

**ESCAPE**  
at  
**CLINTON CORRECTIONAL**

Chapter One

1-7-17

Written by

Brett Johnson and Michael Tolkin

FADE IN:

EXT. DANNEMORA, NY - RAINING - DAY

CATHERINE LEAHY SCOTT, 50s, wearing a business suit, rides in the back of an SUV. We watch from her perspective as she enters the town of Dannemora, swarming with police. We catch a glimpse of ANDERSON COOPER broadcasting live -- a few yards away MATT LAUER does the same.

Catherine's SUV is forced to stop at the road block but with a flash of her badge, the police cruisers forming it part for her. She approaches CLINTON CORRECTIONAL FACILITY, and its 80 foot walls looming over the small town.

INT. CLINTON CORRECTIONAL - INTERROGATION ROOM - DAY

Catherine enters a small interrogation room, reading a file, sitting across from JOYCE "TILLY" MITCHELL, 51, blonde, shoulders slumped, handcuffed and wearing black and white prison stripes. A microphone sits between them and a stenographer's keyboard is set up at a third chair at the end of the table. Catherine looks up, sees Tilly is uncomfortable about the silence. Catherine speaks with a bright Long Island accent.

CATHERINE

So Joyce--

TILLY

Joyce is my mother's name. Nobody ever called me Joyce, they call me Tilly. So when you call me Joyce I feel like you're talking to my mother.

CATHERINE

Is she still with us?

TILLY

(shrugs)  
Yeah.

Catherine writes this down.

TILLY (CONT'D)

I already talked to the cops.

CATHERINE

Five times in seven days.

TILLY

Yeah, so then what's this?

CATHERINE

Let's wait for the stenographer before we get into anything too juicy, okay? This is all recorded, but I've been working with the same girl for fifteen years and her transcripts are almost always more accurate. I had them do a comparison.

TILLY

She sounds like a good friend.

CATHERINE

Partner.

TILLY

So are you with the state police, then?

CATHERINE

Please. I'm Inspector General for the State of New York.

TILLY

Like the Post Office?

CATHERINE

Post office is federal, I'm state. When there's corruption in any of the state agencies, it's my job to find it and stop it. Port Authority, State Parks, Canal Corporation.

(beat)

I report to the Governor. Directly to the Governor.

TILLY

Cool. So, am I gonna lose my job?

CATHERINE

Should you?

TILLY

No.

Catherine stares, forcing Tilly to speak.

TILLY (CONT'D)

Because I didn't do anything wrong, you know.

CATHERINE

That's good. I don't talk to too many people who haven't done anything wrong.

The STENOGRAPHER enters.

TILLY  
(to stenographer)  
Hi.

The stenographer takes a seat at her keypad. Once Catherine sees that she's ready, she begins.

CATHERINE  
You're a fifty year old-- fifty one year old woman that's been with the same man for twenty one years, okay? We're going to have an adult conversation.

TILLY  
Okay.

CATHERINE  
Did you have sex with these two inmates?

Tilly doesn't respond.

CATHERINE (CONT'D)  
I tell people all the time when we get into these discussions, it's a soul-searching, bare-it-all, rip-it-all-out thing. And you're going to hate it. You're going to not want to do it, but I'm telling you, we have to do it. I really mean that.  
(beat)  
I'm not you, okay? I don't live in your house, I don't live your life, I don't raise your kids, I don't pay your bills, so I'm not judging you, okay? When a person that is attractive shows me attention, I enjoy that, very much so. It's natural. So I'll ask you again, did you have sex with these guys?

TILLY  
No.

CATHERINE  
Never? Not even a kiss?

TILLY  
Sweat grabbed me one day and he kissed me, but I was scared shitless and...

CATHERINE

Here's how this works. I won't lie to you, but there's things I'm gonna ask you that I already know the answer to, alright? Because I want to see if you're lying to me. I know that seems dishonest, but that's just the nature of it, okay? But under no circumstance will I lie to you.

(beat)

Do you understand?

Tilly nods, suddenly uneasy.

CATHERINE (CONT'D)

Please say it for the record.

TILLY

I do.

Catherine turns to the stenographer.

CATHERINE

You got that?

The stenographer nods.

CUT TO:

### **Nine Months Earlier**

INT. MITCHELL HOME - KITCHEN - DAY

We find Tilly thirty pounds heavier, her hair in a brown, \$18 perm from Shear Obsessions, and one of her front teeth is stained. Dressed for work, she stares out the window of the small kitchen, drinking a cup of Folgers, her sharp eyes trained on a snow plow driving up the road towards her house.

TILLY

Up, up, up.

(beat)

Lift the fucking plow, Joe.

The plow goes by, blade down, piling a large wall across her driveway, blocking the Jeep.

TILLY (CONT'D)

Fuck.

INT. MITCHELL HOME - BEDROOM - LATER

Tilly, now wearing boots and holding two snow shovels, enters the bedroom.

Her husband LYLE MITCHELL, 48, lies in bed, still asleep, snoring, mouth open, his hairy chest covered by only a sheet. She stares at him a beat.

TILLY

We got plowed in again.

He just lies there, still asleep.

TILLY (CONT'D)

Lyle!

He jerks awake, looks around, confused.

LYLE

Cupcake? What time is it?

TILLY

It's eight but the Jeep's trapped in again. Snow plow. Get up.

Tilly throws one of the shovels on him and walks out. Unfazed, Lyle sits up, grabs his old, worn bathrobe and the shovel.

INT. JEEP CHEROKEE - LATER

Tilly sits shotgun as Lyle drives to work in their well-worn Jeep Cherokee from the late 90s, wearing team decals from Buffalo because they bought it used. Country music is on but the song ends --

DJ AUBOCHON (O.S.)

This is news of the North Country with Willy Aubochon. Bow hunting season ends tomorrow and so far this year's record buck was shot by a girl. Hear that fellas? One day left, or you're going to be hearing about it for the next eleven months.

Tilly changes the station to FM 95.5XXX, the local top forty station. Pitbull's "Fun" (feat. Chris Brown) comes on.

They continue through the countryside. We see crumbling stone walls that disappear into the gloomy forests which have filled in the old farms.

EXT. CLINTON CORRECTIONAL - LATER

Tilly exits the local Dunkin' Donuts/mini market Maggy's holding a small bag and two very large coffees, gets in the Jeep idling outside. The Jeep pulls out to reveal the 80-foot wall of CLINTON CORRECTIONAL FACILITY looming just a few hundred feet away.

Lyle pulls out and the Jeep crosses the two-land road and enters the staff parking lot across the street.

Tilly and Lyle get out and slowly walk down the steps towards the employee entrance. A few other EMPLOYEES do the same, cold smoke breathing out of everyone's mouths.

They approach the front gate and enter when it BUZZES.

INT. CLINTON CORRECTIONAL - FRONT GATE ENTRANCE - CONTINUOUS

Tilly and Lyle enter the small RECEPTION AREA where a LOBBY OFFICER sits on a stool texting on his cell phone.

