

BREAKOUT KINGS

"Pilot"

by

Matt Olmstead and Nick Santora

January 1, 2010

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TEASER/ACT ONE

INT. PRISON - DAY

CHYRON: Fishkill Correctional Facility -- Beacon, N.Y.

Cons play cards, lift weights, buy drugs. Everyone's just riding out their time. Everyone except...

INT. PRISON CELL - SAME TIME

... AUGUST TILLMAN (28). We're TIGHT ON this bad-ass con's face as it grimaces, sweats, becomes a shade of CRIMSON.

REVEAL: from the bottom bunk he grips the bars of the bed frame above -- holding himself parallel like a gymnast. After he can't hold on any longer, he drops to his mattress.

He checks his watch, then removes a pencil stub and piece of paper from under his bunk. We get a good look at the STAR TATTOO on his neck. He unfolds the paper to reveal a list of increasingly-longer times. This one... *3 mins. 45 sec.*

INT. PRISON INDUSTRIES - DAY

Tatted-up cons work for 12 cents an hour. Tillman punches license plates. On the QT, he uses a sheet cutter to slice off the corner of a plate. He approaches a GUARD, shows the "defective" plate. Guard eyeballs it for a sec, then nods to a Recycle Bin behind him. Tillman approaches it, but doesn't toss the plate away; he slides it into a small, imperceptible slit in the drywall. A stash spot.

EXT. PRISON REFUSE COLLECTION - DAY

CHYRON: One Month Later

Tillman exits the Prison Industries building to empty a scrap-metal bin in a dumpster. As soon as he's outside, he looks over at a FOOD SERVICE TRUCK across the area.

ANGLE ON: Two food service EMPLOYEES bullshitting with the three GUARDS on duty. This is it. Tillman reaches inside the bin and removes a thick stack of 30 license plates.

He hustles to the service truck. Once there, he unfolds the licenses. They've been hinged together and painted dark grey.

Shoulder/ankle straps enable him to slip on this crudely-fashioned half-suit of armor. He hits the ground and slides under the truck. TIME CUT TO:

EXT. PRISON FRONT GATE - DAY

The food service truck slows at the gate. A GUARD uses an extended mirror to inspect the truck's undercarriage.

ANGLE ON Tillman, holding himself parallel under the truck, just like he practiced. But the Guard sees nothing but metal. He waves the truck on. The driver beeps goodbye, drives off.

EXT. RURAL ROAD - DAY - 4 MINUTES, 12 SECONDS LATER.

The truck stops at a light. The MALE DRIVER whistles pleasantly. His FEMALE COWORKER rides shotgun. They hear a loud CLANG outside, look at each other curiously.

MALE DRIVER
What the hell was that?

He reaches for the door handle to check it out just as the grease-covered Tillman busts through the window. As the female employee SCREAMS we MATCH CUT TO:

INT. U.S. MARSHAL SITUATION ROOM - DAY

Tillman's MUGSHOT is front and center on a wall-sized screen. REVEAL 10 frustrated U.S. MARSHALS of varying rank staring at the image. DIRECTOR KNOX, 50, addresses the room.

KNOX
Nothing on this bottomfeeder?

Deputy Director CRAIG BOLANDER, 40, steps forward.

BOLANDER
We've got every local law enforcement agency on alert --

KNOX
(pissed off)
-- He's broken through the initial perimeter, Craig. He's down the road by now.
(to everyone)
Room full of U.S. Marshals who can't find their asses with both hands and a flashlight --
(points to Tillman photo)
This guy is *Omaha* all over again.

CHARLIE (O.S.)
I can get him.

ALL HEADS TURN TO CHARLIE DuCHAMP, 32, Black/Latino. As evidenced by his spit-shined shoes and perfect knot in his tie -- he's an ex military man -- no nonsense.

BOLANDER
Not now, DuChamp.

CHARLIE
Then when? After he kills somebody?
In Omaha, that fugitive took out
five coeds because we were chasing
leads instead of taking the lead.
(turns to Knox)
I've got a plan - but someone in
this department's gonna need to have
the nuts to approve it, or we can
just sit around all day waiting for
housewives to call in 1-800 tips.

As a seething Bolander grabs Charlie's elbow, tries to move him to the door...

BOLANDER
Let's talk in the hall, Charlie.

KNOX
Hold on.

Beat, Knox looks at Charlie - as does the whole room.

KNOX (CONT'D)
Let's hear it.

AS WE PUSH IN on Charlie, we know that his plan better be a damn good one. HARD CUT INTO:

INT. PRISON - LAUNDRY SERVICES - DAY

CHYRON: Sing Sing Correctional Facility - Ossining, N.Y.

We move past the cacophony of the laundry facility to the back area -- where SEAN "SHEA" DANIELS, 28, Black, has his feet up on the desk, mid-sales pitch to a YOUNGER CONVICT.

SHEA
-- see, all the short cuts and ins
and outs I've perfected to make
working here the most desired slot -
- those tid bits are what they call
intellectual property. So if you
job-up here, I need compensation.

YOUNGER CON
But three dollars a week is more
than half what I make.

SHEA
Okay, now it's three fifty.

A GUARD approaches. Shea doesn't take his feet off the desk.

SING SING GUARD
Shea.

SHEA
I'm conducting business.

SING SING GUARD
You're being transferred.

Off Shea. That got his attention.

EXT. PRISON YARD - DAY

CHYRON: Rahway State Prison - Avenel, N.J.

Four TOUGH CONS play cards while a SLIGHTLY-BUILT CON acts as a cabana boy. Emptying their ashtrays and filling their drinks. One con taps his ash onto the slight con's forearm.

TOUGH CON #1
Raise you two.

The slight con shakes his head. Bad bet. A GUARD approaches.

RAHWAY GUARD
Lowery.

ANGLE ON the SLIGHT CONVICT: LLOYD LOWERY, 38, White, former child prodigy.

RAHWAY GUARD (CONT'D)
Pack it up. You're shipping out.

LLOYD
Out of here?

The guard nods. A beat, then Lloyd DUMPS the bucket of sand and cigarette butts in the middle of the poker table.

LLOYD (CONT'D)
Ciao, bitches.

The TOUGH CONS jump up, pissed. As Lloyd is escorted off by the Guard, we PRE-LAP a rough but enthusiastic rock band --

CHRISTIAN PRISON BAND (O.S.)
This train don't carry no gamblers...

INT. PRISON - MUSIC ROOM - DAY

CHYRON: Coxsackie Correctional Facility - W. Coxsackie, N.Y.

Five CONVICTS bash away at their instruments. KERRY GUNDERSON, 35, white, shifty, plays bass and "sings."

GUNDERSON
*..liars, thieves nor big shot
ramblers, this train is bound for...*

A DOOR OPENS O.S. and the band immediately LURCHES to a stop.

COXSACKIE GUARD
Gunderson.

The Guard beckons with his finger. Off Gunderson, perplexed.

INT. PRISON - CELL - DAY

CHYRON: Muncy Correctional Institution - Muncy, PA.

PHILOMENA "PHILLY" ROTCHLIFFER, 30, White, a Siren if there ever was one -- is packing up her belongings. A MALE GUARD, slightly panicked, enters the open gate.

MUNCY GUARD
I just heard. Where are they
sending you?

PHILLY
I don't know.

MUNCY GUARD
But... when will we see each other?

PHILLY
Every night when we close our eyes.

As she finishes packing...

MUNCY GUARD
You forgot the perfume. The one I
risked my job sneaking in for you.

She stares at the perfume near the toilet.

PHILLY
Right. I wanted you to keep that.

She turns to move out.

MUNCY GUARD
Philly, if this is it, can I please
-- finally -- kiss you?

He leans in -- as Philly deftly slips to the side.

PHILLY
It would just make it harder, Eric.

She heads out. The Guard is left empty-handed -- once again.

INT. UNDERGROUND GARAGE - DAY

CHYRON: New York, N.Y.

Shea, Lloyd, Gunderson and Philly stand, cuffed in 4-pieces, still in prison blues.

Four vans -- with waiting drivers -- in the background. Charlie stands in front with GRAHAM WESTON, 36, White -- a cop's cop, and Charlie's partner.

CHARLIE

This is your lucky day, turds. Since you four were the toughest runners Graham and I ever caught -- that qualifies you for this offer --

GRAHAM

-- which you don't deserve.

CHARLIE

But necessity being the mother of all evil --

GRAHAM

-- Invention --

CHARLIE

-- Whatever. We've decided to use fugitives to help us catch fugitives. Dirty, no-good, nothing-to-lose, broke-out-of-prison fugitives.

GRAHAM

Just like you douchebags were.

CHARLIE

Deal's simple. You'll be transferred to Maybelle Minimum Security Prison. Twenty minutes north of the city. Each fugitive you help apprehend gets you a month off your sentence. One of you tries to run -- you all get sent back - your *sentence* doubled. Any takers?

A beat as the cons take all this in. Then:

GUNDERSON

This seems risky. Like, my-neck's on-the-line-type risky.

(beat)

Two months or no go.

CHARLIE

Take care, Gunderson.

Before Gunderson knows what's going on, Graham grabs him and starts moving him into an open van door. Gunderson pleads --

GUNDERSON

C'mon guys, you know me --

GRAHAM

-- Not anymore.

Graham SLAMS the van door closed. ANGLE ON Charlie.

CHARLIE
 This offer expires in 5 seconds.
 Now who's in?

Philly, Shea and Lloyd raise their right hands -- as far as
 the four-piece irons will allow. SMASH TO:

INT. TASK FORCE OFFICE - BULLPEN - MORNING

Tillman's MUGSHOT is up on The Board in this old warehouse in
 NYC's Meat Packing District. Scores of unpacked boxes denote
 that they're still moving in. The whole gang has files on
 Tillman - the cons, now uncuffed, peruse the documents.

CHARLIE
 August Tillman. Six months into a
 25-year bid for killing a biker in
 a bar who called his wife a *bitch*.

LLOYD
 The biker called his *own* wife a
 bitch, or *Tillman's* wife a bitch?

