

"HORROR IN THE BIG HOUSE"

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FIRST DRAFT

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FADE-IN:

to a series of faded, washed images; this is a FLASHBACK
to 1958.

INT. JAIL CELL - DEATH ROW - NIGHT

A prairie thunderstorm rages outside; screaming sheets of lightning
and blowing rain washing into the cell as we see -

CLOSE - CHARLES FORSYTHE

as his head is SLAMMED against the floor and his face is suddenly
IN FRAME, a boot heel on his throat. Forsythe's wild eyes stare
at us, his teeth clenched in furious anger as WE HEAR the metallic
click of handcuffs and a VOICE:

WARDEN (V.O.)
I wanted this to go easy,
Forsythe. But you've made your
choice.

INT. JAIL CELL - ANOTHER ANGLE - SAME

Forsythe is hauled to his feet by GUARD #1. THE WARDEN, sporting
a blue suit and dark expression, stands by the open cell door.
He nods solemnly as Guard #1 shoves Forsythe roughly toward the
door. We can see now that Forsythe's hands are cuffed in front
of him.

ANGLE - FORSYTHE

breaks away from Guard #1 and whirls - as if to kick him squarely
in the crotch - but he calms, suddenly gathering himself. Guard #1
moves to Forsythe easy - approaching a wild animal - takes his arm
and leads him out of the cell followed by the Warden. GUARD #2
falls into step right behind.

INT. EXECUTION CHAMBER - NIGHT

A third guard (ETHAN SHARPE), his back to us, unfastens the
leather restraining straps on the electric chair and lays them
neatly open; the chair is all polished steel fixtures and new,
soft leather.

CLOSER - ETHAN SHARPE

his face away from us, as we study his precise movements. He
even wipes a smudge from the arm rest with his handkerchief.

A CLAP of thunder takes us into -

INT. CREEDMORE PRISON - CORRIDOR - NIGHT

As a flash of lightning shows us this area; just off the cell block, leading away from the main prison section to the execution chamber downstairs.

Cut stone blocks packed together with crumbling mortar; the place is all flat grey spotted with mildewed black and green. Wire mesh cages protect a series of lamps that spot the corridor with four distinct circles of light. It's like the secret passage to a pharaoh's tomb outfitted with electricity.

The group - Forsythe, Guards #1 and #2, and the Warden move in unison down the corridor; passing through light to shadow to light again. Just the echo of footsteps and the jingle of cuffs until another CLAP of thunder brings us to -

INT. EXECUTION AREA HALLWAY - SAME

Just outside the chamber. A heavy metal door, like the entrance to a diving bell, stands ajar revealing the electric chair. SEVERAL MEN, in rain spattered overcoats and snap-brim hats pass through the hall to a room marked "VIEWING AREA"

Another door, just to the side, is marked with a red and white sign that reads:

"GENERATOR ROOM
DANGER: HIGH VOLTAGE
KEEP OUT!"

Ethan Sharpe stands by the Generator Room door (We still can't see his face from this angle.). He's trying hard not to let his nerves show; hands in pockets, hands out of pockets, straightening his tie.

GAURD #4 is slumped against a wall, casual as hell. A tinted presidential portrait of Eisenhower hangs just above his head. Ike smiles benignly at the scene.

INT. STAIRWELL - SAME

Metal steps leading to the basement execution area. Forsythe and the others take the stairs, moving ever closer. Footsteps loud against the steel steps, the echo of the storm bouncing off the filthy walls...

INT. EXECUTION HALLWAY - SAME

Guard #4 fishes a pack of Lucky Strikes from his pocket. Forsythe and the others ENTER the hallway as Guard #4 quickly stashes the smokes and snaps to attention. Ethan Sharpe opens the door to the chamber completely so Forsythe can see.

But Forsythe ignores the electric chair. Instead, he turns to the Warden and clasps his hands hard - a good-bye and a kiss-off.

(CONTINUED)

CONTINUED:

Forsythe scans the other Guards, a grin sneaking across his face before he stops on -

Ethan Sharpe.

Forsythe steps up to Sharpe, hot-breath close. Sharpe just stares ahead; this lousy con isn't going to rattle him. Forsythe smiles and clears his throat - ready to spit - when Guards #1 and #2 grab him about the arms and pull him back towards the execution chamber.

Forsythe starts to resist; twisting body and heels dug into the floor as the Guards drag him along.

FORSYTHE

Here!

Forsythe tears a gold chain with Crucifix from around his neck and throws it -

SPFX: SLOW MOTION

As the Crucifix sails through the air before Sharpe catches it.

CLOSE - CHARLES FORSYTHE

Being hauled backwards, eyes on fire.

FORSYTHE

(furious)

Better hold onto that, man!

(a beat; sudden calm)

'Cause you're gonna need it.

Sharpe just turns the chain over and over in his hand, before -

CUT TO:

INT. EXECUTION CHAMBER - NIGHT

Charles Forsythe is pushed into the electric chair. His gaze is straight at us as the shadow of the closing chamber door crosses his face.

He's past everything now.

INT. EXECUTION CHAMBER HALLWAY - NIGHT

As Sharpe shuts the door to the chamber and spins the locking wheel.

(THE FOLLOWING ARE INTERCUT IN QUICK SUCCESSION)

CLOSE - CHARLES FORSYTHE'S HANDS

As the leather straps are pulled tight.

CLOSE - ETHAN SHARPE'S HANDS

have started to manipulate the gold chain between his fingers in a "Cat's Cradle" fashion; we'll get to know this mannerism very well.

CLOSE - CHARLES FORSYTHE

As the rubber bit is fitted into his mouth.

CLOSE - GUARD #4

pops a Lucky Strike into his mouth.

CLOSE - ETHAN SHARPE

playing with the chain.

CLOSE - CHARLES FORSYTHE

As the electrodes are fastened to the newly shaved sides of his head.

INT. EXECUTION CHAMBER VIEWING AREA - SAME

Behind the chair, a wall of glass shows us a row of stone-faced WITNESSES, just waiting...

CLOSE - ETHAN SHARPE

Face away from us, pushes back a strand of hair.

(CONTINUED)

CONTINUED:

CLOSE - THE BANK OF ELECTRIC SWITCHES

As a HAND ENTERS FRAME to turn over a toggle switch for --

CLOSE - CHARLES FORSYTHE

As the first blast of electricity rips through him.

INT. EXECUTION CHAMBER HALLWAY - SAME

Guard #4 lights his cigarette as the power surge makes the lights dim. Sharpe stops playing with the gold chain...

INT. EXECUTION CHAMBER - SAME

Charles Forsythe's body stiffens as another jolt of electricity tears through him with tremendous force. The acrid smell of burning flesh and singed hair fills the place.

Forsythe's wild reflexes fighting the restraining leather.

His body tense - then relaxed.

INT. EXECUTION CHAMBER HALLWAY - SAME

Ethan Sharpe moves toward the chamber door, as if expecting something... The lights above him dim a second time. Guard #4 takes the cigarette from his mouth and crushes it on the floor. He turns toward Sharpe --

CLOSE - ETHAN SHARPE

What we can see of him in the shadows; his expression is frozen, only his hands betray any feelings - agitated fingers stringing the gold chain back and forth, back and forth as we -

CUT TO:

INT. PRISON WARD HALLWAY - NIGHT

The thunderstorm is still at fever pitch as we move towards a set of swinging doors marked: "MORGUE."

INT. PRISON MORGUE - NIGHT

As Ethan Sharpe ENTERS, we still can't see him clearly; odd slashes of moonlight illuminate the room in jagged sections.

Sharpe moves ahead cautiously, the gold chain tinkling in his fingers as he approaches...

A steel examining table.

Charles Forsythe's body lies in state under an oil cloth cover. Forsythe's been cleaned and tagged, ready for autopsy.

ANOTHER ANGLE

Closer, as Ethan Sharpe puts out a shaking hand, the chain tangled in his fingers as he just barely touches the body cover...

CLOSE - CHARLES FORSYTHE

His face an indistinct outline under the cloth. Ethan Sharpe's hands ENTER frame and grab hold of the body cover --

Suddenly -- Charles Forsythe's body bolts upright, a SCREAM ripping from his mouth as we:

SMASH CUT TO:

INT. SHARPE'S BEDROOM - NIGHT

Ethan Sharpe, twenty-eight years older, bolts up straight in bed; sheets and pajamas a tangle of sweat...

As we see him now, a handsome man haggard by time and bad dreams, trying hard to clear his head. Sharpe reaches over to his night stand for a glass of water.

A digital clock turns over a number to read: 3:48 AM as WE HEAR:

KATHERINE (V.O.)
...last week the prison population
of this state topped out at fifty-four
thousand, three hundred inmates. That's
a sixty percent increase over last year.

INT. STATE PRISON BOARD MEETING ROOM - DAY

A large, government -issue board room; a long, red-stained table surrounded by uncomfortable chairs.

(CONTINUED)

CONTINUED:

Slow turning fans churn the dust while streaks of autumn-grey light try to invade the room through dirty wire-glass windows.

An architect's model of a new prison covers most of the conference table space. EIGHT MEMBERS of the prison board, including KATHERINE WALKER, and the Board Chairman, JOE REESE, are seated about the table.

Reese, a squat man on the downside of fifty-five, cuts the end off a cigar and chews contentedly as he listens to -

KATHERINE

Those numbers are growing and there's no end in sight.

Katherine shuffles some papers aside; she's a striking woman in her late twenties. Smart and tough, but not bitchy.

KATHERINE (CONT.)

We can't afford to sit on our back-sides any longer while these prisons are stuffed to the rafters.

COLLINS, a snide, silk-suited politico tries to snake-oil his point -

COLLINS

Miss Walker, I really don't see your complaint. This board's approved all the measures you've set forth.

(listing on his fingers)

Special work programs, a computerized prison record system...

KATHERINE

Approved on paper, but nothing's been initiated!

REESE

Katherine, I'll tell you what. You find me a tax payer who'll cut us a fat check for prison reform and we'll move ahead just as fast you like.

This last gets an appreciative chuckle around the table when WARDEN CLAXTON (in his 60's, soft and doughy) cuts in with:

CLAXTON

For Christ's sake, Joe, I've got a hell of a crisis brewing right now! I still have seventeen hundred men in an eight hundred bed facility!

(CONTINUED)

CONTINUED:

REESE

(battle weary)

I read your report Barney, but
our ideal solution is still a million
dollars and a year away.

KATHERINE

We did design this prison to be
finished, didn't we?

Katherine indicates the architect's model.

KATHERINE (CONT.)

With a little push from this board,
construction could be completed and
we'd have twelve thousand spaces ready
for occupation. Prisoners could be trans-
ferred in six months!

REESE

Going ahead now is out of the question!

KATHERINE

Which leaves us where?

REESE

With one alternative.
(a beat)
Re-opening Creedmore.

Reese's voice rises to squelch any objections, particularly
Katherine's.

REESE (CONT.)

And the perfect man to run it
will be here any minute!

INT. MARBLE HALLWAY OF GOVERNMENT BUILDING - DAY

As Warden Ethan Sharpe strides confidently down the long stretch;
this isn't the nervous man we saw in the flashback, or even the
man who thrashed himself awake in bed.

What we see: a handsome man in his fifties; a figure cut from a
paper pattern with a razor. Everything about him exact, perfectly
creased. His sun-shy skin is the color of wax and his hair has
been Brillcreamed into place.

A new manicure completes the queer-perfect impression. As Sharpe
walks, WE HEAR the meeting continue in voice-over:

(CONTINUED)

CONTINUED:

REESE (V.O.)
His record's exemplary. No escapes,
no riots, nothing.
(with finality)
The man knows his job!

INT. STATE PRISON BOARD MEETING ROOM - SAME

As Sharpe ENTERS; "Mr. Professional Coutesy" with a smile and
a handshake. Some of the board members rise to greet Sharpe, as we -

CUT TO:

EXT. PRISON YARD - DAY

CLOSE ON a pair of highly polished black shoes, military spit clean, as they step from a car to a gravel surface.

CLOSE - ETHAN SHARPE

Dark recognition paints his face; he's not panicked, but he is afraid as he drinks in:

ETHAN SHARPE'S P.O.V. (CREEDMORE PRISON) - SAME

Huge and overwhelming; it's a black monster made of stone that's settled here for a rest. The place looks more like a castle on the moors than a prison; sloping walls covered with growing moss and choking vines.

Stone towers and falling-down gables peer down at Sharpe from all sides; eyeless sockets watching the activity below. But it's over-whelming and goes on forever, almost blocking out the sky.

There are no visible hand-holds, just straight, scarred walls daring to be climbed. The bars in the windows remind us of teeth gone to decay. If there is one impression we'd get about the place, it would be of a huge, rotting corpse.

EXT. PRISON YARD (HIGH ANGLE) - SAME

Sharpe starts across a yard that's heaped with piles of cinders, rotting lumber, and rusting cell doors torn from their hinges. A prison junk heap.

Sharpe begins to rifle through a pile of debris, blowing newspapers, etc.

ODD P.O.V. ANGLE - SHARPE

Seen through the twisted remains of a cell door, as if someone were crouched behind it, watching him...

Something, a feeling, O.S. makes Sharpe turn toward -

EXT. MAIN PRISON OFFICE BUILDING - SAME

A grey figure, soft and indistinct, standing by an upper floor window, watching Sharpe in the yard below.

CUT TO:

INT. PRISON OFFICE CORRIDOR - DAY

As Sharpe opens a scarred oak door into -

INT. WARDEN SHARPE'S OFFICE - DAY

An old fashioned office space eaten by neglect. An oak panelled home for wood worms and termites; baseboard to ceiling bookcases thick with dust and cobwebs, sculptured molding crumbling to the touch.

A roll-top desk, two leather chairs heavy with mildew and a standing radio are the only furniture. The rest of the space is taken up by dozens of crates and boxes all marked "WARDEN SHARPE."

As Sharpe ENTERS, a standing bookcase topples with a CRASH of splintered wood.

KATHERINE (O.S.)

Shit!

ANGLE - KATHERINE

as she steps around the debris, notices Sharpe and shrugs -

KATHERINE

Welcome back to Creedmore Prison,
Warden Sharpe.

CUT TO:

INT. MAIN PRISON CELL BLOCK - DAY

High above, from the second metal tier looking down at the small figures of Ethan Sharpe and Katherine as they walk into the block. The place is piled high with rotting mattresses, mold-stiff sheets and brown straw bedding.

Katherine and Sharpe step around the sharp steel remains of some cell furniture as they talk. Katherine's checking off items on a clipboard and reacts to the disaster area around her.

KATHERINE

God, I had no idea this place was in
such a state. I can have a crew come
in and -

SHARPE

(cutting her off)

I have three hundred men being transferred here tomorrow. We'll assign them the clean up and repair jobs.

INT. PRISON INFIRMARY - DAY

Over-turned steel examining table and smashed medical cabinet torn from the wall. Katherine and Sharpe move among the wreckage, Sharpe picks up a broken neon examination lamp.

(CONTINUED)

CONTINUED:

KATHERINE

I hope nobody needs major surgery
right away.

Sharpe, ever straight-laced, just sniffs at the comment:

SHARPE

I don't forsee this room getting
a lot of use.

(a beat)

Unlike other wardens, I never
tolerate bogus illness or self-
inflicted injury.

On Katherine's "I'm sure you don't" expression, we -

INT. PRISON GYMNASIUM - DAY

The gym is filled with antiquated exercise equipment: leather
punching bags broken at the seams, delapidated rowing machines,
rusty bar bells and an old sweat box.

Katherine's looking at the sweat box while Sharpe just stands
at the door, eyeing the room.

SHARPE

This gymnasium was never properly
organized.

Katherine lets the sweat box door SLAM shut.

KATHERINE

It's not exactly Jane Fonda's
workout.

Sharpe moves to the split-open hanging punching bag, absently
giving it a shove as he speaks:

SHARPE

Twenty-eight years ago, Jane Fonda
was graduating from high school and
I was the top pistol shot among
Creedmore correction officers.

KATHERINE

Seeing everything like this, it must
give you a real sense of deja-vu.

Sharpe stops the swinging bag with his hands.

QUICK CUT TO:

CLOSE - CHARLES FORSYTHE

As we saw him in the flashback; struggling with the guards as they haul him backwards into the execution chamber.

QUICK CUT TO:

INT. GYMNASIUM - SAME

CLOSE ON Sharpe as he turns toward Katherine with -

SHARPE
(flatly)

No.

INT. DARK PRISON CORRIDOR - DAY

Black shadows of window bars cut the corridor into pieces as Katherine and Sharpe continue their tour.

KATHERINE
We've both got a hell of alot of
work to do around here.

SHARPE
I welcome your input, Miss Walker, as
long as it doesn't interfere with our
primary goal.

KATHERINE
Which is what?

CUT TO:

EXT. PRISON YARD - DAY

Katherine's standing by her canvas-topped jeep, ready to get in. Sharpe's got his foot propped up on the front bumper, wiping a smudge from his shoe with a handkerchief.

SHARPE
Keeping criminals away from the
public at large. The rest, therapy
sessions, trade skills are just
window dressing.

Katherine gets in her jeep with:

KATHERINE
The prison board's asked me to help any
way I can. From getting things organized
around here to -
(a beat; pointed)
advising you on inmate programs and other
"window dressings".

