwing back inside a smoke grenade, and locks the skylight. As the grenade --

242 INT. NARROW STAIRCASE

BOOM! explodes in the narrow staircase, fills it with purple smoke. Emma rushes thru smoke, choking. She gets to the skylight, tries to open it -- locked.

A moment's panic. Then Emma -- punches a hole in the glass, flicks the switch, flips the skylight up, and --

Emerges into the night air. Snowflakes tumble around her.

243 EXT. ROOFTOP - HELIPAD - NIGHT

Blades whirling. Amid the blizzard, the man ready to escape in a super-fab streamlined

whirly chopper ...

Another assassin attacks Emma, pins her on her back,
overlooking the city. Stands up
before her --

Emma held back over gargoyle, over now snow white city ...
Knees assassin in balls.
Flicks him backwards ...

As his body hurtles down into the snow-covered streets, Emma
rushes forward.
But too late: sees --

The chopper -- about to take off.

244 FROM INSIDE CHOPPER

The gas-masked MAN in the white lab coat:

MAN

Goodbye, Mrs. Peel!

245 EXT. ROOFTOP

The chopper rises slowly.

Emma looks. A fifteen foot leap ... Impossible.

246 FROM INSIDE CHOPPER

A farewell wave from the gas-masked man.

247 CLOSEUP - EMMA

contemplating the jump, beneath falling snowflakes, as the
distance grows.

248 EMMA'S POV

The rope/chain ladder coils into the chopper's belly.

249 INT. CHOPPER - NIGHT

Above London rooftops, after dark --

The man (still wears gas mask) the Pilot, CO-PILOT and a Butler (ditto). From the chopper, a giddy look down thru a glass command module. A fairy tale, snow white city.

OVER the RADIO, interference. A changing of stations. Then a CRACKLY broadcast of "The Merry Widow."

As the WALTZ serenades them high above the city -- a KNOCKING from outside on the door --

Surprised reactions. The Butler opens the door, sees --

Emma hanging onto the helicopter struts. The Butler is too dumbstruck to say anything.

EMMA

(shouts, re: the gas mask)
Anyone ever tell you you look like a housefly?

Emma grabs his epauletted shoulder, yanks him up, flicks him out --

The Butler is jerked out -- flies into the open air. Emma watches him fall ...

EMMA

Anyone else need a lift?

The white-coated Man moves forward, but Emma is out, slamming the door, still clinging ...

MAN

(to Pilot; intercom)
Can't you throw her off?

The Pilot nods, works controls, the chopper dips as --

Blam -- ! a kinky leather boot crashes --

Into the Pilot's face as Emma kicks in the GLASS from the front of the chopper, SMASHES so the Pilots can't see -- a sudden rush of cold air --

The INSTRUMENT PANELS WHIRR round as the Pilots struggle for control --

VOICE (V.O.)

(intercom)

Where'd she go?

250 EXT. CHOPPER TOP - CONTINUOUS ACTION - NIGHT

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 --

CO-PILOT

Happy landings, Mrs. Peel.

He raises his hand, ready to hit her again, Emma yanks him up, where his head get sliced off by the blades -- body and head fall away separately ...

As Emma reacts, her legs are grabbed from below and the white-coated Man pulls her down the side of the chopper --

Emma falls, but manages a flying handhold, hangs onto the chain wire below the chopper. As --

251 EXT. WIDE ANGLE - NIGHT

The Pilot and his passenger zoom at low level over buildings. Trying to dislodge Emma ...

252 THEIR POV

Thru the blizzard, zooming down streets, landmark buildings looming up topped in snow, feet up ... shinnying up the chain wire ...

"THE MERRY WIDOW WALTZ," no longer heard as old record or ensemble arrangement but enormous, for FULL ORCHESTRA ...

253 CLOSEUP - EMMA

grimly hoists herself up along the struts again, hand over hand, coming up to the cockpit from behind --

254 BACK TO SCENE

With a sudden movement, she yanks the Pilot out from behind and he goes flying towards eternity on his own.

The chopper out of control as the white-coated Man is left to fly it himself ...

255 IN NIGHT AIR

"THE MERRY WIDOW" BOOMS, the chopper lurches, spinning round -- up and down, over spiraling corkscrews, an insane waltz ...

256 INT. CHOPPER - CONTINUOUS ACTION - NIGHT

The white-coated Man gets control ...

257 EXT. CHOPPER - CONTINUOUS ACTION - NIGHT

Zig-zags down a narrow street, trying to smash Emma into sides of windows.

258 SEVERAL ANGLES

as Emma bounces off buildings, holding on for dear life ...

259 EXT. WIDE ANGLE OVER THAMES - CONTINUOUS ACTION - NIGHT

The chopper dips down, dragging Emma through icy water ...

Up ahead ... Tower Bridge ... twin peaks ... a firework display going on ... rockets and

lights in the sky thru snowflakes ...

Emma sees the bridge coming, reaches down and --

260 CLOSEUP SHOT

Detaches her pocket limpet bomb and lobs it into the chopper cockpit.