GRAHAM
 Yeah, Tillman went around the
 country killing guys who insulted
 their own wives.

(beat)
It was Tillman's wife you idiot.
 Y'know, I'd forgotten what a pain
 in the ass you are.

LLOYD
 I can't ask questions?

CHARLIE
 (plowing onward)
 Yesterday Tillman hid under a food
 service truck, beat the hell out of
 the two employees, stole the ride,
 dumped it a few miles away - now
 he's in the wind.

PHILLY
 Any lifelines? What about
 Tillman's wife?

CHARLIE
 Gwen Tillman... Got a restraining
 order the day after the murder,
 then a divorce when Tillman was
 sentenced. She's since re-married.

LLOYD
 This Tillman's got a full blown
 case of PDC...
 (looks to Philly)
 Don't worry, sweetheart, it's not a
 venereal disease.

Philly just looks at him as Lloyd stands, orates to the others like he's a professor because, well, he used to be one.

LLOYD (CONT'D)

His record since he was a teen shows a steady increase in violence - simple assault, felonious assault, battery with intent to commit bodily harm -- not to mention killing some barfly who besmirched his lady's honor.

CHARLIE

Lowery, quit shaking your ass and get to it.

LLOYD

PDC. Progressive Detachment from Consequence. He doesn't care who he hurts or how badly he hurts them; so long as he doesn't wind up back in the pokey. Layman's terms, this guy's a Grade A Psycho.

SHEA

If that's how it is, we're gonna get strapped, right?

CHARLIE

Sure. You want a Glock or Beretta? *No cons get weapons*. You'll get cell phones for when we're in the field and that's it.

PHILLY

What about a clothes? We can't run around in prison blues.

SOFT WOMAN'S VOICE (O.S.)

I might have a hit.

They turn to see JULIANNE SIMMS (28, White, pretty); she's the "funnel" of the group - all information, tips and data go through her. She's hesitant, anxious to have everyone's eyes on her. Philly looks at Julianne, dressed in normal clothes.

PHILLY

Like her. How comes she's got new gear?

GRAHAM

'Cause she's a civilian. And she'll be treated with respect.
(to Charlie, re: cons)
You sure about these guys? 'Cause they're acting like they're still back in the yard.

Charlie gives Graham a "relax" gesture; turns to Julianne...

CHARLIE

What do you have, Julianne?

JULIANNE

Jon Phelps. Tillman ran with him
in high school - they got popped
for a D&D when they were 18...
(a beat, then...)
He was found at his home in Baltimore
an hour ago -- beaten to death.

Off Charlie and Graham sharing a look.

EXT. RESIDENTIAL NEIGHBORHOOD - DAY

Squad and unmarked cars parked in front -- police tape holds
back the neighbors. A rental SUV pulls up. Our team hops
out -- Shea, Lloyd and Philly now dressed in ND clothes.

CHYRON: Baltimore, Maryland

INT. PHELPS' HOUSE - DAY

Charlie leads the pack. DET. BENZYK, 35, spots Charlie
approaching and meets him -- palm first -- at the entry way.

DET. BENZYK

Whoa whoa whoa. Crime Scene's
about to get started in there.

CHARLIE

U.S. Marshals.

DET. BENZYK

You gotta wait a half hour.

GRAHAM

Did Maryland secede from the Union?
Cause you think we would've heard.

CHARLIE

Detective... unless you want to add
Interfering with a Federal
Investigation to your resume -- which
I promise you'll be dusting off by
morning -- you'll let us in. Now.

A beat, then Benzyk points at Shea, Lloyd and Philly.

DET. BENZYK

Alright... but don't tell me
they're U.S. Marshals.

Charlie considers the cons a 1/2 beat, then...

CHARLIE

They're Special Deputies.

INT. PHELPS' HOUSE - KITCHEN - MOMENTS LATER

It's been ransacked. Our Team looks at the blood-smeared linoleum where Phelps expired as Benzyk refers to his notes.

DET. BENZYK

Neighbor lady heard some yelling. In particular of note was the name "Shirley." She also noticed a black pick-up truck parked in front for a brief period of time.

GRAHAM

Any problems here prior to yesterday?

DET. BENZYK

Negative. We've never responded to this address before.

(beat)

But we'll get the perp crossing into Mexico. A description of the truck, along with a partial plate number are out to the U.S./Mexican Border agents.

CHARLIE

What makes you think he's headed there?

DET. BENZYK

The dead guy told us.

Benzyk reaches out, slams a cabinet door shut. There, scrawled on the door in Phelps' own blood, is *P.Vallarta*.

DET. BENZYK (CONT'D)

Puerto Vallarta. A haven for fugitives. You'd know better'n me I guess.

GRAHAM

Why not write the assailant's name?

DET. BENZYK

Goin' out on a limb here, but maybe he didn't know it.

GRAHAM

He did. They went to school together.

DET. BENZYK

Who cares why he wrote it? We got the lead, we're following up.

LLOYD

If I may... there's a direct correlation between mental acuity and physical strength. If Phelps was able to process and write P.

(MORE)

LLOYD (CONT'D)
 Vallarta, that would indicate he had enough energy to crawl ten feet to that phone and call 911. Survival trumps vengeance every time.
 (to Benzyk)
 Special Deputy Lloyd Lowery, U.S. Marshals. How ya doing.

PHILLY
 It's a *shade*. A misdirect. Tillman wrote that, hoping it would throw us off... He's smart.

SHEA
 Convicts, baby. Nothing to do but sit around all day and scheme it out.

CHARLIE
 Speaking of sitting around all day, how 'bout you three get to it.

The group fans out as **WE SLOWLY PAN DOWN to see a cell phone (with extended battery attached) duct-taped under an end table.** SMASH TO --

INT. TILLMAN'S TRUCK - MOVING - SAME TIME

Tillman - having cleaned up since we saw him - has his cell phone on speaker as it rests on the console. A jamming device is attached to thwart detection.

He listens to everything they're saying, and he's not happy his Mexico misdirect didn't take.

DET. BENZYK (O.S.)
Well... we got an alarm out on his plate number, regardless.

Hearing this, Tillman checks the rear-view mirror for cops, then pulls off onto a side road. SMASH TO --

EXT. SIDE ROAD - MOMENTS LATER

Tillman reaches behind the front seat, pulls out the license plates he used to escape. *They serve a second purpose.* He clips one free with tin snips, grabs a screwdriver, then replaces his license plate with a "new" one.

EXT. PHELPS' HOUSE - BACK PATIO - LATER

Graham reviews the police report at an outdoor table. Charlie paces, on hold with Julianne. Lloyd reclines on a chaise, searching Phelps' laptop. Philly exits the house ...

PHILLY
 This is a hustler's house. Plain on the outside -- top-of-the-line everything on the inside.

LLOYD
 Might be right. Nothing on his
 laptop shows any kind of employment.

GRAHAM
 Wow, that's some expert insight.
 Thank God you guys were pulled out
 of the pen for this --

CHARLIE
(calm down, pal)
 -- Graham --

GRAHAM
 -- The con-woman says DOA's a
 hustler, but has no idea what he
 was into. The Professor can't find
 squat on the computer --

Graham spots Shea emerging from the house, holding a BIG BOX.

GRAHAM (CONT'D)
 -- oh, and the gang-banger has
 started looting the joint. What's
 that? A stereo?

As Shea drops the box on the outdoor table...

SHEA
 Nail polish remover.

CHARLIE
What?

SHEA
 Found it in the back closet.
 Unless Phelps was a tranny, he was
 usin' this for the acetone to take
 off ink from the dye pack they put
 in the cash when you rob a bank.
 Works like a charm. We need to be
 lookin' into bank robberies.
(to Graham - fuck you)
 You're welcome.

CHARLIE (INTO PHONE)
 You get all that, Julianne?

Shea takes a small plastic sleeve of cookies from the top of
 the box, pops one in his mouth.

GRAHAM
 What the hell is that?

SHEA
 Tasty goodness.

GRAHAM
 Put 'em back.

SHEA

All the times I got raided and cops stole from me -- cash, jewelry, product -- I can have a couple of this dead fool's cookies.

GRAHAM

Put 'em back or I'll stick my hand down your throat and get 'em myself.

CHARLIE (O.S.)

Shirley, New York.

All four turn to Charlie, who holds his finger up for them to wait for more as he listens to Julianne on the line.

CHARLIE (INTO PHONE) (CONT'D)

I'm going to put you on speaker.

Charlie puts the phone on the table. *Silence.* Graham snaps his fingers twice.

GRAHAM

You're on, Jules.

JULIANNE (O.S.)

...right. Tillman used his debit card to buy gas in Shirley, New York six months before he was arrested for that bar fight. This was a year and a half ago. Right around the time of an unsolved bank robbery in Shirley for 100 thousand dollars. Three suspects. Never caught.

(beat)

That's-it-I'm-going-to-hang-up-now.

CLICK. After a beat --

PHILLY

Three suspects in the robbery. We know two are high school buddies. We need a yearbook.

(beat)

But you were about to say the same thing, right Graham?

She takes one of Shea's cookies, bites it with a flourish.

INT. TASK FORCE OFFICE - JULIANNE'S OFFICE - DAY

Shelves covered with books/research; walls draped with maps/schematics. On the TV is a paused image of a BREAKING NEWS REPORT on Tillman's escape. Julianne is cocooned in here as she watches 5 monitors for tips/data all while on the phone with a NJ High School.

JULIANNE (INTO PHONE)

Yes, Class of '99.

SCHOOL OFFICIAL (OVER PHONE)
We archive all of our yearbooks,
Ms. Simms. We could mail you one --

JULIANNE (INTO PHONE)
-- oh, no, I need it immediately --

SCHOOL OFFICIAL (OVER PHONE)
Well from New York you can be here
in less than 20 minutes if you take
the tunnel - or you can grab the
PATH train...

ON Julianne's face as she inhales deeply.

INT. GREASY SPOON DINER - DAY

The whole team. Post-meal. Charlie has his briefcase open --
reviewing Tillman's rap sheet. Graham's at the next table
over, on the phone, staring at his laptop screen. Lloyd
points up at the wall-mounted TV where a news channel is on.

