



Episode Two
"Ancient Tribes"

Teleplay by
Tom Fontana
and
Sean Jablonski

Story by
Tom Fontana

EXECUTIVE PRODUCERS

Barry Levinson
Tom Fontana

21 January 1998

CO-EXECUTIVE PRODUCER

Jim Finnerty

SUPERVISING PRODUCER

Bridget Potter

DIRECTOR

Uli Edel

CAST

LEO GLYNN.....ERNIE HUDSON
TIM MCMANUS.....TERRY KINNEY
SISTER PETER MARIE REIMONDO.....RITA MORENO

JASON ARMSTRONG.....TIM BROWN
SARA JOSEPH.....
JOE MINEO.....PHIL SCOZZARELLA
FATHER RAY MUKADA.....B.D. WONG
GLORIA NATHAN.....LAUREN VELEZ
DIANE WITTLESEY.....EDIE FALCO

MIGUEL ALVAREZ.....KIRK ACEVEDO
AUGUSTUS HILL.....HAROLD PERRINEAU
VERN SCHILLINGER.....J.K. SIMMONS
TOBIAS BEECHER.....LEE TERGESEN
KAREEM SAID.....EAMONN WALKER
RYAN O'REILY.....DEAN WINTERS

SIMON ADEBISI.....ADEWALE AKINNUOYE-AGBAJE
ZAHIR ARIF.....GRANVILLE ADAMS
ULYSSES BUSMALIS.....
CHARLES COUSHAIN.....
RICHIE HANLON.....
TIMMY KIRK.....
MARK MACK.....LEIF RIDDELL
FRANK MANHARDT.....
SAM PANCAMO.....
POET.....MUMS THE SCHEMER
BOB REBADOW.....GEORGE MORFOGEN
PETER SCHIBETTA.....
KENNY WANGLER.....J.D. WILLIAMS

HERMANN SCHILLINGER.....

SETS

INTERIORS

Em City

Adebisi's Cell
Alvarez's Cell
Beecher's Cell
Classroom A
Common Room
Coushaine's Cell
Hanlon's Cell
Mack's Cell
Manhardt's Cell
McManus' Office
Laundry Room
O'Reilly's Cell
Outside McManus' Office
Rebadow's Cell
Said's Cell
Schibetta's Cell
Schillinger's Cell

Oz

Cafeteria
Glynn's Office
Glynn's Outer Office
Gym
Hallway
Hallway Outside Hole
The Hole
Library
Office of Psychiatric
Evaluation
Staff Lounge
Storage Room
Visiting Room

Prison Hospital

Doctor's Office
ER
Examining Room
Lab
X-Ray Room
Ward

Warehouse

EXTERIORS

Street

FADE IN:

1 CU on AUGUSTUS HILL:

1

HILL

So, there used to be this tribe, the Aztecs, who believed that the Universe was created by violence. Every year, at what was their version o'Christmas, they'd cut someone's heart out and offer it up to the gods. These people were convinced that without their sacrifice, the sun would fall from the sky and the world would come to an end. Then the Spaniards landed and wiped the Aztecs off the face of the Earth. Turns out they were right. The world did come to an end -- for them.

CUT TO:

2 INT. COMMON ROOM/EM CITY - DAY

2

Empty. Dark. TIM MCMANUS enters, looking around. He goes up the stairs, faces control panel and switches on lights.

HILL (v.o.; cont.)

Welcome to Oz, ten months after the world ended.

As MCMANUS stands at Command Station, the room illuminating around him,

DISSOLVE TO:

MCMANUS in the same spot, with LEO GLYNN beside him. Forty INMATES, including HILL, KAREEM SAID, SIMON ADEBISI, MIGUEL ALVAREZ, ZAHIR ARIF, TOBIAS BEECHER, RYAN O'REILY, BOB REBADOW, POET, ULYSSES BUSMALIS, PETER SCHIBETTA, MARK MACK, FRANK MANHARDT, RICHIE HANLON, CHARLES COUSHAIN, TIMMY KIRK and KENNY WANGLER, enter, carrying bedrolls, toiletries and trunks. OFFICERS abound. MCMANUS calls out:

MCMANUS

Alright... A lot of people thought we'd never reopen Emerald City. But after almost a year and a lot of politicking, ball-busting and some back-up from the Warden --
(indicates GLYNN)
Here we are.

(CONTINUED)

2 CONTINUED:

2

GLYNN

It's a new deal, gentlemen.

MCMANUS

A better deal, a fair deal. I have identified ten groups -- the Muslims, the gangstas, the Latinos, the Italians, the Irish, the Aryans, the bikers, the Christians, the gays and one called the Others. Each group will have four prisoners living in Em City, no more, no less. Each group will be equal, each individual, equal.

ADEBISI

Bullshit.

MCMANUS

No, it's not bullshit. And to see that it's not, I'm also establishing a Council, to advise me, to air grievances. One member of each group will serve on the Council. Any questions?

SAID

Yes. Given all that happened, why did you come back, why do you still believe Emerald City will work?

MCMANUS

Well, the truth is this: we learn to change or we repeat our mistakes. We become a part of our community or we remain isolated from it. In either case, the success of our lives depends on us. It's not solely up to me to make Emerald City work, it's you, too... Any other questions?

ALVAREZ

What time's lunch?

As the OTHERS laugh,

CUT TO:

3 INT. SAID'S CELL/EM CITY - DAY

3

SAID, ARIF and TWO OTHER MUSLIMS talk.

ARIF
Kareem, you should be our
representative on the Council.

OTHERS nod in agreement.

SAID
That's assuming we'll participate.

ARIF
You're saying we shouldn't?

SAID
I'm saying we wait. Our absence
may speak louder than our presence.

SAID looks over to ADEBISI's cell.

4 INT. ADEBISI'S CELL/EM CITY - DAY

4

ADEBISI, WANGLER, POET and another GANGSTA talk.

ADEBISI
First thing, we start selling tits
again.

WANGLER
What 'bout O'Reily?

ADEBISI
I'll handle O'Reily.

ADEBISI looks over to O'REILY's cell.

5 INT. O'REILY'S CELL/EM CITY - DAY

5

O'REILY, KIRK and TWO OTHER IRISH GUYS talk.

O'REILY
I'll handle Adebisi. What worries
me is the Sicilians coming back in.

KIRK
I don't see Nino Schibetta
anywhere.

O'REILY
Schibetta's dead. It's his son
who's the hair across our ass.

O'REILY looks over to SCHIBETTA's cell.

6 INT. SCHIBETTA'S CELL/EM CITY - DAY

6

SCHIBETTA talks with SAM PANCAMO and TWO OTHER SICILIANS.

SCHIBETTA
We're gonna take back the drug
trade. We're gonna find out who
hurt my father. And then --

SCHIBETTA looks over to ALVAREZ's cell.

7 INT. ALVAREZ'S CELL/EM CITY - DAY

7

ALVAREZ talks with THREE OTHER LATINOS.

ALVAREZ
The rest o'these scumfucks are
gonna learn -- they can't shit on
us no more.

ALVAREZ looks over to MACK's cell.

8 INT. MACK'S CELL/EM CITY - DAY

8

MACK stands with TWO OTHER ARYANS.

MACK
Schillinger had eye surgery, he's
back this week, but he says he
don't wanna run the Brotherhood --

MACK looks over to MANHARDT's cell.

9 INT. MANHARDT'S CELL/EM CITY - DAY

9

MANHARDT talks to THREE OTHER BIKERS.

MANHARDT
Anybody got tits?

MANHARDT looks over to HANLON's cell.

10 INT. HANLON'S CELL/EM CITY - DAY

10

HANLON stands with TWO OTHER GAY MEN and a TRANSVESTITE.

HANLON
Anybody got tits?

HANLON looks over to COUSHAINÉ's cell.

11 INT. COUSHAINE'S CELL/EM CITY - DAY

11

COUSHAINE prays with THREE OTHER CHRISTIANS.

COUSHAINE
For Thine is the Kingdom, the Power
and the Glory. Forever and ever.
Amen.

COUSHAINE looks over to BEECHER's cell.

12 INT. BEECHER'S CELL/EM CITY - DAY

12

BEECHER, HILL, REBADOW and BUSMALIS talk.

HILL
I'm an "Other" -- how the fuck did
I get to be an Other? On the
streets, I pushed dope. I was as
bad as any o'those homeboys. I
killed a fucking cop. Why am I in
here with you guys?

REBADOW
You're disabled.

HILL
And the rest o'you are fucking
certifiabile.

BEECHER
(to BUSMALIS)
Who are you?

BUSMALIS
Ulysses Busmalis. A/K/A The Mole.

