

LOST HORIZON

Written by Robert previous hit Riskin

based on the novel by James Hilton

FADE IN[1]

Over the titles we see SUPERIMPOSED the snow-capped mountains leading to Shangri-La.

CLOSE-UP of an impressive-looking book. The covers open and the pages turn. The first page reads:

In these days of wars and rumors of wars - haven't you ever dreamed of a place where there was peace and security, where living was not a struggle but a lasting delight?

The second page reads:

Of course you have. So has every man since Time began. Always the same dream. Sometimes he calls it Utopia - sometimes the Fountain of Youth - sometimes merely "that little chicken farm."

The third page reads:

One man had such a dream and saw it come true. He was Robert Conway - England's "Man of the East" - soldier, diplomat, public hero-

The fourth page reads:

Our story starts in the war-torn Chinese city of Baskul, where Robert Conway has been sent to evacuate ninety white people before they are butchered in a local revolution.

The fifth and final page reads:

Baskul - the night of March 10, 1935.

DISSOLVE TO:

EXT. BASKUL FLYING FIELD - NIGHT

1. LONG SHOT

The field is aflame with floodlights
- on one side is an office building
- on the other are hangars. The whole
field is filled with Chinese refugees
running around wildly. An Army transport
is in front of the office building,
motors going.

2. REVERSE SHOT

Showing in the distance, probably several
miles away, the effect of a burning
city, which is Baskul. Over the shot
we hear the steady boom-boom of gunfire.
In the f.g., we see the silhouetted
figures of Chinese running away from
Baskul and toward the Camera, their
personal packs on their backs.

3. MED. CLOSE SHOT

Toward office building. Conway comes
out of the building, followed by a small
group of white people with frightened
faces. They have to fight their way
through a horde of milling Chinese.

4. MEDIUM SHOT

As Conway and group finally reach the
plane where Conway forces the white
people in. In this he is aided by his
brother, George, a young and vigorous
Englishman. The pilot sticks his head
out of the cockpit.

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PILOT

Conway, we can't take more than seven!

Conway pulls a passenger out and gives

the pilot a signal to start.

CONWAY

(to passenger)

All right. I'm sorry. There will be another plane in a minute. All right - go on.

5. LONG SHOT

Motors roar, and the plane starts to move, scattering those of the Chinese who were unfortunately too close to the ship. Conway and George rush back into the office building.

INT. LARGE OFFICE ROOM

6. FULL SHOT

There are about thirty white refugees, men, women and several children. They all lift their panicky faces to Conway and George as they enter. A barrage of questions are flung at them.

AD-LIB

Are there any more planes? Do you think the bandits will come here? Please take my wife next, Mr. Conway!

CONWAY

Wait, wait! Everybody, wait! There are plenty of planes coming. Now everybody have patience. Everything will be all right.

He crosses to a back room.

GEORGE

You have nothing to worry about. Leave everything to my brother.

INT. RADIO ROOM

7. MEDIUM SHOT

As Conway enters to speak to operator.

RADIO OPERATOR

Yes, sir - with seven passengers aboard.

RADIO SPEAKER

Seven passengers? Good.

CONWAY

Get me Shanghai.

OPERATOR

I'm talking to them now, sir.

CONWAY

Hello? Hello?

RADIO SPEAKER

Hello. Hello.

CONWAY

(into mike)

Conway speaking. Is Colonel Marsh there?

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COLONEL'S VOICE

Right here, Conway. Go ahead.

8. CLOSE SHOT

As Conway continues into mike.

CONWAY

Colonel, I need more planes. I've still about twenty people to get out. Where are those planes you promised us?

COLONEL'S VOICE

We sent everything we could find, Conway.

CONWAY

They better get here soon or I can't
be responsible—

9. WIDER ANGLE

As George rushes in.

GEORGE

Bob! I think I hear motors!

CONWAY

(listening - then into mike)

Colonel, wait a minute, they may be
here now!

(to George)

Say George, get down on that field and
guide those planes in when they get
here.

GEORGE

Yes.

He starts for the door.

CONWAY

And be sure that none of the natives
get in.

GEORGE

(exiting)

Yes.

CONWAY

Hello? Colonel?

COLONEL'S VOICE

Hello, Conway. Yes?

CONWAY

Thanks - and take care of that liver
of yours.

COLONEL'S VOICE

Oh, ho - my word!

INT. OFFICE ROOM

10. FULL SHOT

As Conway enters.

CONWAY

All right, get ready everybody. The
planes are here.

The people crowd around him pleading
for priority.

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CONWAY

One at a time. Children first. Where
are they? Come on now, and stand over
here.

A woman pushes some children forward.

CONWAY

Where's the mother?

PRIEST

(standing nearby)

They're orphans, Mr. Conway.

CONWAY

I see. All right.

(directing people aside - pulling out
an old lady)

Well, you come - right over here - and
you, and you-

(looking off scene)

-come on-

OLD MAN

What about us, Mr. Conway?

CONWAY

Gentlemen, please wait your turn.

11. CLOSE SHOT

A girl slouched in a corner. We meet
Gloria Stone, a surly, wan-looking

prostitute.

GLORIA

You'd better take some of those squealing
men with you first. They might faint
on you. I'll wait.

12. CLOSE SHOT - CONWAY

Something of a smile crosses his face.

CONWAY

Just as you say!

Just then, a terrific explosion is heard
in the distance.

13. FULL SHOT

All the lights go out. Everybody starts
screaming.

CONWAY

(sharply)

Whoa! Don't lose your heads now - I'll see what it is.

He dashes out.

EXT. OFFICE BUILDING

14. CLOSE SHOT AT DOOR

Conway rushing out, meets George coming back.

GEORGE

The power house - they've blown it up!
The planes can't land without lights.

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CONWAY

(thinking fast)

Come on! We'll burn the hangar. That will make light for them!

He grabs a lantern and dashes off.

15. MEDIUM SHOT

As they run through the screaming mob toward the hangar.

INTERIOR HANGAR

16. FULL SHOT

It is filled with Chinese refugees clinging to their household goods. Conway and George enter. Conway speaks to them in Chinese, ordering them out. Some hesitate, and they have to push the terror-stricken waiting coolies out. When they have all left, Conway opens the spigots of several gasoline tanks, waits for the fuel to spill on the ground, then tosses a lantern on the fuel, igniting a blaze. At the same moment, he and George dash for the door.

EXTERIOR FIELD

17. LONG SHOT

Conway and George rush out of hangar. When they are at a fairly safe distance, the building bursts into flames.

DISSOLVE TO:

18. LONG SHOT

Against a background of the burning hangar, a plane is just leaving the ground, as another one is landing.

19. MEDIUM SHOT

Of Conway, signalling.

CONWAY

All right, go ahead!

(to George)

We go on to the next plane. Bring out any people that are left.

GEORGE

Right, Bob.

20. REVERSE ANGLE - LONG SHOT

Shooting toward the burning city of Baskul in the distance. We see the bandits coming, flashing bayonets, in pursuit of screaming refugees.

21. MED. SHOT FRONT OF OFFICE BUILDING

Conway emerges, followed by Gloria, and an American, Barnard. CAMERA FOLLOWS THEM to the ship just as the pilot, Fenner, is climbing down from cockpit.

CONWAY

Hello, Fenner.

FENNER

(broad grin)

Hello, Conway. Having a little trouble?

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CONWAY

You never mind me. Get this gadget off the ground.

George is pushing off Chinese.

GEORGE

Bob, these are all that are left.

CONWAY

(to George)

Come on! Quick! This way.

22. MED. SHOT AT PLANE

When Conway and others approach, George helps Gloria Stone up, while Conway faces the mob, punching at those who try to wedge their way forward. Finally one of them manages to get his foot on the step, and Conway pushes him violently.

23. CLOSE SHOT - MAN

Who staggers back and falls, sprawling. As he hits the ground, he yells:

MAN

You can't leave me here, you blighter.[2]
I'm a British subject!

We meet Alexander P. Lovett.

24. MEDIUM SHOT

Conway looks his surprise and lifts him off the ground.

25. CLOSE SHOT - A CHINAMAN

Glaring off toward Conway, picks up a board and starts toward Conway.

26. MED. CLOSE SHOT ENTRANCE TO SHIP

George emerges in time to see the Chinese lift the board and about to clout Conway on the head. George moves quickly, puts out his left hand, wards off the blow and with his right he punches the Chinese, who reels out of the scene.

GEORGE

Look out, Bob!

27. MEDIUM SHOT

A shadowy figure materializes in the cockpit, and clubs Fenner from behind. He shoves Fenner aside and takes his place.

28. MEDIUM SHOT

Conway pushes George up and starts to mount himself. He looks off - and what he sees startles him.

CONWAY

(yells off)

All right, Fenner! Go ahead!

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29. LONG SHOT

Of what Conway sees. Several trucks loaded with bandits - in makeshift uniforms - come tearing up the road - come to a stop. Some fire toward plane - others are setting up machine guns. Doves of refugees scramble to cover.

INT. PLANE

30. FULL SHOT

Already present are Barnard, an American; Gloria Stone, the prostitute; and Lovett, whom we saw dressed as a Chinese. Conway slams the door shut - looks off - then cries:

CONWAY

Get down on the floor, everybody. Go ahead, Fenner!

They all fall on their faces.

GEORGE

Fenner, let's go!

31. MED. CLOSE SHOT

Of the new pilot setting the controls and lifting the plane into flight.

EXT. FIELD

32. LONG SHOT

As the plane swings around - taxis crazily - and leaves the ground, accompanied by gunfire of the bandits.

INT. PLANE

33. FULL SHOT

The occupants are still on the floor. Conway rises and glances out of a window, warily.

CONWAY

(mumbling)

Well, I guess we're out of range.

(to others)

Everybody all right?

There are murmurs of "Yes" - "I'm all right" - as they raise themselves.

GEORGE

Whew! That was close.

34. MEDIUM SHOT

Conway starts for the back seat and suddenly sees Lovett.

CONWAY

Where did you come from?

LOVETT

I'm Alexander P. Lovett, sir.

CONWAY

Why aren't you registered through our office?

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GEORGE

(chiming in)

It would serve you right if you were left behind.

LOVETT

(high-pitched voice)

How could I know that a war was going to break out right over my head!

(a grave injustice)

Right over my head. Oh, my word! I tell you, those Chinese were pouncing on me from every direction. I had to get into these ridiculous clothes in order to escape.

CONWAY

Where were you hiding?

LOVETT

Hiding? Oh, no. Hunting - I was in the interior - hunting fossils. This morning I looked up suddenly-

CONWAY

I know - and a war broke out right over your head.

GEORGE

The next time you're in wild country like this, keep in touch with the British Consul.

CONWAY

Aha - very good, Freshie.[3] Very good. You'd better put his name on the list and make out a report later.

He proceeds to the back seat. Barnard, the American, who is in front of Lovett, leans over toward him.

35. MED. CLOSE SHOT - THE TWO

Barnard and Lovett.

BARNARD

I beg your pardon, brother. What did you say you were hunting?

LOVETT

Fossils.

BARNARD

Fossils, huh?

LOVETT

I'm a paleontologist.

BARNARD

(blankly)

A what?

LOVETT

A paleontologist.

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BARNARD

Oh, I see.

Lovett produces a small box clutched under his arm.

LOVETT

I have here a discovery that will startle the world. It's the vertebrae from the lumbar of a Megatherium, [4] found in Asia.

BARNARD

Well, what do you know about that!

LOVETT

Found in Asia!

BARNARD

Uh-huh.

LOVETT

When I get home I shall probably be knighted for it.

BARNARD

Knighted! You don't say. Do you mind if I take a look at it?

LOVETT

(proudly)

Not at all.

He lifts the lid and Barnard peeks inside.

INSERT: OF BOX

Wrapped carefully in absorbent cotton is something that resembles a dry chicken bone.

BACK TO SCENE:

Barnard reaches for the box, but Lovett pulls it away from him.

BARNARD

Sorry.

LOVETT

This is the only thing I was able to save when those heathens surrounded me.

BARNARD

(he is allowed to take it out and examine it - unimpressed)

Uh-huh.

LOVETT

You see, from this vertebrae I shall be able to reconstruct the entire skeleton.

BARNARD

Wait a minute, you expect to be knighted for finding that soupbone?

LOVETT

It was the vertebrae of a Megatherium - found in Asia.

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BARNARD

Yeah, I remember. You said that before.

LOVETT

Sir Henry Derwent was knighted, and he never got beyond the mesozoic era.

Barnard stares at Lovett unbelievably.

BARNARD

Ah, poor fellow.

Lovett glares at him resentfully, and snaps the lid shut on his box.

LOVETT

Yes, it just shows—

(taking offense)

I don't know why I'm talking to you.
I don't know you. Who are you?

BARNARD

(turns away)

Okay, brother.

LOVETT

Don't call me brother.

BARNARD

Okay, sister.

(chuckles to himself)

No offense. No offense!

36. CLOSE SHOT - GLORIA AND BARNARD

Gloria sits slumped in her seat, looking

glumly out. Barnard glances at her curiously. Finally he makes a friendly overture.

BARNARD

Cigarette?

Gloria turns her head, surveys Barnard coldly, and without responding, turns back.

BARNARD

I say, will you have a cigarette?

GLORIA

No.

BARNARD

(unabashed)

Say, you're an American, aren't you?

GLORIA

(irascibly)

Say, listen - will you go and annoy the rest of your playmates? Let me alone!

He shrugs his shoulders and slides back into his seat.

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37. FULL SHOT

All is silent for a moment. Conway is writing on a small pad - which he rests on an uplifted knee. George is rummaging through a closet - rear of the cabin.

38. MED. SHOT - GEORGE AND CONWAY

Conway still writes, undisturbed. George reaches into the closet and emerges

with a bottle of whiskey. His face lights up.

GEORGE

(holds up bottle)

Hello! Look what I found!

He crosses to Conway.

GEORGE

Just what I needed too.

CONWAY

(looks up - smiling)

You?

GEORGE

Just this once, Bob. I feel like celebrating. Just think of it, Bob - a cruiser sent to Shanghai just to take you back to England. You know what it means.

(hands him cup)

Here you are. Don't bother about those cables now. I want you to drink with me.

(holds his cup up)

Gentlemen, I give you Robert Conway - England's new Foreign Secretary.

Conway watches him, amused. George gulps down his drink.

CONWAY

(after a slight hesitation - downing his drink)

Hurray!

GEORGE

How I'm going to bask in reflected glory!

(dreamily)

People are going to point to me and say, "There goes George Conway - brother of the Foreign Secretary."

CONWAY

Don't talk nonsense. Give me the bottle.

Conway takes the bottle from him and pours himself a second drink.

GEORGE

That's why they're sending for you, Bob. With all these foreign entanglements, it was bound to happen. They need you.

Conway, with a poured drink in hand, laughs.

GEORGE

All right, you can laugh if you want to. But who else can they get? Who else is there in all of England half the fighter, half the diplomat, who

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has half your knowledge of the foreign situation? They can't stop you now, Bob.

Conway moodily pours himself a third. He downs the drink as we

DISSOLVE TO:

INT. PLANE

39. CLOSE SHOT OF CONWAY

We find Conway, asleep in his seat, his head on his hands. George approaches and tenderly spreads a jacket over his

shoulders. Conway stirs, opens an eye.

CONWAY

(drunkenly)

Hello, Freshie. Did you make that report out yet?

GEORGE

Yes, Bob.

CONWAY

Did you say we saved ninety white people?

GEORGE

Yes.

CONWAY

Hurray for us. Did you say that we left ten thousand natives down there to be annihilated? No, you wouldn't say that. They don't count.

GEORGE

You'd better try to get some sleep, Bob.

CONWAY

Just you wait until I'm Foreign Secretary. Can't you just see me, Freshie, with all those other shrewd, little Foreign Secretaries?

(confidentially - screws up face)

You see, the trick is to see who can out-talk the other. Everybody wants something for nothing, and if you can't get it with smooth talk, you send an army in. I'm going to fool them, Freshie. I'm not going to have an army. I'm going to disband mine. I'm going to sink my battleships - I'm going to destroy every

piece of warcraft. Then when the enemy approaches we'll say, "Come in, gentlemen - what can we do for you?" So then the poor enemy soldiers will stop and think. And what will they think, Freshie? They'll think to themselves - "Something's wrong here. We've been duped. This is not according to form. These people seem to be quite friendly, and why should we shoot them?" Then they'll lay down their arms. You see how simple the whole thing is? Centuries of tradition kicked right in the pants-

(pause - drily)

-and I'll be slapped straight into the nearest insane asylum.

He starts to pour himself another drink.

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GEORGE

You'd better not drink any more, Bob. You're not talking sense.

Conway downs the drink, and then chuckles cynically.

CONWAY

Don't worry, George. Nothing's going to happen. I'll fall right into line. I'll be the good little boy that everybody wants me to be. I'll be the best little Foreign Secretary we ever had, just because I haven't the nerve to be anything else.

GEORGE

Do try to sleep, Bob.

CONWAY

Huh? Oh, sure, Freshie. Good thing, sleep.

He grunts and squirms. George tucks

him in.

CONWAY

Did you ever notice the sunrise in China, George? Ah, you should. It's beautiful.

He gets settled. George relaxes and, leaning back, shuts his eyes.

40. LONG SHOT OF CABIN

It is quiet. All are asleep. CAMERA MOVES FORWARD SLOWLY until it reaches the glass panel leading to the cockpit. The pilot's face turns. Instead of Fenner we see a strange, Mongolian face - with sharp, piercing eyes. A half-smile plays across his mouth.

EXT. SHOT OF PLANE

41. LONG SHOT OF PLANE

Flying at high speed against a moonlit sky. We stay on the shot until it vanishes, a mere speck, over the horizon.

DISSOLVE TO:

EXT. SHOT - DAWN

42. LONG SHOT

The morning sun peeks over a mountain top. From the same direction, as if arriving with the sun, the ship looms up, and comes roaring toward us.

INT. PLANE

43. FULL SHOT

All are asleep except Lovett, who fidgets on his seat. Then Barnard stirs - opens his eyes - and stretches. As he does so, he sees that Lovett is awake.

BARNARD

Good morning, Lovey.

LOVETT

I beg your pardon.

BARNARD

I say, good morning, Lovey.

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LOVETT

Good morning—

(catches himself)

Look here, young man.

BARNARD

Eh?

LOVETT

I didn't care for 'sister' last night,
and I don't like 'Lovey' this morning.
My name is Lovett - Alexander, P.

BARNARD

I see.

LOVETT

I see.

BARNARD

Well, it's a good morning, anyway.

LOVETT

I'm never conversational before I coffee.

Barnard glances out of the window, looks
around outside thoughtfully.