261 HER POV

The bridge looms up, chopper rising to cross it as Emma leaps onto the bridge!

262 INT. CHOPPER - CONTINUOUS ACTION - NIGHT

The Man sees the bomb ...

Also flings himself onto the bridge as --

Against b.g. of the fireworks display --

263 WIDE ANGLE - TOWER BRIDGE - CONTINUOUS ACTION - NIGHT

BOOM! -- the CHOPPER EXPLODES. Ball of flames. The crowd roars in appreciation ... great fireworks!

264 EXT. TOP OF TOWER BRIDGE WALKWAY - CONTINUOUS ACTION - NIGHT

Emma picks herself up, sees the Man in the white lab coat and runs for him.

He runs too -- towards --

265 ANOTHER CHOPPER

which unloads a rope ladder as Emma puts on every ounce of steam ...

The Man reaches for the dangling ladder --
but --

266 CLOSEUP - ON HIS FOOT

stuck, wedged between narrow battlements.

267 BACK TO SCENE

The Man looks at his shoe, at Emma charging towards him, at the rope ladder. He pulls his foot out of his shoe and grabs the ladder, sailing off in the second chopper, leaving Emma panting behind. She's soaked, frozen, gasping for breath, bending over, when she sees --

268 CLOSEUP - SHOE

Emma pulls it from its wedge, looks at the inside: --
"Trubshaw's of Jermyn Street."

STEED (V.O.)

I thought it was Cinderella
who lost her slipper ...

269 INT. TRUBSHAW'S - DAWN

On Jermyn Street, snow lies waist high. BLARING SIRENS. Searchlights. PA announcements urge citizens to stay indoors ... PULL BACK to reveal a fire glows, a CLOCK TICKS calmly. Emma sits with her shoe, surrounded by a pile of shoes. Steed & Trubshaw beside her.

EMMA

This time the shoe's on the other foot. You said a hand-made shoe was as good as a photo-fit or D.N.A.? Well, all we have to do is find the shoe that fits ...

TRUBSHAW

It should be easy. A Trubshaw client has his shoes delivered personally. The Ministry should be able to confirm our delivery.

STEED

I'll be back ...

EMMA

Where are you going?

STEED

Laying in supplies, Mrs. Peel weather
may get very nasty and I've no umbrella ...

EMMA

You needn't bother. I can't drag you
further into this. After all, I am still
the chief suspect.

STEED

No bother. Mother and Father think
I've joined you. I might as well.

EMMA

But --

STEED

(comes back)

Oh, and by the way, I think it's about
time you got rid of that chip on your
shoulder.

EMMA

If you'd been through what I have,
you wouldn't --

Steed reaches and pulls off the micro-bug from her shoulder.

STEED

A microtag. One of Mother's little
toys. There you are. Free at last.

He tips his bowler off her surprised reaction.

270 INT. TRUBSHAW'S BASEMENT - CONTINUOUS ACTION

An armory. Steed stands before racks of umbrellas, displayed
like ceremonial swords --

ivory handles, duck handles, you name it ...

Steed hefts a few, as picky as a Samurai ...

271 UPSTAIRS - HOURS LATER

Emma surrounded by a mountain of shoes. Triumphant, she
holds up a pair of shoe
lasts.

EMMA

Prince Charming, I presume.

Your name is ...

272 CLOSE ON WORN PAPER LABEL

with the name: DARLING.

EMMA

Oh my God ...

273 INT. TRUBSHAW'S - DOWNSTAIRS - CONTINUOUS ACTION

Steed selects his umbrella and we FOLLOW UP TO:

274 INT. TRUBSHAW'S - UPSTAIRS - DAY

He sees only Trubshaw.

STEED

Where's Mrs. Peel?

TRUBSHAW

She just left, sir. In a hurry.

STEED

What?

TRUBSHAW

She said you'd understand.

275 ON STEED

Worried.

VOICE (V.O.)

Ah, here we are ...

276 CLOSEUP - PIP PUFFING IN MID-AIR

WIDEN to reveal:

277 INT. MINISTRY ARCHIVES - DAY

Inside the archives, among leather volumes. A file goes through the air, passed to Emma ... As she reads. A map is opened across a desk from her.

INVISIBLE JONES (V.O.)

'X' marks the spot. The shoes were delivered to ... an island in Hyde Park. Surrounded by the Serpentine. On the site of a former Ministry installation...

EMMA

... and now?

INVISIBLE JONES (V.O.)

Privately owned by ...

EMMA

Let me guess: Wonderland Weather.

INVISIBLE JONES (V.O.)

Very good, Mrs. Peel ...

EMMA

I shall need a small plane.

INVISIBLE JONES (V.O.)

You're not venturing alone, surely.

EMMA

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

INVISIBLE JONES (V.O.)

Of course.

278 **ON EMMA**

EMMA

Tell him I said ... goodbye.

279 **INT. SECRET SERVICE HQ - DAY**

below the Thames as at the beginning.

In darkest paranoia, Mother lies at the heart of his Labyrinth.
Controls around him
flash emergency. Panic. Cakes piled up beside him, uneaten.
Beside him, Father.
Brenda hands a phone.