REBADOW
The Mole?

BUSMALIS
I dig. I can dig anywhere. I'm
gonna dig my way out o'Oz.

HILL
Y'see what I'm saying, certifiabile.

On BEECHER and REBADOW, nodding,

CUT TO:

13 INT. HALLWAY/OZ - DAY

13

MCMANUS walks along with HILL.

HILL

I tell ya, I don't belong with those three clowns. They're crazy. Especially Beecher. Forget all that shit he did to Schillinger, Beecher bit off some fucker's dick.

MCMANUS

That was ten months ago.

HILL

Oh, well, then that's okay. McManus, you got us sharing a pod. I'm gonna have to sleep with one eye open.

MCMANUS

Sister Peter Marie says Beecher's responding to therapy.

HILL

Then let her bunk with him.

They exit into:

14 INT. LIBRARY/OZ - DAY

14

MCMANUS and HILL enter. They sit with ADEBISI, O'REILY, SCHIBETTA, ALVAREZ, MANHARDT, HANLON, COUSHAIN and MACK. One seat is empty.

MCMANUS

Okay. Who's missing?

MACK

Said.

MCMANUS

Let's not wait... I call this first meeting of the Emerald City Council to order. Now, we're going to need a Recording Secretary.

MANHARDT

Anyone know how to write?

LAUGHTER from some.

HANLON

I'll do it. I'm famous for my penmanship.

(CONTINUED)

14 CONTINUED:

14

MCMANUS slides pad and pen to HANLON.

MCMANUS

Okay... Most of you men got a raw deal growing up, with abusive parents, shitty housing, no jobs. My goal is to make clear that each of you has an equal opportunity to turn your lives around.

ADEBISI

Oh yeah? How you gonna do that?

MCMANUS

Initially, with education. Over half of the inmates in Oz haven't finished high school. The federal prison system has had mandatory education programs since nineteen eighty-two. We're gonna have the same requirements in Em City.

SCHIBETTA

There's already a program.

MCMANUS

It's not mandatory.

ALVAREZ

Who cares? What's important is to bring back conjugals.

Agreement from GROUP.

O'REILY

And cigarettes.

More agreement.

MCMANUS

One thing at a time, guys, education first. Now, by making it mandatory, we'll have more students. Therefore, we'll need more teachers and since the budget to fund this program is so small, I'm asking for volunteers.

No response.

MCMANUS (cont.)

Coushaine, I see in your file, you taught high school briefly.

(CONTINUED)

14 CONTINUED: 2

14

COUSHAINÉ

Yes.

MCMANUS

Then how 'bout helping out?

COUSHAINÉ

Okay.

MCMANUS

Anybody else? C'mon, anybody else
wanna teach anything?

HILL

Yeah, me --

(re: wheelchair)
Ballroom dancing.

On the OTHERS, laughing,

CUT TO:

15 INT. OUTSIDE MCMANUS' OFFICE/EM CITY - DAY

15

SAID comes up steps, followed by OFFICER. They cross into:

16 INT. MCMANUS' OFFICE/EM CITY - DAY

16

MCMANUS sits working at computer as SAID enters. MCMANUS
signals to OFFICER at door to stay back.

MCMANUS

Thank you.

(to SAID)

The Muslims weren't represented at
the Council meeting.

SAID

If this "council" has real power,
we will participate.

MCMANUS

Real power?

SAID

Do we get to make policy or are we
simply to rubber stamp yours?

MCMANUS

This is a prison, not a democracy.

SAID

Oh, I know that only too well.

(CONTINUED)

16 CONTINUED:

16

MCMANUS

I meant what I said about a second chance. I wanna do it right this time. If you don't participate, fine, just don't get in my way.

SAID

McManus, you want us to be allies, but that can never happen. Better you should transfer me back to genpop and be done with me.

MCMANUS

No. Lying in that hospital bed, afraid I was going to die, I started praying. I'm not saying I had any great spiritual awakening, but I did come to the conclusion that your God and mine aren't that different. They both expect the best from us. And for us to find the best in each other.

SAID

I've written another book. Which will be published this month. It's about the riot. As I was writing, I looked for the best in you. But all I found was a frightened, confused little man.

MCMANUS

I was frightened and confused, but y'know, you take a bullet in the chest, you're not frightened anymore. People can change, Said. Even me. Even you.

As SAID stares at MCMANUS,

CUT TO:

17 INT. GLYNN'S OFFICE/OZ - DAY

17

GLYNN sits with MCMANUS and SISTER PETER MARIE REIMONDO.

GLYNN

The problem with mandatory education is how to force these kids to go to class.

(CONTINUED)

17 CONTINUED:

17

MCMANUS

I can be pretty persuasive when I need to.

GLYNN

Tell me about it.

MCMANUS

I do appreciate you both supporting me to get Emerald City back on its feet.

GLYNN

I admire you, McManus. No, it's true -- and not just 'cause you took a bullet. But 'cause, during the riot, you let yourself be exchanged for the hostages. That took balls.

REIMONDO

Yeah, only be careful you don't lose them.

MCMANUS

How so, Sister Pete?

REIMONDO

This decision to set up ten different groups inside Em City, it could backfire. Instead of bringing them together, it's potentially divisive.

MCMANUS

All I'm doing is acknowledging the reality of why prisoners hang together. Sometimes it's race, sometimes it's sexuality, sometimes it's beliefs. And that's not any different from life outside.

GLYNN

Well, you better make sure you succeed. 'Cause my balls are on the line, right next to yours.

On MCMANUS, exhaling,

CUT TO:

18 INT. COMMON ROOM/EM CITY - DAY

18

SAID, ARIF and MUSLIMS pray. SCHIBETTA, PANCAMO and SICILIANS play cards. ADEBISI, WANGLER and GANGSTAS watch TV. O'REILY, KIRK, ALVAREZ, MACK, MANHARDT, HANLON, COUSHAIN and OTHERS hang around. MCMANUS approaches POET, who scribbles in a notebook.

MCMANUS
What'cha working on?

POET
Poem.

MCMANUS
Can I see?

MCMANUS leans over to look at pad -- there are no real words, mostly pictures.

MCMANUS (cont.)
That's a poem?

POET
It's not finished.

MCMANUS
Are there any words?

POET
Yeah.
(taps head)
Up here.

MCMANUS
You don't write them down?

POET
Easier this way.

As POET scribbles,

DISSOLVE TO:

19 EXT. STREET - NIGHT

19

RICH COUPLE walking along, in tuxedo and gown. POET approaches, pulls thirty-eight. RICH COUPLE freezes. POET pulls necklace from WIFE's throat. HUSBAND grabs POET's arm. They struggle. As the gun goes off,

DISSOLVE TO:

20 CU on HILL:

20

HILL
Prisoner number 96J332, Arnold
Jackson A/K/A Poet. Convicted
February fifteenth, ninety-six,
armed robbery, attempted murder,
possession of a deadly weapon.
Sentence, sixteen years. Up for
parole in nine.

CUT TO:

21 INT. COMMON ROOM/EM CITY - DAY

21

MCMANUS pulls up a chair, sits next to POET.

MCMANUS
Poet... I want you to go to class,
finish your education, get a
diploma.

POET
All them brain-dead Wonder Breads
talking about whales and Walden
pond. Uh uh.

MCMANUS
You have to go -- it's mandatory.

POET
Fuck that.

POET picks up notebook, starts to head off. MCMANUS stands.

MCMANUS
Hey --

POET
What, man?

MCMANUS
You start going to class and I'll
arrange for a conjugal visit.

POET
What?

MCMANUS
A conjugal visit. For you.

POET
I ain't married.

(CONTINUED)

21 CONTINUED:

21

MCMANUS

You got a girlfriend?

POET

Uh huh.

MCMANUS

Like I said, you start going to
class -- you stay in class, get
your GED and I'll arrange for you
to see her.

POET looks around, not sure he's hearing this right.

POET

I thought there was a rule --

MCMANUS

Fuck the rules.
(holds out hand)
We gotta deal?

As POET looks at MCMANUS and nods yes,

CUT TO:

22 INT. CAFETERIA/OZ - DAY

22

Lunch is over, INMATES file out. WANGLER mops the floor.
MCMANUS enters.

MCMANUS

Kenny --

WANGLER

(looks up, points)
You're gonna fuck up my floor, man.

MCMANUS

It's alright.

WANGLER

Hell, you ain't gotta mop it again.

MCMANUS

You were going to class when you
first got to Oz, but dropped out.

WANGLER

I hate that shit.

MCMANUS

So you'd rather mop floors?

(CONTINUED)

22 CONTINUED:

22

WANGLER

I'd rather be coolin' with some
honeys and a forty, but I can't,
can I?