TILLY

Morning.

The Lobby Officer gestures hello.

Inside a glass booth sits the console officer, CHUCK, 40s, who waves at them. Tilly notices a coffee can with some cash in it.

TILLY (CONT'D)

Where's Fat Mike and what's with the tip jar?

CHUCK

I'm filling in. Fat Mike's mother died, and they don't have enough money to bury her so we're taking up a collection.

LYLE

Oh yeah? That's too bad.

Lyle goes to get some money out of his pocket but Tilly stops him.

TILLY

Honey, Fat Mike's the cheapest guy in the county. He's got the money.

Chuck presses another button to let them through a sliding gate.

Tilly and Lyle go through to the CHECKPOINT AREA, where they walk around the magnetometer and approach another solid steel door which again BUZZES.

They walk through, never being stopped or searched.

EXT. CLINTON CORRECTIONAL - EMPLOYEE WALKWAY - CONTINUOUS

Now inside the huge prison walls, Tilly and Lyle walk down a path. Lyle stops when they come to a sign that says **Maintenance** with an arrow.

LYLE

Honey.

Tilly stops. Lyle gives her a peck on the cheek.

TILLY

Fucking sexist.

LYLE

What did I do?

TILLY

Not you. Fucking DJ Willy Aubochoon. Girl gets the record buck and he didn't say her name. If it had been a guy he would have said it.

LYLE

Maybe he doesn't know it. You ever think about that?

TILLY

All the time, Lyle. All the time.

Tilly walks off towards a tall building next to the main wall.

LYLE

Wait. What are we doing for dinner? Refrigerator's kind of empty.

TILLY

We'll have to stop by the Price Chopper on the way back. Home by nine, I can see it coming.

Lyle walks off towards maintenance.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 1 - DAY

CLOSE ON: MAN'S HANDS delicately guiding a string through the head of a needle.

This is RICHARD MATT, 48, broad shouldered and sturdy, but with the manual dexterity of a violinist or sculptor.

He loads the spindle into a sewing machine and POWERS IT ON with his feet.



We see everything through Matt's perspective, his eyes blankly looking around the tailor shop as he works: about thirty sewing stations, each staffed by INMATES, aged 20-60, mostly African American or Latino. Most are working diligently, but a pile of fabric has formed on the station of one of the inmates, DERRICK "KILO" ANDREWS, 40s, black. Matt stares at him a beat, realizing he is under the influence. Probably drunk and stoned.

KILO

What the fuck you looking at?

Matt opens his hands wide in a gesture of peace. He doesn't want a confrontation.

When the door opens, Matt turns as Tilly enters the room, where the only Corrections Officer, ALAN TROMBLY, 40s, sits on his stool, reading Autotrader.

TILLY

Morning Alan.

TROMBLY

(not looking up)

Morning.

Tilly goes to her desk, which sits on a platform overlooking the room. She takes off her parka.

TILLY

(to the inmates)

Morning.

A few of the men give half-hearted greetings. Inmate DAVID SWEAT, 35, approaches her desk with a clipboard of the day's progress. As she looks it over, it's clear they have a connection.

TILLY (CONT'D)

Thank you, Mr. Sweat. Oh, could you help me in Tailor 9? One of the machines has a bad hood.

SWEAT

I should be finishing with this.

TILLY

It won't take long.

SWEAT

Of course.

Matt watches as Tilly and Sweat walk to an adjacent room, marked **Tailor Shop 9**.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 9 - CONTINUOUS

As soon as the door shuts, Tilly goes to a table, pulls up her skirt, and Sweat unzips his pants. They fuck silently, as Tilly keeps her eyes trained on the clock. Sweat closes his eyes and shoves his hand under her shirt, grabbing her breast.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 1 - MOMENTS LATER

Tilly and Sweat re-enter Tailor Shop 1 with the sewing machine part. Matt watches as they walk back to Tilly's podium. When they arrive, Sweat reaches into Tilly's bag, and grabs a donut. Sweat looks to make sure Trombly isn't watching, then scarfs it down.

SWEAT

Thanks. Maybe tomorrow you'll get me a jelly filled.

TILLY

We'll see.

Tilly smiles, goes back to work. Sweat notices Matt staring at him, walks over.

SWEAT

What's up.

Matt shrugs.

SWEAT (CONT'D)

Tilly had a donut in her purse and I stole it.

(off look)

Okay, fine, she gave it to me. Can I help it if the dumb bitch likes younger men?

**And finally Matt speaks:**

MATT

You don't need to explain yourself to me. Two hearts in the same cage, beating as one? That's a beautiful thing.

Matt gives Sweat a friendly pat on his shoulder, then switches his sewing machine on, gets back to work.

INT. CLINTON CORRECTIONAL - STAFF CAFETERIA - DAY

Tilly enters the small staff cafeteria. Lyle calls out from a nearby table.

LYLE

Over here!

TILLY

I see you, Lyle.

She grabs a tray and a plate and starts to fill up on comfort food. Trombly comes in right behind her.

TROMBLY

Andrews was drunk again today.

TILLY

Who?

TROMBLY

Kilo.

TILLY

Right, the crack dealer from Syracuse.

TROMBLY

Cocaine, I think. It's the third time in a month.

TILLY

Okay, what do you want me to do about it?

TROMBLY

Talk to him.

TILLY

Why can't you talk to him?

TROMBLY

If I talk to him he gets written up and he goes to the SHU.

TILLY

Sounds like he could use the SHU.

TROMBLY

That just fucks up the whole shop. He's on the list of sewing machine operators and it's not a long list.

TILLY

It's not my responsibility, Alan. If push comes to shove Inmate Sweat can train a replacement.

TROMBLY

Now that you bring it up.

TILLY

Bring what up?

TROMBLY

Inmate Sweat. Look, I was up with Scott and Vicki, and they said they've got a couple complaints about your being too familiar with him.

Tilly sees SCOTT SCHOLL, 60s, academic, and VICKI SAFFORD, 50s, stern, eating lunch at a nearby table.

TILLY

(to Trombly)

From who?

TROMBLY

They didn't say.

TILLY

Fucking Scott and Vicki. And what did you say?

TROMBLY

Look, I told 'em there was nothing to it--

TILLY

Good. Cause there's nothing.

TROMBLY

Okay.

TILLY

Anybody files a complaint against me, I'm gonna file a complaint against them.

TROMBLY

About what?

TILLY

Sexual harassment. You hear the trash they talk about me. The language. And what do you do about it?

TROMBLY

Hey, I'm not even part of this.

TILLY

Yeah you are, and it's up to you to stop it. Because there's nothing going on anyway. And even if there were, nobody's getting hurt.

Tilly walks off and approaches Lyle, whose hands are still dirty from maintenance work.

LYLE

What the hell was that all about?

TILLY

Nothing. But he could take some lessons in being nice from you, Lyle. I'll tell you that much.

