

SCARED STRAIGHT

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FADE IN:

From the darkness come sounds. Chains rattling. Bolts unhinging. The high-pitched shrill of grinding metal as mechanical gears engage.

An iron grate slowly conveyors open above us. Slivers of daylight punch through a maze of steel bars. Slicing the dank musty air. Illuminating an oblong cage no bigger than a dog run.

Inmate KARL RIX steps from the shadows. Tall, carved body. He squints up toward the light. The lines of hard time etched deep into his weathered face. There is a stillness about him. An unsettled calm. Nothing close to peace. Resolve maybe.

He stretches his hand out. Trying to touch the distant rays of natural light. Unable to reach. A brief moment passes when...

A billy club RATTLES the bars.

VOICE (O.S.)

Times up.

Gears whine as the iron gate closes above Rix. He watches as the light is eclipsed. Until the darkness takes him.

INT. SECURED HOUSING UNIT - DAY

We push through a never-ending series of thick steel doors. Down a narrow stairwell. Deep beneath the prison floor.

A single CELL DOOR rests at the end of a darkened corridor. Welcome to the land of the forgotten. Cell block D. Solitary's answer to solitary.

We PUSH through the massive steel door into...

INT. RIX'S CELL - DAY

A six by ten concrete tomb. Rix lies prostrate on his bunk. Staring up at the nothingness. A loud CLUNK interrupts the enveloping silence. His food slot door yawns open.

A hand gently pushes a CUPCAKE through the door. A single CANDLE burning.

Rix rises. Moves to the door. Taking the cupcake in his hand.

FEMALE VOICE (O.S.)
Aren't you going to make a wish?

Rix looks through a small viewing grate. Onto the face of prison counselor, SARA BARWICK, (40's) framed through the honeycombed mesh. Like a confessional box. Her tender smile seems to melt the steel between them. Her warm demeanor in stark contrast to the environment that surrounds her.

Rix blows out the candle with no thought.

SARA
That was quick.

RIX
I've had the same wish for the last ten years.

SARA
And what's that?

RIX
For there to be a saw inside one of these cupcakes.

Sara smiles.

SARA
Fraid you're gonna have to settle for cream filling again this year.

RIX
Well, thanks just the same.

SARA
You're welcome just the same. Have a good day, Karl.

Sara starts to turn from the door.

RIX
I ask you something, Miss Barwick?

SARA
Sure.

RIX
In all this time...no one's ever...you know...

SARA
It's just a cupcake, Karl.

RIX

Yeah...guess I'm just curious why
you bother.

SARA

Every life deserves to be
celebrated. Even yours.

And with that she exits. The clack of her shoes fading away.

Rix places his cupcake, untouched, onto the lip of the sink. He pulls a small cigar box from underneath his bed. Opens it up onto several colored candles from birthday's past. He adds this year's to his collection.

EXT. APARTMENT COMPLEX - NIGHT

A constellation of glimmering lights domino from a tangled web of concrete boxes. Disembodied voices of it's tenants rising into the night. A deafening chorus of crying babies, arguing lovers, and blaring stereos.

We PUSH THROUGH a single barred window.

INT. LIVING ROOM - NIGHT

A TV flickers shadows over a cramped living room. A WOMAN lies passed out on the couch. A burning cigarette dangles precariously between her fingers.

A HAND reaches down. Gently taking the cigarette. ANGLE ON the young cocksure face of NATE BOWEN (17), as he takes a long drag from his mother's smoke. Safely snubbing it out. He empties her purse over the coffee table.

Sifting through the remnants. A handful of Indian casino chips. Couple rolls of quarters. And a crumpled SCRATCH TICKET. A fifty spot winner. Nate pockets the winning ticket along with a half pack of Winstons and a single stick of GUM.

EXT. RESTAURANT - NIGHT

A posh restaurant in the heart of downtown. A parade of imported metal is herded through a crowded valet.

Nate stands across the street in an alleyway. A pile of cigarette butts growing at his feet.

He watches intently as a white Bentley pulls up. A handsome middle-aged COUPLE step out. Entering inside.

Nate nods to ROBERTO, a young Latino Valet. He jogs across the street. Handing Nate the couple's HOUSE KEY. Nate passes him the SCRATCH TICKET in exchange.

ROBERTO

What the fuck is this? I said cash.

NATE

No, you said fifty...that's fifty.

Nate pops the trunk of his rusted out Honda. Inside rests a compact key-maker. Rows of blank keys dangle from a wire. He finds a match. Carves out a duplicate. Checks the grooves.

NATE

What kind of time am I looking at?

ROBERTO

They usually make a night of it.
Lady's got a real sweet tooth.

Nate tosses the key back to Roberto.

NATE

Be back for dessert.

EXT. COUPLE'S HOUSE - NIGHT

A huge two-story colonial squats in the middle of an old-money neighborhood. Tree-lined streets and well-manicured yards.

Nate stands at the doorstep. He quickly uses the key to unlock the door.

INT. HOUSE - NIGHT

Nate steps through the door. Spots an alarm BEEPING. ENTER CODE blinking. He casually opens his stick of gum. Pops it in his mouth. Carefully folds the aluminum wrapper into a tight coil.

He pops off the alarm cover. Finds the circuit board. Uses the foil wrapper to form a bridge between two electric nodes. A small SPARK ignites. The alarm panel FLASHES then resets. No code needed.

Nate pulls a large duffle bag from his backpack. Notices a family photo in the foyer. Happy couple and their teenage son.

INSIDE the MASTER BEDROOM

Nate rifles through drawers. Snatching expensive jewelry. Rings. Watches. He goes through the night stand. Stopping.

He pulls out a loaded .45 Magnum. He tucks it into the back of his pants.

BEEP...BEEP...BEEP

INT. RESTAURANT - SAME

The HUSBAND stares down at his PAGER. An apologetic look to his WIFE. She tosses her napkin in disgust as he waves for the waiter.

EXT. VALET - NIGHT

Roberto makes his way to the key stand. Notices the couple's keys are missing. He turns to see the tail lights of their Bentley disappear around the corner.

ROBERTO

Shit...

He grabs his cell phone dialing.

INT. TEEN BOY'S ROOM - SAME

Nate rummages through the teen boy's room now. Pocketing a few electronic devices. Laptop. Gameboy. He jams to the teen boy's I-pod. Not hearing his ringing cell phone.

On his way out he notices a photo of the boy's lacrosse team. Underneath rests a state championship TROPHY. He considers...fuck it. Nate scoops the trophy inside his bag.

INT. LIVING ROOM - NIGHT

Nate secures his bags when he notices his cell phone blinking a message. He picks up the phone when...

The FRONT DOOR swings open. The Husband enters. Notices the alarm cover popped off. He turns to his wife.

HUSBAND
Call the police.

She dials her phone. The Husband grabs a golf club from the closet. Makes his way inside the living room.

Nate bolts toward the door. The Husband blocks his path. Tackling him to the ground. Twice his size.

Nate struggles then...WHAM. He head butts the Husband in the face. Crushing his nose in a plume of blood. The Husband buckles.

Nate rips free. Pulling the gun from the back of his pants. Leveling it at the Husband.

The Wife screams out. Hysterical. The Husband raises his hands. Blood draining from his nose.

HUSBAND
Please, don't...

Nate, surprised by his own violence, drops the gun. Panicked, he runs for the door.

EXT. HOUSE - SAME

Nate punches through the door. Racing down the steps. Feet pumping. Heart pounding. He reaches the last step when...

THWACK! A lacrosse stick levels him in the face. Nate lands hard on his back. Wind punched from his lungs. The TEENAGE SON stands over him.

TEENAGE SON
(recognizing)
Nate...?

Nate closes his eyes. Completely. Thoroughly. Fucked.

INT. PRISON TRANSPORT BUS - MORNING

A bus door conveyors open onto the face of Nate. Standing at the door. Hands zip-tied together. A long line of juvenile offenders snaking behind him.

Nate takes a seat toward the back. Watching as the others file in.

LUTHER, skinny black kid with glasses. Youngest of the group. Fumbles forward. Head down.

COREY, rich kid from the burbs. Sticks his leg out. Tripping Luther in the aisle.

COREY
Learn to walk shit for brains.

Luther gets up. Tries to take a seat next to a skinhead, WEBB. He sticks his leg across the seat. No fucking way.

Luther moves to another seat. QUENTIN, a tough Latino gang member, looks straight ahead. Menacing. Thinks better of it.

He gestures to the seat next to Nate. You mind?

NATE
(cold)
You want this seat?

Luther nods his head timidly. Yeah.

NATE
Then take it.

Luther looks confused. Just standing there. Nate shakes his head.

NATE
Just sit the fuck down.

Luther does.

LUTHER
Thanks man.

NATE
And don't thank me.

Nate looks over the peering faces. Leans into Luther.

NATE
Look. You want something...you fucking take it. Understand?

LUTHER
Yeah...
(offering his hand)
I'm Luther by the way.

Nate stares down at his open hand. Turning to the window.

NATE

I'm not your friend, Luther. No one here is.

We travel outside the bus. Watching as it turns off the main highway. To a small barren stretch of asphalt. Heading south.

We see QUICK CUTS of the BUS RIDE. Kids laughing. Joking. Images of the long journey are INTERCUT with VIDEO FOOTAGE of the kids being interviewed.

VIDEO MONTAGE:

Interview clips of each kid. None taking this too seriously.

INTERVIEWER (V.O.)

How old were you when you first got in trouble?

Nate:

NATE

Define "trouble."

LUTHER, 15, a human hummingbird. Always moving.

LUTHER

Nine. Stole my first pack of smokes.

INTERVIEWER (V.O.)

Do you feel any sympathy for the victims of your crimes?

WEBB, 16, head shaved, surf Nazi. Shrugs, nonchalant.

WEBB

Shit happens. They were just at the wrong place at the wrong time.

BENNY, 17, heavysset, slope-shouldered. Soft. Quiet.

BENNY

Sometimes I feel bad...but like everything...it goes away.

QUENTIN, 18, arms inked, face hard.

QUENTIN

No.

(pause)

(MORE)

QUENTIN (CONT'D)

That's it...that's my fucking answer.

INTERVIEWER (V.O.)

Do you think you'll end up in prison?

ANTONE, 17, half-jacket of gold on his front teeth, Afro.

ANTONE

Not if I don't get caught.

INTERVIEWER (V.O.)

What do you think it's going to be like in there?

COREY, 18, cocky, smug, entitled.

COREY

Gonna be fun seeing all those jerkoffs.

INTERVIEWER (V.O.)

You're not afraid then?

COREY

Of what...a bunch of caged losers?
This is a trip to the zoo.

EXT. BLACKENBUSH PRISON - DAY

An modern concrete fortress glimmers in the high desert plains. Surrounded by a sea of sun scorched earth. Resting somewhere between nowhere and oblivion.

A brick wall surrounds the complex. Guard towers perched at every corner. The prison is a crude marriage of futuristic engineering and medieval imagination.

EXT. PRISON YARD - DAY

Prisoner's mill about in roving packs. Sections of the yard are segregated by various gangs. Asian, Black, Aryan, Latino.

RAY MANNING stands alone. Belonging to no one. Cold, soulless eyes of a predator. He stares through the chain link fence to the prison's GRAVEYARD that lies just within sight-line. A cruel reminder of their impending future.

JOHN "WHEELS" BRYCE, long scraggly beard, pony tail. Former Hell's Angel turned paraplegic. His steel horse now consists of a motorized wheel chair. He wheels next to Manning.

BRYCE

Package is on its way.

Manning turns toward the faces in the yard. He places a burning cigarette in the chain link fence. A signal.

REX GUNTHER, head of the Aryan Nation, stares toward Manning. Cropped, albino white hair. A three leaf shamrock tatoo grows out from his neck line. He takes a long drag. Sticks his cigarette in the fence.

Other gang leaders follow suit. One by one they place their burning smokes in the fence.

JUAN TORRES, coal black eyes set deep in a pock-marked face, leader of the Mexican Mafia.

YO MING, three hundred pounds, bald, braided soul patch, Chinese Triad.

And finally, HASHIM DRAKE, long snaking dreadlocks, leader of the Muslim faction. Two hundred plus pounds of muscle, six and a half feet of intimidation, and a lifetime of meanness.

EXT. BLACKENBUSH MAXIMUM SECURITY PRISON - MAIN GATE - DAY

The transport bus pulls through the main gate. Sara watches as a few guards escort the kids off the bus.

They are greeted by Chief Corrections Officer, LEONARD KETCHUM, lean, gaunt-faced. The pupil of his left eye is a milky grey. A starburst scar marks where a prisoner's shank entered. A permanent reminder of the dark space he inhabits.

Two hulking guards NOVACK and WILSON flank him.

Sara addresses them.

SARA

Welcome to Blackenbush
Penitentiary. I'm counselor
Barwick.

(beat)

As you know, you have all been
sentenced to 72 hours within the
Scared Straight Program. All of
you are repeat offenders. Most of
you have spent time in juvie.

(MORE)

SARA (CONT'D)

And unfortunately the vast majority of you will end up in prison as adults. Our aim is to give you an uncensored glimpse into your future...and with any luck we hope to change your career path. Any questions?

(total silence)

Okay, then.

Sara hands Officer Ketchum a list of the kids.

SARA

They're all yours.

Officer Ketchum watches her leave. Then turns. Offers a sadistic smile.

OFFICER KETCHUM

(to the guards)

Show 'em the irons.

Nate is shackled along with the others. They are herded through a tangled nest of cyclone fencing and razor wire.

INT. BLACKENBUSH MAXIMUM SECURITY PRISON - DAY

A giant metal door slides open. We follow Nate and the others as they enter inside. Suddenly, immediately, life as they know it CEASES.

Air in here is stale. Light harsh, fluorescent. Three foot concrete walls envelope us. Everything in here is hard. Functional. Unforgiving.

All natural light EVAPORATES as the giant metal door SLAMS shut -- SEALS us inside.

QUICK CUTS as Nate and the others are processed as convicts.

PHOTOS are SNAPPED. Faces flashing with light as they hold up panels with their individual inmate number.

OFFICER KETCHUM (V.O.)

As of this moment, you no longer have a name...you have a number...

FINGERPRINTS are taken. MEDICAL EXAMS conducted. INOCULATIONS given for everything from Hepatitis to Kennel Cough.

OFFICER KETCHUM (V.O.)
...you no longer have a life...you
have a sentence...

INT. STRIP CELL -MORNING

A pale gray room that reeks of antiseptic. Nate and the others sit on a long metal bench. Light blue jumpsuits folded at their feet. Along with clear plastic boxes and an empty laundry bag.

Officer Ketchum paces before them.

OFFICER KETCHUM
Strip it down, ladies. Clothes in
the bag. Possessions in the box.

Kids hesitate then begin to undress. All except Corey.
Officer Ketchum moves forward.

OFFICER KETCHUM
You got a hearing problem?

COREY
Fuck you, man. You can't touch us.

Officer Ketchum JAMS his night stick into his ribs. Corey punches over. Gasping for air.

OFFICER KETCHUM
This one just volunteered for a
cavity search.

Officer Ketchum slaps on a pair of rubber gloves as Novack and Wilson bend him over the bench.

Corey screams out as Officer Ketchum digs for treasure. He pries open his jaw. Uses the same fingers that were up his ass to search his mouth.

Officer Ketchum looks to the others. Twiddling his latex fingers.