CONTINUED:

Katherine starts the jeep; Sharpe gives his shoe one last touch of a polish before stepping away from her bumper.

SHARPE

(smiling to Katherine)

Well Miss Walker, I'm always open to a new approach that makes sense.

KATHERINE

I'll be around.

(an after thought)

And I'm sorry about the bookcase.

Katherine kicks the car into gear and angles it toward the prison gates. Sharpe fishes the gold Crucifix and chain from his pocket, and begins stringing it back and forth -

DISSOLVE TO:

EXT. COUNTRY ROAD (HELICOPTER SHOT) - DAY

As a convoy of battered prison buses snake along a winding road; chunks of blue steel running hard through an early morning mist.

CUT TO:

CLOSE - A STEEL BAR

Part of a cell door, paint chipped away exposing the black metal underneath.

The SOUND of the bus gears grinding has been replaced by the SOUND of dripping liquid (blood or rust) as it travels down the bar to a finger tip.

THE CAMERA WIDENS OUT to reveal:

INT. CREEDMORE STATE PRISON DEATH ROW BLOCK - DAY

Warden Sharpe thoughtfully rubbing the red liquid between his fingers; a slash of light surrounds him with the shadows of bars. Sharpe is standing in the doorway of Charlie Forsythe's cell, just drinking it in.

Sharpe steps from the cell and tries to slam the door shut, but it won't budge.

Rusted on its hinges.

Sharpe tries again, almost angry, but stops himself, wipes his hands clean on a handkerchief as we -

CUT TO:

EXT. COUNTRY ROAD (CLOSER ANGLE) - DAY

The prison buses are progressing, grinding low gears and heading downhill as we -

CUT TO:

INT. CREEDMORE STATE PRISON - EXECUTION CORRIDOR - SAME

We recognize it from the flashback, only now time, and weather have made a meal of the stone and mortar. Pools of standing water dot the concrete floor and the place has taken on the green hue of mildew and growing mold.

Sharpe passes by the door marked "GENERATOR ROOM" and stops before -

ANGLE - EXECUTION CHAMBER

Now a diving bell that's been sitting on the ocean floor for twenty years; dripping orange rust and peeling battleship grey. The door to the chamber has been sealed tight with a sloppy cement patch that traces the edge of the door, covering the lock and hinges with concrete.

Sharpe moves toward the chamber, his fingers just brushing the surface of the cement seal as we -

CUT TO:

EXT. OPEN HIGHWAY - DAY

As the prison busses pass by; the area is all winter grey and dried brown; cold blue mountains pressed against miles of dead prairie.

INT. PRISON TRANSPORT BUS (MOVING) - DAY

Our first look at the prisoners; BIG SAM, BRIAN YOUNG and LASAGNA are riding three across in a seat, their hands cuffed to steel bars in front of them. Big Sam's a buffed black man in his mid-thirties; all steel muscle and street smarts.

Lasagna's a non-too-bright Italian kid straight from Hell's Kitchen to the lock-up. He's always scheming a deal he doesn't have the brains to pull off or picking a fight he doesn't have the muscle to win. Brian's an innocent lost here; cropped red hair and a baby's face. One time loser for robbery, he's doing hard time and scared to death.

The men don't speak, they just watch the free-passing country side slip by them.

(CONTINUED)

CONTINUED:

THE CAMERA MOVES IN SLOWLY on CONNIE BURKE, a nonchallant young man in his twenties. A mane of hair hides a face a little old for the boy wearing it; experience has come early for this young man.

Of the prisoners, Burke seems the least disturbed by all of this. He just sits, a cigarette dangling from his lips

INT. EXECUTION CORRIDOR - SAME

Sharpe moves to the old guard's station, now just a falling-down wooden desk. He pulls open one of the drawers with a tug and finds -

A crumpled pack of Lucky Strike cigarettes.

CLOSE - SHARPE

studies the cigarettes for a beat before -

QUICK CUT TO:

CLOSE - CHARLES FORSYTHE

being strapped into the electric chair.

QUICK CUT TO:

CLOSE - SHARPE (PRESENT DAY)

His face washed with sweat, trying to shake the image from his mind.

QUICK CUT TO:

CHARLES FORSYTHE

as the electricity rips through his body.

QUICK CUT TO:

BACK TO SHARPE

wipes his face with shaking fingers before turning toward the old desk. Sharpe forces open the middle drawer to find the familiar portrait of Eisenhower, now thick with dust. Sharpe picks up the photograph, when suddenly -

A nest of beetles erupts from the drawer, crawling over Sharpe's hands before scattering across the floor. Sharpe starts and drops the picture with a SHATTER of broken glass.

(CONTINUED)

CONTINUED:

HORTON (O.S.)
(sudden, loud)
Warden?

ANGLE - CAPTAIN HORTON

Just a silhouette standing in the doorway at the far end of the block.

HORTON
Are you all right?

CLOSE - SHARPE

wipes his eyes with shaking palms and nods "yes."

HORTON (O.S.)
Ethan, the buses are pulling
into the yard.

EXT. PRISON YARD - DAY

Close and low as the prison buses turn into the yard in convoy fashion; tires churning through the autumn mud, pneumatic brakes hissing to a stop one after another.

INT. PRISON TRANSPORT BUS - SAME

as the vehicle jerks to a stop, jostling the men about.

CLOSE ON RESTRAINING CHAIN

as it's unlocked and pulled from the eyelits that hold the handcuffs in place.

EXT. PRISON YARD - DAY

As the prisoners step from the bus and we see them one at a time:

SANDOR, blue-black Haitian who looks as if he's been sewn together from the parts of other bodies: thin torso, dangling arms and slight manner.

(CONTINUED)

CONTINUED:

Sandor doesn't seem to know where he is...

RHINO, a huge, pasty-white inmate with a pounded face and shaved head. Rhino's followed closely by -

CRESUS, a Black inmate about sixty-five; a worn face and beaten-down eyes hidden by thick bi-focals and a hard attitude.

THE MARTINEZ BROTHERS, GIL and FLAVIO, a pair of Mexican hustlers, just out of their teens, who were both members of the same LA street gang.

ANOTHER ANGLE

As the prisoners are prodded into a straight line by SEVERAL ARMED GUARDS. They fall into place and react to what they see looming before them. Creedmore Prison - huge, black and dead.

Just lying in wait.

EXT. PRISON YARD (HIGH ANGLE) - DAY

From a guard tower, looking down into the yard. THE TOWER GUARD stands weapon-ready observing the prisoners falling into line below.

ANGLE - CAPTAIN HORTON

swaggers into the yard; Horton is all military bearing and righteousness. He hates the cons and makes no attempt to hide it.

ANGLE - SHARPE

steps out into the yard, crossing to the center area. Behind him, several buses are still pulling in and men are being discharged.

ANGLE - THE PRISONERS

Sandor, Cresus, The Martinez Brothers and Brian Young fall - and stumble - into the front line with Burke, Rhino, Big Sam and Lasagna. All eyes are dead set on -

SHARPE

as he takes his position, dead-center to face the group that's still forming. Sharpe's calm is intact; just a quick pull at his starched cuffs and a cough to clear his throat.

INT. PRISON BUS - SAME

LEON "THE RABBIT," a stringy con in his early thirties, sporting heavy glasses is following the group of prisoners off the bus. HERSHEY, another con, is having trouble freeing himself from the security chain.

CONTINUED:

A thick-necked DRIVER impatiently taps his steering wheel, waiting for the prisoners to get the hell off.

An acne-scarred GUARD stands by the bus doorway, nodding to the men as they step down.

ANGLE - SHARPE

waiting on the yard for the balance of the men to fall into place. Sharpe's studying -

CLOSE - CRESUS

rubbing his bi-focals on his shirt and putting them on.

CLOSE - SHARPE

his eyes meet with Cresus' for just a moment before a NOISE O.S. makes him whirl toward -

ANGLE - PRISON BUS - SAME

As Rabbitt tosses a PRISONER off the bus. The Prisoner lands on top of a GUARD, sending both men sprawling as the bus door snaps shut.

CUT TO:

ANGLE - SHARPE AND HORTON

turn toward the camotion as the bus ROARS to life and tears across the prison yard, scattering Sharpe, the Guards and the Prisoners.

INT. BUS (MOVING) - SAME

Rabbitt's turning the wheel wildly, looking for an exit.

HERSHEY

Hey, man, what the hell are you
doin'?

Hershey yanks himself free from the chain and stumbles to the front of the bus; Hershey's all arms and elbows and scared to death.

HERSHEY (CONT.)

(grabbing at Rabbitt)
Are you crazy?!

RABBITT

We're getting the fuck outta
here!

HERSHEY

We?! Man, they kill you for this
shit!

Hershey starts to fight with Rabbitt for the wheel.

ANGLE - PRISON GATES

Slam shut and lock automatically.

ANGLE - HORTON

kneels into the firing position and raises his state-issue Weatherby-Magnum rifle, but Sharpe steps up with -

SHARPE

Don't shoot!

EXT. PRISON YARD - SAME

As the bus makes a wild, awkward circle; skidding tires and churning mud as -

ANGLE - SHARPE

walks directly toward the bus.

INT. BUS - SAME

Rabbitt reacts - Sharpe is right in front of him. Hershey's still trying to grab the wheel away.

RABBITT
Move, goddamn you!

ANGLE - THE PRISONERS

watch; some of them grinning in anticipation as -

ANOTHER ANGLE

The bus bears down, but Sharpe holds his ground steady.

INT. BUS - SAME

Rabbitt's trying to steer in handcuffs while Hershey still beats at him; a wild turn of the wheel and Hershey flies backwards as -

ANGLE - THE BUS

skids to a stop, just missing Ethan Sharpe. It's kissing close. Several GUARDS rush the bus -

ANOTHER ANGLE

As the door glass is shattered by a rifle butt and forced open. Sharpe holds the guards back with:

SHARPE
Stand clear!

Sharpe moves to the shattered door and steps into the bus.

INT. PRISON BUS - SAME

Rabbitt's still behind the wheel, nervous as hell, while Hershey practically throws himself at Sharpe's feet. Outside, in the B.G. we see the prisoners and guards waiting for the next move.

HERSHEY
Man, I had nothin' to do with this!

SHARPE
(to Rabbitt; calm, easy)
Are you ready to surrender?

HERSHEY
Yeah, let's go!

(CONTINUED)

CONTINUED:

RABBITT

You know, I didn't try to kill
you. I just wanted out.

SHARPE

I understand that. Now, do you
want these men -
(indicates prisoners)
- to see you step off this bus or be
dragged off? It's up to you.

EXT. PRISON BUS - SAME

Hershey falls over himself to get off, arms in the air. He's
followed by Rabbitt and Sharpe. The guards grab the two convicts
and shove them roughly into line with the other prisoners.

ANGLE - BURKE

steps aside as Rabbitt stumbles into line next to him.

ANGLE - THE PRISONERS

look to each other as Sharpe resumes his position in front of the
men, unruffled by all the excitement.

BIG SAM

(meaning Sharpe)
Cold, damn cold.

ANGLE - CRESUS AND BURKE

Cresus' eyes dead-set on Sharpe.

CRESUS

(to himself)
Still one hard-assed son of a
bitch.

Burke reacts to this last as -

WIDE ANGLE YARD

Captain Horton steps forward and snaps the men to order.

HORTON

Column of twos silently to the
main block!

The prisoners start towards the cell block; Sharpe's combing his
barely mussed hair when -

Sharpe points to Rabbitt and Hershey.

CONTINUED:

SHARPE
Not those two!

ANGLE - RABBITT AND HERSHEY

as they're pulled out of line by Horton. Sharpe steps up to them.

SHARPE
Isolation.

HERSHEY
But I didn't do shit!

ANGLE - BURKE AND LASAGNA

Lasagna falls into step next to Burke; they're both watching Rabbitt, but Burke turns away.

LASAGNA
(nudging Burke)
Pretty fuckin' wild, man.

BURKE
Can't think of any place I'd rather be.

Burke's sarcasm soars right over Lasagna's head, as we -

CUT TO:

CLOSE - A PILE OF DIRTY CLOTHES

on a rude wooden table.

KRAMER (O.S.)
Underwear too, everything off.

INT. PRISON CORRIDOR - GUARD STATION ONE - DAY

Just off the main block and now being used as a processing center. Lasagna stands at the head of the line and is taking off his undershorts while Burke and the others wait. The place is noisy with cat-calls etc.

Lasagna reaches for a piece of paper rolled into a tube and held with a rubber band, but KRAMER, a muscular black guard yanks it away.

LASAGNA
They let me have it up state!

(CONTINUED)

CONTINUED:

KRAMER
Here it's contraband!

Lasagna looks at the pile of his stuff.

LASAGNA
Yeah. What isn't?

KRAMER
Your asshole. Get moving.

ANGLE - THE LINE

Rhino whirls and PUNCHES an inmate right behind him. Kramer leaps over the table to break up the fight as Burke slips the rolled paper from Lasagna's jacket and palms it.

CUT TO:

INT. SOLITARY BLOCK - DAY

But it might as well be night; Horton and a SOLITARY BLOCK GUARD arm-twist Rabbitt and Hershey through the tangle of corridors to the block. Rabbitt's nervous feet splashing through the two inches of standing water that covers the floor; Hershey screaming his innocence the whole time.

HERSHEY
All I did was get on a goddamned
bus like they told me!

This block looks like the last circle of hell at Creedmore; rotting plaster giving way to slimey black stone underneath. Insects covering the walls while vines from the outside choke their way through the cracks in the walls.

Horton yanks open one heavy, iron door.

HORTON
(shoving Rabbitt inside)
Cheer up. This could be the worst
fucking day of your life.
(a beat)
Things gotta get better.

Horton SLAMS the door shut.

ANGLE - HERSHEY

As he backs into his solitary cell, still chattering. The Solitary Guard isn't having any of it.

(CONTINUED)

CONTINUED:

HERSHEY

You don't have to do this, man.
You don't have to be doin this!

Hershey trips over himself, landing on his butt as the cell door is SLAMMED shut and LOCKED. And we,

CUT TO BLACK, before -

INT. MAIN CELL BLOCK - DAY

As the prisoners, dressed in their state denims and blues, are marched into the block. We can see it now: four solid tiers of cells, torn apart and falling-down. Really just the dead remains of a prison.

Big Sam and Burke are walking together, Big Sam taking it all in: the walls growing wild with mold and insects, the splits in the floor and ceiling to invite in the weather, the creeping rust that's devouring every inch of metal in the place.

BIG SAM

(to himself)

This is where the bottom drops
out of the damned world, man.

ANGLE - WALLACE

A guard, he's all cold eyes and stinging manner. Wallace is always coiled, ready to strike.

WALLACE

Eyes front and mouth's shut.
(checks a clipboard)

Riddle, second tier, number twelve.

ANGLE - BIG SAM

breaks from the line and starts for his cell.

ANGLE - BURKE

as his name is called.

WALLACE (O.S.)

Burke! Number fifteen.

INT. MAIN CELL BLOCK UPPER TIER - DAY

Burke passes by Lasagna's open cell; the kid is making his bunk when Burke calls out -

(CONTINUED)

CONTINUED:

BURKE

Hey, kid!

Burke casually tosses Lasagna the rolled paper and keeps on moving; Lasagna unrolls the sheet - it's a frayed poster of Sly Stallone as "Rambo" complete with machine gun.

LASAGNA

Thanks, Angel.

Burke turns when he hears the nickname.

ANGLE - LASAGNA

steps up to his open cell door, grinning wide.

LASAGNA

That's you, right? I heard some of the guys talkin' on the line and they said you was some kind of a celebrity or somethin'.

Burke starts away with -

BURKE

Not quite, kid.

LASAGNA

Hey!

Lasagna quick-steps out of his cell to stop Burke with:

LASAGNA (CONT.)

They said the Angel could take anything on four wheels and fly it away to heaven!

BURKE

One thing about jail, kid.
Nobody tells the truth.

Burke continues down the block, leaving Lasagna puzzling...

INT. SANDOR'S CELL - DAY

As he steps inside and the door rolls shut behind him. The Haitian extends his arms, his finger tips touching the cell walls on both sides. Sandor lightly kisses the Changa figure hanging around his neck.

SANDOR

Oh, baby, I'm going to need you in here.

INT. RHINO'S CELL - DAY

Brian Young ENTERS, with his shirt and bedding tucked neatly under his arms. He sets everything out on his bunk just so before pulling a pamphlet from his pants pocket and begins to read. We can see its title: "RULES OF THE INSTITUTION."

CLOSE - BRIAN

his nose buried in the tiny book when a huge, ham-fist yanks it away, tearing a few pages.

BRIAN
(reacting)
Hey!

ANGLE - RHINO

his bulk almost hiding the cell door closing behind him. Rhino wads up the book with one fist as he moves in close to Brian, licking his lips.

RHINO
I'm Rhino. We're gonna be
cellmates.
(a beat; indicates book)
And everything you need to know,
I'll teach you.

INT. BURKE'S CELL - SAME

CLOSE ON a pair of arthritic Black hands as they hold a small paper cup. A mason jar filled with blue liquid ENTERS FRAME and tries to pour, but spills all over the shaking hands as WE HEAR:

CRESUS (O.S.)
Just hold it steady.

THE CAMERA PULLS BACK to reveal Cresus and Burke sitting on opposite bunks. Burke takes hold of Cresus' hands and pours the liquid into the cup. Cresus takes a sip and smiles all white and gold.