BRENDA

Steed for you.

Mother grabs the phone, furious.

MOTHER

Where's Mrs. Peel?

He signals frantically for Father to trace the call, but being blind, Father just sits there.

STEED (V.O.)

(filtered)

I was hoping you could tell me.

MOTHER

You're getting yourself into terrible trouble, my son. Weather's turning very nasty -- and so am I.

STEED (V.O.)

(filtered)

I'm going to follow up on a hunch of my own. If I'm right, Mrs. Peel is innocent and you have a mole.

MOTHER

(grabs mirror;
searches his face)

Where?

STEED (V.O.)

(filtered)

In your operation.

MOTHER

I'm warning you for the last time, Steed: whoever's behind all this, looks like Mrs. Peel, walks like Mrs. Peel and kills like Mrs. Peel.

CLICK. The line goes dead.

280 CLOSE ON MOTHER

Furious.

MOTHER

Steed??

(to Father)

Find Mrs. Peel.

Brenda smiles at the thought. Father rises, grim.

281 EXT. SKY - DAY

Through mist, an ultralight plane zooms down -- From the plane,
Emma leaps in
parachute ... Down, down, down through the mist ...

Over parkland, the parachute floats down ... To an island in
the middle of the
Serpentine river.

282 EXT. ISLAND (HYDE PARK) - DAY

Emma lands, buries her parachute. Walks towards a thick
jungle, then a stream. Emma
hops across on water lilies until she reaches land again.
Where a peacock fans its tail of
a thousand eyes. A CLICK of CAMERAS.

In the midst of the jungle, Emma sees --

283 HER POV

A red phone box. Emma frowns in recognition; goes inside.
Picks up the phone.

Presses "Button B", and --

The floor goes down. Emma goes down with it, into --

284 INT. HYDE PARK UNDERGROUND HQ

Formerly a Ministry installation. The "elevator" stops.
Remembering, as from a dream,
Emma steps out into --

285 LONG DARK CORRIDOR

A GUARD patrols. Emma pushes herself against a wall. The wall
gives way to flip
round, and Emma swivels into --

286 INT. TOTALLY DARK CHAMBER

The door locks behind. Alone, Emma stands warily.

From nowhere, a chilling, disembodied voice. Intimate. Seductive.

VOICE (V.O.)

Congratulations, Mrs. Peel. You have been a worthy opponent. You have tracked us down. You are within an ace of winning.

EMMA

This isn't a game.

VOICE (V.O.)

Quite right, but we still make the rules.

EMMA

Rules are made to be broken.

VOICE (V.O.)

People, too.

EMMA

Then who wins?

VOICE

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.

VOICE (V.O.)

Yourself.

In every direction Emma turns, a thousand reflections of herself stare back at her, splintered into fragments as Emma spins, freaked and confused by the multiple images.

Emma turns into herself -- only herself drapes arms around her and kisses her on the lips.

Bad Emma -- whose eyes stare into Emma's startled ones as Emma pulls her mouth away, staggers back; realizes too late. The hallucinogenic lip poison. Emma crumples

to her knees as --

287 EMMA'S POV

Sees "herself" above her, before she -- falls unconscious.

288 EXT. COUNTRY ROADS - DAY

Steed's Jag races, skids in bad weather.

289 INT. CAR

Behind the wheel Steed, his face grim, concentrates on the slippery road. On the seat next to him the snow shaker with little Emma inside --

DISSOLVE TO:

290 INT. UNDERGROUND H.Q.

As if in a dream, Emma awakes captive inside a bizarre cage: A life size snow shaker.

Emma "swims" in viscous air, suspended like a mermaid.
Thru glass she sees --

A face peering in: Father.

FATHER

(filtered)

Emma in Wonderland. Welcome,
Mrs. Peel.

(filtered)

We've been expecting you. We hope
you'll enjoy your stay with us.
Decontamination is almost complete.

EMMA

Decontamination -- ?

FATHER

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.

FATHER

Relax, Mrs. Peel. We're hundreds of feet below ground. The Ministry made it impregnable. No one can save you.

291 EXT. SPIRES OF ETON COLLEGE - EVENING

as Steed drives towards it ...

292 INT. UNDERGROUND HQ - DINING ROOM

Bathed in candlelight. A romantic supper for two ...

A door opens, admitting -- Emma. Dressed, coiffed, super-glamorous. She locks around, sees another door. In search of escape she hastens to open it, only to reveal --

A giant rabbit -- the one we saw at the Teddy Bear meeting.

Emma gasps in surprise, moves back into the room as he advances, removing the head -- it's Dr. Darling!!!

DR. DARLING

Emma, my dear. How lovely you look.

He steps out of the rest of his costume ...

EMMA

Would that I could say the Same.

DR. DARLING

Ah, but you haven't see the real me. Watch closely ...

He pulls at his face, which bubbles and collapses as he walks towards her --

Emma's horrified expression, eyes widening as --

Dr. Darling turns into ... Peter!

EMMA

Peter ...

PETER

Darling Emma --

EMMA

It was you ... all the time?