WANGLER starts to mop again, MCMANUS stops him.

MCMANUS

How about when you get out? How're
you gonna get a job without an
education?

WANGLER

I got a job when I get out.

MCMANUS

Oh, yeah? What?

WANGLER

I've made connections in here,
people are gonna take care o'me.

MCMANUS

Selling drugs?

WANGLER

What do you want, McManus?

MCMANUS

A trade.

(re: mop)

Instead of this, you get your GED.

WANGLER

My what?

MCMANUS

You finish high school.

WANGLER

Oh, you want something, right? I
ain't no snitch --

MCMANUS

I'm not asking you to be. It's a
simple offer: school instead of
work. Your choice.

WANGLER considers, looks at his mop.

WANGLER

And I won't have to mop no more?

(CONTINUED)

22 CONTINUED: 2

22

MCMANUS nods.

WANGLER (cont.)

Alright. I'll check it out.

On MCMANUS, the plan coming together,

CUT TO:

23 INT. CLASSROOM A/EM CITY - DAY

23

TEN YOUNGER INMATES, including KIRK, WANGLER and POET, sit facing chalk board. COUSHAINÉ heads class.

COUSHAINÉ

Okay, I need someone to read out loud. Anybody?

(scans faces; stops at WANGLER)

Kenny, right?

(pulls book off his desk)
Open to page one and read us the first paragraph.

COUSHAINÉ walks over and drops book on WANGLER's desk.

WANGLER

What do I need to read this shit for?

COUSHAINÉ

We're all gonna listen and, if anyone doesn't understand a word, we're going to make a vocabulary list.

KIRK

A what?

COUSHAINÉ

See, there's our first one. How many people here know what "vocabulary" means?

KIRK

Ain't that a disease?

(to WANGLER)

You got that, don't you? A limp vocabulary?

CLASS cracks up.

(CONTINUED)

23 CONTINUED:

23

WANGLER

Fuck you, man, you ain't even got
one --

COUSHAINÉ

Alright, alright.

COUSHAINÉ goes to board, writes V-O-C-A-B-U-L-A-R-Y.

COUSHAINÉ (cont.)

Vocabulary means any list of words.
And the word 'vocabulary' will now
be part of our vocabulary list.
So, let's get started. Kenny?

WANGLER

(hands book to KIRK)
Let this mick-fuck read.

COUSHAINÉ

He'll get a chance. You go first.

WANGLER

I said no, man.

COUSHAINÉ

Page one, open to it.

WANGLER

You fucking deaf? I said I ain't
reading.

COUSHAINÉ

Kenny, open to page --

WANGLER

Fuck you, you fucking Jesus freak.

WANGLER stands, kicks his desk. He heaves the book at
COUSHAINÉ.

24 INT. COMMON ROOM/EM CITY - DAY

24

MCMANUS walks through. HEAR SIRENS. INMATES and OFFICERS
stand at windows to Classroom A. INMATES yell while
OFFICERS disperse them. OFFICER JOE MINEO calls out.

MINEO

Lockdown, lockdown. Everyone in
your cell.

(CONTINUED)

24 CONTINUED:

24

MCMANUS looks inside Classroom A, sees WANGLER trying to choke COUSHAINÉ as the CLASS cheers him on. MCMANUS moves to go inside, but SORT TEAM enters, in full riot gear, goes into Classroom A and diffuses the situation. SIREN stops, leaving an eerie silence.

25 INT. CLASSROOM A/EM CITY - DAY

25

SORT TEAM has WANGLER pinned. COUSHAINÉ gasps for breath, as MCMANUS enters.

MCMANUS

What happened?

COUSHAINÉ

He tried to strangle me --

MCMANUS

Kenny?

WANGLER

That bitch got in my face for no reason.

COUSHAINÉ

I wasn't in your face.

MCMANUS

You need a doctor?

COUSHAINÉ

I'm okay.

MCMANUS

How'd this happen?

COUSHAINÉ

I asked him to read out loud, next thing I know he's throwing a book at me.

WANGLER

Fuck you, man.

MCMANUS

Shut up, Kenny.

COUSHAINÉ

That's what happened.

(CONTINUED)

25 CONTINUED:

25

MCMANUS
(to OFFICER re: WANGLER)
Bring him to my office --

As MCMANUS picks up an overturned desk, rights it and exits,

CUT TO:

26 INT. MCMANUS' OFFICE/EM CITY - DAY

26

MCMANUS sits on edge of desk opposite WANGLER.

MCMANUS
Why'd you do it?

WANGLER
I told you, he got in my face.

MCMANUS
Bullshit. We have a deal and part
of that deal is you do what the
teacher tells you.

WANGLER
I ain't nobody's prag.

MCMANUS
Alright, fine.
(grabs book; hands it to
WANGLER)
Read for me then.

WANGLER
(drops book)
No.

MCMANUS picks up book, holds it open in front of WANGLER,
who looks the other way. MCMANUS goes to ink board on wall
and in big, bold letters writes: M-C-M-A-N-U-S.

MCMANUS
Alright. What's that say?
(no response)
Look at it. What's it say?

WANGLER slowly turns, studies the word for a long time.

WANGLER
McDonalds.

MCMANUS stares at WANGLER; it's obvious now.

MCMANUS
Officer --

(CONTINUED)

26 CONTINUED:

26

OFFICER enters.

MCMANUS (cont.)

Take him to his cell, please.

OFFICER hustles WANGLER out. On MCMANUS, looking back at his name on the board,

CUT TO:

27 INT. HALLWAY/OZ - DAY

27

GLYNN walks with MCMANUS.

GLYNN

I want Wangler in the Hole.

MCMANUS

It's not that Wangler wouldn't read, he couldn't read. Leo, the kid can't fucking read.

GLYNN

So that excuses his behavior?

MCMANUS

No, but it gives us insight how to help him.

GLYNN

You're gonna teach him to read?

(off MCMANUS' nod)

Back in the day, it was against the law for a slave to learn to read. But some did. 'Cause they had a thirst for it. The reverse is also true. You can't force someone to learn.

MCMANUS

I can try.

As MCMANUS heads off,

CUT TO:

28 INT. COMMON ROOM/EM CITY - NIGHT

28

Lights out, PRISONERS sleep in their cells. OFFICER walks to cell, nods to OFFICER at station.

HILL (v.o.)

Them Aztecs, they had this king.

Cell door opens.

29 INT. ADEBISI'S CELL/EM CITY - NIGHT

29

OFFICER gets WANGLER out of bed.

HILL (v.o.; cont.)
Moctuzema the Second.

ADEBISI watches, curious.

30 INT. SAID'S CELL/EM CITY - NIGHT

30

SAID also watches as WANGLER is led out.

31 INT. MCMANUS' OFFICE/EM CITY - NIGHT

31

MCMANUS sits, face of stone, thinking.

HILL (v.o.; cont.)
One night, Moctuzema saw a "flaming
ear of corn" shoot across the sky.

Door opens. WANGLER enters, as OFFICER stays in b.g.

HILL (v.o.; cont.)
A comet.

MCMANUS motions for WANGLER, who isn't quite sure what's
going on, to sit. From his desk, MCMANUS pulls out a
book, "Learning to Read". He slides chair next to WANGLER
and hands him the book.

HILL (v.o.; cont.)
Moctuzema saw this comet as an
omen, a sign o'his own downfall.
And so he surrendered his empire to
the Spanish conquistadors. Without
a fight.

As WANGLER opens the book,

CUT TO:

32 CU on HILL:

32

HILL (cont.)
Stupid fuck. You gotta fight.
Even if you know you're gonna lose.

FADE TO BLACK.

FADE IN:

33 INT. COMMON ROOM/EM CITY - NIGHT

33

OFFICER sits at desk, bathed in the glow of the Command Station.

34 INT. BEECHER'S CELL/EM CITY - DAY

34

BEECHER lies on top bunk, asleep. As he turns over, CAMERA PANS DOWN to bottom bunk, where HILL lies, wide awake. He watches the bed springs move, then stop. He exhales, in relief. Suddenly, BEECHER's legs appear, as he jumps to floor. HILL lets out a little yelp. BEECHER goes to toilet, pisses. On HILL, putting his hands over his penis,

CUT TO:

35 INT. WARD/PRISON HOSPITAL - DAY

35

DOCTOR GLORIA NATHAN sits opposite VERN SCHILLINGER, whose eye is bandaged.

NATHAN
Alright, I'm going to start
unwrapping the bandages.
(as she does)
Doctor Richards thinks the surgery
was successful, that you'll have a
scar, but your sight should be
nearly fully restored.