Burke slips the jar under his bunk and starts to make his bed.

CRESUS (CONT.)
Got the habit of sippin' Windex in
Gainesville in '39. You ever been
to Florida?

BURKE
No. Thought about a vacation there.

CRESUS
I never saw the beach.

CONTINUED:

Cresus holds out his cup and Burke fills it again.

CRESUS (CONT.)

Passed through Kansas for about ten years, but I never saw the Royals play a game.

(a beat)

This your first state rap?

Burke looks at the old man but doesn't reply.

CRESUS (CONT.)

I thought so. I know you're the hot-shit car thief, but do yourself a favor son. Make this your only stretch.

THE CAMERA MOVES in slowly on Cresus' heavily-lined features; dim eyes trying to focus through heavy bi-focals.

CRESUS (CONT.)

If you don't, before you know it you'll be lookin' back on fifty-five of seventy years spent behind the state's walls.

(a beat)

And the end waitin' for ya in a place like this.

INT. RABBITT'S SOLITARY CELL - NIGHT

What we can barely see: Rabbitt hunched against a wall. A dark figure against an even darker background. Something drops into his hair - then something else...

Rabbitt starts to claw at his head and eyes as cockroaches begin to drop on him from a split in the cieling. Rabbitt's cries can be heard through the air duct in -

INT. HERSHEY'S SOLITARY CELL - NIGHT

Hershey's listening to Rabbitt's struggles, his cries growing louder until -

INT. RABBITT'S CELL - SAME

EXTREME CLOSE-UP ON RABBITT as the roaches cover his face like a crawling blanket. A terrified SCREAM rips from his throat as we -

SMASH CUT TO:

EXT. CITY STREET - NIGHT

Warden Sharpe is speaking on a pay telephone.

CONTINUED:

SHARPE

...as long as everything's quiet.
I know it's the first night. I'll
be back before lock-down.

ANGLE - SHARPE

hangs up the phone and turns toward -

EXT. CATHOLIC CHURCH - NIGHT

As Sharpe crosses the street to the church. Stained glass windows
glow warmly with interior candle light.

INT. CATHOLIC CHURCH - NIGHT

The flickering light of hundreds of candles cast living shadows
on the walls and across the pews of the empty church. Sharpe moves
directly to one of the wooden confessionals by the altar.

INT. CONFESSIONAL - SAME

Sharpe is seated in the booth, working the gold chain and crucifix
over in his fingers. The wood-mesh screen obscures the priest
sitting next to him.

SHARPE

Forgive me father, for I have
sinned...(breaking off) against
the flesh of my fellow man...

CLOSE - SHARPE'S LEGS

as leather straps suddenly whip around his ankles and bind them
into place.

ANGLE - SHARPE

starts to rise as another strap wraps around his chest and jerks
him back into his seat. Just as quickly, metal wrist cuffs snap
around his arms, locking Sharpe to the confessional seat, as -

A leather and metal head strap erupts from the wall to cover
the top of Sharpe's head; the confessional has transformed into
an electric chair.

Sharpe struggles fiercely against the restraints.

ANGLE - CHARLES FORSYTHE

a dim figure seen through the wooden dividing screen.

(CONTINUED)

CONTINUED:

FORSYTHE
You've got somethin' that belongs
to me!

CLOSE - SHARPE

Suddenly, a charge of electricity tears through Sharpe's body. He stiffens with the jolt, not yet dead.

FORSYTHE (O.S.)
I want my Crucifix!

As a second blast of electricity rips Sharpe taught, a pair of claw-like hands tear through the wooden screen and dig into the Warden's eyes.

The first spurt of smoking crimson and we -

SMASH CUT TO:

INT. WARDEN SHARPE'S OFFICE - NIGHT

Sharpe bolts awake from the nightmare; he's sleeping on two leather chairs pushed together, a .45 automatic in his hand.

HORTON (O.S.)
Ethan?

Horton, dressed in his civies, steps into Sharpe's office and SNAPS on the light. Sharpe whirls in fright, cocks the .45 and points it directly at Horton's head.

HORTON (CONT.)
(startled)
I was on my way home when I heard -

Sharpe's voice is deadly calm.

SHARPE
I want to see the electrical blue-prints for the entire prison tomorrow.

HORTON
(nervous as hell)
They'll be on your desk first thing.
I'll make sure. You won't have to
blow my head off.

Sharpe slowly lowers the weapon; clearing his head, surprised he was even holding it. Horton's still uneasy, but Sharpe dismisses him curtly with -

(CONTINUED)

CONTINUED:

SHARPE
Goodnight, Carl. A lot of work
ahead of us. Please catch the
lights.

Horton backs out of Sharpe's office, snapping off the lights.

HORTON
Oh, yes, a lot of work...

CLOSE - SHARPE

His face colored by streaks of blue moonlight; Sharpe reaches down next to his make-shift bed and picks up the shining gold Crucifix.

Sharpe just holds it in front of his face, as if hypnotizing himself...

EXT. CREEDMORE PRISON - NIGHT

The prison is huge and black against the far mountains, the sounds of prairie night filling the air around it. But a SCREAM rises from inside Creedmore echoing through the prison walls and dying in the far hills.

DISSOLVE TO:

EXT. CREEDMORE PRISON - MORNING

The same angle as before; the prison's huge and grey in the morning sun as WE HEAR:

HORTON (V.O.)
Work assignments will be handed
out according to tier and cell
numbers!

EXT. PRISON YARD (WIDE ANGLE) - DAY

As the guards in the towers look down over the yard; the inmates are collected in the yard and are being addressed by Captain Horton over a bullhorn.

HORTON

Second tier, twelve to sixteen report
to the tool shed!

ANGLE - RHINO AND BRIAN YOUNG

standing in line, Brian's ready to break for the shed, but
Rhino stops him.

RHINO

Don't rush.

Guard Wallace steps up to Rhino and Brian, pretending to check
his clipboard.

WALLACE

We don't have anybody to dole out
water during the day. Rhino, that's
your detail. Sign this.

Wallace hands Rhino the clipboard. While Rhino scribbles his
name he slips a twenty dollar bill between the job rosters.

RHINO

Yes sir, that sounds just fine.

ANGLE - WARDEN SHARPE AND CAPTAIN HORTON

talking away from the men, as Sharpe hands Horton a set of
blueprints and obviously gives him some kind of an order.

EXT. TOOL SHED - DAY

Burke, Lasagna, Sandor and Cresus stand in a line as tools are
checked out over a double-stable door. Burke's signing for a
pick-axe. He hefts the tool, feeling it's weight, when Horton
steps up wearing a deep-mining helmet, complete with light
mounted on the front.

HORTON

You know how to swing that thing?

Burke just looks from the axe to Horton.

HORTON (CONT.)

You better do it right or they'll
be digging it out of your ass.

(MORE)

(CONTINUED)

CONTINUED:

HORTON (CONT.)
(to the others)
Get your tools and assemble by the
cell block door!

EXT. PRISON YARD - SAME

Wallace stands, hand on hip and rifle poised, as Big Sam, and some of the other Black inmates haul large sections of metal and cement debris; they've just started and they're already straining.

WALLACE
C'mon, let's see a little bit of
that famous monkey muscle!

Wallace turns and smirks to -

EXT. WARDEN'S OFFICE - SAME

Sharpe can be seen standing in his window, looking down with pride on the operation as THE CAMERA MOVES IN SLOWLY and we hear -

HORTON (V.O.)
This section of the prison was
flooded out about twenty years ago.

INT. EXECUTION CHAMBER CORRIDOR - DAY

As Sandor and Burke follow Horton to the execution chamber.

SANDOR
Smells like a tomb, baby.

HORTON
You're not far off.

ANOTHER ANGLE

as the men move past the Generator Room to the sealed execution chamber. Sandor and Burke just exchange glances.

BURKE
Gas chamber?

HORTON
Modern technology, Burke.
Electricity.
(a beat)
The warden wants it open.

Burke raises his pick as if to strike Horton, whirls and SLAMS it into the concrete seal.

INT. WARDEN SHARPE'S OFFICE - DAY

Sharpe is standing by his window, watching as Katherine gets out of her car and speaks to a GUARD at the main gate. Her car's loaded down with stacks of cardboard boxes.

The phone on Sharpe's desk RINGS and he picks it up, all the while watching Katherine.

SHARPE
(into telephone)
It's all right, send her in.

INT. EXECUTION CHAMBER CORRIDOR - DAY

Burke and Sandor are swinging their axes in unison, first one then the other, breaking away at the concrete. Wishing it was Horton's skull.

INT. SOLITARY CONFINEMENT BLOCK - DAY

The distant sound of the axes striking the concrete can be heard bouncing off the walls.

INT. RABBITT'S CELL - DAY

Rabbitt, huddled in the corner listens to the sound.

RABBITT
(hopeful)
Somebody's tunneling out...

INT. EXECUTION CHAMBER CORRIDOR - SAME

CLOSE ON Burke and Sandor as they continue to hammer into the concrete; the heavy chink of metal against stone over and over.

INT. WARDEN SHARPE'S OFFICE - SAME

Sharpe's going over a file and making some markings with red ink.

CLOSE - CONCRETE SEAL

As it starts to split, flaking off the chamber's steel hide. A low, sinister rumble has started, like a distant earthquake.

INT. HERSHEY'S SOLITARY CELL - SAME

Hershey's banging on the wall of his cell with his shoe, waiting for somebody to answer.

(CONTINUED)

CONTINUED:

HERSHEY
Hey! I'm in here! You coming to
dig me out?!

INT. EXECUTION CHAMBER CORRIDOR - SAME

As Burke brings down the final blow that knocks through a giant section of concrete. The chamber door BLASTS off it's hinges.

And then -

As if a hole had been torn in the side of a jetliner at 50,000 feet; a tremendous force tearing through the atmosphere, sucking debris and bits of cement and steel into the opening. The pick-axes leap from Burke and Sandor's hands and vanish into the chamber.

INT. WARDEN SHARPE'S OFFICE - DAY

As the red ink vial EXPLODES and splatters all over Sharpe's starched-clean shirt.

EXT. PRISON YARD - ANGLE GUARD TOWER - DAY

Katherine's walking just below as the glass in the tower SHATTERS with tremendous force and rains down on her.

INT. EXECUTION CHAMBER CORRIDOR - SAME

Burke and Sandor fight the wind, just barely keeping their footing as the air churns around them. A dust storm roaring in the small space, like a tornado in a bread box.

INT. PRISON KITCHEN - DAY

As the lids on the brass pots EXPLODE off the pots one after another, two CON DISHWASHERS reacting in the B.G.

INT. EXECUTION CHAMBER CORRIDOR - SAME

Burke and Sandor are still fighting the tremendous force.

REVERSE ANGLE THROUGH CHAMBER DOOR - P.O.V.

Something (or someone) BLASTING out of the opening, knocking Burke and Sandor back as it rushes past them at high speed to the other end of the cell block corridor. The noise is incredible.

INT. RABBITT'S SOLITARY CELL - DAY

Laughing to himself -

(CONTINUED)

CONTINUED:

RABBITT
Maybe they're using dynamite to
get us out.

ANGLE - BURKE AND SANDOR

Water's now pouring from the opening in a steady stream,
while Burke and Sandor check to see if they're both in
one piece. Both cons are shaken and soaked through with
sweat. Burke's bleeding slightly from the forehead.

BURKE
My God...

SANDOR
(quiet wonder)
Something grabbed hold of me.

BURKE
Yeah, me.

Burke wipes his forehead on his sleeve.

SANDOR
No, something else.

Sandor holds up his hand; it's torn and bloody.

SANDOR (CONT.)
(smiling wide)
I shook its hand.

INT. WARDEN SHARPE'S OFFICE - SAME

Sharpe is trying to wipe the red ink from his shirt when he looks
up to see Captain Horton passing by his door.

SHARPE
(demanding)
Horton! What was that noise?

Horton stops by the door with -

HORTON
I'm checking it right now!

INT. PRISON INFIRMARY - DAY

A young guard JOHNSON, fresh-faced and still soft around the
middle, is fumbling to unbutton his shirt as Katherine, Sandor
and Burke stand waiting. Katherine's face has been lightly cut
by the falling glass; she yanks Johnson's shirt off.

(CONTINUED)

CONTINUED:

KATHERINE

C'mon. We don't even have band aids in this place and we need something clean.

JOHNSON

Uh, I have to pay for...

Katherine tears the shirt right down the middle. She tosses Burke a section of bandage and begins to look after Sandor's hand.

SANDOR

(flirting)

This is all worth it.

Katherine's lashing the bandages tight.

KATHERINE

(smiling to Sandor)

Quiet.

Burke's just wiping the blood from his head with the bandage. Katherine notices with:

KATHERINE (CONT.)

You keep that pressed to your head or your brains'll be leaking all over the floor!

Sandor reaches over and dabs the blood from Katherine's face.

KATHERINE (CONT.)

What were you two trying to do?

BURKE

Open a door.

Sandor wiggles his bloody fingers and grins.

SANDOR

Door to the other side, maybe?

KATHERINE

Other side of what?

BURKE

Ignore him. It was just Sharpe's orders to open the execution chamber.

KATHERINE

(concerned)

What for?

(CONTINUED)

CONTINUED:

SANDOR
Somebody wanted at the electric
chair, baby.

Sandor starts to laugh as Katherine's expression clouds.

INT. RABBITT'S SOLITARY CELL - DAY

Rabbitt's sitting on the floor, he calls out to Hershey:

RABBITT
I guess they broke for lunch.

The darkness, the dripping wet and the stench are all getting
to Rabbitt.

RABBITT (CONT.)
God, could I use a smoke.

INT. HERSHEY'S SOLITARY CELL - DAY

Hershey pulls something from his sock - a couple of cigarettes
and a pack of matches.

HERSHEY
Hey, man, I got smokes.
One a day to carry me through
the week...

Rabbitt's voice filters through the air duct.

RABBITT (V.O.)
Hell of alot of good that does
me.

HERSHEY
I'll smoke for both of us.
Just sit back, I'll tell you what's
happenin'.

INT. RABBITT'S SOLITARY CELL - SAME

Rabbitt leans against the wall as he hears Hershey's voice
through the air duct.

HERSHEY (V.O.)
I got a nail, man. Little bent,
gotta straighten it out...

Rabbitt straightens an imaginary cigarette with his fingers before
popping it in his mouth.

(CONTINUED)

CONTINUED:

HERSHEY (V.O.)
(con't.)
I got some matches...

Rabbitt purses his lips, ready to inhale.

INT. HERSHEY'S SOLITARY CELL - SAME

Hershey puts the cigarette in his mouth and strikes a match, ready to light up, but something on the now-illuminated wall grabs his attention.

Writing on the wall, in oozing black liquid, "TEN WEEKS OF HELL FOR CHARLIE FORSYTHE."

Hershey's reading the words until the match burns down to his fingers. Darkness.

RABBITT (V.O.)
You light up yet?

CLOSE - HERSHEY

strikes another match and suddenly in front of him - a just a white glimpse of a rotting visage; a quick, startling image.

Charlie Forsythe - twenty-eight years dead.

HERSHEY
(screaming)
Arrrgggh!

The cigarette falls from Hershey's mouth and he drops the match; instant darkness.

QUICK CUT TO:

CLOSE - RABBITT

reacts to Hershey's screaming -

RABBITT
What is it? What's wrong?

INT. HERSHEY'S SOLITARY CELL - SAME

We can just make out Charlie Forsythe as he backs through the cell door; melting through to the other side. Hershey lunges for Forsythe, just missing him. His palms land flat against the steel door, but he jerks them away in pain -

HERSHEY
Shit!

CONTINUED:

Hershey's hands are scalded; tiny blisters filling with fluid.

CLOSE - UN-LIT CIGARETTE

As the heat from the floor makes it burst into flames.

HERSHEY

The floor has started to heat up, the rubber soles of his shoes melting and sticking as the temperature rises, Hershey begins to "hot foot" around the cell.

HERSHEY

Hey, Rabbitt! Something fucked
up's goin' on in here...

The door to the cell begins to glow warm orange, but getting brighter and hotter as the walls start to heat. Hershey tears away his sweat-soaked shirt.

CLOSE - STEEL BOLTS

holding the plated walls together; vibrating with heat, changing color from orange to yellow to molten white.

QUICK CUT TO:

INT. RABBIT'S SOLITARY CELL - SAME

Rabbitt's pounding on his door, but even he can feel the heat.

RABBITT

(reacts to heat)

Jesus! (to Hershey, shouting) What
are you smokin' in there?

INT. SOLITARY CELL BLOCK CORRIDOR - SAME

Thick smoke and roaring heat; CLOSE ON a fire alarm as Gaurd Kramer's fist punches the box, but the alarm just EXPLODES in a dull sea of short-circuit sparks.

ANGLE - GUARD KRAMER

turns and grabs a wall-mounted fire hose, but it falls apart as soon as it unwinds; rotting canvas splitting at the seams.

ANGLE - WALLACE

flails his way through the smoke and steps up behind with -

WALLACE

What the hell -

CONTINUED:

Kramer takes a key ring from his pants and gives them to Wallace.

KRAMER

There are men in those cells!
Let them out while I get some
help!

Kramer takes off, disappearing behind the smoke curtain.

