

10 Crimes in 2 Hours

by
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EXT. WILLOW DOWNS MALL PARKING LOT - AFTERNOON

The lot is parked to capacity. A light dusting of snow.
WILL BECKETT - early thirties, unkempt, longhaired, loser -
listens to his cell phone. The speaker is not audible.

Will's breath is shaky - not with the cold. His eyes dart
back and forth like those of a trapped animal.

He snaps the phone shut. Its clock reads 3:50 PM.

INT. HERN'S DEPARTMENT STORE

HOLIDAY MUSIC, a jazzed-up version of GREENSLEEVES.

A digital scrawl reads THANK YOU FOR SHOPPING HERN'S! Its
clock changes to 3:51 as Will passes underneath.

Will weaves through the four levels of Hern's. He eyes the
myriad shoppers with nervous expectancy.

He begins to follow a MAN IN AN OVERCOAT quietly and
expertly. When the man meets a group of friends, Will
immediately veers away.

He notices a new target:

ANNIE, about Will's age, checks out a BLUE SHIRT designed for
a very nice figure. She smiles at it, almost wistfully.

Annie glances around furtively, then tucks the shirt under
her arm, behind a large purse. She moves past an available
checkout counter and disappears behind a rack of sweaters.

Will watches Annie go, then starts to follow her.

MAIN MALL

Hern's is one of the mall's impressive anchors, lording over
the dozen small specialty shops that line the wing. The loud
MURMUR of five thousand shoppers.

GOOD FRANK, a billowing security officer, saunters about the
store entrance. He tips his hat to a pair of old ladies.

Annie ignores Good Frank as she exits Hern's. A moment
later, Will slips by Good Frank unnoticed.

ELEVATOR

Annie enters an empty elevator. Will is thirty feet away.

FROM A DISTANCE

Good Frank notices Will and Annie, and his brow furrows. He starts to walk, then jog, towards Will.

Will slips into the elevator next to Annie, and pushes the DOORS CLOSE BUTTON.

The doors shut well before Good Frank can make it.

INSIDE THE ELEVATOR

Will studies Annie carefully. She notices. Will smiles; Annie frowns back, apprehensive.

WILL

I think you got my shirt.

ANNIE

What?

Will reaches into his pocket. Annie steps back, alarmed.

WILL

I said, I think you -

Annie swings her purse, hard, hitting Will's arm. She grabs and spins him against the wall, crushing his shoulder. Will kicks back and sweeps Annie's legs out from under her.

He is on top of her in a blur of motion, pushing her face into the carpet and pinning her hands behind her back.

GOOD FRANK

hurtles down the central staircase four floors to the ground level of the mall. He arrives at the elevator doors and holds out his arms to the crowd.

GOOD FRANK

Back up, please, ladies and gentlemen!

DING. The elevator doors slide open.

CLICK. Will locks handcuffs over Annie's wrists.

GOOD FRANK

Will, are you OK?

WILL

Thanks for all the help, Frank.

ANNIE

You're making a big mistake.

WILL

I was trying to say-

He reaches into his pocket again, pulls out his wallet and allows it to fall open, revealing a small security badge.

WILL

Hern's security. And I think you got my shirt.

Will reaches into Annie's large purse and withdraws the BLUE SHIRT. Plastic tags dangle from the sleeve.

HERN'S CONFERENCE ROOM

Bare white walls. A clock reads 4:01.

Annie sits at a small table, calm, composed.

Good Frank pulls up a seat across from her, and Will closes the door. Good Frank places Annie's purse on the desk.

GOOD FRANK

May I?

ANNIE

Knock yourself out.

Good Frank opens the purse delicately, using only his thumbs and index fingers.

Will stares at Annie as if trying to solve a difficult algebra problem. After a moment, he withdraws a sharp felt pen from his pocket and writes on his hand.

He props himself against the wall, fingers splayed. Across Will's pinky Annie reads:

1 THEFT

ANNIE

Are you the bad cop?

WILL

Can't we all be good cops?

ANNIE

We can't all be good people.

WILL

Cynic.

ANNIE

Boy Scout.

Good Frank pulls the shirt, tags flopping, from the purse.

GOOD FRANK

First item: one DeGray shirt.

WILL

Retail price, seventy-nine ninety-nine. Paid price, zero.

Annie opens her mouth, then shuts it. Good Frank continues to lay out more items in neat rows.

GOOD FRANK

One wallet. One packet of Kleenex.
Three pens. Ooh. One can of mace.

Annie smiles at Will. His lips tighten slightly.

ANNIE

Glad it didn't come to that?

GOOD FRANK

One. Um. Birth control.

WILL

Safe. Effective.

GOOD FRANK

One ChapStick. One bottle of Advil.

Good Frank pulls out a small black leather folder, like a passport. He flips it open. His face falls.

He rolls around to face Will, panicked.

GOOD FRANK

One police officer's badge.

Will jerks as if roughly awakened from a dream.

WILL

What? You're a cop?

ANNIE

I think you missed the important object, Frank. Here.

She unfolds her wallet and hands a slip of paper to Good Frank. Again he turns to Will, now even more shaken.

GOOD FRANK

And one receipt from Shirt Mesa.

Annie turns the tags around on the shirt. A sticker covers the store name, but the price reads 109.99.

ANNIE

For a DeGray shirt, retail price
one hundred nine ninety-nine.

FLASHBACK - HERN'S FLOOR - 3:53 PM

Annie looks at the shirt, wistfully.

ANNIE (V.O.)

I'd just bought the same one at
Shirt Mesa for thirty bucks more.

She crosses to the sweater rack while Will watches in the distance, unable to see her hands.

ANNIE (V.O.)

So, I figured I'd return it, then
come back and buy it here. And to
make sure no one else picked it up,
I buried it in another rack.

Annie slips the shirt between two sweaters.

BACK TO PRESENT

Annie smiles cordially. Will fumes.

WILL

And they don't give you a clearly
branded plastic bag at Shirt Mesa?

ANNIE

Plastic bag? Come on, man, go
reusable. Save the environment.

She pushes forward her canvas purse. Will is speechless.

ANNIE

We can't all be good cops.

HERN'S OPERATIONS OFFICE

Good Frank and Will sit outside a door marked GENERAL
MANAGER, like schoolchildren outside the principal's office.

GOOD FRANK

What happens to us now?

WILL

You, nothing. Me, allegations of
false arrest, aggravated assault,
and depending on how bad she wants
me to burn, sexual harassment.

Will's cell phone whistles. He flips it open and reads:

MISTER37 says:

An inauspicious beginning?
10 minutes gone already.

Will stands and looks at the wall clock - 4:10. He paces.

WILL

Can't they hurry up in there?

GOOD FRANK

Ben's going to take time to finesse this thing, I hope. Why? Was that a hot date texting you?

WILL

I can't be here right now. I don't have time for this.

GOOD FRANK

Why? What's going on?

Will opens his mouth, as if he is trying to explain but cannot.

BANG. The office door flies open.

Annie storms out of the office. Behind her, BEN WURST emerges, a short, frantic-haired fellow dragging around a fifty-dollar tie on a ten-dollar suit.

Annie unfurls a computer-printed check in Will's face. The cash line reads FIVE THOUSAND AND 00/100.

Will looks at Ben in astonishment.

WILL

You settled?

Ben's glare at Will is pure fury. He trembles with rage.

ANNIE

Will they take this out of your paycheck?

WILL

Yeah, right after Medicare.

ANNIE

Gentlemen. Thank you for an interesting story to tell my grandchildren someday. Hern's will never hear from me again, as a plaintiff, or as a customer.

And she turns on her heel, walks out of the operations room, and heads for the store exit.

BEN

Will. May I speak to you alone?

WILL

I'm in trouble, aren't I?

GOOD FRANK

'Tis the season to be jolly.

BEN

Frank, get out!

GOOD FRANK

Yes. Yes. Nice knowing you, Will.

Good Frank flees. Ben beckons forcefully to Will, and the two head through a Plexiglas door into the

HERN'S OPERATIONS SAFE ROOM

Ben pushes a red buzzer near a vacuum tube. The low HISS of an intercom and more GREENSLEEVES.

BEN

Send up the money. And can someone fix the CD changer? I've heard this baroque dirge fifty times today.

He punches off the intercom. When he speaks, he refuses to look at Will. Just as well - Will keeps looking to the clock and tapping his foot impatiently.

BEN

These physical altercations are not the kind of behavior this company can afford to tolerate. You've tackled a dozen shoplifters-

WILL

-and peacefully arrested seventy others. The jerks that run and fight and threaten people have to be stopped, Ben.

BEN

Not by you. You don't work for us anymore. Leave your keys and badge and go.

SCHOOMP. A plastic cylinder shoots into the vacuum tube. Ben opens the cylinder and dumps out several wrapped stacks of bills. He begins to mark up a ledger.

WILL

I can't lose my job right now, Ben. Not today.

BEN

I have work to do, Will. Do you give me the keys, or do I call security?

Will reluctantly digs his keys out of his pocket. He weighs them in his hand.

WILL

OK. Call security. Maybe we'll talk about the credit card scam you got going here.

The money spills out of Ben's hands. He finally looks Will in the face. He tries to regain his composure.

BEN

I don't know what you're talking about.

WILL

I see the paperwork. I bet every manager is taking a hundred dollars a week.

Ben hastily flips two switches on the surveillance monitor rack; the video square displaying Will and Ben goes dark.

BEN

Is that a veiled threat?