NATHAN finishes taking off bandages.

NATHAN (cont.)
Open your eye. Can you see?

SCHILLINGER opens eye, blinks.

SCHILLINGER
Yes.

On SCHILLINGER, smiling,

CUT TO:

36 INT. COMMON ROOM/EM CITY - DAY

36

SCHILLINGER enters, welcomed by MACK and OTHER ARYANS. SAID, ARIF, HILL, ADEBISI, O'REILY, REBADOW, POET, BUSMALIS, SCHIBETTA, MANHARDT, HANLON, COUSHAIN, KIRK and WANGLER watch. As SCHILLINGER looks up, sees BEECHER staring at him,

CUT TO:

37 INT. VISITING ROOM/OZ - DAY

37

SCHILLINGER sits opposite HERMANN SCHILLINGER, seventies.

HERMANN

I threw them both out o'the house. Those fucking boys o'yours are out o'fucking control. Drugs all the time and stealing from me to pay for 'em.

SCHILLINGER

Where are they?

HERMANN

Who knows? Who the fuck cares?

SCHILLINGER

Listen, you stupid ol' bastard, you find them, hear me, you find my sons --

HERMANN

And then what? Bring 'em to Oz for a little heart-to-heart?

HERMANN gives him the finger, rises.

SCHILLINGER

Don't you walk away, cocksucker.

HERMANN goes.

SCHILLINGER (cont.)

Come back here. Get your fucking fat ass back here, Dad.

As the OFFICERS restrain SCHILLINGER,

CUT TO:

38 INT. OFFICE OF PSYCHIATRIC EVALUATION/OZ - DAY

38

BEECHER types into computer as REIMONDO sits at her desk.

BEECHER

Hill's uncomfortable living in the
same pod as me.

REIMONDO

You've got to do what you can to
ease his concerns.

BEECHER

Okay, so tell me: how do you
convince a man you won't chew on
his penis?

REIMONDO

I don't know. I haven't had that
problem since I found the convent.

BELL RINGS.

REIMONDO (cont.)

Tobias --

(slips file into
envelope)

On your way back to Em City, would
you drop these at McManus' office?

BEECHER

(turns off computer)
Let's go get a martini.

REIMONDO

(seals envelope)
What?

BEECHER

(rises)

When I was a lawyer, at the end of
a long day of trials and
tribulations, we'd all go to
MacSwaggin's and have a vodka
martini, dry, one olive. Man,
that'd taste so good right now.

REIMONDO

(holds out envelope)
Too many martinis is what landed
you here in the first place.

BEECHER takes files, exits into:

39 INT. HALLWAY/OZ - DAY

39

BEECHER walks down hallway, looks behind him to see REIMONDO packing her briefcase. As BEECHER opens envelope,

CUT TO:

40 INT. COMMON ROOM/EM CITY - DAY

40

SCHILLINGER sits reading. BEECHER approaches with file.

BEECHER

Vern-baby.

SCHILLINGER looks up, then back at his book.

BEECHER (cont.)

What're you reading there? Mein Kampf? I'll tell you how it ends -- the Aryan Race gets their ass kicked. Been doing some reading myself.

(holds out file)

Your psychiatric profile.

According to Sister Peter Marie, you've --

(reads)

"Demonstrated a genuine personality adjustment" --

(smiles)

Bullshit. You're faking, so that you can make parole.

SCHILLINGER rises, walks away. BEECHER follows.

BEECHER (cont.)

But I'm going to see to it that you never leave Oz. You hear me, sweetpea? Never, ever.

SCHILLINGER reaches his cell, enters, closes door. On BEECHER, staring at SCHILLINGER through glass, smiling,

CUT TO:

41 INT. CAFETERIA/OZ - DAY

41

ALVAREZ, HILL, BEECHER, SAID, ARIF, BUSMALIS, COUSHAIN, HANLON, KIRK, MACK, PANCAMO, POET, REBADOW and SCHIBETTA wait in line, to be served by ADEBISI and O'REILY. WANGLER gets to front of line.

WANGLER

Fill 'er up.

(CONTINUED)

41 CONTINUED:

41

ADEBISI

You too good to work with us,
Kenny?

WANGLER

I got other things going on.

WANGLER takes tray, passing SCHILLINGER, who approaches
ARYANS and BIKERS, including MACK and MANHARDT, eating.

SCHILLINGER

I need an ask.

MANHARDT

What kind o'ask?

SCHILLINGER

Kill Beecher.

MANHARDT

That motherfucker's crazy. Wasting
him, that's a pretty big favor.

SCHILLINGER

Forget favor. Job. I'll pay.

MANHARDT

No thanks.

SCHILLINGER

(to MACK)
How 'bout you?

MACK

No way.

SCHILLINGER

Anyone?
(no reaction)
Pussies.

MANHARDT

Fuck you.

MACK

Yeah, you kill him.

SCHILLINGER

I wish to Christ I could.

As SCHILLINGER walks off,

CUT TO:

42 INT. LAUNDRY ROOM/EM CITY - DAY

42

ALVAREZ sorts clothes as SCHILLINGER leans into him.

ALVAREZ

I never thought you had any use for
us Latinos.

SCHILLINGER

Will you whack Beecher or not?

ALVAREZ

Depends what we get in return.

SCHILLINGER

I work the mailroom, right? I can
push whatever mail you need, in or
out, through the system.

ALVAREZ

Tits?

SCHILLINGER

Sure.

ALVAREZ

I thought you were anti-drugs,
Schillinger.

SCHILLINGER

Look, I don't care if you smuggle
in fucking tacos -- I want Beecher
dead. Today.

ALVAREZ

What else you got?

SCHILLINGER

What'd'ya mean -- what else?

ALVAREZ

I mean, the post office thing ain't
enough. I want more.

SCHILLINGER

More?

ALVAREZ

Everything. Everything you got.

SCHILLINGER

Listen, you cock-sucking spic --

(CONTINUED)

42 CONTINUED:

42

ALVAREZ
Ah, now there's the Schillinger I
know and love.

SCHILLINGER
Fuck you.

ALVAREZ
Mira, amigo, vete par carajo.

SCHILLINGER goes. On ALVAREZ, doing another load,

CUT TO:

43 INT. COMMON ROOM/EM CITY - DAY

43

ADEBISI sits watching TV, wearing headset. CAMERA PANS UP to SCHILLINGER, standing behind him. SCHILLINGER exhales, then reluctantly taps ADEBISI on shoulder. ADEBISI turns, sees him, gives a look of total disgust, turns back to TV. As SCHILLINGER moves on,

CUT TO:

44 INT. LIBRARY/OZ - DAY

44

SCHILLINGER sits, reading. BEECHER enters, feigns cough. SCHILLINGER looks at him.

SCHILLINGER
Get the fuck away from me.

BEECHER puts finger to his lips, shhhh, indicates LIBRARIAN. BEECHER sits beside SCHILLINGER, whispers:

BEECHER
Do you know the wonderful thing about computers? Working in the Psych Office, I can access all the files from the whole prison. I can change the files to read any which way. I can take away infractions. Or add them. Like in your file, for instance. Y'know, the one the Parole Board is going to see...

SCHILLINGER rises, yells.

SCHILLINGER
Get the fuck away.

OFFICER DIANE WITTLESEY enters from hall.

(CONTINUED)

44 CONTINUED:

44

WITTLESEY
What's the problem here?

SCHILLINGER
Him. He's the goddamn problem.

WITTLESEY
Then why are you the one yelling?
Take a walk.

WITTLESEY pushes SCHILLINGER out into:

45 INT. HALLWAY/OZ - DAY

45

WITTLESEY leads SCHILLINGER along.

SCHILLINGER
He's a bug, Wittlesey --

WITTLESEY
You're all fucking bugs.

SCHILLINGER
Listen. I need you to do something
for me. And I'll even pay. I know
about your kid. And your mother
being sick. You can use the dough.

WITTLESEY
So what do I have to do?

SCHILLINGER
Take care o'Beecher, the way you
took care o'Scott Ross.

WITTLESEY
What?

SCHILLINGER
You know I saw you shot Ross. And
that I haven't told a soul.

WITTLESEY
Yeah... You'll actually give me
money to kill Beecher?

SCHILLINGER
Two thousand dollars. That's the
deal. But it's gotta happen
tonight.

WITTLESEY
I want the money up front.

(CONTINUED)

45 CONTINUED:

45

SCHILLINGER
I can have it wired to your
account.

WITTLESEY
Okay. As soon as I get
verification, Beecher's dead.

As SCHILLINGER hurries into Em City,

CUT TO:

46 INT. SCHILLINGER'S CELL/EM CITY - DAY

46

LIGHTS OUT. SCHILLINGER rolls over, looks out.