BARNARD

Wait a minute. Is it a good morning?
Say, we're supposed to be travelling
east, aren't we?

LOVETT

Why, of course. Yes.

BARNARD

Well, it looks to me as if we're travelling
west.

LOVETT

That's ridiculous.

BARNARD

Is it?

LOVETT

It certainly is.

BARNARD

Look here—

LOVETT

Any child knows how to tell direction.
Any child. I don't care where the child
is - in the air, on the earth, or in
the sea. If you face the rising sun,
your right hand is the north, and your
left hand is the south—

BARNARD

I always get it twisted because I'm
left-handed.

LOVETT

Oh, really?

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BARNARD

Yes.

LOVETT

Well, you just reverse it. Your left hand is-

(tries to explain - gets confused and irritated)

What difference does it make what 'hand' you are? The north is the north!

BARNARD

Uh-huh. All I know is - the sun rises in the east, and we're going away from it.

LOVETT

Now you're irritating and absurd!

44. CLOSE SHOT - LOVETT

As he sulks by himself, looks around - locates the sun in back of him - smiles - satisfied he's right, throws a

condescending

glance over at Barnard - then suddenly his face clouds - the whole thing dawns on him.

LOVETT

(jumps up shrieking)

Oh, my word - of course - yes. Boy! Boy, we're travelling in the wrong direction! Wake up! We're going in the wrong direction!

45. FULL SHOT

Conway is still asleep.

GEORGE

(concerned for Conway)

Couldn't you arrange to make a little

less noise?

LOVETT

I tell you, we're going west, and Shanghai is east of here!

GEORGE

Be quiet! Fenner's the best pilot in China. He knows what he's doing.

LOVETT

(not quite reassured)

It's Fenner.

BARNARD

He might have lost his way.

LOVETT

Of course. That's what I told them last night. You can't expect a man to sail around in the dark.[5]

During this George has been looking around - he rises.

GEORGE

All right, all right. Calm yourself. I'll talk to Fenner.

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He crosses to panel leading to cockpit, CAMERA FOLLOWING HIM. When he gets there he knocks on the window.

GEORGE

Fenner! I - I say-

George knocks again. From the cockpit side - the small shade suddenly snaps up - and George finds himself staring into the face of the mysterious pilot. He takes an instinctive step backward. The pilot turns his head. CAMERA ANGLE

WIDENS as George keeps backing up until he gets to Conway. George turns to Conway and shakes his shoulder.

GEORGE

Bob! Bob!

Conway stirs in his sleep, slowly opens his eyes, yawns and stretches. Throughout it, George speaks.

GEORGE

Wake up! Something's happened! It isn't Fenner in the cockpit!

Conway looks at him, glances off toward the others, and back at George.

CONWAY

(dismissing him with a gesture)

Oh, stop it!

GEORGE

The bloke up there looks a Chinese, or a Mongolian, or something.

BARNARD

We're nowhere near Shanghai. We're going in the opposite direction.

This interests Conway and he looks out of the window.

CONWAY

We're over the desert. That's funny.

Then rising, he crosses to cockpit. The others watch him expectantly.

46. GROUP SHOT - AROUND COCKPIT

Conway pounds on the panel. The face of the pilot appears in sight. Conway

Instinctively

tries to ask him something in Chinese.
The pilot glares at them for a second,
then a gun is shoved out at them.

they back away.

CONWAY

Charming chap.

BARNARD

(not being funny)

Nice puss to meet in a dark alley.

The ship lurches - and they are thrown
off balance. The panel has been snapped
shut.

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CONWAY

Well, that's that, I guess.

BARNARD

Wonder what's happened to Fenner.

LOVETT

Yes. And who is he ? How'd he get there?

BARNARD

Do you suppose we stopped someplace
during the night and changed pilots?

CONWAY

No. That's not possible! If we had landed,
we all would have been awakened.

LOVETT

Of course. We never left the air. I
know - I didn't sleep the whole night
long.

CONWAY

(with finality)

That fellow got on at Baskul.

LOVETT

What's he doing? Where's he taking us?
He may be a maniac for all we know.

George, who has disappeared during the
above, now returns, with a monkey wrench
in his hand. Conway stops him.

CONWAY

George, what are you going to do?

GEORGE

I'm going to drag him out and force
him to tell us what his game is.

LOVETT

Good.

CONWAY

What if he refuses?

LOVETT

We'll smash his face in. That's what
we'll do.

CONWAY

Brilliant!

(a sweeping gesture)

Can anyone here fly a plane?

There is a general chorus of "no-not
I," etc.

CONWAY

(takes wrench from George's hand)

Well, George, that's no good.

Conway throws the monkey wrench into a corner.

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CONWAY

I guess we're in for it.

LOVETT

In for what?

CONWAY

I don't know. He must have had some purpose in taking the plane away from Fenner.

(starts for his seat)

When he lands, we'll find out.

LOVETT

You mean to tell me you're not going to do anything until we land?

CONWAY

What do you suggest?

LOVETT

Why, you - you- Look here - he may dash us to pieces!

CONWAY

It might afford you a great deal of relief.

(sitting)

Now gentlemen, I'm going back to sleep. Oh, and I was having such a peaceful dream.

(curling up)

As soon as he lands, let me know.

He shuts his eyes and leans back. The others watch him for a second - and wander back to their seats.

47. CLOSE SHOT - GLORIA AND BARNARD

Gloria is apparently indifferent to their predicament. As Barnard watches her, a little bitter smile plays around her mouth.

48. CLOSE SHOT - GEORGE

He stares out of the window and is suddenly startled.

EXT. SHOT OF PLANE

49. LONG SHOT

Of the plane with its nose turned downward in a sharp descent.

INT. CABIN OF PLANE

50. MEDIUM SHOT

George is on his feet.

GEORGE

(excited)

We're heading down! We're going to land!

Everyone looks out. George rushes to Conway and nudges him.

GEORGE

(breathlessly)

Bob, we're landing!

(pointing out)

Bob, we're coming to a village!

Conway sits up and looks out.

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EXT. SHOT OF PLANE

51. MEDIUM SHOT

Plane starting toward ground. All we can see are mountain tops.

INT. PLANE

52. MEDIUM SHOT

They all stare out of the windows. Conway peers intently.

DISSOLVE TO:

EXT. SHOT FROM AIRPLANE

53. LONG SHOT

From angle in cabin of plane. Through the window, directly below we see a large open space at the foot of the hills. The plane is headed for it.

54. LONG SHOT

We see a swarm of strange-looking natives, scantily attired, but bearing bayonets, running toward the plane.

INT. PLANE

55. MEDIUM CLOSE SHOT

Of George and Conway, as the ship hits the ground, bouncing and swaying perilously.

EXT. MOUNTAINOUS COUNTRY

56. MEDIUM SHOT

As the plane taxis across the uninhabited space.

INTERIOR PLANE

57. MED. CLOSE SHOT AT DOOR

Conway and George ready to get out. As Conway turns to open the door, he looks off and is startled by something he sees. George follows his gaze, and a bewildered expression comes into his eyes, too.

EXTERIOR OF PLANE

58. LONG SHOT

Shooting through door. The strange-looking natives have surrounded the plane and are closing in.

INTERIOR PLANE

59. MEDIUM SHOT

Conway and George both instinctively wheel around toward the opposite side. But from that direction too, a horde of natives dash toward them. Conway hesitates a second, and like a flash springs for the door. But he stops again, as he opens the door.

EXTERIOR OF PLANE

60. MEDIUM SHOT

To include door of plane. Conway finds himself staring into the threatening mouths of half a dozen rifles, and quickly shuts the door.

GEORGE

What are these people?

CONWAY

I don't know. I can't get the dialect.

EXTERIOR OF PLANE

61. MEDIUM SHOT THROUGH WINDOW

We see the pilot and several natives in single file as they come toward the plane, buckets in hand. In b.g., one of them lowers a bucket into a well in the ground.

GEORGE

Look - they're loading up with gasoline.

EXTERIOR OF PLANE

62. SEVERAL SHOTS

The gas is being loaded. Natives on horseback dash back and forth shouting and signalling. Camels can be glimpsed among the horses. There is tremendous disorder and commotion.

63. LONG SHOT

The ship leaves the ground. The natives stand around, curiously watching.

INTERIOR PLANE

64. MEDIUM SHOT

Conway is pacing. The occupants sit by their open windows.

CONWAY

Imagine having all that fuel there, waiting for us!

(he sits down)

George, something tells me our journey is just beginning.

LOVETT

Where are we going? Huh?

BARNARD

(pointing)

If you ask me, we're heading straight for those mountains.

EXTERIOR SHOT

65. LONG SHOT

We see the plane against the sky. In the b.g., there is nothing but snow-covered mountains.

DISSOLVE TO:

INSERT: A sign reading "Shanghai Municipal Airport."

INT. AIRPORT

66. MEDIUM CLOSE SHOT

A Chinese officer is on the phone.

CHINESE OFFICER

A Douglas plane[6] from Baskul with Conway and four others aboard are missing. Unreported between here and Baskul.

QUICK SHOTS of:

A switchboard operator besieged by calls.

A telegraph secretary furiously typing.

Newspapers being run off a press.

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INT. FOREIGN OFFICE

67. CLOSE SHOT

Of a high official of the British Foreign Office.

HIGH OFFICIAL

(holding forth to his secretary)

Make it very emphatic that His Majesty's Government will hold the Chinese government and all Chinese governors of Chinese provinces responsible for the complete safety of Robert Conway.

THE CAMERA PULLS BACK to reveal other foreign department officials and

functionaries

arriving in the midst of his speech.

HIGH OFFICIAL

Good morning, gentlemen.

FUNCTIONARIES

(ad-libbing)

Good morning, etc.

OFFICIAL

No news yet, sir?

HIGH OFFICIAL

It's fantastic. The plane couldn't disappear into thin air.

(turning to secretary of the group)

And cable Lord Gainsford at Shanghai. Leave no stone unturned to find Conway.

(turning back to foreign officials)

And Robertson?

ROBERTSON

Yes, sir?

HIGH OFFICIAL

Better get a postponement of the Far East conference. We can't afford to meet those nations without Conway.

INT. PLANE

68. MED. SHOT

The occupants are hunched up in the corner of their seats. What little clothes they have, and what few blankets, are bundled around them. All the windows are shut.

INSERT: ALTOMETER

Registering a height of 10,000 feet.

69. FULL SHOT

There is silence for a moment before Barnard speaks.

BARNARD

It can't be kidnapping. They wouldn't be taking us so far on such a dangerous trip. No sense to it.

No one responds to his speculation and he lapses into silence.

? 492 ?

70. MED. SHOT

To include George, Conway and Lovett.

GEORGE

What do you make of it, Bob? You must have some idea?

Conway shrugs.

CONWAY

Huh? I give it up. But this not knowing where you're going is exciting anyway.

LOVETT

Well, Mr. Conway, for a man who is supposed to be a leader, your do-nothing attitude is very disappointing.

GEORGE

What do you want him to do?

LOVETT

I don't know. I'm a paleontologist, not a Foreign Secretary.

Lovett slips back into his corner and pulls his coat over his face.

INSERT: OF ALTOMETER

Registering above 10,000 feet. We STAY on it as it climbs and climbs to 15,000 feet.

EXT. MOUNTAINOUS COUNTRY

71. Showing the plane high over mountain peaks.

DISSOLVE TO:

EXT. SHOT OF PLANE - NIGHT

72. LONG SHOT

Against a moonlit sky, we see a lone speck - the plane as it flies high above the mountains. It appears to be traveling through endless space.

INT. PLANE

73. MED. SHOT

The atmosphere is pervaded with a feeling of utter futility. The occupants are still slumped in the corners of their seats.

74. CLOSE SHOT - GLORIA AND BARNARD

Gloria has a fit of coughing. She grabs her throat - as she gasps for breath. Barnard, himself feeble and exhausted, glances over at her sympathetically.

75. WIDER SHOT

Including Lovett, George, and Conway. Lovett sits with his chin helplessly on his chest, his mouth ludicrously open, his eyes popping. George, his teeth clenched, struggles against a desire to sob. Conway looks at him feelingly.

76. CLOSE SHOT - GEORGE AND CONWAY

Conway's eyes never leave George, who finally unable to control himself, emits a sob - and rather ashamed, slaps his hand over his mouth and turns away.

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CONWAY

Oh George, come on.

GEORGE

(suddenly - tensely)

It's not knowing that's so awful, Bob. Not knowing where you're going, or why, or what's waiting when you get there.

George, with an effort, stifles another outbreak.

CONWAY

We got above that storm.

INSERT: OF ALTOMETER

At 20,000 feet - and while we stay on it - keeps mounting.

INTERIOR CABIN

77. FULL SHOT

Deathly silence. Gloria has her hands to her ears, rocking in pain. Suddenly her voice rents the air.

GLORIA

Oh! Oh! I can't stand it any longer!

She jumps up and moves about frantically.

GLORIA

(screaming)

Take us down! I can't stand this pain any longer! Let me out of here I say! I can't stand it any longer!

She runs to one of the ship's doors and pounds on it with her fist, then tries to shove it open. A blast of frigid air throws her back. George and Conway manage to pry her off and pull her away. Sobbing pitifully, she lets Conway steer her back to her seat, where she bundles up in torturous pain. For a moment nothing is heard but her stifled moans.

BARNARD

Take it easy, sister.

Unexpectedly the cockpit panel opens, and the pilot tosses something out in Gloria's direction.

CONWAY

(grabbing for it)

It's oxygen!

(he rigs it up for her)

Now take it with your teeth. That's right - bite.

GLORIA

(struggling)

Let me alone.

CONWAY

Now, now. Come on now. That's right. Now, bite.

She resumes her sobbing quietly.

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DISSOLVE TO:

EXT. PLANE

78. LONG SHOT

Of the plane at twilight, fading into deepest night.

INT. PLANE

79. FULL SHOT

Of the cabin at night, everyone frozen in despair. All of a sudden there is a loud, sputtering noise from the outside. They all react - listen for a moment - until the noise dies completely. Now nothing is heard - not even the motor.

AD-LIB

(breaking the silence)

What's that! What's happening?

CONWAY

(immediately on his feet)

He must have run out of fuel.

BARNARD

Look! Look down there!

EXT. PLANE

80. LONG SHOT

The plane gradually tilting downward.

INT. PLANE

81. FULL SHOT

The ship sways several seconds and finally rights itself.

EXT. PLANE

82. LONG SHOT

covered

Of what they see from plane. Vast snow-
mountain peaks, with no sign of a stretch
big enough to land.

83. LONG SHOT

The plane sways perilously in the cross
wind.

INTERIOR PLANE

84. MEDIUM SHOT

They are all silent - waiting prayerfully.
Conway turns to the others - his voice
electric with authority.

CONWAY

George - everybody - better get back
towards the tail! He may nose her over.
Into the corner, quick! George - cushions,
blankets!

They obey his command.

EXTERIOR SHOT OF PLANE

85. LONG SHOT

We see the plane nearing the ground, sailing over some smaller hills.

INTERIOR PLANE

86. MED. CLOSE SHOT

With Conway in front of them, the others are crouching in the corner. There are ad-libs of fearful assurances while they hand around cushions and blankets.

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EXTERIOR SHOT OF PLANE

87. LONG SHOT

Just as the ship hits the ground for the first time.

INTERIOR PLANE

88. MED. CLOSE SHOT

The occupants brace themselves for the jolt. The ship hits and bounces several times and finally stops. Its nose seems to bury itself in the ground. The people are lifted high into the air where they remain, suspended for a few seconds, terror-stricken. Then, accompanied by grinding, crackling sounds, the ship flops back and falls on its side. For a moment there is stark silence - while the people do not stir. A look of relief spreads over their faces.

CONWAY

Everybody all right?

The passengers offer dazed replies: "Okay - yeah - I think so." Meanwhile, Conway has opened the door. A swirling mass of snow greets them, so that they have to force their way out.

EXTERIOR OF PLANE

89. MEDIUM SHOT

George and Conway fight their way down from the plane in the blinding snow. George quickly runs around to the other side. Conway crosses to the cockpit, and clambers aboard.

90. CLOSE SHOT IN THE COCKPIT

Lit only by the dashboard light. Conway sticks his head in from the outside. His eyes which have been flashing with determination suddenly sober. CAMERA PANS OVER to pilot, who is slumped over, his chin resting on his chest.

91. MEDIUM CLOSE SHOT

George pops into view on the opposite side, just as Conway has found the pilot's gun beside him on the seat.

GEORGE

What is it? Has he fainted?

CONWAY

It looks like it.

(sniffing)

Smell those fumes?

Conway hops up beside the pilot. George follows suit.

CONWAY

(handing gun to George)

Here George, take the gun. Hold the lights. I'm going to search him before he comes to.

(while searching)

We might find something interesting.

(finds something)

Hello - what's this? A map!

(hands it to George)

He resumes his search enthusiastically. Suddenly he stops. The utter limpness of the pilot's body gives him pause. He lifts up his chin, stares into his face - pulls up his eyelid and then places a hand over his heart. He turns slowly toward George, who has been watching his brother intently.

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CONWAY

He's dead.

GEORGE

Dead?

George stares unbelievably.

CONWAY

It must have happened the moment he hit the ground.

(a pause)

Let's take a look at this map.

Conway holds the map under the dashboard light. He studies it painstakingly, and his tense expression changes to one of deep concern. George's eyes are glued on him.

GEORGE

What is it?

CONWAY

See that spot?

GEORGE

Yes.

CONWAY

That's where we were this morning. He had it marked. Right on the border of Tibet. Here's where civilization ends. We must be a thousand miles beyond it - just a blank on the map.

GEORGE

(afraid to ask)

What's it mean?

CONWAY

It means we're in unexplored country - country nobody ever reached.

George stares at him, wide-eyed, the gravity of their situation slowly penetrating his terrorized mind. Conway's thoughts are interrupted by a knock on the panel, and he looks up.

92. MED. CLOSE SHOT THROUGH GLASS PANEL

We see the faces of Barnard and the others. We hear their voices inquiring - "Hey, Conway, what's happening?" - "What's up?" - "Where are we?" - "What'd you find out?"

93. CLOSE SHOT - CONWAY AND GEORGE

Conway turns to George.

CONWAY

George, our chances of getting out of this are pretty slim. But it's up to us.

(a nod toward cabin)

We can't have three hysterical people on our hands.

He enters the cabin through the cockpit.

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INT. CABIN OF PLANE

94. MEDIUM SHOT

As Conway enters, he is met by a volley of questions.

AD-LIB

What do you say? What'd you find out?

CONWAY

(interrupting - cheerily)

Everything's all right. The pilot won't trouble us any more. He's - he's dead.