LYLE

Want me to talk to him?

TILLY

Best just stay the fuck away from him. He's toxic.

LYLE

Well it sounded like--

TILLY

Lyle, did you already finish eating?

LYLE

So?

TILLY

That's really fucking annoying.

EXT. CLINTON CORRECTIONAL - NORTH YARD - DAY

There is nothing in the American prison system like the North Yard at Clinton. A city within the prison, the large hill is subdivided into individual "courts", each belonging to an inmate, and entirely run by the prisoners:

A BLACK INMATE kneels in his garden, tending to winter wheat, surrounded by a little white picket fence.

Several LATINO INMATES huddle around a grill, burning wood for heat, some carne asada cooking on the side.

Several SKINHEADS lift weights in a makeshift gym. One of them, with a swastika tattoo on his left cheek, rides a sled down the snow covered hill.

At the farthest corner, on top of the hill are the best lots on the yard. The men here are bundled up in nice wool coats. In one court, a couple inmates surround a cast iron stove more sophisticated than the rest.

One of these top courts belongs to Richard Matt, and in it he sits painting a portrait of a woman. Next to him Sweat paints a couple of dogs.

Also in their court sits ODELL MARTINEZ, 30s, Puerto Rican, staring up at the 30 foot wall.

ODELL

So once I'm in the laundry cart, right, I arrive at the laundry room, which is staffed at night by Leon Powell, who's a total drunk.

SWEAT

I thought Powell quit.

MATT

He did.

ODELL

No matter. They're all drunk.

Matt and Sweat exchange a look.

ODELL (CONT'D)

Point is, I use the opportunity to sneak out of the cart, take his keys, and slip out the back door over yonder.

SWEAT

Take his keys right off his belt?

ODELL

Powell keeps his keys on the cart.

SWEAT

Powell quit.

ODELL

You're not letting me get to the good part. So once I'm on the yard, I play it careful, keep close to the wall, and head to the North West corner, where I have hidden a device that will allow me to scale the wall.

SWEAT

A device.

ODELL

That's right. Only I can't tell you what it is. Just to be careful.

MATT

Alright, Odell.

SWEAT

Come on man, just tell us what you got hidden so we can get back to work.

ODELL

You really want to know?

(beat, whispering)

It's a grappling hook. It's not done yet, but I got a guy in maintenance...

(presentational)

Eight soup spoons, like an octopus, welded together.

MATT

That'll work.

ODELL

Don't be a fucking asshole.

MATT

Me? Never.

A GUARD walks by.

ODELL

We never spoke.

Odell walks off.

MATT

You done with that?

SWEAT

I think so.

And Matt turns to Sweat's easel. On it is the painting of two dogs, pugs, who sit on a rug in front of a fireplace.

SWEAT (CONT'D)

So how about it? I spent a shit load of time on the fur.

MATT

I'm not going to linger on the positives, okay?

SWEAT

Of course.

MATT

You gotta remember this is a learning process.

SWEAT

Yeah, yeah. Just tell me what's wrong with it.

MATT

The first thing I'm noticing is the light.

SWEAT

How so?

MATT

Where's it coming from?

SWEAT

The light?

MATT

Yes. You got two dogs in front of a fireplace in a living room. And I can see them, so there must be light coming from somewhere, so where's the light coming from?

SWEAT

The window I guess.

MATT

You guess. Give me your brush.

Sweat hands him a brush, which Matt dips in black paint.

MATT (CONT'D)

Okay, so you've got a window, what, somewhere over here?

He indicates one side of the painting. Sweat nods, then winces as Matt crudely dashes a rectangle on his artwork.

SWEAT

You're saying I should have painted the window, okay. You could have just said that.

MATT

No. Look, if the only light you have is coming from this window --

Matt points with the back of his brush, then makes an arc towards the dogs. He looks at Sweat.

SWEAT

Shadows. I forgot the fucking shadows.



MATT

It's a common mistake.

Sweat looks at his dogs.

SWEAT

Isn't there something kind of interesting about that, though?

MATT

What?

SWEAT

Having no shadows. It's like the light is coming from everywhere.

MATT

Don't do that. Make a mistake and then pretend it was on purpose afterwards. That's for hacks.

SWEAT

I know but I kind of like it without the shadows.

MATT

You want to learn how to paint? Learn the basics. Then, if you want to make some grand artistic statement about a couple of pugs that exist in a world without shadows, so be it. In the meantime, you can throw this one out.

Matt goes back to his painting.

EXT. CLINTON CORRECTIONAL - AFTERNOON

Overhead shot as Tilly and Lyle trudge back down the path, through the front gate entrance, walk to their Jeep, and drive away. We stay with them as their car drives through the small town, which is slightly smaller than the prison itself.

INT. JEEP CHEROKEE - AFTERNOON

Tilly and Lyle drive back towards their home. Again they listen to the news. Again, they hardly talk.

INT. CLINTON CORRECTIONAL - CORRIDOR - AFTERNOON

Matt walks with GENE PALMER, 50s, the folksy charming escort guard, through the hallways of the prison, Sweat following a short distance behind them, carrying their paintings back to

their cells. Matt reads from a small, flip-top spiral notebook.

MATT

So that's 38B, Collins, can't get a hold of his wife.

GENE

Why not?

MATT

Someone in admin put a block on the number. If you could remove the block, he would be grateful.

Matt tears off the paper, hands it to Gene.

GENE

See what I can do.

They blow through a security checkpoint, Matt and Sweat simply lifting up their shirts as the only sign of deference to procedure. These guards don't search the inmates when they are with Gene.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - MOMENTS LATER

Matt, Gene, and Sweat continue into the Honor Block, the best housing in Clinton Correctional. It affords many benefits which can be seen right away: several INMATES are making dinner at the various cooking stations, more INMATES sprawl on love seats, watching sports on 32-inch widescreen TVs in metal cages. There's even a ping pong table.

MATT

(to Sweat)

I'll catch up with you.

Sweat continues upstairs as two INMATES move off a loveseat to make room for Matt and Gene, who sit.

GENE

So that's it?

MATT

Yeah, plus I just got a few guys who need their fuses swapped out.

GENE

Alright, and here are your paints.

Gene hands Matt a paper bag. He doesn't look inside.

MATT

Thanks. So how's everything else?

GENE

Ah, can't complain really. How's the portrait of Mary coming?

MATT

Portrait of Mary?

GENE

Mary Lamar, man! My girlfriend! It's our fucking anniversary Saturday and that's my only gift. You fucking promised you'd have it ready.

MATT

Gene, I'm fucking with you, man. It'll be done tomorrow.

GENE

Ah, shit. I can't handle the sarcasm, I got an arhythmic heartbeat.

MATT

You never told me that. I'm sorry. You got a good health plan?

GENE

Supposedly, but the nearest heart doctor in network is in goddamn Albany.

Matt shakes his head. They get up and start off towards the stairs. An inmate, ANGEL, 20s, Latino, approaches them.