OFFICER KETCHUM
Any other of you shit bags got a
problem following directions?

INT. RECEIVING ROOM - GROUND FLOOR - DAY

The kids are paraded past a long table stacked with the essentials. Bed rolls and toiletries. Arms are loaded up.

OFFICER KETCHUM

Form a line...front and center.

They quickly form a line in the center of the room. A door WHOOSHES open.

WARDEN MILLHOUSE enters. If not for the suit you might mistake him for one of the inmates. Cold, imposing. He eyeballs them with utter indifference.

WARDEN

I am Warden Millhouse. This is important. Who you are is not.

The Warden leads the kids down a hallway. Talking as he goes.

WARDEN

For the record, I do not believe in rehabilitation. I believe in retribution. Far as I'm concerned you people are nothing more than job security. I hope to see each and every one of you here on your eighteenth birthday. Until then, you are visitors. As visitors you are my responsibility.

The Warden stops at a large steel door. Turning back.

WARDEN

This isn't Disneyland. You fuck up here there are consequences. Keep your eyes open, listen to the guards, follow the rules...do that and you might just walk out of here with nothing more than a bad memory.

The Warden punches a COMPUTER TABLET. A hydraulic door SLIDES open and we...

INT. MAIN CELL BLOCK - DAY

...move into the main cell block. The access door SLAMS shut behind us. One more barrier between us and the outside.

Nate winces as NOISE assaults his ears. Tangled voices, screams, footsteps, metal clanging. All burred together.

QUICK CUTS as the Warden tours them through the prison. Flashing to various areas of the compound.

Traveling down cavernous hallways. Pushing through massive steel doors. Into cell pods. Over common areas. Getting voyeuristic glimpses of the inhabitants of this human zoo.

WARDEN (V.O.)

The U.S. Incarcerates over 2 million people.

ON the FACES of INMATES. A collage of tortured, damned souls.

WARDEN (V.O.)

Blackenbush was built to house those inmates who have proven too violent for the normal prison population.

We arrive on the FACE of RIX. Sitting alone in a solitary confinement cell. Built six feet underground. He stares at the nothingness in front of him. We push into his unblinking eyes.

WARDEN (V.O.)

These men are beyond rehabilitation. Beyond remorse or conscious. They spend on average 21 hours a day inside a six by ten cage.

ANGLE inside a hi-tech CONTROL ROOM. Rix's image displayed on a video monitor. Cameras capturing every movement of the inmates. Voices recorded. Movements tracked.

WARDEN (V.O.)

Everything here is electronic and computerized. Controlled either by the command center or myself.

We PAN to another MONITOR. ANGLE ON the BLACK AND WHITE image of an INMATE'S FACE. Screaming silent. Suddenly his face bleeds into color. His maniacal SCREAMS now heard. We're INSIDE his CELL.

The man is stripped to his underwear. Ribs protruding. An AID'S victim. He's bitten through his wrists with his bare teeth. He dips homemade DARTS in his infected blood. Uses the elastic from a pair of underwear to sling shot the poisoned darts through the feeding slot in the door.

WARDEN (V.O.)

We staff over two hundred guards and employ an elite SORT Team made up of former SWAT and HRT members.

An ALARM FLASHES over his cell door. The prison's SORT TEAM (Special Operations Response Team) storm the door. A hi-tech SWAT team. Helmets, face-shields, body armor, and clubs. They tackle the inmate to the ground. Shackle him. Hauling him off on a metal stretcher.

A GUARD approaches the blood-soaked cell. A gory Jackson Pollack painting of blood and excrement. He punches a key pad on the outside of the door.

Air-tight doors HISS shut. Hi-pressured jets fire superheated water and steam over the room. Sterilizing it.

BACK on the FACES of the KIDS as they arrive inside a small cell block. Warden punches his keypad. Cell doors conveyor open.

WARDEN (V.O.)

Welcome to your future, gentleman.

Nate is ushered inside his cell.

INT. NATE'S CELL - SAME

Nate takes in his meager surroundings. Stainless steel toilet and sink. A small bed. Four shrinking walls.

The door seals shut. Bolts engage. And then complete and utter silence. Severed from the rest of the world. Alone.

Nate takes a seat on his bunk. Face pale. Shaken. First cracks in his tough exterior starting to shine through. He ain't in fucking Kansas no more.

EXT. GUARD TOWER - DAY

A guard tower stretches high above the walls. An ARMED GUARD circles the plank way. He flicks a cigarette over the rail.

We follow it over the edge. Dropping down to the grassy yard beneath. A row of square steel grates pepper the grass. We push through one of the grates. Falling into the darkness. Onto the zebra-lined face of...

RIX standing in a square of trickling light. Staring down at his checkered hand. Fingers touching the tiny squares of light.

VOICE (O.S.)

You got a visitor, Rix.

Rix turns toward LARRY KOWALSKI, an old grey-haired guard. He pushes his hands through a slot. Kowalski cuffs him.

INT. VISITING CELL - DAY

Rix is shackled to a concrete table in the center of a small visitation room. Kowalski speaks into his radio.

KOWALSKI

Clear on one.

A door slides open on the other side of the room. Sara takes a seat across from him. Looking to Kowalski.

SARA

Thanks Larry, that'll be all.

Kowalski leaves them alone. Sara waits for the door to latch. Then turns to Rix.

SARA

I just spoke with your attorneys, Karl.

(off his look)

They said you turned down your parole hearing. They claim you fired them. Is this true?

Rix nods. Yeah.

SARA

Any reason why?

Rix considers for a beat, then...

RIX

I'm guilty.

SARA

So you just want to give up?

Rix shifts. Suddenly uncomfortable.

RIX

Wants got nothing to do with it.

SARA

Then what...is this your idea of penance? You think rotting inside these walls will somehow square things?

RIX

You're a woman of faith aren't you,
Miss Barwick?

SARA

I am.

RIX

Then you should know there is no
penance for some things.

SARA

The choices you made...you made a
long time ago, Karl.

RIX

And what makes you think I'd make a
different one today?

Rix lets his words hang in the air.

RIX

Look, I appreciate what you're
trying to do...I really do...but
you're wasting your time. There's
a lot of people looking for
forgiveness inside these
walls...I'm not one of 'em.

SARA

And what are you looking for?

RIX

Just an end.

SARA

Dying is easy, Karl...it's living
right that's hard.

(beat)

I spend everyday listening to the
confessions of convicts. And do
you know what I've found? It's not
the things they've done that truly
haunt them...it's all the things
they didn't do.

Sara reaches over. Gently touching his hand. Rix freezes.
Hasn't felt at a human touch in years. She looks him in the
eyes.

SARA

You still have time to do something
good, Karl.

Rix holds her gaze. Then slowly pulls his hand away.

RIX
I envy your faith in people, Miss
Barwick...but not all people can be
saved.

Sara smiles. Undeterred.

SARA
You know...my offer still stands.
I could use a fresh face.

Rix shakes his head. No way.

RIX
Forget it...I'm not interested.

SARA
Well, I'm not asking this time.

Sara gets up from her seat. Heads for the door.

RIX
You're making a big mistake. I'm
not exactly kid friendly.

Sara turns.

SARA
That's sort of the point.

INT. COMMON'S ROOM - MORNING

The kids file up to a set of plastic chairs at the front of the room.

Three guards stand watch. Sara and the Warden set up in the corner.

We follow Nate as he sits down. Suddenly frozen. Completely transfixed on the TEN PRISONERS in front of him.

These guys aren't just mean. They are damaged. And now agitated. The lone exception being RIX who stands in the back.

The Warden points to each prisoner as he runs down their rap sheet and sentence:

WARDEN

...Rape/Double murder - LIFE...1st
Degree murder...LIFE...Triple
homicide...DEATH

PRISONER MONTAGE.

JOE MOSER, an old shriveled prisoner with rotten, chipped teeth, spits as he talks. He hands Nate a stack of laminated prison I.D. CARDS with each prisoner's picture, name and section number.

MOSER

I show you them cards for one reason. Let you know we ain't no social workers, no counselors, no police. None a' that.

(beat)

We are convicts. Every man you see here is doing life or worse. We're all gonna die here.

ANTONE

(under his breath)

Sure you ain't dead already old man?

Rix watches as the kids snicker. Clocking the moment.

CUT TO:

Next up is ESTRADA. Small, mousy, effeminate.

ESTRADA

You all sit here and seriously believe you ain't never gonna go to jail?

(beat)

I ain't met a man in this place yet that planned to come to prison.

(beat)

Police can make a thousand mistakes. You can only make one.

CUT TO:

QUICK CUTS as prisoners take their turns preaching to the kids. None of their words getting through. Rix casually watches from the back. Distant. Amused.

He finally steps forward. Makes his way to Antone who appears nonplussed.

RIX
I understand we're here to scare
you guys.

He looks down at Antone.

RIX
But you ain't scared are you?

Antone eyeballs Rix. Smiles a mouthful of gold. Fuck no.

Rix bitch SLAPS the smile off his face.

A Guard steps forward. Sara holds up her hand. Waving him off.

Rix bends in Antone's face. A whisper.

RIX
You ever eye fuck me again and I'll
wear that 14 karat smile of yours
as a fucking necklace. You
understand me, punk?

Antone nods. Smile, bravado, nerve...all long gone.

Rix approaches Nate. Eyes now trained straight ahead.

RIX
What you here for tough guy?

NATE
Robbery and assault.

RIX
Oooh...thief and a killer. No
wonder you ain't scared. You're a
regular fucking hard case ain't ya.
So, what did you plead?

Nate hesitates.

RIX
What did you plead mother
fucker...innocent or guilty?

NATE
Guilty.

RIX
Yeah, me too. I respect that. You
gotta own your shit.

Rix turns to the other inmates.

RIX

Most of these mother fuckers will tell you they're innocent. Hell, they'll tell you just about anything for a chance to gate out of this shit hole. Not me. I'm guilty. I'm here for murder.

(beat)

Now, I could tell you how that sonofabitch I killed deserved killin'. How he was a lying, cheatin', dope peddling, raping, killer himself. But that don't change what I did. I still pulled that trigger. I watched every memory that mother fucker had blow out the back of his head. I killed that mother fucker bad...I killed him ugly. And as soon as those lawyers were done lawyering and those judges adjudicating. They slapped me with a life sentence. Put me on the slow boat to paradise. I'm going to die inside these walls.

Rix eyes Quentin.

RIX

You know what they call that here?

QUENTIN

(shrugs)

Karma.

RIX

(shakes his head)

Call it rehabilitation...with zero chance of recidivism.

Rix notices Luther. Big doe eyes staring wide through his eye glasses.

RIX

What's your name, peaches?

LUTHER

Luther.

RIX

Luther what?

LUTHER

Luther Johnson.

RIX

Let me ask you something, Luther Johnson. You really think these mother fucker's give two shits about effecting a change in your pathetic little life?

Luther stares over the inmates.

LUTHER

Probably not.

RIX

Probably not is fuckin' right...they don't give a good goddamn about you, Luther.

Rix points to a huge BLACK INMATE clenching a worn Bible in his hand.

RIX

You see that big Jesus-lovin' chester right there. You know what he'd do with you given five minutes alone.

Luther shakes his head.

RIX

Let me tell you what he'd do, Luther. He'd roll you up into a sheet and turn you into a human fuck pipe. He'd horse fuck you until you bled out of every hole you had. And when he was done wearing out that puffy ass of yours. He'd scoop those baby brown eyes from the sockets and skull fuck you until your brains bled out your ears.

Rix jabs his finger into the lens of Luther's eyeglasses. Like he's going to pop his eye out.

Luther pisses himself right there on the spot. Rix sniffs. Nostril flaring. Whispering in his ear.

RIX

Mmmph...even smells like peaches.

Sara stands up.

SARA
Okay...think its time for a break.

Rix moves to the back. Lights a smoke. Sara approaches him.
Eyebrow raised.

SARA
You got an interesting approach.
I'll give you that.

RIX
Little disappointed though.

SARA
Why is that?

RIX
Only made one of them piss their
pants.

SARA
There's always tomorrow.

INT. AD SEG - MESS HALL - DAY

A small mess hall rests in the center of the administrative segregation unit. Manning is escorted through the food line in ankle shackles. Bryce wheels behind him.

Officer Ketchum watches as the inmates are seated at a table.

OFFICER KETCHUM
Chains on the line.

Inmates move their leg chains onto a painted line under the table. Officer Ketchum nods to Novack.

OFFICER KETCHUM
Lock it up.

Novack flips a LEVER on the wall. Steel HOOKS emerge from the floor. Latching over the leg chains. Locking the inmates in place.

Officer Ketchum keys his radio.

OFFICER KETCHUM
We're clear, Sir.

A door whooshes open. Sara and the Warden enter the mess hall with the kids. They are paraded through the food line. Then seated at a center table.

Kids pick at their food as inmates heckle them.

Quentin eyes Torres across the room. A look of recognition between them. Quentin takes a spoonful of slop. Suddenly he begins to convulse. Spoon jammed down his throat. He starts to heave. Then projectile vomits over the table.

Kids rise from the table. Guards move in. Trying to restrain Quentin who convulses violently. Officer Ketchum barks out to Novack.

OFFICER KETCHUM
Get him to the infirmary.

Novack ushers Quentin to the door.

Officer Ketchum stares down at the puked covered table. Sees something METAL glimmering in the bile. A COMPUTER CHIP. What the...

Suddenly Quentin breaks free from Novack. Pulling the LEVER on the wall. Releasing the prisoners leg chains.

Officer Ketchum spins. Goes to yell. His last words never make it past his lips.

WHAM! He is hit by a food tray. His larynx crushed. Face contorted in a rictus of pain. He buckles to his knees.

Guards pour in from separate corners. Wielding only clubs.

Inmates rise in unison. Meeting the guards head on. Clubs no match for the sheer ferocity and numbers of the inmates. They quickly overtake them.

Mounted cameras above SWING toward the action. An ALARM and red blinking light ENGAGE.

Suddenly STEEL-PLATED WALLS fall from the ceiling. Sealing off the room. Jets begin to SPRAY a mist of knock-out gas.

Inmates rips off their shirts. Covering their mouths and noses. They herd the kids in the corner.

Manning moves to the Warden. The Warden raises his hands. Eyeing the clouds of mist.

WARDEN

You got about fifteen seconds
before you're all
unconscious...don't make it any
worse than it already is.

Manning rips the computer note-pad from the Warden's hand.
The screen is locked. Dead.

WARDEN

It's useless without the codes.

MANNING

So are you.

Manning gestures to AGAR, a huge hulking inmate. Agar raises
a bloodied billyclub. Cocking it back.

WHACK! Warden goes down hard.

Bryce wheels over. Scooping up the Warden's computer tablet.

Manning digs the computer chip from Quentin's bile. Handing
it to Bryce.

MANNING

This better work.

Bryce inserts the disc. The computer pad blinks to life.

Bryce works the pad. The walls begin to open up around them.
Ventilation engaged. The misting gas is sucked out of the
room.

Bryce quickly pulls up CAMERA FEEDS and CONTROLLING DOORWAYS
from a virtual map of the prison.

ON TABLET

Several CAMERA VIEWS of guards sprinting for exits. Too late
as Bryce BOXES them in. Steel-plated barricades slamming out
of walls. Dropping from the ceiling.

LOCKING rooms, doors, sections of hallways. QUARANTINING the
guards. Herding them like lambs to the slaughter.