PETER

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!

TEACHER (V.O.)

Valentine Peel ...

293 EXT. ETON COLLEGE - EVENING

beneath Gothic turrets pupils in top hats and tails.

OLD TEACHER (V.O.)

Yes, I remember him quite well ...

PULL BACK THROUGH windows to reveal: Steed and an OLD TEACHER
in the beautiful library.

OLD TEACHER

This is where he used to spend his
days. We have an old photograph
somewhere ...

He's flipping through yearbooks, then shows Steed --

294 CLOSEUP - PHOTO

of Valentine Peel on stage, in wizard's garb. Made up as an
old man ...

295 BACK TO SCENE

TEACHER

Absolute wizard with makeup. His
favorite roll from Shakespeare.
Prospero ...

STEED

'The Prospero Project...'

TEACHER

... From The Tempest. A banished duke, ousted by his brother, marooned on a magic island. Who controlled the weather.

296 CLOSEUP - STEED

grim.

STEED

'O Brave New World that hath such people in it.'

297 BACK TO DINNER TABLE

Emma frozen, sinks into a chair, staring ...

EMMA

You.

VALENTINE

Darling Emma -- yes, we: the true genius behind the Prospero Project ...

He walks around the dinner table as he talks ...

EMMA

But you died -- in the explosion ...

298 FLASHBACK - CLOSE ON HAND IN WHITE GLOVE

Twisting the dial. PAN UP the arm to reveal Valentine.

VALENTINE (V.O.)

Oh, no. I arranged the explosion.

299 BACK TO PRESENT

VALENTINE

A slight miscalculation -- my face was burned beyond recognition. Fortunately my research into plastics came in handy ...

EMMA

(stunned)
Dr. Darling, Peter ... all you ...

VALENTINE

An unholy trinity ...

EMMA

(stands)
You killed my husband.

VALENTINE

For starters. Of course I had to kill
the Teddy Bears, as well ...

EMMA

Too many cooks --

VALENTINE

Spoil the majority shareholders. In
Wonderland Weather. I planned
everything, even the Ministry
recruiting you ...

EMMA

But I found you. All the clues
led me here ...

VALENTINE

Of course. I planned that, too.

EMMA

But -- why?

VALENTINE

You disappoint me, Emma. Can't
you guess?

(moves toward her)

For you. It was all for you ...

EMMA

(cold)

'Our revels now are ended.'

VALENTINE

Oh, no, Emma. They've only
just begun ...

300 INT. INVISIBLE JONES' OFFICE - NIGHT

The phone hangs in the air -- with the smoking pipe.

INVISIBLE JONES (V.O.)

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

301 CLOSEUP - STEED IN RED PHONEBOX (SOMEWHERE) - NIGHT

STEED

I said it's not goodbye yet.
Listen, I'm going to need some
help. In a hurry ...

302 INT. HYDE PARK UNDERGROUND - DINING ROOM

VALENTINE

(indicates supper)
Think of this as your second
wedding feast ...

EMMA

I'm already married ...

VALENTINE

Come, come, you're a widow -- a
most attractive widow. Now I think
of it, we'll need a bridesmaid. Here.

He pushes a button. Bad Emma enters. Tattooed Z424.
Unmistakably hostile.

VALENTINE

My latest model. A compound of
plastics and sensor chips. A big
improvement on the old X404s.
The poor thing is quite fond of me.
Emma, say hello to Emma.

BAD EMMA HISSES, a strange mix of STATIC and FEEDBACK.

VALENTINE

You know, I believe she's actually
jealous.

EMMA

Valentine, listen to me ...

VALENTINE

Right, bridesmaid. Now what
have I left out? Oh, yes, I know:

the ring.

EMMA

(covers her hand)

Ring?

He stands very near her -- she's terrified -- then:

VALENTINE

How silly of me -- let me make
you comfortable first ...

As he advances, ZOOM IN EXTREME CLOSEUP Emma's eye

DISSOLVE TO:

303 INT. ISLAND (HYDE PARK) - NIGHT

Another ball, WIDEN to reveal, from the lake, an odd eight foot high plastic ball emerges -- The ball lands on the shore. From the inside, a zip peels away the plastic layer to reveal --

Steed, like an urban dandy in suit and bowler. A rose in his lapel. He steps out, and, poking with his umbrella --

Deflates the inflatable plastic submarine. Steed heads off -- CAMERA EYES the peacock swivel towards him, as he heads into the jungle where he sees the --

304 RED PHONEBOX

Steed picks up the phone. Presses all the buttons until he hits "Button B." As the floor lowers, his eyes widen in surprise ...

305 SARCOPHAGUS

carved in Emma's likeness. Lowered from the ceiling hydraulically into --

306 INT. VALENTINE'S HIGH-TECH TORTURE CHAMBER - CONTINUOUS ACTION

as Valentine descends spiral steps to join it.

Valentine opens the coffin to reveal Emma strapped within.

VALENTINE

That's better. I say, isn't this
where you came in? It's
impenetrable, by the way ...

EMMA

You're mad.