This is met by a series of exclamations.

AD-LIB

Dead? How did it happen?

CONWAY

Probably a heart attack.

BARNARD

What are we going to do?

CONWAY

Well, there's nothing we can do until the morning.

95. CLOSE SHOT

Taking in George as he enters from cockpit. His terror-stricken eyes look dully before him. He stops in the doorway.

CONWAY

The storm will probably die down by then. My suggestion is that we better all try and get a good night's rest.

96. MEDIUM SHOT

Over the shoulders of Gloria, Barnard and Lovett as they face Conway, who sits down.

GEORGE

(fiercely)

Why don't you tell them the truth?

97. FULL SHOT

They all wheel around and face George.

GEORGE

Why don't you tell them we're a million miles from civilization, without a chance of getting out of here alive? It's slow starvation - that's what it is. It's a slow, horrible death!

When the significance of this outburst finally sinks into the chaotic minds of his listeners, they turn to Conway hopefully, certain he will refute it. But Conway looks beyond them at George. From his noncommittal silence, they realize that George's statement is the truth. They slip into their seats. The place is heavy with a fatalistic silence. George slowly crosses to his seat near Conway, avoiding his accusing eyes. Suddenly the air is rent with harsh, bitter laughter from Gloria. They all look up.

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GLORIA

Well, that's perfect! Just perfect!
What a kick I'm going to get out of
this!

She emits another outburst of semi-hysterical
laughter.

98. CLOSE SHOT - GROUP

Favoring Gloria. The bitterness of a
lifetime in her voice.

GLORIA

(grimly satisfied)

A year ago a doctor gave me six months
to live. That was a year ago! I'm already
six months to the good. I'm on velvet.[7]
I haven't got a thing to lose-

(semi-hysterical)

But you! - you, the noble animals of
the human race, what a kick I'm going
to get out of watching you squirm for
a change.

(her voice cracks completely)

What a kick!

She flops into her seat and buries her
head in her hands. For quite a while
all we hear are her stifled sobs.

99. CLOSE SHOT - CONWAY AND GEORGE

George throws sidelong glances at his
brother, feeling his guilt.

100. FULL SHOT

Shooting from front of plane, taking
in entire cabin. The only sound that
comes in on the tragic quiet is the
low moaning of the wind outside. A feeling
of doom has descended upon the five
people.

FADE OUT:

FADE IN

101. LONG SHOT

Shooting toward the mountains which seem to imprison the valley below. The snowstorm, treacherous in its fury, seems to threaten the valley with complete obliteration.

102. MEDIUM SHOT

Of the plane, tilted over on its side. It is fully covered with snow. CAMERA PANS UP TO LOVETT AND BARNARD, shivering in their blankets as they pace worriedly.

INTERIOR OF PLANE

103. MEDIUM SHOT

George and Conway are missing. Lovett turns from the window.

LOVETT

They've been gone for three hours.

The others appear disinterested in this observation.

LOVETT

Left us here to rot. That's what they've done. Heroes of the newspapers!

BARNARD

All right, all right. Keep quiet.

Lovett sees something through the window.

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EXTERIOR OF PLANE

104. MEDIUM SHOT - THROUGH WINDOW OF

PLANE

George and Conway are seen walking briskly toward the plane, their few clothes a scant protection against the biting wind.

INTERIOR PLANE

105. FULL SHOT

LOVETT

Here they come!

The others quickly glance up, just as Conway and George clamber aboard. Conway has a serious mien, but George is full of vigor and enthusiasm.

GEORGE

Hello, everybody.

He holds out his hat which he has been carrying, bottom side up.

GEORGE

Well, we found some food.

Barnard and Lovett rush to him.

GEORGE

No chance of our starving now.

When they see the contents of his hat, their faces fall.

LOVETT

What is it?

GEORGE

Mountain grass. It's good, too. Here, have some. I've read of people lasting thirty days on this stuff.

They grab handfuls. He goes on:

GEORGE

Listen, my brother and I have worked out a plan. If we use our heads, we should be able to keep alive for weeks, until he gets back.

LOVETT & BARNARD

Gets back? Where's he going?

GEORGE

He doesn't know. But he's starting out right away in the direction of India. Sooner or later he's bound to run into somebody - a tribe or something.

BARNARD

Yeah?

106. CLOSE SHOT - CONWAY

Throughout the previous scene he has been busily occupied making preparations. Out of the baggage hold he has brought some blankets and rope and has been wrapping his feet in them. As George speaks, he looks up and smiles.

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GEORGE

Now here's the idea. We found a cave over by that small hill. After we bury the pilot, we're moving in. We can have a fire there. I shouldn't be surprised to see Bob back within a week.

Conway's smile dies on his face. We get a feeling he is attempting a futile journey, and is fully aware of it. He resumes the roping of his feet - his movements mechanical.

107. MED. CLOSE SHOT - GROUP

Barnard and Lovett all attention as George speaks. Gloria, off to one side, has her eyes peeled on Conway intently.

108. CLOSE SHOT - GLORIA AND CONWAY

GLORIA

You haven't got a Chinaman's chance[8]
of getting out of this country alive,
and you know it.

Conway stares at her blankly.

BARNARD

Cave, eh? Where?

GEORGE

(pointing)

Over by that hill.

Barnard peers out the plane window.

BARNARD

Hey - look!

GEORGE

Look, Bob!

109. FULL SHOT

They all look up and glance out.

EXTERIOR OF PLANE

110. LONG SHOT THROUGH WINDOW

From their angle. In the distance, just
appearing over the top of a hill, we
see a caravan of natives approaching.
They are not close enough to distinguish
who or what they are, but that they
are human beings is apparent.

INTERIOR PLANE

111. MEDIUM SHOT

Conway takes in the unbelievable sight.
We hear the exultant exclamations of
the others. Barnard and Lovett start
out of the plane.

LOVETT

(looking around)

Where are they? Do you see them?

BARNARD

Yes!

LOVETT

Do you think they're cannibals?

? 501 ?

EXTERIOR OF PLANE

112. MEDIUM SHOT

Where George, Lovett and Barnard wait,
a trifle awe-stricken. Conway joins
them. Gloria has stayed inside.

113. MED. LONG SHOT

The approach of the caravan from the
viewpoint of the group. It comprises
some twenty Tibetans, attired in sheepskins,
fur, hats and boots. Somewhere in the
middle of the single file is Chang,
an elderly Chinese. Chang steps forward
as their leader.

114. MED. SHOT (MOVING)

As Conway leaves his group and meets
the oncoming party. He approaches Chang
and bowing courteously, greets him in
Chinese. Chang turns his head slowly
and speaks in perfect Oxfordian English.

CHANG

I am from a nearby Lamasery.

(holding out his hand)

My name is Chang.

115. MEDIUM SHOT

George, Barnard and Lovett.

GEORGE

Why, he's speaking English.

LOVETT

English!

CONWAY

(shaking hands)

And mine's Conway.

CHANG

How do you do?

CONWAY

You've no idea, sir, how unexpected and very welcome you are. My friends and I - and the lady in the plane - left Baskul night before last for Shanghai, but we suddenly found ourselves travelling in the opposite direction-

LOVETT

At the mercy of a mad pilot.

CONWAY

We'd be eternally grateful if you-

CHANG

(interrupting)

Where is your mad pilot?

CONWAY

He must have had a heart attack, or perhaps the fumes. When the plane landed he was dead.

GEORGE

We were just going to bury him when you came along.

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CHANG

(preoccupied)

Pardon me—

Chang turns to some of his men and issues an order in a foreign tongue, obviously instructions to take care of the pilot.

CONWAY

(when Chang is through)

So, if you will be good enough to direct us to your Lamasery—

116. MED. CLOSE SHOT - GROUP

Favoring Chang.

CHANG

I shall consider it an honor to accompany you and your friends.

He issues a command to his men and turns to Conway.

CHANG

You will need suitable clothes for the journey. It is not particularly far, but quite difficult.

CONWAY

Thank you.

Several men have hopped into the scene while he has been speaking. They come forward with boots - sheepskins - fur caps, etc. As they start to get into these new clothes:

DISSOLVE TO:

117. LONG SHOT

As the caravan starts its journey back up the hill. All five people are now attired in their newly acquired outfit.

118. SERIES OF SHOTS

Showing the party on various stages of what looks like a humanly impossible journey. We see them first climbing - then across long vastnesses of flat land. Each succeeding time we see them, their feet drag more wearily. Their breathing becomes more difficult. These pictures finally

DISSOLVE TO:

EXT. NARROW TABLELAND

119. MED. LONG SHOT

Halfway up a mountainside. The procession is just starting around a hairpin curve. They are forced to travel on a narrow ledge overlooking a deep ravine.

120. CLOSE SHOT - LOVETT, BARNARD AND GLORIA

As they cling against the rocky sides and glance apprehensively down into the abyss below.

121. CLOSE SHOT - GLORIA

Close by to Barnard. Gloria's face is wan and haggard. Every upward move seems to require a Herculean effort. She stops and has a fit of coughing.

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DISSOLVE TO:

EXT. MOUNTAIN TRAIL

122. LONG SHOT

Of the snake-like moving party. They have reached quite a height although the peak of the mountain they are ascending towers high above them. The cutting wind moans treacherously as it caroms off the mountainside. A heavy mist envelops them.

123. SERIES OF SHOTS

As the snake-like line approaches a narrow, treacherous footbridge and makes a slow, difficult crossing in heavy weather.

EXT. MOUNTAIN TOP

124. MED. SHOT

Of the group. They round a curve and come upon a narrow crevice which opens up into a passageway. One by one they step through, assisted by the natives. On the other side, they sigh relievedly. Oddly, the wind has stopped, the chill has lessened. They look up to inspect their surroundings and a startled look comes into their eyes.

124. MED. CLOSE SHOT

Of Conway as he glances casually around. What he sees leaves him transfixed. He stares unbelievably before him for a long time.

EXT. SHOT OF SHANGRI-LA

125. LONG SHOT

From angle at mountain top.

A sight that is both magnificent and incredible. The eye-filling horizon before them throws out a softness and

mountainside.
a warmth that is breathless. On the left is a group of colored pavilions that seem as if suspended on the

Down below, in the hazy distance, is a valley which gives one the impression of a huge tapestry, superb in its blending of soft colors. In every direction, wherever one might gaze, there is a feast of strange and heavenly beauty.

126. MED. CLOSE SHOT

As Chang approaches Conway.

CHANG

Welcome to Shangri-La.

EXT. MOUNTAIN TOP

127. MED. SHOT - GROUP

Conway's group and Chang. Chang smiles as he watches their astonished faces. Conway turns from the rare magnificence of Shangri-La, unhampered by the wind and storm they had just encountered, and looks backward, in the direction from which they came to assure himself he is the victim of a nightmare. Chang, watching him, answers him before he can express his astonishment.

CHANG

(a wave of his hand)

You see, we are sheltered by mountains on every side. A strange phenomena for which we are very grateful.

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DISSOLVE TO:

EXT. A GARDEN

128. SERIES OF SHOTS

As the group approaches the beautiful

and peaceful Shangri-La.

129. MED. SHOT

At the foot of a wide marble stairway as the caravan stops.

LOVETT

It's magic!

130. CLOSER SHOT

On the group, as they look around and feast their eyes on the grandeur of the place.

131. CLOSE SHOT - CONWAY

Glancing around at his picturesque surroundings.

132. PANNING SHOT

Following Conway's gaze. In an upper window of a tower, their faces glued to the pane, are two robed Lamas who stare down curiously. CAMERA PANS OVER to a very narrow terrace covered almost completely by a floral arbor. In it stands a statuesque woman of rare beauty. She looks down at Conway intently.

133. CLOSE SHOT - CONWAY

As he returns her gaze, impressed by her beauty.

GEORGE'S VOICE

Come along, Bob. Coming, Bob?

134. CLOSE SHOT - CONWAY

His eyes still on the girl above. He starts up the steps, staring at her, then stumbles.

135. CLOSE SHOT - THE GIRL

Laughing at his embarrassment.

136. CLOSE SHOT - CONWAY

He smiles up at her.

DISSOLVE TO:

INT. A DINING ROOM

137. FULL SHOT

It suggests nothing we might expect to see in this forsaken place. The motif is neither Oriental nor religious - but rather a delicately appointed room, subdued in tones. At the moment, no one is present except servants who silently set the table.

INT. A CORRIDOR

138. MED. TRUCKING SHOT

Of Lovett peering worriedly toward dining room door. He sees two servants who flank the entrance and steps back hesitantly. Barnard emerges from a room across the hall, and Lovett beckons to him. Both are attired in flowing robes not unlike the one worn by Chang.

LOVETT

Mr. Barnard, I do not like this place.
I definitely do not like this place.

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BARNARD

Will you stop squawking!

LOVETT

Look at me. Look at what they gave me to wear.

BARNARD

You never looked better in your life.

As soon as our clothes are cleaned,
they're going to give them back to us,
Lovey.

They have reached the doorway of the
dining room and halt. Two servants bow
and scrape and lead them in.

BARNARD

Something tells me this means food.
Come on!

LOVETT

I just feel as though I'm being made
ready for the executioner.

INT. DINING ROOM

139. MEDIUM SHOT

As the servants show Lovett and Barnard
to their places.

BARNARD

(taking in the food)

Yeah? If this be execution, lead me
to it.

LOVETT

That's what they do with cattle just
before the slaughter. Fatten them.

BARNARD

Uh-huh. You're a scream, Lovey.

LOVETT

Please don't call me Lovey.

At this moment Conway and George enter.

CONWAY

That was refreshing! Oh, ho - the food

looks good!

He takes something off the table and nibbles at it.

BARNARD

Some layout they got here. Did you get a load of the rooms? You couldn't do better at the Ritz.

LOVETT

All the conveniences for the condemned, if you ask me.

Conway looks at him and smiles.

BARNARD

Don't mind Lovey. He's got the misery.

LOVETT

Mr. Conway, I don't like this place. I don't like it. It's too mysterious.

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CONWAY

It's better than freezing to death down below, isn't it?

BARNARD

I'll say.

INT. GLORIA'S ROOM[9]

140. FULL SHOT

It is in semi-darkness. The moon sends a stream of light through the windows. Outside we see the outline of towering mountains. Spread across the bed - her clothes unchanged - is the body of Gloria - her face sunk deep in the pillows.

141. MED. CLOSE SHOT

Gloria emits wracking coughs. After a few moments - she sits up. Her cheeks are wet - her hair disheveled - her eyes bloodshot. We get an impression of someone who has suffered for hours. Finally, her coughing begins again - and unable to stand it, she rises and paces the floor - then she crosses to the window and looks down, CAMERA PANNING WITH HER - and into her eyes has come a grim, determined expression.

142. LONG SHOT

From Gloria's point of view.

She is staring at the chasm below her.

CONTINUATION SCENE 141

Gloria continues to peer below - and her coughing resumes.

INT. CORRIDOR

143. MEDIUM SHOT

As Chang comes down the corridor - hears the coughing and stops.

INT. GLORIA'S ROOM

144. FULL SHOT

Chang enters and watches Gloria for a moment before speaking.

CHANG

Is there something I can do for you?

Gloria wheels around and glares at him.

GLORIA

What do you want?

CHANG

I've offered you some warm broth. I thought perhaps-

GLORIA

You get out of here! If any of you men think you can come busting in here-

She cannot finish as she is attacked by a fit of coughing.

CHANG

Please calm yourself. You'll soon be well if you do.

GLORIA

(through fits of coughing)

I don't need any advice from you! Get me a doctor!

? 507 ?

CHANG

I'm sorry, but we have no doctors here.

GLORIA

(looks up quickly)

No doctors?

(bitterly)

That's fine. That's just fine.

CHANG

Please let me help you.

GLORIA

Sure, you can help me! You can help me jump over that cliff! I've been looking and looking at the bottom of that mountain,

but I haven't got the nerve to jump!

CHANG

(quietly)

You shouldn't be looking at the bottom of the mountain. Why don't you try looking up at the top sometimes?

GLORIA

(her voice cracking)

Don't preach that cheap, second-hand stuff to me!

(a sob escapes)

Go on, beat it. Beat it!

She flings herself across the bed, coughing uncontrollably. Chang watches her

sympathetically

for a few seconds.

CHANG

(before turning away)

Peace be with you, my child.

INT. DINING ROOM

145. FULL SHOT

They all look up as Chang enters. He is escorted to his place at the head of the table by two servants who stand on either side of his chair.

CHANG

(jovially)

Good evening. Good evening, my friends. Oh no, no, no, please sit down. I hope you found everything satisfactory.

BARNARD & CONWAY

Swell. Excellent.

CHANG

(sees that no one has started)

You shouldn't have waited for me.

BARNARD

Where's the girl? Miss Stone.

? 508 ?

CHANG

She's remaining in her room. She isn't feeling very well.

(to others)

Now please go on without me. I eat very little.

146. MEDIUM SHOT

Shooting down the long table toward Chang. He sits up straight - studying them - as the others bend over their food.

DISSOLVE TO:

INT. DINING ROOM

147. MEDIUM SHOT

The meal is over. Conway sips from a wine glass.

BARNARD

Well, there's certainly nothing wrong with that meal!

CHANG

Thank you.

CONWAY

And the wine - excellent.

CHANG

I'm glad you like it. It's made right here in the valley.

LOVETT

Now that dinner is over, if you'll excuse us, we're very anxious to discuss ways and means of getting back home.

GEORGE

The first thing we want to do is to cable the Foreign Office. All of England is waiting to hear about my brother. There's a cruiser at Shanghai ready to take him back.

CHANG

Really? Well, as regards cabling, I'm afraid I can't help. Unfortunately, we have no wireless here. As a matter of fact, we have no means of communication with the outside world.

George stares at him suspiciously - and then turns to Conway for his reaction - but Conway is apparently disinterested in the whole conversation.

BARNARD

Not even a radio?

CHANG

It's always been a source of deep regret, but the mountains surrounding us have made reception almost impossible.

? 509 ?

GEORGE

In that event, we better make arrangements to get some porters immediately. Some means to get us back to civilization.

CHANG

Are you so certain you are away from it?

GEORGE

As far away as I ever want to be.

CHANG

Oh, dear.

LOVETT

Of course, the porters will be very well paid - that is, within reason.

CHANG

I'm afraid that wouldn't help. You see, we have no porters here.

LOVETT

No porters here!!

CHANG

No.

BARNARD

What about those men we met this morning?

CHANG

Yes. Those are our own people. They never venture beyond the point where you were met this morning. It is much too hazardous.

148. CLOSE SHOT - CONWAY

To intercut with above speech.

He has remained quiet throughout the scene, apparently interested only in

a paper in front of him, upon which he has been writing.