Manning approaches Quentin.

MANNING

Nice work, kid. You've just been
promoted from inmate to guard.

Torres moves to Quentin. Wraps him up in a big bear hug.

TORRES

You did good little brother...real good.

Manning turns to Bryce.

MANNING

What's the ETA on our response team?

Bryce bringing up various camera feeds.

BRYCE

They're moving into position.

INT. MAIN CELL BLOCK - SAME

Fifty plus guards in full riot gear burst into the main cell block. Carrying huge body shields. Armed with shotguns.

Prisoners SCREAM, BANG against the bars. Arms reach out. Trying to grab the guards as they march forward.

Suddenly, a PIERCING BUZZ echoes. The SORT TEAM LEADER looks up to the third tier as -- 20 CELL DOORS OPEN! THWACK, THWACK. One by one.

-- twenty MORE on the second floor. THWACK...THWACK.

SORT LEADER

Sweet Jesus...
(screaming out)
Retreat...retreat...

It's too late. Ground floor cell doors fly open. And all hell breaks loose.

INMATES storm out. CHARGING from every direction. Leaping from the second floors. SWARMING them like locusts.

Guards fire randomly. No use. Too many.

A few guards choose to surrender. Dropping their weapons. Hands in the air.

This has no effect on the inmates. They shoot them anyway.

Inmates make their way through the wake of dead guards. Pulling guns, helmets, and body armor from their dead bodies.

INT. MAIN HALLWAY - SAME

Nate and Sara are escorted down the hall with the other kids. Manning wheels Bryce out of the cafeteria as he works the tablet.

ON TABLET

A virtual layout of the prison. Bryce FINISHES opening prison cells.

He taps the tablet -- SWITCHES to actual CAMERA VIEWS. Witnessing the fruits of his labor.

QUICK CUTS THROUGHOUT THE PRISON:

A violent collage as gangs take over various sections of the prison. Operating like well-disciplined military units. Each with an assignment.

West block. East block. Inmates storm. Gangs working in unison. Crips alongside Bloods. Aryans with the Muslims.

ANGLES ON GUARDS SCATTERING throughout the prison. Running. Fighting. Hiding. Dying.

INT. RIX'S CELL - SAME

Rix lies on his bunk when his door suddenly conveyors open. He waits for a guard's face to appear. It doesn't.

A short beat. Then and inmate scurries past his door. Then another. And another.

Rix casually pokes his head out his cell door. Sees the open cells. Inmates gophering their heads out. Then running.

Rix watches curiously. Then turns back to his cell. Lays back on his bunk. Wanting nothing to do with it.

INT. WEAPONS ROOM - DAY

Gunther and his men make their way to the weapons storehouse. Gunther stares up at the camera. Waving to Bryce.

CLUNK. The door disengages. Swinging wide open.

Inside: clubs, riot gear, bullet proof vests, Colt AR-15 assault rifles, handguns, Remington shotguns, tear gas. All lined up neatly along the walls.

Gunther grabs a SNIPER RIFLE.

INT. CENTER CELL BLOCK - DAY

Manning and company storm inside the center cell block.

TORRES, DRAKE, and MING pour in from separate entrances with their respective teams of miscreants. Fall in line with Manning and company.

Manning looks up to see -- GUNTHER and his team on a catwalk above. Tossing down guns, mic and earpieces, extra ammo.

Manning gestures to an open cell.

MANNING

Lock 'em in there.

Nate and the others are pushed toward the open cell.

Suddenly, a few stray SORT Team members spin around the corner. Opening fire. Bullets pinging off metal.

Inmates dive for cover. Returning fire.

In the melee, Bryce is knocked from his wheel chair. The warden's TABLET skids across the floor. Stopping at Luther's feet.

Luther picks it up. Stands frozen. Unsure what to do. Unable.

Nate doesn't hesitate. Snatching the tablet from Luther's hands. Running for it. Bullets pinging at his feet. Sara grabs him. Pulling him out of the line of fire. Racing toward an open access door.

BRYCE

(screaming out)

He's got the tablet.

Manning spins in time to see Nate and Sara escape through the door.

Inmates overtake the SORT Team members. Manning looks to Ming.

MANNING

We've got two strays. Find them.

Ming sprints off.

Bryce crawls back in his chair. Looks to Manning.

BRYCE

We've got about three minutes
before they lock this entire place
down. We need to get to the main
control room.

INT. MAIN HALLWAY - SAME

We run with Sara and Nate as they barrel down a barren
hallway. Sara stumbles, picking herself up.

SARA

HELP! Anyone, please help us!

No guards in sight. They stop in their tracks. Hearts
POUNDING. Adrenaline SURGING.

Nate spots a cell block entrance marked...PSYCH WARD. He
fumbles with the Warden's tablet. Sara takes it from him.
She strokes a few keys and...

INT. PSYCH WARD - SAME

...BURSTS inside. Hell has broken loose. Psychotic
prisoners SCREAM, BANG against the bars.

On walkway above them, GUARDS sprint in different directions.

SARA

(to the guards)

HELP!!!

It's way too LOUD. Nate pulls her forward.

NATE

They can't hear you.

He pulls her down the row of cells. Prisoner's try and grab
them. Tearing at their clothes.

And then suddenly a cell door OPENS behind them. And then
another. And another. Like dominoes heading toward them.

Crazed inmates pour out. Sprinting after them. Nate pulls
Sara toward a side doorway.

SARA

No...this way.

Sara leads Nate down the end of the cellblock toward a T-junction. Cells continue to open behind them. Inmates joining the tidal wave. Gaining on them.

Sara and Nate reach the T-Junction. Sara finds a keypad at the end of the hall. Punching in a code.

Inmates racing right toward them. Almost on them when...

A STEEL BARRICADE shoots out from the side of the walls. Sealing off the hallway.

Inmates ram into the bars. Arms reaching out. Clawing. Maniacal.

Nate just stares. Sara pulls him down the hallway.

INT. CORRIDOR - DAY

Nate and Sara move down a circular corridor. Searching for help. Terrified.

NATE

Where is everyone?

They reach a guard station. An enclave full of monitors. They step inside. Eyes scan the wall...

QUICK FLASHES OF MONITORS

Complete and utter MAYHEM. Prisoners pouring into each floor -- swarming guards.

SARA

Oh my God.

Nate and Sara's mouths gape in horror as they both spot the same monitor...

ON MONITOR

Three inmates stand in front of a cell. Taunting an old guard locked inside. We recognize him as KOWALSKI.

His bloodied face presses against the glass. Chubby hands banging to get out. Inmates laughing at his silent screams.

An inmate runs his fingers playfully down a control panel at the side of the door. Flipping open the cover.

On the KOWALSKI'S horrified face. Knows what's coming. Please, no...

He flips the switch.

Kowalski's face is ENGULFED in a cloud of super-heated steam. Face melting before us.

The door opens. What's left of his body falls forward. Skin and muscle melted from the bone.

Nate points to another monitor. MING on the screen. Advancing their way.

NATE

We gotta move...

INT. MAIN CONTROL CENTER - DAY

Two guards work feverishly at their stations. GUARD #1 slams down the phone...looking at the monitors.

GUARD #1

They're everywhere...you got to shut it down.

GUARD #2 rifles through a red manual with one hand. Types on a keyboard with the other.

GUARD #2

Almost there...

His mouth forms a surprised ring as the control room door SPRINGS open.

Manning slides behind Guard #2, presses the gun to his head.

ON COMPUTER SCREEN

The simple words: Override? Y/N

MANNING (O.S.)

That would be no.

He yanks the guard out of his chair. Bryce takes his place. Puts on a head set. Pointing to a monitor.

BRYCE

They're heading for the main gate.

ON SCREEN we see the remaining guards flee into the yard.

MANNING

Lock it down. I want them alive.

EXT. PRISON YARD - DAY

A few surviving guards race through the prison yard. Running for their lives. Heading for the front gate.

Suddenly the gate closes. They stop. Trapped. They turn back toward the prison. Inmates slowly filter into the yard.

Tear gas cannisters are launched into the yard. Smoke engulfs the guards.

They claw at their eyes. Some attempt to climb the wire fences. Ripping their hands to shreds on the barbed wire.

Ghoulish figures suddenly appear through the swirling black clouds. Inmates donning gas masks. Naked, ink-stained torsos. Their savage faces hidden. All we can see is their bulging, maniacal eyes behind the masks.

They peel the guards off the fence. Dragging them by the hair across the yard.

INT. MAIN HALLWAY - GROUND FLOOR - DAY

We run with Nate and Sara as they burst into another section of the hallway marked: Administration:

They punch through a door. Slamming into a prison GUARD. Gun raised.

SARA

Thank God. We're with the program.

The Guard lowers his gun. In a daze. Blood drops streak his flushed face. He moves past them. Nate grabs his arm.

NATE

Wait...where are you going?

The Guard YANKS his arm free.

GUARD

I'm sorry...I can't help you.

SARA

No! Please, don't leave us...

BAM! A dime sized hole opens on the guard's head. He drops. They spin to see MING at the end of the hall.

MING barrels toward us. Nate follows Sara back through the door -- POUNDS the close button. The door starts to slide shut but --

-- SLAMS against one of the dead guard's legs. Leaving a six inch gap.

Sara grabs the guard's belt. Trying to pull him through when -- Ming JAMS his shoulder through. GRABBING Sara by the wrist. She struggles. No use.

The DOOR begins to CLOSE. She looks to Nate. Tossing him the warden's tablet.

SARA

Find help.

And she's lost behind the door. Nate hesitates. Suddenly alone. He takes off running.

INT. MAIN CONTROL ROOM - DAY

Manning leans over Bryce's shoulder. Behind him, in the corner, the two guards are bound, and gagged.

MANNING

How we doing?

Bryce FLICKS through various camera views. Monitors display every camera in the prison.

BRYCE

All sectors are pretty much secure,
a little static in the East block.
Won't be long.

MANNING

What about the guard towers? I
need control of the perimeter
before the cavalry arrives.

BRYCE

(nods to monitor)

We've taken down three. Last one's
not going down without a fight.

From the monitor again, out into..

EXT. PRISON YARD - CONTINUOUS

...the yard. Prisoners in riot gear crouch behind bullet proof shields like ancient Roman warriors. Forge ahead. Bullets pinging around them.

INT. GUARD TOWER - CONTINUOUS

A TOWER GUARD fires randomly. Laying out a cover spray of lead. He knows he's a dead man. Going to take a few with him.

BRYCE (V.O.)
Drake has Gunther on the roof.

EXT. ROOF - CONTINUOUS

On the roof, Drake watches Gunther adjust the sight line of his rifle.

DRAKE
Manning says you served in the Gulf.

GUNTHER
Sniper...22nd regiment.

DRAKE
How many people you kill?

GUNTHER
No people.

Gunther bolts in a shell. Looks hard at Drake.

GUNTHER
Just a handful of sand niggers.
But they don't really count.

Drake would normally have already snapped that little fucking racist redneck of his....he bites his tongue.

He gestures to the TOWER GUARD. Big, bald, and very WHITE.

DRAKE
I prefer peckerwoods myself.

Gunther smiles a fuck you. Takes AIM. VIEWING through the SCOPE.

TOWER GUARD firing madly. He adjusts his position. EXPOSES himself in the CROSSHAIRS. THWACK! Doesn't even react. Drops straight down.

Gunther keys his radio.

GUNTHER
(into the radio)
Tower is secure.

INT. SECURED HOUSING UNIT - CELL BLOCK - DAY

Nate sprints down the cell block. Flight mechanism in full effect. Frantic. Desperate.

He turns a corner when WHAM...

He is clothes-lined by a HUGE ARM. Nate goes down hard. Two inmates stand over him. Couple of muscle-bound sisters. CAHILL and JONES.

CAHILL
Going somewhere, boy?

Nate tries to scramble to his feet. Jones plucks him off the ground.

JONES
He's one of them kids.

CAHILL
What you say we have us some fun?

JONES
Manning says he wants him alive.

Cahill smiles ugly. Unzipping his pants.

CAHILL
Don't worry...he'll live.

Cahill pushes Nate down on the bed.

CAHILL
Hold him down.

Jones forces his face into the mattress. Tugging at his pants.

Nate screams out. Struggling. Can't fight them off.

Suddenly Cahill's face flies forward. Smashed into the edge of the sink. Teeth shattering like glass.

Jones turns. A knee kisses him in the face. Followed by a fist.

Nate spins to see

RIX

standing in the doorway. Cahill and Jones flee out the door. Holding what's left of their faces.

Rix looks to Nate. Cowering in the corner. A measured beat, then...

RIX

So, you scared yet?

Nate just stares. You better fucking believe it.

Rix looks out the door.

RIX

Better get a move on before more of their friends show up.

Nate grabbing him.

NATE

Wait...you gotta help me.

Rix rips free from his grasp.

RIX

I just did.

Rix notices Nate clutching the warden's tablet. He rips it out of his hands.

RIX

Where did you get this?

NATE

She gave it to me.

RIX

She who?

NATE

Miss Barwick...the counselor lady.

RIX
Where is she now?

NATE
I don't know...they got her.

Rix eyes narrow.

RIX
What do you mean they got her? Who has her?

NATE
The fucking guys that were chasing us.

Rix looks down the hallway. Considering.

RIX
Where did you see her last?

NATE
Somewhere on the main floor.

Rix hands the tablet back to Nate.

RIX
You know how to use this thing?

NATE
(nods)
What are you going do?

Off Rix's look.

INT. MAIN CONTROL CENTER - DAY

Manning paces, thinking. Bryce points to another monitor.

BRYCE
Locals are here.

One of the monitors shows an outside view: Five police cars SLIDE up to the far gate.

MANNING
(into headset)
It's just the J.V. squad. Give 'em a few warning shots.

On the same monitor: Bullets immediately RAKE the ground. The police back up. Taking defensive positions.

EXT. BLACKENBUSH PENITENTIARY - DAY

Outside, CAPTAIN JAMES SKELLY, late 50's, steps into view. He stares at the shooter from the tower. Already tired. Already irritated. He motions to a nearby OFFICER.

CAPTAIN SKELLY

They're not shooting at us. Just want to show us they've got the nuts.

(beat)

Let's show 'em ours.

OFFICER

You want SWAT?

CAPTAIN SKELLY

And every badge we got.

INT. COMMON'S AREA - CELL POD - DAY

A large common's area. The kids crowd around a few tables. Nervous. Scared.

Ming leads Sara inside. Tossing her to the ground.

Manning looks to Ming.

MANNING

Where's the kid?

Ming shakes his head.

MING

He got away.

Manning looks to Agar who sits in the corner.

MANNING

Agar...you're a cunning mother fucker. I'm sure you can find him.

Agar smiles. Oh yeah. He moves toward the door.

MANNING

And Agar...it goes without saying, I need the little fucker alive.

Smile fades from Agar.

Manning approaches Sara. A cut bleeds above her eye. He sits down next to her with a first aid kit.

He begins to gently clean her cut. Dabbing away the blood.

MANNING

You need to understand something.

(looks to the door)

There's a mile of dick outside that door just waiting to run an all night train on you. I'm the only protection you have right now.

Manning places a band-aid over her cut.

MANNING

Now you do as your told, keep these kids calm, and in line, and I'll consider keeping that door closed.

Sara stares bullets. Saying nothing.

MANNING

(smiles)

Thatta girl.