VALENTINE

Entirely. On the other hand
(he advances towards
her, smiling)
Mad people get things done. Let
me show you --

307 INT. UNDERGROUND H.Q. - CONTINUOUS ACTION

Steed stealing down a corridor and --

hides, as a posse of guards rushes past, alerted by the peacock
cameras. He waits till
they pass, then reaches out his umbrella, and --

Nabs Father around the neck who was feeling her way after them.
Brings her down.

FATHER

Steed

STEED

How did you guess?

FATHER

You reek of Mrs. Peel's Black
Leather ...

STEED

It was you who gave Valentine
Peel his security clearance ...
you're the mole who betrayed
the Ministry.

FATHER

Mother betrayed me. She was
going to replace me with a younger

Father. Errand boy that's all I was.
'Find Steed...'

STEED

Well, you found me. Have a sniff of
this, why don't you? Careful, the
scent can be overpowering ...

Holding Father securely, Steed forces her nose into his rose
boutonniere, squeezes the
rubber tube, sprays a Mist. Father passes out. Steed rises,
locks around.
Sees --

A grille and removes it, climbs in and replaces it before the
guards return. He turns
and --

308 INT. DUCTS - CONTINUOUS ACTION

crawls forward through a mass of wires and plumbing --
until he hears a VOICE -- VALENTINE'S.

Steed reaches another grille, through which he can see --

309 INT. TORTURE CHAMBER

Emma's coffin, standing on end, like the Iron Maiden faces a
wall of TV monitors as
Valentine explains.

VALENTINE

People expect weather to be free.
They're used to it. I call that a
denial of freedom. No freedom of
choice. An abuse of human rights.
They buy water, electricity, gas.
Why shouldn't they be able to buy
their own weather if they want to?
If they have a little incentive ...

Emma reacts -- also Steed (unseen) behind her.

EMMA

Such as?

VALENTINE

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

EMMA

The result would be ...

VALENTINE

Chaos. Transport paralysis. Crop failure. Economic disaster. Frostbite or sunburn ... on a massive scale. You've seen a few samples...

EMMA

Then what's stopping you?

VALENTINE

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 --

310 CLOSEUP - HER RING

A diamond. In the light, a patterned imprint. ZOOM IN -- a complex fractal equation of circuits.

311 BACK TO SCENE

VALENTINE

The missing piece of the jigsaw. I tried to get you to give it to me as Peter; I tried to steal it from you as Dr. Darling. As myself I'll be a bit less subtle.

(he slips it off her
finger; holds it up)

With this ring my plan will be complete.

EMMA

How Wagnerian ... Do you mean to say you've waited all these years because you couldn't create

a chip on your own? That would have amused Peter.

VALENTINE

Speaking of Peter, there's more good news: You won't even have to change your last name. You'll always be Mrs. Peel.

EMMA

What are my choices?

VALENTINE

Choices?

EMMA

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 --

VALENTINE

One out of two isn't bad. I'll keep you alive, darling Emma. In a year or five, you may change your mind. If you're still in it.

Valentine presses a button. From the ceiling -- a surgical laser. Moves down to within inches of her face.

VALENTINE

This little toy gave me back my face. It can replace yours. What do you think? Medusa? Madame Defarge? Maggie Thatcher?

He marks an imaginary line round Emma's face.

An ALARM BELL RINGS. Emma reacts.

FATHER (V.O.)

Dr. Darling, this is Father. We have an intruder. I repeat --

Valentine switches off the PA.

VALENTINE

Ah. That will be Steed. He followed you. Please excuse me. I have work to do. My most spectacular performance. A ballet of clouds. It

was made for you. I want to give you
a heart, Emma. I want all of London
to see it. And now with this ...

(flourishes ring)

They will.

(leans close)

And for an encore: the biggest cyclone
in history will wipe the City from the
face of the earth.

(winks)

Shape of things to come, my darling.

He stuffs a gag into Emma's mouth and closes the coffin on her
muffled protests.

Darkness.

Immediately, Steed tries to force his way through the grille.
No such luck.

STEED

Blast. What to do? Mrs. Peel!

He doesn't dare say her name too loud -- and there's no telling
if she could hear him in
that thing, anyway.

He turns around in the tunnel -- heads the other way.

312 EXT. SKY OVER LONDON - NIGHT

Moonlight night. Dark clouds approach like an army, spreading
shadows.

313 INSIDE CLOUDS

MOISTURE SPITS and CRACKLES, static energy waiting to explode
...

In the sky -- clouds join together like a genie from a lamp,
forming -- over the city -- a
strange dark sensuous figure, half human, half dreamlike.

That stalks the city....

314 INT. DUCTS - CONTINUOUS ACTION

Steed crawling. A rat runs over him ...

STEED

The things I do for England ...

Pitch dark, then --

Emma's coffin is opened and we see Bad Emma, looking down.

Bad Emma stares at her human double -- Emma: who looks imploringly at her to undo the gag. Bad Emma removes it, she --

Runs a finger down Emma's body, inside a hole torn in the leather -- warm human flesh. Blood. Her flesh. Her blood. Fascinated.