WILL

I wasn't trying to veil anything.

BEN

I could turn you over to the authorities. You're a thief and everybody knows it.

WILL

But no one can prove it.

BEN

You act quite high and mighty but you're just another crook.

WILL

Everybody's crooked, Ben. That's the world. Now I don't have time to argue with you anymore. Do we call security or what?

Pause. Checkmate.

BEN

Fine. Two weeks suspension. No pay. You can come back and work through Christmas.

WILL

Thanks, Santa.

Ben scoops up the fallen cash and carries it to the safe.

He pulls down a latch and opens the thick steel outer door. He slides the money into the inner combination-locked safe through a thin drop-slot.

BEN

Don't be here when I get back.

Ben slips out of the office.

Will's eye catches the dark square on the video surveillance monitor, then the ledger.

He yanks the counter drawer open. A metal box is labeled PETTY CASH.

He opens it with his key and counts out ten twenties.

He flips back though the ledger and changes a 9 to a 7.

MALL - OUTSIDE HERN'S.

Will bullets out of the store. He surveys the thousands of shoppers crossing paths. A looming clock reads 4:23.

WILL
This is impossible.

He passes a coin-operated mechanical horse. He leans against it, surreptitiously grabs the change slot, and jimmies it open. He sweeps out a handful of quarters.

His cell phone BUZZES.

Will stiffens immediately and slams the machine closed. He checks his caller ID: RESTRICTED. He answers the phone.

MR. THIRTY SEVEN (O.S.)
You know you've hit rock bottom
when you're robbing kiddie rides.

The voice is deep and inhuman, digitally modulated to a sinister *basso profundo*. Will starts walking, staring up at the vast mall roof, all lights and windows.

WILL
Where are you?

MR. THIRTY SEVEN (O.S.)
I hope you're not raising cash to
run out on me, Will. I told you
that's not part of the game.
What's that I see on your thumb -
one, theft?

Will looks at the writing on his thumb - tiny, obscured - then scans the crowd, desperately trying to find the caller.

MR. THIRTY SEVEN (O.S.)
I'll throw you a bone since you're
such a good dog. You won't have to
clean that thumb. You want theft,
I'll give you a theft.

Click. Will jams the phone back into his pocket.

He approaches a huge penny fountain and lies down on its edge. He closes his eyes and draws deep, cleansing breaths.

A shadow falls over him. When he opens his eyes, Annie is staring down at him.

ANNIE

Is this how a well-trained store detective behaves?

WILL

When you're suspended, it is.

ANNIE

Ah. So it's safe to be around you?

WILL

Oh, yeah. I only attack people for money.

He stands and walks around the circumference of the mall hub, not towards any particular destination, but away from Annie.

ANNIE

Well, then we both earned our checks today. I'm thinking of giving mine to charity.

Will begins to laugh in disbelief.

ANNIE

I don't want Hern's money! Maybe I'll give it to a women's shelter - protect somebody else from a guy with abnormal testosterone levels.

WILL

I'm sorry, you're right. If you want to throw away five thousand dollars, that's your prerogative.

ANNIE

Better than to throw away your job on a bad hunch.

This riles Will.

WILL

Hey. There's five things any potential shoplifter does before we detain them. You enter the store, you select, you conceal, you fail to pay, you exit. I had four of those, and I took a chance.

ANNIE

You couldn't wait for all five?

WILL

You must have rubbed me the wrong way.

Will is so irate he accidentally walks into a trashcan. He takes a moment to calm himself.

WILL

Look, I'm sorry. This wasn't the day I was expecting to have.

ANNIE

Well, join the club.

WILL

I'm just doing my job, and all I get is a two-week suspension and a busted shoulder.

ANNIE

I don't suppose they make up for the lousy pay with good benefits?

Will laughs bleakly.

WILL

I guess an aspirin couldn't hurt.

ANNIE

Or a couple of shots of vodka.

WILL

Why, you offering?

ANNIE

I do have a couple of dollars. Unless you've got other plans?

Will looks up at the clock. His brow furrows.

WILL

I guess not. I guess I could just walk away from this whole thing.

EVIL FRANK, a slender, rat-faced security guard, slips up behind Will and slaps him on the bad shoulder. Will winces.

EVIL FRANK
Oh, toughen up, you little girl.

WILL
I just took a hit in the line of duty, thanks a lot, Frank.

Evil Frank grabs his crotch.

EVIL FRANK
Bite my line of duty.

ANNIE
How many Franks do you know?

WILL
We call the other one Good Frank.
This is Evil Frank.

ANNIE
Well, we'll see you later, Evil Frank.

Evil Frank slinks closer to Annie, not catching the hint.

EVIL FRANK
Really? When later?

WILL
With any luck? Maybe never.

EVIL FRANK
Sweetie, don't get all doe-eyed over Will with his "in the line of duty". This guy's got so many skeletons coming out of his closet he could throw a Mexican parade.

Evil Frank sticks a thumb to his chest.

EVIL FRANK
Now, I've tossed guys through windows, knocked one off the roof-

WILL
He's not lying. This idiot even chased a guy across the Parkway.

EVIL FRANK

Onto the Parkway. You run across
it, you're out of my hands and into
God's. And if there's real trouble-

WILL

No, Frank-

Evil Frank pushes back the radio battery pack on his belt,
revealing the handle of a small Walther PPK. He notices
Annie's stare of disbelief and brutally misinterprets it.

EVIL FRANK

It's pretty sexy, I know. Wanna
touch it?

WILL

She's a cop, Frank.

EVIL FRANK

She's what?

ANNIE

And mall security is allowed to
carry firearms, right? **Because** I'd
really, really hate to arrest you
on a concealed weapons charge.

Evil Frank's bravado vanishes. He musters a sheepish grin.

EVIL FRANK

Sure, I mean, sure. Hey, we're all
on the same side, right?

ANNIE

Your pants are talking, Frank.

Evil Frank's radio mumbles; he scrambles to crank the volume.

SECURITY (O.S.)

Earth to Frank! Theft at Hoyle's!

EVIL FRANK

Got it! Ten four! I'm going!
(to Will and Annie)
Look at that, I gotta go.

Will considers the word THEFT on his finger. He motions
Annie to wait, then follows Evil Frank, out of her earshot.

WILL
You've got a theft? Let me help.

EVIL FRANK
What do you care? It's not Hern's.

Will flashes a con-man's smile. He cocks a thumb at Annie.

WILL
I'm trying to impress someone.

EVIL FRANK
And what's in it for me?

WILL
Maybe you'd impress her more.

Evil Frank eyes Annie greedily.

EVIL FRANK
Bring it on. Meet at me Hoyle's.

Evil Frank jogs away. Will heads back to Annie, chagrined.

WILL
It's a theft. I tried to give him some advice, but...he's kind of an ass.

ANNIE
I noticed.

WILL
I don't suppose you'd wait for me to help him figure this thing out?

ANNIE
No. But I'd tag along. Make sure you don't get out of control.

Will smiles, another perfect con.

OUTSIDE HOYLE'S SPECIALTY GIFTS

Evil Frank approaches SARA. She is professionally dressed and waves flyers while pointing out a new car on display.

SARA
Test drive the new Lexus, and enter to win a free trip to Disney World!

EVIL FRANK
Sweet! Gimme ten of those.

DENNIS, a tall drink of water, slumps in the entrance to Hoyle's Specialty Gifts. His name tag reads MANAGER.

DENNIS
It's a scam, Frank. The terms and conditions look like German.

SARA
I'm sorry, Dennis. I forgot the only language you speak is Idiot.

Will and Annie approach the bickering pair.

WILL
Dennis, we heard you had a theft?

EVIL FRANK
I'm on it, Will. Dennis...that theft thing. Tell me about it.

SARA
Oh, good, he called it in?

DENNIS
I'm gonna look real stupid when this turns out to be nothing, you know that?

FLASHBACK - OUTSIDE HOYLE'S - TWENTY MINUTES AGO

Sara hawks her flyers. She can see Dennis just inside the store, aimlessly playing with something on the wall.

Now here comes MISTER THIRTY SEVEN, average height, jeans, faceless beneath the hood of a blue jacket.

SARA (V.O.)
I saw a man in a blue hooded jacket take some of those tools right from under this half-wit's nose!

Just inside Hoyle's doorway, tools from a nice gift set are fanned out in a display. Mister Thirty Seven plucks up one tool in each hand and walks around the corner.

BACK TO PRESENT

Evil Frank inspects the two empty spaces on the tool display. Will shifts a little anxiously, but keeps his mouth shut.

DENNIS
Look, if somebody took something, the alarm would have gone off.

EVIL FRANK

Glad you're here to help, Dennis.
You make Sherlock Holmes look like
a retarded three-year old.

DENNIS

Don't bust my balls, Frank. I
could give you a lot of trouble,
the things I know about you.

SARA

Oh, Dennis, don't be so petulant.

EVIL FRANK

Dennis, what you know wouldn't fill
up-

WILL

Guys, shut up.

Will yells a little too shrilly. Everyone looks.

WILL

Dennis. What tools are missing?

DENNIS

A hammer and a screwdriver.

WILL

Sara. Which way did he go?

SARA

I followed him around the corner.
He was already gone.

WILL

Thank you. You two can go back to
your thinly disguised flirting now.
Frank, come with me.

Will walks away. Evil Frank stands frozen, chagrined. Annie
tries to suppress a smirk at his expense.

EVIL FRANK

Well. Thanks for your cooperation.