Manning turns to Bryce.

MANNING

Gather the troops. I've got a speech to make.

INT. CELLBLOCK - SECURED HOUSING UNIT - DAY

A long line of inmates march down a cellblock. Howling war cries. They turn the corner.

Rix and Nate poke their heads out of a cell. Coast clear.

RIX

They're heading to the main cell block.

Rix looks to Nate holding the tablet.

RIX

You found them yet?

Nate punches the tablet. ON MONITOR we see SARA and the KIDS.

NATE

Looks like they have them in a cell pod -- east block.

Rix stares down at the monitor. On the face of Sara. Looking upward. Almost as if she can see him.

Rix turns down the hallway.

RIX

We should be able to skirt around into the common's areas.

Nate looks at the door. Uneasy.

NATE

Maybe we should just find a place to hide. You know...let things blow over.

RIX

You ever lived through a riot?

Nate shakes his head.

RIX

Well I have. If there's one thing I'm good at it's surviving. It's why I'm an old convict and not a dead one. So if you want to live to see tomorrow I suggest you shut the fuck up and do exactly as I say.

Rix heads down the hall. Nate hesitates. Then quickly runs after Rix.

INT. MAIN CELL BLOCK - DAY

Prisoners line the hallway. Chanting victorious. Many covered in blood from god knows what atrocities they've performed. The scene is almost tribal.

Manning addresses them from the second tier.

MANNING

Congratulations, gentleman...we hold the fort.

The inmates howl like natives.

Manning looks out over the crowd. A sea of convicted killers turned soldier.

MANNING

Yesterday, the man next to you was your sworn enemy...today he is your brother. Today, we have one common enemy and one common goal...freedom!

The crowd goes mad. They begin to CHANT Manning's name. He raises his hand.

MANNING

Make no mistake. None of you mother fucker's are going to be on my Christmas list when this is over. A week from now when I'm sitting on a beach with a cold drink in one hand and a scoop of eighteen year old ass in the other...you fuckers will be a distant memory. But right now...we need each other.

(beat)

We are a long way from paradise. We've got work to do. Let's get to it.

Manning addresses the leaders of each gang.

MANNING

Okay...assignments.

INT. PROCESSING CENTER - DAY

The surviving guards, beaten and battered, are processed like inmates.

IMAGES FLASH. The guards being shackled. Bodies strip searched. Locked in cells.

MANNING (V.O.)

Torres you've got guard duty. Put a watch on our surviving guards.

INT. PRISON - SAME

Ming and his men take up various guard posts throughout the prison.

MANNING (V.O.)
Ming, I need you establish sentry
posts in each cell block.

INT. CELL - SAME

Drake and his men stand at a cell stacked floor to ceiling
with arms. Drake hands out guns and batons. Others taking
inventory.

MANNING (V.O.)
Drake your in charge of arms. Get
a count of all the munition.
Including non-lethals.

On a stack of various weapons used by the guards. Batons,
stun guns, pepper spray, tear gas.

MANNING (V.O.)
I need to know exactly what kind of
firepower we've got.

EXT. PRISON YARD/ GUARD TOWER - DAY

Gunther and his Aryan brothers take positions amongst the
yard.

MANNING (V.O.)
Gunther you cover the yard.

From the TOWER we see platoon of patrol cars snake down the
main drive. Fanning out in front of the prison walls.
Armored SWAT trucks. TV news trucks. The whole circus has
arrived.

MANNING (V.O.)
I want a count of how many men
they've got. Arms. Positions.
And get a reader in the tower.

An old inmate, WEBSTER, sits in a folding chair, next to a
riflemen. Through the LENS of his BINOCULARS we see two
officers talking. Lips moving rapidly.

We PAN DOWN to a note-pad on Webster's lap. His hands
scribbling as fast as he can. Recording their conversation.

INT. PROTECTIVE CUSTODY UNIT - DAY

Rix and Nate sprint inside. Stopping in their tracks. An INMATE is strung up on the bar's in a mock crucifixion. A bloody hole where his dick once was.

Inmates pound behind cell doors. They're are dressed in WHITE JUMPSUITS, not the normal prison blues. They reach their arms out. Clawing. Screaming. Frantic.

INMATE

Please...help us...

Nate stares in disbelief.

NATE

Why are they still locked up?

RIX

This is the PC unit...punk city.
It's where they keep all
pedophiles, rapist's, and snitches.

Rix glances over the collection of freaks and pervs.

RIX

Diaper sniper's aren't too popular
on this playground.

NATE

Shouldn't we do something?

RIX

Not for them.

Rix pulls Nate through the gauntlet of arms.

INT. MOBILE COMMAND CENTER - DAY

A tornado of activity. Controlled chaos. A flurry of noise and movement. Surveillance and communication equipment set up.

SWAT Team Leader SGT. JOHN POWELL is on scene. Dressed in dark fatigues. Stone cold face. More machine than man.

SGT. POWELL

How many?

Captain Skelly hands him a cup of coffee. Along with a file on the Scared Straight kids.

CAPTAIN SKELLY

Ten. All juveniles.

SGT. POWELL

That changes things.

CAPTAIN SKELLY

Changes everything. Press will be up our asses on this one.

SGT. POWELL

Any contact?

CAPTAIN SKELLY

Not yet. So far all we've got is a big bag of dick. Unknown number of suspects, with an unknown amount of hostages, and an unknown amount of deceased.

SGT. POWELL

Anything we do know?

CAPTAIN SKELLY

Yeah...its going to be a long fucking night. And if I was a gambling man...which I am...I'd bet the farm this is going to go tactical before daybreak.

VOICE (O.S.)

You better hope not.

AGENT GWEN WILCOX stands in the doorway. Tall, attractive, and cold as glacier ice. She flashes her identification.

AGENT WILCOX

Agent Wilcox...Federal Bureau of Prisons. I've been asked to assist.

SGT. POWELL

I think we've got it under control.

AGENT WILCOX

That's your first mistake. Believing you have any control at all.

Agent Wilcox enters inside. Taking her position amongst the circle.

AGENT WILCOX

You gentlemen need to understand something. You're not dealing with the garden variety stand-off here. These men aren't bank robbers or terrorists. They are convicts. Most of them doing life or worse. They have little or nothing to lose. Their motives aren't political, religious, or monetary. These men will gladly kill for a better lunch menu.

SGT. POWELL

Sure as hell hope you brought that menu then, Agent Wilcox.

AGENT WILCOX

I brought something better.

Agent Wilcox inserts a disc into one of the computers. Video feed from the prison pops up on the screen.

AGENT WILCOX

All the prison's surveillance video is backed up. We were able to retrieve footage of the takeover before they shut down the feed to the processor.

ON MONITOR

FLASHES of the prison takeover. Beginning with the Warden's death inside the mess hall. We FREEZE FRAME on the face of MANNING.

AGENT WILCOX

His name is Ray Manning. He's a sociopathic killer with an I.Q. off the charts. He's smart. He's calculating. He's also patient. We believe he's been planning this for at least two years.

CAPTAIN SKELLY

What makes you believe that?

Agent Wilcox fast forwards to the image of Manning inserting the computer chip.

AGENT WILCOX

Two years ago the engineer who designed this prison was killed in a home invasion robbery. Looked like a vanilla homicide. Except for one little computer chip that went missing.

Agent Wilcox pulls out a mug shot of CARLOS REYES.

AGENT WILCOX

The chief suspect was Carlos Reyes. Connections to the Mexican Mafia. He was Manning's former cellmate.

CAPTAIN SKELLY

Sonofabitch had the key smuggled in.

AGENT WILCOX

But that's not the most impressive part.

More FLASHES on the MONITOR of the takeover. Inmates taking over guards.

AGENT WILCOX

You guys have seen riots. What's missing?

Sgt. Powell's studies the screen. Eyes suddenly narrowing.

SGT. POWELL

The chaos.

AGENT WILCOX

Exactly. Most of these inmates are sworn enemies from rival gangs. They're working in tandem...like well disciplined military units. The violence isn't random... it's calculated...controlled.

MANNING'S smiling FACE appears on the camera. He waves goodbye. As the surveillance camera goes to snow.

AGENT WILCOX

It's your call, but I'd think long and hard before you go picking a fight.

INT. HOLDING CELL - DAY

Pitch black darkness. The sounds of heavy breathing and nervous heart beats.

Suddenly a bolt unhinges. Door swinging open wide. Light shines in.

The surviving prison guards are crammed inside a large holding cell. Cowering in the corner.

Manning stands at the door with several inmates behind him. Bryce at his side.

Bryce points to Officer Ketchum.

BRYCE

I need him alive.

MANNING

I keep my promises.

Manning nods to a couple of muscle-bound inmates. They pull Officer Ketchum from the crowd. He struggles to no avail. They strap him down to a metal stretcher.

MANNING

Put him in solitary.

Manning turns to the other guards. Big doe eyes staring helpless at the inmates crowding the door.

He throws a set of leg chains onto the concrete floor.

MANNING

Which one of you fuckers wants to go first?

The Warden steps from behind the crowd. Eyes Manning.

WARDEN

You want revenge...take me...leave the rest of my men out of it.

MANNING

That's very big of you, Warden. But I'm afraid we're saving you for the finale.

INT. MOBILE COMMAND CENTER - DAY

People mill about. Working the phones. Studying building blueprints.

A PHONE RINGS inside. OFFICER BRIGGS, picks up.

OFFICER BRIGGS
(into the phone)
Briggs, here...
(listens)
Put him through.

He cups the phone.

OFFICER BRIGGS
A prisoner inside. The call's been traced...it's legit. It's coming from the Warden's cell phone.
(to the Captain)
Wants to speak with you...and only you, sir.

Captain Skelly takes the phone.

SGT. POWELL
Get the demands. Offer nothing.

CAPTAIN SKELLY
(into the phone)
Hello...

INT. SHOWER STALL - SAME

Manning washes his hands at a sink. Blood swirling down the drain. He casually wipes his hands on a towel. Phone pinched between his ear and shoulder.

MANNING
Hello, Captain.

CAPTAIN SKELLY (OVER THE PHONE)
Who is this?

MANNING
Who I am is not important. What I want is.

He walks past a shower stall. The NAKED TORSOS of the Guard's hang behind him. Their ghoulis faces frozen in a state of sheer terror.

INTERCUT:

MANNING

You ever been involved in a hostage negotiation before, Captain?

CAPTAIN SKELLY

No, can't say I have.

MANNING

It's sort of like a first date. Involves a lot of posturing and small talk. Now, I've never been much for small talk -- so what do you say we skip the foreplay and get straight to the fucking.

CAPTAIN SKELLY

I'm listening.

MANNING

First, I want you to imagine what twenty lifers locked in a room would do to one of these boys.

(beat)

Then I want a fully fueled DC 10 in the parking lot. There's plenty of asphalt to take-off and land. Remove the pilot, we have our own.

(beat)

I want clearance to Miami International where you'll have a 737 fully fueled.

CAPTAIN SKELLY

You know that's not possible...

MANNING

I'm not finished. Inside the plane you will have 10 million dollars, American. 5 million in Austrian notes. 1 million English pounds. All unmarked. There are plenty of guys in here for forgery. I'll know.

CAPTAIN SKELLY

I want proof of life.

MANNING

How bout proof of death.

(beat)

(MORE)

MANNING (CONT'D)

You have one hour to show me that plane. After that you'll have one less hostage.

CLICK. Manning hangs up.

INT. MAIN HALLWAY - DAY

Bulbs FLICKER. Strobe the hallway. We follow Rix and Nate as they slink over broken glass, debris. Past a door marked: laundry room. Underneath the door -- BLOODIED WATER pools out from some unseen horror.

Nate pushes open the door. Adrenaline SURGES at the sight of -- the WARDEN. Dead. Naked. Hanging by his wrists.

There is duct tape across his mouth. A small slit in the tape, through which a hose has been jammed DOWN his throat! The Warden's skin has a blue-ish tint. His stomach distended to an impossible degree.

Water SEEPS from every orifice. Drips down his body...off his swaying feet.

Rix pulls Nate away from the sight when...BAM! Concrete EXPLODES above their heads.

Agar fires from around the corner.

RIX

This way.

Rix leads Nate to another access door leading off the hallway. Above it reads: Machine Shop:

Nate opens the door with the tablet and we...

INT. MACHINE SHOP - SAME

...BURST inside. Rix turns on machines as he makes his way to the back of the room. Greasy assembly line runners, electric saws, license plate presses. The NOISE is deafening.

ON AGAR

As he ENTERS seconds later. PAUSES.

AGAR

I ain't got no beef with you, man.
I just want the kid.

His eyes flick about. Sees a shadow dart behind a license plate press. FIRES...BAM, BAM. Bullets ricochet. He moves in for the kill when...

NATE (O.S.)
Don't shoot...

Agar swings his aim toward

Nate

Standing behind. Hands in the air.

Agar spins back toward the shadow. Too late. Rix hits him from behind. Grapples for the gun. They struggle.

He SLAMS Agar up against the license press. Across it. UNDER it.

Rix spots a green BUTTON above his head. Raises his hand -- out of reach. Agar gets off a hard punch. Rips the gun free from Rix. Gets the drop on him when...

...Nate PRESSES the BUTTON. The press SLAMS down on the arm of Agar. SMASHING IT. Gun drops free.

Agar SCREAMS. Blood pours out his dangling, crushed arm. He manages to pull out a knife, JABS -- slicing Rix's forearm. He moves for another try when Rix knees him in the face. He COLLAPSES.

Rix picks up the gun. Raises it to the face of Agar. Agar drops the knife. Recognizing Rix for the first time.

AGAR
Rix?...Jesus, I didn't know it was you.

Rix presses the barrel into the cheek of Agar. An unbridled rage peeks from the recesses of his darkened pupils. A beat - then he drops the gun like it was hot.

He lifts Agar to his feet. Slams him up against the wall.

RIX
Where is she?

AGAR
What are you talking about?

RIX
The woman...Sara...where is she?

AGAR

What the fuck do you care?

Rix twists his mangled arm. Agar screams out.

RIX

You know who I am, right?

Agar nods. Grimacing. Rix picks up the blade. Pressing it against his cheek.

RIX

Then you know what I'm capable of.

AGAR

(words suddenly flow)

She's with the other kids. Cell pod 48, center ring.

RIX

Who's running the show?

AGAR

Manning...

The name stops Rix cold.

RIX

Ray Manning?

Agar nods.

NATE

(to Rix)

You know him?

RIX

Yeah, I know him.

(to Agar)

How many does he have?

Agar looks at him. Surprised.

AGAR

How many? Everybody...he's got the whole zoo, man. It's a fucking revolution...where you been?

RIX

I don't get out much.

Rix looks to Nate.

RIX
I take it this kid is valuable to him?

AGAR
As a hostage.

RIX
How bout a dead hostage? You tell Manning if anything happens to her...
(waves the knife to Nate)
...it happens to him. I'll cut his fucking throat. Understand?

AGAR
Yeah- yeah...I got it. She bleeds, he bleeds.

RIX
Good.

Rix JAMS the knife into Agar's leg. Agar writhes.

AGAR
Jesus fuck...what you do that for?

RIX
I prefer you walk...not run.

AGAR
You're a fucking dead man, Rix.

RIX
So they tell me.

Agar hobbles out the door. Nate looks at the knife in Rix's hand. Rix tucks it away.