EMMA

You must let me go ...

Bad Emma listens. Gently lays her head on Emma's breast, listens to -- the HEARTBEAT. Ba-boom. Ba-boom ...

EMMA

Don't you understand? If he has me, he'll have no use for you ... he'll destroy you ...

The words jolt Bad Emma back, remembering her mission. She goes to the laser, aims it at Emma's face!

EMMA

No...

Bad Emma hesitates, looks strangely human as --

315 ANOTHER PART OF UNDERGROUND H.Q.

The grille pops off and Steed emerges where the guards are waiting for him --

STEED

Oh, dear.

No escape. He takes off his bowler -- deftly removes a strip from its brim, aims it at the guards, and --

Hurls it ...

316 CLOSEUP - BOWLER (IN FLIGHT)

A glinting razor's edge, which --

Swoosh -- ! Slices into the closest guard before returning,
like a boomerang to Steed.
He taps twice hard steel as ...

317 OTHER GUARDS

run towards him, Steed swivels gracefully and - slams the
bowler in their faces, a
sartorial knuckleduster -- wham -- ! One drops -- Bam -- !
The other collapses, slump
to the ground. Steed stoops down, picks up his hat, sees --

A dent in its steel top. For the first time, Steed loses his
cool. Genuine rage.

STEED

Someone's going to pay for this.

Stepping over the nearest body, Steed moves on his way, as --

318 CLOSEUP - VALENTINE

places a ring inside a control module filled with identical-
looking diamond chips ...

WIDEN to reveal ...

319 INT. CONTROL ROOM - NIGHT

Masses of dials and switches. (Off to one side, on a wall, a
rack of rapiers ...)

Valentine hits a switch ...

VALENTINE

Start the countdown. Action
stations. Five minutes ...

The countdown starts, red digitals going backwards --

Colorized computer screens map out hostile weather fronts.
A COMPUTERIZED VOICE STARTS to COUNT. The CLOCK TICKS.

Father enters behind him.

FATHER

Congratulations. The clouds are
on course ...

VALENTINE

To explode. London will be ashes.

FATHER

Not yet! They haven't heard our
terms ... !

Father tries to hit the switch. Valentine yanks her off.

VALENTINE

Are you insane? Stop the program
and you activate the auto-destruct!

FATHER

But all those people -- !

Valentine strikes her hard --

VALENTINE

My cloud ballet! My cyclone!

Father slides to the floor. Valentine ignores her.
Concentrates on the control panel red
lights, as --

320 EXT. PARLIAMENT SQUARE - NIGHT

Up in the sky, more white clouds --

Darken into boiling black. They move and billow. Bubbling
with gases and energy
Swirling with motion, a life of their own.

FROM river, a scarlet fog floats upwards. It gains mass and
weight, slowly forming as
it rolls --

321 THROUGH CITY STREETS

then RISES ABOVE them -- into a weird pulsating red shape.
A love heart.

322 CLOSEUP - DIGITAL READOUTS

Whirling backwards ...

323 INT. MOTHER'S UNDERWATER HQ - CONTINUOUS ACTION

Mother at the controls. RINGS the ALARM. Panic stations as --
SIRENS BLARE.
WARNINGS RING OUT OVER TV and RADIO --

MOTHER

Dense cloud formation moving south-
west. On course for the center of the
city. A fog floating in from the river.
The prediction is ... unstable chemical
reaction. Enforce the curfew ...
Emergency stand by ... !

324 EXT. SKY OVER BUCKINGHAM PALACE - NIGHT

Bad storm clouds advance over London ... black and furious.

325 OVER CITY - SEVERAL ANGLES

As shadows in a whirl of chemical matter. An airborne CYCLONE
of BELCHING
static ELECTRICITY. The black shape now --

Forming a sensuous female shape. Like a dream wisp of ...

Emma Peel with an hourglass figure. While --

326 FROM RIVER

The heart-shaped cloud seems to -- move towards the black genie
shape -- trying to
connect, to form the cyclone ...

327 EXT. LONDON STREETS - SEVERAL ANGLES - NIGHT

Action stations. AIR RAID SIRENS ...

Like a re-run Blitz. Streets now eerily empty and dark.
Through deserted streets --

Troops race to positions in gas masks. Searchlights illuminate
clouds. Worried faces
watch the skies, as --

328 CLOSEUP - DIGITAL NUMBERS

Fly ...

329 INT. HI-TECH TORTURE CHAMBER - DAY

Chaos on all TV monitors as ...

Valentine hastens down the spiral steps and opens Emma's coffin. What will he find??

Emma's there, still gagged. Looks asleep.

VALENTINE

My dear.

(pulls the gag:
kisses her)

I wouldn't want you to miss the
grand finale ...

Emma opens her eyes. Valentine looks down at her, until -- a tell-tale sign: Z424.

Bad Emma is unmistakable. He strikes her -- yanks her out of the coffin.

VALENTINE

Find her. Kill her ...

He races back upstairs as ...