ANGEL

Are you Richard Matt?

MATT

Excuse me?

ANGEL

I wanted to ask if I could get something for my cell. I got a hot plate but--

MATT

Don't you see there's two men talking here?

ANGEL

Yes. So you're him?

MATT

I don't know you.  
(MORE)

MATT (CONT'D)

And nobody is supposed to talk to me about favors or hot plates while I'm being escorted by the fucking escort guard.

(to Gene)

What are we gonna do to teach him a lesson?

GENE

Inmate. Go back to your cell. No chow tomorrow.

ANGEL

But--

GENE

Go.

Matt and Gene continue on.

GENE (CONT'D)

So yeah anyway this heart thing is for real--

MATT

(still on Angel)

Can you believe that fucking guy?

GENE

Let it go, man.

MATT

Any prison I've ever been in, when two men are talking you don't approach them. That's rule one. Am I wrong?

GENE

No.

MATT

What cell is he in?

GENE

Look at me.

MATT

What.

GENE

Let it go, alright? He's new. He doesn't know any better. He's not getting lunch tomorrow and that's enough.

(MORE)

GENE (CONT'D)

(beat)

Alright? Matt? Unplug man, unplug.

MATT

Yeah, fine.

GENE

Good.

Matt and Gene shake hands.

MATT

Alright, I better get to work on your Mary Lamar.

GENE

Can I get a peek?

MATT

(of course not)

What do you think?

GENE

Mary gonna like it?

MATT

I think it's some of my best work.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - NIGHT

On the top floor of the Honor Block we find Matt's cell.

INT. CLINTON CORRECTIONAL - MATT'S CELL - CONTINUOUS

Appointed as nice as a cell could be: a 13" color television plays "The Oprah Winfrey Show" and next to it are several oil paintings stacked up next to each other -- a heroic portrait of Barack Obama with Martin Luther King Jr. in the corner, another is of Julia Roberts.

Matt sits at his easel, putting the finishing touches on his painting of Mary Lamar, next to it is a photo portrait which he uses for guidance.

MATT

Hey.

ANGLE ON: SWEAT

They share adjacent cells on the Honor Block. Sweat lies on his back, a porno magazine on his chest.

SWEAT

What's up?

MATT

You really think that's a good idea?  
Playing with the pussy of the Tailor  
Shop supervisor?

SWEAT

It's been seven years since I had  
it. And that I paid for. She's for  
nothing.

MATT

If she wasn't married, I'd say, it's  
risky but you're a lifer so what  
more can they do. But she's married,  
so that's a problem because it offends  
the community. And her husband works  
here. So that multiplies the problem.

SWEAT

I would agree with you, if we weren't  
being careful. But we are. He's  
not gonna find out.

MATT

The spouse always finds out, one way  
or the other. You're gonna end up  
paying a lot more than money for  
that jelly filled donut.

SWEAT

You heard us?

Matt picks up a cup, downs whatever is in it.

MATT

Odell.

ODELL (O.S.)

Sir.

ANGLE ON: ODELL

His cell is on the other side of Matt's.

MATT

I need another.

Odell gets up, grabs a water bottle with no label, and passes  
it through the bars to Matt.

MATT (CONT'D)

Thank you.

Matt pours himself another drink.

Off Sweat, staring blankly.

INT. MAGGY'S - MORNING

Tilly stands at the counter, staring at a jelly-filled donut in the glass case, a CLERK holding her bag.

CLERK  
Anything else?

TILLY  
How much are the jelly filled?

CLERK  
They're all thirty nine cents. Do you want one?

Tilly looks around to see if anyone is watching. She then looks to the clerk and nods.

TILLY  
Wrap it separate.

When he hands her the jelly filled donut she shoves it in the bottom of her purse.

Quick cuts:

-Lyle and Tilly park.

-They go through the front gate security.

-They split off towards their respective buildings.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 1 - DAY

Sweat does his rounds in the tailoring shop, observing the inmates' work. He stops at Kilo's station, notices fabric piled up next to it. Kilo's eyes are bloodshot. Sweat bends down to Kilo's machine, grabs some fabric to make a collar, starts the machine. When he goes to push it through, nothing happens.

SWEAT  
Where's your thread?

Kilo shrugs.

SWEAT (CONT'D)  
You got no fucking bobbin thread in here.

Sweat opens the cover of the bobbin area, grabs a bobbin out of his pocket and sticks it in, as Tilly enters.

KILO  
Shit, your lady's here.

SWEAT  
Yeah fuckin' right.

Tilly puts her things down at her desk.

TILLY  
Inmate Sweat, could I see you for a second?

SWEAT  
In a minute, Mrs. Mitchell.

Kilo starts laughing quietly.

SWEAT (CONT'D)  
Shut the fuck up.

KILO  
I'm sorry but I called that one.

SWEAT  
I said shut the fuck up.

KILO  
Looks like she might need a new bobbin thread under her hood too.

With that, Sweat slams Kilo's head into the top of his desk. Trombly looks up but the violence is over.

Sweat, on the way to Tilly's podium passes CHRIS "MURDER" LOBELL, 30s, glasses, quiet.

MURDER  
What the fuck was that about?

SWEAT  
It was warranted.

Sweat walks up to Tilly.

SWEAT (CONT'D)  
Good morning Mrs. Mitchell. What can I help you with?

TILLY  
Why do you keep calling me that?

She opens her purse.

TILLY (CONT'D)  
I got what you wanted.



SWEAT

Put that away. We're really busy today.

TILLY

I'll be the one who determines that.

SWEAT

Whatever.

Sweat gets down from the podium and again begins to make his rounds.

TILLY

Inmate Sweat. Can I see you in Tailor nine?

Tombly looks up, noting this.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 9 - MOMENTS LATER

Sweat enters Tailor Shop 9, Tilly closes the door behind him.

TILLY

What are you doing?

SWEAT

I'm not doing anything, except being smart.

TILLY

So what does that make me?

SWEAT

I don't know. What do you think it makes you when you call my name twice in ten seconds.

TILLY

I took care of Trombly. He's not gonna say anything.

Tilly begins to unbutton her blouse.

TILLY (CONT'D)

Come on, gotta be fast.

SWEAT

No. I'm not doing that.

TILLY

Why are you being like this?

SWEAT

I'm not being like anything.

Tilly tries to put her hand on Sweat's cheek, but he swats it away.

SWEAT (CONT'D)

Stop being weird.

TILLY

I don't understand. I got what you wanted.

SWEAT

Keep your fucking donut, and keep your fucking distance.

Sweat exits.

INT. JEEP CHEROKEE - AFTERNOON

Tilly and Lyle drive home in silence, talk radio on.

TALK RADIO (V.O.)

We're talking about Medevac helicopters, which in the United States--

Tilly switches off the radio.

LYLE

What are you doing?

TILLY

It was giving me a headache.