INSERT: What has been occupying Conway's interest. It is a picture of Chang which he has been listlessly drawing.

BARNARD

How do you account for all this? Who brought it in?

149. FULL SHOT

They all turn to Chang expectantly.

CHANG

Oh, yes. There is a tribe of porters some five hundred miles from here. That is our only contact with the outside world. Every now and again, depending upon favorable weather of course, they make the journey.

GEORGE

How can we get in touch with them?

? 510 ?

CHANG

In that respect, you are exceedingly fortunate. We are expecting a shipment from them almost any time now—

LOVETT

What exactly do you mean by "almost any time now"?

CHANG

Well, we've been expecting this particular shipment for the past two years.

BARNARD

Two years!?

CHANG

Yes.

Barnard and Lovett look shocked. George starts to say something, but the words choke in his throat.

CHANG

But I can assure you, gentlemen, if there is a prolonged delay, Shangri-La will endeavor to make your stay as pleasant as possible.

(rising)

And now if you will excuse me, it is getting late. I do hope you all sleep well. Good night.

The servants move his chair back. Before he goes, however, he turns to Conway.

CHANG

Good night, Mr. Conway.

Conway, a little surprised at the distinction in his behalf, nods.

CONWAY

Good night, sir.

Chang exits. There is a hushed silence following Chang's departure.

LOVETT

That's what I mean - mysterious. Mr. Conway, I don't like that man. He's too vague.

GEORGE

(concerned)

We didn't get much information out of him, did we Bob?

CONWAY

It seems to me we should be grateful.
We were in a bad mess this morning.

(a wave of his hand)

After all, this is quite pleasant. Why
not make ourselves comfortable until
the porters do arrive?

While he was speaking, the muted strains
of a violin float into the room. Conway
rises.

? 511 ?

150. MEDIUM SHOT

As Conway crosses to a balcony door.

BARNARD

That's what I say. What do you say to
a rubber of bridge? I saw some cards
in the other room.

CONWAY

Not for me, thanks. No, I'm too weary.

He disappears onto the balcony. George
watches him go.

BARNARD

(slightly effeminate)

How about you Lovey? Come on. Let's
you and I play a game of honeymoon bridge.

LOVETT

(distractedly)

I'm thinking.

BARNARD

Thinking? What about some double solitaire?

LOVETT

As a matter of fact, I'm very good at double solitaire.

BARNARD

No kidding?

LOVETT

Yes.

BARNARD

Then I'm your man.

(starts away)

Come on, Toots.

Lovett detests the pet names, but follows. George thinks a moment - and crosses to balcony.

EXT. BALCONY

151. MEDIUM SHOT

Conway is listening moodily to the soulful music. George wanders in beside him.

CONWAY

Hello, George.

(looking out)

Cigarette?

GEORGE

Thanks.

(lights the cigarette - after a pause)

I suppose all this comes under the heading of adventure.

CONWAY

We've had plenty of it the last few days.

? 512 ?

GEORGE

It's far from over, from what I can see. This place gives me the creeps, hidden away like this - no contact with civilization. Bob, you don't seem concerned at all.

CONWAY

Oh, I'm feeling far too peaceful to be concerned about anything.

(moodily)

I think I'm going to like it here.

GEORGE

You talk as though you intend on staying.

CONWAY

(turns to him)

Something happened to me, when we arrived here, George, that - well - did you ever go to a totally strange place, and feel certain that you've been there before?

GEORGE

What are you talking about?

CONWAY

(back to earth)

I don't know.

GEORGE

You're a strange bird. No wonder Gainsford calls you the man who always wanted to see what was on the other side of the hill.

152. TWO SHOT - CONWAY AND GEORGE

Conway's point of view, studying George.

CONWAY

Don't you ever want to see what's on the other side of the hill?

GEORGE

What could there be except just another hill? In any event, I'm not curious. At the moment, it seems to me we should be concerned about getting home. I'd give anything to be in London right now.

CONWAY

Of course you would. If ever we get out of this place, the thing for you to do is to take that job with Helen's father.

GEORGE

What do you mean if we should get out?

CONWAY

(evasively)

Did I say "if"?

? 513 ?

GEORGE

(interrupting)

That's what you said.

CONWAY

Well - I mean-

GEORGE

What's on your mind, Bob? You talk as though we're going to have trouble getting out of here.

153. CLOSE TWO SHOT - FAVORING CONWAY

CONWAY

George, I've been putting things together. Do you notice the resemblance between those natives and the pilot? And why did those clothes materialize so conveniently when they met us at the plane? Chang himself just said that they never venture beyond that point. What brought them there? Unless it was to meet us?

GEORGE

(catching on)

Chang's first question was about the pilot.

CONWAY

Uh-huh.

GEORGE

There must be some connection between the plane and this place. They must have deliberately brought us here. Why, Bob? What reason could they have for doing a thing like that?

CONWAY

That's what's on the other side of the hill.

FADE OUT:

FADE IN

EXT. OF VALLEY - DAY

154. LONG SHOT FROM A TOWER ROOM

Shooting over shoulders of two men in
f.g.

We see a beautiful picture of the valley
below. There is a tranquility here that
is beatific. CAMERA PULLS BACK. The
two men are revealed as Conway and Chang.
They stand on a terrace of one of the
tower rooms.

CHANG

It's three thousand feet, practically
straight down to the floor of the valley.
The Valley of the Blue Moon, as we call
it. There are over two thousand people
in the Valley besides those here in
Shangri-La.

CONWAY

Who and what is Shangri-La? You?

CHANG

Goodness, no!

CHANG

So there are others?

? 514 ?

CHANG

Oh, yes.

CONWAY

Who, for instance?

CHANG

In time you will meet them all.

155. CLOSE SHOT - THE TWO - FAVORING

CONWAY

He watches Chang's face searchingly,
then smiles.

CONWAY

For a man who talks a great deal, it's
amazing how unenlightening you can be.

CHANG

(laughs)

There are some things, my dear Conway,
I deeply regret I may not discuss.

CONWAY

You know, that's the fourth time you've
said that today. You should have a record
made of it.

CHANG

(evasively)

Shall we go inside? I should so like
to show you some of our rare treasures.

INT. A TOWER

156. FOLLOW SHOT WITH GEORGE

surreptitiously

On a spiral staircase. Looking
around, he backs his way up. CAMERA
FOLLOWS HIM as he reaches the top of
the landing. Here he stops and glances
around the corner down a corridor.

INT. CORRIDOR

157. MEDIUM SHOT

CAMERA FOLLOWS GEORGE as he peers into
several rooms searchingly. He finally
arrives at one and enters.

INT. A ROOM

158. FULL SHOT

George enters and looks around. It is dimly lit and apparently unoccupied. He crosses to a desk and picks up several objects, scrutinizing them closely.

159. CLOSE SHOT OF THE GIRL, MARIA - IN ALCOVE

She sits, a tapestry board on her lap, watching George with keen interest.

160. CLOSE SHOT - GEORGE

He opens a book and glances at its contents.

161. MED. SHOT TO INCLUDE BOTH

Maria surveys his back appraisingly.

MARIA

Good afternoon.

George wheels around, startled, and stares at her intently.

? 515 ?

GEORGE

(starts backing out)

Excuse me-

MARIA

(appealingly)

Please don't go.

George hesitates at door.

MARIA

Tea will be served any moment.

162. CLOSE SHOT - GEORGE

He watches her with grave speculation for a long moment, then slowly moves toward her.

MARIA

(a winning smile)

Won't you come in?

George still maintains a serious mien, as their eyes meet.

MARIA

My name is Maria. Won't you sit down?

INT. LIBRARY

163. FULL SHOT

It is a huge room. The walls are lined with impressive tomes. Chang is showing Conway around.

164. MEDIUM SHOT

Conway has just finished browsing through one of the books.

CONWAY

By the way, what religion do you follow here?

CHANG

We follow many.

A look of surprise spreads over Conway's face.

CHANG

(thoughtfully)

To put it simply, I should say that our general belief was in moderation. We preach the virtue of avoiding excesses of every kind, even including-

(he smiles)

-the excess of virtue itself.

165. CLOSER SHOT - THE TWO

CONWAY

That's intelligent.

CHANG

We find, in the Valley, it makes for better happiness among the natives. We rule with moderate strictness and in return we are satisfied with moderate obedience. As a result, our people are moderately honest and moderately chaste and somewhat more than moderately happy.

? 516 ?

CONWAY

How about law and order? You have no soldiers or police?

CHANG

Oh, good heavens, no!

CONWAY

How do you deal with incorrigibles? Criminals?

CHANG

Why, we have no crime here. What makes a criminal? Lack, usually. Avariciousness, envy, the desire to possess something owned by another. There can be no crime where there is a sufficiency of everything.

CONWAY

You have no disputes over women?

CHANG

Only very rarely. You see, it would not be considered good manners to take a woman that another man wanted.

CONWAY

Suppose somebody wanted her so badly that he didn't give a hang if it was good manners or not?

CHANG

(smiling)

Well, in that event, it would be good manners on the part of the other man to let him have her.

166. CLOSE SHOT - THE TWO - FAVORING CONWAY

CONWAY

That's very convenient. I think I'd like that.

CHANG

You'd be surprised, my dear Conway, how a little courtesy all around helps to smooth out the most complicated problems.

167. MED. CLOSE SHOT - THE TWO

Chang smiles. Conway scarcely hears the last speech, for his attention has been caught by the playing of a piano. He stops to listen. Chang has walked out of scene.

168. MEDIUM SHOT

Conway locates the direction whence the music comes, goes to a doorway where he stops.

169. CLOSE SHOT - CHANG

He realizes Conway did not follow him and turns. When he sees Conway, his face clouds - and he starts toward him.

170. CLOSE SHOT AT DOOR

Conway watches someone through door with grave interest. Chang enters scene and follows his gaze.

? 517 ?

INT. MUSIC ROOM

171. FULL SHOT

ceilinged

From doorway. It is a spacious, high-room, oddly shaped, and except for a piano, a harp and several chairs, is otherwise sparsely furnished. At the extreme end, the room is set off by an alcove of stained glass extending from the ceiling to the floor, where it finishes with a deep window seat. At the piano we see an old man - and by his side is the girl Conway saw last night. They finish playing and both laugh heartily.

172. CLOSE SHOT AT DOORWAY

Conway finds her laughter infectious - and smiles.

173. CLOSE SHOT - GIRL AND MAN AT PIANO

In the midst of her laughter, the girl sees Conway, off scene, and her face sobers - self-consciously.

174. CLOSE SHOT AT DOORWAY

Chang quickly takes Conway by the arm.

CHANG

At some time in the future you will have the pleasure of meeting her.

Conway turns for one last glimpse of the girl, and then turns to Chang, looking up at his face, puzzled and amused.

CONWAY

Some man had better get ready to be very courteous to me.

175. CLOSEUP - THE GIRL

She continues to stare off toward the door, her eyes alight with a keen interest.

DISSOLVE TO:

INT. CORRIDOR

176. FOLLOW SHOT WITH CONWAY AND CHANG

CONWAY

But Mr. Chang, all these things - books, instruments, sculpture - do you mean to say they were all brought in over those mountains by porters?

CHANG

They were.

CONWAY

Well, it must have taken-

CHANG

Centuries.

CONWAY

Centuries! Where did you get the money to pay for all those treasures?

CHANG

Of course we have no money as you know it. We do not buy or sell or seek personal fortunes because, well, because there is no uncertain future here for which to accumulate it.

? 518 ?

INT. A ROOM

177. CLOSE SHOT - THE TWO

They have arrived in a small room, where they pause. Chang reaches into a bowl of large nuts, cracks one, and hands the nut to Conway. Then he does the same for himself. During the following scene, both are eating nuts from the bowl.

CONWAY

That would suit me perfectly. I'm always broke. How did you pay for them?

CHANG

Our Valley is very rich in a metal called gold, which fortunately for us is valued very highly in the outside world. So we merely . . .

CONWAY

-buy and sell?

CHANG

Buy and - sell? No, no, pardon me, exchange
.

CONWAY

(chuckling)

I see. Gold for ideas. You know Mr. Chang, there's something so simple and naive about all of this that I suspect there has been a shrewd, guiding intelligence somewhere. Whose idea was it? How did it all start?

CHANG

That, my dear Conway, is the story of a remarkable man.

CONWAY

Who?

CHANG

A Belgian priest by the name of Father Perrault, the first European to find this place, and a very great man indeed. He is responsible for everything you see here. He built Shangri-La, taught our natives, and began our collection of art. In fact, Shangri-La is Father Perrault.

CONWAY

When was all this?

CHANG

Oh, let me see - way back in 1713, I think it was, that Father Perrault stumbled into the Valley, half frozen to death. It was typical of the man that, one leg being frozen, and of course there being no doctors here, he amputated the leg himself.

CONWAY

(shocked)

He amputated his own leg?

? 519 ?

CHANG

Yes. Oddly enough, later, when he had learned to understand their language, the natives told him he could have saved his leg. It would have healed without amputation.

CONWAY

Well, they didn't actually mean that.

CHANG

Yes, yes. They were very sincere about it too. You see, a perfect body in perfect health is the rule here. They've never known anything different. So what was true for them they thought would naturally be true for anyone else living here.

CONWAY

Well, is it?

CHANG

Rather astonishingly so, yes. And

particularly

so in the case of Father Perrault himself. Do you know when he and the natives were finished building Shangri-La, he was 108 years old and still very active, in spite of only having one leg?

CONWAY

108 and still active?

CHANG

You're startled?

CONWAY

Oh, no. Just a little bowled over, that's all.

CHANG

Forgive me. I should have told you it is quite common here to live to a very ripe old age. Climate, diet, mountain water, you might say. But we like to believe it is the absence of struggle in the way we live. In your countries, on the other hand, how often do you hear the expression, "He worried himself to death?" or, "This thing or that killed

him?"

CONWAY

Very often.

CHANG

And very true. Your lives are therefore, as a rule, shorter, not so much by natural death as by indirect suicide.

CONWAY

(after a pause)

That's all very fine if it works out. A little amazing, of course.

? 520 ?

CHANG

Why, Mr. Conway, you surprise me!

CONWAY

I surprise you? Now that's news.

CHANG

I mean, your amazement. I could have understood it in any of your companions, but you - who have dreamed and written so much about better worlds. Or is it that you fail to recognize one of your own dreams when you see it?

CONWAY

Mr. Chang, if you don't mind, I think I'll go on being amazed - in moderation, of course.

CHANG

(chuckles)

Then everything is quite all right, isn't it?

They exit scene together.

EXT. GARDEN[10]

178. MED. CLOSE SHOT

On a garden bench Gloria slumps languidly. Suddenly we hear Barnard's voice, yelling. Gloria quickly turns her back. Barnard runs into scene.

BARNARD

Honey, it's terrific! Terrific! I just saw something that will make your hair stand on end. You see those hills over there? Gold! Gold! Popping right out of them! Tons of it!

(conspiratorially)

Now look, you keep this under your hat, because if those other monkeys hear about it, they'll declare themselves in. But if I can mine that stuff, I'll throw a bombshell into Wall Street. Now look, I've got a plan - and if I-

Gloria begins coughing heavily. Barnard notices how pale and haggard she looks.

BARNARD

Aw say, honey, you aren't feeling well, are you? Look, don't pay too much attention to what those doctors tell you. I've seen an awful lot of people fool them, and I've got a hunch that this place is going to be good for you. Honest, I have.

(waits for her reaction - receives none)

Come on now. Come on. You be a good kid, and snap out of it, and I'll cut you in on the gold deal. Look, I'm going up and make a deal with Chang - right now.

He enthusiastically exits scene.

INT. LOVETT'S ROOM

179. CLOSE SHOT

Lovett enters warily, sits down at his desk and begins to write in his journal.

? 521 ?

INSERT OF WHAT HE WRITES:

THE DIARY OF ALEXANDER P. LOVETT

2nd Day at Shangri-La

"This place is too mysterious!"

He looks up, sees himself in a mirror and gives a start. Then, chuckling to himself reassuringly, he looks around warily and continues to write.

DISSOLVE TO:

EXT. SOMEWHERE IN SHANGRI-LA

180. FULL SHOT

It is a bright, cheery morning. Conway is drinking in the beauty of his surroundings.

He comes into the area where the horses are stabled. Two men are busily grooming the horses.

CONWAY

(cheerily)

Good morning!

MEN

Good morning, Mr. Conway!

CONWAY

Oh, you speak English, do you?

MEN

Yes, sir.

ONE OF THE MEN

Would you like to take a ride, Mr. Conway?

CONWAY

No, thanks. Not just now.

Suddenly, Conway is startled by the sound of hoof-beats and, looking up, is in time to see 'the girl' of the previous sequence (Sondra) fly by him on a horse - screaming delightedly. As she passes him, she waves.

CONWAY

(instantly changing his mind)

Well, I think I will take that ride!

181. MED. SHOT - CONWAY

As he rides off in pursuit of her.

182. SEVERAL SHOTS OF THE CHASE

Showing Sondra successfully eluding him - as he closes in on her.

183. MED. LONG SHOT - BOTTOM OF A HILL

Sondra whizzes by. As we stay on the shot - Conway rides through in exciting pursuit.

184. ANOTHER ANGLE

Showing Sondra disappearing behind a mountain waterfall. Conway dashes up, but she is lost from sight. He wheels around several times - and unable to find her, looks puzzled. Finally, giving up, he starts slowly back. After a few moments he is startled by her laughter,

and glances around.

? 522 ?

185. LONG SHOT

From his view - shooting upward. High up - near the summit of the hill - we see Sondra - waving and laughing. Then she swings her horse around and disappears.

186. CLOSEUP - CONWAY

As he smiles - amused and interested.

DISSOLVE TO:

187. LONG SHOT - SONDRA

As she swims in a mountain stream, apparently in the buff. From a distance, we see her climb onto a rock to dry off.

188. CLOSEUP - SONDRA

As she shakes her shimmering hair.

189. MEDIUM SHOT - CONWAY

He has caught up to her tethered horse and is skulking around trying to find out where she is.

190. CLOSE SHOT - A SQUIRREL

A squirrel, near to Sondra, chatters excitedly.

191. CLOSE SHOT - SONDRA

She can apparently understand the squirrel's warning. She hurries to dive back into the water and swim to the other side. She comes up, spots Conway and watches him from hiding, behind some bushes.

192. MEDIUM SHOT - CONWAY

Conway has discovered her clothing and is constructing a kind of scarecrow on a bush out of them. As a crowning touch, he adds a flower to the effigy, his eyes twinkling at his little joke. With one final glance over his shoulder, he turns to leave.