MALL HUB

Will leads Evil Frank and Annie around the corner into an
open court. It's busy, but there isn't anywhere to hide.

EVIL FRANK

That chick must be blind. Where
could he have gone so fast?

A door marked EMPLOYEES ONLY catches Will's attention. He walks up and rattles the knob: locked. A film of fine gray dust from the keyhole covers his palm.

WILL

He picked this lock.

ANNIE

Why didn't he just run?

Will unlocks the door, revealing a dark maintenance hallway.

WILL

It's his second crime. Breaking
and entering.

EVIL FRANK

Yes. Obviously this is a hardened
criminal we're dealing with.

Will pulls out his pen, uncaps it, and writes on his ring
finger:

2 B+E

GOOD FRANK

Hey! You guys up for dinner?

Good Frank runs up. He stops short when he sees Annie.

GOOD FRANK

What are you still doing here?

ANNIE

Me? I thought I was buying drinks.

Will leads Evil Frank and Annie into the employee entrance.

GOOD FRANK

Drinks in there? Is there a cover?

Good Frank follows the group and shuts the door behind him.

MAINTENANCE HALLWAYS

The hallway is a dark row of doors branded with stenciled
store names. Echoes, shoes clacking.

ANNIE

As fun as this is, Will, is it worth it to catch this guy?

EVIL FRANK

She's right. It's a shit bust over a couple of worthless objects.

WILL

Not worthless objects. He took a screwdriver and a hammer. If I had a screwdriver and a hammer...

Will stops in front of an unmarked door. He swings it open, revealing the PARKING GARAGE.

WILL

...I'd steal a car.

Everyone looks a little sideways at Will.

WILL

Shut down the lot. Call it in.

GOOD FRANK

Are you serious, Will? You made one bad call already today.

EVIL FRANK

How do you know this? Are you psychic? Are you the petty thief whisperer?

ANNIE

And if you think you've got a car theft, I should call this in.

WILL

No! He's trying to steal a car, and we're going to find him. Now, someone, shut down the lot.

Silence. Then, from the rear, speaking into his radio:

GOOD FRANK

Ops, this is Frank, I need to lock off the parking garage immediately, possible seven-two-four.

OPERATIONS (O.S.)

Got that, Frank. Will do.

Will sighs heavily.

WILL
Thanks, Frank.

GOOD FRANK
Let's just hope you're right.

PARKING GARAGE - FIRST LEVEL

A line of honking cars is forming at the gateway of the parking garage. Five dozen pedestrians watch the spectacle.

GOOD FRANK
This is going to be ugly.

The others jog up behind him. Will surveys the level:

- A woman with dark shades puts a hand in her purse.
- A car alarm goes off. The owner fiddles with his key fob.
- A teenage girl SCREAMS - and smacks her boyfriend, who has just goosed her.

WILL
We need to cover all four levels.

ANNIE
I'll stay here. That guy's going to need some help.

She points to HARVEY, a security guard near retirement, who is desperately trying to hold the angry drivers at bay.

EVIL FRANK
I call second floor.

WILL
Third floor.

GOOD FRANK
Oh, man!

Will and the Franks run to the concrete stairwell. Evil Frank breaks off on the second level.

Good Frank is huffing by the time he reaches the third level. He rests for a moment, then points.

GOOD FRANK
Will, look!

A YOUNG MAN IN A HEAVY JACKET pumps the door handle on a black Altima. He looks around, then peers into the window.

Will and Good Frank approach the car carefully. Good Frank greets the young man; Will cuts off his retreat from behind.

GOOD FRANK
Having some trouble?

JACKET MAN
I'm trying to...oh, there's my car!

He points. An identical Altima is parked four cars down. Will and Good Frank shake their heads and walk away.

GOOD FRANK
I don't see this ending well,
buddy. Is there a plan, here?

Will's phone rings: the ID reads RESTRICTED. He answers it.

MR. THIRTY SEVEN (O.S.)
You're breaking the rules, Will.

Will stops short. He spins 360 degrees, searching.

GOOD FRANK
What?

WILL
It's him.

GOOD FRANK
He's calling you?

MR. THIRTY SEVEN (O.S.)
I said "no police". From where I
stand I see two rent-a-cops and a
full-fledged policewoman.

Good Frank begins to look nervous.

GOOD FRANK
Is he watching us? He doesn't have
a, uh, telescopic sight or
something?

MR. THIRTY SEVEN (O.S.)
If you or any one of them calls the
police, you forfeit.

WILL

I forfeit? Do I get to play again this season?

MR. THIRTY SEVEN (O.S.)

You don't want the police to learn about your crimes, do you, Will? You've earned a lot of prison time.

WILL

Listen, you son of a bitch. When I catch you-

MR. THIRTY SEVEN (O.S.)

If you catch me, then you can shut me up. If you can't catch me, then I give the police your life story. You don't want to break your friend Frank's heart, do you, Will?

Will eyes Good Frank carefully.

MR. THIRTY SEVEN (O.S.)

He's lived a very vanilla life. He wouldn't understand the terrible things you've done, would he?

WILL

Maybe you don't know him. Maybe he could handle it.

GOOD FRANK

Whatever you're talking about, I can't handle it.

MR. THIRTY SEVEN (O.S.)

He has two unpaid parking tickets. That's the extent of his experience with real crime.

WILL

What, you think I'm scared because you can break into the computers at the DMV?

Mr. Thirty Seven laughs loud enough that even Good Frank can hear the horrible electronic sound.

MR. THIRTY SEVEN (O.S.)
I didn't need the DMV, Will. I
found the notices in his glove
compartment.

Click. Will's eyes grow wide.

WILL
Where are you parked?

GOOD FRANK
Top level. Why?

Will is off like a shot to the stairs.

GOOD FRANK
Wait. My car? He's taking my car?

EXT. GARAGE ROOF LEVEL

Will puts up his hand, blinded by the December sun. Good
Frank jogs past him, cries out and points to an empty spot.

GOOD FRANK
No, no, no! I was parked right
there. Oh...for...God...dang!

His voice echoes. Then, from below, the SCREECH of tires.

Will and Good Frank plunge back down the stairs.

INT. PARKING GARAGE

Evil Frank chases a blue sedan down through the levels. Will
bursts out of the stairwell and runs at the car.

The car swerves around Will and takes the ramp to the ground
level. It SQUEALS to a stop at the line of backed up cars.

Evil Frank, from behind, leaps onto the car's roof and stands
on the hood. He draws his pistol. SCREAMS from the crowd.

Good Frank emerges from the stairwell, waving his arms.

GOOD FRANK
Wait! Frank! No!

EVIL FRANK

Freeze!

The DRIVER dives beneath the windshield. Evil Frank grins triumphantly, an action hero.

GOOD FRANK

Frank, that's not my car!

EVIL FRANK

What?

GOOD FRANK

That's not him!

Evil Frank peers at the cowering driver, then notices a frowning Annie. Every eye in the garage is on him. He flashes a cheesy smile and holsters the gun.

EVIL FRANK

Sorry! Sorry. Nothing happened.

GOOD FRANK

I'm going to have a heart attack.

Good Frank leans over and rests his hands on his knees.

EXT. GARAGE ROOF LEVEL

Will, Annie, Good Frank, and Evil Frank run out onto the roof. Each picks a side and surveys the parking lot below.

WILL

Frank, what color is your car?

Good Frank wheezes, dazed.

GOOD FRANK

It's a Regal...Buick...

EVIL FRANK

Yeah, I'm sure it's a lovely shade of Regal Buick. Color, Frank.

GOOD FRANK

...it's pink.

They all look to the lot, then back at Good Frank in unison.

WILL

It's pink?

GOOD FRANK

Don't ask. I bought it cheap.
It's gone, isn't it?

EVIL FRANK

Well, look on the bright side. You
won't have to drive around looking
like Princess Barbie anymore.

GOOD FRANK

Frank, please don't make me kill
you. Then I'd be Evil Frank.

Evil Frank puts a hand on his gun.

EVIL FRANK

You wanna go, cowboy?

ANNIE

Will someone take that gun away
from him? He's not safe with it.

Good Frank reaches into his pocket and removes a clip.

GOOD FRANK

Don't worry about it. I take his
clip every day. He never notices.

Evil Frank's eyes grow wide, and he checks his gun.

EVIL FRANK

What?

ANNIE

Fine. You three had your chance.
Now it's time for the police.

She opens her cell phone. Before she can dial, Will holds
out a hand.

WILL

Wait! If we call the police, we'll
never see that car again.

GOOD FRANK

What are you talking about? Will,
what is going on?

Will braces himself.

WILL

Just before my shift started at
four o'clock...

FLASHBACK - PARKING LOT - 3:49 PM

Will stands in the lot, same as before.

WILL (V.O.)

...I got a call from a guy who
called himself Mister Thirty Seven.

BREEEEEEEEEEEP. His phone buzzes, and he answers it.

ANNIE (V.O.)

What kind of name is that?

WILL (V.O.)

Well, according to him...

MR. THIRTY SEVEN (O.S.)

(on Will's phone)

I'm the thirty-seventh most wanted
man in the United States.

BACK TO PRESENT

Silence.

EVIL FRANK

Are you shitting me?

ANNIE

He does know the FBI only has a top
ten, right?

GOOD FRANK

Keyser Söze has my car.

ANNIE

Did you believe him?

WILL

Well, I didn't. So he said, what
would it take to prove it to you?