LYLE

Well, as a matter of fact I know what he was about to say. That being a Medevac helicopter pilot is the most dangerous job in America. And do you know why?

TILLY

Keep your eye on the fuckin' road, Lyle.

Lyle gives her a look, then keeps on driving.

INT. CLINTON CORRECTIONAL - COMMISSARY - AFTERNOON

Matt stands in line for the prison commissary, single file. At the head of the line is a small window operated by INMATE JACKSON, 30s, two GUARDS manning the store, one on either side of the window.

INMATE JACKSON

What can I get you?

As he recites his list, another INMATE grabs the items off a large wall behind Jackson.

MATT

Two razors. A bottle of Prell. Two bars of Irish Spring. Doritos Nacho Cheesier. I'll take ten bags of that. A dozen bananas and two loafs of Wonder Bread. Oh. Schick shaving cream.

INMATE JACKSON

The cream or the gel?

MATT

Gel.

Jackson rings him up.

INMATE JACKSON

Eighty four.

MATT

Fuck, are you kidding?

Jackson hands him the receipt.

MATT (CONT'D)

Shaving cream is twelve bucks?

INMATE JACKSON

The gel is.

MATT

Since when?

INMATE JACKSON

As long as I've been here.

MATT

Alright, give me the cream.

Angel pipes up behind him.

ANGEL

Give him the gel.

Matt turns.

ANGEL (CONT'D)

My treat.

Inmate Jackson slides Matt the box of his things.

INT. CLINTON CORRECTIONAL - MATT'S CELL - NIGHT

Matt carefully cuts a naked photo of a woman smoking out of a porno magazine, using a small pair of nail clippers. He has a large black binder on his desk, where he has compiled some of his favorite images. Most of them involve women smoking while naked or performing various sexual acts.

Angel knocks on his door.

MATT

Yeah.

Angel stands there, nervous.

MATT (CONT'D)

Thanks for the toiletries.

ANGEL

It's my way of saying sorry.

MATT

Good.

ANGEL

Okay.

Matt puts down the magazine.

MATT

Hold on. You're nervous. I'm not gonna hold that against you. First time in a state penitentiary?

ANGEL

I was in county for eight months.

MATT

That's jail. Let me see your papers.

Angel hands Matt a folded up piece of paper, which Matt reads.

MATT (CONT'D)

That guard I was speaking to, when you interrupted, is the escort guard. Everything in Honor Block gets funneled through me, which then gets funneled through him. Things are civilized here. Same way with the North Yard. There's no place like that in New York State, prison or not. But these things are privileges.

(MORE)

MATT (CONT'D)

They can go away at any time. You got that?

ANGEL

Got it.

MATT

For instance, you want a higher amp fuse.

ANGEL

Okay.

Matt is getting angry and has to swallow it.

MATT

No, I'm telling you, you want a higher amp fuse, it's the only way you can run a hot plate and a TV at the same time. Otherwise you gotta keep unplugging one and re-plugging the other. So tell me, "I want a higher amp fuse" and you'll get it.

ANGEL

I see.

Matt suppresses the urge to kill but it comes out in his stressed speech.

MATT

Jesus Christ, you have to say it. Repeat after me, "I want a higher amp fuse."

ANGEL

Oh. Right. Got it.  
(then)

I want a higher amp fuse.

MATT

That's gonna take a few days. Now get the fuck out of my face.

Matt writes the order down in his little spiral notebook, and he says it as he writes.

MATT (CONT'D)

Fifty amp fuse. Angel.

He puts away the little spiral notebook and goes back to his porn clippings.

EXT. PLATTSBURGH - MAIN STREET - DAY

Beautiful downtown Plattsburgh, with it's brick buildings, preserved in the charming style of the 1950s. The Jeep drives through.

INT. WAR OF 1812 MUSEUM - LOBBY/GIFT SHOP - DAY

Tilly and Lyle walk through the gift shop of the War of 1812 Museum, filled with military hats, miniature cannons, toy muskets and the like.

LYLE

I would have loved this when I was a kid.

TILLY

You want a toy, get a toy.

They go to the ticket desk, manned by GARTH, 50, hair slicked back, wearing a vest and glasses.

GARTH

Yup.

TILLY

That's your greeting?

GARTH

(per orientation)

Welcome to the War of 1812 Museum. America's only museum dedicated to the war that changed the destiny of two great nations.

She slides a coupon across.

TILLY

Two seniors.

Garth looks at them skeptically, then hits a couple buttons on the register.

GARTH

Ten bucks.

TILLY

The coupon says half off.

GARTH

Not to be used with senior discounts. You can use one or the other.

TILLY

Fine. Two adults. With the half  
off.

(under her breath)

Idiot.

He hits a couple buttons.

GARTH

(gloating)

That comes to... Ten bucks.

INT. WAR OF 1812 MUSEUM - THEATER - LATER

Tilly and Lyle sit alone in a small, dated screening room,  
flanked by several american flags, watching an educational  
documentary about the Battle of Lake Champlain.

NARRATOR (V.O.)

So, while American diplomats  
negotiated the treaty of Ghent in  
good faith, the British had other  
schemes.

Dramatized footage shows Red Coats sneaking through the grass,  
followed by a smash cut to a painting of a ravaged ship and  
the sound of CANNON FIRE, which causes the small speakers to  
rattle.

TILLY

Kind of clever.

LYLE

Watch that. The British were the  
Nazis of their day.

TILLY

I'm just saying, it was a smart move  
and it looks like it worked.

A silence as they continue to watch.

LYLE

Alan Trombly says you been talking a  
lot with one of the inmates.

TILLY

Alan says that? Really? I talk a  
lot with all of them. That's called  
doing my job.

LYLE

One guy. Some weasely guy.

TILLY

But he didn't give you his name. As it happens, I know it. David Sweat. He's helping me with the superintendent's suit.

NARRATOR (V.O.)

Downie's broadside killed or wounded one fifth of the *Saratoga's* crew, but Macdonough quickly recovered, and Downie was killed minutes later, crushed by his own cannon.

TILLY

Did you hear that? Crushed by his own cannon. Fucking idiot couldn't get out of his own way. That could've been you.

LYLE

What's this suit for?

TILLY

Graduation.

LYLE

Who's graduating?

TILLY

Ask the Superintendent. If you're so fucking interested I'm sure he could get you a ticket. Is that what you're into now? High school graduation ceremonies?

LYLE

Not really. It's just Alan made it sound like--

TILLY

It's a three piece fucking suit, Lyle.

LYLE

Okay.

TILLY

And who gives us promotions?

LYLE

The Superintendent.

TILLY

Exactly.

(MORE)



TILLY (CONT'D)

So when the guy who gives us promotions asks me, the shop supervisor, to make him a graduation suit, and David Sweat is my top guy, who's been in that shop longer than I have, who teaches the newbies cross stitching and buttonholes, who do you think I'm going to be working with on that project?

LYLE

Oh.

TILLY

Make sense now?

Lyle thinks about this.