RIX
Relax. If I killed on impulse you'd be dead already.

Nate notices a large gash on Rix's arm. Blood pumping.

NATE
You're bleeding.

Rix rips a piece of his shirt. Bandaging the cut.

RIX
Forget about me. They know our location. We need to move. Now.

INT. COMMON'S ROOM - DAY

Sara and the kids crowd around a table. A TV blares in the corner. No one watching.

Torres moves inside. Approaching Ming.

TORRES

Did you hear the news?

Ming shakes his head.

TORRES

Someone just fucked up Agar. He's got the kid.

MING

Who?

TORRES

You're going to love this...he claims it was Rix.

ON SARA as she overhears this. Smile growing over her face.

She turns toward Luther who shifts uneasy in his chair. She touches his hand.

SARA

It's going to be okay.

LUTHER

How do you know?

SARA

You believe in angels?

Luther shakes his head. Looking around him. At the roving convicts.

LUTHER

Angels, no...devils definitely.

Sara looks to the door. Smiles.

SARA

Not all angels have wings.

INT. POSSESSIONS ROOM - SAME

Rows and rows of shelves stacked floor to ceiling. Lined with labeled boxes. Artifacts from former lives.

Rix and Nate take cover behind a shelf.

RIX

We should be safe here for the time being.

Rix begins to rifle through boxes. Emptying them out. Rifling through bad clothes and jewelry.

RIX

Check the new arrivals. They're might be a cell phone with a charge.

Rix confiscates what he can find. A LIGHTER, small Swiss Army KNIFE.

ON NATE in another aisle. Rummaging through boxes. Lots of gold chains and knock-off watches. Then he spots it. A small cell phone. Tries to turn it on. No juice.

NATE

I found one. Batteries dead.

Nate rounds the corner. Sees Rix sitting on the floor. A DUSTY BOX in his hand. His name scratched on the outside.

NATE

Yours?

Rix nods.

NATE

Aren't you going to open it?

Rix blows the dust. Pries open the lid.

INSIDE lies a single KEY, a worn WALLET, a pack of cigarettes, a book of MATCHES, and some loose change.

He pulls out the wallet. It falls open onto his driver's license photo. Rix stares down at the fading image of his younger self. Just a fucking kid with no fucking clue.

He pulls out a plastic photo insert. A crumpled photo of a BABY GIRL stares up at him.

Nate glances down.

NATE
What's her name?

RIX
Kayla.

NATE
When was the last time you saw her?

RIX
I haven't. Nurse took this photo
the day she was born. Her mother
didn't want anything to do with me.
She was smart that way.

Rix closes up the wallet.

RIX
She's a grown woman now.

Nate pulls a small STORAGE KEY from the box. Holding it up.

NATE
What's the key go to?

Rix snatches the key.

RIX
A lock.

Rix places the key back inside the box. Closing it up. He
peeks behind a shelf. Glancing at a camera in the corner.

RIX
They're tracking us with the
security cameras. We got a find a
junction box to disable them.

Nate brings up a map on the tablet.

NATE
Nearest one's on the second floor.

Nate notices the cut on Rix's arm. A pool of blood at his
feet.

NATE
We need to get you to the infirmary
first.

RIX

I'm fine.

NATE

Not worried about you...worried
about the trail of blood you're
going to leave behind.

INT. MAIN CONTROL CENTER - DAY

Bryce sits at the keyboard. Manning paces behind him.

Agar sits in the corner. A towel to his bloodied face.
Manning in front of him.

MANNING

You sure it was him?

AGAR

Sure as I'm fuckin' bleeding.

BRYCE

I thought he was dead.

AGAR

He's gonna be I can tell you that.

MANNING

What...he not beat you bad enough
the first time?

BRYCE

I got them...feed 23.

ON THE MONITOR

Rix and Nate slink down a hallway.

BRYCE

Looks like they're on the move.

Manning looks to Bryce.

MANNING

Can you shut down the tablet?

BRYCE

Yeah, but I don't think we want to
do that. Every time they open a
door...it leaves an electronic
footprint. They're dropping
breadcrumbs.

MANNING

And where are those crumbs leading?

BRYCE

Looks like the infirmary.

MANNING

Have Torres get a team together.
Have them surround the infirmary.
Kill the tablet before they go in.
I want them alive...Rix too.

AGAR

What do you care about that mother
fucker?

MANNING

Because that mother fucker is worth
fifty of you.

The PHONE RINGS. Manning looks at a wall clock. Hour up.

MANNING

It's show time.
(to Bryce)
We got eyes in the sky?

Bryce clicks to a MONITOR showing several hovering news
choppers.

BRYCE

Cameras are rolling.

MANNING

Alright...bring the kids out to the
yard.

INT. MOBILE COMMAND CENTER - DAY

Captain Skelly sits on the phone. Powell and Wilcox
surrounding him.

SGT. POWELL

Just stay calm. Tell him we're
working on it...promise him the
moon...just buy more time.

Captain Skelly glances down at his watch.

CAPTAIN SKELLY

It's just ringing...he's not
picking up.

Captain Skelly looks to Officer Briggs.

CAPTAIN SKELLY
Check the number.

OFFICER BRIGGS
It's the same line, sir.

Looks around the room. This wasn't in the game plan.

OFFICER BRIGGS
What do we do?

SGT. POWELL
Nothing...he won't make a move
until he calls.

CAPTAIN SKELLY
You willing to bet a life on that?

AGENT WILCOX
Doesn't add up...his demands.
Planes. Money. Different
currencies. He's smart...he knows
those things take time. He gave us
no chance in delivering.

CAPTAIN SKELLY
You think he's stalling?

AGENT WILCOX
Maybe. Or maybe what he's asked
for isn't really what he wants.

EXT. PRISON YARD - DAY

The kids dangle from a long bar in the center of the exercise yard. Hanging in the pull up position. Manning paces in front of them. Inmates watching curiously.

MANNING
I have good news, bad news. Bad
news is I'm going to have to shoot
one of you. Good news is you each
have a say in who I'm going to
shoot.

Kids exchanging glances. Is he serious?

MANNING
Now, I don't really want your
innocent blood on my hands.
(MORE)

MANNING (CONT'D)

I got enough on my conscience already. So I'm going to let you choose. That bar you're hanging onto is your life. First one to let go...gets a bullet in the face. Everyone clear on the rules?

Sara looks to Manning.

SARA

You can't do this.

MANNING

Wasn't my decision, counselor.

SARA

You need them alive...they're the only leverage you've got.

MANNING

That's why I'm only going to shoot one of 'em.

INT. INFIRMARY - DAY

Rix and Nate enter the infirmary. All stainless steel, white cotton.

Rix rifles through drawers. Pulling out medical supplies. Disinfectant, gauze, needle.

Nate stares into an adjacent room. Three DEAD BODIES. A guard and two male nurses. Gruesome.

Nate moves away from the bodies. Passes by a window. Stops. Face freezing.

NATE

He's got 'em in the yard...

Rix moves over to the window. Staring out over the yard. His eyes lock on Manning.

We drop from his POV, down to the yard. Onto...

EXT. PRISON YARD - DA

MANNING'S FACE as he moves down the line. Kids hanging on for dear life. Faces red. Arms quivering.

MANNING

You kids have been around the block more than once. I'm sure you know the ways of the street. It's survival of the fittest, am I right? Well, it's no different in here. Ain't that right, Gunther?

GUNTHER

Fucking a'.

MANNING

Strong survive. Weak perish. Simple rules of nature. Question today is...who's the wolf...and who's the lamb?

Manning watches the kids struggle. Inmates start BAYING like SHEEP. A violent chorus.

ON LUTHER as his grip begins to give. Tears of pain dripping down his face.

LUTHER

I can't hold on.

Benny hangs next to him. Fat cheeks quivering.

BENNY

Yeah you can.

Luther begins to slip.

LUTHER

I can't...

Benny slaps his hand over Luther's. Cupping it over the bar. Trying to hold on for the both of them. He looks to Corey who hangs on the other side of Luther.

BENNY

Help him.

COREY

Fuck you...I ain't dying.

BENNY

He's just a kid.

COREY

So am I.

BENNY

Come on Luther...you can do it.
We'll hold on together.

Luther looks at Benny. Sheer terror in his eyes.

BENNY

It's okay...I won't let you fall.

Luther tries to hold on...unable. His grip gives out. One hand slips off the bar. Benny has Luther's other hand gripped under his. He let's go with his free hand. Uses it to raise Luther back up. As he does this his own hand slips.

He falls to the ground in a slump. Luther tumbling after him.

MANNING

And we have a winner by a nose.

Manning lifts Benny to his feet. Hands Quentin a gun.

MANNING

You want the honors?

Quentin looks around him. Then to Benny.

SARA

Don't do it, Quentin.

Gunther grabs Sara. Covering her mouth.

Quentin raises the gun. Locking eyes with Benny. He drops his aim. Can't fucking do it.

Manning takes the gun from Quentin.

MANNING

Harder than it looks, huh.

He swings his aim to Benny.

Luther screams. No.

Benny looks up at the barrel of Manning's gun. Doesn't hear Luther's screams...or the blast. Just a silent flash of the muzzle. And then darkness.

EXT. BLACKENBUSH PRISON - SAME

Cops scatter at the sound of the GUNSHOT. Taking cover.
Rifles trained at the prison walls.

A tense beat. Then BENNY'S BODY tumbles lifeless over the edge of the prison wall. Falling face down in the tall grass.

Captain Skelly watches in shock. Eerily silent. Then his phone RINGS. He picks up.

MANNING (OVER THE PHONE)
You just killed one hour, Captain.
I've got nine more.

CLICK. The phone goes dead.

The Captain stares coldly as Benny's body is plucked from the grass by paramedics. He looks up at the hovering helos, then behind him to the news vans on the horizon. Flashbulbs popping.

CAPTAIN SKELLY
Fucking vultures...get 'em out of here.

INT. INFIRMARY - SAME

Nate stumbles back from the window. Can't believe what he just saw.

Rix turns back to his arm. Begins stitching it up. Looks to Nate. Still shook up.

RIX
Did you know him?

Nate shakes his head.

NATE
No...not really.

RIX
Good.

NATE
How's that good?

RIX
Cause he's dead now.

NATE
Jesus, how can you be so cold? He was just a kid.

Rix clips his stitches. Looks to Nate.

RIX
My feeling bad gonna make him any
less dead?

Rix looks to the door.

RIX
Let's move.

Nate glances down at his tablet. Eyes widening.

ON TABLET

TORRES and his men advance. Taking positions around the infirmary.

NATE
We've got company.

RIX
How many?

NATE
Too many.

RIX
Seal off the main corridor.

Nate punches the tablet. Nothing. Tries again. No use.

NATE
It's not working. They must've
overridden the tablet.

Rix spins around. Thinking fast.

RIX
Can you still see them?

NATE
Yeah...they're coming down the
hall.

Rix looks to the cameras in the corner.

RIX
They can see us too.

Rix pulls Agar's gun from the back of his pants. Begins shooting out the cameras as they advance into the adjacent room.

INT. MAIN CONTROL CENTER - SAME

Bryce sits in front of the monitors. He watches as the screens begin to flash to snow. He keys his mic.

BRYCE
(into headset)
He's shooting out the cameras. I'm
blind. Move now.

INT. INFIRMARY - SAME

Torres and his men crash through the door. Guns leveled.

TORRES
Cover the doors. Fan out. Five
men teams. They're in here.

Torres and his move through the room. Kicking over tables.
Ripping open cabinets and supply closets.

INT. MORGUE - SAME

Rix and Nate sprint inside the morgue. A few ripening bodies
lie on gurneys.

Rix turns toward the morgue cooler. Then to the crematory
oven. He grabs a couple empty body bags. Handing one to
Nate.

RIX
I have an idea.

INT. MORGUE - MOMENTS LATER

Torres moves inside the morgue. Past the bodies. His men
rifle through the morgue cabinets.

They start to surround the refrigeration unit when Torres
notices one of the crematory oven doors is open. Two body
bags lay on the oven rack.

He motions towards his men. They advance toward the oven.
Guns trained.

TORRES
Get up.

No response.

Suddenly he hears the sound of HISSING GAS.

Torres spins. Sees Rix's zippo lighter underneath the morgue table. Flame licking.

TORRES
Everyone down...

Too late. The gas ignites in fiery blue mushroom cloud. Blowing the men across the room.

The cooler door kicks open. Rix and Nate sprint out. Torres opens fire.

INT. INFIRMARY - DAY

Torres and his men chase back into the med center. See an INMATE lying on the floor next to the exit door. Holding his arm.

INMATE
He broke my fucking arm.

Torres pokes his head out the door. Staring over the maze of corridors and doorways. They just became two needles in the proverbial haystack.

Suddenly one by one lights begin to go out. Darkness dominates down the hallway. Emergency lights engage -- cast a red, womb-like glow.

INT. ELECTRICAL ROOM - DAY

Rix stands at a fuse panel. Ripping out wires. Killing lights and security camera feeds. He turns to Nate who stands behind him.

RIX
Should provide us some blinds spots.

NATE
They're not the only one's in the dark. Tablet's completely dead. I don't even have access to the monitors now.

RIX
Can you get it working?

NATE

Sure, just let me check the owner's manual...oh that's right I don't have one.

RIX

Just cause you don't have the keys to the car don't mean it won't start.

NATE

Yeah well, this car won't start without security codes. Wait...

(dawning on him)

...they don't have the Warden's access codes either.

RIX

Which means?

NATE

Which means all they did is put the tablet to sleep. We just gotta wake it up.

(a look to Rix)

You got a stick of gum?

Rix looks at him...a what?

NATE

I need a conductor.

RIX

What the hell are you talking about?

NATE

Look, I don't have time to explain. If you want to live to see tomorrow I suggest you shut the fuck up and do exactly as I say.

Rix eyes narrow. Come again?

NATE

(smiles)

Relax...I'm just fucking with you, man. I need a piece of metal.

Nate rummages through the room. Finds a spool of copper wire. Bends off a piece.

NATE

If we short circuit the system it
will trigger the built in surge
suppressor.

He pops the cover off the back of the tablet. Finds the
circuit board. Touches the electric nodes. A spark.

NATE

It should reboot automatically. At
least that how it works on home
alarms.

A measured beat...then the screen FLASHES back to life.
System resetting. Nate smiles.

NATE

We're baaack....

Rix looks at Nate. Impressed.

RIX

You know for a stupid mother fucker
you're not near as dumb as you act.

NATE

(confused)

Was that a compliment?

RIX

You got a skill like that...and you
piss it away on cracking home
alarms? What the fuck's wrong with
you?

NATE

You know next time a simple thank
you will do.

Nate goes to punch open a door. Rix grabs his hand.

RIX

Don't touch it.

(off his look)

Opening and closing doors is how
they found us in the first place.
Let them believe were blind for
now.

INT. HOLDING CELL - DAY

Sara sits in a cell with the other kids. Luther is despondent.

SARA
It's not your fault.

LUTHER
Yes it is. He died because of me.

SARA
He died because of them. It had nothing to do with you.

Sara moves toward Quentin on the other side of the cell bars.

SARA
Why are you doing this, Quentin?
(beat)
I read your file...you've never had a history of violence.

Sara looks at Torres in the distance.

SARA
Is it for your brother?

Quentin doesn't respond.

SARA
You're not like him, Quentin. Much as you may want to be...you're not. I saw what happened out there. It's not in you.