ANGLE - WALLACE

starts to move forward, but he holds back, afraid.

INT. HERSHEY'S SOLITARY CELL - SAME

Now just a white-hot oven. The steel walls and floor, soft with the heat.

CLOSE - HERSHEY

His clothes smoldering, his skin bubbling and hair bursting into flames as the cell fills with acrid smoke.

The shriek of melting steel rising with Hershey's own SCREAMS.

INT. PRISON INFIRMARY - SAME

Johnson, in his undershirt, is taking Sandor and Burke back to the yard when Kramer ENTERS.

KRAMER

Get down to solitary! There's a
fire!

Katherine starts out the door, with Johnson and the prisoners right behind. Kramer SHOUTS after them -

KRAMER (CONT.)

Help Wallace with the prisoners!

Kramer tries to call out on the infirmary phone. It's dead, naturally.

KRAMER (CONT.)

Shit!

INT. SOLITARY BLOCK - SAME

Now solid smoke and glowing heat. Wallace's trying to turn on a sprinkler valve, but the rusted handle won't budge.

O.S. we can hear -

CONTINUED:

RABBITT (O.S.)
(screaming)
Somebody get me outta here!

Johnson and Burke ENTER the corridor with Katherine and Sandor right behind. Wallace is in a state of panic; Katherine and Sandor start to work on the water valve.

WALLACE
(yelling to Katherine)
The water system in this block is
shot to hell! There's nothing we
can do!

RABBITT (O.S.)
Help me!

KATHERINE
What about these men trapped down
here?

Burke charges up to Wallace -

BURKE
Give me the keys!!

Before Wallace, or anyone, can respond, Burke tears the key ring from the guard's hands.

ANGLE - WALLACE

whips out his service revolver, double-hand-steady and ready to shoot.

WALLACE
Put 'em down.

Burke hesitates, as Rabbitt's SCREAMS bounce off the concrete walls. Suddenly, Johnson knocks Wallace's gun down with his riot stick as Burke dashes for Rabbitt's cell.

ANGLE - BURKE

Choking and hacking through the smoke to get to the cells.

ANGLE - HERSHEY'S CELL DOOR

White-hot, like the open door of a blast furnace. Burke shields his face with his arms as he crouches low but -

The door to Hershey's cell gives way, belching a molten pool of steel onto the floor in a flaming heap.

ANGLE - HERSHEY'S BODY

Just a twisted lump of charcoal, still burning, as it falls through the door and breaks apart at Burke's feet. Burke steps back and leaps over the flaming obstacle to -

ANGLE - RABBITT'S CELL DOOR

Glowing, hot orange has just started to creep around the edges. Burke fumbles for the keys and turns the lock over, but the steel is too hot and the key melts in the lock box.

INT. RABBITT'S SOLITARY CELL - SAME

CLOSE ON Rabbitt as the heat spider-webs his glasses white.

RABBITT
(hopeless)
Oh, God...

INT. SOLITARY BLOCK - SAME

Burke takes off his shirt, wraps the cloth around his hands and grabs hold of the door handle - and pulls.

He holds on tight, hot metal searing through the cloth and Burke's hands until the door gives way. Burke falls back as it swings open then dives inside.

REVERSE ANGLE - SOLITARY BLOCK

As Burke emerges from the smoke with Rabbitt slung heavy over his shoulders. Burke dumps Rabbitt at Wallace's feet and tosses him his heat-twisted keys.

KATHERINE
(to Wallace)
You got a lotta guts, partner.

SANDOR
Got it!

Sandor gives the valve handle a serious yank and the sprinkler system spits a dribbling rain over Guard Wallace.

CLOSE - A COMPUTER SCREEN

As it flips on to neon green life. WE CAN SEE Katherine's face reflected in the screen as several words are typed across it. They read: "BURNED ALIVE IN PRISON CELL..."

SHARPE (V.O.)
That's not funny, Miss Walker.

INT. PRISON CLERK'S OFFICE - NIGHT

Just a tiny four corners with a desk and a chair. Katherine's seated before a portable computer and printer set-up. Sharpe's reading over her shoulder.

Katherine keeps on typing. Her face is still smudged with soot from the fire.

KATHERINE

I don't know any other way to put it.

(a beat)

It's a file that has to be started, Warden. But I didn't think I'd be making an entry so soon.

SHARPE

Believe me, it'll be the last.

INT. MAIN CELL BLOCK UPPER TIER - NIGHT

CLOSE ON Burke and Rabbitt, leaning against the railing, speaking low while the roar of the jail house surrounds them.

BURKE

You didn't feel anything...

RABBITT

Nothin'! It was the weirdest goddamned thing you ever saw in your life!

BURKE

(leading)

Or hear anything?

THE CAMERA PULLS OUT SLOWLY to reveal Sandor, Lasagna, Cresus and about TWENTY OTHER INMATES hovering close to Burke and Rabbitt, drinking in every word.

RABBITT

Yeah, I heard somethin'.

Everybody exchanges tense glances, waiting -

RABBITT (CONT.)

I heard Hershey screamin' while he got his ass fried off!

The prisoners groan with disappointment at the story and begin to trail off. Lasagna steps up from behind and slaps Burke on the shoulder.

(CONTINUED)

CONTINUED:

LASAGNA

You did a great job, Angel.
If I'd been there, I'd a jumped
right in with ya.

BURKE

(dubious)

Thanks.

Burke and Rabbitt watch as Lasagna swaggers away before Rabbitt flicks his cigarette over the rail and leans in close to Burke.

RABBITT

I'm not giving this place another
chance. I'm getting the fuck out
before the same thing happens to
me!

Rabbitt turns and starts away from Burke. THE CAMERA FOLLOWS to show us the main cell block at night. Heavy with activity; cell doors are open and the men can move from cell to cell at will. Talking shit, playing cards and spinning jailhouse deals.

As Rabbitt heads for his cell, Burke starts in the opposite direction, stepping around cons who give him the thumbs up sign or playfully muss his hair.

ANGLE - BURKE

as he passes a cell, a huge, gorilla-like arm juts out and blocks his way. A second hand reaches around from behind and grabs Burke's collar.

RHINO

I want to talk to you, hero.

Rhino speaks through the bars of his cell; his voice is lisping, deadly-sweet.

RHINO (CONT.)

The nights around here can be short
or long. Your choice how to pass the
time in the dark.

BURKE

I sleep fine, thanks.

RHINO

I got the best trained punk in
the house.

Rhino indicates Brian sitting in the cell; the kid's beaten down. Burke tries to wrench himself away.

CONTINUED:

BURKE
Congratulations.

RHINO
I'd sell her to you for a couple
of nights. I wouldn't do that
for anybody else.

BURKE
I've got a date for the prom.

Burke's still struggling as Rhino giggles a threat -

RHINO
If there's one man in this place
you got to get along with, it's me.
(a beat)
Now I'm just tryin' to be friendly.

Rhino's grip loosens for just a moment as Burke whirls, grabs
Rhino through the bars and pulls his head hard into the steel
cage.

BURKE
This is as friendly as I get
with you!

INT. EXECUTION CHAMBER CORRIDOR - NIGHT

CLOSE ON one of the wire cage protected lamps as it flickers
nervously. WE TILT DOWN to include Warden Sharpe walking
purposefully toward -

ANGLE - EXECUTION CHAMBER

The iron door stands open, revealing the electric chair; rusting
steel, twisted wires and rotting leather.

ANGLE - SHARPE

steps closer to the execution chamber, pauses and takes something
from his jacket pocket.

ODD P.O.V. ANGLE - SHARPE

following Sharpe; an odd set of eyes stepping closer to him when-

INT. EXECUTION CHAMBER CORRIDOR - SAME

The lights go out.

Total darkness. Sharpe stops, then keeps moving forward to -

INT. BURKE'S CELL - NIGHT

Cresus springs off his bunk, obviously terrified. He's not wearing his glasses.

CRESUS' P.O.V.

The soft, indistinct figure of a man looming over him -

ANGLE - CRESUS

recoils in horror, crawling backwards into the corner.

CRESUS

You keep away from me you son
of a bitch!

BURKE

Cresus!

Cresus tries to throw a punch at what he sees, but Burke catches his fist before it connects.

BURKE (CONT.)

Here!

Burke fits Cresus' glasses on his face, bringing everything for the old man into focus.

CRESUS

I'm sorry, son...

BURKE

Who the hell did you think
I was?

CRESUS

An old friend I haven't seen in
a very long time...

INT. EXECUTION CHAMBER - NIGHT

As Sharpe steps inside, holding the gold chain and crucifix before him. Groping fingers searching for the electric chair.

Behind Sharpe, just outside the chamber door, the white face of Charles Forsythe looms out of the darkness...

Forsythe is moving closer and closer to Sharpe, clawed hands out-stretched.

CUT TO:

INT. MARTINEZ BROTHER'S CELL - SAME

Gil and Flavio are lying straight out on two bunks. A beat, then -

GIL
Hey, man, the lights went out.

A beat.

FLAVIO
Smart.

INT. EXECUTION CHAMBER CORRIDOR - SAME

Sharpe's hands find the head piece to the electric chair and begin twisting the Crucifix around it as Charles Forsythe twisted features become clearer and clearer right behind his back.

SHARPE
I'll give it back to you...

Forsythe is killing-close, when -

JOHNSON
Warden Sharpe?

ANGLE - JOHNSON

steps up to the execution chamber. He's wearing a deep-miner's helmet complete with headlamp and the tiny fixture floods the area with sudden light.

JOHNSON
Sir, the generator's down...

ANGLE - SHARPE

slumped across the back of the electric chair.

SHARPE
Let's go -

ANOTHER ANGLE

as Sharpe steps out of the execution chamber with Johnson; the gold chain and Crucifix hangs from the chair headpiece in the F.G. as the two men move out the corridor, following the light from Johnson's helmet.

INT. EXECUTION CHAMBER CORRIDOR - SAME

Sharpe pauses by the Generator Room door; it's wide open.

(CONTINUED)

CONTINUED:

SHARPE
(puzzling)
That door should be kept locked
at all times.

JOHNSON
Yes sir!

INT. MAIN CELL BLOCK (WIDE ANGLE) - NIGHT

A total blackout; the SOUND of the inmates is deafening; shouts of "Where the fuck are the lights?" etc., metal objects raking the cell bars fills the air.

Horton is running the length of the cell block to the guard's station. Wallace and TWO OTHER GUARDS are breaking out deep mining helmets, just like Johnson's. Horton runs up from behind, out of breath.

HORTON
(to Wallace)
Silence in the block, you know
that!

Horton starts to direct the other guards.

HORTON (CONT.)
Get some lights up on those tiers
and keep those men quiet!

Wallace hands the GUARDS several portable oil lanterns.

INT. MAIN CELL BLOCK (WIDE ANGLE) - SAME

Now, more than ever, it gives us the impression of an endless cavern; the lights of the miner's helmets strafing the area as The Guards move about the upper tiers carrying the gas lanterns.

ANGLE - RABBITT

steps from his cell into the rising confusion. Sandor grabs him by the arm.

SANDOR
Don't do it, baby. I know
you're never going to leave this
place.

RABBITT
Watch me.

(CONTINUED)

CONTINUED:

Sandor jerks his arm in as the cell door is SLAMMED shut by the hand mechanism. The others follow, one after the other. Rabbitt starts off for the cell access stairs, fumbling in the dark.

This is Rabbitt's last chance.

ANGLE - GUARD KRAMER

places a lantern on the floor in front of the block and lights it, throwing spears of dim yellow toward the cells. The lanterns don't light the block, they just mark it out like a series of floating bouys.

ANGLE - RABBITT (UPPER TIER)

feeling his way along, hugging the walls.

RABBITT

Where is it, God, where is it?

CLOSE - WALLACE

runs right past Rabbitt in the darkness, almost touching him. Rabbitt presses himself hard against the wall, holding his breath as Wallace sets out a lamp just feet away from him. Wallace keeps his back to Rabbitt as he lights the lantern and then continues down the cell block.

CONTINUED:

INT. CELL BLOCK ACCESS STAIRS - SAME

As Rabbitt scrambles through the door and starts up the stairs.

INT. MAIN CELL BLOCK - GUARD STATION - SAME

Horton is checking off details on his clipboard.

HORTON

I want a head count and lock down
right away.

INT. CELL BLOCK ACCESS STAIRS - SAME

As Rabbitt makes his way to a small ventilation duct. The grill is rusted through and Rabbitt breaks it with one punch; bloodied knuckles through the screen.

ODD P.O.V. RABBITT

Someone's watching Rabbitt as he boosts himself into the air duct and wriggles inside.

INT. MAIN CELL BLOCK - UPPER TIER - SAME

Wallace is moving from cell to cell, checking the head count on a roster sheet. The light on his helmet shows him the cons.

WALLACE

Martinez, Flavio.

FLAVIO

Here.

WALLACE

Martinez, Gil.

GIL

Just waiting for you, jeffe.

INT. AIR VENTILATION SHAFT - NIGHT

It's a tiny space, thick with dust and grime. In order to move, Rabbitt must reach out with his arms and pull himself along and it's taking all of his strength.

A legless man crawling through a maze.

INT. MAIN CELL BLOCK - UPPER TIER - SAME

Wallace stops by Big Sam and Lasagna's cell.

WALLACE
Lazzaro, Joseph?

LASAGNA
Yo, Adrian.

WALLACE
(snickering)
You in there Riddle?

BIG SAM
What's wrong, Captain? Can't
you see me in the dark?

INT. AIR VENTILATION SHAFT - SAME

CLOSE ON Rabbitt's fingers digging into the caked filth, dragging him along, closer to a way out.

INT. MAIN CELL BLOCK - UPPER TIER - NIGHT

Wallace pauses by Burke and Cresus' cell.

WALLACE
Cresus, Burton?

CRESUS
I haven't gone no place.

WALLACE
And neither have you, Burke.
You notice that?

BURKE
If you ever need a hand again,
just give me a shout.

INT. BURKE AND CRESUS' CELL - SAME

As Wallace keeps on moving; Burke's laughing to himself
Cresus settles back on his bunk; something's eating at him.

CRESUS
(absently)
I've always hated prisons
at night.

BURKE
I kind of like it dark. You
can't see those damn bars.

(CONTINUED)

CONTINUED:

CRESUS

Don't have to see 'em, kid.
Just feel 'em. You serve out your
time and you'll find that out.

INT. AIR VENTILATION SHAFT - SAME

CLOSE ON Rabbitt's eyes; desperate, squinting ahead.

INT. MAIN CELL BLOCK - UPPER TIER - SAME

CLOSE ON Wallace's feet as he moves toward -

INT. RABBITT AND SANDOR'S CELL - SAME

Sandor's sitting squat in the middle of his cell, his Changa figure in front of him when Wallace steps up to the bars.

WALLACE

Head count.
(a beat)
You all right Sandor?

SANDOR

Oh, yeah, baby. Never better.
(quick, nervous)
But, the Rabbitt, he's sleeping out
of this world. Poor boy, the fire
you know.

ANOTHER ANGLE - WALLACE

Standing by the bars, we can see Sandor in the middle of the floor and Rabbitt's bunk. The blankets and sheets on Rabbitt's bunk cover a still man-sized form.

WALLACE

I ought to drag his lazy ass out
of the sack, after all the trouble
he caused me.

SANDOR

Let him sleep, he'll be on the yard
tomorrow.

WALLACE

(disgruntled as hell)
...yeah...

INT. SANDOR'S CELL - SAME

As Sandor waits for Wallace to go, THE CAMERA PANS over to the bunk and we can see that it's been stuffed with pillows.

(CONTINUED)

CONTINUED:

Sandor holds his Changa figure tight.

SANDOR
Changa help The Rabbitt find his
way home.

INT. AIR VENTILATION SHAFT - SAME

The shaft seems to narrow as Rabbitt tries to continue, squirming his hips, digging forward with his fingers, when -

He hears something. It's low at first, but growing steadily louder. The beat of a human heart.

Rabbitt tries to pin-point the sound - is it his own heart? But the beat grows louder -- THUMP-THUMP, THUMP-THUMP -- and more intense as --

The bricks in the wall around Rabbitt begin to swell, just slightly. The mortar between them flecking out of place as the stones begin to move in rhythm with the beat of the heart.

Creedmore Prison is alive.

ANGLE - RABBITT

He's scared to death.

RABBITT
Sweet H. Jesus, all mighty.

Rabbitt starts to crawl again but the pounding of the heart and the movement of the stones follows him until -- A gnarled pair of hands grab Rabbitt by the ankles and yank him suddenly backwards.

Rabbitt SCREAMS and digs furiously at the floor and walls of the shaft, trying to stop himself, as he's dragged along. Talons ripping bloody into his ankles.

Pulling Rabbitt toward -

ANOTHER ANGLE

A sudden drop-off from the shaft, like the edge of a cliff. The claws pull Rabbitt along until he tumbles backwards over the edge -

Rabbitt's fighting to hold onto the edge of the air shaft; fingers digging wildly into the dirt, trying to hold onto the slippery brick.

(CONTINUED)

CONTINUED:

Rabbitt's losing his hold; his feet dangling crazy in the air. And beyond Rabbitt, the yawning darkness of a seventy foot drop to the bottom of the cell block.