FLASHBACK - PARKING LOT - 3:50

Will is talking on the phone, but we do not hear the conversation - only his narration.

WILL (V.O.)

He said he'd commit, at the mall,
ten crimes in two hours. Ten
different felonies that anybody
walking the street would recognize.

BACK TO PRESENT

Annie folds her arms across her chest.

ANNIE

And then you walked into Hern's,
saw me pick up that shirt, and
thought it was me.

Will hesitates, then nods.

ANNIE

Why would he do this? What could
he possibly get out of committing
ten crimes?

Will shakes his head, unable to answer the question.
Instead, he kneels down next to Good Frank.

WILL

Frank. He said "no police". I
need you to tell her not to call
this in.

GOOD FRANK

Me?

WILL

It's your car, you have to file the
report. Other than you, there's no
witness to any crime here.

GOOD FRANK

Will, I need to get my car back. I
can't afford to lose it.

WILL

Thirty Seven will stay here until
he commits ten crimes. But if we
call the police, the bet is over,
and he'll take your car and run.

EVIL FRANK

There's no way you can know that,
Will.

WILL

The police don't know this mall
like we do. We can catch this guy,
and get your car back.

Good Frank bites his lip. Annie waits, stymied.

GOOD FRANK

Don't make the call.

Annie snaps her phone shut and shakes her head.

GOOD FRANK

I'll go down and check the lot
cameras in central ops.

EVIL FRANK

I'll go tell Harvey to let the
rubes out of the lot before they
rip his head off and stuff their
Christmas presents down his neck.

Good and Evil Frank walk down through the access door. Will
dares a glance at Annie.

WILL

Sorry about the drinks. But you
can't say I don't make an
interesting date?

ANNIE

Oh, is this a date?

WILL

It's better than our first one,
right? I haven't tackled you yet.

ANNIE

It's still early.

WILL
We should start searching the mall.

ANNIE
I'll stay here for a few minutes
and check the lot.

WILL
Well. Maybe I should get your
number. In case I need you.

Will withdraws his pen from his pocket.

Annie smiles grimly and sizes up Will. She takes Will's hand
and writes her number on it.

ANNIE
Are you telling me everything?

WILL
(no hesitation)
Yes.

ANNIE
How much time does he have left?

Will checks his cell phone clock - 4:49.

WILL
He has until six o'clock.
So...seventy-one minutes.

ANNIE
Then I'm calling the police in
seventy-one minutes.

Will nods and heads back through the access door. As he
goes, he writes on his middle finger:

3 GT AUTO

INT. PARKING GARAGE FIRST LEVEL

Evil Frank approaches Harvey, who is on the verge of being
murdered by an angry mob of drivers.

EVIL FRANK
Let 'em go, Harvey!

Harvey emphatically waves on the row of drivers. Evil Frank approaches him.

EVIL FRANK

Hey, Harvey! Did you see a pink Buick leave the lot before we shut it down?

HARVEY

No, don't think so.

EVIL FRANK

How about a guy with a blue hooded jacket?

HARVEY

Nope.

Evil Frank looks behind Harvey. About fifty feet away is a mascot for a pizza joint, a man in a plastic foam suit.

EVIL FRANK

See a giant piece of pizza walking around?

HARVEY

Not recently.

Evil Frank sighs and dials on his cell phone.

EVIL FRANK

Frank, we have no confirmation of the car leaving the garage.

MALL CENTRAL OPERATIONS OFFICE

Good Frank rubs his forehead.

GOOD FRANK

This is unbelievable. I just found out that the garage cameras have been down for maintenance for two weeks!

He slams his fist on top of a video monitor. He grimaces and nurses the injured hand.

EVIL FRANK (O.S.)
 Lighten up, sunshine. I'll lend
 you fifty bucks, you can go buy
 another ride just like it.

GOOD FRANK
 You want me to lighten up, Frank?
 OK, here's a joke. Knock, knock.

EVIL FRANK (O.S.)
 Who's there?

Good Frank hangs up on Evil Frank.

PARKING GARAGE FIRST LEVEL

EVIL FRANK
 Hello? God dammit.

Evil Frank's phone rings again. He closes it, then flips it
 open again, thoroughly agitated.

EVIL FRANK
 Yeah, knock knock who's there?

MR. THIRTY SEVEN (O.S.)
 Now, is this Good Frank or Evil
 Frank?

The bluster drains from Evil Frank's face.

EVIL FRANK
 Um. Evil Frank?

MR. THIRTY SEVEN (O.S.)
 Fantastic. I like evil.

MALL

Will re-enters the mall and walks straight into Ben Wurst.

BEN
 What are you still doing here?

WILL
Early Christmas shopping.

Will tries to walk away but Ben dogs him.

BEN
You're doing something. What are you doing? Whatever it is, I want you to stop it. Go home.

WILL
You suspended me, Ben, remember?
You don't get to play boss today.

BEN
You're still my employee, Will, despite my attempts to rectify the situation.

WILL
I'm not on the clock. You can't kick me out of the mall.

BEN
You still represent the store. I have important business to attend to today, and I don't want you doing anything crazy.

WILL
Ben, you hate your job. You'd thank me if I got you fired.

He leaves Ben behind.

MALL HUB

Will's cell phone rings: EVIL FRANK. He answers it.

WILL
You got anything?

EVIL FRANK (O.S.)
Will. I'm in big trouble.

WILL
Why? What happened?

EVIL FRANK (O.S.)
I need to talk, somewhere with no
cameras, somewhere with no eyes and
ears.

Will stops to think for a moment.

WILL
OK, Sugar Shack, three minutes.

EVIL FRANK (O.S.)
I'll be there.

Will hangs up and dials again.

EXT. PARKING GARAGE - ROOF

Annie gives the parking lot one last look and shakes her
head. She heads for the stairs.

Her cell phone plays classical music. She answers it.

ANNIE (O.S.)
Hello?

INT. MALL

Will is weaving through the crowd as quickly as possible.

WILL
I figured I'd check to see if this
number was for real.

ANNIE (O.S.)
I gave you the real number? Damn.
Now I'm stuck with you, I guess.

Will smiles.

WILL
You still on the roof?

ANNIE (O.S.)
Yeah. Still no sign of a pink
Buick, sorry.

WILL
Hey, thanks for helping with this.
I know it isn't exactly routine.

PARKING GARAGE - STAIRWELL

Annie smiles as she heads back into the mall.

ANNIE
No, I get involved in off-the-
record investigations every
Christmas season. It's like a
tradition.

WILL (O.S.)
Ho ho ho.

ANNIE
Listen, I don't know if this
matters or not, but I saw Frank -
uh, Evil Frank - down in the lot.

WILL (O.S.)
Yeah?

ANNIE
Yeah. He got a phone call that
seemed to really freak him out.

MALL

Will can see the scripted signage for The Sugar Shack.

ANNIE (O.S.)
You haven't seen him, have you?

The tiniest pause.

WILL
No.

ANNIE (O.S.)
Hmph. Well, it just struck me.
You might want to keep an eye out
for him.

WILL
I will. Hey, thanks again.

He snaps his phone shut and heads for The Sugar Shack.

THE SUGAR SHACK

The store is a cramped maze of clear plastic bins filled with candy, predominantly red and green with the season. It is packed full of less than sweet customers.

Will edges his way towards Evil Frank, who eats chocolates surreptitiously out of a bin.

EVIL FRANK

It smells like diabetes in here.

Evil Frank eats another chocolate. There is no joy in the eating, only nervous action.

EVIL FRANK

Do you know what goes down at the movie theater?

WILL

Yes. And save the confession: I know you've got your fingers in it.

Evil Frank raises an eyebrow at him, perturbed.

EVIL FRANK

Suppose I do. Hypothetically, how much trouble could I be in?

WILL

That depends on how much you took.

EVIL FRANK

Over the past five years? Say, hypothetically, maybe, thirty thousand?

Will recoils, stunned, then lowers his voice to an angry whisper.

WILL

Jesus Christ, Frank. You're talking about grand theft plus conspiracy, extortion - that could get you fifteen years.

EVIL FRANK

Fifteen years?

A few customers look. Will tries to shush him.

EVIL FRANK

I cannot go to prison for fifteen years. Why did you get me involved in this?

WILL

What are you talking about?

EVIL FRANK

I don't know who this Mister Thirty Seven is, Will. But he's come down on me like the wrath of God.

Will takes a deep breath to steady himself.

WILL

He called you, too, didn't he?

EVIL FRANK

I gotta hand it to you, Will, you played us all back there. Even I thought you were after this guy for, what, justice? Frank's car?

Will is silent.

EVIL FRANK

Someone finally caught you with your pants down, didn't they? After all these years.

WILL

OK, Frank, you got me. If I don't find him, he turns me in. So let's catch him and shut him up. For both of us.

EVIL FRANK

No, no. See, he's gonna let me walk away. He gave me an out. And I'm gonna take it.

BREEP. Will checks his cell phone. Evil Frank can see that the number is RESTRICTED. He looks around wildly.

EVIL FRANK

It's him.

WILL

You don't know that.

EVIL FRANK

Oh, I don't?

Evil Frank points behind Will.

One level down and across the mall from the Sugar Shack, a figure in a blue hooded jacket is using a public pay phone.

EVIL FRANK

Good luck with your little game,
Will.

WILL

Frank, wait!

Evil Frank bolts out of the shop and heads for the mall exit. Will tries to follow him, but a row of bins stands between them, blocking him.