330 INT. UNDERGROUND HYDE PARK - HQ CATWALKS - CONTINUOUS ACTION

Emma makes her way through the labyrinthine superstructure of the place, crawling

high on a girder over some BURBLING LIQUID below. She hears NOISE IN the

DISTANCE. Suddenly --

331 INT. UNDERGROUND HQ - STEED - CONTINUOUS ACTION

Steed battles more guards! No time to lose.

Wham -- ! Bam -- ! Now moving with deadly earnest, Steed downs all oncomers,
closing in on --

332 INT. UNDERGROUND CONTROL ROOM - CONTINUOUS ACTION

Steed rushes in, BOLTS the AIRLOCK behind. Pounding on door.

He sees the timer racing backwards -- stands over the controls, trying to figure out how to stop the program.

Looks for the chip -- amongst all the rest it's like trying to find a contact lens in water.

333 FLOOR-LEVEL HATCH

opens behind. Valentine emerges, drops the HATCH COVER with a THUD. Steed whirls.

VALENTINE

John Steed.

STEED

Valentine Peel. I see you've gone back to using your original face.

VALENTINE

The last one you'll ever see.

STEED

Perish the thought.

Valentine fulls forth a rapier from the wall.

VALENTINE

Did they tell you at Eton that I was fencing champion, too?

Steed unsheathes his umbrella, revealing ditto.

STEED

They said you were a very naughty boy.

The fight is on as the numbers grow smaller!

334 SEVERAL ANGLES

VALENTINE

You're better than I expected.

STEED

I was at Harrow ...

VALENTINE

But did they teach you this?

Valentine whacks the blade off Steed's umbrella handle.
Laughs. A diminished phallic
symbol. Steed, dumbfounded.

Valentine advances towards Steed --

Who points the umbrella at him.

STEED

Bang-bang ... you're dead.

VALENTINE

You wish.

He moves to close in, when ...

335 CLOSEUP - FLASH OF LIGHT

from the muzzle, as a BULLET ZIPS out, and --

336 VALENTINE

recoils. Blood streams from his shoulder. He looks up,
devastated. Steed blows
smoke away from the muzzle.

STEED

One shot -- for emergencies.

VALENTINE

(clutches wound)
That's not playing by the rules.

STEED

(echoes Emma!)
Rules are made to be broken.

VALENTINE

(pulls his own gun)
If you say so.

STEED

I do.

He FIRES again. To the heart. Valentine spins to the floor.

VALENTINE

You said ... one shot.

STEED

Did I? My mistake.

Steed turns to the console, tries to figure out how to stop the countdown, when behind the hatch opens again, revealing Emma. Valentine pulls her up, grabs her as hostage --

VALENTINE

I wouldn't do that, if I were you.

Steed turns.

STEED

Mrs. Peel -- !

Valentine has Emma, a knife to her throat, stands over the hatch.

VALENTINE

Bullet-proof waistcoats -- just the thing. I get mine from Trubshaw's. We'll be off now, won't we, darling?
(to Steed)
We wouldn't want to miss the fireworks. Figure it out if you can, Steed ...

337 DOWN HATCH

Valentine drags Emma, bolting the hatch.

338 ON STEED

He's torn briefly, but there are thousands of lives at stake; Steed goes to the control module and starts pulling out chips, looking ...

339 EXT. LONDON - CONTINUOUS ACTION - NIGHT

The biggest cyclone you've ever seen starts slowly whirling above the city, gathering momentum ...

340 NUMBERS

going down, down, down, as ...

341 INT. CATWALKS - CONTINUOUS ACTION

Valentine drags Emma backwards ...

342 EXT. LONDON - CONTINUOUS ACTION - NIGHT

The cyclone picking up force ...

343 CLOSEUP - STEED'S HANDS

pull up a chip. The red numbers freeze. WIDEN to reveal...

344 INT. CONTROL ROOM - CONTINUOUS ACTION

The SIRENS CEASE. Steed allows himself a smile of relief.

345 EXT. LONDON - CONTINUOUS ACTION - NIGHT

The giant cyclone begins to break apart ...

346 SEVERAL ANGLES - DYING STORM

347 CLOSEUP - RELIEVED FACES

Troops pulling off gas masks as ...

348 INT. CONTROL ROOM - ON SCREENS - CONTINUOUS ACTION

Steed sees the breakup of the cyclone ...

Then -- behind him -- an ominous CLICK-CLICKING as the PROGRAM reconfigures.

A DIFFERENT ALARM BUZZER SOUNDS and the words:

"AUTO-DESTRUCT, 3 MINUTES"

start flashing ...

A different set of numbers start running backwards ...

STEED

You must be joking ...

349 **EXT. CATWALKS - CONTINUOUS ACTION**

Valentine, dragging Emma, reacts to the new ALARMS.

VALENTINE

Fool ...

In his hesitation, Emma suddenly makes her move. A struggle --
Emma takes a bad fall
down a landing below. Ugly THUD. Dead.

STEED

That will do.

He's materialized across the girder from Valentine. Who pulls
his revolver.

VALENTINE

Aren't you forgetting about
something?

STEED

You are, and it's behind you.