LYLE

Well yeah. I just needed it explained to me.

Tilly sits there, now uncomfortable.

TILLY

This movie sucks. I'm gonna go for a walk.

She gets up. So does Lyle.

TILLY (CONT'D)

You're not coming.

LYLE

What? Why not?

TILLY

Because I'm mad at you.

LYLE

Why?

TILLY

Because.

She exits. Lyle stands there a beat, then sits back down.

EXT. PLATTSBURGH - MAIN STREET - DAY

Tilly walks down the main drag of Plattsburgh, past the small pizza parlors and camera shops.

An OLDER GENTLEMAN, 70s, exits a bar with two YOUNGER LADIES, one 30s, one 40s.

They're dressed nice and all have heavy French Canadian accents.

OLDER GENTLEMEN

Who's in the mood for ice cream?

YOUNGER LADIES

Ooh yeah. Oui.

Tilly stops, stands back against the wall, watching them.

The man opens the front door of an old Cadillac coupe parked out front and both women climb in. He shuts the door and walks to his side, checking his breath on the way. When he opens his door he looks up, and catches Tilly watching him. They lock eyes for a second, and then the man gets in his car and drives off. She talks to herself, quietly.

TILLY

Hi, I'm Tilly. I like your car.  
Where are you from?

EXT. CLINTON CORRECTIONAL - NORTH YARD PHONE BANK - DAY

At the edge of the North Yard, Sweat stands talking on one of the twelve pay phones. On the top it reads "Collect Calls Only".

SWEAT

Mom ... No. No. No! ... Because  
I'm not answering it. ... Because  
it's a stupid question. ... Okay,  
fine. No, I haven't been raped,  
okay? Happy? ... No, people in  
here don't enjoy it. I doubt anybody  
has ever enjoyed being raped so your  
friend is just dumb. Mom, look, I  
haven't heard anything about my  
transfer. ... Well have you? ...  
Well did you fill out the paper work?  
... I told you, any prison south of  
Interstate Ninety. ... Yes, I'm  
sure. There are several. ... Because  
it's too cold here, but, remember,  
that's not what you put on the form.  
What you gotta write is-- ... Mom,  
listen to me. You're the only one  
who can help me with this. Jenny  
won't write me back. For the  
hundredth time. That's why I need  
you. ... No, I'm not accusing you,  
but it's been three months since you  
said you were gonna write it, and I  
don't got anybody else.

(MORE)

SWEAT (CONT'D)

... Oh so you're just not gonna help me, huh? Fuck you. ... Shit, I'm sorry. I'm sorry, mom. I didn't mean it. Don't hang up.

After a beat, Sweat hangs up the phone, silently repressing his rage.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - NIGHT

Gene Palmer walks along, greeting the inmates. It's after dinner, the men on the Honor Block are relaxing. Gene comes to Matt's cell.

GENE

Knock knock.

MATT

Hey.

INT. CLINTON CORRECTIONAL - MATT'S CELL - NIGHT

Gene sits down on the edge of the bed, marveling at the art.

GENE

So. Where is she?

Matt reaches behind a stack of paintings, grabs one, holding it so that Gene can't see the front.

MATT

Did you know that the Mona Lisa was stolen from the Louvre in 1911?

GENE

I did not.

MATT

Turned up for sale in Florence three years later.

He hands Gene the painting of Mary Lamar, which he marvels at.

MATT (CONT'D)

It's not the Mona Lisa, but Mary Lamar is pretty close. Here's hoping she's never stolen.

Matt takes a swig from a drink. Gene is quiet.

MATT (CONT'D)

What's wrong?

GENE

I know you did some pretty messed up shit to get in here, but that's a nice piece of art, man. My cap is off to you.

Matt is pleased with himself.

MATT

We need to celebrate.

GENE

I don't know.

MATT

Well?

Gene nods and Matt digs out his water bottle and a bottle of Coke. He pours two drinks and they toast and drink.

MATT (CONT'D)

To Mary Lamar.

GENE

Are you sure there's nothing you want more than fuses and paints?

MATT

I can always use more brushes.

GENE

You know that's no problem. This is good.

MATT

Rum and Mexican Coca Cola. Real sugar.

GENE

Oh, and the photo of Mary?

MATT

Shit, you know what? I got a little messy and it got paint all over it. Had to throw it out. I'm really sorry.

GENE

Don't worry about it.

MATT

Oh, before I forget. Angel needs a fuse.

GENE

You two made up?

MATT

He's all right.

GENE

Look at that, painting pictures,  
forgiving petty disagreements. That  
is rehabilitation at work.

Matt smiles, finishes his drink, then takes a swig straight  
out of the water bottle. He's suddenly morose.

MATT

They got color printers at the  
drugstore now.

GENE

Huh?

MATT

Where does that leave the artist?

GENE

Making art.

MATT

Can't compete.

GENE

Why not?

MATT

(slurring)  
Robots.

GENE

Row boats?

MATT

No man. Robots. Fucking androids.  
It's only a matter of time before  
they can do this.

Matt drinks more from the water bottle.

GENE

No, I don't think so. You put your  
personality into the work, robots  
have no personality.

MATT

I put her personality into the work.  
I don't have one.

GENE

Bullshit. Everyone's got a personality.

Matt leans into Gene. Puts his hands on his face.

MATT

Look into my eyes, and tell me you believe that.

Gene stands up to leave.

GENE

O-kay, Inmate, that's time for me to say goodnight.

MATT

I ever tell you about right angles?

GENE

Believe so.

MATT

You agree with me?

GENE

Why not?

MATT

It's not why not, it's yes or no.

GENE

Right angles, right on.

He leaves. Matt has another swig and puts it away. He stares at his paints, and pulls out an unfinished portrait of Hillary Clinton, places it on the easel. He finishes his drink.

MATT

Odell. Another bottle please.

Odell Martinez comes in with another water bottle of rum, looks at the painting of Hillary.

ODELL

How do you do that?

MATT

Time and patience.

ODELL

Looks like her. Looks just like her. I just don't know why you'd spend so much time painting a picture of that bitch of all people.

MATT

Excuse me?

ODELL

Oh, come on. Don't tell me you actually like Hillary Clinton.

MATT

A man is strong and you call him assertive. A woman is just a bitch. But tell me this. You got a girl in your life ever caught you with your dick in some other woman's mouth, and she stayed with you?

ODELL

Are you serious right now?

MATT

I didn't think so.

Matt goes back to his painting.

ODELL

She's the biggest bitch in this whole fucking country, and everybody knows it.

Matt stands up.

MATT

Say it again, Odell.

A long beat.

GUARD (O.S.)

In your cells, faggots. Lights out in five!

Matt and Odell still stand facing each other.

ODELL

I never been happier to know that felons can't vote.

Matt stares at Odell, who then turns back and goes into his cell.

The cell doors close.

Lights out.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - DAY

A new day. The men wake up.

INT. CLINTON CORRECTIONAL - SWEAT'S CELL - DAY

He washes his face.