He reverses and has to muscle his way through a line of aggressive shoppers on their way to the cash register.

WILL

Excuse me.

ANGRY SHOPPER

Don't you be cutting.

WILL

I'm mall security, ma'am.

ANGRY SHOPPER

I don't care if you Santa Claus.

WILL

Oh, for-

Will backs up and dives under the legs of the people on line, causing a major disturbance.

MALL

Will flips open his phone as he exits the store.

WILL

What did you say to Frank?

MR. THIRTY SEVEN (O.S.)
I should ask you the same thing.
He promised me he was going to
leave the mall.

Will grits his teeth and heads through the crowd, losing
sight of the pay phone on the lower level.

MR. THIRTY SEVEN (O.S.)
This is between you and me. I want
your friends to get that message.

WILL
You made your point. Evil Frank's
leaving, and Good Frank's probably
not coming back, now that you took
his car.

Will pushes his way down the stairs to the next level.

MR. THIRTY SEVEN (O.S.)
Good. Keep them out of this, Will,
or you won't like number four.

Click. Will breaks into a run.

The pay phone is deserted.

He looks behind him, then continues a quick march past the
phone.

Mr. Thirty Seven emerges from behind a kiosk.

Will sprints after him.

The hall empties out into

SANTA'S WORKSHOP

where St. Nick is catering to a record setting line of
children and parents.

A tiny bright-eyed BOY notices Mr. Thirty Seven. Goggles and
a black ski mask cover the fugitive's face. The boy GASPS in
surprise.

Mr. Thirty Seven waves to the boy with both hands, like a
clown, then yanks a bin on a nearby kiosk.

Hundreds of colorful balls spill to the floor.

The boy SQUEALS with joy, and soon dozens of children are YELLING and running for the balls.

Will's pursuit is cut off by a crowd of children and frustrated parents.

He veers into the nearest store.

CLUB 220

is a gloomy Goth clothing store, devoid of holiday cheer. A GIRL with seven studs in her face stops folding clothes and waves.

STUD GIRL

Hey, Will.

WILL

Hey, Robyn.

Will charges to the middle back of the store, then plunges into a door reading DO NOT ENTER. He emerges in

TOY PRINCESS

a bright, energetic toy store. Robot Santas sing cheery tunes.

The pimple-faced CASHIER watches, confused, as Will leaps over a Barbie doll display, heading for the entrance.

CONFUSED CASHIER

Hey, Will.

WILL

Hey, Jeremy.

MALL

Will spills out into the mall, past the scattering children.

He catches sight of the blue jacket, rushes past Santa's workshop and plunges into

ROGER'S SPORTING GOODS

a jam-packed two-level store. Will fights through an undertow of humanity.

He loses Thirty Seven up an escalator. Will pushes his way to the top and walks right into Good Frank.

WILL
Did you see him?

GOOD FRANK
Who?

WILL
Thirty Seven. He was just here.
Blue hooded jacket?

Will looks around; no luck. He huffs in frustration.

GOOD FRANK
Really? I saw you run in, but I
didn't see anybody else.

Will gives him a strange look.

GOOD FRANK
What?

WILL
It's just that you were both here
at exactly the same time.

GOOD FRANK
Yes, Will, it's me. I couldn't
escape your clutches, so I walked
into a crowded store, took off my
clothes, and ate them.

WILL
I'm sorry, forget it. Come on.

OUTSIDE ROGER'S SPORTING GOODS

Will and Good Frank exit Roger's on the upper level. No sign
of a blue hooded jacket.

WILL
Dammit! We had him.

GOOD FRANK
I hate to say this, Will, but we'll
never catch him like this. One
person in the whole mall is like a
needle and a haystack.

Will ponders this.

WILL
You're right. We have to make him
come to us.

GOOD FRANK
How can we do that? We don't know
anything about him. We don't know
what he wants.

WILL
Yes we do. He wants Evil Frank to
leave the mall.

GOOD FRANK
What?

WILL
He called Frank up and threatened
him. And if we can make him
believe Frank is still here, he'll
want to find him. To make him pay.

Will surprises Good Frank by grabbing his radio.

WILL
(into the radio)
Hey Good Frank, are you there?

He hands it back to Good Frank, who takes it tentatively.

GOOD FRANK
(into the radio)
I'm here, Will, what's going on?

They continue to hand the radio back and forth.

WILL
(into the radio)
Have you seen Evil Frank?
(to Good Frank, inspired)
Say he's at the movie theater.

GOOD FRANK
(into the radio)
I just saw him a minute ago. He
was headed into the movie theater.

WILL
(into the radio)
Great, thanks.

He hands Good Frank back the radio.

GOOD FRANK
You think Thirty Seven was
listening to all that?

WILL
It's an open channel. He seems to
know every move we make. I'd be
surprised if he wasn't listening.

He smiles at Good Frank.

WILL
That was a great con you just
pulled, you know that?

GOOD FRANK
You can tell me that if he shows up
at the movie theater.

MOVIE THEATER LOBBY

Will and Good Frank enter the movie theater: a massive,
glitzy, four level multiplex. Will catches sight of LOUIS, a
short, tidy manager.

WILL
Louis!

LOUIS
Hey, Will. I heard you're looking
for Evil Frank?

WILL
We're looking to get into ops.

MOVIE THEATER OPERATIONS

Louis leads Will and Good Frank into the operations office.
Will sits Louis down in front of the security monitor.

WILL
Watch all the cameras. Look for
anyone with a hooded jacket.

Will takes Good Frank aside.

GOOD FRANK
You know, maybe we should have
picked a smaller place.

WILL

This is the most believable place
Frank would come to. He'd want to
get rid of...something.

Will opens the file cabinets and begins flipping through
personnel files.

LOUIS

Um. I'm not sure you should touch
those files, Will.

GOOD FRANK

He's with me, Louis.
(quietly, to Will)
You're not getting me in trouble,
here, are you? What would Frank
need to get rid of?

Will hesitates. Then his eyes light on a name on a file:
DENNIS SCHIRO.

FLASHBACK - OUTSIDE HOYLE'S - 4:34 PM.

Evil Frank is giving Dennis a hard time.

EVIL FRANK

Glad you're here to help, Dennis.

DENNIS

Don't bust my balls, Frank. I
could give you a lot of trouble,
the things I know about you.

BACK TO PRESENT

Will's eyes light up.

WILL

Louis? Did Dennis Schiro used to
work here?

LOUIS

Yeah, until Evil Frank reported him
for something-or-other. Now he
works over at Hoyle's.

WILL

(to Good Frank)
Get Frank on your cell phone.

LOUIS

Got someone!

Will looks at the monitor. A figure in a hooded jacket approaches Guest Services - and then the hood is pulled back, revealing a pleasant-faced middle-aged woman.

WILL
Keep looking.

A walkie-talkie on Louis' belt crackles to life.

RALPH (O.S.)
Louis? I have a five-nineteen.

LOUIS
(into the walkie-talkie)
Ralph, hang on.

Good Frank has Evil Frank on the phone now; Will moves over to listen in.

GOOD FRANK
Will wants to talk to you, Frank.

EVIL FRANK (O.S.)
I'm leaving! Tell Will I got
nothing to say to-

Will grabs the phone from Good Frank.

WILL
I'm helping you out, Frank, so
listen up. You reported Dennis
Schiro at the movie theater for-

Will looks at the file on Dennis. On one sheet, in a child's scrawl, Evil Frank has scribbled POISSON.

WILL
Poison?

EVIL FRANK (O.S.)
Possession of an illegal substance.
The guy smokes dope like a Jamaican
priest.

WILL
How in the name of God is that word
"possession"?

Good Frank leans over, dumbfounded by the penmanship.

EVIL FRANK (O.S.)
I'm running for my life here! You
guys are talking about spelling?

WILL
I mean, you spelled "of" wrong,
Frank. You spelled it "O-V-E".

EVIL FRANK (O.S.)
Hey, asshole! Can you help me or
not?

Will makes sure Louis is engrossed in the monitors, then
lowers his voice and ruffles through the files.

WILL
I have Dennis's file in my hand.
Is he your only connection to that
theater business?

Silence.

EVIL FRANK (O.S.)
Yeah. But you'll need the July
credit card reports, too.

Will opens another file marked CREDIT CARDS. He slides the
JULY folder into the DENNIS file, then looks at Good Frank.

Good Frank winces as Will slips everything inside his jacket.

WILL
I'll call you back, Frank.

He hangs up. Louis' walkie-talkie razzes again.

RALPH (O.S.)
Five-nineteen, Louis. I have a
five-nineteen.

LOUIS
(into the walkie-talkie)
Ralph, I'm in the middle of
something.

Will shoots a look at the walkie-talkie.

WILL
What's a five-nineteen?

LOUIS
That's, like, someone lets their
girlfriend into the booth.

WILL
Unauthorized entry?

LOUIS
Something like that.

Will leaps for the monitors.

WILL
Bring up the cameras in the booth.

LOUIS
We're not allowed to put cameras
where we project films. It would
violate our studio agreements.

Will looks to the back of the long room. A door is marked
PROJECTION BOOTH: MANAGERS ONLY.

Good Frank and Will exchange looks. They push past Louis and
head through the door.

LOUIS
Um. See, what you're doing right
now is a perfect example of a five-
nineteen.

They shut the door on Louis.

PROJECTION BOOTH

The projection booth is a long, dark corridor lined with
large machines spinning reels of film. The disturbing and
muffled sounds of GUNFIRE, SCREAMS, and ROARING monsters.