LLOYD
Another shooting at the Hip Hop
awards. Strange that there always
seems to be a firearms mishap at this
particular awards ceremony, Shea.
(hands out like a scale)
Hip Hop awards? *Shootings.*
Country Music awards? *No*
shootings. What's the variable?

SHEA
Keep it up white shoes, you'll see
what the variable is.

A WAITRESS drops the bill right in front of Charlie,
continues on. He glances at it, looks to Philly...

CHARLIE
Soup and salad?

PHILLY
Wasn't sure which I wanted; turns
out neither.

LLOYD
High maintenance, are we? Compared
to prison chow this is the Four
Seasons.

PHILLY
If you'd ever been to the Four
Seasons you'd know there's little
difference between this and prison
food.

CHARLIE
One starter and one entree, turds.
Department's watching every penny
on this thing.

Philly yanks a hair from Lloyd's head -- which earns a wince from Lloyd -- and drops it in her soup. Philly signals to get the waitress's attention.

PHILLY
That's someone else's hair.

Waitress shoots her a skeptical look.

PHILLY (CONT'D)
You want a DNA test?

WAITRESS
(half-buying it)
I'll take it off the bill, Ma'am.

WAITRESS walks off. Philly looks at Charlie and winks.

PHILLY
Always the boy scout. Y'know, when you declined my very generous offer when you finally caught me -- I'm not gonna lie -- that stung.

CHARLIE
Save it for the 80-year-old millionaires in Boca, Philly.

ANGLE ON Graham on the phone with Julianne.

GRAHAM
What's taking so long? We're burning minutes we don't have.

JULIANNE (O.S.)
I, uh, had them scan the yearbook and email it to me...

GRAHAM
Why didn't you go get it?

INT. TASK FORCE HQ - JULIANNE'S OFFICE - SAME TIME

As a Progress Bar fills on her computer monitor signaling the download of the yearbook data, Julianne has her forehead on her palm. She doesn't answer Graham's question.

INTERCUT THEIR CONVERSATION.

A beat, then, Graham exhales, softening...

GRAHAM
C'mon, I recommended you for this because you're great at what you do. Remember, you were top of your class at Glynco for a reason.

JULIANNE
They threw me out for a reason too.

GRAHAM
 Jules, me and Charlie've got to deal
 with these three clowns, don't go
 south on us --

JULIANNE
 -- File's sent. Check your inbox.

Click. She hangs up, ashamed.

SMASH TO - ONE MINUTE LATER. Charlie, Shea, Philly and Lloyd
 all stand over Graham as they view the yearbook images.

SHEA
 Nice mullet.

LLOYD
 Nice quote: *A good plan, violently
 executed now, is better than a
 perfect plan executed next week.*

CHARLIE
 A coward like Tillman quoting
 Patton. Makes me want to puke.

LLOYD
 He fancies himself an Alpha Male.
 And if there's one thing Alpha's
 don't like; it's when Beta's defy
 them.

GRAHAM
 Says here his only activity is Auto
 Club.

Graham quickly scrolls through pages; comes across...

SHEA
 There, Auto Club. Three members.

GRAHAM
 There's Tillman.... Phelps ... is
that our guy?

CHARLIE
 (reads "the guy's" name)
 James "Jimbo" Cantrall.

Off Jimbo's yearbook photo to --

INT. JIMBO'S HOUSE - DAY

-- the man himself. JAMES "JIMBO" CANTRELL (28, white) has
 been knocked around and he's terrified.

CHYRON: Atlantic City, New Jersey

Curtains are pulled. The TV is on O.S. Jimbo has his wrists
 and ankles tied to the arms and legs of a wooden chair.
Tillman enters from the garage, lugging a tool box.

TILLMAN

I rubbed elbows with some sick
individuals in there, Jimbo. Hoo!
Thank God for prison, that's all I
gotta say.

(beat)

Did learn a thing or two, though.

Tillman opens the toolbox, takes out a hammer.

TILLMAN (CONT'D)

Now where is it?

JIMBO

I don't know. I swear to God.

TILLMAN

You do know. And either you fess up...

Tillman pulls out a large nail from the tool box and places
the nail spike on Jimbo's forearm. Jimbo's eyes go wide.

TILLMAN (CONT'D)

...Or I turn you into upholstery.

JIMBO

Auggie, this is me. I'm your friend.

A maniacal grimace as Tillman raises the hammer. As he brings
it down to the nail and Jimbo SCREAMS and we SMASH TO --

END ACT ONE

ACT TWO

EXT. STREET - JIMBO'S HOUSE - DAY

CHYRON: Atlantic City, New Jersey

Charlie, Graham and Shea exit the SUV. Philly and Lloyd are still in the car.

PHILLY
Can you leave the keys so we can
listen to the radio?

CHARLIE
No.

PHILLY
We're not gonna run, Charlie.

CHARLIE
I know you won't.
(to Lloyd)
We're five blocks from the casinos,
Lloyd. I sent every one a photo of
your ugly kisser. You wouldn't make
it past the first slot machine.

EXT. JIMBO'S HOUSE - MOMENTS LATER

Graham rings the door bell and knocks. Charlie and Shea are trying to get a peek inside, but no dice, shades are pulled.

ANGLE: a neighborhood kid watches from the sidewalk. After a beat, he bolts away on his skateboard.

SHEA
The TV's on.

GRAHAM
Really? You're sure he's not just
friends with Pat Sajak?

SHEA
Didn't think it was possible, but in
the three years since you busted me
you've become an even bigger prick.

Charlie hands Shea a lock pick.

CHARLIE
Door was open. We let ourselves in.

Shea starts to work the front door lock.

INT. JIMBO'S HOUSE - MOMENTS LATER

The door pops open. Charlie, gun out, enters slowly; nods to Graham to go around through the living room. Graham peels off; as Charlie and Shea cautiously move down a hall...

CHARLIE

*James Cantrall. My name is U.S.
Deputy Charles DuChamp.*

No answer. Charlie steps into the kitchen archway. He finds Graham standing next to Jimbo, nailed to the chair, a huge knife sticking from his chest, blood pool under him. As Graham kneels near the dead body...

GRAHAM

*Blood's shiny. Tillman's been gone
at least an hour.*

OFF Charlie - *damn it, they just missed their guy.*

INT. RENTAL CAR - SAME TIME

As Philly and Lloyd wait for the others, Lloyd rummages through papers in Charlie's briefcase...

LLOYD

*Slot machines? What kind of dollar-
buffet rube does Charlie take me for?
Before they popped me, I'd be comped
in any suite in Vegas. Five grand a
hand on Blackjack, 10 on a roll on
craps. And not even think twice
about... Philomena Rotchliffer?*

Lloyd pulls her special deputy credentials from the briefcase, eyes wide. Philly snatches it from him.

LLOYD (CONT'D)

*(loving this)
How creative did the kids get on
the school yard?
(off her silence)
Lemme see... Philomena Rottweiller?
Fill-Me-Uppa Scotch-Snifter?*

PHILLY

*Feel-My-Weiner Crotch-Sniffer.
Okay? Happy now, you little creep?*

LLOYD

*(dead serious)
I won't tell anybody if you let me
see them.*

She looks at him, disgusted. Ring. Lloyd looks at his cell's display, grimaces. He quickly answers, turning to the side a bit, trying to "hide" the conversation.

LLOYD (INTO PHONE) (CONT'D)
*Hello... yes... yes... Well, I'm
working ... I don't know when I'll
 be done...*

Philly watches. Lloyd whispers ever softer, more intense.

LLOYD (INTO PHONE) (CONT'D)
*I'm not supposed to be on the
 phone, Mother...
 (beat)
 Are you drinking?... I heard ice
 cubes. We've talked about this --*

Click. Clearly, Lloyd was hung up on. He turns to find Philly just staring at him - all she can say is...

PHILLY
Wow.

VOICE (O.S.)
Don't move an inch!

A GUN is pointed through the window at Lloyd. He looks up in terror to see a YOUNG LOCAL COP aiming his piece at him.

OFF Lloyd and Philly, hands up.

INT. JIMBO'S HOUSE - MOMENTS LATER

Charlie takes photos of Jimbo. Graham enters from the garage.

GRAHAM
*Car was parked and ready to go. He
 almost made it out of here before
 Tillman got him.*

VOICE (O.S.)
Hands where I can see 'em!

Charlie and Graham turn to find Philly and Lloyd being led in, cuffed, by...

YOUNG LOCAL COP
Don't move!

CHARLIE
*Easy, pal. Charlie DuChamp, U.S.
 Marshals. Let me reach for my ID --*

YOUNG LOCAL COP
I said don't move --

CRACK! Shea lunges from a back hall, PUNCHES the cop, then SMASHES him face-first into the wall. As the cop collapses --

LLOYD
We're gonna get in trouble for that.

INT. JIMBO'S HOUSE - DAY - LATER

Through the window, we can see Charlie (with Shea next to him) talking down a group of local cops on the front lawn -- as the young cop holds an ice pack to his swollen face.

Philly and Lloyd step forward -- gingerly -- for their first good look at what happened to Jimbo.

PHILLY
My god...

LLOYD
I'll be in the car.

GRAHAM (O.S.)
Keep your ass right there.

Lloyd turns, sees Graham enter with a crowbar. As Graham steps to Jimbo and slides on latex gloves...

GRAHAM (CONT'D)
Take a good look. Both of you.
(beat)
The next one might not be an accomplice. Maybe just some poor schmuck who gets in Tillman's way.

Graham kneels next to Jimbo's body, grabs the crowbar.

GRAHAM (CONT'D)
Remember this.

As Graham wedges the claw of the crowbar under the nailhead protruding from Jimbo's thigh...

LLOYD
What the hell are you doing?

GRAHAM
Cell phone's in his back pocket and I need to check his call history. And there's no time to wait for the M.E.

Lloyd and Philly wince as Graham leans in to put some muscle behind the nail-removal. But before he does, he double-takes at something O.S...