INT. CLINTON CORRECTIONAL - MATT'S CELL - DAY

He brushes his teeth.

INT. CLINTON CORRECTIONAL - GUARD STATION - DAY

They push the buttons that control the locks.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - DAY

The cell doors unlock and are opened. The inmates get out of their cells and stand for head count.

EXT. CLINTON CORRECTIONAL - NORTH YARD - DAY

While Sweat sets up his easel, drawing paper, and pencils, Matt adds sliced bananas and Wonder Bread to a pot of boiling oil.

Everywhere around them, inmates are busy with their gardens, card games, weight lifting. Odell Martinez is one of the weight lifters.

MATT

Today we're going to work on  
landscapes.

SWEAT

I like drawing people.

Matt uses a spatula to slide the fried bread and banana onto two plates.

MATT

Don't think about it too much, just  
draw the walls, from there to there,  
and the yards, without the people.

Sweat takes a bite of his bread.

SWEAT

It's good.

MATT

Thanks. You're not ready to draw  
people.

SWEAT

The fuck I'm not. I did the dogs.



MATT

They don't express things the way people do. Do you want my help or not?

SWEAT

I guess.

MATT

Do the walls.

And Sweat does as told, and begins to sketch the walls. Matt eats his bread. Matt catches Odell's eye. He lifts a plate with bread and banana on it and tilts it toward Odell, offering it to him.

Odell points a finger at himself, you mean me?

MATT (CONT'D)

Going, going gone if you don't want some.

Odell leaves his weight bench and walks over.

ODELL

Yeah, sure, thanks.

Matt trips Odell, sending him onto his back. He then knocks over the pot of boiling oil, spilling it onto Odell's head. Odell tries his best to protect his face, but it's mostly in vain. Odell screams --

ODELL (CONT'D)

Oh shit! Fuck!

The WEIGHT LIFTERS run over to help him. The nearest CO blows a whistle and makes his way through the crowd.

CO

What the fuck happened?

Nobody responds.

CO (CONT'D)

Who the fuck did this?

SWEAT

I saw the whole thing, CO. It was an accident. Fucking tragedy.

CO

No more cooking today.

Another CO shows up and the two of them carry Odell off towards the infirmary. The rest of the crowd departs.

Matt turns to Sweat's canvas.

MATT

You've really got an eye for perspective.

SWEAT

That's the first nice thing you've said about my work.

MATT

I mean it. You should feel encouraged.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 1 - DAY

Trombly reads Auto Trader while the men get to work on their sewing machines. Matt is busy at his machine, while Sweat finishes the hem on a wool scarf -- a little detail not lost on Matt, watching him.

Tilly comes into the tailor shop.

TILLY

Morning.

The inmates grumble a version of 'good morning'. Sweat approaches Tilly at her desk.

SWEAT

Good morning.

TILLY

Inmate Sweat. How was your weekend?

SWEAT

Not bad. How was yours?

TILLY

My husband Lyle and I went to a history museum on Saturday. In Plattsburg.

Sweat pulls the scarf out, and hands it to her.

TILLY (CONT'D)

What's this?

SWEAT

There was some polyester wool left over from when we did the winter jackets for the M.T.A.

TILLY

You made this for me?

SWEAT

I didn't want to let it go to waste.

TILLY

Uh huh.

Sweat smiles.

TILLY (CONT'D)

Any problems with the machines this morning?

SWEAT

Now that you mention it, one of the stitchers could use a new motor.

Tilly grabs a key.

TILLY

Let's see if we can't find one.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 9 - MOMENTS LATER

Tilly and Sweat face each other.

TILLY

I thought you were done with me.

SWEAT

I was just mad.

TILLY

And now?

Sweat pushes her up against the table.

TILLY (CONT'D)

I'm not a dog, you know.

SWEAT

I know that.

TILLY

Then look at my face this time.

SWEAT

I'm looking.

TILLY

My husband doesn't look at me.

He unbuttons her shirt and pulls her bra down. He sucks her breast.

TILLY (CONT'D)

I bet that's sweet.

SWEAT

Sure is.

TILLY

Are you my boy?

He nods.

TILLY (CONT'D)

I didn't hear that.

He mumbles as she speaks into her nipple.

TILLY (CONT'D)

What?

SWEAT

Your boy.

TILLY

That's it, that's it my little boy,  
who's my little boy?

SWEAT

Me.

TILLY

And who am I, my little boy?

SWEAT

Mmmm.

TILLY

Say it, who am I?

SWEAT

Mmmommy.

TILLY

Yeah, that's right. This is my big  
beautiful tit, and it's yours, my  
little boy. It's so good, it tastes  
so good. Like strawberries.

She holds his head against her breast, as they begin to fuck quietly.

INT. CLINTON CORRECTIONAL - TAILOR SHOP 1 - DAY

The men are idle. After a beat, Tilly reenters.

Matt raises his hand.

MATT

Little help?

Tilly goes over to Matt's station.

TILLY

Do you have a problem with something?

MATT

No. I just figured you're friends with my friend. And that makes us friends.

She wasn't prepared for this.

TILLY

If you have a problem with something, I can fix it with a disciplinary report.

MATT

You don't have to worry about me.

TILLY

So that's it? You just want to tell me we're friends?

MATT

And that, you've been around the block, and I've been around the same block.

TILLY

I don't think so.

MATT

Out in nature, there are no right angles, but in here, it's all right angles. It's a carpentered environment.

He indicates with his hands.

MATT (CONT'D)

Bars up, bars down, bars across.

TILLY

What the fuck are you talking about?

MATT

And the people inside, they get to be right angles, too.

TILLY

Uh, okay.

MATT

Then there's the angles that get bent. And you know who that is?

TILLY

Who?

MATT

That's you. And that's me.

She stares at him a long, charged beat, then Sweat re-enters from Tailor 9. He sees Tilly and Matt talking, and they see him looking. Tilly gets up and goes back to her desk.

INT. JEEP CHEROKEE - AFTERNOON

Tilly and Lyle drive home, listening to talk radio. Tilly changes the station to FM 95.5XXX. Usher's "I Don't Mind" (feat. Juicy J) comes on, and Tilly hums the beat.

LYLE

What's this?

TILLY

Usher.

LYLE

Well I don't like it.

TILLY

Why not?

LYLE

They talk too fast. I can't understand what they're saying.

TILLY

There's no "they" it's just one guy, and you can't listen when you're talking.

Lyle listens for a moment.

USHER

And get that money, money, money /  
Your money, money, money / You can  
take off your clothes / Long as you  
coming home, girl, I don't mind.

LYLE

Money, money, money? That's what  
it's about?

TILLY

No.

LYLE

Okay. So what's it about then?

Tilly thinks about this for a second.

TILLY

It's about how true love isn't  
jealous.

LYLE

Well I just think it's a dumb song  
about money.

Tilly turns up the volume on the stereo. Lyle drives on,  
unimpressed.