QUENTIN
You see a lot, lady.

Quentin cracks her in the face with butt of his gun.

QUENTIN
But did you see that coming?
(beat)
If I want a counseling session I'll let you know, until then...do like the others and shut the fuck up.

INT. MOBILE COMMAND CENTER - DAY

Agent Wilcox pilots Captain Skelly and Sgt. Powell over to a TECH AGENT, a stocky man hunched over five flat screen monitors.

AGENT WILCOX

We've tapped into the prison's video feed. Some of the cameras are out. Inside power problem. But, we have 80% of them.

ON TOP ROW OF MONITORS

Several feeds throughout the prison. We see quick FLASHES of prisoners.

ON BOTTOM ROW OF MONITORS

The middle monitor is a view of the kids in the common's room. Clearly TRAUMATIZED. The reality of this horror sinking in.

AGENT WILCOX

I suggest we get that plane here, Captain.

CAPTAIN SKELLY

How can we trust him...he just killed a kid.

AGENT WILCOX

Exactly...which means he keeps his word. And in less than an hour he'll keep it again.

SGT. POWELL

Fuck him and his demands. We need to move now.

AGENT WILCOX

Move how? The only way in and out of there is through the front door. It was designed as a smart prison. The building is completely self-contained. It has it's own sewage plant, water treatment facility, electric generator. There is no back door.

SGT. POWELL

There's always a back door.

Sgt. Powell lays out a map of the prison. Pointing over it.

SGT. POWELL

All outside lines to the prison are housed in a fiberglass tunnel. Leads right to the main computer terminal in the basement.

(pointing over the map)

Kids are two floors up. We blow the cell wall. Evac hostages to the roof where a helo will be waiting. We can be in and out in less than ten minutes.

AGENT WILCOX

These inmates are armed, Sgt. You're not going to make it out without casualties...it's too risky.

SGT. POWELL

We can move now or watch another body fall over that wall. It's your call, Captain.

Captain Skelly turns to members of the SWAT team lined behind Sgt. Powell.

CAPTAIN SKELLY

Your men good?

SGT. POWELL

They're the best.

CAPTAIN SKELLY

I pray to God they are.

Sgt. Powell curls a finger at Team Leader, HERNANDEZ.

SGT. POWELL

Move 'em out.

EXT. GUARD TOWER - DAY

Gunther stands at the top of the tower. Watching the cops from below. Webster drops his binoculars. Handing Gunther a sheet of paper.

Gunther glances down at it. Reading over the chicken scratch.

GUNTHER

You sure that's what you heard?

WEBSTER

Lips don't lie.

Gunther keys his radio.

GUNTHER

Manning...looks like the party's on.

INT. JANITOR'S CLOSET - NIGHT

Rix rifles through cleaning supplies. Breaking down mops. Pouring bleach into spray bottles. Nate watches curiously as Rix lines up several make-shift weapons.

NATE

What are you doing?

RIX

Arming ourselves.

Nate glances down at Agar's GUN on the table.

NATE

Why not just shoot 'em?

RIX

You sound pretty eager. I take it you've killed before?

NATE

No.

RIX

But you think you could?

NATE

(defensive)

If I had to.

Rix hands Nate the gun.

RIX

Go ahead...take it.

Nate does.

RIX

You ever shot one before?

Nate shakes his head.

RIX

Nothing to it really. Killing a man isn't hard. Any limp dick with an index finger can pull a trigger. If it took skill or courage these prisons would be half empty. Hard part comes after that bullet leaves the chamber. Now what you need to ask yourself is are you really willing to pay the price of admission. Because membership to this club don't come free.

(beat)

Once you cross that line, you can never go back. And whatever you were before...you'll never be again.

Nate holds his gaze. He sets the gun back on the table.

NATE

Is it true what you said in class that day...about how you killed that man?

Rix answers with his silence.

NATE

Was there a reason?

RIX

I never needed a reason, kid.

NATE

How many did you...

RIX

Enough to know that I'm done.

NATE

What made you change?

Rix considers.

RIX

You know that game king of the hill?

Nate nods.

RIX

Well, I used to be king of this hill. For a time anyway.

NATE

Until someone knocked you off?

RIX

Until someone tried.

Nate looks at Rix. Confused.

Rix explains by opening his shirt. Revealing a gory patchwork of scars. Like someone played tic tac toe on his belly with a blade.

NATE

Jesus...what happened?

RIX

Prison happened. I was in the yard one day. I see this new fish eyeballing me. Not much older than you. I knew what was coming. I could see the flash of metal in his hand. Normally I would've shoved that banger so far up his ass he could've cut his meat with his tongue.

NATE

So, what stopped you?

RIX

Something about that empty look in his eyes. I guess I didn't want to see it in mine anymore. Stabbed me six times and still didn't get the fucking job done. Woke up in the infirmary a day later. Most the population thought I was dead. I requested to serve the rest of my time in the SHU. I knew if he didn't come for me, someone else would.

NATE

You afraid they'd kill you?

RIX

No...I was afraid I'd kill them.

Rix looks at Nate.

RIX
I didn't change, kid. You can't
change who you are. But, you can
stop being what you were. She
taught me that much.

NATE
Miss Barwick?

Rix nods.

NATE
You really care about her don't
you?

Rix weighs the question. Then offers his confession.

RIX
Yeah...I guess she's about the only
good I've ever known.

NATE
(smiles)
And the Tin Man grows a heart.

Rix gathers his make-shift weapons into a bag.

NATE
You got a plan?

RIX
(shrugs)
Stop the bad guys.

NATE
Little elaborate don't you think?

RIX
They just killed a kid. Cops
aren't going to stand around and
negotiate. My guess is they're
going to punch back with a tactical
unit. We're going to keep them
busy until help arrives.

NATE
How?

RIX
By playing the only chip we have.

NATE
And what chip is that?

Rix smiles.

RIX

You.

INT. ELECTRICAL HUB - SAME

Agent Hernandez DESCENDS into the wiring tunnel. Lays flat along a roll slab. A team of agents slinking behind them.

The agents SNAP glow sticks. Use the thick, heavy wiring to PULL themselves along the tunnel. Head toward the prison.

INT. EXECUTION CHAMBER - NIGHT

Manning leads the kids inside the execution chamber. An ELECTRIC CHAIR sits in the center of the room. Surrounded by a glass viewing room. To the left of the chair is the control room.

He lines them up in front of the chair.

MANNING

For this next demonstration I'm going to need a volunteer.

Kids stare at one another. Terrified.

MANNING

No volunteers? Guess, we'll do it the old fashioned way.

Manning points his finger to one of the kids. Moving down the row.

MANNING

Eenie...meanie...miney...moe...
which...one...of...you...lucky...
mother...fucker's...gets...to...
live...no...MORE.

His finger falls on Corey. His face drops.

Inmates grab him from the line. Strap him down in the chair. Corey struggles. Screaming.

They strap his head back in a harness. Plugging his mouth with a rubber ball.

INT. CORRIDOR - NIGHT

An INMATE strolls down the hallway on guard duty. He turns the corner when...

A MIST of SPRAY hits him in the eyes. He drops to his knees. Clawing at the bleach eating into his cornea. Screaming.

Another INMATE charges toward Rix.

ON NATE standing above on the second tier. DROPS a plastic glove filled with acid cleaners.

It SPLASHES over the inmates face. Acid eating into his skin. He falls to the ground.

RIX grabs his RADIO. Eyes Nate. Nice work.

INT. MAIN COMPUTER TERMINAL - BASEMENT - NIGHT

A sterile white room filled with the WHINE of massive computer terminals. We're inside the prison's cranium.

A telescopic camera pokes out of a padlocked grate in the floor. Rotates. Retracts.

A small brush wipes a thick LIQUID across the padlock. The hook disintegrates. Agents spill out one by one. Sporting eye gear with tiny mounted CAMERAS.

AGENT HERNANDEZ
(into collar mic)
We're in.

INT. HALLWAY - CONTINUOUS

Rix and Nate march down a long hallway. Rix clicks his confiscated radio.

RIX
(into radio)
You got your ears on, Manning?

INT. EXECUTION CHAMBER - CONTINUOUS

Manning watches as the kids are herded behind the viewing glass. He picks up his radio.

MANNING
(into radio)
Is that you, Rix?

RIX (OVER COMMS)
Thought you might be interested in
making a trade?

MANNING
(into radio)
What do you have in mind?

RIX (OVER COMMS)
The boy for the woman.

Torres looks at Manning. Shaking his head.

TORRES
Forget it. There's no time...

Manning glances at Corey strapped in the chair. Then to his watch.

MANNING
We got time.
(into radio)
Where?

A side door suddenly WHOOSHES open.

RIX (OVER COMMS)
Follow the open doors.

INT. MOBILE COMMAND CENTER - SAME

The Captain and Agent Wilcox crowd around Sgt. Powell as he sets up his lap top.

SGT. POWELL
There in.

Sgt. Powell pulls up a set of BLUEPRINTS on a laptop.
Prepares to lead his agents through the prison.

ON MONITOR

A view of the kids: Now bound and gagged. Watching Corey in the chair. CONVINCED they are going to die.

ON A MONITOR labeled: Hernandez

A view from the agent's camera.

SGT. POWELL
(into mic)
Hernandez, let's go. Keep 'em
tight to the inner wall.

On the monitor, we see doors blurring past as the agents begin to move.

INT. MAIN HALLWAY - DAY

Agents approach an access door separating portions of the hallway.

SGT. POWELL (OVER COMMS)
All clear on the other side.
Create your skeleton.

Hernandez presses a blank card with a thin cord against the scanner. On the other end is a small device.

ON LCD DISPLAY

Match Acquired. Scan Blank.

Hernandez scans the new access card -- the door SLIDES open and the agents head forward. Along the curved hallway.

Passing one open cell after another. No inmates in sight.

SGT. POWELL (OVER COMMS)
Home stretch. Thirty yards on your
left. Cell block's clear. All
floors.

INT. VISITING ROOM - DAY

Manning and his men enter through the door. Spot Rix and Nate on the other side of the visitors glass.

Rix sits safely behind one of the partitions. Gestures for Manning to have a seat.

Manning sits down. Staring at Rix. Like some ghost from the past. He speaks through a metal grate in the glass.

MANNING
Never thought I'd be seeing you
again.

Rix smiles. Surprise.

MANNING

Correct me if I'm wrong, but didn't
I kill you once already?

RIX

You tried.

MANNING

You're not still sore are you?

RIX

No, I had time to get over it.

MANNING

I'll say. Ten years in the
hole...that's some hard time you
volunteered for.

RIX

It's all hard isn't it?

MANNING

Doesn't have to be.

(eyes Rix)

What are you doing this for?

RIX

Could ask you the same thing. You
actually think you're going to get
away with this shit?

MANNING

Wouldn't be too smart if I didn't.

RIX

Yeah, these sort of hostage
situations usually work out well
for guys like you. I'm sure
they'll just give you whatever you
want. And you can live happily
ever after.

MANNING

Do I look like some two bit con to
you? I'm not a fucking neophyte.
You think I believe in fairy tale
endings. There is no fucking
happily ever after...there's only
happy now.

(beat)

No cop is ever going to give me
what I want...what I want has to be
taken.

RIX

And what is it you want...freedom?
Cause you ain't ever gonna have
that. No matter how far you run.

Manning smiles, sinister.

MANNING

Who said anything about running.

INT. CENTER CELL BLOCK - NIGHT

Agents BURST inside the main cell block. They begin to fan out. It's eerily quiet.

Hernandez leads them on. Agents angle weapons to every available sight line. No inmates in sight.

HERNANDEZ

(into mic)

You seeing what we're seeing?

SGT. POWELL (OVER COMMS)

I don't see anything.

HERNANDEZ

(into mic)

Exactly.

INT. MOBILE COMMAND CENTER

Sgt. Powell hovers in front of the monitor. A view from Hernandez's camera.

Empty darkened cells blurring past.

SGT. POWELL

(into mic)

Just keep moving. Chamber's on
your left.

The agent's spin inside a corridor. Heading for the execution chamber.

INT. EXECUTION CHAMBER - CONTINUOUS

The agents burst inside. Synapsis firing. Hearts throbbing in their chests.

The emergency SPRINKLERS have been triggered. Water shoots from the ceiling. Raining over them. Room flooding.

They spin their aim in all directions. No inmates in sight. The kids are huddled behind a glass wall. Inside the viewing room.

Corey is rigged to the chair. Squirming. Helpless.

Agents fan out. Splashing through the room. Moving toward Corey.

Hernandez removes the rubber ball from his mouth.

HERNANDEZ

It's okay, kid. We're going to get you out of here.

Corey looks at them. Face white.

COREY

It's a trap...

Hernandez looks down at the legs of the chair. The wires have been cut. They lie exposed on the flooded floor.

Hernandez's eyes move to his feet. Covered in ankle-deep water.

And then to the control room. Where...

AGAR rises behind the glass. Hand on the main LEVER.

HERNANDEZ

Retreat...retreat...

INT. VISITING ROOM - SAME

Manning's radio crackles.

BRYCE (OVER COMMS)

Manning...our guests have arrived.

Manning looks at Nate. Gestures to his tablet.

MANNING

Might want to tune in for this one, kid.

INT. EXECUTION CHAMBER - CONTINUOUS

Everything happens fast. Agents charge for the door. Feet splashing.

Hernandez opens FIRE on AGAR. The glass splintering. Bullet proof.

Agar YANKS the lever.

ON the exposed WIRES as they SPARK. A BLUE CURRENT flashes. The floor electrified.

Hernandez's body contorts violently. His feet locked in place. Convulsing. Twitching.

Corey writhes in the chair, unharmed. Watching as agents are electrocuted before him. Bodies vibrating. Eyeballs bulging. Skin bubbling.

And then the lever drops. And so do the bodies. Face first to floor. Human mounds of smoking flesh.

INT. MOBILE COMMAND CENTER - SAME

Sgt. Powell stares at the monitors. Watching helplessly as his men are executed like convicts. Impotent.

He slams the monitor to the floor. Destroying the only thing he can.

SGT. POWELL

You fucking piece of shit coward...

INT. VISITING ROOM - SAME

Rix stares down at the monitor on the tablet. At the smoldering bodies of the SWAT team. He hands the tablet back to Nate. Turns his gaze back toward Manning.

RIX

Killing cops...real smart. You just bought yourself a death sentence.

MANNING

I made that purchase a long time ago.

RIX

You know how this is going to end.
You can't hide behind those kids
forever.

MANNING

I don't need those kids at all.

Manning lights a smoke. Whispers something to Torres. He
heads out the door.

MANNING

You a gambling man, Rix?

RIX

Depends on the game.

MANNING

I'm a poker man, myself. It's not
just a game of chance. A skilled
player knows how to play the cards
he's dealt.

Manning looks to the door.

MANNING

Now, these mother fuckers don't
think I have a hand. They think
I'm bluffing.

RIX

And you think you have the nuts?

MANNING

What I have is two thousand of the
vilest, meanest, cold-blooded,
mother fucker's on the planet.

RIX

Yeah...and they have automatic
weapons.

MANNING

Here's what they don't have...will.
Every one of these men are willing
to die today. Are they?

RIX

Are you?

MANNING

I'm willing to kill if that's what
you mean.

RIX
Yeah...takes a pretty big man to
kill little boys.

Manning's face narrows.