193. CLOSE SHOT - SONDR

She stifles her laughter as he vanishes from view.

DISSOLVE TO:

INT. DINING ROOM - NIGHT

194. FULL SHOT

Lovett and Barnard are at the table waiting for the others. Several servants are in the b.g. George paces nervously in front of the door.

195. MED. SHOT AT TABLE

Lovett and Barnard. Barnard nibbles at something.

BARNARD

Bah! Fossils! Why? What for? Running around digging up a lot of old bones! You didn't dig yourself out of one of those holes by any chance, did you?

Lovett is about to reply, when he realizes he is being made fun of, and gives a tentative chuckle.

INT. CORRIDOR

196. MEDIUM SHOT

Conway is coming down the corridor. George comes out of door to dining room and starts forward. Conway walks along in a cheerful mood, singing as he goes, a Cockney song.

? 523 ?

GEORGE

(forces a smile)

You seem gay. Did you find out anything?

197. CLOSE TRUCKING SHOT WITH THEM

As they walk back toward dining room door.

CONWAY

Well - I heard that if you want a man's wife, she's yours, if he's got any manners.

GEORGE

Nothing about the porters yet?

CONWAY

Porters?

GEORGE

Good heavens, Bob, we've been here two weeks and we haven't found out a thing.

CONWAY

Well, we haven't been murdered in our beds yet, George, have we?

GEORGE

I'm afraid the porters are just a myth.

(tensely)

I guess we never will know why we're here, or how long we're going to be held prisoners.

CONWAY

Shhh!

They have reached the door and start into dining room.

INT. DINING ROOM

198. MEDIUM SHOT

As Conway and George enter, Barnard calls to them:

BARNARD

Hey, hurry up, you slow-pokes - I'm starved!

CONWAY

(imitating Chang as he takes his chair)

Please! Please! Do not wait for me!
I eat so very little.

Barnard laughs heartily. George, surily silent, enters and drops in his seat. At the same moment, Gloria comes into the room.

GLORIA

Good evening.

The men greet her, all rising.

BARNARD

Well, I'm certainly glad to see that it's all finally organized.

(to servant)

Okay, handsome. Dish it out, and make it snappy.

As he sits, he looks over at Gloria and something in her face arrests him.

BARNARD

Hey, what's happened to you?

GLORIA

(self-consciously)

Nothing. Why?

BARNARD

Why, you look beautiful.

CONWAY

That's unkind. Doesn't Miss Stone always look beautiful?

199. MED. CLOSE SHOT AT TABLE

Featuring Gloria, Barnard and Conway.

BARNARD

(suddenly)

I got it! It's your make-up. You've got none on.

Gloria busies herself with her soup, self-consciously.

BARNARD

And say, honey, you look a million per cent better. Wholesome, kind of - and clean. You take a tip from me, and don't you ever put that stuff on your face again. Why, it's like hiding behind a mask.

LOVETT

Ha, ha - who are you to be talking about a mask? What do you mean? You've been wearing a mask ever since we met you.

BARNARD

Have I?

LOVETT

It's very strange, you know. You've never told us anything about yourself. Who are you, anyway? Why don't you take your mask off for once!

CONWAY

(lightly)

Yes. Unbosom yourself, Mr. Hyde.[11]

BARNARD

(his face has become serious)

All right, I will! I'll let my hair down! Why not? It can't make any real difference now.

(after a pause)

Hey Lovey, were you ever chased by the police?

Lovett is halted in his tracks - soup spoon halfway up to his mouth.

LOVETT

Certainly not.

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200. CLOSE SHOT - BARNARD

BARNARD

Believe me, it's no fun. When you fellas picked me up at Baskul, they'd been on my tail for a year.

LOVETT

(skeptical)

The police?

BARNARD

Uh-huh.

(after another pause)

Did you ever hear of Chalmers Bryant?

CAMERA PULLS BACK to include the others.
They look shocked.

CONWAY

(the first one to make the connection)

Chalmers Bryant!

BARNARD

Bryant's Utilities - that's me.

George is the only one unconcerned.
He is deeply absorbed in thought - his
food has remained untouched. Lovett
suddenly explodes.

LOVETT

I knew it. I knew I had a reason for
hating you! Sir, you're a thief.

GLORIA

He never stole anything from you , did
he?

LOVETT

I have 500 shares of Bryant Utilities
that I bought with money that I saved
for 20 years teaching school, and now
I couldn't sell it for postage stamps.

201. MED. SHOT - GROUP

Featuring Barnard.

BARNARD

That's too bad. I got a half million shares. My whole foundation! And now look at me!

LOVETT

A colossal nerve you have sitting there and talking about it so calmly - you, the swindler of thousands of people-

BARNARD

You know, that's what makes the whole thing so funny. A guy like me starts out in life as a plumber - an ordinary, everyday, slew-footed[12] plumber - and by the use of a little brains, mind you, he builds up a gigantic institution, employs thousands of people, becomes a great civic leader. And then the crash comes - and overnight he's the biggest crook the country ever had.

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LOVETT

You are a thief, sir, and a swindler, and I, for one, will be only too glad to turn you over to the police when we get back.

George can't stand it any longer.

GEORGE

(suddenly - hoarsely)

What do you mean - "when we get back"?

The sharpness of his voice startles the others.

GEORGE

What makes you think we're ever going to get back? You may not know it, but you're all prisoners here. We were

deliberately

kidnapped and brought here - and nobody knows why-

He rises to his feet.

GEORGE

Well, I'm not content to be a prisoner. I'm going to find out when we're going to get out of this place.

(whips out a revolver; grimly)

I'll make that Chinese talk if it's the last thing I do!

He starts out.

202. MEDIUM SHOT

Before anybody can realize what his intentions are, he has bolted out of the room.

CONWAY

(calling)

George!

Starts after him.

INT. CORRIDOR

203. MEDIUM SHOT

As George strides determinedly out into the hall, yelling.

GEORGE

Chang! Chang!

Suddenly he sees a native servant and his eyes pop insanely. CAMERA PANS WITH HIM as he strides across to the servant and grabs him by the shirt-front.

GEORGE

(shaking servant violently)

Where is he? Where's Chang? Where is he? Where's Chang, or I'll blow your brains out!

Conway has caught up with him and wrestles him away from the servant, who stumbles off in fright.

CONWAY

George, what do you think you're doing?

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GEORGE

Let me go, Bob!

George pushes Conway away from him and starts down the corridor.

CONWAY

George, come back!

GEORGE

Chang! Chang! Chang!

George spies another servant.

GEORGE

Come here, you! Come here!

The servant, frightened by his voice, turns suddenly and starts running. George levels his revolver and sends a stream of bullets after the fleeing servant, who miraculously manages to skate around a corner, unharmed. Conway runs into scene, reaching George, and with a quick flip of his left hand he smacks him over his revolver arm - and with his right, he punches him flush on the jaw.

CONWAY

George, you idiot!

George reels for a moment and slumps to the floor.

204. CLOSE SHOT

As the others trail in.

BARNARD

Had to sock him, eh?

Conway pockets the gun and, bending over George, a pained expression on his face, starts to lift him.

DISSOLVE TO:

INT. CONWAY'S ROOM

205. MED. CLOSE SHOT

Conway brings George in, followed by the others. He drapes him across his bed. Conway stands by his side, looking down at him, deeply concerned. After a moment, Conway shakes him and George awakens with a start.

GEORGE

Let me up! Let me up!

CONWAY

All right. Sorry, George.

George groans and turns away.

206. MED. SHOT TOWARD DOOR

On Barnard, Lovett and Gloria. Barnard wanders over to Conway, who appears lost in thought.

BARNARD

Say Conway, is it true about us being kidnapped?

Conway shrugs.

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BARNARD

(louder)

I say, is it true about us being kidnapped?

Conway suddenly is aroused from his reverie by someone he sees off scene. He looks up alertly.

CONWAY

Mr. Chang!

Chang enters scene, beaming charmingly.

CONWAY

Do you mind stepping in here for a moment?

207. FULL SHOT

As Chang enters. He bows courteously to the others, who stand in front of George's bed. Conway shuts the door and turns the key. He crosses to a door leading to another room - and locks this one, also. Chang watches him curiously. The others, including George, who is now alert, are puzzled and somewhat impressed. Then Conway comes to Chang.

CONWAY

Won't you sit down?

Chang sits, his placidity unchanged. Conway pulls up a chair in front of him.

CONWAY

(very quietly)

Mr. Chang, you have been very kind to us - and we appreciate it. But for some

reason we are being held prisoners here,
and we want to know why.

**208. CLOSE SHOT - BARNARD, LOVETT AND
GLORIA**

As Conway's voice continues, talking
to Chang:

CONWAY

Personally, I don't mind at all. I'm
enjoying every minute of it.

(dead serious)

But my brother is not of the same opinion,
nor are the others.

(after a pause)

It's time we were told what it's all
about.

209. MED. SHOT - GROUP

Conway still continuing:

CONWAY

We want to know why we were kidnapped,
why we are being kept here, but most
important of all - do we get the porters,
and when?

(much too suavely)

Until we get this information, my dear
Mr. Chang, I am very much afraid we
cannot permit you to leave this room.

There is a pause while the eyes of all
are centered on Chang's face.

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CHANG

(after a pause)

You know, it's very, very strange, but

when you saw me in the corridor, I was actually on my way to you. I bring the most amazing news.

(impressively)

The High Lama wishes to see you, Mr. Conway.

LOVETT

The High Lama! Who in blazes is he?!

BARNARD

Yeah. I though you ran this joint.

CONWAY

Mr. Chang - High Lamas or Low Lamas, do we get the porters?

CHANG

The High Lama is the only one from whom any information can come.

GEORGE

Don't believe him, Bob. He's just trying to get out.

LOVETT

Yes.

BARNARD

Sounds like a stall to me.

CONWAY

One moment. You say the High Lama is the only one who can give us any information?

CHANG

The only one.

CONWAY

And he can arrange for the porters to take us back?

CHANG

The High Lama arranges everything, Mr. Conway.

CONWAY

Well, then he's the man I want to see.

(to Chang)

Will you come along?

Conway unlocks the door. When he has opened it, he turns.

CONWAY

Better wait here until I get back. We'll soon know where we stand.

INT. CORRIDOR IN HIGH LAMA'S QUARTERS

210. MED. TRUCKING SHOT

With Conway and Chang. Chang walks in a high state of expectancy. Conway is grim. They climb a narrow spiral staircase.

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211. MED. CLOSE SHOT

They proceed up the stairs until they arrive at a large, impressively ornate double door which seems to open automatically the moment they approach. Chang remains without. The moment Conway steps over the threshold, the doors swing closed.

INT. HIGH LAMA'S CHAMBER[13]

212. MED. SHOT

As the doors swing shut. Conway turns and realizes Chang is no longer with him.

213. CLOSE SHOT AT DOOR

Conway stands still, glancing around the room, which is lit so dimly that nothing definite is distinguishable.

214. FULL SHOT

To show what Conway sees. For the moment, practically nothing. As his eyes become adjusted to the darkness, he begins to sense the architecture and furnishings of the room. But as yet no sign of life. SLOW PAN SHOT reveals it to be a dark-

curtained

and low-ceilinged room, furnished rather simply. Very sombre, indistinct tapestries drape the back walls. While the CAMERA **FOLLOWS CONWAY'S GAZE, MOVING SLOWLY AROUND**, a voice is heard.

HIGH LAMA'S VOICE

(soft and friendly)

Good evening, Mr. Conway.

CAMERA QUICKLY SWINGS OVER to the nethermost corner of the room where, scarcely visible, sits an old man of indeterminate age. In the gloom only the outlines of his pale and wrinkled face can be seen. It yields an effect of a fading antique portrait.

215. CLOSE SHOT - CONWAY

He stares, motionless, at the eerie vision.

216. MED. SHOT OF ROOM

HIGH LAMA

Please come in.

Conway comes forward warily until he stands within a few feet of the old man, his eyes riveted upon him.

HIGH LAMA

Sit here, near me. I am an old man and can do no one any harm.

CONWAY

Are you the High Lama?

HIGH LAMA

Yes.

217. CLOSE SHOT - THE TWO

As Conway, expressionless, sits down opposite the High Lama.

HIGH LAMA

I trust you have been comfortable at Shangri-La, since your arrival.

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CONWAY

Personally, I've enjoyed your community very much. But my friends do not care for this mystery. They are determined to leave as soon as-

While he has been speaking, his eyes have been gradually taking in the details of the old man. The CAMERA QUICKLY FOLLOWS HIS GAZE - to crutches leaning against the man's throne - then, looking down, to his legs, one of which appears to have been amputated.

218. CLOSEUP - CONWAY

CONWAY

(awe and amazement)

It's astonishing - and incredible, but-

219. CLOSE SHOT - THE TWO

HIGH LAMA

What is it, my son?

CONWAY

You're the man Chang told me about!
You're the first - who - two hundred
years ago-

(reverently)

-you're still alive, Father Perrault!

HIGH LAMA

Sit down, my son.

(pause)

You may not know it, but I've been an
admirer of yours for a great many years.

Conway evinces surprise.

HIGH LAMA

Oh, not of Conway the empire-builder
and public hero. I wanted to meet the
Conway who in one of his books, said,
"There are moments in every man's life
when he glimpses the eternal."

The quotation captures Conway's interest
- and his eyes widen.

HIGH LAMA

That Conway seemed to belong here. In
fact, it was suggested that someone
be sent to bring him here.

CONWAY

That I be brought here? Who had that
brilliant idea?

HIGH LAMA

Sondra Bizet.

CONWAY

(secretly pleased)

Oh, the girl at the piano?

HIGH LAMA

Yes. She has read your books and has a profound admiration for you, as have we all.

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CONWAY

Of course I have suspected that our being here is no accident. Furthermore, I have a feeling that we're never supposed to leave. But that, for the moment, doesn't concern me greatly. I'll meet that when it comes. What particularly interests me at present is, why was I brought here? What possible use can I be to an already thriving community?

HIGH LAMA

We need men like you here, to be sure that our community will continue to thrive. In return for which, Shangri-La has much to give you. You are still, by the world's standards, a youngish man. Yet in the normal course of existence, you can expect twenty or thirty years of gradually diminishing activity. Here, however, in Shangri-La, by our standards your life has just begun, and may go on and on.

CONWAY

But to be candid, Father, a prolonged future doesn't excite me. It would have to have a point. I've sometimes doubted whether life itself has any. And if that is so, then long life must be even

more pointless. No, I'd need a much more definite reason for going on and on.

HIGH LAMA

We have reason. It is the entire meaning and purpose of Shangri-La. It came to me in a vision, long, long, ago. I saw all the nations strengthening, not in wisdom, but in the vulgar passions and the will to destroy. I saw their machine power multiply until a single weaponed man might match a whole army. I foresaw a time when man, exulting in the technique of murder, would rage so hotly over the world that every book, every treasure, would be doomed to destruction. This vision was so vivid and so moving that I determined to gather together all the things of beauty and culture that I could and preserve them here against the doom toward which the world is rushing.

(pause)

Look at the world today! Is there anything more pitiful? What madness there is, what blindness, what unintelligent

leadership!

A scurrying mass of bewildered humanity crashing headlong against each other, propelled by an orgy of greed and brutality. The time must come, my friend, when this orgy will spend itself, when brutality and the lust for power must perish by its own sword. Against that time is why I avoided death and am here, and why you were brought here. For when that day comes, the world must begin to look for a new life. And it is our hope that they may find it here. For here we shall be with their books

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and their music and a way of life based on one simple rule: Be Kind.

(pause)

When that day comes, it is our hope that the brotherly love of Shangri-La will spread throughout the world.

(pause)

Yes, my son, when the strong have devoured each other, the Christian ethic may at last be fulfilled, and the meek shall inherit the earth.

A long silence ensues during which Conway, so engrossed is he in all he has just heard, scarcely notices the Lama, who has risen slowly and now stands before him. The Lama reaches down and gently touches him on the shoulder.

CONWAY

(scarcely audible)

I understand you, Father.

Conway kisses the High Lama's hand.

HIGH LAMA

You must come again, my son. Good night.

Conway slowly rises to his feet and turns to leave scene.

INT. UPPER CHAMBER

220. MED. CLOSE SHOT AT DOOR TO LAMA'S CHAMBERS

Conway comes through. He walks as if in a trance. CAMERA PULLS BACK as he continues on his way - bearing an expression of deep absorption.

DISSOLVE TO:

INT. LOWER CORRIDOR

221. MED. SHOT

As Conway walks toward an open door at the end of corridor leading to the garden. Lovett emerges from one of the rooms and sees him. He beckons to those inside and almost immediately they come out and start toward Conway.

222. MED. CLOSE SHOT NEAR GARDEN DOOR

Conway, just about to exit, when the others catch up to him.

AD-LIB

We thought you were never coming back!

What'd you find out?

When do we leave?

Conway stares at them blankly.

GEORGE

What about the porters?

CONWAY

(vaguely)

Porters?

GEORGE

Didn't you find out anything about the porters?

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CONWAY

Why - I'm sorry - but I-

He starts away from them, but they crowd around him.

AD-LIB

What were you doing all this time?

You've been gone for hours.

GEORGE

For heaven's sake, Bob, what's the matter with you? You went out there for the purpose of-

CONWAY

George. George - do you mind? I'm sorry, but I can't talk about it tonight.

He leaves them.

EXT. GARDEN - NIGHT

223. MED. CLOSE SHOT

Shooting toward garden through open doorway. Conway walks away from the crowd in f.g., all staring at him,

nonplussed.

We see Conway walk through the garden in b.g. and disappear.

224. CLOSEUP - GEORGE IN DOORWAY

He stares at his brother, off, fearfully.

EXT. SOMEWHERE IN THE VALLEY

225. FULL SHOT

Of a pleasant and peaceful place. Conway is walking along moodily, drinking in the pastoral beauty.

226. MED. TRUCKING SHOT WITH CONWAY

As he walks along. He comes to a spot where a man and a woman are tilling the soil, and stops to watch them. The man looks up and, seeing Conway, makes a friendly bow and doffs his hat. Conway also bows. The woman curtsies prettily and smiles. Conway doffs his hat in

acknowledgement.

He is in a cheerful frame of mind and continues his walk - CAMERA CONTINUING WITH HIM. He greets several other people. Upon seeing him, they also bow and doff their hats. Conway does likewise.

EXT. SOMEWHERE IN THE VALLEY - DAY

227. FULL SHOT

Conway is walking along a street in the valley. It is a quaint thoroughfare, unlike anything we have ever seen before. The small, one-story huts along its very narrow sidewalk are of singularly varied architecture - giving the impression of being "homemade." As a result of this, no two are alike. Only one

characteristic

about them is similar - their cleanliness. Something about the atmosphere is fresh and wholesome and peaceful. In front of several of the huts native women sit - some weaving on a tapestry board, some nursing babies, some asleep, and some just sitting. The keynote is

contentment.