We follow his gaze to UNDERNEATH AN END TABLE where something is taped down tight. Graham slowly approaches, quietly turns the table over. Lloyd and Philly see this, approach.

They stand over the table, looking down at a cell phone taped to its bottom, with a device plugged into one of its ports.

POV of phone LOOKING UP at the three LOOKING DOWN at it.

PHILLY
(whispering)
That's a jamming device so we can't track his phone's location.

Graham looks out to Charlie in the front yard. Charlie would probably advise him against what he's about to do. *Fuck It.* He slowly leans in toward the phone, pissed.

GRAHAM
Hey Tillman, you hear me you son of a bitch? ...

INT. TILLMAN'S TRUCK - DAY - SAME TIME

August Tillman drives and listens.

GRAHAM (OVER PHONE)
... We're gonna get your ass.

A beat, then Tillman leans in, turns off the phone. WE PAN OVER to an open notebook on the passenger seat. Written on it is **Charlie DuChamp. U.S. Marshall.**

BOLANDER (PRELAP)
Assaulting a police officer in Atlantic City?

INT. CHARLIE'S OFFICE - DAY

Bolander tosses a REPORT onto Charlie's desk.

CHARLIE
Daniels thought we were in danger.

BOLANDER
I do not want those convicts going out in the field again.

CHARLIE
Then there's no point in having them. Trust me, Graham and I have a handle on this.

BOLANDER
Oh, the great Graham Weston. How's old *Wild West* enjoying this set-up?

CHARLIE
I'll send the cop in A.C. a fruit basket. But now we're done.

Charlie moves to head out, but Bolander stops him with...

BOLANDER
Listen Charlie, I know some people pussy-foot around you on account of what you've been through personally. Me? I don't care. Especially after you went over my head to the Director. So congratulations pal, now it's your ass on the line.
(MORE)

BOLANDER (CONT'D)
Cause when this little circus
you're running blows up, I'm gonna
have your badge.

Bolander exits...

INT. TASK FORCE - BULLPEN - DAY - LATER

...and storms out. The rest of our team is huddled around a monitor and The Board. They watch Bolander go for a beat, then Charlie exits his office, approaches.

GRAHAM
He just find out he got cut from
the department softball team?

CHARLIE
Please tell me you have something.

GRAHAM
We might. Julianne got the FBI
file on the bank robbery today.
Turns out 400 grand was taken, they
just told the media it was 100.

CHARLIE
And that means what?

SHEA
Means maybe Tillman hasn't gotten
all the money yet. Think about it -
Jimbo's car was packed - so odds
are the money was in there when
Tillman arrived, but he still
tortured the guy. He wanted
information.

PHILLY
A first time bank robber and his
high school pals don't pull off a
perfect, one-time heist for 400K
without some inside help.

GRAHAM
Check this out. Jules?

Julianne presses some keys. A bank surveillance video comes up on the screen.

GRAHAM (CONT'D)
That's gotta be Tillman.

On the film, they watch a masked Tillman order a female teller to get money. She hesitates. A male teller approaches to calm Tillman down and gets cracked across the skull with the gun.

The male teller crumples to the ground -- then the female teller finally complies. Graham points to the female teller.

GRAHAM (CONT'D)

Sarah O'Leary. FBI *red-flagged* her. Quit two days after the hold-up and in the weeks leading up to the robbery, she got repeated calls from an untraceable cell phone.

LLOYD

Most likely Tillman making plans with her.

CHARLIE

(*no shit*)
Ya think?

GRAHAM

Feds arrested her - held her for a day but didn't have enough to make a case, had to let her go.

CHARLIE

I'm gonna need her add--

Julianne hands him a piece of paper with an address.

JULIANNE

She lives in Astoria now.

SHEA

Cool, so while you and Graham are doing that, maybe I can have my wife and kid come by. They're just over the bridge and I haven't seen 'em in two months.

Charlie steps to Shea.

CHARLIE

Let me put this in prison parlance so you'll understand: *You've got nothing coming.*
(to all)
In the car. Everybody.

INT. COMPUTER STORE - DAY

Tillman uses the internet courtesy of a floor model computer. He's on the U.S. Marshal's 15 Most Wanted Fugitives site -- staring at his own mugshot. He sees mention of his distinctive, **star tattoo on his neck.**

He looks around, tugs up his shirt collar self-consciously. Then he starts a new search and types in **CHARLIE DUCHAMP.** Tillman scrolls until he finds what he's looking for.

HIS POV: Headline: Fugitive Kills Five Omaha Students.

There's a picture of Charlie, giving a news conference. Tillman enlarges the picture. TIGHT ON Tillman staring at Charlie's image.

EXT. SARAH'S ROW HOUSE - DAY

Charlie and Graham at the front door. Graham knocks. A BIG dude, CAZ, answers the door.

CHARLIE
(flashes his badge)
Deputy Charlie DuChamp. We'd like
to talk to Sarah O'Leary.

CAZ
About?

CHARLIE
The Shirley bank robbery. Is that
a problem?

CAZ
She's already been questioned.

As Graham opens the door and steps in...

GRAHAM
Not by us. May we?

CAZ
Doesn't look like I have a choice.

INT. SARAH'S ROW HOUSE - CONTINUOUS

Charlie and Graham enter the ALCOVE.

CAZ
She's in the bathroom. *Sarah! The
cops got more questions.*
(back to our guys)
What do ya need to know; maybe I
can help.

CHARLIE
Were you present for the robbery?

CAZ
No.

CHARLIE
Then you can't help.

Awkward beat, then...

CAZ
Deputy? That's kinda High Noon.
(to Graham)
Who are you, the Sheriff?

CHARLIE
Why don't you stop asking dumb
questions and go get your girl?

GRAHAM
 (realizing)
 'Cause she's not here any more.

Like clockwork - SCREECH! They spin to the door to see a car driven by SARAH skid out of a side alley and peel off!

GRAHAM (CONT'D)
 She's running!

As Graham and Charlie move to the front door -- they hear a *guttural scream*. They turn just as the hulking Caz blindsides Graham and drives him into the wall -- denting the sheetrock and knocking two framed pictures to the floor.

As Charlie jumps in, landing some punches on Caz --

EXT. BREAKOUT KINGS SUV - SAME TIME

Philly, Shea and Lloyd -- who points at Sarah's passing car.

LLOYD
 That's the teller!

Philly looks up at Sarah's house.

PHILLY
Where the hell are they?

Just then, the entwined mass of Charlie, Graham and Caz bursts through the front window and onto the lawn.

LLOYD
 Who are we rooting for?

PHILLY
 Shea, do something.

SHEA (O.S.)
I am.

ANGLE: Shea's hot-wiring the car. As it roars to life --

SHEA (CONT'D)
 They can handle themselves.
 (throwing it in gear)
 We need that chick.

SCREECH -- as Shea peels out.

EXT. STREETS OF ASTORIA - MOMENTS LATER

Shea's a sick driver. He spots Sarah ahead, floors it, weaves through traffic. Philly holds on tight as Lloyd curls up in the fetal position in the backseat.

SARAH O'LEARY, 27, spots Shea giving chase - cuts through a gas station. Shea jerks the wheel, slicing through 3 lanes of traffic to keep up. Philly buckles herself in.

Shea soon pulls alongside Sarah, both going at least 75. He wedges her between his car and concrete construction barriers lining the shoulder. Sarah has nowhere to go.

SHEA
Where ya goin' now?!

Philly looks - they're racing toward the massive steel abutment of Hell Gate Bridge which spans the East River.

PHILLY
We're gonna run into the bridge!

SHEA
We won't. She will!

The cars race closer and closer - only 50 yards away now.

PHILLY
You're gonna kill her!

SHEA
Or she'll stop! Her choice!

The bridge gets closer. Philly closes her eyes tight, then: SCREECH! Sarah slams on the brakes. So does Shea. Both cars smoke to a halt, just feet from the abutment. Shea hops out of the car, approaches a spent Sarah.

SARAH
I hate you cops.

SHEA
Oh, I ain't a cop.

OFF Sarah, confused.

INT. BREAKOUT KINGS OFFICES - INTERROGATION ROOM - DAY

Sarah is grilled by Charlie and Graham -- both scraped up. Philly and Lloyd watch via the two-way window in the bullpen.

CHARLIE
You're gonna be a hell of a lot safer if you get straight with us.

SARAH
I've been as straight as the GW Bridge. I didn't rob any bank.

CHARLIE
Of course you didn't. That's why you Grand Theft Auto'd your way across Queens -- and your boyfriend Bigfoot's in County right now.

SARAH

Yeah, cause I was already locked up and questioned over this crap, when I didn't do anything. So you can all kiss my Irish ass.

GRAHAM

Tillman's after you, darling. He's hell-bent on getting the rest of the money. So if you don't help us find him, he's gonna find you. And you'll be in a spot much worse than this.

SARAH

I already told you, I don't know who the hell Tillman is.

Graham rubs his face, looks to Charlie; they're not sure what to believe. Charlie walks to the door, beckons Lloyd with a finger. Lloyd approaches the room, cracks his knuckles.

EXT. BREAKOUT KINGS OFFICES - DAY

Shea's in a private nook outside the offices. On his cell.

SHEA (INTO PHONE)

They say a month for every fugitive, so we catch twelve runners and I only get a year off.

TIA (O.S.)

That's right. So bust your ass for these guys.

INT. APARTMENT - SAME TIME

Shea's wife, TIA, 27, Black. INTERCUT THEIR CONVERSATION.

SHEA

Or...

TIA

Or what?

SHEA

I don't know. It's nice getting fresh air again. And knowing you and Drew are so close...

TIA

No more running Shea. I won't go back to that. So don't even joke.

SHEA

This ain't a slam dunk, baby. If one of the other guys runs, I end up doing double my time. It's --

TIA
 -- our last chance. This works,
 you can get home to us years
 sooner. Years.

A beat, then --

SHEA
 Yeah. Alright.

TIA
 I love you, baby.

SHEA
 Love you, too.