MANNING
No, that takes discipline.

RIX
Is that what you call it?

MANNING
And what would you call this little
bullshit hero act of yours?

Manning nods to the door. Torres enters with Sara. Throws
her to the ground.

MANNING
Is this who you're playing hero
for?

Rix stares at Sara through the glass.

MANNING
What makes her so special? Did she
Dr. Phil you all better? Cast out
the demons? Show you the light?

RIX
She's got nothing to do with you
and me.

MANNING
She does now.

Manning turns to Sara.

MANNING
Look who's come to save you,
counselor. Why don't you thank him
for his efforts...and then say
goodbye.

Sara takes a seat in front of Rix.

Rix returns her gaze. Searching for the words. Can only
find two.

RIX
I'm sorry...

SARA

It's okay.

She glances at Nate standing behind him. A faint smile.

SARA

You did good, Karl.

Suddenly her head tilts back violently. A BLADE draws across her throat. Her head falls forward. Sparing us the gore. Her hand streaks down the glass as her eyes fix.

Rix stares frozen. Whatever light he had in him drains completely. He raises his gaze toward Manning who stands behind her. Knife in hand.

MANNING

I hate long goodbyes.

Rix raises his gun. Fires madly. BANG..BANG..BANG. Manning's face splintering. His distorted smile still in place.

Manning looks to the lifeless body of Sara. Then to Rix.

MANNING

You're no angel, Rix. You're a fucking killer just like the rest of us.

Rix eyes Manning. Ice cold. No emotion in his words. Just an oath.

RIX

That's right...I am a killer. I'm one cold blooded mother fucker. Always have been. And now...now I'm going to kill you.

MANNING

(smiles)

That's more like it.

Manning nods to his men. They head out.

Rix looks down at Sara one last time. Then heads for the door.

INT. MAIN CONTROL ROOM - NIGHT

Bryce sits in front of the control panel. Hands folded expectantly in his lap. His ear piece crackles.

MANNING (OVER COMMS)
Bryce, disable all secondary
security access...I can handle
things from here.

Bryce does. A BUZZING sound rings as he adjusts the security
settings. WARNING icons flash on screens.

BRYCE
(into headset)
It's done.

MANNING (OVER COMMS)
Good. Take your prize. You've
earned it.

Bryce takes off his headset. Wheels himself to a door on the
far side of the room. His face expressionless, serene. A
long, jagged KNIFE in his lap.

INT. SIDE ROOM - CONTINUOUS

An empty white file room. On the floor, lies Officer
Ketchum. Still pinned to a restraining board.

His worse fears realized as Bryce rolls inside. Officer
Ketchum struggles. To no avail. Bryce pushes off his
wheelchair. Onto the floor. Takes out the knife.

He rubs the blade over Ketchum's scarred face.

BRYCE
You remember when I made this mark?
I cut you that day because you took
my dignity. Every night for two
fucking months. I just wanted you
to stop...and then you took my
fucking legs.

Bryce cuts the back of his shirt. Down the center.

BRYCE
What's that saying...eye for an
eye.

Bryce begins to feel along Ketchum's vertebrae. Ketchum's
SCREAMS, are muted by his gag.

BRYCE
You and me are about to get
biblical.

Bryce finds a particular spot on his back. Puts the tip of the knife onto the spot. Holds his FIST over the top of the handle and --

BRYCE
Lower lumbar, L5.

-- SLAMS it down on the knife.

INT. PRISON - NIGHT

An ARMY of inmates huddle in front of a steel door. Eerily silent. Just the sounds of rapid breaths and thumping heart beats.

Manning stands above them on a guard plank. Looking down. Into their anxious faces. Breaks the silence.

MANNING
Your freedom lies behind that door.
Take it.

The steel door WHOOSHES open.

INT. MOBILE COMMAND CENTER

Sgt. Powell slumps in the corner. Still feeling the loss of his team.

Agent Wilcox works the controls. Flashing to views throughout the prison. One empty room after another. No inmates in sight. Prison empty. Like they vanished.

Suddenly her face falls. Realizing.

AGENT WILCOX
(under her breath)
Oh my god...

She turns to Captain Skelly.

AGENT WILCOX
Pull your men back.

CAPTAIN SKELLY
What are you talking about?

AGENT WILCOX
Just do it...now!

EXT. BLACKENBUSH PRISON - NIGHT

Cops stand around their patrol cars. Watching. Waiting.

CLOSE on a GRENADE being launched from the prison wall. We follow it over the edge. Rising through the air. Then falling. Spiralling down onto a patrol car hood.

TINK.

Officer's dive for cover. Wait for the explosion. Nothing.

Suddenly more grenades begin to rain down. Bouncing off the hoods of cars. TINK..TINK..TINK. A metallic hail storm.

Then...WHOOSH.

The grenades explode in clouds of smoke. One after another. Swirling clouds of black vapor engulf the officers.

They begin to cough violently. Clawing at their eyes. Blinded.

Officer quickly drop down their night vision goggles. Go thermal. And then they see it. A thousand RED DOTS swarming in the yard. An army of glowing fire flies. Pulsing.

Captain Skelly races out of the command center. Yelling over the radio.

CAPTAIN SKELLY
(into radio)
Get back...get back.

Too late.

A LOUD CLUNK and the screech of grinding metal. All eyes turn toward the FRONT GATE as it conveyors open.

A breathless beat...and then all HELL breaks loose.

The first wave of inmates storm out. Running aimlessly.

The cops open FIRE. Inmates are instantly ripped to shreds. Massacred. Helpless.

And then we see why. The inmates are handcuffed and blindfolded. Wearing WHITE JUMPSUITS. They've sent out the pedophiles first to draw fire.

Five huge TONGAN prisoner's push a welded steel barricade out of the gate. A massive shield built on sled runners. Like the blade of a bulldozer.

The cops open FIRE again. Bullets pinging off the metal. Sparking. More ammo spent. Cops begin to reload when...

A second wave of inmates rush out. Dressed in SORT team gear. Kevlar. Helmets. Armed with weapons. They open fire.

Captain Skelly watches in horror as inmates pour out. He pulls his service revolver. Opening fire.

BANG!

His chest explodes with blood. He looks up toward the GUARD TOWER. To the barrel of a SNIPER. Another muzzle flash.

Captain Skelly is blown backwards. Inmates trampling over him. Stripping him of his gun.

On the SNIPER as he fires randomly into the melee. Cops begin to drop. One after another. They dive for cover behind their patrol cars.

ON SGT. POWELL as he sprints to the SWAT van. Pulls out a sniper rifle of his own. Climbs to the top of the van. Takes aim at the MUZZLE FLASHES igniting from the tower.

THROUGH the SCOPE he finds his mark. An inmate FIRING madly.

BANG. His rifle kicks. The muzzle flashes stop. Only for a brief second. Until another inmates picks up his fallen comrades gun. And the shooting begins again.

In the YARD. Inmates sling shot homemade moltav cocktails over the wall. We follow one over the edge as it lands in front of a patrol car. Exploding in flames. Several officers turned into human torches. Running aimlessly.

And then it happens. The flood gates break open completely. Hundreds of inmates CHARGE through the opening. Funneling out. Carrying whatever make-shift weapons they have.

Some are mowed down immediately. Only to be followed by another wave..and another..and another.

Agent Wilcox huddles in the distance. Watching in shock at the war before them.

AGENT WILCOX

God help us...

We see quick flashes of the horror.

Cops being driven through with make-shift spears. Throats slit with razored-toothbrushes. Clubbed with bars. Beaten with bare fists. Torn limb to limb.

Automatic weapons no match for the sheer savage brutality. It's a policemen's duty versus a prisoner's desperation.

ANGLE ON SGT. POWELL. Firing madly from the top of the SWAT van. Agent Wilcox runs after him. Screaming from down below.

AGENT WILCOX

It's no use. There's too many.
We've got to find a way to close off
the gate.

INT. HOLDING CELL - SAME

The kids have been moved to a holding cell. Quentin stands guard. Torres approaches the outside of the cell. Shotgun in hand. He looks to the kids. Ominous.

TORRES

Open the door.

Quentin looks behind him.

QUENTIN

What happened to the lady?

TORRES

Just open the door.

Quentin looks at the faces of the kids. Helpless.

QUENTIN

You said you'd let them go.

TORRES

Change of plans. Now open the
fucking door.

Quentin raises his gun toward Torres.

QUENTIN

No...

Quentin eyes Torres.

QUENTIN
I'm not like you.

Torres smiles ugly. Then raises his gun in Quentin's face.

TORRES
You're right.

He starts to squeeze the trigger...

BANG! Torres's head explodes in a mist of blood. Body drops to the floor.

Rix stands behind him. Cold blooded eyes squinting. He takes the gun from Quentin. Eyeing him.

RIX
He would've killed you.

Quentin looks down at his dead brother. Knowing he's right.

Nate uses the tablet to open the cell door. Kids file out.

Rix looks to Nate.

RIX
Can you get them to the roof?

Nate nods.

NATE
What are you going to do?

Rix looks to Quentin.

RIX
You know where I can find Manning?

QUENTIN
Yeah...

Nate stares at Rix.

NATE
You don't have to do this. When they find out what you did in here...they can parole your sentence.

Rix looks hard at Nate. Then turns to Quentin. Resolved.

RIX
Where is he?

EXT. BLACKENBUSH PRISON - NIGHT

Now a war zone. Inmates advancing. Cops desperately try and hold back the onslaught. Losing ground fast as a steady stream of new inmates pour out.

INT. SWAT VAN - NIGHT

Sgt. Powell fires up the ignition. He looks to a stack of C4 explosives in the passenger seat.

He eyes the front gate. Inmates pouring out. He slips it in drive.

Punching the accelerator.

EXT. BLACKENBUSH PRISON - CONTINUOUS

The SWAT van rifles through the melee. Inmates pinging off his bumper.

Sgt. Powell pilots the van right for the opening at the front gate. He jams his rifle into the throttle. Leaps out. Rolling.

The van clips a patrol car. Flips in the air. Skidding on it's side.

It rams into the opening of the gate. Taking out several of the rushing inmates.

Sgt. Powell pulls out a detonator. Flipping the switch.

The van EXPLODES in a giant fireball. Blowing several inmates up. Sealing off the main gate in a pile of burning rubble.

Cops quickly take advantage. Opening up on the remaining inmates.

Several run toward a prison TRANSPORT BUS.

INT. PRISON TRANSPORT BUS - CONTINUOUS

Inmates cram inside. One takes over the wheel. The others smash out windows. Open fire on the cops.

EXT. PRISON TRANSPORT BUS - CONTINUOUS

The bus lurches forward. Slamming through a few police cruisers. Swerving. Heading for the main road.

Police open up on the tires. Bullets pinging.

The two right tires of the bus EXPLODE. Rubber peeling off the rims as...

INT. PRISON TRANSPORT BUS - CONTINUOUS

The driver fights the wheel. Prisoners grip seats with white knuckles. The bus VIOLENTLY SWERVES, then BOOM -- FLIPS -- LAUNCHES into the air --

-- strikes the ground. Traverses the parking lot. TAKES OUT LIGHT POLES. A cape of SPARKS trails as the bus slides on its side. Finally coming to a stop.

The bus is surrounded in seconds. Inmates climb up and out of the overturned bus. Desperately try and open fire. Cops mowing them down.

INT. PRISON YARD - CONTINUOUS

A mob of inmates RUSH the main door of the prison. Only to find it LOCKED. They bang on the door. Helpless.

They turn to see cops advancing on them. Surrounded. No where to run. And thanks to Manning...no where to hide.

INT. PRISON STAIRWELL - NIGHT

Nate leads the kids up a narrow stairwell. Punching open doors with his tablet.

They make it to a maintenance door leading to the roof top. Nate tries to use his tablet. Doesn't work.

Corey looks at the door.

COREY

It's not electric. It's just a standard lock.

Luther looks at the others.

LUTHER

Anyone got a credit card?

Antone snaps off his laminated I.D. card.

ANTONE

Will this work?

Luther goes to work on the lock. He releases the latch.
Opening the door.

EXT. ROOFTOP - NIGHT

Nate and the others file onto the roof. Spot a helicopter in the distance. They begin to wave madly.

A spotlight finds them. Helicopter roars overhead. Hovering down.

Kids run for the chopper. Piling in.

Nate approaches the door. Hesitates. Looking back.

Quentin reaches his hand down. Yelling over the rotors.

QUENTIN

What are you doing...let's go.

NATE

I can't let him do it. Tell them everything you know. Tell them to send help.

Nate chases back toward the prison.

EXT. BLACKENBUSH PRISON - NIGHT

Cops begin to get the upper-hand. They hold the front gate. Chasing down inmates trying to flee.

Sgt. Powell and Agent Wilcox watch from a distance.

SGT. POWELL

It's over.

Agent Wilcox stares over the melee. Mind spinning.

AGENT WILCOX

If your plan was to charge the front gate...wouldn't you do it sooner? Before the cops had a chance to set up a defense?

SGT. POWELL

What are you suggesting?

AGENT WILCOX

He takes hostages, makes demands we can't meet, then shoots one.

(beat)

Why?

SGT. POWELL

Because he's fucking crazy that's why?

AGENT WILCOX

Because he knew what our next move would be. He baited us with our own playbook. He knew we'd go tactical after killing a hostage. Don't you see...he needed that SWAT team to enter.

SGT. POWELL

Why?

AGENT WILCOX

To show him a way out.

EXT. ELECTRICAL COMPLEX - NIGHT

An ambulance, a few patrol cars, and a large passenger van rest outside the electrical complex. Out of line from the prison.

An OFFICER'S radio crackles. He picks up.

OFFICER

Go ahead.

AGENT WILCOX (OVER COMMS)

We have reason to believe inmates are escaping through the electrical hub. Be armed and...

BANG.

The Officer goes down. Others spin.

Manning and his team crawl from the hole. Opening fire.
Officers crumbling.

Drake turns to the prison in the far distance.

DRAKE

They're getting slaughtered back
there.

(eyes to Manning)

You promised them freedom.

MANNING

I promised them a chance...which is
more than they ever had.

Gunther commandeers a passenger van meant to haul the
hostages. Manning and the others pile inside. Screeching
off.

INT. ELECTRICAL HUB - NIGHT

Rix pulls himself along the tunnel. Slinging himself forward
along the cables. Racing.

EXT. BLACKENBUSH PRISON - NIGHT

The helicopter lands outside the prison walls. Kids are
ushered off.

Sgt. Powell and Agent Wilcox watch from a distance. Agent
Wilcox checks a list of hostages. Pulls out a photo of Nate.

AGENT WILCOX

One's missing.

Quentin approaches.

QUENTIN

He went to try and stop him.

SGT. POWELL

Stop who?

EXT. ELECTRICAL COMPLEX - CONTINUOUS

Rix emerges from the tunnel opening. Surveys the dead
officers in front of him. Then he sees something that stops
him cold. Something he hasn't seen in twenty years.

The outside. No concrete walls. No steel bars. Just wide open space. As far as the eye can see.

He takes a moment to breath it in. The land. The sky. The air. He looks at the horizon as if seeing it for the first time. Eyes reaching past the open fields to the freedom that lies beyond them.

He can just walk away. He can be free. Instead...

He pries a gun from one of the dead officer's hands.

NATE (O.S.)
You're going to kill them aren't you?

Rix turns to see Nate standing behind him.

RIX
What the hell are you doing here?