GOOD FRANK
Unauthorized entry, is that a
crime?

WILL
No, that's an internal movie
theater code. Ralph!

Will is calling out to RALPH, a squat, unshaven projectionist
in jeans and a ratty theater uniform shirt.

WILL
You called in a five-nineteen?

RALPH
Yeah. He's sneaking around here
somewhere, but I didn't get a good
look at him.

WILL
How many exits are there?

RALPH

Just the way you came in. There are access stairways on all four floors, but they're locked up.

Good Frank jumps at a loud FEMALE SCREAM. He relaxes when he hears the AUDIENCE LAUGHING.

RALPH

I got an interlock in nineteen. Please don't touch anything.

Ralph trundles away. Will heads towards the stairs.

WILL

I'll flush him out. You stay here and guard the exit.

GOOD FRANK

While you're at it, I'll hang on to these.

Good Frank moves quickly for a big man. He deftly reaches into Will's jacket and snatches away the concealed folders.

GOOD FRANK

Unless you want to explain why we're stealing documents, or what this has to do with Frank?

Will looks at the folder, stymied.

WILL

Let's say a customer wants to buy a gift card. The cashier scans it, pretends there's a computer error, and scans a second card for them.

GOOD FRANK

I see. Then he steals the first card. But doesn't the customer get double charged?

WILL

Yeah, but it looks like a computer error. So the company pays back the customer. And the first card, which is as good as cash, disappears.

GUNSHOT. Frank flinches, then relaxes: just another movie.

GOOD FRANK

They do this at the movie theater?

WILL

They do this everywhere, Frank.
And then managers, like Dennis,
hire crooked cashiers and take a
cut. And Frank took some off the
top for "private security".

GOOD FRANK

Hey. Don't say it like that. Some
of us still care about what we do.

Good Frank withdraws a little, now looking quite sad.

WILL

Look. If you want to hold onto
that folder, that's fine. Once
this is over, we'll put it back.

GOOD FRANK

Oh, that makes it all better, then.
You'd better get moving.

Will sighs, then jogs down the hall and up the stairs to the
next level.

FOOTSTEPS, behind Good Frank. He almost turns, then rolls
his eyes and mutters: just another movie.

A hand covers his mouth, preventing a scream. It is Annie.

Annie puts a finger to her lips and removes her hand.

GOOD FRANK

How did you get in here?

ANNIE

I followed a guy in a blue jacket.
Where's Will?

PROJECTION BOOTH - STAIRWELL

Will surveys the darkened corridors as he slips up the
stairs. Through each port glass he sees an unnerving montage
of murderers, monsters, victims.

AT THE TOP FLOOR

Will sniffs the air and grimaces.

WILL

What is that?

He looks down the hallway, through the whirring machines.

MR. THIRTY SEVEN steps out from behind a projector at the end of the hallway. His attention is focused on the cell phone in his hand.

Will charges.

Mr. Thirty Seven sees him coming and throws the phone to the floor. He ducks into an open doorway.

Will almost grabs the door, but the floor is slippery, and he spills to the ground. Mr. Thirty Seven SLAMS the door shut.

CLICK. The door lock engages.

He struggles to open the door, furious, then stops. The sign on the door reads USHER'S CLOSET.

A huge grin of disbelief breaks out on his face.

WILL
He's trapped.

ANNIE
Will, what's going on?

Will looks back. Annie is at the top of the stairs.

WILL
We got him! He's locked in the
usher's closet!

Annie flashes a grin of total relief, and heads back down the stairs.

ANNIE
We got him!

PROJECTION BOOTH - SECOND LEVEL

Good Frank peers up the stairs, listening. He balls his fists in victory.

GOOD FRANK
He got him. Oh, Ralph, we got him!

Ralph threads a strip of film three booths behind Good Frank. He sniffs the air.

RALPH
Wonderful. Which one of you
spilled rubbing alcohol?

PROJECTION BOOTH - TOP LEVEL

Will speaks to the door through gritted teeth.

WILL

It's gonna be exactly the way you
wanted it - just you and me. And
I'm gonna shut you up for good.

He opens a cabinet and grabs a screwdriver. He is about to set to work on the door, when the bottom shelf of the cabinet - marked PROJECTOR CLEANING SUPPLIES - grabs his attention.

A cardboard box is full of empty plastic bottles labeled ISOPROPYL ALCOHOL - and in red block print, FLAMMABLE.

ANNIE

Will? What's wrong?

Annie is back at the top of the stairs. Will looks at her with a mixture of confusion and anxiety.

He notices Thirty Seven's discarded cell phone on the floor. It is unbranded and modified with expensive and exotic options. The LCD screen displays a single digit:

4

The cell phone BUZZES and SPARKS.

WILL

Run!

The floor ERUPTS INTO FLAME.

The fire licks the projector next to Will, and the machine ignites as well. Mr. Thirty Seven suddenly plows out of the closet, knocking Will onto the flaming projector platter.

MOVIE THEATER

The port glass behind the audience EXPLODES outwards. SCREAMS. The mob stampedes to the door.

PROJECTION BOOTH

Annie backs away as the flames spread to the other projectors. They burst into flame one after another.

Thirty Seven runs through the fire at Annie. He ducks a punch from her, and shoves her down the stairs.

Will stands, clothes on fire. He dives into the closet, away from the burning alcohol. He rolls, puts out the flames on his clothes, and leaps out after Thirty Seven.

Thirty Seven smashes through strands of hanging film. He flings himself through a propped-open steel door.

Will catches the door before it closes. Thirty Seven shoves it backwards into Will and runs down an access stairwell. Will follows him.

Annie climbs back up the stairs, dazed, just in time to see the door snap shut and lock.

ANNIE

Will!

The automatic sprinklers finally pour down on her.

ACCESS STAIRWELL

Thirty Seven is halfway down a long flight of concrete stairs.

Will doesn't bother with the stairs.

He LEAPS onto Mr. Thirty Seven, knocking both of them face-first down the concrete stairwell.

Thirty Seven CRASHES to the concrete floor, sprawled out on the last few stairs. Will's face scrapes the concrete and his forehead SLAMS into the stone wall.

Both men lay still.

MOVIE THEATER OPERATIONS

Louis is screaming into his walkie-talkie.

LOUIS

Rogelio, that's ridiculous. Tell the guests there is no-

GOOD FRANK

Fire!

Good Frank and Annie burst into the office, hauling Ralph between them. The flames roar in the booth behind them.

LOUIS

Oh my God what did you do?

RALPH
Four-twelve, Louis, four...

GOOD FRANK
Who cares what the number is, get
out of here!

MOVIE THEATER MAIN LOBBY

Louis, Ralph, Annie and Good Frank escape into the back of the concession stand. The lobby is full of panicky people, running, shouting, pushing.

Good Frank slides himself over the concession counter. He addresses the crowd in a loud, clear, and commanding voice.

GOOD FRANK
Ladies and gentlemen! Please
proceed in an orderly fashion to
the marked exits! Now!

The noise dies down as people begin to listen to Good Frank. They begin to head for the exits, urgently, but more calmly.

Good Frank looks back at Annie.

GOOD FRANK
Where's Will?

ACCESS STAIRWELL

Smoke is pouring under the door, filling the stairwell.

Thirty Seven chokes and splutters. He pushes himself to a swooning stand. The door in front of him is marked EXIT.

Will clutches his ankle.

Thirty Seven half-falls, hanging onto the doorknob. Will pulls like a drowning man. Both men cough horribly: the smoke is getting thicker.

Thirty Seven kicks Will weakly in the head. Will releases him and slumps down. Thirty Seven staggers out the door.

Will slowly shuffles to a stand, grabs for the door handle three times, and turns.

EXT. MALL PARKING LOT

Will stumbles out into the last rays of sunset amidst a crowd of gawking movie patrons and shoppers.

He falls to his knees and begins to cough violently.

Concrete, then a sickening roll and sky. Good Frank, yelling. Booming echoes: WILL? WILL?

Will blacks out.

MALL PARKING LOT - LATER

Dusk has come. The toplights of almost a dozen police vehicles strobe the darkened lot. A fire engines ROARS down the highway towards the mall.

Will sits up suddenly. Annie and Good Frank stand over him.

GOOD FRANK

Thank God. You scared the hell out of me.

WILL

My face hurts.

Good Frank looks nervously at Annie.

WILL

What?

Annie reaches into her purse and pulls out a compact. Will grabs the compact, flips it open, and looks in the mirror.

The entire right side of his face has been rubbed red by the concrete stairs, marked with lacerations and bruising.

Will stands. He wobbles, and Good Frank supports him. He looks out at the cops and firefighters.

ANNIE

Are you all right?

WILL

How long was I out? When did the cops get here?

GOOD FRANK

It was just a few minutes. They came pretty quickly.

WILL
Did they shut down the mall?

GOOD FRANK
Not yet. The theater and a few
stores in the north wing were
evacuated. Why?

Will pulls his pen out of his pocket and writes on his
finger:

4 ARSON

GOOD FRANK
Will, he's gone. It's over. Will!

Good Frank tries to keep Will from leaving and is violently
shoved away. Will checks his cell phone - 5:15.

WILL
He's got forty-five minutes left.

ANNIE
Will!

GOOD FRANK
Are you insane? My car is gone.
The theater's on fire. This guy is
out of our league, Will.

Will walks back towards the mall. Good Frank follows him.
Annie remains behind, but watches from a distance.