HILL (v.o.)
When the Aztecs first saw the
Spaniards on horseback, they
thought the man and the horse were
one creature.

SCHILLINGER'S POV -- WITTLESEY goes into BEECHER's cell,
brings BEECHER out handcuffed, takes him away.

HILL (v.o.; cont.)
And the Aztecs knelt down and
worshipped this creature as God.

RESUME SCHILLINGER. As he lies back in bed, content,

CUT TO:

47 CU on HILL:

47

HILL (cont.)
Sometimes, what you see is not what
is.

CUT TO:

48 INT. HALLWAY/OZ - DAY

48

SCHILLINGER walks with WITTLESEY.

SCHILLINGER
So. Last night.

WITTLESEY
You wanted Beecher dead, right?

SCHILLINGER
Yeah, I wanted him dead.

(CONTINUED)

48 CONTINUED:

48

WITTLESEY
You paid me, right? Two grand.

SCHILLINGER
Yeah.

WITTLESEY
You wanna see the body?

SCHILLINGER
Shit, sure.

WITTLESEY
In fact, you can be the one who
discovers it. Ironical, huh?

SCHILLINGER laughs, follows WITTLESEY down hall to door.

WITTLESEY (cont.)
In there.

SCHILLINGER grabs knob, shoves open door.

49 INT. STORAGE ROOM/OZ - DAY

49

SCHILLINGER enters to see BEECHER, very much alive, and
MCMANUS.

SCHILLINGER
What the fuck?

SCHILLINGER looks back as WITTLESEY comes up behind him.

BEECHER
Nice try, Vern-baby.

MCMANUS
Beecher...
(to SCHILLINGER)
Have you got anything to say?

SCHILLINGER
I've been framed.

WITTLESEY reveals hidden tape recorder, hits button.

WITTLESEY (on tape)
You wanted Beecher dead, right?

SCHILLINGER (on tape)
Yeah, I wanted him dead.

WITTLESEY turns off tape recorder.

(CONTINUED)

49 CONTINUED:

49

MCMANUS

You can forget about your parole hearing. Instead, get a good lawyer. We're charging you with conspiracy to commit murder.

(to WITTLESEY)

Take him to the Hole.

WITTLESEY grabs SCHILLINGER. As SCHILLINGER eyes BEECHER,

CUT TO:

50 INT. BEECHER'S CELL/EM CITY - DAY

50

HILL lies on bunk as BEECHER enters, singing "Rice Krispies" song.

HILL

What're you so happy about?

BEECHER

Hill, you think I'm insane, right?

HILL

Shit, yeah.

BEECHER

Well, maybe I am, but every once in a while, the lawyer in me still pops out.

HILL

Yeah?

BEECHER

I wanted Schillinger away from me, out of Em City, but not free. So I had to figure out a way to get his parole hearing canceled. I knew I couldn't start a fight with him or I'd be the one in trouble. So I manipulated him, got him so psycho that he tried to have me killed. Now -- not only are Schillinger's chances for parole dead, he's facing ten more years.

HILL

That's good, Mohel. And bad. With no hope o'walking out o'Oz, he's got even more reason to fuck you up.

(CONTINUED)

50 CONTINUED:

50

BEECHER
Yeah... Thank God I'm insane,
right? 'Cause I don't give a shit.

On BEECHER, jumping onto bunk,

CUT TO:

51 INT. THE HOLE/OZ - NIGHT

51

On SCHILLINGER's eyes, burning with revenge,

FADE TO BLACK.

FADE IN:

52 INT. GLYNN'S OUTER OFFICE/OZ - DAY

52

SARA JOSEPH, twenties, sits at desk outside door to GLYNN's office as REIMONDO approaches.

REIMONDO
He in?

JOSEPH
With Father Mukada.

REIMONDO
For long?

JOSEPH
I don't think so.

REIMONDO
I'll wait.
(sits)
How're you enjoying the new job?

JOSEPH
It's fine. The Warden's a really nice man.

REIMONDO
Yes, he is.

JOSEPH
I have to admit, the idea of working at a prison terrified me, but now I'm getting used to it.

PHONE RINGS. JOSEPH lifts receiver.

(CONTINUED)

52 CONTINUED:

52

JOSEPH (cont.)

Warden's office... Yes, ma'am...
One moment...

(pushes intercom)

Warden, your wife's on line three.

GLYNN (o.c.)

Tell her I'll call back.

JOSEPH

She says it's urgent.

GLYNN (o.c.)

Alright.

JOSEPH turns off intercom.

REIMONDO

I know what you're saying about
being afraid. My first few weeks
here, I was one nervous nellie.

JOSEPH

You're just saying that to be nice.
I can't imagine you being nervous
about anything.

Office door opens and GLYNN enters.

GLYNN

I've gotta go.

REIMONDO

Hello, Leo --

GLYNN

(still going)

I'm not sure when I'll be back.

FATHER RAY MUKADA comes out of office as GLYNN exits.

MUKADA

Something's happened. Something's
wrong.

As the THREE exchange worried glances,

CUT TO:

53 INT. HALLWAY/OZ - DAY

53

WITTLESEY walks along.

MCMANUS (o.c.)

Diane.

WITTLESEY turns as MCMANUS approaches.

MCMANUS (cont.)

You avoiding me?

WITTLESEY

No.

MCMANUS

I want you to come back to work in
Em City.

WITTLESEY

I'm happy where I am.

MCMANUS

I need you.

WITTLESEY

Right.

MCMANUS stops her at Library doorway.

MCMANUS

The way you handled the sting on
Schillinger --

WITTLESEY turns to go.

MCMANUS (cont.)

He says you murdered Scott Ross.

WITTLESEY

You read the Commissioner's report.
Ross was shot by the SORT Team.

MCMANUS

Schillinger says he's gonna tell
everybody.

WITTLESEY

So? No one will listen to
Schillinger, Tim. Especially
because I turned him in on Beecher.

MCMANUS

Did you kill Ross?

(CONTINUED)

53 CONTINUED:

53

WITTLESEY

No.

(off MCMANUS' look)
What? You believe Schillinger's
word over mine?

She exits. MCMANUS follows her into:

54 INT. LIBRARY/OZ - DAY

54

MCMANUS and WITTLESEY sit next to MUKADA, REIMONDO and OTHER
PRISON OFFICIALS. JOSEPH enters.

JOSEPH

Excuse me, Warden Glynn just
called. He's not gonna make it
back in time, so he'd like Sister
Peter Marie to run the meeting.
(hands her paper)
Here's the agenda.

MUKADA

Did he say what happened?

JOSEPH

Only that his daughter was in the
hospital.

REIMONDO

Oh my.

JOSEPH turns and exits.

WITTLESEY

What do you think we should do?

REIMONDO

What Leo wants -- go ahead with the
meeting.

(looks at sheet)

Item One --

On REIMONDO and the OTHERS working,

CUT TO:

55 INT. GLYNN'S OUTER OFFICE/OZ - DAY

55

JOSEPH sits at desk, REIMONDO and MUKADA approach.

REIMONDO

He's back?

(CONTINUED)

55 CONTINUED:

55

JOSEPH
About ten minutes ago.

MUKADA
He say anything?

JOSEPH
He told me to go home.

REIMONDO
Thanks for calling us. Buzz him.
And go home.

JOSEPH nods, pushes intercom.

56 INT. GLYNN'S OFFICE/OZ - DAY

56

GLYNN sits at desk, his head in his hands. BUZZER SOUNDS.
GLYNN pushes intercom.

GLYNN
Yeah?

JOSEPH (o.c.)
Sister Peter Marie and Father
Mukada would like to see you.

GLYNN
Okay.

GLYNN pulls himself together, as REIMONDO and MUKADA enter.

MUKADA
Leo --

REIMONDO
Look, I don't mean to pry, but I
come from a long line of pryers.
Do you want to talk about whatever
it is that happened today?

GLYNN
No.

REIMONDO
No?

GLYNN
No. How'd the staff meeting go?

REIMONDO looks at MUKADA. On them, concerned,

CUT TO:

57 INT. CAFETERIA/OZ - DAY

57

GLYNN stands on stage, addresses the PRISONERS, including ALVAREZ, HILL, SAID, ARIF, BEECHER, REBADOW, POET, BUSMALIS, MACK, MANHARDT, HANLON, COUSHAIN, KIRK and WANGLER. ADEBISI and O'REILLY in b.g. at counter.

GLYNN

As of next month, the Librarian will be available in the Library only from one pm to five pm, Monday through Friday.