228. MED. TRUCKING SHOT

With Conway, walking along. As he passes, the women smile at him in the most friendly fashion. From inside these homes, soft and soothing music emanates. At the end of the street, Conway finally arrives at a garden spot. The suddenness of this is startling, too - because of its beauty. Sighing contentedly, Conway throws himself at the foot of an overhanging tree, and leans against the trunk.

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229. CLOSE SHOT - CONWAY

He throws his head back, shuts his eyes

- in a restful and contemplative mood. He remains this way quietly for a few seconds, when he is attracted by the singing of a chorus of children's voices. He glances around.

230. LONG SHOT

From Conway's angle. In the shadow of a row of overhanging trees which form an arch, a group of fifteen or twenty children sing a hymn, or nursery song - in English. Sondra (the violin girl of previous scenes) stands in front of them, a baton in hand, conducting them.

231. CLOSE SHOT - CONWAY

He smiles at the sight - and springing to his feet starts in their direction.

232. MED. SHOT

Of Sondra and the children, as Conway saunters into the scene behind her. He finds himself a comfortable place under a tree and sits down. The children, still singing, have seen his approach and crane their necks curiously.

233. CLOSE SHOT - SONDRRA

She waves her baton and sings with the children. Then she notices they are being distracted and casually turns her head. She is somewhat startled at seeing Conway, but quickly recovers her composure, and smiles wanly.

234. CLOSE SHOT - CONWAY

He smiles also.

CONWAY

Do you mind?

235. WIDER ANGLE

To include Sondra, Conway and some of

the children. They finish the song,
and Conway applauds. Sondra curtsies
prettily. She turns to the children.

SONDRA

This is Mr. Conway, children.

236. MED. SHOT

In unison the twenty children curtsey.

CHILDREN

(all together - sing-song)

Good morning, Mr. Conway.

CONWAY

How do you do?

CHILDREN

Very well, thank you.

Conway scrambles to his feet and does
an exaggerated bow. Sondra laughs

delightedly.

SONDRA

All right, children. We will now sing-

She lifts her baton and the thin, piping
voices fill the air.

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237. CLOSEUP - CONWAY

He lights a cigarette and, leaning against
a tree, studies Sondra's face - impressed
by her beauty.

238. CLOSEUP - SONDRA

conscious

She slyly glances backward, and a self-smile covers her face.

239. MED. SHOT

As a child from the ranks breaks and comes to Sondra, who leans down to listen to the child - who whispers in her ear. Sondra, murmuring, "Of course, dear" and still waving her baton is, for the moment, uncertain what to do. Then turning to Conway, holds out the baton to him.

SONDRA

Do you mind?

Conway snaps out of his reverie and jumps forward.

CONWAY

Not at all.

He takes the baton from her.

SONDRA

Thank you.

And, taking the child by the hand, she exits.

240. CLOSE SHOT - CONWAY

Conducting the chorus in all seriousness - albeit a trifle awkwardly. He turns his head to watch Sondra, and when he looks forward again, finds himself off-beat. To cover his embarrassment, he smiles foolishly.

241. MED. SHOT

They come to the end of the song, but Conway, whose eyes are searching for Sondra, is oblivious of this and continues to conduct mechanically. The children break into laughter.

242. MED. CLOSE TRUCKING SHOT

With Sondra as she returns with the child clinging to her. As she turns a bend, she looks up, surprised.

243. CLOSE SHOT - SONDRA

As she laughs heartily.

244. CLOSE SHOT - CONWAY

CONWAY

All right, children. Now teacher is going to be very busy this afternoon, so school's dismissed!

The children break into squeals and race off. THE CAMERA FOLLOWS THEM as they cross a footbridge, gleefully doff their clothes and with yelps and cries leap into a stream.

245. MED. SHOT - CONWAY AND SONDRA

Favoring Conway.

CONWAY

Oh, please. I hope you're not going to run away this time.

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SONDRA

(extending her hand)

My name's Sondra.

CONWAY

I hope you'll forgive me for-

He hears curious, fluttering music coming from somewhere.

CONWAY

(looking around)

You know, each time I see you, I hear that music. What is it?

SONDRA

Oh, you mean my pigeons.

THE CAMERA SHOWS PIGEONS swirling overhead.

Sondra pulls a miniature flute from one of her pocket.

SONDRA

(showing him)

It's these little flutes that I attached to their tails. See? Come along with me, and I'll show you how I put them on.

They exit scene.

INT. PIGEON HOUSE

246. MED. CLOSE SHOT

Of a large coop where pigeons are bred and raised. The pigeons flutter around, landing on Sondra and Conway, as she shows him her collection with pride. She grabs one pigeon and ties one of the miniature flutes to its legs.

SONDRA

You see, this is how we tie them on. And by varying the size of the flutes, I can get any notes I wish. The wind does the rest. Here's a little fellow who lost his!

She grabs another pigeon, ties a flute to its legs.

CONWAY

(wonderingly)

Was this your idea?

SONDRA

Yes. Hold this pigeon.

CONWAY

You suggested my being brought here, didn't you? What gave you the idea I'd fit in?

SONDRA

That was easy. I read your books.

CONWAY

Oh, you've read my books. You do more things! What have my books got to do with it?

SONDRA

I saw a man whose life was empty.

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CONWAY

A man whose life was empty!

SONDRA

Oh, I know. It was full of this and full of that. But you were accomplishing nothing. You were going nowhere, and you knew it.

Conway scrutinizes her face intently.

SONDRA

As a matter of fact, all I saw was a little boy whistling in the dark.

CONWAY

A little boy whistling in the dark!?
Do you realize that there is a British

cruiser waiting at Shanghai, smoke pouring out of its funnels, tugging at its moorings, waiting to take Mr. Conway back to London? Do you know that at this minute there are headlines shrieking all over the world the news that Conway is missing? Does that look like a man whose life is empty?

SONDRA

(after a pause)

Yes.

CONWAY

(good-naturedly)

You're absolutely right. And I had to come all the way to a pigeon house in Shangri-La to find the only other person in the world who knew it. May I congratulate you?

She laughs merrily and shakes his hand.

SONDRA

I really only brought you here to show you my pigeons!

CONWAY

Don't worry about the pigeons. From now on, you can put flutes on my tail and bells on my feet!

She turns to leave, and he follows, exiting scene.

DISSOLVE TO:

EXT. SOMEWHERE ON TOP OF A HILL

247. MEDIUM TRUCKING SHOT

Sondra and Conway, walking. This spot is on top of a hill overlooking the splendor of the valley below.

248. CLOSER TRUCKING SHOT

They walk along silently for a few seconds, while Conway studies her face speculatively.

CONWAY

There are so many questions I'd like to ask you, I hardly know where to begin.

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SONDRA

I'll help you. To begin with, you'd like to know what I'm doing here. Whether I was born here.

CONWAY

Thank you.

SONDRA

Well, I was almost born here. It took place in that wild country beyond the pass. My father and mother were in a party of explorers who got lost and wandered around for a year. When Chang found us, only Father and I were alive. But he was too weak to climb the pass. He died on the way. I was brought up here by Father Perrault himself.

CONWAY

Father Perrault! I envy you. I talked to him last night.

SONDRA

Yes, I know.

CONWAY

Father Perrault. Of course I can't quite get used to this age thing.

He steals a sideways glance at her. She is greatly amused.

SONDRA

(satisfying his obvious curiosity)

I'm thirty.

CONWAY

Oh, you're going to make life very simple.

249. MED. SHOT

As they arrive at a scenic overlook.
It is getting toward dusk.

CONWAY

(wonderingly)

It's inconceivable.

SONDRA

What is?

CONWAY

magnificent

All of it. Father Perrault and his
history. This place, hidden away from
the rest of the world, with its glorious
concepts, and now you come along and
confuse me entirely.

SONDRA

I'm sorry. I thought I was to be the
light. But why do I confuse you? Am
I so strange?

CONWAY

On the contrary, you're not strange.
And that in itself is confusing. I have
the same idea about Shangri-La. The
sense that I've been here before, that
I belong here.

SONDRA

I'm so glad.

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CONWAY

I can't quite explain it, but everything is somehow familiar. The very air that I breathe. The Lamasery, with its feet rooted in the good earth of this fertile valley, while its head explores the eternal. All the beautiful things I see, these cherry blossoms, you - all somehow familiar.

(chuckles to himself)

I've been kidnapped and brought here against my will. A crime, a great crime, yet I accept it amiably, with the same warm amiability one tolerates only from a very dear and close friend. Why? Can you tell me why?

SONDRA

Perhaps because you've always been a part of Shangri-La without knowing it.

CONWAY

I wonder.

SONDRA

I'm sure of it. Just as I'm sure there's a wish for Shangri-La in everyone's heart. I have never seen the outside world. But I understand there are millions and millions of people who are supposed to be mean and greedy. Yet I just know that secretly they are all hoping to find a garden spot where there is peace and security, where there's beauty and comfort, where they wouldn't have to be mean and greedy. Oh, I just wish the whole world might come to this valley.

CONWAY

Then it wouldn't be a garden spot for long.

She laughs as they exit scene.

EXT. SOMEWHERE IN SHANGRI-LA[14]

250. TRUCKING SHOT

Barnard is bringing a reluctant Lovett along on an excursion into the Valley. They pass friendly natives and farmers at work.

LOVETT

I don't know why I associate with you, Mr. Barnard - or Mr. Chalmers Bryant - or Mr. Embezzler - or whatever your name may be.

BARNARD

Just call me Barney.

LOVETT

Barney? Why should I? Never! We have nothing in common. Hmmpf, Barney! What effrontery!

BARNARD

Okay, Lovey.

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LOVETT

And this trip to the valley. I can't imagine why I'd allow you to drag me down here. Why, we don't know anything about these people. We're not even armed!

BARNARD

They're very nice people - except that they've got horns.

LOVETT

(alarmed at first)

Horns?

Barnard points to shepherders with their long horns.

BARNARD

(chuckles)

Yeah. You know.

LOVETT

Horns? What kind of horns?

Lovett sees his point, starts to chuckle, but still looks wary.

BARNARD

Here, here! Come on. They won't hurt you.

DISSOLVE TO:

EXT. A WATERFALL

251. MEDIUM SHOT

Barnard has encountered some beautiful native girls, and they have surrounded him with their hospitality - plying him with wine and food. Lovett is off scene.

BARNARD

Okay, honey, all I want is a glass of wine! Thanks very much.

NATIVE GIRL

Please sit down.

BARNARD

This is fine. This is swell. No, just a drink. I've been walking and I'm a little thirsty, you see? That's all

right. I don't just happen to be very hungry. Say look, all I asked for was a glass of water. Look here, I've got to have some help with this.

(looking around anxiously)

Now, Lovey! Where is Lovey?

252. CLOSE SHOT

Of Lovett, lagging behind and missing out on all the fun.

LOVETT

Mr. Barnard?

253. MEDIUM SHOT

Favoring Barnard as Lovett comes into view.

BARNARD

Hey Lovey, come here! Lovey, I asked for a glass of wine and look what I got. Come on, sit down.

? 542 ?

LOVETT

So that's where you are. I might of known it. No wonder you couldn't hear me.

BARNARD

You were asked to have a glass of wine. Sit down!

LOVETT

And be poisoned out here in the open?

BARNARD

Certainly not!

NATIVE GIRL

(to Lovett)

For me, won't you please have a glass of wine?

LOVETT

I never drink wine in the daytime.

BARNARD

(as he is poured a glass anyway)

There you are!

LOVETT

(raising the glass to his lips)

This doesn't obligate me in any way.

NATIVE GIRL

No.

DISSOLVE TO:

EXT. A CLEARING

254. FULL SHOT

A merry Lovett has had too much to drink. Now he is entertaining a group of native children, who are huddled at his feet. Other natives watch the entertainment. Bernard, watching from one side, is losing patience.

LOVETT

-then the bears came right into the bedroom and the little baby bear said, "Oh, somebody's been sleeping in my bed." And then the mama bear said, "Oh dear, somebody's been sleeping in my bed!" And then the big papa bear, he roared, "And somebody's been sleeping in my bed!" Well, you have to admit the poor little bears were in a quandary!

BARNARD

I'm going to sleep in my bed. Come on, Lovey!

LOVETT

(continuing)

They were in a quandary, and-

BARNARD

Come on, Lovey.

? 543 ?

LOVETT

Why? Why 'come on' all the time? What's the matter? Are you going to be a fuss budget all your life? Here, drink it up! Aren't you having any fun? Where was I?

BARNARD

In a quandary.

They all laugh.

LOVETT

I'm telling this story! I'm telling it.

(continuing)

Yes, the poor little bears didn't know what to do, you see, because somebody had been sleeping in their bed.

A CHILD IN THE AUDIENCE

Who slept in their beds?

NATIVE GIRL

(the one who poured him a drink of wine—alluringly)

Who was it, Lovey?

LOVETT

(smitten)

Oh, you call me Lovey, eh?

(to Barnard)

Look at those eyes? There's the devil
in those eyes!

DISSOLVE TO:

INT. LOVETT'S BEDROOM

255. CLOSE SHOT

Following Lovett as he enters, unusually chipper, singing "Here we go gathering nuts in May . . ." He is in such a good mood that he improvises the lyrics, putting Shangri-La in with his la-la-las. After glancing out the window, Lovett sits down and pulls out his journal. He writes:

INSERT:

APRIL 4TH

**24TH DAY AT SHANGRI-LA. FEEL SO GOOD
I COULD SOW A WILD OAT-**

He pauses, looks up, opens the compact box at his side and looks at himself confidently and admiringly in the mirror. Returning to his journal, he adds:

INSERT:

-OR TWO.

EXT. GARDEN - DAY

256. MED. SHOT (MOVING)

With George as he disconsolately walks. He is startled by the sound of Maria's

voice calling him. CAMERA PANS with him as he crosses to a sheltered spot where Maria sits on a garden bench.

? 544 ?

GEORGE

Hello, Maria.

He fumbles for a cigarette.

257. MED. CLOSE SHOT

MARIA

(a little hurt)

You promised to come for tea yesterday.
I waited for so long.

GEORGE

I'm sorry.

(chagrined to discover he has no cigarettes left)

I haven't even got any cigarettes left!

MARIA

I'll make some for you!

(pleading)

You will come today?

GEORGE

(after a pause)

Perhaps.

MARIA

(tenderly)

Please say you will. The days are so very long and lonely without you.

(a whisper)

Please . . .

GEORGE

All right, I'll be there.

MARIA

(happily)

Thank you.

GEORGE

(suddenly)

You'll tell me some of the things I want to know, won't you? You'll tell me who runs this place. And why we were kidnapped. And what they're going to do with us!

258. CLOSEUP - MARIA

From the moment he starts to speak, her face clouds. George's voice continues without interruption.

GEORGE'S VOICE

Chang's been lying about those porters, hasn't he?

She runs off, frightened.

INT. ELSEWHERE IN THE GARDEN

259. MED. CLOSE SHOT

Following Conway and Sondra as they stroll peacefully hand in hand amongst the sculpted shrubbery and rows of flowers. There is a sudden pealing of bells. The two of them look off and pause, their gaze momentarily captured by

picturesque

snowcapped peaks in the distance.

? 545 ?

CONWAY

(moved)

Beautiful! I'm waiting for the bump.

SONDRA

Bump?

CONWAY

When the plane lands at Shangri-La and wakes us all up.

She gives him a pinch.

CONWAY

Ouch!

SONDRA

(chuckling)

You see, it's not a dream.

CONWAY

You know, sometimes I think that it's the other that's the dream. The outside world. Have you never wanted to go there?

SONDRA

Goodness, no. From what you tell me about it, it certainly doesn't sound very attractive.

CONWAY

It's not so bad, really. Some phases are a little sordid, of course. That's only to be expected.

SONDRA

Why?

CONWAY

Oh, the usual reasons. A world full of people struggling for existence.

SONDRA

Struggling, why?

CONWAY

Well, everybody naturally wants to make a place for himself, accumulate a nest egg, and so on.

SONDRA

Why?

CONWAY

You know, if you keep on asking that, we're not going to get anywhere. And don't ask me why.

SONDRA

I was just going to.

CONWAY

It's the most annoying word in the English language. Did you ever hear a child torture his parent with it?

? 546 ?

(mimicking)

Mother's little darling musn't stick her fingers in the salad bowl. Why? Because it isn't lady-like to do that. Why? Because that's what forks are made for, darling.

SONDRA

(joining in)

Why, mother?

CONWAY

Because mother read it in a book somewhere,
and if mother's little darling doesn't
take her fingers out of the salad bowl
this instant, mother's going to wring
her little neck.

Sondra laughs heartily.

SONDRA

(teasingly)

Would you like to wring my little neck?

CONWAY

I'd love it!

SONDRA

Why?

Conway makes a grab for her and she
spurts away. He chases her across part
of the garden, and past the fountain
catches up with her. He reaches to place
his hands around her neck.

SONDRA

(laughing)

I'm sorry. I'm very sorry.

He hesitates, studying her intently.

260. CLOSE-UP

They kiss.

SONDRA

(when they break)

I've thought about it for years.

(softly)

I knew you'd come. And I knew if you did - you'd never leave.

(a whisper)

Am I forgiven for sending for you?

CONWAY

Forgiven.

(a pause)

You know, when we were on that plane, I was fascinated by the way its shadow followed it. That silly shadow racing along over mountains and valleys, covering ten times the distance of the plane. It was always there to greet us with outstretched arms when we landed. And I've been thinking that somehow you're that plane, and I'm that silly shadow. That all my life I've been rushing up and down hills, leaping rivers, crashing over obstacles, never dreaming that one day that beautiful thing in flight would land on this earth and into my arms.

? 547 ?

They kiss again.

DISSOLVE TO:

INT. LIVING ROOM

261. MEDIUM SHOT

Chang is being visited by Lovett, who has lost his petrified manner.

LOVETT

Amazing, Mr. Chang. This place is amazing! And that marble quarry in the valley is simply magnificent. Oh, I've looked around. I've seen everything. Your

and your cloth-weavers - they all seem so very, very happy.

CHANG

Yes.

LOVETT

You may not know it, Mr. Chang, but right here you have Utopia.[15]

CHANG

You've very kind Mr. Lovett.

262. CLOSE SHOT - THE TWO

LOVETT

I don't mean it in that sense. I only give credit where credit is due.

(pauses - sincerely)

Er, Mr. Chang, I'm very anxious to have you realize that I never for a moment believed that ridiculous kidnapping story.