VALENTINE

Come, come. You don't really
expect me to fall for --

Bad Emma's arms go 'round Valentine in a lethal embrace.

VALENTINE

Let go, you ... idiot ...

Uh uh. She holds him in a vice-like grip. Hugging Valentine.

STEED

I think she really likes you ...
Where's Mrs. Peel?

VALENTINE

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 ...

350 **EMMA**

Dead.

STEED

Emma!

He has said her name. He scrambles down to her body.

Emma lying sprawled out on the ground.

Steed picks up her limp body in his arms like "Sleeping Beauty." His eyes fill with tears. He lays her down.

STEED

Emma ...

He produces Peter's ring.

351 **CLOSEUP - RING**

Slips it onto her finger and ...

352 **BACK TO SCENE**

Kisses her. A chaste kiss on the lips. But with the force and passion of a lover. He closes his eyes, looks away in grief. The ALARM STILL SOUNDS but Steed doesn't give a damn.

Behind, Emma opens her eyes. As if revived by the kiss. Or the ring. Looks up at him.

EMMA

Steed?

Steed looks back at her -- surprise, delight.

STEED

Mrs. Peel?

EMMA

What kept you?

STEED

The plot.

(realizing)

Hello, we must be going ...

353 CLOSEUP - AUTO-DESTRUCT NUMBERS

Racing backwards as ...

354 SEVERAL ANGLES

Steed pulls Emma through the catwalks and corridors of Valentine's Labyrinth ...

355 MORE NUMBERS

racing to zero, nothing to stop them ...

356 INT. TORTURE CHAMBER - CONTINUOUS ACTION

Steed and Emma race in -- she sees the sarcophagus.

EMMA

Quick!

Emma scrambles in and Steed leaps on top of her, bringing down the lid as ...

357 SEVERAL ANGLES

3-2-1 -- and a BLAST like a nuclear EXPLOSION -- as the Underground HQ is fragmented to smithereens -- Emma's "coffin" goes flying ... as the SCREEN WHITES OUT.

358 EXT. ALBERT BRIDGE - NIGHT

Beneath the clear moonlight, all bulbs on -- like Xmas.

359 BELOW

it floats the coffin -- which opens, revealing ...

Steed and Emma, squashed together, gasping for breath.

STEED

'The owl and the pussycat went
to sea -'

EMMA

'... in a beautiful pea green boat...'

STEED

A fine night, Mrs. Peel ...

EMMA

Still a bit chilly ...

STEED

English weather. You know, after
all we've been through, I should
say we deserve a long holiday ...

EMMA

Have you any place in mind?

STEED

As a matter of fact I have ...

The coffin drifts downstream in the moonlight.

SLOW DISSOLVE TO:

360 EXT. SIBERIAN ICE FIELDS - DAY

360

A few weeks later. Across snowy wastes, a pack of Huskies drag
a sled behind them,
WHIP CRACKED by a --

Frozen fur-clad Siberian peasant. As he turns a corner, dogs
stumble from ice and
snow into --

361 SAND

The peasant stops, stares.

362 AHEAD OF HIM

Sun beats down. A tropical beach. A warm sea. A butler,
Trubshaw. POPS a
CHAMPAGNE CORK. From a tent, he brings two glasses down the
beach to

363 TWO DIVAN-STYLE DECK CHAIRS

Where Steed and Emma toast in the sun. Steed in a smoking
jacket, Emma in a bikini.

EMMA

I don't recall Siberia being this
warm, Steed.

STEED

It's the latest thing, Mrs. Peel.

EMMA

Our little paradise -- just made
for two?

STEED

(looks; frowns)
Not quite.

On cue from the water, Mother emerges, snorkeling in his
wheelchair contraption --
with Brenda. He waves to --

STEED

Our chaperon.

EMMA

Pity your mother came, too ...

Steed seems peeved that his chance to be alone with EMMA is
spoiled. Trubshaw
pours glasses of champagne.

STEED

Still a little warm, Trubshaw.
Is this the '28? A little more
ice, I think ...

Trubshaw trots off dutifully. A large ice bucket appears.
Mother moves in. Absorbed
by Emma, now his new protegee.

MOTHER

About your next assignment, Mrs.
Peel ...

EMMA

Next assignment?

Steed gives his champagne to the Siberian peasant. He presses a switch -- an umbrella shoots up between them, opens up, twirls.

PULL BACK to reveal the strip of beach, like a tiny bubble of tropical weather.

Against a Siberian b.g. of snow. As we WIDEN we REVEAL a giant glass bubble, hearing --

EMMA (V.O.)

Ah ... sun tan lotion. Any shops nearby?

STEED (V.O.)

Must be. Trubshaw's busy. I'll send Mother ...

PULL BACK to reveal no shop for miles around.

MOTHER (V.O.)

Ahem. As I was saying, perhaps another macaroon ...

EMMA (V.O.)

Thank you, Steed.

STEED (V.O.)

Thank you, Mrs. Peel.

Behind the umbrella -- LAUGHTER. CHINK of GLASSES.

FADE OUT.

THE END