WILL
I have to catch him.

GOOD FRANK
Why? What happens if you don't?

Will looks back at Good Frank, then keeps walking. Good
Frank gets in front of him and brandishes the folder marked
DENNIS SCHIRO.

GOOD FRANK
Is it like Frank? Is he holding
something over your head?

WILL
What do you think, Frank? That I'm
some hero? Look at this.

He withdraws a handful of quarters from his pocket and
presses them into Good Frank's hand.

WILL

You know where I got these? I ripped off the kid's ride outside Hern's. And it's not the first time, either. I've been stealing since I was eleven years old.

Good Frank sighs at the confession, then grows steely.

GOOD FRANK

Big deal. According to you, everybody here steals.

Will is retreating again. Good Frank throws the change on the ground in fury.

GOOD FRANK

A guy like this wouldn't come after you for stealing change. What does he know about you? What did you do?

Will looks down at his hand: THEFT, B+E, GT AUTO, ARSON. He is on the verge of tears.

Will looks to Good Frank, then to Annie, now distant, out of earshot. He sits down hard on the sidewalk.

WILL

My brother Andy was a real piece of work. Drug dealer, gang member.

FRANK

I didn't know you had a brother. I didn't think you had any family.

WILL

I don't any more.

FLASHBACK - INT. BECKETT APARTMENT - 20 YEARS AGO

ANDY BECKETT, 17, disassembles a Master Lock in his bedroom. YOUNG WILL, 12, looks on in wonder.

WILL (V.O.)

Crime was like his hobby. He taught me how the police worked, how the courts worked. He could have been a lawyer instead of a hoodlum.

FLASHBACK - EXT. MOUNT ROSA MALL

Andy begrudgingly drags young Will to the mall.

WILL

One day mom sends us to the movies at the Mount Rosa mall in town. Andy didn't want me bugging him. I was trying to convince him I was worth something, that I could be like him. So we get to the mall, and he says,

Andy speaks to young Will, as the older Will narrates.

WILL/ANDY (V.O.)

"I'm gonna go watch the movie. It's two hours long. You're gonna go into the mall and do ten crimes in two hours."

BACK TO PRESENT

GOOD FRANK

What?

WILL

He was dead serious. He picked the crimes he wanted and wrote them on my fingers.

Will rubs the four inked fingers of his left hand.

GOOD FRANK

And you did it?

FLASHBACK - INT. MOUNT ROSA MALL

A montage of young Will's crimes:

- He watches a security guard carefully, then reaches out and grabs a hat from a rack.
- His thumb has the word THEFT written on it.
- He sprays paint surreptitiously on a wall.
- He throws a rock through a store window and runs.

WILL (V.O.)

I would have done anything to impress Andy. They were petty crimes - shoplifting, vandalism, destruction of property - but he got creative.

Andy makes a call on a pay phone outside the movie theater.

WILL (V.O.)

And just to make it interesting, he called mall security anonymously and told them what I was doing.

GOOD FRANK (V.O.)

Are you serious?

WILL (V.O.)

He must have thought it was a real laugh riot.

GOOD FRANK (V.O.)

What happened?

FLASHBACK - MOUNT ROSA MOVIE THEATER

Young Will slides into the seat next to Andy, grinning and panting.

Andy frowns at him. He turns around.

In the back of the theater stands a uniformed security guard.

FLASHBACK - EXT. MOUNT ROSA MOVIE THEATER - DUSK

Andy drags Will out an emergency exit, moving quickly.

He freezes. The security guard is waiting, smiling grimly.

WILL (V.O.)

We got caught. Both of us. The guy was just a rent-a-cop, doing his job.

The mall cop saunters over, in charge.

WILL (V.O.)

Andy never guessed I'd lead security back to him. He had some serious law problems, and couldn't afford this.

Andy pulls a pistol from his pants.

The guard's jaw drops open. His hands go up defensively.

Andy looks at his brother. Will shakes his head silently, horrified.

Andy suddenly laughs and fires.

BANG.

BACK TO PRESENT

Good Frank stares, aghast.

GOOD FRANK
And he just killed the guy?

WILL
He laughed when he shot him.
People saw. Andy ran and left me
behind.

GOOD FRANK
What happened to you?

WILL
I ran away. I changed states,
changed my last name, got shuffled
around in social services. Nobody
ever came looking for me. Until
today.

GOOD FRANK
And then what happened today? What
really happened?

Will swallows and hangs his head.

FLASHBACK - WILLOW DOWNS MALL - 3:49 PM.

Will again stands outside the mall, just before his shift.

Music from his pocket. He flips open his cell phone.

A text message reads:

MISTER37 says:
Someone in the mall
is about to commit
10 crimes in 2 hours

Will's jaw drops. His trembling thumb pushes buttons:

Who is this?

Send.

BRIIIINNNG.

Will holds the ringing phone out like a rabid animal. He
reluctantly puts it to his ear.

WILL
What the hell is this?

MR. THIRTY SEVEN (O.S.)
It's a game, Will. You remember
the rules, right? Don't hang up.

Will almost closes the phone, but the voice is commanding,
terrifying.

MR. THIRTY SEVEN (O.S.)
You once committed ten crimes in
two hours. And then, while you
were resisting arrest, a man died.
An officer.

WILL
Stop it.

MR. THIRTY SEVEN (O.S.)
You got away with - what's it
called, Will? What would they
change you with? Speak up.

WILL
Accessory to murder.

MR. THIRTY SEVEN (O.S.)
That's right. So here's what we're
going to do. I'm going to commit
ten crimes in two hours. If you
can catch me, you can send me to
prison. If you don't, or if you
try to run, I get to send you to
prison.

WILL
Why are you doing this? Why me?

MR. THIRTY SEVEN (O.S.)
You interest me. Isn't that
enough? Any other questions before
we begin?

WILL
What's Mister Thirty Seven?

MR. THIRTY SEVEN (O.S.)
By my own personal estimate, I'm
the thirty-seventh most wanted man
in the United States. Satisfied?

WILL
Jesus Christ.

MR. THIRTY SEVEN (O.S.)
The clock starts now. See you
around, Will.

Click.

BACK TO PRESENT

Good Frank stares at Will.

GOOD FRANK
And that's what really happened?

WILL
Yes. And you're the only one who
knows.

Good Frank shakes his head a little.

GOOD FRANK
But even if you could catch him,
how would you stop him from saying
anything? Push him off a building?

WILL
It doesn't make any difference
anymore. You're right. He's
probably gone.

Will claps his hands to the bridge of his nose and huffs into
them. Good Frank looks at Annie in the distance, who gazes
back, concerned.

GOOD FRANK
Well, then. I understand you've
got a date.

Will stares at Good Frank.

GOOD FRANK
And so far, it's been a terrible
one. I'd recommend Appleby's.

WILL
What?

GOOD FRANK
Will, I'm going to give the police
the description of my car, and go
home.

Good Frank grabs Will by the shoulders and turns him in
Annie's direction.

GOOD FRANK

Thirty Seven might report you to the police. Maybe your girlfriend there will even be the one to arrest you. But no one knows anything yet. And I'm not talking.

Will looks at Good Frank in shock.

WILL

You're a good guy, Frank.

GOOD FRANK

You were only a kid, Will. You're not so bad yourself. Get moving.

Will stumbles towards Annie; Good Frank heads back to the movie theater. Annie watches him, patient, but unsmiling.

ANNIE

Are you all right?

WILL

Look, I'm really sorry. I got pretty crazy there.

ANNIE

Uh huh. And did you and Frank have a good therapy session?

WILL

He's the best, but he's expensive. I told him to send you the bill.

Annie studies him, then takes his hand. A touch of smile creeps back into her face.

WILL

I can't understand why you're still even talking to me.

ANNIE

You must have rubbed me the wrong way.

She leans forward and kisses him on the cheek. Will brightens considerably.

WILL

Someone should tell the police about Mister Thirty Seven, shouldn't they?

ANNIE

Yes, someone should. I'll go do it.

WILL

No. I want to do it. I want to end this. And then we're getting those shots.

ANNIE

That's the smartest thing you've said all day. I'll get my car and meet you back here.

WILL

Five minutes.

Will sprints off towards the police cars.

Annie hurries across the lot towards a small Ford Taurus. She clicks the door open with her keychain fob and swings herself inside.

She adjusts the rearview mirror, revealing

EVIL FRANK

lurking in the back seat.

MALL PARKING LOT

Will does not notice as Annie's car, far behind him, starts up and speeds towards the other side of the mall.

He approaches a young-faced ROOKIE cop.

WILL

Excuse me, who's in charge?

ROOKIE

Not me, that's for sure. You want Detective Connelly or Sergeant James.

He points. SERGEANT JAMES, neat and pressed, and DETECTIVE CONNELLY, long-haired and grungy, are heading through automatic doors into the mall.

INT. MALL MAIN ESCALATOR

Will plunges into the mall and steps onto the four-story escalator, a few dozen steps behind them.

WILL
Excuse me, Detective, Sergeant?

JAMES
That's us.

WILL
My name's Andy Beckett. I'm with
mall security.

CONNELLY
Are you OK? Your, uh...

Connelly points to his face as if to motion that Will has a
dash of egg on his cheek rather than a serious injury.

WILL
Face, right. Cooking injury.

CONNELLY
Were you in the fire? You should
let the EMTs look at that.

WILL
Nah. I'll slap a Band-Aid on it.

Will's phone RINGS. He checks the number and smiles.