CHANG

Oh, I'm so glad.

LOVETT

Simply preposterous. Do you know what I did last night? Last night, Mr. Chang, I held a sort of a self-inventory. I said to myself last night, Mr. Chang, I said, "Lovey"-

(catches himself - looks around)

Mr. Lovett! "Mr. Lovett," I said, "you are an ungrateful fool . . . "

CHANG

Why, no.

LOVETT

"Ungrateful fool . . . !" Those were my very words to myself last night. "Here are these people in Shangri-La doing everything in their power to make our stay comfortable and happy and I haven't done one single thing to show my appreciation."

CHANG

Now, what would you like to do?

? 548 ?

LOVETT

Well, Mr. Chang, I thought, with your permission of course, and while I'm waiting for these porters, I would like to organize classes for those children in the valley and teach them something practical and something useful. Geology.

CHANG

Splendid!

LOVETT

Isn't it? Isn't it! You know I was a professor for twenty years? - and a very good one.

CHANG

I'm sure you were. When would you like to start?

LOVETT

Oh, immediately.

CHANG

(offering his handshake)

Then it's done.

LOVETT

Oh, thank you. Thank you!

CHANG

Thank you.

EXTERIOR GARDEN

263. MEDIUM SHOT

Conway sits on a bench - Barnard leans over him, showing him a map - a-twitter with an idea.

BARNARD

You see? You get the idea? From this reservoir here I can pipe in the whole works. Oh, I'm going to get a great kick out of this. Of course it's just to keep my hand in, but with the equipment we have here, I can put a plumbing system in for the whole village down there. Can rig it up in no time.

(aghast)

Do you realize those poor people are still going to the well for water?

264. CLOSER SHOT - THE TWO

CONWAY

(a twinkle in his eye)

It's unbelievable.

BARNARD

Think of it! In times like these.

CONWAY

Say, what about that gold deal?

BARNARD

Huh?

? 549 ?

CONWAY

Gold. You were going to-

BARNARD

(interrupting)

Oh - that! That can wait. Nobody's going to run off with it.

(full of business)

Say, I've got to get busy. I want to show this whole layout to Chang.

(exiting)

So long. Don't you take any wooden nickels.

CONWAY

All right.

He disappears. We hear him whistling, something joyous. Probably "The Old Gray Mare Ain't What She Usta Be"-

265. CLOSEUP - CONWAY

As he watches Barnard go, pleased at the metamorphosis that's taking place in him. Suddenly he sees George and jumps up.

CONWAY

George.

266. MED. LONG SHOT

From Conway's angle. George has just made his appearance.

CONWAY

George!

George keeps on going and Conway runs

toward him.

267. MED. CLOSE SHOT

As Conway catches up to George—and takes him by the arm.

CONWAY

(sincerely)

George - you're behaving like a child. You haven't opened your mouth in two weeks.

GEORGE

(coldly)

I don't see that there's anything to say.

And releasing his arm, he leaves Conway abruptly.

268. CLOSEUP - CONWAY

As a look of deep pain comes into his face. He stands for several seconds - looking helplessly - and despairingly in George's direction.

FADE OUT:

FADE IN

INT. LIVING ROOM

269. MEDIUM SHOT

Chang and Conway playing chess. Conway leans over the board, a faraway expression on his face. Chang leans over - moves a 'man' into position.

? 550 ?

CHANG

I'm afraid that does it.

Conway looks up - aroused from his reverie.

He glances over the board.

CONWAY

Yes. I'm afraid it does.

CHANG

Shall we have another?

CONWAY

(rises)

No thanks. Not tonight if you don't mind.

He crosses to a window and glances out. Chang looks up and sees Maria in doorway.

CHANG

Come in, my dear.

270. CLOSE SHOT - MARIA

In doorway. She seems slightly embarrassed.

MARIA

Sorry. I didn't mean to interrupt.

(self-consciously)

I thought Mr. Conway's brother was here. Excuse me.

She leaves.

271. CLOSE SHOT - CONWAY AND CHANG

CHANG

Charming, isn't she?

CONWAY

Yes, charming.

CHANG

Your brother seems quite fascinated by her.

CONWAY

Why not? She's an attractive young woman.

CHANG

Young? She arrived here in 1888. She was 20 at the time. She was on her way to join her betrothed - when her carriers lost their way in the mountains. The whole party would have perished but for meeting some of our people.

CONWAY

(hands in the air)

Amazing! She still doesn't look over 20. When is she likely to grow old in appearance?

CHANG

Not for years. Shangri-La will keep her youthful indefinitely.

CONWAY

Suppose she should leave it?

? 551 ?

CHANG

Leave Shangri-La! That's not likely. You couldn't drive her out.

CONWAY

No, I mean about her appearance. If she should leave the valley - what would happen?

CHANG

Oh, she'd quickly revert in her appearance to her actual age.

CONWAY

(shaking his head)

It's weird.

(a pause)

Chang, how old are you?

CHANG

Age is a limit we impose upon ourselves. You know, each time you Westerners celebrate your birthday, you build another fence around your minds.

They are interrupted by the entrance of George.

GEORGE

(stridently)

Oh, there you are! You're just the man I'm looking for.

272. WIDER ANGLE

As George comes up to them. He is livid with rage. He crosses directly to in front of Chang.

GEORGE

A fine trick! Smart, aren't you? What a pack of lies you told us about those porters! Of course the minute they arrive, we can make arrangements to leave. If they take us. But you knew very well you'd tell them not to!

273. THREE SHOT - FAVORING GEORGE

CHANG

Now, my dear boy. You shouldn't-

GEORGE

(snapping at him)

You've been lying to us ever since we got here! Apparently it's worked with some people. Perhaps it's because they lack the courage to do anything about it. But not me, Chang. You're up against the wrong man. I'll get out of here, if I have to blow this fantastic place into the valley! I'll get out—porters or no porters!

And with this threat, he storms out of the room.

CHANG

You must prevail upon him not to attempt the journey. He could never get through that country alive.

? 552 ?

CONWAY

(tensely)

I can't let him go alone. It's suicide!

He exits abruptly. Chang watches him depart, deeply upset.

INT. HIGH LAMA'S CHAMBER

274. MEDIUM SHOT

Conway sits in the same place before the Lama.

LAMA

Yes, of course, your brother is a problem. It was to be expected.

CONWAY

I knew you'd understand. That's why I came to you for help.

LAMA

You must not look to me for help. Your brother is no longer my problem. He is now your problem, Conway.

CONWAY

Mine?

LAMA

Because, my son, I am placing in your hands the future and destiny of Shangri-La.

(pause)

For I am going to die.

There is a pause during which Conway cannot conceal his amazement at this simple statement.

LAMA

I knew my work was done when I first set eyes upon you.

275. CLOSEUP - CONWAY AND LAMA

Conway is too awed and impressed to utter a sound. The High Lama finally resumes.

LAMA

I have waited for you, my son, for a long time. I have sat in this room and seen the faces of newcomers. I have looked into their eyes and heard their voices - always in hope that I might find you. My friend, it is not an arduous task that I bequeath, for our order knows only silken bonds. To be gentle and patient, to care for the riches of the mind, to preside in wisdom, while the storm rages without.

CONWAY

Do you think this will come in my time?

? 553 ?

276. MED. CLOSE SHOT - THE TWO

HIGH LAMA

You, my son, will live through the storm. You will preserve the fragrance of our history, and add to it a touch of your own mind. Beyond that, my vision weakens.

(pause - magisterially)

But I see in the great distance a new world starting in the ruins - stirring clumsily - but in hopefulness, seeking its vast and legendary treasures. And they will all be here, my son, hidden behind the mountains in the Valley of the Blue Moon, preserved as if by a miracle.

The voice of the Lama, toward the last, seems to fade out. Conway, thoroughly engrossed, half-consciously waits for it to continue. Following a protracted silence, he slowly turns toward the Lama. A breeze blows through the room, ruffling curtains on the window.

277. CLOSE SHOT - THE HIGH LAMA

From whose face the glow has faded. There is nothing left but a dark-shadowed mask.

278. CLOSEUP - CONWAY

He stares, uncertainly, for a long while, with a slow realization that the High Lama is dead. Quite unaware that he is being moved emotionally, tears well up in his eyes. While still sitting this way, unable to stir, he becomes conscious of activity around him.

279. MEDIUM SHOT

As two servants, unbeckoned, arrive

- only to peer, solemn-faced, at the Lama. Then, in intervals of seconds, groups of Lamas, hitherto unseen, enter softly and silently, and gather around the High Lama. We hear indistinguishable murmurs that might or might not be prayers. Conway is only vaguely aware of their presence - and after a few moments, scarcely conscious of what is actuating his movements, he drifts away from the murmuring Lamas, and walks in the direction of the door.

DISSOLVE TO:

INT. BARNARD'S ROOM

280. MEDIUM SHOT

Barnard and Gloria are on their knees on the floor. Before them they have spread a large map or chart. Barnard is enthusiastically out - lining his plans.

BARNARD

Look, honey. We run the pipes through here, and we connect with the main water line here.

GLORIA

Pipes? Where are you going to get pipes?

BARNARD

Oh, that's a cinch. I'll show them how to cast pipes out of clay.

This is as far as they get for George at this moment barges in.

? 554 ?

GEORGE

There you are! Barnard, you'd better get your things together. We're leaving.

BARNARD

Leaving?

GEORGE

Yes. I've just been talking with the porters. They're going to take us. We've got clothing, food, everything. Come on!

BARNARD

When are you going to start?

GEORGE

Right this very minute! The porters are waiting for us on the plateau. And that Chinaman thought he could stop me. Come along.

BARNARD

I think I'll stick around. I'll leave with the porters on their next trip.

GEORGE

You mean you don't want to go?

BARNARD

Well - I'm-

GEORGE

I see. You're afraid of going to jail, eh?

BARNARD

Well, no. You see, I got this plumbing business-

GEORGE

All right! If you insist on being an idiot, I'm not going to waste time coaxing you.

(to Gloria)

How about you?

BARNARD

Oh, no - you don't want to go yet, honey.

(before she can answer)

She'll stick around too.

(to Gloria)

Is that right?

GLORIA

(beaming)

If you want me to!

BARNARD

Sure - sure. Don't you worry. I'll take care of you.

GEORGE

All right, suit yourself. But just remember you had your chance.

? 555 ?

As he starts out, Lovett enters.

GEORGE

How about you? Do you want to go?

LOVETT

Go? Where?

GEORGE

Home. Away from here. I've got porters to take us back.

281. CLOSE TWO SHOT - GEORGE AND LOVETT

impossible.

LOVETT

Oh, my dear boy, I'm sorry. That's
Why, I have my classes all started.

GEORGE

(irritably)

I don't care what you've got started.
Do you want to go?

LOVETT

Well - no - I think I'd better wait.
Yes, yes. I will. I'll wait.

GEORGE

(grumbling as he goes)

You'll wait till you rot!

LOVETT

(glowering after him)

Yes.

(does a double-take)

Barney!

BARNARD

Lovey!

Lovett immediately dismisses George
from his mind and his face brightening,
he starts toward Barnard and Gloria.

282. MED. CLOSE SHOT

As Lovett joins the two on the floor.

LOVETT

Hello, Gloria.

GLORIA

Hello.

LOVETT

Barney, I've just finished translating one of the most interesting old tablets you can imagine. It told me all about the origin of the Masonic symbols and-

BARNARD

That's swell, Lovey. I want to show you something. Look!

He proudly displays his map.

? 556 ?

LOVETT

Oh my, isn't that pretty! What is it?

BARNARD

Plumbing. Everything modern. I'm going to run pipes all through the village-

As all three heads go into a huddle.

INT. CONWAY'S ROOM

283. CLOSE SHOT

Conway stands in front of a window - his arms extended across - peering out moodily. He is watching a solemn and slow-moving procession of torchlight-bearers - the funeral rites of the High Lama - accompanied by ceremonial music and drum-beating.

284. LONG SHOT

Shooting over his shoulder.

Getting his view of the magisterial procession.

285. CLOSE SHOT

Conway, as he thoughtfully surveys the surroundings of which he has just become master.

286. CLOSE SHOT - AT DOOR

George appears in the doorway. He looks around and spies Conway. For a moment he stands uncertainly, and finally enters.

GEORGE

(softly)

Bob—

287. MEDIUM SHOT

As Conway turns - and seeing him, evinces no emotion whatsoever.

CONWAY

(a murmur)

Hello, George.

George looks at him peculiarly. Conway's behavior is odd in view of their strained relationship.

GEORGE

Well, you can stop worrying about everything now, Bob. I've made arrangements to leave. If you'll let me close that window, I can talk to you. That noise is driving me crazy.

He closes the window.

GEORGE

I said we're getting out of here. Back to civilization. I made a deal with

the porters. They brought in a load of books or something, and they're leaving tomorrow at dawn. They're waiting for us five miles outside the valley. Come on, get your things together. Where's your top coat?

288. CLOSE SHOT - THE TWO

CONWAY

You can't leave, George.

? 557 ?

GEORGE

Why not? What's going to stop me?

CONWAY

(pleading)

You mustn't. You've got to stay here now.

GEORGE

(sharply)

Stay here?!

(more softly)

What's the matter with you, Bob? You've been acting strangely ever since we came here.

(no response from Conway)

I've never seen you like this. Why can't we leave? What's stopping us?

Conway combats an impulse to tell him the whole story.

CONWAY

(impulsively)

Something grand and beautiful, George. Something I've been searching for all

my life. The answer to the confusion and bewilderment of a lifetime. I've found it, George, and I can't leave it. You mustn't either.

GEORGE

I don't know what you're talking about. You're carrying around a secret that seems to be eating you up. If you'll only tell me about it.

CONWAY

I will, George. I want to tell you. I'll burst with it if I don't. It's weird and fantastical and sometimes unbelievable, but so beautiful!

(pause)

Well, as you know, we were kidnapped and brought here . . .

While he is speaking, we slowly

DISSOLVE TO:

289. SAME SCENE:

As Conway is concluding his story.

CONWAY

. . . And that's the whole story, George. He died as peacefully as the passing of a cloud's shadow. His last words to me were, "I place in your hands, my son, the future and destiny of Shangri-

La."

Now you know why I can't leave.

George listens to him intently, his face a mask of apprehension. He stares at his brother for some time and finally rises and walks around for a few moments.

GEORGE

(running his hand through his hair)

Well, I - I really don't know what to say. Except that you must be completely mad.

? 558 ?

CONWAY

So you think I'm mad?

GEORGE

What else can I think after a tale like that? Good heavens, Bob, things like that don't happen today. We're living in the twentieth century.

CONWAY

So you think it's all nonsense, huh?

290. MED. SHOT - THE TWO

GEORGE

I think you've been hypnotized by a lot of loose-brained fanatics. Why, I wouldn't believe it if I heard it in an English monastery. Why should I swallow it here in Tibet? How do you know the things they told you are true? Did they show you any proof?

CONWAY

I don't need any proof.

GEORGE

(contemptuously)

I knew there was a reason I hated this place. I'd give half my life to fly over it with a load of bombs just for what they've done to you. How do you know the things they told you are true? Did they show you any proof? All this talk about the Lamas being hundreds of years old. How do you know? Did you

see their birth certificates?

(some more pacing)

I can't believe it, Bob. A bunch of decrepit old men sit around and dream about reforming the world. And you, Bob Conway - two-feet-on-the-ground Conway - want to join them. It's horrible.

CONWAY

Is that all my story meant to you?

GEORGE

What else could it mean to me? It's obviously a lot of bunk.

CONWAY

Then you'd better go, George. This is no place for you.

GEORGE

It's no place for you, Bob. Think of what's waiting for you. Do you want to stay here until you're half dead? Until your mind starts corroding like the rest of them?

CONWAY

Please, George. I don't want to talk about it anymore.

? 559 ?

GEORGE

You've got to talk about it. What about me? You said they stole that plane to bring you here. I didn't want to come. You owe me some responsibility.

CONWAY

I'm tired of owing you things. You're free to go. Go ahead.

GEORGE

(suddenly)

It's that girl - that girl has twisted
and turned-

CONWAY

Enough! Never mind the girl!

(a tense moment of silence)

Well, why don't you go?

Conway has sunk into a chair. George
kneels before him, pleading.

GEORGE

Look here, Bob, Ever since I can remember,
you've looked after me. Now I think
you're the one that needs looking after.
I'm your brother, Bob. If there's something
wrong with you, let me help you.

CONWAY

(a murmur)

Oh, George . . .

GEORGE

Besides, I - I don't feel like making
that trip alone, Bob.

CONWAY

George, you couldn't possibly stay here,
could you?

GEORGE

I'd go mad!

CONWAY

(after a moment's hesitation)

George, I may be wrong, I may be a maniac.

But I believe in this, and I'm not going to lose it.

(warmly)

You know how much I want to help you, but this is bigger, stronger if you like than brotherly love. I'm sorry, George. I'm staying.

GEORGE

(after a long pause)

Well, I can't think of anything more to say. Goodbye, Bob.

They shake hands warmly. George turns to leave.

? 560 ?

CONWAY

(just as George reaches the door)

George, are you sure of the porters? About their taking care of you, I mean?

GEORGE

(turning back)

Oh yes. It's all set. Maria made the arrangements.

CONWAY

(glances up - surprised)

Maria?

GEORGE

Yes, the little Russian girl.

CONWAY

What's she got to do with it?

GEORGE

She's going with me.

Conway looks his extreme amazement.

CONWAY

(suddenly - wild)

George, you're crazy!

As he says this he jumps to his feet.
George is startled by his tone and manner.

CONWAY

(wheeling)

You can't take her away from here!

GEORGE

(confidently)

Why not?

CONWAY

(strongly)

Because you can't. Do you know what
will happen to her if she leaves Shangri-La?
She's a fragile thing that can only
live where fragile things are loved.
Take her out of this valley and she'll
fade away like an echo.

GEORGE

(slowly)

What do you mean - "fade away like an
echo"?

CONWAY

She came here in 1888!

291. CLOSE SHOT - THE TWO

Favoring George. He laughs hollowly. He runs his hand through his hair. He stares unbelievably at Conway.

GEORGE

This would be funny - if it wasn't so pathetic. Why, she isn't a day over twenty!

? 561 ?

CONWAY

You're wrong, George.

GEORGE

I'm not wrong. She told me so. Besides, she wouldn't have to tell me. I'd know anyway.

(significantly)

I found out a lot of things last night.

(quickly)

I'm not ashamed of it either. It's probably one of the few decent things that's ever happened in this hellish place.

292. MED. CLOSE SHOT - THE TWO

Conway stares at him.

GEORGE

(cynically)

So everyone is serenely happy in Shangri-La? Nobody would ever think of leaving?