And all the while the heart beat grows LOUDER and LOUDER... Just enough to cover Rabbitt's final SCREAMS as we,

DISSOLVE TO:

INT. PRISON MESS HALL - DAY

CLOSE ON a skinny white arm with a black rose tatooed from the elbow to the wrist, doling out running scrambled eggs with a large spoon. Over this image WE HEAR:

TATOO (V.O.)

One spoonful to a con!

THE CAMERA WIDENS OUT to reveal a rat-faced inmate named TATOO slopping breakfast on plates for the other prisoners who're lined up in a cafeteria-type situation. TWO BLACK prisoners, wearing hairnets, are also serving up food.

ANGLE - LASAGNA

waiting in breakfast line with his tray. Lasagna steps up just in time to catch the eggs as they drip off Tatoo's spoon. Lasagna's disgusted and Tatoo catches his expression -

TATOO

(snide)

Continental breakfast. We'll bring the fresh orange juice to your table.

LASAGNA

(believing him)

Hey, thanks!

Lasagna starts away and Brian, Rhino's punk, steps up with two trays.

ANOTHER ANGLE

As Lasagna steps from the food line. THE CAMERA CARRIES him across the mess hall to one of a row of long, steel tables. Lasagna takes a seat between Burke and Big Sam. Down the table we can see Sandor, Cresus and The Martinez Brothers.

Everyone's just picking at their food, but Lasagna's ready to dig right in. All eyes at the table follow as Rhino passes with Brian several steps behind carrying two breakfast trays.

They sit at an empty table.

(CONTINUED)

CONTINUED:

Lasagna jolts everyone back with -

LASAGNA
You know about the guy who
escaped last night?

Guard Wallace strolls by the table.

BIG SAM
Wanna say that again? I don't
think the Warden heard ya.

BURKE
We don't know if he got out kid.

Sandor shoves his tray away.

SANDOR
I'd feel it if he made it!
(a beat)
He didn't.

ANGLE - LASAGNA

just takes a bite of his eggs. He doesn't notice the sprinkle
of red dripping from somewhere above...

LASAGNA
What makes you so sure, freak?

SANDOR
(suddenly hard)
Because I'm smart, baby.

ANOTHER ANGLE - FAVORING BURKE

as he notices the red dotting Lasagna's breakfast -

LASAGNA
(to Sandor)
You really wanna fuck with me,
you -

Burke looks up and reacts -

BURKE
Hey!

The others at the table look up to see:

THEIR P.O.V.

A spreading stain of blood widening across the cracked ceiling.

(CONTINUED)

CONTINUED:

55.

The plaster starts to shift and give way as --

ANGLE - THE MESS TABLE

SPFX: SLOW MOTION as Burke, Lasagna, Sandor and the others dive away from the table, knocking over chairs and other prisoners as -

ANGLE - THE CIELING

SPFX: SLOW MOTION as it caves in and Rabbitt's body falls from above in a shower of plaster, wood and concrete washed in a torrent of blood. A smashed, limp figure crashing onto a table full of dishes, spraying the area with a sudden burst of red.

ANGLE - BURKE, LASAGNA AND SANDOR

stand slowly; wide eyes and stunned faces splattered with crimson and dripping scrambled eggs.

CUT TO:

EXT. PRISON YARD - DAY

The prisoners stand by as Rabbitt's body is removed from the mess hall. Wallace and Guard Kramer heft it across the yard in a rubber body bag.

ANGLE - BURKE AND LASAGNA

watching them remove Rabbitt; Lasagna's still a mess. Burke just turns away with -

BURKE

You've got egg on your face, kid.

CUT TO:

INT. WARDEN SHARPE'S OFFICE - DAY

Sharpe is addressing Horton, Wallace, Kramer, Johnson and several other GUARD while shuffling through papers on his desk. His voice and manner are measured, perfect; he's in control and loving it.

SHARPE

Complete shake-down. You turn this place inside out if you have to, but I want a weapon, a motive and a full confession from a prisoner by night fall. Dismissed.

The guards EXIT Sharpe's office.

INT. SANDOR'S CELL - DAY

CLOSE ON a Sandor's hands as they use a straight razor to gently slice through a bar of soap. THE CAMERA WIDES OUT to show us that Sandor's putting the finishing touches on a small carving of a rabbit.

ANOTHER ANGLE

Sandor slips the razor in his shoe and gently places the figure on Rabbitt's bunk.

SANDOR
(barely a whisper)
R.I.P., baby.

And then WE HEAR:

LASAGNA (V.O.)
What the hell's the matter with
him?

CUT TO:

INT. BURKE AND CRESUS' CELL - DAY

Burke, Lasagna, Big Sam and Flavio are playing cell block poker on a bunk with a deck of cards made from shredded pieces of paper with the four suits drawn on them in pencil. A pile of cigarettes is the pot.

Cresus stands away from the game by the cell window, obviously preoccupied. He's sipping Windex from a paper cup.

BIG SAM
Man got killed, isn't that
enough for you kid?
(a beat)
Draw two.

Burke deals out two cards while Lasagna fumbles for an answer.

LASAGNA
Hey, don't get pissed at me, I
didn't even know the guy. The bulls
are the ones that cut his throat!

Cresus doesn't even turn around for -

CRESUS
It wasn't the bulls.

LASAGNA
Whoever the fuck, it got us outta
work detail for the day.

CONTINUED:

Cresus finally turns to face Lasagna; the others just watch and listen.

CRESUS

Rabbitt tried a crash out and got
himself stuck - by somebody. But
we're the ones who're gonna pay.

Cresus turns back to the window.

CRESUS (CONT.)

I know Ethan Sharpe. This is gonna
bring a rain of shit down on our
heads.

CUT TO:

CLOSE - A REMINGTON .12 GAUGE SHOTGUN

as several rounds are pumped into the chamber.

EXT. MAIN CELL BLOCK - DAY

As Horton, Johnson, Wallace, Kramer and the other GUARDS check
their weapons. Horton has a bullhorn slung over his shoulder.
He turns to his men (CAMERA) with:

HORTON

I want four behind me in the
block.

(NOTE: The following images are intercut in quick fashion.)

CLOSE - CRESUS

snatches a cigarette from the poker pot and lights up.

ANGLE - HORTON AND 4 GUARDS

fling open the main cell block entrance doors.

CLOSE - A CON-MADE ACE OF SPADES

as it's dealt onto the bed.

ANGLE - HORTON AND 4 GUARDS

march into the block, weapon-ready.

CLOSE - BURKE

He senses something too, as -

CLOSE - CELL BLOCK ENTRANCE DOOR

SLAMS shut and locks automatically.

INT. MAIN CELL BLOCK - DAY

Horton, framed by the barrells of the four shotguns behind him, calls out to the entire block through the bullhorn.

HORTON
Assemble by the rails, hands behind
your heads. Now!

EXT./INT. CELL BLOCK UPPER TIERS - SAME

As the prisoners begin to move to the rails and the guards begin rushing the tiers, herding the cons out.

INT. BURKE'S CELL - SAME

Wallace stands by the open door, pointing his shotgun at the poker players.

WALLACE
Move it!

ANGLE - BURKE, LASAGNA AND CRESUS

as they step to the rails, hands up as we -

CUT TO:

INT. VARIOUS CELLS (MONTAGE SEQUENCE) - SAME

Quick flashes of images as mattresses are dumped and clothes are tossed. Hands tearing into pillows, shredding magazines and books, turning over bunks and trashing photos and letters. Boots busting open shaving cream cans, smashing Cresus' supply of Windex, kicking apart Sandor's tiny Changa altar.

INT. MAIN CELL BLOCK - SAME

Warden Sharpe steps up behind Horton.

SHARPE
All we need is one weapon.

ANGLE - JOHNSON, KRAMER, WALLACE

as they come down from the tier and dump a huge pile of shivs at Sharpe's feet; all manner of knives, sharpened spoons and combs, sections of broken mirrors.

Any one of them could have done the job on Rabbitt nine million ways.

CLOSE - SHARPE

Rattled, takes the bullhorn from Horton.

SHARPE

Someone here has made two mistakes.
The second was taking the life of
a fellow prisoner.

(a beat)

The first was underestimating my
ability to deal with the situation.
If you insist on slaughtering each
other like animals, then that's
how you'll be treated unless one
of you comes forward with a full
confession.

Sharpe gives Horton the bullhorn and tells him -

SHARPE (CONT.)

Have the prisoners assemble on
the yard at eight o'clock with
their mattresses.

CUT TO:

EXT. PRISON GATES - DAY

The sky has clouded over grey and a light rain's started to
fall. Katherine's pulling up the top to her convertible with
the help of a GUARD who's denying her entrance to the prison.

KATHERINE

I told you I had official business
with Warden Sharpe!

GUARD

No one through today. Those are
my orders.

Katherine locks down the roof, and keeps on prodding -

KATHERINE

But why is it so quiet? What
about the work detail?

The Guard doesn't even split a smile to respond; he just
shoulders his rifle.

KATHERINE (CONT.)

Thanks for the help.

ANGLE - KATHERINE'S CAR

as she angles away from the prison gates toward a rolling thunderhead.

CONTINUED:

A flash of WHITE and the sound of a thunderclap and we're -

INT. RHINO'S CELL - NIGHT

Rhino and Brian are gathering their mattresses. Guard Wallace stops by their open cell door for a snicker. Rhino moves to him.

RHINO

I thought it was understood I
wouldn't be stepping in this kind
of shit.

WALLACE

You or your bitch tell me who
chopped the Rabbitt and maybe you'll
get to coast while these other assholes
eat it raw.

(a beat)

Until then -

Wallace nudges Rhino with his riot stick toward -

INT. MAIN CELL BLOCK - UPPER TIER - NIGHT

The prisoners are all moving from their cells, mattresses slung heavy over their shoulders. They're all heading outside to the yard. Big Sam passes by Rhino's cell; Wallace calls after him:

WALLACE

(laughing)

Better move it, dark meat. You
won't want to miss this. It'll be
like old home week for you.

EXT. PRISON YARD - NIGHT

The light afternoon rain is now falling steady. The prisoners are gathered in a wide circle around a pile of mattresses, some still throwing theirs on the heap. Lasagna is the last to toss his bedding and steps back with the others as Horton and Sharpe, both in black rubber rain gear, cross the yard to the crowd of men. Sharpe carries a can of gasoline.

Wallace, Kramer, Johnson and the other guards are dressed in weather-alls and stand by with their shotguns leveled.

SHARPE

I gave you eight hours and no
one stepped forward.

(CONTINUED)

CONTINUED:

Sharpe douses the pile of mattresses with the gasoline.

SHARPE (CONT.)

Someone here is responsible for that
prisoner's death.

Sharpe scans the crowd and reacts as he sees -

SHARPE'S P.O.V. - SAME

Charles Forsythe standing in front of the prisoners. Forsythe's holding a huge, savage machete and raises the knife in a defiant gesture as -

EXT. PRISON YARD (WIDE ANGLE) - SAME

Sharpe's visibly shaken until Horton lights the mattresses with a paper torch. Despite the rain, the mattresses go up in an instant burst of orange and smokey yellow.

The sudden WHOOSH jolts Sharpe back to reality. A wreath of flames frames his head as he speaks -

SHARPE

You behaved like animals and now
your cells are reduced to cages.
Does anyone have anything to say
now?

ANGLE - THE PRISONERS

absolutely stone-faced; they're not spilling a word.

BACK TO SHARPE

SHARPE

One of you could have saved the rest
considerable discomfort.

(to Horton)

Go ahead.

Horton raises his bullhorn for -

HORTON

All right, strip down!

The prisoners all look to each other - "Is he kidding?"

HORTON (CONT.)

Now!

The Guards swing their shotguns on the men, pumped and ready.

ANGLE - THE FIRE

Just etched in the moving flames, we can see the face of a young Charles Forsythe, twisting in sudden death and then collapsing into years-old decay...

CLOSE - SHARPE

steps back from the fire, obviously afraid...he's the only one who sees it. After a beat, Sharpe turns on the men with:

SHARPE

I'll be in my office for the next hour
if any man has something to say.

CONTINUED:

BURKE
Yeah, fuck you.

ANGLE - SHARPE

turns on his heel and starts back to his office.

INT. MARBLE HALLWAY GOVERNMENT BUILDING - NIGHT

The same long stretch where we saw Ethan Sharpe earlier.
Katherine's sitting on a bench, spooning through the bottom
of some yogurt when the SOUND of voices makes her stand as -

ANGLE - JOE REESE AND COMPANY

barrel out of some heavy doors marked "COMMITTEE ROOM." Reese
is flanked on either side by COLLINS, two members of the prison
board and a YOUNG AID. We're catching them in the middle of
post-conference congratulations (AD-LIB).

COLLINS
...you shot Reisner and Fink right
out of the water with that last point.

Katherine falls into step next to Reese and tries to get a word
in edge-wise.

KATHERINE
Joe, could I talk to you please?

REESE
Katherine, how's everything at
Creedmore?
(to an aid)
Bill could you double-check my
calendar for tomorrow?

KATHERINE
Things aren't going too well and
I think we should talk.

REESE
Katherine, I just don't have the
time right now.

KATHERINE
I've been waiting for you for over
three hours!

REESE
Why don't you take whatever it is
up with Collins?

(CONTINUED)

CONTINUED:

Katherine falls out of step with the group with -

KATHERINE
There was a death at Creedmore.

ANGLE - REESE

stops and turns.

REESE
An officer?

KATHERINE
An inmate. There was a fire in the
solitary block.

REESE
(relieved)
Oh, an accident.

Reese and the group start walking again. Katherine runs to
catch up with them.

KATHERINE
It was not just an accident!
Creedmore Prison isn't a safe place
to be housing those men!

REESE
File a report and we'll take it
under advisement at the next meeting.
(a beat; condescending)
You should know the routine by now,
Katherine.

CLOSE - KATHERINE

as she watches Reese and the others EXIT in unison; she's furious.
She knows the routine.

SMASH OUT TO:

CLOSE - CRESUS

on his knees in the mud as a shotgun is poked at him. Cresus
tries to use his hands to stand, but a pair of heavy shoes cover
his swollen knuckles.

EXT. PRISON YARD (A FEW HOURS LATER) - NIGHT

The rain's falling steady now; the Prisoners are standing back
as Wallace leans down on Cresus.

(CONTINUED)

CONTINUED:

WALLACE
You wanna eat mud for supper
or you wanna get up?

CRESUS
Get up...

WALLACE
(playing now)
So why don't you do it?

ANGLE - BURKE

grabs Wallace by the ankles and looks up at him.

BURKE
Why don't you move your feet, sir?

Wallace moves as if he were going to bring the shotgun down on
Burke's head but is stopped by Horton with -

HORTON
Are we having a good time?

WALLACE
This nigger broke formation and -

HORTON
I think you proved your point.

Wallace takes one step backwards, freeing Cresus' hands. Burke
fishes Cresus' glasses out of the mud and puts them on his face.

HORTON
(to Cresus)
What about you? You got a problem?

CRESUS
I'm fine, Captain, just fine.

HORTON
(really an order)
You've put in some hard hours.
Why don't you break and have a cup
of coffee.

ANGLE - WALLACE

Shoulders his pump in "Johnny Come Marching Home" fashion and
starts across the yard to the guard/tool shack. THE CAMERA
FOLLOWS him across, TILTING UP TO -

ANGLE - WARDEN SHARPE'S OFFICE WINDOW:

Sharpe's standing by, watching the yard below, hands behind his back.

CLOSE - SHARPE

The reflection of the dying fire covers half his face as we -

CUT TO:

INT. GUANO/TOOL SHACK - NIGHT

A make-shift table for cards and a quick drink have been set up in the middle of the tool shed. Wallace puts his shotgun down on the table and starts to pour out a cup of coffee.

ANGLE - BARBED WIRE SPOOL

A two hundred foot length, mounted on a spool with spindle. As Wallace fishes around for some sugar, he doesn't notice the spool unwinding by itself...

CLOSE - WALLACE

drops some sugar cubes into his coffee cup.

CLOSE - SHOTGUN

as the hammer pulls back -

ANGLE - WALLACE

stirs his coffee, the shotgun is lying just behind him when -
CLAM! The gun fires, tearing a hole in the side of the tool shed.

EXT. PRISON YARD - SAME

Horton whirls at the sound of the blast.

HORTON
(through clenched teeth)
Goddamn you Wallace!

INT. SHARPE/TOOL SHED - SAME

A startled Wallace tries to gather himself, when -

THE BARBED WIRE

whips around Wallace's wrists with an instant, metallic SNAP.

WALLACE
What the hell --

CONTINUED:

Another length of wire roars off the spool and wraps itself around Wallace's chest and begins to tighten; steel barbs tearing into flesh.

Drawing blood through his shirt.

Wallace tries to claw at the wire around his chest, but his hands are bound tight together, the sharp points slicing into his wrists as -

ANGLE - THE BARBED WIRE

cracks back in bullwhip motion before slicing out for --

CLOSE - WALLACE

As a length of wire wraps itself around his throat; a perfect garote, drawing together to meet itself.

WALLACE
(choked scream)
For God's sake...someone help
me...

Wallace stumbles for the floor as another section of wire curls around his legs and binds his ankles snug jolting him to the floor and heaving him backwards into a rude wooden chair.

EXT. PRISON YARD - SAME

Horton signals to Johnson.

HORTON
I'll be right back!