Shea disconnects the call. Off him, conflicted.

INT. TASK FORCE - INTERROGATION ROOM - SAME TIME

Pick up mid-questioning; Lloyd sits across from Sarah, loves being the center of attention. He speaks quickly.

LLOYD
 And on the day of the robbery, what
 did you have for breakfast?

SARAH
What? I don't know... a bagel.

LLOYD
 Okay, and when the gun was produced
 what did you see?

SARAH
 A gun pointed at me.

LLOYD
 And behind the gun?

SARAH
 A man?

LLOYD
 Behind him?

SARAH
 I was looking at the gun.

LLOYD
 Scary stuff, huh?

SARAH
 Yeah.

LLOYD
That morning, after you got up, got dressed, ate your cereal, brushed your teeth, left for work - you never thought anything like that would happen, did you?

SARAH
No... and I had a bagel.

Lloyd nods, Sarah didn't fall for the trap.

LLOYD
My mistake. Back to the robbery, what was the first thing that went through your mind when you saw the *who farted?*

The room goes still.

CHARLIE
Excuse me?

LLOYD
Was it you, Charlie, 'cause someone cut the flounder and it's coming from your general direction.

CHARLIE
Are you --? **No.**

GRAHAM
Just do your job.

LLOYD
Hard for me to do my job -
(waving his hand)
- in what's now basically a hostile work environment --

SARAH
-- *then crack the damn door.* Let's just get this over with cause I didn't help rob any bank!

Lloyd looks at Sarah, a glint in his eye - *success* -- as he's yanked out of the room by Graham.

INT. TASK FORCE BULLPEN - CONTINUOUS

Outside of the room, Graham and Charlie get in Lloyd's face.

GRAHAM
You think this is a game?
(to Charlie)
Just send his ass back to prison.

LLOYD

A guilty person LOVES when attention shifts away from them to someone else. If she was involved in this crime, she'd be happy to sit here all night talking about bodily functions. But she wanted to get back to convincing you she's no criminal. So much for your "inside man" theory, *Philomena*.

PHILLY

No. We just have the wrong bank employee.

Philly, who's been at her desk waiting to hear the verdict on Sarah, now presents her back-up theory.

PHILLY (CONT'D)

Those "red-flag" calls into Sarah? Another Tillman *misdirect*. She answers, he hangs up, instant suspicious call. Wanted everyone to look at her, so they wouldn't look at someone else.

Philly moves to the monitor, taps a frozen image of the bank heist, specifically the male teller who got pistol-whipped.

PHILLY (CONT'D)

And who would ever think to look at the hero teller who comes to a lady's aid?
(beat; refers to report)
Kyle Ferro. Left the bank two months after the robbery. No current address.

Charlie moves over to The Board, points to Kyle Ferro.

CHARLIE

Is this our inside man?

As we PUSH IN on the grainy image of Kyle Ferro we reach --

INT. AUGUST TILLMAN'S TRUCK - DAY

Off the interstate, Tillman, on the phone has a curling iron plugged into his truck's cigarette lighter.

TILLMAN (INTO PHONE)

Hey... Could be better. U.S. Marshals are starting to put it together ... Don't worry about me. Just get your ass to Richmond.

He hangs up, then spits on the curling iron. The sizzle confirms it's hot. He takes a deep breath, brings the iron to his neck -- to burn off the tattoo. SMASH TO --

END ACT TWO

ACT THREE

INT. TASK FORCE - JULIANNE'S OFFICE - DAY

Lloyd studies Kyle Ferro's Bank ID photo, blown up on one of Julianne's monitors. Julianne, uncomfortable, sits nearby. The printer spits out the last page of a chosen document. Lloyd takes it, but stares at Julianne. She hasn't made eye contact since he's been in her office.

LLOYD
Minimal interaction, no eye contact, cluttered workspace to make you feel cocooned and safe... How long have you had social anxiety and panic disorder with, I'm guessing, a *twist* of depression?

Julianne stares straight ahead.

LLOYD (CONT'D)
Let me guess: family history, you were diagnosed around 18 or 19, and it really reared it's ugly head about 5 years ago.
(beat)
Don't deny it, I can see from your body language you can't wait for me to get out of here.

JULIANNE
That's because you've been looking down my blouse this whole time.

LLOYD
Correct. But that's because I suffer from Matriarchal Dependency with tangential Mammary Fixation... See? I know what's wrong with me.

JULIANNE
Did you get all you need? Because if so, you can leave now.

Lloyd gathers his printouts, and is about to head out, but stops, softening.

LLOYD
Group therapy and shrink visits, it's hogwash. It's in their financial interest for you to stay afflicted. Walk one block out of your safe zone, sit on a park bench, and ask a stranger for the time. Do that twice. Next week? Three times.
(beat)
Quit waiting for a wrecking ball to knock this down. A crack in the dyke will do.

The door opens and Graham enters. He looks at Lloyd, then Julianne -- who's wide-eyed and breathing heavily.

GRAHAM
What are you doing in here?

LLOYD
My job. Isn't that the idea?

Graham motions for Lloyd to follow him out.

INT. TASK FORCE - HALLWAY - CONTINUOUS

As soon as the door closes, Graham puts his palm on Lloyd's chest -- bringing Lloyd to an immediate halt.

GRAHAM
What did you say to her?

LLOYD
Just gave her some pro bono advice.

GRAHAM
Lemme return the favor. Don't ever talk to her about anything other than work. Understand?

Lloyd stares at Graham, then looks at Julianne's office door. A sly smile forms on his lips --

LLOYD
Awfully protective; wanna talk about it?

GRAHAM
Y'know, for a child prodigy, you think you'd be smart enough to know when to shut the hell up.

Graham slaps Lloyd's cheek a few times, Godfather-style. That simple move takes the cockiness right out of Lloyd.

GRAHAM (CONT'D)
Move your ass.

Lloyd nods and heads into the bullpen.

INT. HOUSE - LIVING ROOM - DAY

TILLMAN sits, sips a glass of milk. A fresh burn on his neck -- no more tattoo. Staring directly ahead -- he sets the milk down on the coffee table -- right next to his GUN.

HIS POV: A woman, KATRINA, 35, sits on the couch next to her 12-year-old daughter, ALYSSA. They're terrified.

KATRINA

I could try Kyle on his cell, and you could talk to him.

TILLMAN

Yeah thanks, but then Kyle might call the authorities, and I can't have that.

(beat)

We're gonna wait till he gets home and settle this in-house.

(to Alyssa; smiling)

Thanks for the milk.

OFF the mother and daughter.

INT. TASK FORCE - BULLPEN - DAY

Graham, Lloyd and Philly review the documents pertaining to Ferro. Charlie runs the room. Shea doodles at his desk.

CHARLIE

So Ferro just falls off the grid?

SHEA

It's easy if he's cash heavy. Don't renew your driver's license, no credit cards, rent or shack up with someone else. Hell when I was on the run I was living in the open as Joe Civilian -- government didn't know me from a load of wood.

GRAHAM

Until I busted your door down in St. Paul. At which point I definitely knew you from a load of wood.

CHARLIE

Lowery - you're the one with more degrees than a thermometer - where is he?

LLOYD

This is a guy who needs a lifeline. Three clubs in high school, trainer for the football team -- that's probably how he got lured into the heist, the desire to be a part of something. Dependent Personality Disorder -- very common amongst Latinos, FYI. Believe me he's not going to pull a Unabomber and move to Montana and eat turnips.

CHARLIE

But he's got no wife, no kids, parents are dead...

PHILLY

Right here: He has a brother named Frank. Frank opened a bar six months after the heist.

Without looking up from his doodle...

SHEA

A good place to launder money.

PHILLY

That's right.

CHARLIE

Where's the brother live?

She scans the piece of paper, finds it.

PHILLY

Richmond, Virginia.

Charlie checks his watch.

CHARLIE

We can be there in an hour.

Moving past Shea's desk, Graham glances down.

GRAHAM

What the hell's that?

SHEA

Look, if we're gonna do this then we need a nickname for our crew.

He holds up his offering in the way of company logo: **Phugitive Phinders** is written in graffiti-style font.

PHILLY

Phugitive Phinders?

SHEA

Bask in it.

LLOYD

How about *Manhattan Misspellers?*

Graham takes it, looks at it, smiles and nods. Then he crumples it up and tosses it in a waste basket.

GRAHAM

Less arts and crafts. More kick and ass.

CHARLIE

(to all)

Our window's closing. Not only on catching Tillman, but on all you asswipes. We don't get him; this is over; you're over. Understand?

PAN the team - it's clear they understand the stakes. All business, he turns and walks out.

EXT. BAR - DAY

Charlie and Graham approach this working-class, non-trendy pub. *The Towne Lounge*.

CHYRON: Richmond, Virginia

INT. THE TOWNE LOUNGE - MOMENTS LATER

Charlie/Graham enter, look around at the sparse afternoon crowd. They approach the bartender (White, 35) no-nonsense.

CHARLIE
U.S. Marshals. Frank Ferro?

Frank suddenly turns into comedian. He holds his hands up.

FRANK
She said she was eighteen! Swear
to god!
(big laugh, then --)
What can I do for you guys?

CHARLIE
We're looking for your brother, Kyle.

FRANK
What's wrong? Is he in trouble?

GRAHAM
No no no. That bank deal up in New
York? We've got some more
information that his co-worker
might've been in on the robbery.

FRANK
He's been back-packing through Asia
the past 6 months. That robbery
really threw him for a loop; he's
been trying to clear his head.

GRAHAM
Back-packing through Asia. I wish.

FRANK
Ain't that the truth.

CHARLIE
Alright, well if you hear from him.

Charlie puts his card on the bar. Frank picks it up.

FRANK
Absolutely.

Graham and Charlie head out. Frank watches them go. REVEAL Shea at the end of the bar, nursing a beer.

INT. RENTAL SUV - DAY - MOMENTS LATER

Philly and Lloyd are in the back seat. Charlie and Graham get in front. Graham's on the phone with Julianne.

PHILLY
Well?

CHARLIE
Says he doesn't know where his brother is.