The song continues over:

INT. CLINTON CORRECTIONAL - INFIRMARY - EVENING

Odell's head and face are wrapped in gauze like The English  
Patient. There are a couple of vases with flowers around  
him. A couple cards. A NURSE comes in with a thin package.

NURSE

Hey honey. Gift from Richard Matt.  
Shall I open it?

She unwraps the package. It's Matt's portrait of Hillary  
Clinton, now completed.

INT. GENE'S APARTMENT - EVENING

Gene sits across from MARY LAMAR, 40s, both still wearing  
their prison uniforms in their small North Country living  
room, a fire going. They're having a glass of wine and  
looking at the portrait of her. She has tears in her eyes.  
She's never received something so beautiful.

INT. CLINTON CORRECTIONAL - MATT'S CELL - EVENING

Matt goes to a shelf in his cell, takes down the large black  
porno binder and places it on his bed. He opens it, flips  
through the pages, and we notice themes. In a few of them  
women are being choked. In many of them the women are smoking  
cigarettes. He finally comes to a page that is blank.

He pulls out the photo of Mary Lamar, the one he told Gene  
was destroyed. He tapes it into the page of the binder.

INT. JEEP CHEROKEE - AS BEFORE

Tilly and Lyle in the car as the song continues. Lyle glances  
at Tilly.

INT. CLINTON INTERROGATION - AS BEFORE

Catherine sits across from Tilly, the Stenographer silently typing as they talk.

CATHERINE

You know what these guys did to get in here?

Tilly nods.

CATHERINE (CONT'D)

They tell you that?

TILLY

When I got the job I was told not to ask. But there's ways of getting around that, like Google.

We flash back briefly to Tilly memory of the true story.

INT. CLINTON CORRECTION - TAILOR SHOP 1 - DAY

Tilly sits at her desk as Matt stands over her. She is reading a newspaper clipping of the murder Matt committed.

INT. CLINTON INTERROGATION - AS BEFORE

CATHERINE

Either Matt or Sweat ever give you a present?

TILLY

Like a--

CATHERINE

A gift. Anything like that.

TILLY

That's against the rules.

CATHERINE

Murder's against the rules and this place is crawling with murderers.

A long beat. Then,

CATHERINE (CONT'D)

Look, I know about the gifts, alright?

TILLY

I thought you did.



CATHERINE

Yeah, so fuck it. You know? I'm not going to bust your ass on that.

TILLY

Thank you.

Catherine turns to the Stenographer.

CATHERINE

Do you mind taking a little break?

The Stenographer slides her chair back, gets up and walks out.

CATHERINE (CONT'D)

You're from Malone, right?

Tilly nods.

CATHERINE (CONT'D)

I'm from the South Shore of Long Island.

TILLY

No shit?

CATHERINE

Yeah. I know what I may look like, like I'm one of these bureaucrats from Albany, but working two jobs, barely making rent, that was my whole childhood.

Catherine leans in, covers the microphone.

CATHERINE (CONT'D)

I know this place is fucked up, alright? I know rules were broken. Hundreds of them, having nothing to do with you.

TILLY

Thank you for saying that.

CATHERINE

But knowing isn't gonna get me anywhere. The COs and the assholes from administration are totally stonewalling me.

TILLY

That doesn't surprise me one bit.

CATHERINE

They wouldn't even let me bring my cell phone in here. Me.

Tilly laughs.

TILLY

Let me guess. Fat Mike.

CATHERINE

I mean I'm the Inspector General of the State of New York. I'm here on the request of the Governor. You just allowed two men to slip out of here, but I can't bring my cell phone inside?

TILLY

So what'd you do? Bust their ass?

CATHERINE

Nah. I just said, fine, I'll play your little reindeer games.

Tilly laughs harder.

TILLY

You said that?

Catherine nods.

TILLY (CONT'D)

I bet he didn't like that.

CATHERINE

But now I know I'm sitting across from the one person who can help me. Because you're not like those people. You're like me. And I need your help.

TILLY

I'm trying to give it to you.

Catherine lets her hand off the microphone.

CATHERINE

In your interviews with the State Police, you asked the detectives six times whether the inmates had been captured.

TILLY

Of course, yeah.

CATHERINE

Because you want them caught, right?

TILLY

It's all anybody wants.

CATHERINE

A lot of people want them outright killed.

TILLY

They should be if they try to hurt anybody.

A beat.

CATHERINE

It's better for you if they die, isn't it, Tilly?

TILLY

What? Why would you say that?

CATHERINE

It's in your best interest to be the only one who lives to tell the story, am I wrong?

TILLY

Yes. You are wrong.

CATHERINE

Unless there's something they know, that you know, that you don't want me to know.

FADE OUT:

FADE IN:

INT. CLINTON CORRECTIONAL - MATT'S CELL - NIGHT

Gene Palmer comes to Matt's cell.

GENE

We're in trouble.

MATT

What?

GENE

Cell check. Five minutes. We gotta hide your paints.

Matt gathers his painting supplies and puts them in a bag.

MATT

Where?

GENE

Follow me.

Gene opens Matt's cell.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - MOMENTS LATER

Matt catches up to Gene at the end of the top floor. Gene leads him to a locked door and opens it.

GENE

You got two minutes.

Gene walks off.

INT. CLINTON CORRECTIONAL - CATWALKS - DAY

Matt enters the catwalks, shutting the door quietly behind him.

He's never been in here, the internal alleyway between the cells, the sounds of the prison echo in the chamber.

He places his paints behind a steel girder, then, curious, he walks to the end of the hall, looks down at the pipes that go several floors down, deep below the prison floor.

He walks back along the wall, counting down the row of cells.

He stops at his own, crouches down, and taps on the wall, the metal is thin.

GUARD (O.S.)

Alright, you fucks. Cell check.  
Everyone out.

Gene opens the door at the end of the catwalk.

GENE

C'mon.

INT. CLINTON CORRECTIONAL - HONOR BLOCK - CONTINUOUS

Matt returns as the gates open up and all of the inmates step out. Matt joins Sweat out front of their cells, their hands against the bars. They don't move.

As TWO SEARCH GUARDS begin to toss the cells at the end of the row.

MATT

Do you know what's on the other side  
of our cell walls?

SWEAT

Fuses? I don't know.

MATT

I was just back there. Gene showed  
me. There's no gates, no locks.

SWEAT

No shit.

MATT

Fifty feet of pipes straight down to  
the basement.

SWEAT

Sounds like another painting.

MATT

Maybe.

Just then the guards toss the cells of Matt and Sweat. They  
are quick, then continue on down the line.

MATT (CONT'D)

Hey.

SWEAT

What?

MATT

Did the CO look behind your bed when  
he checked it?

SWEAT

No, but that's Blair. He never  
fuckin' looks.

MATT

Huh.

SWEAT

Goodnight.

Matt watches Sweat as he goes back into his cell.

CUT TO BLACK:

END OF PILOT