ALVAREZ

Yeah, the rest of the time she'll be with me.

LAUGHTER.

GLYNN

What did you say?

ALVAREZ

Nothing.

GLYNN signals OFFICERS, who grab ALVAREZ. BOOING from INMATES. OFFICERS takes ALVAREZ out. On GLYNN, watching,

CUT TO:

58 INT. GLYNN'S OFFICE/OZ - DAY

58

GLYNN sits at desk, working. BUZZER SOUNDS.

JOSEPH (o.c.)

Miguel Alvarez.

GLYNN

Send him in.

GLYNN goes back to work. As ALVAREZ enters, GLYNN does not look at him or even acknowledge his presence. Long beat, as ALVAREZ waits for GLYNN to say something, then:

ALVAREZ

Yo.

GLYNN continues to ignore ALVAREZ. Another long, uncomfortable beat. Then, ALVAREZ sits. GLYNN's voice booms, but he still does not look at ALVAREZ.

GLYNN

Get up.

ALVAREZ rises.

(CONTINUED)

58 CONTINUED:

58

ALVAREZ
What the fuck is going on?

GLYNN
You've been reassigned to work here
in my office.

ALVAREZ
Yeah? What do ya need me to do?

GLYNN
Go over to the door.

ALVAREZ crosses to door.

ALVAREZ
And?

GLYNN
Stand there.

ALVAREZ
Just stand here?

GLYNN
'Til I need you to do something.

ALVAREZ
Okay...
(indicates clock, it's
noon)
At four o'clock, I got visiting
hours. My family's coming.

GLYNN
I know.

ALVAREZ
Okay.

As ALVAREZ stands and GLYNN works,

CUT TO:

59 MONTAGE --

59

FLASH. CLOCK READS ONE P.M. BELL RINGS. ALVAREZ stands at
doorway as GLYNN walks around, giving dictation to JOSEPH.

FLASH. CLOCK READS TWO P.M. BELL RINGS. ALVAREZ stands at
doorway as GLYNN talks on telephone.

(CONTINUED)

59 CONTINUED:

59

FLASH. CLOCK READS THREE P.M. BELL RINGS. ALVAREZ stands at doorway as GLYNN, MCMANUS and OTHER UNIT MANAGERS sit around talking.

FLASH. CLOCK READS THREE-FIFTY P.M. ALVAREZ sits in chair next to door. As GLYNN comes in door, ALVAREZ stands up. GLYNN says nothing, goes to desk, sits.

ALVAREZ
Warden?

GLYNN
Yeah?

ALVAREZ
It's ten to four.

GLYNN
Yeah?

ALVAREZ
I haven't done dick for you all day
but stand here.

GLYNN
Yeah?

ALVAREZ
My family's coming in ten --

GLYNN
Yeah?

ALVAREZ
Can I go see them?

GLYNN looks at ALVAREZ, rises.

GLYNN
You're right. You haven't done
dick all day.

GLYNN goes to bathroom, opens door.

GLYNN (cont.)
Clean my bathroom.

ALVAREZ
What?

(CONTINUED)

59 CONTINUED: 2

59

GLYNN

Clean the bathroom. The floor, the sink, scrub the toilet. When you're done, when it's spotless, you can go meet your family.

ALVAREZ

Oh... you're fucking with me...

GLYNN

That's right. I'm fucking with you. The mop and the bucket are in there.

ALVAREZ crosses to bathroom, walks very close by GLYNN.

ALVAREZ

Tu mama tinga.

ALVAREZ exits into bathroom. On GLYNN, going back to work,

CUT TO:

60 INT. VISITING ROOM/OZ - DAY

60

ALVAREZ rushes down hallway, makes the turn, stops.

ALVAREZ'S POV -- the room is empty, save one INMATE sweeping the floor.

RESUME ALVAREZ. As he SLAMS his fist into a wall,

CUT TO:

61 INT. GLYNN'S OFFICE/OZ - DAY

61

ALVAREZ sits in chair by doorway. As JOSEPH enters, he stands up.

JOSEPH

Caught you.

JOSEPH goes to GLYNN's desk, searches for file.

JOSEPH (cont.)

He says he left it right here, but I... don't... see.. it...

ALVAREZ

What's your name again?

JOSEPH

Uh... Sara.

(CONTINUED)

61 CONTINUED:

61

ALVAREZ

Miguel.

JOSEPH

I know.

ALVAREZ

You and me, it's weird, huh, how we don't have much contact. Me always on this side of the door, you on the other... I see you though, every time the door opens, looking at me --

JOSEPH

(laughs)
I'm not looking at you.

ALVAREZ

C'mon, I see ya -- looking at me, looking at you. I know you know this, but I gotta tell you -- you're beautiful.

JOSEPH

And you -- are flirting with me.

ALVAREZ

So have me arrested.

GLYNN comes bounding in.

GLYNN

Sara, where the hell is that file?

JOSEPH

I can't find it --

ALVAREZ

And she's been looking hard.

GLYNN stops, crosses to ALVAREZ, gets right in his face.

GLYNN

You shut up. You don't talk unless I speak to you. And you don't ever, ever, talk to her. Understand?

ALVAREZ

Talk to her? I already fucked her.

(CONTINUED)

61 CONTINUED: 2

61

GLYNN goes ballistic, swinging on ALVAREZ, who swings back. JOSEPH, panicking, goes to door, calls out.

JOSEPH

Help.

OFFICERS enter, grabbing ALVAREZ off GLYNN, both of whom keep swinging.

GLYNN

Take him to the Hole.

OFFICERS take the flailing ALVAREZ out, as he curses GLYNN in Spanish. GLYNN adjusts his tie.

JOSEPH

You're bleeding.

GLYNN says nothing, goes into bathroom, SLAMMING door behind him. On JOSEPH, shaking from fear,

CUT TO:

62 INT. GYM/OZ - NIGHT

62

Empty, except for GLYNN, who works off his anger on the heavy bag. REIMONDO comes around corner, sees him, stops -- not sure if she should approach. But, of course, she does.

REIMONDO

Ah, a gymnasium, there's nothing like the smell. All that sweat, all the testosterone...

GLYNN

If you've got something to say to me, say it.

REIMONDO

Sara's thinking of quitting because of what happened today between you and Alvarez.

GLYNN

Then she should quit.

REIMONDO

Yeah, well, maybe, but that's not the point. Whenever people ask me "What's Leo Glynn like?" --

(MORE)

(CONTINUED)

62 CONTINUED:

62

REIMONDO (cont.)
the first word outa my mouth is
"balance -- He is the most balanced
person I know"... the second word
is "honest" --

GLYNN stops hitting bag.

GLYNN
I don't want you telling anybody
else about this.

REIMONDO
You have my word.

GLYNN
My oldest daughter, Ardeth... She
was on her way to class, she's a
senior, y'know, at the University,
and she got jumped. They beat her
and... raped her. She's in the
hospital, lying there, her eyes
wide open, in some kind of shock.

REIMONDO
Awwh, Leo, I'm so sorry..

GLYNN
(eyes tearing up)
She's just the sweetest person on
the planet, y'know. Never a bad
word to say about anybody...

REIMONDO
I know.

GLYNN
She moved out a few months ago to
live with her boyfriend. Then they
broke up and I said, "Okay, come
home" but she said no. She wanted
to be independent.

REIMONDO
Do they have any idea who did this?

GLYNN
Witness saw a gang of kids, Latino
kids.

(CONTINUED)

62 CONTINUED: 2

62

REIMONDO

Ah... Some unknown Latino hurts
Ardeth. And you strike out at the
first Latino you see. But, Leo,
Miguel Alvarez did not rape your
daughter. And whatever else he's
done, you are too fine a man to
punish him for that.

As GLYNN starts hitting bag,

DISSOLVE TO:

63 EXT. STREET - DAY

63

ARDETH GLYNN, twenty-one, walks along, carrying books.
LATINO steps in her path. She looks at him, then tries to
go around him, but he grabs her arm. FIVE LATINOS appear,
surrounding her. She SCREAMS. As LATINO hits her full on
with his fist,

DISSOLVE TO:

64 INT. THE HOLE/OZ - NIGHT

64

ALVAREZ paces. Door opens. MUKADA enters with clothes.
OFFICER stands in b.g.

MUKADA

You're going back to Em City.

ALVAREZ puts on pants.

ALVAREZ

Does Glynn know about this?

MUKADA

Yes.

ALVAREZ

Did you convince him to let me out?

MUKADA

No.

ALVAREZ

Y'know, Father, I haven't seen you
since... about what happened during
the riot --

MUKADA

I don't want to talk about it,
Miguel.