LLOYD
Wow. We kind of knew that back in New York. Great idea coming here.

CHARLIE
He was too friendly. He knows.

The back side door opens and Shea hops in.

SHEA
Soon as you left he made a call on his cell.

GRAHAM (INTO PHONE)
Alright thanks.

He disconnects the call.

GRAHAM (CONT'D)
Frank's cell must be disposable because Julianne says he doesn't have one registered in his name. There's no records to dump.
(beat)
We need his physical phone.

SHEA
Hell, I can get you his cell and his fillings in five minutes.

GRAHAM
And as soon as you're gone he calls his brother and alerts him.

CHARLIE
Plus, our director says you're limited to one assault per case.

PHILLY
I can get his phone, but...
(points at her clothes)
I'll need 500 for a new outfit.

CHARLIE
You can buy it yourself.

PHILLY

You guys froze all my accounts when you caught me. I don't have two nickels to rub together. And no offense to your fashion taste, but the clothes you picked out make me look like an 80-year-old lesbian.

Charlie peels off some bills.

CHARLIE

Two hundred. Make do.

As he fires up the SUV and drives off.

EXT. MOTEL ROOM - DAY

POV of a TRUCK idling in the parking lot; REVEAL Shea watches the truck from the railing. He scans the parking lot -- he's contemplating it. THEN, Lloyd steps into frame behind Shea, observes him for a beat, then...

LLOYD

Let me tell you about a study I did when I was teaching at the University - I gave five-year-olds a choice between a nickel today or a dime tomorrow. *They all took the nickel.* Point is, children have a hard time delaying gratification. And, if we're being intellectually honest, so do your people.

SHEA

What's that now?

LLOYD

Come on - Hey, just got my government check, lemme go get some bling and new rims.

SHEA

You're a straight up racist.

LLOYD

I'm a factist, and the fact is I see in your eyes that you're contemplating jumping on that truck and making a run. *Don't take the nickel dummy.* Let's ride this out, finish our time; then we can all be *free at last, free at last.*

SHEA

This how you wanna spend the next 10 years? Charlie and Graham keeping you on a leash?

Lloyd steps to Shea, actually gets up in his face a bit.

LLOYD
 I want a shiny dime, pal! And I
 didn't get 10 years - I got 25. And
 it's a helluva lot different inside
 for a guy like me than it is for
 you. And I'm not going back.

Beat - Shea's taken aback by this information.

SHEA
 25 years? What the hell'd you do?

Lloyd looks away, his demeanor changes.

LLOYD
 None of your business.

The sound of the truck pulling away makes them look back.

LLOYD (CONT'D)
 And there goes your ride.

SHEA
 Yeah, well the kids thought the
 nickel was worth more 'cause it's
 bigger than a dime. Your study was
 garbage.

Lloyd takes this in a beat, then the sound of Philly exiting
 the bathroom makes them turn. She's all sexed up and HOT AS
 HELL. Shea and Lloyd stare, speechless.

PHILLY
 I'm ready ... and you can close
 your mouths now.

OFF Philly, smoking hot.

INT. BAR - DAY

Lloyd and Philly at a corner table. Philly looks over at the
 bar and smiles coquettishly at Frank. Frank looks at Lloyd.
 Unthreatened, he looks at Philly and smiles back.

LLOYD
 We need to show some kind of
 affection if we're going to
 effectively convey being a couple.

PHILLY
 You can put your hand on my thigh
 for five seconds.

Lloyd swallows the cotton in his throat, then gently places
 his hand on her thigh. As he moans...

PHILLY (CONT'D)
 Any further north and you're
 pulling back a stump.

A beat as Lloyd enjoys the touch, then --

LLOYD
Unpleasant childhood... maybe some
daddy issues? Beyond that, I can't
figure you out, Philly.

She leans in close.

PHILLY
You never will.

Frank looks over at Philly from behind the bar. They lock eyes. Philly removes Lloyd's hand and moves to the bar where Frank gives her the once over.

FRANK
What're ya drinking?

PHILLY
So-co, rocks.

As Frank pours the drink...

FRANK
Your husband's staring at us.

PHILLY
I know.

Philly takes out an ice cube, pops it in her mouth, sucks it, then pulls it out with her fingers - *gulp*.

PHILLY (CONT'D)
He likes to watch.

OFF Philly - regrettably -- as we TIME CUT TO:

INT./EXT. OUTSIDE MOTEL/CAR - DAY

Charlie/Graham in the front seat; Shea in back, writing on a notepad. They stare across the parking lot at Philly's room.

SHEA
And this'll work? Some dude's gonna
watch his old lady get tagged by
another dude? I mean, that
actually goes down?

GRAHAM
Apparently.

SHEA
Said it before and I'll say it
again: *White people are crazy.*
(then)
Alright, if we're gonna do this,
let's do it right. Ready?

Shea tears out the paper he's been writing on, displays his handiwork -- the latest group nickname nominee, once again done in elaborate graffiti style: **BREAKOUT KINGS**. Graham and Charlie look at it, then look at each other.

GRAHAM
It doesn't make any sense. We're not breaking out.

CHARLIE
Breakout-Apprehension Kings, maybe.

SHEA
See, this is why I was clearin' seven figures while ya'll were clippin' coupons. I got vision.

GRAHAM
Doesn't make any sense.

Shea, undeterred, leans back in the seat and spreads his hands out, like envisioning it on a t-shirt...

SHEA
Breakout Kings...

INT. MOTEL ROOM - SAME TIME

On Frank, leaning back in his chair...

FRANK
Slower.

ANGLE ON Philly who slowly unbuttons her blouse to reveal a black, lace bra that is distracting me as I type this. Frank motions with his finger for her to drop the pants. She does.

FRANK (CONT'D)
I saw what you could do with an ice cube... let's see if it translates.

Philly moves in like a lion on a zebra, grabs the back of his head, wraps a leg around him, nails him with a knee-buckling kiss. Her hands move down his back, over his ass... we SEE HER LIFT FRANK'S CELL PHONE and slide it into her panties.

PHILLY
I'll go tell Morty we're ready...

FRANK
Don't be long, 'cause I'm locked and loaded, sugar.

Philly moves to the door that connects the rooms, enters ...

INT. MOTEL - LLOYD'S ROOM - CONTINUOUS

Philly closes the door behind her. Lloyd takes one look at her practically naked; his eyes grow wide. He swallows as she reaches into her panties and removes the cell phone ...

LLOYD
That's one lucky piece of
electronics.

... and quickly begins scrolling through it.

PHILLY
Dammit. His call history's been
cleared.

The adjoining door begins to open. Philly spins, holds the phone behind her back.

FRANK
Hey, we doin' this or not?

PHILLY
I'm coming right in handsome--

Frank's cell RINGS - and it's his *distinctive* ring tone! He reaches behind Philly, yanks away the cell phone.

FRANK
What the hell?

Lloyd runs for the door. Frank grabs him, slams his head into the wall - Lloyd collapses to the floor. Frank turns to a cornered Philly, squeezes her by the neck and slams her back against the wall.

FRANK (CONT'D)
Who the hell are you?

Off Philly, in a very bad spot.

END ACT THREE

ACT FOUR

INT. MOTEL - LLOYD'S ROOM - DAY

Frank's grip has grown tighter around Philly's neck.

FRANK
Start talking.

PHILLY
I work... for the... government...

Frank, pissed, squeezes harder.

FRANK
You're a Fed like I'm a ballerina.

PHILLY
I'm... a... con... they hired me...

Frank doesn't know what to believe. He tosses her to the bed - next to her, on the floor, Lloyd rubs his head, sits up.

FRANK
The con part I believe. Talk or you both leave here in zip-ups.

PHILLY
They gave us a deal - we help them catch fugitives, they trim our bids.

LLOYD
Shut the hell up.

FRANK
What's this gotta do with me?

PHILLY
My boss is after a guy named Tillman. Thought you might know something about him; they wanted to see if you two had been in touch.

FRANK
Don't know the guy.

PHILLY
Feds think your brother does. And I've got some info that involves him.
(beat)
I spill it, you let me go.

LLOYD
You wanna blow this for us?

PHILLY
(motions to Frank)
You wanna get killed?
(back to Frank)
(MORE)

PHILLY (CONT'D)
They're heading to your brother's
now.

Lloyd realizes Philly is up to something. Beat, Frank picks up the phone, dials...

INT. HOUSE - SAME TIME

KYLE FERRO lets himself into the house with his key.

FERRO
Katrina?

His cell phone buzzes and he looks at the display. He's about to answer it when he looks to his right *and his eyes go wide.* **There's Tillman.**

TILLMAN
What's up, Kyle.

Tillman then punches Kyle in the face. As we CUT BACK TO:

INT. MOTEL ROOM - SAME TIME

Frank finishes leaving a message...

FRANK (INTO PHONE)
I don't know how legit this all is,
bro, but just keep your head on a
swivel and call me a-sap.

Frank hangs up. Philly, sultry, slowly moves toward the light switch.

PHILLY
Y'know, I've spent the past few
winters caged up with a couple
hundred women. *So the offer still
stands.*

Her hand fingers the light switch.

PHILLY (CONT'D)
You like the lights off ...

She flicks the lights off ...

PHILLY (CONT'D)
... or on.

INT. CAR - OUTSIDE MOTEL - SAME TIME

The guys see the lights flicker...

CHARLIE
That's the signal.

And they all jump from the car and rush toward --

INT. MOTEL - LLOYD'S ROOM - CONTINUOUS

Frank is in the process of tying Philly's wrists behind her back with his shirt as the door is KICKED IN by Graham. Charlie's right behind, gun pointed right at Frank...

CHARLIE
ON THE GROUND!

...as Frank puts Philly in a choke hold.

FRANK
What the hell's all this?!

CHARLIE
US Marines. First Division Sniper
School. Top of my class.

FRANK
Back off or I'll snap her neck.

CHARLIE
Number three on the clock.

In a flash, Charlie jerks the gun to the left, fires at the wall-clock on the other side of the room. They all turn to see that the #3 is smoking. The gun's right back on Frank, who swallows hard.