(vehemently)

It's all just so much rot! She's pleaded with me ever since I came here to take her away from this awful place. She's

cried in my arms for hours, for fear I'd leave her behind. And what's more, she's made two trips to the plateau to bribe the porters - for me!

CONWAY

(doesn't want to believe it)

I don't believe it! I don't believe a word of it!

GEORGE

All right. I'll prove it to you! You believe everything they've told you - without proof! I'll prove my story!

As he speaks he has crossed to door leading to adjoining room. Conway's eyes are glued on him.

GEORGE

Come in a minute.

After a few seconds Maria appears in the doorway and stands there timidly.

GEORGE

Come in.

She steps forward.

293. MED. SHOT - THE THREE

GEORGE

(shrewdly)

I've got some bad news for you, Maria. My brother and I have decided we can't take you along.

Maria's face collapses.

? 562 ?

MARIA

(small, frightened voice)

You can't take me?

She rushes to George and throws her arms around him.

MARIA

But you promised me! You promised to take me with you!

Over her shoulder George looks victoriously at Conway, who cannot believe his ears. Suddenly Maria wheels on Conway.

MARIA

It's all your fault! It was all arranged until he spoke to you! Why can't you leave us alone?

CONWAY

Do you mean to tell me you want to leave Shangri-La?

MARIA

I'll die if I have to stay here another minute! I've waited a long time for this chance to go, and you're not going to stop me now. If I have to, I'll go alone. It was I who bribed the porters. If it weren't for me, you'd never get out!

CONWAY

I thought the porters had instructions from the High Lama not to take anyone.

MARIA

The High Lama? Who pays any attention to him? The porters laugh at the High Lama. All they want to know is how much gold he will give them. Well, I gave them more gold. I've been stealing it for a year. I'd do anything to get out

of this place. To get away from that High Lama - the one who calls himself Father Perrault! Why, he's been insane for years!

CONWAY

Father Perrault is dead.

MARIA

He's dead? That's fine. You won't see me shedding any tears over him!

(pleading)

Oh George, you must take me with you!

CONWAY

(quietly)

Aren't you afraid to leave? You don't want to look like an old woman, do you?

MARIA

Old woman? Chang told you that, didn't he?

CONWAY

Yes.

? 563 ?

MARIA

I thought so! He tells everyone I'm old. He wants them to stay away from me. He can't stand it when anyone comes near. He's punished me for every minute I've spent with George. If it weren't for him, I would have been out of here long ago, but he always stops me. Six months ago, I tried to escape and he locked me in a dark room. I nearly went crazy.

(pause)

Look at me, Mr. Conway, do I look like an old woman? Is this the skin of an old woman? Look into my eyes and see if these are the eyes of an old woman?

GEORGE

She was kidnapped and brought here two years ago just as we were, Bob.

CONWAY

(thrown)

I don't believe it! I can't believe it. She's lying.

(wildly)

You're lying. You're lying! Every word you've been saying is a lie! Come on, say it!

He has backed her into a corner and is nearly throttling her.

CONWAY

You're lying, aren't you?

MARIA

No, Mr. Conway, I'm not lying. What reason could I have for lying? The chances are that we'll never come out of that horrible trip alive, but I'd rather die out there in a snowstorm and be buried alive, than to stay here one more minute now.

Thoroughly disillusioned, Conway emits a few cynical chuckles - shakes his head - stares blankly for a moment.

CONWAY

(dead voice)

You say the porters are waiting for

us?

GEORGE

Yes.

CONWAY

The clothes?

GEORGE

(alertly)

Yes, everything!

CONWAY

What about the others?

? 564 ?

GEORGE

I've already asked them. They're afraid to make the trip. We'll have to send an expedition back after them.

CONWAY

(business-like)

Come on! We're wasting time!

Conway dashes around and collects his things.

MARIA

Are you taking me?

CONWAY

Yes, of course. Certainly. Come on!

They start out the door and we . . .

DISSOLVE TO:

EXT. IN THE GARDEN

294. MED. CLOSE TRUCKING SHOT

Conway, George and Maria on their way out of the main building. The funeral procession continues around them. The two men walk together, Maria behind. George is cheerful and buoyant.

GEORGE

It won't be long now before we're in London. Can't you just see everyone when we pop out of the blue!

Conway's jaw is set grimly.

295. MED. SHOT

As Conway, George and Maria continue.

GEORGE

We'll have them breathless when they hear our story.

While he speaks, Conway turns his head around, looking for a glimpse of Sondra.

296. MEDIUM SHOT - CHANG

As he hurries out of the building and looks out at them from a roof terrace.

297. CLOSE SHOT - MOVING WITH CONWAY

As he continues to look back in Sondra's direction, although he keeps in step with George.

GEORGE'S VOICE

You had me worried for a while. I thought you were gone completely.

Conway turns his head away.

298. THREE SHOT (MOVING)

Conway, George and Maria. George glances up at Conway.

? 565 ?

GEORGE

(sincerely - grinning)

Lucky thing for me you snapped out of it, too. You saved my life. I never could have made it alone.

CONWAY

What was that?

GEORGE

I was saying-

CONWAY

Can't you shut up? Must you go on babbling like an idiot?

George looks up, startled.

299. LONG SHOT

Sondra has come running out to stand anxiously beside Chang.

300. MED. CLOSE SHOT

Sondra and Chang.

SONDRA

What's happened? Where's Bob?

CHANG

He's going, my child.

SONDRA

Going?

CHANG

But he will return.

SONDRA

Oh no! No! Bob!

Shouting, she rushes off and the CAMERA FOLLOWS HER as she races down a long flight of stairs, calling out Conway's name.

301. TRUCKING CLOSEUP - SONDRA

As she runs, calling out Conway's name and weeping.

302. A SERIES OF SHOTS

accompanied

Showing Conway, George and Maria -

by a dozen or more porters - as they approach the mountain opening where they first entered Shangri-La.

303. CLOSEUP - CONWAY

He hesitates at the opening, looks back one more time. His eyes show confusion and defeat. George, ahead, calls out to him to hurry.

304. TRUCKING MEDIUM SHOT - SONDRA

As she stumbles up the trail to the opening, minutes behind. The wind howls on the other side. She cries and weeps, calling out Conway's name, but he can no longer be seen.

? 566 ?

DISSOLVE TO:

305. A SERIES OF SHOTS

Which should be a group of portraits - showing the group's seemingly impossible journey back to civilization. These pictures should be accompanied by music in the appropriate mood.

306. NIGHT SHOT

Accompanied by the porters, they trudge laboriously through snow-ridden plains.

DISSOLVE TO:

307. DAY

The whole caravan are seen in the distance, clambering up a mountain-side - hoisted by ropes.

DISSOLVE TO:

308. NIGHT

In the middle of a vast plain. They attempt to put up tents, which proves futile, as a raging snowstorm rips the canvas from its moorings.

DISSOLVE TO:

309. DAY

The large group are seen lowering themselves in single file down a ledge alongside a ravine. The wind howls.

DISSOLVE TO:

310. DAY

A mountain pass somewhere with a hailstorm swiping viciously across their faces. They edge their way pre-cautiously across a narrow ledge. Suddenly the girl loses her bearings - slips - screams - and is caught by Conway just in time to save her from falling down the side of the jagged mountain.

DISSOLVE TO:

311. MED. SHOT - NIGHT

Maria has one arm around George and the other around Conway - limping. She has her head down. They trudge silently. The porters are off in the distance,

leaving them behind.

MARIA

(collapsing)

I can't stand it. I can't go on anymore!
I've got to rest.

She stumbles and they help her up. George
looks off toward the porters helplessly.

MARIA

(hysterical)

How long is this going to go on? I can't
stand it, I say.

312. MED. SHOT

Of the porters, laughing at their distress.

? 567 ?

313. MED. SHOT - THE THREE

GEORGE

Bob, can't you get them to wait for
us? They're leaving us farther behind
every day.

CONWAY

There's nothing that would suit them
better than to lose us, but we must
go on.

(to Maria - gently)

Come on.

MARIA

No, I can't! I can't! You've got to
let me rest! You've got to let me rest!

CONWAY

(calling out to the porters)

Hey!

314. MED. SHOT

Of the porters, still laughing. The lead porter whips out a gun and fires at them for sport.

315. MED. SHOT - THE THREE

They are in no danger. The porters are too far off.

GEORGE

(contemptuously)

Target practice again! One of these days they're going to hit us.

CONWAY

(wryly)

As long as they keep on aiming at us, we're safe.

(to Maria)

Come now, child.

They start to move again.

316. MED. SHOT

Of the porters. They are still laughing, and now others have drawn out their guns. Firing off wildly, they trigger an ominous thunder overhead.

317. MED. SHOT - THE THREE

Looking up, they see an avalanche beginning.

318. A SERIES OF SHOTS

Of the avalanche, picking up strength and fury as it crashes downhill, sweeping

over the porters and crushing them to death.

319. CLOSE SHOT - THE THREE

An immense silence comes over them. Conway and George can only stare, dazed and frightened. The only sound is Maria, sobbing.

DISSOLVE TO:

320. MEDIUM SHOT - DAY

A scene in which Conway carries the girl on his back. George walks behind. The wind continues to howl.

? 568 ?

321. CLOSEUP - GEORGE

Staring at the girl's face as it hangs over Conway's back. Suddenly, his eyes widen.

322. CLOSEUP - MARIA

A distorted view of her. Youth and beauty seem to be vanishing.

323. CLOSEUP - GEORGE

His eyes are glued on her.

GEORGE

(a frightened whisper)

Bob! Bob! Look at her face, Bob! Her face! Look at her face!

DISSOLVE TO:

324. MEDIUM SHOT - NIGHT

On the backs of the two men, who bend over Maria. CAMERA DRAWS BACK as they straighten up. Both stare down aghast at the girl, whom we do not see.

325. ANOTHER ANGLE

To include the girl.

326. MED. SHOT OF THE THREE

The only illumination comes from the moon. We cannot get a clear view of her face. But what we see seems to us to be small, withered and aged. She is dead. The men stare at her intently.

327. CLOSE SHOT - THE TWO MEN

Who watch her, immobile. George looks despairing. Slowly his head turns toward the cliff behind him - and his eyes become alert with an idea. His face lights up with great determination. He lets out a piteous howl, and breaks away, racing out of scene.

Conway turns sharply and is horrified.

CONWAY

George! George!

328. A SERIES OF SHOTS

George stumbling toward the cliff, Conway chasing him. George, falling head over heels, rocking on the edge - then plummeting over, falling down, down into the darkness.

329. WIDER SHOT

Conway, at the end of the cliff, peering starkly downward.

DISSOLVE TO:

330. A SERIES OF SHOTS

As Conway soldiers on, alone, through howling wind and snow.

DISSOLVE TO:

331. MED. SHOT - NIGHT

On Conway, struggling against a cyclonic wind. He tops a rise, stumbles, falls over, and rolls down the mountainside, until finally he comes to a stop, mounded by snow. Slowly, he begins to rise and start again.

? 569 ?

DISSOLVE TO:

332. DAWN

As the sun comes up, Conway emerges from the whiteness, feeling his way forward with a walking stick. He walks with the pain and effort of a blind man, and just as he manages to cross a bridge spanning a great chasm, the bridge collapses. He stumbles on.

DISSOLVE TO:

333. DAY

Conway, looking haggard and more dead than alive, stumbles out onto more dry and level terrain. He collapses to the ground.

EXT. NATIVE VILLAGE - DAY

334. MEDIUM SHOT

A group of Chinese in front of huts. They look up, see something off and commence shouting excitedly in their native tongue.

335. MEDIUM LONG SHOT

Conway's body from their angle.

DISSOLVE TO:

336. A SERIES OF SHOTS

Newspaper headlines:

"Conway Found Alive in Chinese Mission"

Similar headlines follow. Newsboys hawk
bulletin editions to milling crowds.
Top-level government dignitaries confer.

FADE OUT:

FADE IN

INT. FOREIGN OFFICE

337. FULL SHOT - OUTER SECTION

CAMERA MOVES FORWARD passing a series
of desks and clerks until it reaches
a clerk who is opening several cablegrams.
Finally he comes to one which causes
his eyes to pop. Muttering something
under his breath which sounds like "Good
heavens!" - and without taking his eyes
off the cablegram, he rises and starts
away.

338. MED. TRUCKING SHOT - CLERK

As he strides across to the end of the
outer office - to a glass-panelled door
upon which we read "ASSISTANT TO THE
FOREIGN SECRETARY" - through which he
disappears.

INT. OFFICE OF ASSISTANT

339. FULL SHOT

As the clerk enters, full of excitement.

CLERK

Cable from Gainsford.

ASSISTANT SECRETARY

Oh, read it!

? 570 ?

CLERK

(reading)

"Leaving today for London with Conway aboard S.S. Manchuria. Conway can tell nothing of his experiences. Is suffering from complete loss of memory. Signed, Gainsford."

ONE OF THE OTHERS IN THE ROOM

Loss of memory?

ASSISTANT SECRETARY

All right, give it to the press.

CLERK

All of it?

ASSISTANT SECRETARY

Yes. Might as well - all of it.

CLERK

Yes, sir.

ASSISTANT SECRETARY

I'll dispatch a convoy to meet him.

340. A SERIES OF SHOTS

More newspaper headlines reporting that Conway has amnesia and other details of his homeward journey.

FADE OUT:

FADE IN

INT. OFFICE OF ASSISTANT

341. FULL SHOT

Another clerk enters with haste, bearing another cablegram.

CLERK

Conway's gone again! Run out! Listen to this! From Gainsford.

ASSISTANT SECRETARY

Let me have it.

(takes it and reads aloud)

"Aboard the S.S. Manchuria. Last night Conway seemed to recover his memory. Kept talking about Shangri-La, telling a fantastic story about a place in Tibet. Insisted upon returning there at once. Locked him in room but he escaped us and jumped ship during night at Singapore. Am leaving ship myself to overtake him, as fearful of his condition. Wrote down details of Conway's story about Shangri-La which I am forwarding. Lord Gainsford."

342. A SERIES OF SHOTS

More newspaper headlines indicating Gainsford has abandoned his pursuit of Conway and returned to London.

? 571 ?

FADE OUT:

FADE IN

INT. A GRILL ROOM OF A FASHIONABLE CLUB

343. FULL SHOT

A scattering of men are present - some at the bar - others at tables.

344. MED. SHOT IN A BOOTH

Several men are seated.

CARSTAIRS

(looking off)

Here's Gainsford now.

They all look off.

345. LONG SHOT

From their view. We see Gainsford standing in the doorway, looking around. He spies them and starts forward.

346. MEDIUM SHOT

As Gainsford arrives at the booth. The men rise with extended hands.

AD-LIB

Well, it's good to see you back, Lord Gainsford! Thought you were never coming.

MEEKER

Will you have a drink? Sit down.

347. MED. CLOSE SHOT AT TABLE

As Gainsford shakes hands with them, and sits down.

GAINSFORD

Yes. Scotch and soda. I'm parched.

ROBERTSON

Here you are, ready and waiting.

He pushes on in front of him.

CARSTAIRS

We're most eager to know what you've discovered.

AD-LIB

Any news of Conway?

Where is he?

Did you bring him back?

All this is said as Gainsford drains his glass.

GAINSFORD

(setting glass down)

Gentlemen, you see before you a very weary old man, who has just ended a chase that lasted nearly ten months.

MEEKER

Do you mean to tell me you never caught up with him?

? 572 ?

GAINSFORD

Since that night that he jumped off the ship until two weeks ago, I've been missing him by inches.

WYNANT

You don't mean it!

AD-LIB

Think of it!

ROBERTSON

He was as determined as that to get back?

GAINSFORD

Determined! Gentlemen, in the whole course of my life, I have never encountered anything so grim. During these last ten months, that man has done the most astounding things. He learned how to fly, stole an army plane and got caught, put into jail, escaped . . . all in an amazingly short space of time. But this was only the beginning of his

adventures.

(leaning forward)

He begged, cajoled, fought, always pushing forward to the Tibetan frontier. Everywhere I went, I heard the most amazing stories of the man's adventures. Positively astounding. Until eventually, I trailed him to the most extreme outpost in Tibet.

348. CLOSE GROUP SHOT

Favoring the other men, as Gainsford continues.

GAINSFORD

Of course he had already gone. But his memory - ah - his memory will live with those natives for the rest of their lives. The Man Who Was Not Human, they called him. They'll never forget the devil-eyed stranger who six times tried to go over a mountain pass where no other human being dared to travel, and six times was forced back by the severest storms. They'll never forget the madman who stole their food and clothing - whom they locked up in their barracks - but who fought six of their guards to escape.

349. MED. CLOSE GROUP SHOT

Gainsford still continues.

GAINSFORD

Why, their soldiers are still talking about their pursuit to overtake him, and shuddering at the memory. He led them the wildest chase through their own country, and finally he disappeared over that very mountain pass that they themselves dared not travel.

(takes a drink)

And that, gentlemen, was the last that any known human being saw of Robert Conway.

? 573 ?

WYNANT

Think of it!

CARSTAIRS

By jove, that's what I call fortitude!

ROBERTSON

Tell me something, Gainsford. What do you think of his talk about Shangri-La? Do you believe it?

GAINSFORD

(thinks a moment)

Yes - yes, I believe it.

(sincerely)

I believe it, because I want to believe it.

They all watch his face, impressed by his tone.

350. CLOSE SHOT - GAINSFORD

As he lifts his glass.

GAINSFORD

Gentlemen, I give you a toast. Here is my hope that Robert Conway will find his Shangri-La!

351. CLOSE GROUP SHOT

They all raise their glasses.

GAINSFORD

(softly)

Here is my hope that we all find our Shangri-La.

They are all impressed by the sincerity
in his voice - and as their glasses
come together - CAMERA MOVES UP TO A
CLOSEUP OF THEM - and as the music starts
- the picture

DISSOLVES TO:

EXT. SOMEWHERE IN TIBET - NIGHT

352. CLOSEUP

MOVING IN FRONT OF CONWAY - as he walks
forward with a steady step - his head
held high - his eyes sparkling - snow
pelting his face.

353. LONG SHOT

Over his silhouetted back.

As he walks away from the CAMERA, and
we STAY WITH HIM a long time as he approaches
a hill.

DISSOLVE TO:

354. ANOTHER LONG SHOT

He has now ascended to the middle of
the steep hill - his gait unchanged.
THE CAMERA PANS UP to the summit of
the incline - and we see that beyond
it the horizon is filled with a strange
warm light. Conway's figure - in silhouette
- disappears over the hill - bells ring
- and as the music begins to swell[16]

FADE OUT.

THE END