Horton starts off for the guard shack as -

INT. GUARD/TOOL SHACK - NIGHT

The last piece of wire whips around his head and draws tight across his eyes. A spray of red and Wallace's last bit of a scream.

EXT. GUARD/TOOL SHACK - NIGHT

As Horton pounds on the door and opens up into -

HORTON
Hey, Wallace, what the hell -

INT. GUARD/TOOL SHACK - NIGHT

As Horton steps into the shack in time to see - Wallace jerked upwards, as if by an invisible hook and hauled upwards STRAIGHT OUT OF FRAME to the ceiling as we -

CUT TO:

INT. WARDEN SHARPE'S OFFICE - NIGHT

Sharpe is sitting at his desk studying some papers when -

ANGLE - WALLACE

in an EXPLOSION of blood that rips apart the floor boards and forces Wallace's body through the floor as if he were riding on a high-pressure geiser.

An Old Faithful of red that BLASTS to the ceiling and then drops him suddenly on the floor, still lashed to the chair like some kind of obscene carnival ride.

ANGLE - SHARPE

Open mouthed shock as he moves from his desk to where Wallace is sitting.

Just two hundred pounds of bloody rags held into place with straps of barbed wire. Wallace's left hand is frozen - third finger raised, a classic bloody "bird" - and...

The gold Crucifix and chain is hanging from the digit.

SHARPE
(dumbfounded)
Son of a bitch...
(voice rising)
Horton...Horton!

EXT. PRISON YARD - SAME

Captain Horton is running from the tool/guard shack when -

ANGLE - WARDEN SHARPE'S WINDOW

SHATTERS as Sharpe flings his desk lamp through it before calling out -

SHARPE
Horton! Get the hell up here
now!

Cresus moves to where Horton is standing -

(CONTINUED)

CONTINUED:

Sharpe's voice drowns Cresus' words.

SHARPE (O.S.)
Horton! Get up here now!

HORTON
You're standing on line, Cresus!

Horton barks commands to Johnson and Kramer:

HORTON (CONT.)
It'll be light soon. Get these men
ready for work detail!

Horton rushes off, as -

ANGLE - CRESUS

His gaze is fixed on Sharpe, framed by the broken window. He's terribly afraid of...something. Johnson gently prods the old man back into line with his shotgun.

INT. WARDEN SHARPE'S OFFICE - NIGHT

As Horton ENTERS; the office is a screaming mess of splintered wood and spattered blood; blowing papers and broken glass. Horton stops dead with -

HORTON
(aghast)
Jesus Christ...

ANGLE - SHARPE

gingerly lifts the Crucifix from Wallace's third finger. Dots of blood cover The Warden's face like tiny, wet freckles. He speaks to Horton without looking at him; his voice is racked, panicked -

SHARPE
I know what he's trying to do,
but I won't be deviled out of here.

Sharpe drops the gold chain in his pocket and turns to Horton with:

SHARPE (CONT.)
I won't give up control.

DISSOLVE TO:

CLOSE - RUBBER BODY BAG

as its unzipped and spread open on the floor.

CLOSE - WALLACE'S CORPSE

The barbed wire's dug stubborn into Wallace's skin, lashing him to the chair. Guard Kramer's hands yank at the taught lash with no success.

KRAMER (O.S.)

Shit!

ANOTHER ANGLE

as Kramer and Horton lift Wallace up, chair and all, to try and dump him onto the floor. The two guards struggle in wild, awkward fashion with the blood-stiff heap of rags, wire and skin as WE HEAR Cresus:

CRESUS (V.O.)

I'm not dyin' chokin' on my own
blood and scratchin' for a last
breath.

EXT. PRISON YARD - DAY

A group of prisoners (now dressed), including Cresus, Burke, Sandor and Lasagna are watching as the Guards heft the gory remains out of Warden Sharpe's office. Johnson is holding the rubber-neckers back with a shotgun.

ANGLE - BURKE AND CRESUS

watching the bloody clean-up.

CRESUS

When my time comes, it's gonna
be an easy trip between clean sheets.
(a beat)
And outside of these walls.

BURKE

You talk like you're gonna die
tonight.

Cresus doesn't respond to this last; his expression is dark, thoughtful as he watches -

ANGLE - WARDEN SHARPE

walks quickly behind the body bag, following the Guards into the main prison building.

BACK TO CRESUS

gives Burke a knowing pat on the shoulder before crossing over to Guard Johnson.

(CONTINUED)

CONTINUED:

CRESUS
(urgently)
Kid, just get a message to the
Warden for me.

JOHNSON
Not, today, Mr. Cresus. I'm sorry.

Cresus puts one hand on the barrel of the shotgun as we -

CUT TO:

INT. PRISON MORGUE - DAY

as the doors swing open with a CLACK. Kramer and Horton ENTER and lift the body bag onto one of two steel tables. The other table is occupied by Rabbitt's remains. Sharpe follows right behind the guards.

The room itself is just a large, white-tiled space with a single aluminum fronted cooling unit; bodies spend the night here, but that's about it.

HORTON
I better go help Johnson.

Horton's out the door and Kramer's about to follow, but -

SHARPE
Kramer!

ANGLE - SHARPE

he moves to the body bag containing Rabbitt and motions Kramer over -

SHARPE
Open it.

KRAMER
Sir?

Sharpe gestures toward the body bag.

SHARPE
(short, strained)
We're investigating a homicide,
officer. I want to compare the wounds
of these two men.

Kramer just shrugs and reaches out for -

ANGLE - THE BODY BAG

as Kramer leans forward and lowers the zipper and - Charles Forsythe springs from the bag; a sudden, shocking visage.

ANGLE - SHARPE

stumbles backwards, terrified.

ANOTHER ANGLE

We just catch a glimpse of Forsythe: a shock of white hair, grave-tattered prison uniform as he grabs Kramer about the neck and holds him fast. The Guard struggles vainly against the dead grip.

When Forsythe speaks, it's with burned-dry vocal chords:

FORSYTHE

You know, Sharpe, you really
should learn to use your head!

In a single, swift movement, Forsythe raises a meat cleaver and swings it cleanly through Kramer's neck, severing his head. It's instant and bloodless, as the head and body fall in separate directions.

ANGLE - SHARPE

scrambles to his feet and runs for the door, smashing into the examination table, and knocking Forsythe's body and the body bag off the table.

ANOTHER ANGLE

SPFX: SLOW MOTION as we see Rabbitt's body (not Forsythe's) tumble from the bag in a sea of red-black liquid.

INT. PRISON CORRIDOR - DAY

As Sharpe bursts through the doors of the morgue. He starts to run, but a shotgun BLAST O.S. brings him up short as we -

CUT TO:

EXT. PRISON YARD - DAY

Cresus is holding Johnson's shotgun and keeping the young guard, Horton and several prisoners, including Burke, at bay. Horton and Johnson act as if they're talking to a lunatic, but old Cresus is calm and collected; not rattled at all.

Horton tries to move for the shotgun in Cresus' hands.

(CONTINUED)

CONTINUED:

CRESUS

Captain, I'll spoil that uniform of yours, I promise. Unless I get to see Warden Sharpe.

(a beat)

Right now.

HORTON

Put down the gun first.

CRESUS

No sir.

Horton pulls back the hammer of his revolver as -

ANGLE - SHARPE

as he charges from the main prison building into the yard. Cresus turns his shotgun on him. Sharpe stops, but doesn't raise his hands.

CRESUS

Hey, Ethan. I've been tryin' to get to see you since last night.

Sharpe crosses the yard to where Cresus is standing; the Warden's rattled, but he's not going to let it show.

CRESUS (CONT.)

Thought we could talk about gettin' me a transfer outta here.

Sharpe doesn't say a word - that's reply enough.

CRESUS (CONT.)

I thought so.

(a beat)

With all this shit goin' on a man'd be crazy to stay in this place.

Cresus pumps a shell into the shotgun's chamber; everyone holds their breath. Sharpe doesn't even flinch.

ANGLE - THE PRISONERS

waiting on edge; Burke's worried, almost ready to lunge for the shotgun. Big Sam's ready for a frakus.

BIG SAM

(eager; under his breath)

Shoot him, man...

ANGLE - CRESUS

Still holding the gun steady and starting to smile...

CRESUS (CONT.)
And one thing I ain't...

Cresus lets the weapon drop, pressing it against his foot.

CRESUS (CONT.)
...is crazy.

Cresus FIRES, the shotgun blowing away his foot in a blast of red and twisted shoe leather. The old man collapses as everyone gathers around him.

CRESUS
I finally beat you, Ethan...you
got to send me outta here to the
hospital...

HORTON
Call an ambulance!

Guard Johnson starts running for a telephone, when -

SHARPE
Forget that call! We can treat him
right here!

HORTON
(a little stunned)
But Ethan -

SHARPE
Get this man to the infirmary.
He'll be fine.

Burke and Sandor lift Cresus up start to carry him away..

ANGLE - HORTON AND SHARPE

watching as Cresus is carted away; Horton's still worried.

HORTON
Ethan, don't you think -

SHARPE
(cutting him off)
The decision's been made!
(a beat)
I want you to go down to the
morgue...police the situation and
report back to me.

(CONTINUED)

CONTINUED:

Horton's about to protest again, but Sharpe's expression is enough to stop him. He starts off for the morgue.

LOW ANGLE - SHARPE

stands imperiously in the middle of the prison yard.

SHARPE

(shouting an order)

Fifteen, start total lock down!

Until further notice, nobody
comes or goes!

(a beat)

This prison is sealed tight!

INT. INFIRMARY - DAY

Burke and Sandor lift Cresus onto an examining table as Johnson tries to help the best he can. Cresus' face is already swelling with infection.

SANDOR

That leg festers and the old
boy ain't gonna make it through
tomorrow.

CRESUS

(just audible)

He's goin' to an awful lot of
trouble to keep me here...

BURKE

(meaning Sharpe)

That son of a bitch is crazy!

As Burke rips open Cresus bloody pant leg, we -

CUT TO:

INT. MORGUE - DAY

As Horton ENTERS; Rabbitt's body is back at rest on the table. There's no sign of a struggle or of Kramer. Horton zips up the body bag and SNAPS off the lights.

THE CAMERA HOLDS for just a beat before PANNING OVER to the refrigeration unit where we can see a stream of blood dripping from the door into a widening pool of red.

CUT TO:

INT. INFIRMARY - SAME

CLOSE ON Cresus' face, washed with sweat, teeth clenched tight as -

ANGLE - JOHNSON

pours part of a bottle of rum on the gunshot wound. The young Guard is wincing as Cresus SCREAMS in pain. Burke and Sandor stand by in the B.G.

WARDEN SHARPE

ENTERS and dismisses the prisoners; cool as ever.

SHARPE
(a throw-away)
You two report up top, he's
in our hands now.

Burke and Sandor EXIT as -

ANGLE - JOHNSON

Again fumbling through his first aid. Cresus writhes in pain, jerking his leg away every time Johnson tries to dress his wound.

CLOSE - SHARPE

watching and smiling his approval.

SHARPE
You're doing just fine, son.

CUT TO:

CLOSE - COMPUTER SCREEN

As the words "ETHAN SHARPE" are typed across it.

INT. KATHERINE WALKER'S BEDROOM - DAY

Just what we can see of it: Katherine, dressed in a sweat suit, hunched over a portable computer terminal on a roll-top desk. There are a few feminine touches: flowers in a vase, a framed photo of a basset hound next to the terminal key board.

Katherine sips coffee as the terminal screen scrolls pages and pages of information about Ethan Sharpe.

KATHERINE
Nice career, clean as a whistle.
(MORE)

(CONTINUED)

CONTINUED:

Katherine leans forward, punches a key and smiles.

KATHERINE (CONT.)

But I just found a chink in the armor.

CUT TO:

INT. MAIN CELL BLOCK - DAY

The prisoners, in rows of twos, are being marched silently back to their cells. Their movement is slow, defiant; all shrugging disobedience and "screw you!" tension. Sandor and Burke bring up the end of the line; they're quiet, preoccupied.

A RED-HEADED GUARD speaks to the prisoners through a bull horn:

RED HEAD GUARD

Total silence for lock down, assholes!

INT. MARTINEZ BROTHERS CELL - SAME

As Gil and Flavio step inside and notice -

ANGLE - CELL LAMP

sputters and shuts off.

INT. MAIN CELL BLOCK GUARD STATION - SAME

The Red-Headed Guard is pushing the control to close and lock the cell doors, but it won't respond. The electricity is dead.

RED HEAD GUARD

Goddammit!

The Guard reaches for the telephone as -

INT. MAIN CELL BLOCK UPPER TIER - SAME

The prisoners start SHOUTING and JEERING from their cells; some of them dance in and out of the open cells as GUARDS run the length of the tiers and threaten the men with their riot sticks as a CHANT starts to build -

PRISONERS

(a building chorus)

HEY! HEY! LOCK DOWN! LOCK DOWN!

(and louder still)

HEY! HEY! LOCK DOWN! LOCK DOWN!

ANGLE - BURKE AND SANDOR

stepping around the chanting men, just getting back to their cells.

CONTINUED:

Lasagna runs up to Burke and Sandor, laughing out his words.

LASAGNA

Angel, they can't lock us in
with no fuckin' juice! They can't
even keep us in the block!

SMASH CUT TO:

ANGLE - MAIN CELL BLOCK ENTRANCE

As Horton, leading a group of GUARDS bursts into the block. They're all wearing gas masks and carry tear gas riot guns. The chanting is now a cacophony of sound as -

ANGLE - GAS GUARD

steps in front of Horton and FIRES one cannister. The grenade lands in the center of the block and EXPLODES in a cloud of grey-green.

ANGLE - SANDOR, BURKE AND LASAGNA

LASAGNA

(wiping his eyes)
Jesus!

Burke wraps a bandana around Lasagna's eyes and boots the kid off in the direction of his cell before stepping into his own.

ANGLE - HORTON

silently orders several GUARDS to charge the upper tiers. The Guards rush the stairs as we -

CUT TO:

CLOSE - BURKE'S HAND

as it's handcuffed to the rim of his iron bunk. THE CAMERA PULLS OUT TO REVEAL Burke sitting on the floor, using his shirt to filter his nose and mouth as a gas-mask outfitted Guard snaps the bracelet in place.

The Guard EXITS, eight or ten pairs of cuffs in his hands.

INT. BIG SAM AND LASAGNA'S CELL - SAME

Lasagna's trying to do sit-ups as the GUARD in a gas mask cuffs him to his bunk. Big Sam yanks on steel restraint -

BIG SAM

You think this'll hold me?

CONTINUED:

GUARD
(through mask)
No more talking on the block!

INT. SANDOR'S CELL - SAME

Sandor's wrist is secured tight to his bunk by another GUARD IN A GAS MASK. Tears from the gas streak the Haitian's face, but he laughs to himself:

SANDOR
We're gonna die for sure...

INT. PRISON INFIRMARY - DAY

Guard Johnson handcuffs an unconscious Cresus to the metal-slat headboard of the infirmary bed.

CUT TO:

CLOSE - SANDOR

A bending, distorted image as Sandor speaks in a whisper:

SANDOR
Baby, we're just hangin' in the
slaughterhouse waitin' our turn.

CLOSE - BURKE

The same odd, distorted image.

BURKE
Sharpe and the guards can't
kill us all.

INT. SANDOR'S CELL - SAME

Sandor's stretched out on the floor of his cell, he's holding a tiny shaving mirror through his cell bars and speaking diirectly at it (What we saw before was his reflection.). Sandor adjusts the mirror so Burke can see the image a few cells away.

SANDOR
Sharpe ain't the one you should
be worried about.
(a beat)
Changa tells me, man, there's a
kana - bad spirit - trapped in
this prison.
(a beat)
And it's waiting to gut every
one of us.

CLOSE - BURKE'S MIRROR REFLECTION

interrupting with:

BURKE
Mystic bullshit.

Burke pulls in his mirror just as a GUARD walks by his cell.

INT. SANDOR'S CELL - SAME

Sandor is huddled against his bunk frame as the shadow of the GAURD passes by. He waits a beat then rolls over to the cell and positions his mirror to continue.

SANDOR
You forgettin' Rabbitt and Wallace?
(a beat)
The only way any of us gonna
save ass is if I conjure the
kana. Find out what the fuck
it wants. Or we'll be swimmin'
in an ocean of our own blood.

Sandor adjusts his mirror to catch Burke's reflection for a response. We can just hear his voice over his image -

BURKE (O.S.)
I've got something a little
more practical in mind. Get us
some real help.

SANDOR
Baby, if it don't satisfy kana,
it won't matter.

Suddenly, the mirror slips out of Sandor's hand and SHATTERS. Instantly, Sandor curls himself against his bunk; still and silent for the gaurds.

ANGLE - GUARD'S STATION

The Red Head Guard reacts to the noise, waits for another sound, then relaxes.

CLOSE - SANDOR

holds his bandaged free hand close - fresh blood has started to soak through the clean wrappings.

INT. PRISON KITCHEN - SAME

CLOSE ON A CAN OF STEWED TOMATOES as they're slopped in a pot of grease-heavy soup.

(CONTINUED)

CONTINUED:

THE CAMERA PULLS OUT to reveal Tatoo at the stove, stirring the soup with a large wooden ladel. Behind him, there are several institution-sized pots on the fire; soup for several hundred boiling away.

As Tatoo stirs, he seems to be talking to himself.