CHARLIE (CONT'D)
Next one splits that unibrow.

Beat, then Frank throws up his hands. As Philly steps away:

PHILLY
Hit redial on his cell - that's
Ferro's number.

Graham grabs the cell steps to the side with his own cell to his ear - he's already speed-dialed...

GRAHAM
Jules, trace this. 804-678...

As Charlie pushes Frank's ass into a chair. Philly glares at Lloyd - *you big pussy*. Then, *Ring*. It's Lloyd's cell. He checks the displays, cover his mouth as he answers...

LLOYD (INTO PHONE)
This really isn't a good time --

Philly yanks the phone from Lloyd.

PHILLY (INTO PHONE)
Mrs. Lowry? Get your teat out of
your son's mouth. He's a big boy
now.

She hangs up - Lloyd is aghast, speechless save for...

LLOYD
How dare you...

PHILLY
If I didn't think you'd get off on
it, I'd check to see if she sews
your name in your underwear.

Graham hurries back in --

GRAHAM
We've got an address.

CHARLIE
Let's go.

INT. FERRO'S HOUSE - DAY

Ferro's face is beaten. Katrina and Alyssa are next to him on the couch, crying. Tillman's wrapping up a phone call.

TILLMAN (INTO PHONE)
...Yeah. You're 10 minutes away...
Hurry up.

He disconnects the call and turns to Ferro.

TILLMAN (CONT'D)
Always thought you were smarter
than me, didn't you, Bank Teller?

As he loads a single bullet into his gun...

TILLMAN (CONT'D)
Tell me, what's 1 outta 6?

Ferro doesn't respond; he's scared shitless. Tillman spins the gun's chamber and points it at Ferro - Russian Roulette.

TILLMAN (CONT'D)
What's 1 outta 6 and don't make me
ask again.

FERRO
Sixteen point seven percent.

TILLMAN
Then the odds are in your favor.

Tillman extends his hand forward toward Ferro...

KATRINA
No --

PULL! - *click* - nothing. Ferro whimpers, Alyssa sobs. Tillman spins the chamber again.

TILLMAN
Let's see if they're in her favor.

Tillman points the gun OFF camera at Alyssa - we hear her cry out. Ferro's eyes go wide...

FERRO
Don't.

TILLMAN
Where's the money?

TIGHT ON Tillman's finger beginning to depress the trigger.

FERRO
The attic!

Tillman smiles.

TIME CUT TO:

INT. FERRO'S HOUSE - LATER

Front door. *Ding dong.* No one comes to the door. *Ding dong.* Nothing again... then, BAM! The door is shouldered-in by Shea. Charlie enters first, followed by Graham, then Shea, Philly and Lloyd bring up the rear.

They find Katrina tied to a chair -- gagged. Graham races over, takes the gag off.

KATRINA
He took my daughter!

GRAHAM
Tillman?

KATRINA
He took Kyle and Alyssa. She's only twelve!

GRAHAM
What car were they driving?

KATRINA
I don't know. They got picked up. Ten minutes ago.

Lloyd "comforts" her with...

LLOYD
Ma'am, if it's any consolation, there's nothing in Tillman's pathology to suggest he'd do anything *sexual* with your daughter; he's strictly a killer --

Katrina's eyes grow wide as Shea looks at Lloyd like he's an idiot. Ferro's land line rings. Charlie answers it.

CHARLIE
Hello?

 TILLMAN (OVER PHONE)
Charlie DuChamp.

Charlie says nothing - he knows who it is.

 TILLMAN (OVER PHONE) (CONT'D)
Back off, or I'll make this kid
suffer.

 CHARLIE
Listen, there's no need to--

 TILLMAN (OVER PHONE)
You hear me? I'll make her suffer -
and that'll be on you.

Click. He hangs up. OFF Charlie as we SMASH TO --

INT. JULIANNE'S OFFICE - DAY

Julianne simultaneously reviews 6 different computer monitors - it looks a bit like a sports book at a casino - a lot of data, but the way her mind works enables her to take in all this information at once.

Two monitors flash images from Tillman's escape: the license-plate suit-of-armor, the service vehicle, a map showing the route the service vehicle drove before being overtaken.

Something catches her eye - photos of Food Service Workers attacked in the escape - she zeroes in on the **hospital photos of the female worker's head wound**.

She presses a button, ZOOMS IN ON THE WOUND. OFF Julianne, her mind racing, but not putting it all together yet.

INT. FERRO'S HOUSE - KITCHEN - DAY

Charlie, Philly and Lloyd lay out maps and laptops on the table, making it their command center. Charlie turns to see Graham escorting Shea and a cuffed Frank toward a back hall. Shea and Frank continue on. Graham approaches Charlie.

 CHARLIE
What's that about?

 GRAHAM
Maybe Frank knows something. I'm
gonna have Shea find out.

Charlie looks at Graham, eyebrows raised.

 GRAHAM (CONT'D)
Look, I don't like the guy. But
this is one of the reasons he was
put on the team, right?

CHARLIE
Yeah, but that might be pushing it.

GRAHAM
So's taking a little girl.

A beat, then Charlie looks at Graham, nods approval.

INT. FERRO'S HOUSE - BEDROOM - SAME TIME

Shea brings Frank into the room, places him on the edge of the bed. Shea then pulls up a chair.

SHEA
Is there one more step we're missing here? Something your brother may have told you that could help us?

Frank doesn't say shit - just eye-fucks Shea.

SHEA (CONT'D)
You're worried about incriminating yourself. I get it - my whole bid, I never talked either. But what you're doing now, I don't respect it. Cause Tillman's got your brother and a young girl.

FRANK
Look, I'm worried about 'em too. But I don't know anything.

Shea nods, then gets up, starts uncuffing Frank.

SHEA
I don't knock people around when they're cuffed. That's for cowards and cops.

Frank gets a quizzical look. *Did he say "knocked around?"*

SHEA (CONT'D)
Okay. What do you know about August Tillman?

FRANK
I seriously don't --

Shea lands a RIGHT HOOK in Frank's ribcage -- HARD. Frank instinctively moves to counter-punch, but doesn't get very far. Shea's eyes lets him know Shea's a brawler.

SHEA
Gonna do something? Maybe? No?

FRANK
I want a lawyer.

SHEA
I want a steak dinner ... doesn't
mean I'm gonna get it.

BAM - Shea hits Frank again.

INT. FERRO'S HOUSE - KITCHEN - SAME TIME

Charlie, Graham, Lloyd and Philly at the table; the house phone is in the center, on speaker. A laptop displays a profile image of the head wound to the female food service worker from the teaser.

JULIANNE (OVER SPEAKER)
Amy Flynn - the food service worker
Tillman attacked.

INT. BREAKOUT KINGS - JULIANNE'S OFFICE - SAME TIME

Julianne looks at the same photo on a monitor. INTERCUT AS NEEDED BETWEEN JULIANNE AND FERRO'S KITCHEN.

JULIANNE
A side of the head injury - always
looks bad because the skin's pulled
tight over the skull there, but
overall, non-serious.

Another image pops up on the laptop. It's a hospital intake photo of Ferro, after the bank robbery.

JULIANNE (OVER PHONE) (CONT'D)
It's the same exact injury Kyle
Ferro got at the bank.

FLASHBACK:

EXT. SIDE OF THE ROAD - DAY

Tillman has beaten the male driver of the truck unconscious with a Maglight flashlight. Tillman then walks over to the female EMPLOYEE -- who we get a good look at for the first time. She's an attractive blonde in her late 20s. She smiles at Tillman affectionately. He kisses her, then --

TILLMAN
Sorry, baby.

He raises the flashlight and clocks her right over her ear --

RESUME:

Charlie leans toward the speaker.

CHARLIE
You think she helped Tillman too?

PHILLY
 (realizing)
 I bet she created a distraction so
 he could get under that truck.

FLASHBACK:

EXT. PRISON REFUSE COLLECTION - DAY

Tillman carries his trash bin, looking over at the food service truck -- and behind it, where the two food service employees talk to three guards.

ANGLE: The female EMPLOYEE is telling a story, in a coquettish fashion that has clearly drawn the attention of the three male guards and her male co-worker.

In the B.G. we see Tillman running for the truck as he unfurls the license plate half-suit-of-armor.

RESUME:

CHARLIE
 Where's this woman now?

JULIANNE (O.S.)
 Quit her job yesterday, citing
 stress from the attack. Same
 excuse Ferro used.

Shea emerges from the back bedroom.

GRAHAM
 Anything?

Shea goes right for the freezer, takes out a bag of frozen peas and places it on his right knuckles.

SHEA
 Not much: he was laundering money
 through the bar - we knew that;
 Tillman never divorced his wife;
 who cares; they all tried to screw
 Tillman over; knew that too --

GRAHAM
 Hold on. His wife? The chick from
 the bar fight that sent him to
 prison in the first place?
 (off Shea's nod)
 Could that be the same woman from
 the food truck?

CHARLIE
 The wife got a restraining order
and re-married.

PHILLY
 All paperwork. Could be done in a
 day from a home computer.

LLOYD

Even so, how in the world could she get a job delivering food to the prison her husband's locked up in?

PHILLY

Graham, how many fake IDs did I have when you caught me? Twenty? A girl who speaks English applies for a 7-dollar-an-hour job in a male-dominated industry -- unless she looks like you, Lloyd, she's gonna get hired.

CHARLIE

Julianne, do a search for Tillman's wife Gwen, any car she may have --

JULIANNE (OVER SPEAKER)

-- two weeks ago she bought a 1996 silver Ford Taurus -- most popular make and model in the U.S.

INT. BREAKOUT KINGS - JULIANNE'S OFFICE - DAY

Julianne types furiously - data dances across her screen.

JULIANNE

Also on Gwen -- ATM hits the past few months... all around Quebec.

SMASH TO --

INT. FERRO'S HOUSE - DINING ROOM - DAY - MOMENTS LATER

Graham slaps a map of the northeast down on the table.