(CONTINUED)

64 CONTINUED:

64

ALVAREZ

But --

MUKADA

I've already forgiven you. I
expect you to do the same for
Warden Glynn.

ALVAREZ finishes dressing, exits into:

65 INT. HALLWAY OUTSIDE HOLE/OZ - NIGHT

65

GLYNN stands as MUKADA, ALVAREZ and OFFICER come past him.
As GLYNN and ALVAREZ exchange eye contact, without a word,

FADE TO BLACK.

FADE IN:

66 CU on HILL:

66

HILL

Besides horses, the Aztecs had
never seen a cannon. They had
never seen such raw, bold power
thundering at them. And they were
afraid. Between the cannons and
the horses and the comet, their
world went topsy-turvy pretty
fucking fast.

CUT TO:

67 INT. CAFETERIA/OZ - DAY

67

ADEBISI and O'REILY squat in a corner, staring down at
something on the floor.

O'REILY

That's definitely rat shit.

ADEBISI

Must be one big fucking rat.

ADEBISI picks up spoon, scoops up some of the dried turd and
holds it in O'REILY's face.

ADEBISI (cont.)

Smell it.

O'REILY

Get that away from me.

(CONTINUED)

67 CONTINUED:

67

BELL RINGS and INMATES start filing in for lunch.

ADEBISI

We gotta kill these motherfuckers.
Lay down some traps or something.

O'REILY

You can't kill rats. Rats and
cockroaches -- they'll inherit the
whole fucking planet.

INMATES have lined up for food, start hollering for service.

O'REILY (cont.)

Easy, easy, we're coming.

O'REILY walks to counter, where PANCAMO, with OTHER
SICILIANS, stands in line.

PANCAMO

Which one of you moulies is the
cook back there?

O'REILY

I'm no moulie, pal. What's your
problem?

PANCAMO

Problem is the food sucks.

O'REILY

Don't eat it.

PANCAMO

Well, things are gonna start to
change around here.

O'REILY

Who says?

PANCAMO

Peter Schibetta.

ADEBISI walks up with his spoon.

ADEBISI

Who Schibetta?

PANCAMO

I'm talking to the mick.

(to O'REILY)

Peter wants the kitchen back.

(CONTINUED)

67 CONTINUED: 2

67

ADEBISI

Tell him okay, if he sucks my dick.

PANCAMO

You ain't careful, you might not
have a dick to suck.

They head off. O'REILY leans into ADEBISI.

O'REILY

You think they know about Nino?

ADEBISI

Who gives a fuck? We took care
o'Nino, we'll take care o'them.

As O'REILY watches PANCAMO join SCHIBETTA at a table,

CUT TO:

68 INT. GYM/OZ - DAY

68

SCHIBETTA, PANCAMO and OTHER SICILIANS pump iron. O'REILY
enters, heads to SCHIBETTA. PANCAMO gets in his way.

PANCAMO

Where you going?

SCHIBETTA looks over at O'REILY, stops lifting.

O'REILY

I need to talk to you. I know
about your father.

SCHIBETTA stands and gets up close to O'REILY.

SCHIBETTA

What do you know about my father?

O'REILY

I know how he died, I know who
killed him.

SCHIBETTA

Who?

O'REILY

Adebisi.

PANCAMO

Who?

(CONTINUED)

68 CONTINUED:

68

O'REILY

The big moulie in the kitchen.

(to SCHIBETTA)

Adebisi was putting ground glass in
Nino's food every day. That's what
killed him.

SCHIBETTA

How do you know that?

O'REILY

I saw him grind up the glass. And,
when he wasn't looking, I put the
same glass in Adebisi's food.

SCHIBETTA

(turns to PANCAMO)

Hold him.

SICILIANS grab O'REILY and pin him on weight bench.

SCHIBETTA grabs dumbbell and holds it over O'REILY's crotch.

SCHIBETTA (cont.)

You killed my father?

O'REILY

No.

SCHIBETTA

That's what you're telling me.

O'REILY

Adebisi killed your father. I was
trying to kill Adebisi.

SCHIBETTA

Why?

O'REILY

He's out o'control. He snorts most
o'the tits we bring in this place.
I helped your father when he was
alive. I figured you and me could
do the same.

SCHIBETTA drops weight on the floor, nods to SICILIANS, who
let O'REILY go.

SCHIBETTA

Listen to me. My father was a good
man who didn't belong in this rat
hole. The problem was he had to
trust too many other outsiders
'cause there weren't enough family
around.

(MORE)

(CONTINUED)

68 CONTINUED: 2

68

SCHIBETTA

That's not a problem anymore. That
fucking moulion killed my pop, then
I'm gonna take care o'him.

(stands)

Now, excuse me, I'm in the middle
of a workout.

O'REILY stands, brushes himself off.

O'REILY

Just so you know, I'm here for you.

SCHIBETTA

I heard you the first time.

O'REILY exits and SCHIBETTA goes back to weights.

PANCAMO

You believe him?

SCHIBETTA

All rats know when to desert a
sinking ship. He's a smart one,
but a rat just the same. Keep an
eye on him.

As SCHIBETTA picks up his barbell,

DISSOLVE TO:

69 INT. WAREHOUSE - NIGHT

69

SCHIBETTA and other SICILIANS stand at large table counting
stacks of hundred dollar bills. A flashlight beam cuts
across everyone's faces, as POLICE swarm around the table.
SCHIBETTA smiles, throws up his hands. As POLICE cuff
SCHIBETTA,

DISSOLVE TO:

70 CU on HILL:

70

HILL

Prisoner number 98S112, Peter
Schibetta. Convicted May
nineteenth, ninety-eight. Five
counts of extortion, money
laundering, failure to pay taxes.
Sentenced to thirty-five years. Up
for parole in twenty.

CUT TO:

71 INT. GLYNN'S OFFICE/OZ - DAY

71

GLYNN sits at his desk. KNOCK on door.

GLYNN

It's open.

OFFICER JASON ARMSTRONG enters with SCHIBETTA.

GLYNN (cont.)

Thank you, Officer Armstrong.

ARMSTRONG

You want me in or out?

GLYNN

Out, please.

ARMSTRONG exits, leaving door open. GLYNN turns to SCHIBETTA, points to chair.

GLYNN (cont.)

Sit over there.

GLYNN shuts office door. SCHIBETTA sits at chair in front of GLYNN's desk, GLYNN takes a seat behind it.

SCHIBETTA

You're a tough man to reach. All of a sudden.

GLYNN

What's that mean?

SCHIBETTA

Been here three weeks and this is the first time you'd see me.

GLYNN

What do you want?

SCHIBETTA

A return favor.

GLYNN

What kind of favor?

(CONTINUED)

71 CONTINUED:

71

SCHIBETTA

I want the kitchen. Me and my
guys'll run it from now on.

GLYNN

Why?

SCHIBETTA

'Cause I'm asking. That's how it
works between us now.

GLYNN

No, the way it works is you're in
my prison. I don't take orders
from you, you take them from me.

SCHIBETTA

Don't make this complicated. All I
gotta do is make one phone call.

A moment as this sinks in. GLYNN exhales.

GLYNN

I know...

(stands)

Your father was a respectable man.
We got along. He never would have
pulled this shit with me.

SCHIBETTA

(stands)

My father lived by a code that
don't exist anymore. A code that
got him killed. I do things my
way. I'm asking for a favor, in
return for a favor you owe me.
What's it gonna be?

GLYNN doesn't want to give in, but knows he has to.

GLYNN

Alright. You can have the kitchen.

SCHIBETTA

Thank you, Leo.

GLYNN

Warden Glynn. We're done here.
(yells)
Officer Armstrong.

ARMSTRONG enters, GLYNN stands.

(CONTINUED)

71 CONTINUED: 2

71

GLYNN

Walk him back.

SCHIBETTA

My father always said you were a
ragazzo buono.

ARMSTRONG leads SCHIBETTA out. As GLYNN sits back in his
chair,

CUT TO:

72 INT. CAFETERIA/OZ - DAY

72

ADEBISI stands at kitchen counter, searching through
silverware for something. A pot sits overturned on the
floor next to him. GLYNN walks up.

GLYNN

Adebisi.

ADEBISI

(still searching)
Why don't they give us any big
knives in here?

GLYNN

Hey --

ADEBISI turns to him.

GLYNN (cont.)

Peter Schibetta's running the
kitchen from now on.

ADEBISI

Schibetta? Why you giving that
guinea my job?

GLYNN

'Cause I can.

ADEBISI glares at GLYNN, turns back to silverware pile and
pulls out a long two-pronged fork. He holds it up to GLYNN.