TATOO

This is how you stretch last
weeks stew five times over.

Tatoo reaches in his apron pocket and pulls out a tarantula. The insect's leg is tethered to the apron with a small string. Tatoo places the spider on his arm and keeps on talking as it crawls toward his shoulders.

TATOO (CONT.)

Sharpe'll slap me on the back for
being so "cost effective."

Tatoo fills a gallon can with water and pours it into the soup, snickering all the while. The tarantula's perched on his shoulder.

TATOO (CONT.)

And that's how you suck off the
Warden for early parole.

Tatoo starts to stir the boiling soup when suddenly - a huge pair of arms burst from the pot of soup, grab Tatoo by the collar and yank him down into the bubbling liquid.

CLOSE - TATOO

breaks free for just a moment; his face is a bloated, scalded characature of a man; soft, swollen and raw-muscle red.

TATOO

(screaming)

Oh...godddd...

ANOTHER ANGLE

as the arms reach up again, grab his collar tight and pull Tatoo completely into the soup pot! It's a wild image: kicking legs and clawing fingers struggling hard against Charles Forsythe's grip, until -

Tatoo's swallowed whole and vanishes under the boiling liquid, spider and all.

CUT TO:

INT. WARDEN SHARPE'S OFFICE - EVENING

Still a shattered mess; Sharpe stands by his window checking the clip on his .45 automatic pistol before holstering the weapon. Behind Sharpe, the sun is going down red and dark; a thunderhead is building.

Captain Horton is standing by.

SHARPE

I want every man on staff weapon-ready. If one of the prisoners even looks at you sideways, chop him off at the ankles. I'll personally back up every action.

INT. MAIN CELL BLOCK UPPER TIER - EVENING

The prisoners are standing at attention by their open cells as GAURDS fasten leg shackles to their ankles.

ANGLE - HORTON

as he threads the connecting chain through the steel shackle eye-lits. He pauses a beat by Rhino and Brian.

HORTON

This should be real comfy for you two.

Horton pulls the slack in the chain taught and fastens the end to Burke's shackle with a small padlock.

HORTON

You're a real leader of men now, hot-shot.

(to all prisoners)
All right, double-time it to dinner!

ANGLE - THE PRISONERS

start marching in awkward, out-of-synch fashion; stumbling over the chains and their own feet.

HORTON

Better get used to this! You're all in chains for the rest of the year.

The men try again and fall into a bit of synchronization as they start out of the block. Horton just stands back, smiling as the prisoners make their way to -

INT. PRISON MESS HALL - SAME

The SOUND of thunder is rising in the B.G. as the prisoners stand in silent lines, waiting, as the Martinez Brothers dole out the food.

ANGLE - PRISONER LINE

Lead by Burke, followed by Sandor, Big Sam, Lasagna, Rhino and Brian Young. They move in unison with their trays to a table as Horton, Johnson and the other GUARDS stand by with cocked shotguns.

The coming thunder and the rattle of chains is the only SOUND.

ANGLE - WARDEN SHARPE

walks among the dining tables, damned pleased with the frightened obedience and gagged silence.

ANGLE - PRISONER'S TABLE

Chained together, the men can only eat side-by-side. Burke and the others don't even look up as Warden Sharpe strolls by.

ANGLE - BIG SAM AND LASAGNA

Big Sam writes "ASSHOLE" in his mashed potatoes while Lasagna fights back a giggle with a mouthful of soup.

ANGLE - BURKE AND SANDOR

Burke takes a bite of supper, then slips his fork down by his leg.

CLOSE - BURKE'S SHOE

As he slips the fork under his heel.

SANDOR

shifts his body to cover the action.

BACK TO BURKE

as he brings the fork back up - now minus a prong - and takes a bite of potatoes.

ANGLE - BIG SAM AND LASAGNA

As Lasagna drains his soup bowl, before -

LASAGNA

Oh, Jesus...

Lasagna chokes back his vomit as he drops his bowl and spoon with a CLATTER.

CONTINUED:

BIG SAM
What's the matter with you,
kid? Shut-up!

Lasagna just shakes his head in disbelief -

LASAGNA
Oh, God...oh, Jesus...

Big Sam picks up his soup bowl and sees:

INSERT - SOUP BOWL

A large piece of human skin, with a very recognizable black rose tattooed across it, congealed to the bottom of the soup bowl.

BACK TO SCENE

Big Sam drops the bowl as Lasagna falls backwards off his seat, jerking Burke, Sandor, Big Sam, Rhino and Brian Young with him.

CLOSE - LASAGNA

rolling on the floor in a near-hysterics; the other inmates chained to him, trying to grab Lasagna and calm him -

LASAGNA
Mary, mother of God! Mary, mother
of God!

ANGLE - HORTON AND JOHNSON

run across the mess hall, shotguns leveled on the -

ANGLE - PRISONERS

like a football huddle gone wild, as Lasagna fights his way out of the pile of bodies; a hoarse SCREAM is all he can manage.

CLOSE - BURKE AND LASAGNA

As Burke arm-locks Lasagna and wrestles him quiet and still on the floor. Horton and Johnson's guns are pointed directly at them. The other prisoners are chained into the line of fire.

BURKE
(to Horton)
He's all right, he'll keep
quiet I swear. Just let him
go back to his cell.

Horton and Johnson lower their weapons, as -

ANGLE - SHARPE

steps up to the camotion, his eyes locking on Burke's.

SHARPE

I hope this isn't a major problem.

Johnson stammers out an answer -

JOHNSON

No, sir...

Sharpe just keeps his eyes fixed on Burke as WE HEAR:

KATHERINE (V.O.)

(sweetly)

I just want to nail this bastard's
ass to the barn door.

CUT TO:

INT. TOWN LIBRARY - EVENING

A cramped, disorganized space thick with the dust of yellow paper and book bindings gone to rot. Katherine's slyly flirting with JEROME SCULLY, a bearded crab of a man whose age falls somewhere between twenty-five and ninety-nine. Katherine adjusts the wilted carnation in Scully's lapel as she speaks:

Night's just come on and the rain from the distant storm has started to streak the tall library windows.

KATHERINE

But they're just too many newspapers
for me to go through all by myself.

Scully almost blushes through his yellow complexion.

SCULLY

(with senile charm)

Well, seein' as how I catalouged
all the files myself, I probably
could speed up the process a bit.

KATHERINE

Great. The man's name is Ethan Sharpe
and the murder took place in 1957.

Scully moves to a large wooden newspaper file and opens a drawer.

SCULLY

Real detective work, huh?

Scully fishes through the drawer and pulls out a yellowing envelope.

CONTINUED:

KATHERINE
And the murdered man's name is
Charles Forsythe.

SCULLY
One name at a time, miss...
Well, here's a clipping right
off the bat...

Katherine takes the envelope and removes the newspaper clipping.

INSERT - NEWSPAPER CLIPPING

Brittle and brown; a headline reads: "GUARD AND INMATE TAKE STAND TOGETHER AGAINST FORSYTHE" and underneath a photograph of young guard Ethan Sharpe and Cresus (in handcuffs) standing outside a courthouse.

THE CAMERA MOVES IN CLOSE on Forsythe's name as WE HEAR:

SCULLY (V.O.)
I'm afraid findin' the rest is
gonna take some time...

DISSOLVE TO:

INT. BURKE'S CELL - NIGHT

CLOSE ON BURKE'S HANDS as his fingers work the broken fork prong into the lock of his handcuffs.

ANGLE - BURKE

lying on his stomach, one hand cuffed to his bunk while he picks at the lock with his free arm.

INT. SANDOR'S CELL - NIGHT

CLOSE ON A MIRROR SHARD as it cuts deep into Sandor's chest.

ANGLE - SANDOR

Cuffed to his bunk and bare-chested, Sandor's slicing a circle pattern into his chest with a section of broken shaving mirror; every gouge almost to the muscle.

Sandor takes his shirt and presses the back to his chest, letting the blood soak through the cloth in a pattern of the cuts - Satan's Star, the pentagram. Sandor rips the shirt from his chest and lays it out flat on the cell floor.

Slowly, he takes the Changa figure and places it in the center of the dried blood pentagram and begins an incantation:

CONTINUED:

A roll of thunder accompanies Sandor's hushed words:

SANDOR
I summon Thee, Creature of Darkness
by the works of Darkness!
I summon Thee, Creature of Hatred
by the works of Hatred!
I summon Thee, Creature of the Wastes,
by the Rites of the Wastes!

CUT TO:

INT. BURKE'S CELL - SAME

Burke fingers deftly working the lock pick, getting closer...

BACK TO SANDOR

as he leans closer to his make-shift demonic circle with:

SANDOR
I summon Thee, Creature of Pain
by the words of Pain!
I summon Thee, and call Thee forth,
from thy abode in the darkness!

CUT TO:

INT. EXECUTION CHAMBER HALLWAY - NIGHT

THE CAMERA MOVING IN SLOWLY on the execution chamber, a sudden bolt of lightning showing us the steel door pulsing, gyrating alive...

CUT TO:

INT. SANDOR'S CELL - SAME

Sandor throws his head back, and with a CRACK of thunder, incants:

SANDOR
I evoke Thee from Thy resting place
in the bowels of the Earth!
May the dead rise!
May the dead rise and show themselves
to me!

INT. EXECUTION CHAMBER HALLWAY - NIGHT

As the door to the chamber EXPLODES off its hinges in a shower of fiery blue and purple sparks. THE CAMERA HOLDS A BEAT on the open chamber and then PANS with the force of Charles Forsythe that we can only imagine as it passes by the Generator Room.

CONTINUED:

In the B.G. WE CAN SEE the generator spark to shakey life as THE CAMERA FOLLOWS the unseen force down the corridor, and we -

CUT TO:

INT. BURKE'S CELL - SAME

As the jury-rigged light above his head starts to sputter on and off. Burke works his cuffs feverishly.

INT. SANDOR'S CELL - SAME

Sandor, shaking, soaked with sweat and blood, continues -

SANDOR

Show yourself to me, show yourself
to me...

INT. BURKE'S CELL - SAME

The storm outside has started to rage while the electricity in the block gains in strength. Burke is almost out of his cuffs when -

ANGLE - GUARD'S STATION

The Red Head guard pushes the red switch that closes all of the cell doors. A warning bell RINGS as -

INT. BURKE'S CELL - SAME

Burke frees himself of the cuffs just as his cell door starts to close automatically.

ANGLE - BURKE

as he barely slips through the closing door and -

INT. MAIN CELL BLOCK UPPER TIER - SAME

Burke steps around the corner of the block as the cell doors slam and lock one after another. Burke hesitates a beat before starting down the access stairs. The roaring storm hiding the sound of his footsteps.

INT. SANDOR'S CELL - SAME

Sandor's holding the Changa figure and speaking to it.

SANDOR

Oh, baby, help me save ass for
everybody...

INT. BURKE'S CELL - SAME

As the stone walls start to bubble with a dripping black liquid, like bleeding rock. THE CAMERA PANS across the cell into -

INT. BIG SAM AND LASAGNA'S CELL - SAME

Big Sam and Lasagna are both cuffed to their bunks. The bile-like liquid begins to seep through the wall in a larger quantity than before - our only physical clue that Charles Forsythe is passing through the cell - as the CAMERA PANS ACROSS the cell into -

INT. RHINO AND BRIAN'S CELL - SAME

As the liquid spreads down the wall in even larger quantity. Rhino and Brian can only watch -

RHINO
Now the goddamned roof leaks!

CUT TO:

INT. PRISON CORRIDOR - NIGHT

As Burke runs its length, accompanied by thunder and lightning.

ANGLE - BURKE

stops short as Guard Johnson passes. He waits for Johnson to round a corner before taking off again in a dead run for -

INT. KATHERINE'S COMPUTER ROOM - NIGHT

As Burke ENTERS and picks up the telephone, but it's dead. Burke takes a seat behind the terminal, flicks on the machine and begins typing a message.

ANGLE - BURKE

The light of the screen making him glow green as he writes -

INSERT - COMPUTER SCREEN

As we read: "PLEASE SEND HELP. MAN HERE WILL DIE IF NOT GIVEN PROPER MEDICAL ATTENTION. SHARPE REFUSES TREAT HIS INJURIES. INMATES HERE IN DANGER OF BEING KILLED."

CUT TO:

INT. SANDOR'S CELL - SAME

Sandor climbs back on his bunk as the walls of his cell fairly drip the viscous, black liquid. The stones begin to shift in place, sprinkling mortar and cement as Charles Forsythe's form materializes through the wall.

CONTINUED:

Really, what we just see of Forsythe - the transparent shape of a man bathed in changing colored light.

ANGLE - SANDOR

Kisses his Changa idol.

SANDOR
(disbelief)
Baby, you really did it...

CLOSE - FORSYTHE (OPTICAL)

The shape of his head and deep-set eyes in black sockets; the shape doesn't move, he just studies Sandor as -

SANDOR

moves from his bunk to where the shape is standing. Sandor spreads his arms in a welcoming gesture.

SANDOR
I know you could kill me if
you wanted to...
(a beat)
I brought you here to help
you.

The shape of Forsythe stays still.

SANDOR (CONT.)
Just tell me what you want and
I'll help you get it.

CLOSE - FORSYTHE (OPTICAL)

As the burned slit of a mouth opens and -

FORSYTHE
Sharpe.

ANGLE - SANDOR AND FORSYTHE

Sandor relaxes and extends his hands, as if to touch the shape.

SANDOR
Hell, baby, that's the easiest
of all.

CLOSE - SANDOR'S BANDAGED HAND

as it just passes through the light surrounding Charles Forsythe.

CONTINUED:

The hand swells like a balloon filling with water before EXPLODING into fragments of flesh, bone and bandage; clean off at the wrist.

ANGLE - SANDOR

SCREAMS and falls to his kness. The shape of Charles Forsythe seems to envelope the Haitian, invisible fingers lifting him off the floor and holding him aloft.

INT. MAIN CELL BLOCK UPPER TIER - SAME

SPFX: SLOW MOTION as the door to Sandor's cell is blasted off its hinges by a great explosion, with Sandor following lick the wadding from a gun.

A lifeless form shot from a cannon and splattered against the far cell house wall; shredded skin, powdered bone and the tiny Changa idol smeared from the second tier to the bottom floor.

INT. MARTINEZ BROTHERS CELL - SAME

Gil and Flavio suddenly cover themselves as the light bulb in their cell EXPLODES.

FLAVIO

Man, what the fuck -

INT. BIG SAM AND LASAGNA'S CELL - SAME

As their lights EXPLODE; the entire block is going dark with lightbulb POP after POP.

CUT TO:

INT. KATHERINE'S BEDROOM - NIGHT

Her computer printer is typing out pages as she ENTERS the room, carrying a load of old newspapers. Her hair's rain-matted flat and her trench coat's sopping as she moves to her computer and tears off a section of the print-out.

INT. KATHERINE'S COMPUTER OFFICE - SAME

Burke typing away, getting his message through.

INT. MAIN CELL BLOCK UPPER TIER - SAME

The place is alive with noise; the thunderstorm at its peak overhead and the screams of the men who saw Sandor's horrible death.

PRISONERS

(screaming)

LET US OUT! WE'LL DIE IN HERE!

ANGLE - RED HEAD GUARD

dashes up the cell block stairs to -

SANDOR'S OPEN CELL - SAME

Where we can see the shape of Charles Forsythe, only now it's slightly more distinct; a tattered scarecrow in a wash of blueish fog.

The Red Head Guard moves slowly toward the shape, ready to fire on it when something stops him -

He can't move forward another inch, even if he tried to fight it...

INT. MARTINEZ BROTHERS CELL - SAME

Gil and Flavio are shouting through the bars.

FLAVIO

You got to get us the fuck
outta here, man!

GIL

Come on!

ANGLE - RED HEAD GUARD

As the floating being of Charles Forsythe seems to wash over him; he turns slowly toward the Martinez Brothers' cell (CAMERA) pumps his shotgun and FIRES twice.

INT. BIG SAM AND LASAGNA'S CELL - SAME

Cuffed to their bunks, they've just heard...

BIG SAM

(sickened)

Oh, my god...

INT. SANDOR'S CELL - SAME

The shape of Charles Forsythe hovers in the B.G. as the Red Head Guard steps into Sandor's open cell, drops his shotgun and picks up the long, jagged section of shaving mirror.

ANGLE - RED HEAD GUARD

He's in a trance as he brings the section of glass up to his throat and just barely presses it against his windpipe. Red Head's eyes stare straight ahead, his face is frozen as he grabs the glass with both hands and rams it in hard, as we -

CUT TO:

INT. MAIN CELL BLOCK UPPER TIER - SAME

THE CAMERA TRACKS with the billowing shape of Charles Forsythe as it passes by the cell doors, each one BLASTING off its hinges; raining pieces of bars and doors on the area below.

INT. RHINO AND BRIAN'S CELL - SAME

Their handcuffs seem to crumble as they leap to their feet.

RHINO
Come on, I'll show you how to
get the hell out of here!

INT. MAIN CELL BLOCK UPPER TIER - SAME

As the men come pouring out of their cells, Rhino leads the charge off the tier with:

RHINO
Everybody stick close to me!