Nate looks at the gun in Rix's hand.

NATE
You said you were done.

RIX
I was.

Rix makes his way to an idling patrol car. Pops the trunk. Pulls a shotgun from a cradle in the back. Empties a box of shells into his pockets.

NATE
But you're not like that anymore...remember?

Rix slams the trunk door.

RIX
Go home, kid. Go back to school. Go fuck your girlfriend. Forget about all this.

Rix climbs INSIDE PATROL CAR.

Nate climbs in beside him. Slamming the door closed.

NATE
I'm going with you.

RIX
Get out of the car.

Nate buckles his seatbelt. Staring ahead. Defiant.

NATE

You going to let them get away?

Rix hesitates. Then shakes his head.

RIX

You're one stubborn mother fucker,
you know that?

Levels his eyes with Rix.

NATE

Makes two of us.

Rix slips the car in drive. Peels off. Throttling down a dirt road. His future quickly disappearing behind him as he heads straight toward his past.

EXT. PRISON YARD - NIGHT

Several Army National Guard helicopters hover over the yard. Inmates crowd against the wall. Covering their eyes from the rotors dust spray.

The helicopter's fire off canisters of tear gas at the mob. Red smoke spraying.

Infantry begin to fast rope down. Forming a defensive line. They drop down their gas masks. Rifles leveled.

The inmates huddle together. Eyes blinded. Realizing it's hopeless. They begin to lie on the ground. Legs crossed. Hands behind their head.

EXT. PRISON FIELDS - NIGHT

A few inmates run for their freedom only to be chased down by an army of patrol officers, police dogs, and sweeping helicopter spot lights.

On inmate hides in a tree. Dogs barking at his feet. Flashlights cut through the trees. Advancing on him. No escape.

He looks back at the prison that looms in the distance. He strips off his belt. Ties one end around a branch. The other around his neck.

He leaps to his death. Dogs barking at his feet.

EXT. RANCH HOUSE - PRE-DAWN

A small weather beaten ranch house rests off a dirt road. A few miles from the Mexican border. Light leaks from the dust-caked windows.

The passenger van pulls up outside. Manning and his men step out.

INT. RANCH HOUSE - SAME

Manning enters the house. An old, leather-faced, Mexican man, HERBERTO, sits in a rocking chair. Wearing dark shades.

VOICE (O.S.)

You're late.

Manning turns toward the voice. CARLOS REYES sits at a table. We recognize him from Agent Wilcox's photo. Manning's old cellmate.

He tosses a few duffle bags at their feet. Manning filters through one of the bags. Filled with clothes, cash, and fake I.D.'s.

Manning smiles.

MANNING

Better late than never.

Manning looks to the old man.

MANNING

This our coyote?

Reyes nods.

Herberto smiles. Lifts his shades. Revealing albino blue eyes. Light sensitive. Like a mole.

REYES

Fucker's damn near blind top side.
Put him in hole...he'll see you all
the way to China.

Manning slings a bag over his shoulder.

MANNING

Where's the tunnel?

EXT. RANCH HOUSE - SAME

The patrol car pulls off the side of the road. Into the brush.

Rix steps out with his shotgun. Nate following. They stoop behind the patrol car.

RIX

Stay here.

Rix takes off. Disappearing behind a small shed.

Nate stares off toward the house. Watching anxiously.

Suddenly he hears movement in the tall grass behind him.

He spins.

WHACK!

The butt of a rifle knocks him out cold.

RIX stands over him.

RIX

Sorry, kid...you don't want to see this.

He loads Nate into the back of the patrol car.

INT. RANCH HOUSE - SAME

Manning and his men have quickly changed out of their prison blues. Reyes unfolds a map on the table. Pointing over it.

REYES

It's a two mile hump to the border. Someone will be waiting for you on the other side. They'll escort you to a safe house just outside Nogales.

Suddenly a KNOCK at the door.

Guns instantly swing in the direction of the sound.

Manning eyes Herberto.

MANNING

You expecting someone, amigo?

Heberto shakes his head.

Manning gestures to Gunther.

Gunther makes his way to the door. Presses the barrel of his gun against the wood. Face high.

GUNTHER

Who is it?

BOOM! Shotgun blast splinters the door wide.

Gunther is blown across the room. Landing in a bloodied heap. Staring down at the hole that is his stomach.

GUNTHER

I'm fucking shot.

Ming and Drake. Pepper the front door. Bullets shredding the door in splinters.

Silence. The door swings loose. Barely hanging from the hinges.

MING

Think we got him?

A MUZZLE FLASHES from a side window. Glass shatters. Ming is blown back. Dead before he hits the ground.

Drake spins his aim to the window. Firing madly.

Manning looks at the darkened window. Then to lights.

MANNING

Kill the lights.

Reyes fires a shot at the lights above. Room falling dark. Pitch black.

Drake spins his aim. Canvassing the room. Just the sounds of heavy breathing and fear.

DRAKE

You think it's the cops?

MANNING

No...it's him.

The sound of CREAKING SPRINGS as a SCREEN DOOR SLAMS SHUT in the back of the house.

Drake spins. Firing in the direction of the sound. Muzzle flashes strobe an empty hallway.

At the end of the hallway a light from the pantry glows.

MANNING

That you, Rix?

No response. Just the eerie ECHO of SHELLS being loaded one at a time. Followed by the unmistakable sound of the pump-slide of a shotgun being COCKED.

Manning smiles. Enough said.

He gestures to Drake to cover him.

Manning moves slowly down the hall. Gun trained.

He reaches the end. Slowly peeks his gun around the corner. Then OPENS FIRE. Spraying bullets everywhere. He stops. Spinning every direction. The pantry empty. No one in sight.

ON DRAKE as he stares down the hallway.

DRAKE

You get him?

A TRIGGER COCKS behind him.

Drake slowly turns to see...

RIX standing at the door. Eyes locked purposefully. No emotion. No words. No hesitation.

He FIRES.

Drake is BLOWN back. Falls dead at the couple's feet.

Rix spins his aim toward Reyes. Reyes drops his gun. Raises his hands in the air.

REYES

Be cool, man...let's talk...

Rix FIRES. Reyes crumples.

BANG. A LAMP explodes next to Rix.

Rix turns to Gunther. Lying on the floor in a heap. Holds his bleeding stomach together with one hand. Fires his gun with the other.

Bullets ping wildly around Rix. None of them close to hitting.

Gunther empties the magazine. CLICK..CLICK..CLICK.

Rix walks over to Gunther. Raises the shotgun to his face.

Gunther looks down the barrel. Then raises his eyes up to Rix.

GUNTHER

What the fuck you waiting for?
Finish it.

Rix does. Delivering a shot to the head. His face becoming one with the wall behind him.

He turns his aim to Herberto.

Pale blue eyes staring up at him. Helpless.

Rix gestures to the door.

RIX

Go...

And he does. Stumbling out the door.

Rix quickly reloads. Heads down the hall to the pantry. Manning nowhere in sight.

He looks to the open screen door. Stepping through to the outside.

EXT. RANCH HOUSE - PRE-DAWN

The first glimmers of light begin to glow on the horizon. Rix surveys the landscape. Eyes hunting.

Scans a field of weathered farm equipment. Rusted out tractors. Broken plows. Then looks to the Barn. Door BANGING in the wind.

He moves toward the barn.

INT. BARN - CONTINUOUS

Rix moves in slowly. Scanning the darkened stalls. He spots the trap door in the center of the floor.

He swings it open. Onto the tunnel opening.

INT. TUNNEL - CONTINUOUS

Rix drops down into a corrugated tunnel. Total darkness. Rix fumbles with his lighter. Clicks it on. He raises the flame toward a small fuse box. He FLIPS on a row of switches.

A string of hanging LIGHTS begin to FLASH on. Dominoing down the corridor onto the....

FACE of MANNING. Standing at close range. Gun raised. BANG!

Rix takes one in the shoulder. Blown backwards. He returns fire. BANG..BANG..BANG. His MUZZLE BLASTS light up Manning sprinting away. Like a FLASHBULB popping.

Final FLASH and we see Manning stumble around a bend.

Rix pulls himself to his feet. Giving chase.

EXT. RANCH HOUSE - PRE-DAWN

Nate stumbles out of the patrol car. Feeling the dried blood on his head. He looks around. Rix nowhere in sight.

He moves toward the ranch house.

INT. FARM HOUSE - CONTINUOUS

The shattered front door slowly pushes open. Nate steps inside. He freezes at the sight before him.

The twisted bodies of Gunther, Ming, and Drake lie on the floor. Twisted grotesquely in various positions. Flies have arrived on the scene. Swarming over the pools of blood.

Nate sees a body lying face down. Fearing the worst. He pulls over the body. Reyes' dead eyes stare up at him.

His face pales as he takes in the fresh violence. The smell of death sucking the air out of the room.

He falls back outside the door.

EXT. RANCH HOUSE - PRE-DAWN

Nate runs out of the house. Falls to his knees. Heaving. Vomiting up the image before him.

He wipes his mouth. A SOUND turns his head. The open BARN DOORS. BANGING in the wind.

EXT. MEXICAN BORDER - PRE-DAWN

Rix crawls from the tunnel opening. He scans the desolate horizon. Mini funnel clouds of swirling dust sway in the wind. Like the licking flames of a fire. Like hell on earth.

Rix squints in the dust. Manning nowhere in sight.

He notices a rutted road the leads over a small ridge. Rix makes his way to the top of the ridge line. Stares down the embankment.

MANNING stands at the side of the road. A TRUCK approaches in the distance. A trail of dust snaking behind it.

ON MANNING as the truck nears. Waving frantically.

ON THE DRIVER. His POV as he sees Manning through the glass.

TINK...TINK... Gunshots spiderweb the windshield. Driver slumps dead over the wheel.

Manning dives out of the way as the truck careens off the road. SLAMMING down a gully. Flipping end over end. Landing belly up in a tidal wave of dust.

Rix stands in the road. Gun leveled. He fires toward Manning.

Manning sprints across the road. Diving into the ravine.

Rix follows. Moves past the overturned truck. Twisting inside the ravine.

Gun scanning left and right. Searching for movement. Ears hunting for sounds. The rustle of a bush. The snap of a twig. All we can hear are his strained breaths over the rustling wind.

He makes his way around a corner. Notices dirt clods tumbling down the embankment. Rix climbs back up onto the road.

Sees Manning sprinting over the ridge. Back toward the tunnel.

Rix follows him over the ridge. Spots the tunnel opening on the other side.

He moves toward the tunnel. Slowly lowers his aim down into the darkness.

BANG!

A shot whizzes by Rix.

He spins his aim behind him.

MANNING is there. FIRING. Framed against the rising sun.

Everything around Rix seems to freeze. The slide of Manning's gun kicking back. The spent shells popping into the air. The razor thin bursts of blue flames spitting from his muzzle.

And then the bullet strikes him in the chest. The impact knocking Rix backwards.

Falling. His world tipping upside down. Twisting. He hits the ground. Shot still ringing. Feels the warmth of his blood pumping from his chest.

He tries to raise his gun.

Manning's boot pins his hand to the ground. He takes the gun. Tossing it to the side.

He drags Rix through the dirt. Propping him up against a small Joshua tree. Points the gun in his face.

MANNING

Look at me, you fuck. Look at me.

Rix spits blood. Then locks eyes with Manning. Resolved.

BANG!

Blood splatters over Rix's face.

Manning falls on top of him. Shot through the chest.

Rix pushes him off. Staring up at.

NATE

Holding Rix's gun. Standing at the edge of the tunnel.

He stares down at Manning. Still alive. Dying slow. Choking on his own blood. Mouth gapping like an air-starved fish. Eyes frozen in shock. Violent. Ugly.

Rix stands up. Sees the empty sickened look in Nate's eyes.

RIX
Look away, kid.

Nate can't. Eyes fixed on Manning.

Rix pries the gun from his hand.

RIX
You did nothing wrong.

Nate just stares.

Rix walks over to Manning. Sucking in his last gasps of air.

Rix finds his eyes. Presses the barrel tight against his forehead. Doesn't have to say anything. Manning knows. This one's for her.

Rix FIRES off the kill shot.

Manning's body slumps forward. Dead.

Rix turns back to Nate. Points to Manning.

RIX
I did this. Not you.

Rix looks hard at Nate. Taking Manning's death upon him.

RIX
You're clean.

Rix looks to the ranch house far off in the distance. A huge cloud of dust rises as blinking patrol cars advance.

RIX
Now walk away. Walk away and don't
you ever fucking look back.

Nate sees the blood on Rix's chest. Wounded. Dying.

NATE
What about you...

Rix shakes his head.

RIX
It's too late for me.
(beat)
It's not for you.

Nate looks at Rix. Understanding.

RIX

Now go...get the fuck out of here.

Nate hesitates. Then slowly turns from Rix. Blinking patrol cars appear on the horizon. He walks toward them. Eyes trained forward.

Rix watches as his one good thing fades into the distance.

He collapses to the ground. In the shade of a Joshua tree. Staring upward. No bars above him. Only open sky. First rays of morning light cascading through the prickling branches. Trickling down.

Rix let's his gun drop. Reaches his hand out. Touching the tiny rays of light. He cups it in his hand. Holding it. If only for a brief, fleeting moment. Until his eyes fix...

...and the darkness takes him.

EXT. PRISON GRAVEYARD - DAY

Freshly dug graves pepper the prison's graveyard. Row upon endless row of fallen inmates.

We push over the mounds of dirt. Stopping on a small unassuming grave maker. A simple white cross. The name KARL RIX etched outside. No birth or death date marked below his name. Just his inmate number.

EXT. RESTAURANT (MONTHS LATER) - NIGHT

A long line of cars crowd a valet. People streaming in through the lobby doors.

Nate watches intently from across the street. He eyes a particular COUPLE as they get out of their car. Heading into the restaurant.

Nate rubs out his smoke. Crosses the street. He whispers something to one of the Valet Attendants. Points to the Couple's car. Passing him a wad of cash.

INT. RESTAURANT - NIGHT

The Couple are seated in booth toward the back. Laughing over a glass of wine when Nate approaches them.

He looks to the woman.

NATE

Excuse me...are you Kayla?

KAYLA looks at her husband. Then to Nate.

KAYLA

Do I know you?

NATE

No, ma'am...you don't. I knew your father.

KAYLA

I'm sorry...you must have me mistaken for someone else. My father died before I was born.

NATE

Yes, I know...but there's something he left behind.

Nate reaches into his pocket. Pulls out the STORAGE KEY found in Rix's possession's box. He lies it on the table.

NATE

I thought you should have it.

Kayla picks up the key. Shakes her head.

KAYLA

I don't understand...what it's suppose to open?

NATE

I have no idea...but, I thought you might want to find out.

Nate leaves her at the table.

EXT. RESTAURANT - NIGHT

Nate makes his way out the door when Kayla runs after him.

KAYLA

Wait...

Nate stops, turning.

KAYLA

It was lie...what my mother said. I know the truth.

(MORE)

KAYLA (CONT'D)

I read about him in the papers.
How he killed that man. They said
he was a monster.

Nate shakes his head.

NATE

No ma'am...he wasn't any monster.

KAYLA

How do you know?

NATE

Because...he saved my life.

Nate turns. Heads across the street. Into the streaming
traffic. Lost in the glowing lights.

Not looking back. Not once. Not ever.

FADE OUT...

THE END