ADEBISI

Alright. Just make sure you tell
that guinea fuck something for me
then --

ADEBISI squats down next to overturned pot and holds fork
like a spear. He quickly flips the pot over and brings the
fork down hard, killing the large rat that was underneath.
It squeals and wiggles as it dies, stuck to the floor.

(CONTINUED)

72 CONTINUED:

72

ADEBISI (cont.)

We got rats.

On the rat, oozing life,

FADE TO BLACK.

FADE IN:

73 INT. GYM/OZ - DAY

73

INMATES work out, including O'REILY, who wears white tank top. HANLON passes by.

HANLON

Hey, O'Reily, you spill coffee on yourself?

O'REILY

What'd'ya mean?

HANLON points to O'REILY's chest: a brown spot stains his shirt. O'REILY looks down.

O'REILY (cont.)

What the fuck?

O'REILY looks inside shirt, reacts, taking the tank top off. His nipple is oozing blood. On O'REILY's bewildered face,

CUT TO:

74 INT. E.R./PRISON HOSPITAL - DAY

74

NATHAN squeezes underneath O'REILY's nipple.

NATHAN

Does that hurt?

O'REILY

Uh... do it again.

NATHAN

(squeezing)
Well?

O'REILY

Do it again.

(CONTINUED)

74 CONTINUED:

74

NATHAN

O'Reily, this is a medical
examination, not foreplay.

O'REILY

Says you.

NATHAN

Is there any pain when I touch your
nipple?

O'REILY

No.

NATHAN

Has it swelled up or been sore?

O'REILY

A little maybe, but I figured it
was 'cause I been exercising a lot
the last few months.

NATHAN

In general, though, your health is
pretty good?

O'REILY

I'm alive, right?

NATHAN

Okay, let's run some blood tests,
x-rays.

O'REILY

What'd'ya think it is?

NATHAN

Beats me. I'm going to have to
crack open my medical books. And I
think we'll keep you in the ward
overnight.

O'REILY

No problem, so long as you come and
tuck me in.

NATHAN

(turns to NURSE)
Suck out his blood.

As NATHAN heads off,

CUT TO:

75 INT. EXAMINING ROOM/PRISON HOSPITAL - DAY 75

NURSE injects needle into O'REILY's vein, draws blood sample. On O'REILY, as NURSE puts band-aid on his arm,

CUT TO:

76 INT. DOCTOR'S OFFICE/PRISON HOSPITAL - DAY 76

As NATHAN reads medical books,

CUT TO:

77 INT. X-RAY ROOM/PRISON HOSPITAL - DAY 77

O'REILY lies on gurney as NURSE places lead pads on his body. NURSE steps out. As the x-ray light flashes,

CUT TO:

78 INT. DOCTOR'S OFFICE/PRISON HOSPITAL - NIGHT 78

On NATHAN, talking on the phone,

CUT TO:

79 INT. WARD/PRISON HOSPITAL - DAY 79

O'REILY plays cards with another INMATE. As O'REILY lays down winning hand, NATHAN signals him to follow her.

NATHAN

Ryan.

O'REILY

Ryan? You're calling me Ryan? Can I call you Gloria?

O'REILY follows NATHAN out into:

80 INT. DOCTOR'S OFFICE/PRISON HOSPITAL - DAY 80

NATHAN sits with test results opposite O'REILY.

NATHAN

Got your test results from the lab --

O'REILY

Shit, that mean I'm going back to Em City? I'm just getting comfortable here.

(CONTINUED)

80 CONTINUED:

80

NATHAN

You're not leaving quite yet.
(shows x-ray)
This lump, under your left nipple,
it's a tumor.

O'REILY

What?

NATHAN

I need to do what we call an
aspiration. We draw a small amount
of fluid out of your nipple and
examine it under a microscope.

O'REILY

To look for what?

NATHAN

A carcinoma... Ryan, you may have
breast cancer...

O'REILY breathes for a beat, then laughs.

O'REILY

That's funny.

NATHAN

I'm not kidding.

O'REILY

Breast cancer? Girls get breast
cancer.

NATHAN

Men do, too. It's rare, especially
at your age, but it happens.

O'REILY

I'm not a fag, y'know.

NATHAN

Ryan --

O'REILY

I been in this shithole over a year
and I ain't ever taken it up the
ass.

NATHAN

No one is saying you have.

(CONTINUED)

80 CONTINUED: 2

80

O'REILY

Bullshit. You're telling me, I got
a chick disease.

NATHAN

Men have breasts, same as women.

O'REILY

What the fuck are you talking
about? I don't got breasts, I got
a chest.

(lifts up gown)

See? See?

OFFICER approaches. NATHAN turns to him.

NATHAN

It's okay.

OFFICER steps back. O'REILY leans into NATHAN, whispering.

O'REILY

You listen to me. You go back
inside your medical books, you take
more o'my blood, you do what you
gotta do, but you get me another
verdict, understand? 'Cause I
ain't got any fucking breast
cancer.

O'REILY heads out. On NATHAN, exhaling,

CUT TO:

81 INT. STAFF LOUNGE/OZ - DAY

81

MCMANUS, MUKADA, REIMONDO and NATHAN meet.

MCMANUS

Well, you can't blame him for
overreacting. Men with breast
cancer. Who's ever heard of it?

MUKADA

Are you sure about your diagnosis?

NATHAN

Look, I'm a G.P., it's not the kind
of thing I come across everyday,
but I called a friend who's an
oncologist, ran the specifics down.

(MORE)

(CONTINUED)

81 CONTINUED:

81

NATHAN (cont.)

He said he'd be hard pressed to figure out what else the symptoms could be.

MCMANUS

So do the needle aspiration.

NATHAN

O'Reilly says no. He's in total denial. He's going to need all of our help to accept the reality of what's happening to him, to fight the disease.

REIMONDO

He and I have a pretty good relationship. I'll talk to him.

MUKADA

Maybe I should. O'Reilly may feel more comfortable talking about this with another guy.

REIMONDO

Or he may be too embarrassed.

NATHAN

See him together.

MUKADA

No, then he'll think we're ganging up on him.

MCMANUS

I've got the solution.

MCMANUS reaches into pocket, pulls out coin.

MCMANUS (cont.)

Sister Pete, heads or tails?

As MCMANUS flips the coin,

CUT TO:

82 INT. WARD/PRISON HOSPITAL - DAY

82

O'REILLY stands facing out window. He looks down, reaches under hospital gown, touches his breast. He feels the lump.

MUKADA (o.c.)

Ryan...

(CONTINUED)

82 CONTINUED:

82

O'REILY turns, sees MUKADA.

O'REILY

Suddenly I'm on a first name basis
with everybody.

MUKADA

Doctor Nathan told me about the
cancer.

O'REILY

Shh, for Christ's sake, keep it
down. I don't want every asshole
in here knowing my bizness.

MUKADA

We can go to my office, if you
like.

O'REILY

For what? We got nothing to say to
each other. Nathan's got this
whole thing screwed up.

MUKADA

Maybe. But the only way we're
gonna find out for sure is if we do
the biopsy.

O'REILY

Let's say, for the sake o'argument,
she's right. Then what? Huh? I
go back into Em City and those
fucks find out -- you know same as
me, any weakness, any weakness at
all, I'm dead.

MUKADA

If you do have...

(looks around)

If you are sick and we do nothing,
you're dead anyway. We can keep
the diagnosis a secret, but believe
me, if this crap starts spreading
through your body -- everyone will
know the truth. And it'll be too
late to save you.

On O'REILY, agonizing,

CUT TO:

83 INT. EXAMINING ROOM/PRISON HOSPITAL - DAY

83

O'REILY lies on gurney.

HILL (v.o.)
So, here's the funny part: the
Spaniards actually exterminated the
Aztecs by accident.

NATHAN approaches, with SURGICAL ONCOLOGIST. They swab
O'REILY's nipple.

HILL (v.o.; cont.)
Yeah, they had horses and cannons.

ONCOLOGIST uses a needle to draw fluid from the under the
nipple.

HILL (v.o.; cont.)
But they also brought over
smallpox.

On O'REILY, granite-faced,

CUT TO:

84 CU on HILL:

84

HILL (cont.)
It was a disease that finally
finished the job. A disease the
Spanish gave them without even
knowing.

85 INT. LAB/PRISON HOSPITAL - NIGHT

85

SURGICAL ONCOLOGIST looks under microscope. He turns to
NATHAN standing beside him. NATHAN steps to microscope,
looks.

HILL (v.o.; cont.)
In Oz, you do what you can to
survive. But, ultimately, it
doesn't matter. Life always gets
in the way. Easy.

CU on cells. On the cells, dancing around,

FADE TO BLACK.

THE END