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.
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:

LONG CORRIDOR

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

A man joins them. A shyer, 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 zooming 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 --
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 --

EXT. STEED'S GARAGE - DAWN

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

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 -- ?

FROM ABOVE HIM
a voice --

MOTHER (O.S.)
Steed -- ?!

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 BREUNDA, 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 ...
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
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.

STEEDE
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.

STEEDE
I was about to throw in the towel.

EMMA
I had a spot of bother at the door.

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

EMMA
1922. Why the kippers?

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

EMMA
(looks around)
So what was all this -- some sort of test?

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

EMMA
Whereas you are.

STEEDE
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 --

---

**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 Moneypenny, 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 Courtnay. 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.

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?


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

ships 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?
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.

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 roam. 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.


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 --
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 --

87 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


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"

Clambers 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 --

STRIPED AWNING

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

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.

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:

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 pattern. 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 Lepidoptorists. 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.
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 hypnодisc.

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"

**EMMA**
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 ...
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 --
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 --

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 sniffs...

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 --
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 --

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.

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 unto 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 --
Whooomph! 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


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 --
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

INT. ELEVATOR SHAFT - ABOVE AND BELOW - CONTINUOUS ACTION

Breaks from its ropes, and --

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

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...

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 --

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.

EXT. ROOFTOP - HELIPAD - NIGHT

Blades whirling. Amid the blizzard, the man ready to escape in a super-fab streamlined
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 hurtes down into the snow-covered streets, Emma rushes forward. But too late: sees --

The chopper -- about to take off.

FROM INSIDE CHOPPER

The gas-masked MAN in the white lab coat:

MAN
Goodbye, Mrs. Peel!

EXT. ROOFTOP

The chopper rises slowly.

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

FROM INSIDE CHOPPER

A farewell wave from the gas-masked man.

CLOSEUP - EMMA

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

EMMA'S POV

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

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 WHIRRR 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 gets 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 of 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 lobes 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.
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 --

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 ...
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. Triumphanty, 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 ...
'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.


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
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 --


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, slumps 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 ...
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 ... !

EXT. SKY OVER BUCKINGHAM PALACE - NIGHT

Bad storm clouds advance over London ... black and furious.

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 --

FROM RIVER

The heart-shaped cloud seems to -- move towards the black genie shape -- trying to connect, to form the cyclone ...
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 ...
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 ...
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

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.

STEEDE
It's the latest thing, Mrs. Peel.

EMMA
Our little paradise -- just made for two?

STEEDE
(looks; frowns)
Not quite.

On cue from the water, Mother emerges, snorkeling in his wheelchair contraption -- with Brenda. He waves to --

STEEDE
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.

STEEDE
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