INT. KATHERINE'S COMPUTER ROOM - SAME

Burke is still typing away, hoping someone's getting the message on the other side when -

ANGLE - COMPUTER SCREEN

The letters wash away in a blob of neon green and the face of Charles Forsythe takes their place; staring red eyes and a wicked sneer before -

ANGLE - BURKE

A quick blast and a shower of hot sparks knocks him away from the computer to the floor.

CUT TO:

INT. KATHERINE'S BEDROOM - SAME

As her printer shuts off, dead. Katherine's already dialing the telephone by her bed.

KATHERINE
Yes...let me speak to Joe Reese
please...

CUT TO:

INT. KATHERINE'S COMPUTER ROOM - SAME

Burke sits up and shakes the cobwebs out of his head, turns for just a moment and sees -

BURKE'S P.O.V. - SAME

Down the corridor, away from the offices - the shadowy, indistinct figure of a man. The figure waits a moment, then starts off down the hallway.

BACK TO BURKE

as he stands and decides to follow.

CUT TO:

INT. MAIN CELL BLOCK - SAME

The Prisoners are rushing one end of the block, heading for the steel door that leads outside to the yard. *bolts same*

ANGLE - RHINO AND BRIAN

as they reach the door, but it's closed tight and solid.

RHINO

Somebody's sealed us off!
Find me something and we'll
break it down!

INT. PRISON INFIRMARY - SAME

Cresus is lying on his side, back facing the door, one hand cuffed to the bed. He's awake and just staring ahead. Behind him, the door opens and SOMEONE steps inside.

CLOSE - CRESUS

Just keeps staring ahead, he doesn't bother to look.

CRESUS

Some things just won't stay
buried. I guess that means
me and you. My past catchin'
up with me now...your innocence
bringin' you back like this.

(a beat)

I knew you'd come, Charlie. Now
I can stop bein' afraid.

A HAND with a .45 automatic ENTERS FRAME and presses the gun against the back of Cresus' head as WE HEAR:

SHARPE (O.S.)

You're afraid of the wrong man,
Cresus.

Cresus eyes go wide with fright as -

ANOTHER ANGLE

As Cresus sits up in bed, facing Warden Sharpe.

CRESUS

Jesus, Ethan, I thought...

SHARPE

You stupid old man, I know what you thought.

CRESUS

Charlie's here, and he's gonna take both of us. Tonight.

Sharpe just smiles and shakes his head.

SHARPE

Just you.

CUT TO:

INT. MAIN CELL BLOCK - SAME

Big Sam, Rhino and Lasagna are using a cross beam to batter down the outside door.

ANGLE - GUARD JOHNSON

steps up behind the crowd and FIRES a single shot.

JOHNSON

Everybody just hold it!

ANGLE - THE PRISONERS

turn on the young guard, stone-faced. Rhino steps through the crowd of men.

RHINO

Sorry, sweet cheeks, but we're gettin' the fuck outta here tonight.

ANGLE - GUARD JOHNSON

walking backwards, trying not to let the fear show.

JOHNSON

I don't want to hurt anybody...

CUT TO:

*Pounded
by
bolts*

INT. PRISON INFIRMARY - NIGHT

Warden Sharpe is forcing Cresus out of bed at gun point. The old man's working hard just to stand up on his bad foot.

CRESUS

You turned my life inside out,
Ethan. I watched you kill a
man and then helped you send
another man to death for it.

(a beat)

When we sent Charlie Forsythe
over, we set ourselves up for
tonight.

(a beat, goading)

I'm ready for it. Are you?

CUT TO:

INT. PRISON CORRIDOR - SAME

A P.O.V. shot moving down the corridor to the prison infirmary.

INT. PRISON INFIRMARY - SAME

Sharpe presses the gun hard against the back of Cresus' head.
His voice is racked and his panic is building.

SHARPE

Tonight, Charlie Forsythe gets
you and then leaves me alone.

CRESUS

It won't be enough.

CUT TO:

INT. PRISON CORRIDOR - SAME

P.O.V. shot stopping just outside the open door of the infirmary.

CUT TO:

CLOSE - SHARPE

has Cresus by the collar.

SHARPE

I'll gut you myself and dump you
right in Charlie's lap if I have
to, but I'll be done with this!

Suddenly, a leather belt is wrapped around Sharpe's neck and
pulled taught. The Warden struggles against the garote, clawing
at the leather, dropping the gun.

CONTINUED:

Sharpe sinks to his knees, revealing -

BURKE

standing behind him, pulling the belt tight. Burke picks up the gun before releasing his grip on Sharpe.

BURKE

(to Cresus)

I'm gettin' us the hell out of here right now!

ANGLE - SHARPE

struggling to his feet.

SHARPE

You won't escape from here, Burke.

BURKE

This isn't a jail break, I'm makin' sure that all the men in the place get out of here and away from you, you psychotic son of a bitch.

Burke grabs Sharpe around the neck and holds him taught, the

BURKE (CONT.)

And you're gonna help me do it.

(to Cresus)

You all right?

ANGLE - CRESUS

grabs a length of scrap wood to use as a cane.

CRESUS

I'm okay.

CUT TO:

EXT. HIGHWAY - NIGHT

Rainswept; deep with water and blowing wind as Katherine's jeep drives by.

INT. JEEP (MOVING) - NIGHT

Katherine's at the wheel; bearing down, pushing the tac.

CUT TO:

INT. MAIN CELL BLOCK - NIGHT

Rhino has Johnson's shotgun and is FIRING at the block door as Big Sam, Lasagna and some others ram it with a piece of scrap steel. Guard Johnson is being held back by Brian Young. Johnson's face is swollen purple with bruises and cuts.

ANGLE - RHINO

FIRES again and the door starts to give way.

RHINO
Push on it!

As the prisoners throw their weight against it -

CUT TO:

CLOSE - A MACHINE GUN

mounted on a tripod, as a bullet clip is locked into place (We're very close, so we don't see any hands.).

INT. MAIN CELL BLOCK - SAME

As Rhino and Big Sam thrown themselves completely against the door and it finally gives way, creaking open with a CLAP of thunder and a rush of blowing rain.

CUT TO:

CLOSE - MACHINE GUN

As the bolt is mysteriously locked into place. THE CAMERA PANS OVER slightly and we can see a GUARD with his throat laid neatly open; staring eyes, rain and blood drenched clothes.

INT. MAIN CELL BLOCK - SAME

Rhino barks orders to the other men -

RHINO
We're going out in twos!

Rhino grabs Brian Young by the shirt.

RHINO (CONT.)
Let's go!

Brian tries to resist and Big Sam steps in with -

BIG SAM
No, make it you and me! There could
be bulls all over the place!
(MORE)

CONTINUED:

BIG SAM (CONT.)

And we got a better chance to cut
a freeway through. Everybody else
follows.

RHINO

All right.

Big Sam and Lasagna exchange looks as -

EXT. MAIN CELL BLOCK ENTRANCE - SAME

As Big Sam and Rhino stumble into the driving rain, the blowing
water and flashes of lightning almost blinding them as -

ANGLE - GUARD TOWER

The machine gun levels its sights on the two men and the bolt
is released -

ANGLE - BIG SAM

SPFX: SLOW MOTION as his body is ripped and tossed by the gun
fire. A full clip emptied into his dancing form, knocking him
this way and that, as -

ANGLE - RHINO

dives for the open door, but it shuts tight.

RHINO

Let me in!

INT. MAIN CELL BLOCK - SAME

Brian Young's leaning against the door, holding the others
back with the shotgun.

LASAGNA

Let 'em in!

BRIAN

(icey cold)

We'll find another way if we have
to, but Rhino stays out.

CUT TO:

ANGLE - GUARD TOWER

as the machine gun empties.

EXT. MAIN CELL BLOCK ENTRANCE - SAME

Big Sam's nothing but a pile of rags, while Rhino still pounds on the door to the block.

RHINO
You sons o' bitches! You can't
leave me out here!

ANGLE - TWO PICK AXES

left standing in a pile of debris. The axes start to vibrate and rip themselves from the ground, spinning through the air as THE CAMERA WHIPS to follow their trail and -

ANGLE - RHINO

as the two axes tear through his back and pin him to the door.

INT. MAIN CELL BLOCK - SAME

Two bloody spikes puncture the door near Brian's head.

CUT TO:

INT. PRISON CORRIDOR - SAME

Burke is hauling Sharpe along as Cresus follows.

CRESUS
Don't stop for nothin', we've got
to get outside this place to be safe.

BURKE
You'll be all right. If the Warden
makes a move, I'll blow out his spine.

CRESUS
He ain't the one I'm worried about.

As they round a corner -

ANGLE - HORTON

steps out of the shadows with his gun leveled.

HORTON
Let the Warden go, hot-shot.

BURKE
You better get out of my way.

Sharpe tries to struggle against Burke's grip, but he's held fast.

(CONTINUED)

CONTINUED:

SHARPE

For God's sake, what are you
waiting for? Shoot him!

Horton just steps up closer.

HORTON

I don't want to kill anybody...

In the B.G. an odd, humming noise has started to rise.

ANGLE - GUARD STATION

The steel bars are twisting back and forth, wrenching themselves
free as -

ANGLE - HORTON

reaches out for the Warden; just puts a hand on his shoulder.

HORTON

(quietly)

Let him go, Burke...nothing
will happen to you. I promise.

ANGLE - THE GUARD'S STATION

as the iron bars rip themselves free and -

ANGLE - HORTON

about to speak again when the two iron bars sail toward him at
jet-speed, skewering through his chest and lifting him up in
the air.

Horton's impaled body slides down the bars like an obscene,
pinned butterfly.

ANGLE - BURKE

he can't believe it.

BURKE

My Christ...

CRESUS

That's what Charlie's got planned
for all of us if we don't get a
move on!

Burke, still holding Sharpe tight, and Cresus start off for the
far block doorway.

EXT. PRISON GATES - SAME

As Katherine's jeep pulls up, sliding in the mud. The wooden frame barrier is down, blocking the way.

INT. KATHERINE'S JEEP - SAME

As Katherine throws it into gear and backs up -

ANGLE - GUARD TOWER

As the machine gun's bolt slides into the action position.

ANGLE - JEEP

As Katherine kicks it into gear and -

EXT. PRISON YARD - SAME

SPFX: SLOW MOTION as Katherine's jeep BLASTS through the wooden grate in a shower of splintered wood and rain.

ANGLE - GUARD TOWER

The machine gun starts to FIRE.

ANGLE - JEEP

As the bulletts tear up the ground all around it and -

INT. JEEP (MOVING) - SAME

Slugs rip through the canvas top, spider the windshield and blast into the dashboard. Katherine SCREAMS as -

ANGLE - JEEP

skids to a stop as -

EXT. PRISON MAIN OFFICE BUILDING - SAME

As Burke emerges with Sharpe and Cresus. Katherine jumps from the jeep and helps Cresus into the vehicle.

KATHERINE
What the hell is all this?

CRESUS
Sweetie, you wouldn't believe me if
I told you.

ANGLE - BURKE

steps around to the side of the jeep with Sharpe in tow.
(CONTINUED)

CONTINUED:

BURKE

I don't know if this is mutiny
or whatever, but this man isn't
fit to run a fucking chicken coop!

KATHERINE

I agree.

BURKE

We need to get Cresus to a hospital
and get the rest of the prisoners
out of here!

KATHERINE

Fine, but the guard in the tower
shot hell out of my ignition!

SHARPE

There is no guard.

On Katherine's "what?" expression, we -

CUT TO:

INT. JEEP - SAME

As Burke works under the dashboard for a quick hot-wire job.
A few deft twists of the wires and the jeep roars to life.

ANGLE - PRISON GATES

as the huge iron doors start to shut by themselves.

ANGLE - BURKE AND KATHERINE

Burke hustles Katherine and Sharpe into the jeep.

INT. JEEP - SAME

Burke's driving with Katherine right beside. Sharpe and Cresus
are sitting in the backseat.

SHARPE

This is a mistake, Miss Walker.
The worst one you've ever made.

KATHERINE

I don't think so, Warden. If Mr. Cresus
will help me get the Charles Forsythe
case sorted out, I don't have a thing
to worry about.

EXT. PRISON YARD - SAME

As the jeep tears across the yard, trying to make it through the closing steel doors as machine gun fire rakes the ground.

ANGLE - THE IRON DOORS

as they rumble shut just as the jeep reaches them; Burke yanks the wheel hard and spins the jeep around.

INT. JEEP - SAME

Burke pounds the wheel with his fist.

BURKE

We've got to get this place
opened up!

CRESUS

I know a way.

Cresus starts to climb out of the backseat, stumbling over his injured foot.

CRESUS (CONT.)

You just get this thing turned around,
and I'll see you get to the outside.

ANGLE - CRESUS

As Burke backs up the jeep and Cresus limps toward the huge iron gates.

ANGLE - GUARD TOWER

The phantom machine guns follow the old man as he -

EXT. PRISON GATES - SAME

Cresus starts to climb a steel hand-hold ladder up the side of the gates; good foot, dragging his bad, good foot -

ANGLE - GUARD TOWER

The machine gun levels on Cresus and the bolt slides into place.

INT. JEEP - SAME

Burke, Katherine and Sharpe watching.

BURKE

Oh, my God...

Katherine takes hold of Burke's arm as -

ANGLE - GUARD TOWER

The machine gun starts to FIRE.

EXT. PRISON GATES - SAME

As the slugs tear into Cresus, but he keeps on climbing toward -

ANGLE - HAND CRANK

just out of reach as -

CLOSE - CRESUS

a bullet rips through his neck.

INT. JEEP - SAME

Katherine looks away while Burke drops the jeep into gear.

ANOTHER ANGLE

As Cresus, bullets striking him from all directions, reaches out for the hand crank, grabs hold and begins to turn it.

ANGLE - THE PRISON GATES

start to open.

ANGLE - THE JEEP

blasts across the yard as -

ANGLE - CRESUS

Raises a shattered arm in triumph as -

EXT. PRISON GATES - SAME

The jeep bounds out of the prison yard onto the highway.

ANGLE - CRESUS

SPFX: SLOW MOTION as he stands atop the gates, sheets of rain and lightning all around him, standing tall for just a moment before falling from the gates and

ANOTHER ANGLE

as Cresus lands in a splash of mud. THE CAMERA TILTS UP to show that he died outside the walls.

INT. JEEP - SAME

Burke's driving hard, when suddenly -

CONTINUED:

BURKE'S P.O.V. - SAME

The stark figure of Charles Forsythe looms large in the road. Illuminated by lighting, we can finally see him through the rain: twenty-eight years dead. Blistered, yellow skin drawn paper thin over a huge skull, blackened eyes distended from their sockets and a shock of brittle, white hair barely covering his head.

The blast of power from the electric chair has burned Forsythe's veins black beneath his skin and scarred him with blue-purple patches across his face and hands. He's dressed in the grave-tattered remains of his convict's uniform.

BACK TO BURKE

twists the wheel to avoid hitting Forsythe.

ANGLE - THE JEEP

spins out of control and flips over onto a muddy bank.

ANGLE - FORSYTHE

starts for the jeep deliberately.

INT. JEEP - SAME

Katherine and Burke are lying on top of each other, while Sharpe panics to find a way out when -

Charles Forsythe's hand tears through the canvas top, grabs Ethan Sharpe by the throat and yanks him cleanly from the jeep.

ANGLE - FORSYTHE AND SHARPE

Sharpe's pounding on Forsythe's oozing skin as the walking corpse drags him along.

SHARPE

(screaming)

Cresus is dead! Isn't that enough?!

Sharpe's fist batter into Forsythe's face, tearing his jaw and nose away, but not stopping him as -

ANGLE - ELECTRIC CHAIR

Rises out of a muddy pool; it's almost organic in look, with clinging roots and mud all over it. But there's no mistaking what it is as -

ANGLE - FORSYTHE AND SHARPE

continue through the storm, the chair ever closer. Sharpe pulls the gold chain and Crucifix from his pocket.

SHARPE

Here! Here!

Sharpe tries to shake the chain free, but it's tangled on his hand.

ANGLE - THE JEEP

as Katherine and Burke jump down from the wreckage to see -

ANGLE - THE ELECTRIC CHAIR

As Charles Forsythe hauls Ethan Sharpe into it, Ethan still struggling. Forsythe - half a mouth gaping open in a hideous grin - holding Sharpe tight.

Sharpe tries to rise, but Forsythe jerks him back with the gold chain as -

A bolt of white hot lightning strikes the chair and Forsythe and Sharpe EXPLODE in a wild sea of rain, blood and clothes. Orange-white electricity tearing through the two forms and the chair, obliterating them both.

Leaving only a smoking, parched area as we -

DISSOLVE TO:

EXT. CREEDMORE PRISON - DAY

The Prisoners are being marched out and loaded onto a series of buses as Joe Reese and Katherine stand by.

ANGLE - BURKE

marching in line with Lasagna and Brian Young, breaks from formation to speak to Katherine but -

ANGLE - GUARD

stops him with the butt of a rifle.

GUARD

Back on line.

Burke just eyes the Guard for a moment before stepping back into line and following the rest of the prisoners onto the bus.

ANGLE - KATHERINE

watches Burke, and smiles to him as -

CLOSE - BUS DOOR

is SLAMMED shut; it's marked: "STATE PENITENTARY"

ANGLE - THE BUS

THE CAMERA CRANES up and out as the bus starts the convoy away from Creedmore and toward the far stretch of prairie in the distance.

FADE OUT

THE END