SHEA

So like I said; French-Canadians are courteous and all, but they love to get high as much as the next guy.

GRAHAM

(get to it already)
How'd you get product to Canada?

SHEA

Alburg, Vermont. I'd have my crew gas up -- then hit the back roads from there. No border check.

PHILLY

Makes sense. Tillman planned this down to a gnat's ass -- he's not gonna risk it all at the border.

CHARLIE

It's a reach...

SHEA
This guy did hard time -- I
guarantee you he asked around the
yard about the best way to cross
undetected...
(taps the map)
... and this is it.

Charlie looks over at Katrina -- still sobbing.

GRAHAM
Shea's right. Let's get in front
of him. We can get a helicopter
from the Richmond field office and
be in Vermont in a half hour.

LLOYD
And then what? Remember:
Detachment from Consequence. At
this point if Tillman thinks for a
second he's about to get caught,
he'll take everybody out if he has
to --
(leans in)
-- *including that little girl.*

OFF Charlie, unsure. SMASH TO --

END ACT FOUR

ACT FIVE

EXT. REST AREA - DAY

CHYRON: Alburg, Vermont

Charlie and Graham's rental car is parked behind a roadside diner. They have a good view of the rest area. Charlie wraps up a phone call with his wife.

CHARLIE (INTO PHONE)
Okay. Nah, just some meetings.
Might be late. Okay. Me too. Bye.

He hangs up.

LLOYD (O.S.)
Did you see a lot of action in the military, Charlie?

Reveal Lloyd in the back, sipping the straw of a juice box.

LLOYD (CONT'D)
I ask because there's an emotional impediment when you talk to your wife -- indicative, perhaps, of past trauma.

GRAHAM
You want a present trauma?

LLOYD
If he can't verbalize his feelings, he might try writing them down, letting her read it.

That resonates with Charlie -- then Graham snaps his fingers:

GRAHAM
Here we go.

Charlie turns to see a silver Taurus pull into the rest area.

EXT. GAS STATION - DAY

Gwen exits the car, gives \$20 to the attendant in the center island. She begins fueling the car.

INT. TAURUS - SAME TIME

Tillman's still in the back seat. Alyssa is next to him. She's stopped crying, but is terrified. Ferro turns back to her from the driver's seat and forces a smile.

FERRO
It's going to be okay, Alyssa.

TILLMAN
Yeah, listen to Kyle. If you can't trust him, who can you trust?

A car pulls into the pump space in front of them. Shea and Philly exit the car. Shea uses a credit card to pay at the pump. Philly-as-"girlfriend" is irritated.

PHILLY
I don't even know why we're going.

SHEA
(as "boyfriend")
Then don't go. That way I won't have to hear you piss and moan about it the whole time.

PHILLY
Fine. I won't. Jerk.
(off his silence)
Know what? You can hitch-hike.

Philly gets into the driver's seat and fires up the car.

SHEA
Baby...

PHILLY
Screw you.

Philly "mistakenly" puts it in drive. The car lurches forward and smacks into the Taurus. Shea approaches Gwen...

SHEA
Oh man, I'm so sorry ...

Tillman rolls the window down a bit and addresses Gwen.

TILLMAN
Tell him no problem. Let's go.

BACK IN CHARLIE'S CAR...

CHARLIE
C'mon, get him outta that damn car.

BACK TO SERVICE STATION... Gwen hangs the gas pump back up and turns to Shea and smiles.

GWEN
No problem.

Philly, aghast, is already out of the car.

PHILLY
No no no. I feel terrible. Do you want to exchange insurance info?

Ignoring her, Gwen moves to get into the passenger side.

BACK IN CHARLIE'S CAR...

GRAHAM
She's getting in. They're leaving.

BACK TO SERVICE STATION...

SHEA
At least let us give you some money.

GWEN
No. Do you understand English?

As she turns back to the car, opens the door --

SHEA
Fine. Narrow-ass bitch.

That's JUST the spark needed. Tillman pops his door open and moves -- wild-eyed pissed -- towards Shea --

GWEN
Baby -- NO -- let it go.

TILLMAN
What did you say to her?

Tillman REACHES FOR A GUN IN HIS WAISTBAND. KA-CHUNK - The sound of a car door slamming causes Tillman to turn to find Graham and Charlie exiting their car. Tillman realizes he's seen Charlie before - in the newspaper article - he's the U.S. Marshal. This brief hesitation is all Shea needs; he hits Tillman with a vicious right cross and they are immediately fighting for their lives.

All the rest happens very quickly:

-- Gwen gets out of the car brandishing a gun of her own in Shea's direction but a NOISE makes her turn to find...

-- Graham RUNNING over top of the hood and LEAPING right into Gwen - CRACK - he tackles her to the pavement while...

-- Philly yanks open the car door and pulls out Alyssa, running with her and Ferro across the lot to safety while...

- Tillman cracks Shea's head against the gas pump, dazing him - as Tillman reaches for the gun in his waistband ... CLICK - a gun is pressed against his head.

REVEAL: Charlie holding the gun. Crisis averted. Everyone exhales, until Charlie raises the gun and cracks Tillman against the face with it. As the other Breakout Kings look on in surprise...

CHARLIE
You don't mess with someone's kid.

Charlie cuffs Tillman, hauls him toward the car. Graham brings Gwen over as well. Philly comforts Alyssa. Shea sits up, moving his jaw around so it doesn't lock up. Lloyd approaches, slurping up the remnants of his juice box.

LLOYD
 Good use of past behavior analysis
 to predict subjective response.
 (off Shea's confused look)
 It was smart to call Tillman's girl
 a bitch.

SHEA
 (sarcastic)
 Couldn't have done any of this
 without your help.

LLOYD
 What am I, G.I. Joe? I'm a
 thinker, not a fighter.

With Tillman and Gwen cuffed and in the car, Charlie approaches Graham. A big exhale. Graham nods and smiles. As SIRENS are heard approaching O.S. -- WE BEGIN MONTAGE...

EXT. HUDSON RIVER - BENCH - AFTERNOON

Julianne sits by herself, watching a MAN walk his dog along the river. She takes a deep breath, stands, approaches.

JULIANNE
 Excuse me, do you have the time?

MAN WALKING DOG
 Yeah, it's 4:30.

Julianne turns, moves back to the bench, sits, exhales. CRANE UP AND BACK as she stands again and approaches a woman leaning by a railing... *Excuse me, do you have the time? ...*

EXT. MAYBELLE MINIMUM SECURITY PRISON - EVENING

CHYRON: Maybelle Minimum Security Prison - Hudson, N.Y.

Establishing ... this ain't a country club prison...

INT. MAYBELLE - DAY ROOM - PHONE BANKS - EVENING

Lloyd's on the phone with his mother, LUCINDA LOWERY.

LLOYD (INTO PHONE)
 It's not as crowded, no gangs, I
 can call more often. I mean, it's
 still a prison, but it's better,
 and I can get out sooner now ...
 and I have to tell you ...
 (surprises even him)
 ... I actually helped someone other
 than myself today.

And that's when we finally hear her voice for the first time.

LUCINDA (OVER PHONE)
 You could've been so much more,
 Lloyd. So much more.

Click. She hangs up. OFF Lloyd -- gut-punched.

INT. MAYBELLE - WOMEN'S WING - EVENING

Philly, back in prison jumper, is in the Vocational Room, clicking at a computer with a few cons scattered about.

A few key strokes and an ad for a home in COSTA RICA appears. She looks at it longingly, then looks around to make sure no one is looking, then punches a few more keys.

BANK OF DENMARK site appears. She enters an Account Number. Her balance: **\$1,345,876.34**. She leans back, smiles...

INT. MAYBELLE - CELL - EVENING

Shea's alone in a decent-sized cell. He sits on the bed, contemplating the recent change in his life. He takes a piece of paper, a stubby pencil, and jots something down.

He sticks it to the wall, lies on the bed, stares at it. PUSH IN on the paper; it reads: **MONTHS EARNED: 1.**

INT. CHARLIE'S CAR - AFTERNOON

Charlie pulls the car to the curb. Graham glumly looks out his window at a beat-up, aluminum sided QUEENS ROW HOUSE. A beat of contemplation. Then --

GRAHAM
 You never asked why.

CHARLIE
 Figured you'd tell me when you wanted to.

Graham shakes his head slowly, then...

GRAHAM
 Your daughter turns 16 once, and when her stepdad tells her he'll get her the car 'cause I can't afford it... I've taken bullets that've felt better.
 (turns to Charlie)
 How many busts've I done?

CHARLIE
 More than most.

GRAHAM
 And how many times have I seen cops five-fingering their way 'round some perp's place?
 (MORE)

GRAHAM (CONT'D)
 But I never put my hand in the
 cookie jar. Never.
 (beat)
 The one time I do, I take exactly
 eight thousand, two hundred, fifty
 bucks. Not a penny more than what
 the car cost. Now I'm a scumbag
 con like the rest of 'em.

CHARLIE
 At least you're at a half-way
 house. You could be at Maybelle.

Graham nods, looks back to Charlie.

GRAHAM
 I guess everybody's running from
 something, right?

He opens the door, moves to get out; Charlie stops him with:

CHARLIE
 You still get to go after the bad
 guys, Graham.

Graham takes this in a 1/2 beat...

GRAHAM
 I know.

Graham exits the car, turns back, tosses a piece of paper
 onto the passenger seat.

GRAHAM (CONT'D)
 And I gotta admit...

Charlie looks at the paper - it's Shea's Breakout Kings logo.

GRAHAM (CONT'D)
 ...it grows on you.
 (beat)
 See you at work tomorrow, Charlie.

Graham closes the door. Charlie looks up from the paper to
 watch Graham step to the row house where a man in a cheap
 sports coat/tie combo waits for him. Next to the man is a
 sign that reads: QUEENS COUNTY HALF-WAY HOUSE.

HIGH AND WIDE OVERHEAD SHOT: As Graham outstretches his arms
 and gets patted down by the counselor, like any common
 convict, Charlie drives off toward the 59th Street Bridge.

FADE OUT:

THE END