WILL
Sorry, that's my drinking buddy.
If you can hang on one second, I
have some information.

CONNELLY
Sounds good.

Will flips open his phone.

WILL
Hey, what's up?

MR. THIRTY SEVEN (O.S.)
Don't say anything to the cops.
Don't even breathe the wrong way.

Will controls his reaction, but double checks the phone
number against the one written on his hand.

WILL
How did you get this phone?

MR. THIRTY SEVEN (O.S.)
I'll show you.

A click as the voice modulator is snapped off of the phone.

ANNIE (O.S.)
Get off of me you bastard I'll-

Something muffles her voice, turning it into dull angry roars. Will sucks in a slow, deep breath. Another click.

MR. THIRTY SEVEN (O.S.)
Now. Get away from those cops.

Will's eyes flicker to James and Connelly. He almost raises his hand when:

MR. THIRTY SEVEN (O.S.)
No cute signals. One of them works for me, and I won't hesitate to kill the other one.

Good Frank approaches at the top of the escalator.

MR. THIRTY SEVEN (O.S.)
Take Good Frank with you. I'll call back.

Beep. Will grits his teeth as he follows the cops from the escalator onto the top floor.

GOOD FRANK
Hey, Will! Are these the officers in charge?

The cops turn to Good Frank. Will shakes his head at Good Frank, who sees but doesn't comprehend.

JAMES
Hi, are you with mall security?

GOOD FRANK
I am, I don't know if Will told you anything about the arson.

CONNELLY
I think he was about to.

Good Frank notices Will frantically scrawling something across his left thumb. Neither cop notices.

Will finishes and waggles his thumb at Frank. He has written:

5 KIDNAP

JAMES

Did you see the perpetrator, and
can you give us any description?

Good Frank keeps a bead on Will, then smiles a big, goofy
smile.

GOOD FRANK

Uh, you know? Not really.

CONNELLY

Do you know how he started the
fire?

GOOD FRANK

No.

JAMES

Did you see which way he left?

GOOD FRANK

Mmm. Nope.

Pause. Connelly looks to Will.

CONNELLY

Do you have anything to add?

WILL

No, that about covered it. Do you
guys need any extra help?

Connelly rolls his eyes.

CONNELLY

No, you fellas keep doing whatever
you do. The malls of America need
men like you to protect them.

The cops walk away. Once out of earshot, Good Frank exhales
sharply.

GOOD FRANK

I can't believe my reputation as a
mall cop just helped me.

WILL

Come on.

Will pulls Good Frank down a short hallway to the rest rooms.
They ignore the sign that says OUT OF ORDER.

MEN'S RESTROOM

Will locks the door behind them and checks the stalls. They are alone.

WILL
I'm sick of this game.

Will's cell phone rings. He puts the phone on the counter and hits the speakerphone function.

MR. THIRTY SEVEN (O.S.)
I'm sorry it's come to this, Will.
My plan was to kidnap you. But
then I saw you heading for the
cops, and I had to improvise.

WILL
Why won't you leave me alone?

MR. THIRTY SEVEN (O.S.)
You sound impatient, Will. Am I
imposing on your time? Do you want
to call it a day?

WILL
Suits me fine.

MR. THIRTY SEVEN (O.S.)
All right. I've placed a powerful
explosive device in the mall. I'll
detonate it now.

Silence.

GOOD FRANK
You're sick.

MR. THIRTY SEVEN (O.S.)
No, Frank. I'm a businessman.
This little diversion, while
amusing, has cost me time and
money. But a bomb in a mall? What
would that be called, Will?

WILL
Terrorism.

MR. THIRTY SEVEN (O.S.)
Terrorism. I know a few people in
the international arena who would
pay to see that happen.

WILL
OK you win. We'll keep going.

MR. THIRTY SEVEN (O.S.)
No, Will, you've made your bed.
I'm letting Frank make this choice.

GOOD FRANK
Me?

MR. THIRTY SEVEN (O.S.)
You can go, Frank, and then I'll
set off the bomb. Or you can stay,
and we'll keep playing.

Good Frank allows a few seconds to pass.

GOOD FRANK
We'll stay.

MR. THIRTY SEVEN (O.S.)
You can leave, Frank. I'm letting
you off the hook. If you stay,
you're committed.

GOOD FRANK
We'll stay.

MR. THIRTY SEVEN (O.S.)
Good, that's settled. Write it
down on your little finger, Will.
I'll wait. Terrorism.

Will does as instructed: 6 TERRORISM.

MR. THIRTY SEVEN (O.S.)
The bomb will detonate at six
o'clock. That will be the last of
my ten crimes.

Will slaps his cell phone closed and checks the time - 5:27.

WILL
Thirty-three minutes. Jesus
Christ.

MR. THIRTY SEVEN (O.S.)
And, just so we're clear: no
police, no fire alarms, no leaving.
That goes for both of you.
Otherwise, I detonate the bomb, and
your lady cop dies.

Click.

Good Frank exhales audibly and sits down on the tile, hard.

GOOD FRANK
What did I just do?

WILL
We have to go, Frank. We have to
go right now.

Will pulls Frank to his feet and leads him out of the
restroom.

MALL

Good Frank shakes off Will's hold on him. He looks
helplessly at the hundreds of customers still in the mall.

GOOD FRANK
God, all these people. Even if we
could find this bomb, we couldn't
disarm it!

WILL
Mister Thirty Seven can.

GOOD FRANK
So there's no other option. We
have to find him.

WILL
He still got four crimes to commit.
So he's still here somewhere.

GOOD FRANK
Assuming he's not lying, that is.

Good Frank pulls out his cell phone. He is still carrying
the movie theater file, and he fumbles it to his left hand.

GOOD FRANK
All right. He said "no police".
But he didn't say anything about
mall security. Hold this.

He stuffs the file into Will's hands.

GOOD FRANK
Jimmy? If there's any suspicious
activity reported anywhere, call my
cell. Thanks.

Good Frank snaps the phone shut. Will is suddenly engrossed
in the file.

GOOD FRANK

All right, now what do we do? Just start looking?

WILL

We'll never find him that way. We need a lead. Somebody else with a connection to Thirty Seven.

GOOD FRANK

The only people who have talked to him are you, me, and Frank.

WILL

No, I think there's someone else. It's a long shot, but we have to try.

Will points to the name on the file: DENNIS SCHIRO.

OUTSIDE HERN'S

Dennis is still mocking Sara.

DENNIS

Hey Sara! They teach you how to wave fliers in your MBA program?

SARA

I'd be surprised if you had the intelligence necessary to spell MBA, Dennis.

Dennis notices Will and Good Frank walking towards him.

DENNIS

Hey, Will! Did you find that guy?

WILL

Not yet. But I'm getting closer.

Without warning, Will grabs Dennis by the collar and hurls him to the ground in front of the store.

GOOD FRANK

Easy, Will!

SARA

What are you doing?

WILL

Shut up!

Sara's mouth drops open. A dozen shoppers stop to gawk at the violence. Good Frank holds out his hands, trying not to look nervous.

GOOD FRANK
Mall security. The situation is
under control. Please keep moving.

Dennis tries to get up, but Will plants a knee on his chest.

WILL
I'm out of time, Dennis, so I'm
only going to ask you once. Did
Mister Thirty Seven call you today?

DENNIS
Will, I don't know what you're-

Will kneels down on his chest, hard. Dennis cries out in pain.

SARA
Stop it! Please!

GOOD FRANK
Will, what are you doing? This
isn't 24!

Will grabs the file from Good Frank and shoves it at Dennis.

WILL
You connected Evil Frank to that
movie theater business. So who
called you? Who did you tell?

DENNIS
I don't know!

Will moves to lean on his chest again, but Dennis shrinks backwards, face crumpling.

DENNIS
I don't know who he is!

Will relents. Sara shifts her stare of disbelief from Will to Dennis.

DENNIS
It was just supposed to be about
those stupid tools.

Now it's Will turn to be surprised.

WILL
You helped him steal the tools?

FLASHBACK - OUTSIDE HOYLE'S - 4:13 PM

Sara can see Dennis just inside the store, aimlessly playing with something on the wall.

DENNIS (V.O.)
He told me to switch off the alarm
as he passed by. He just picked
them up, and took off.

From his own vantage point, Dennis punches in the alarm code.

Mr. Thirty Seven sweeps by and picks the tools off the display.

BACK TO PRESENT

Dennis is near tears.

DENNIS
He called after that. Wanted me to
tell him about Frank.

GOOD FRANK
But why did you do it? Did he
threaten you?

DENNIS
He said he'd tell the police about
S-

He stops short.

DENNIS
-someone I know.

Too late. Will and Good Frank are looking at Sara now. She shakes her head.

SARA
Oh, Dennis. You didn't.

WILL
What does he know about you?

SARA
Probably that I paid someone to
change my GMAT scores.

GOOD FRANK
That's it?

DENNIS

I didn't think a hammer was worth getting her kicked out of school.

SARA

He told me about you too, Dennis.

Dennis looks at her, astonished.

DENNIS

What?

SARA

He called me. If I didn't do what he said, he'd turn you over to the police for theft.

Dennis and Sara look at each other in a new light.

WILL

Sara. What did he tell you to do?

SARA

To "accidentally" leave the dealer's garage unlocked. It's where we keep the show cars.

Good Frank turns to Will, a glimmer of hope in his eyes.

GOOD FRANK

You don't think...?

WILL

It's secluded. Even the regular employees don't know about it. It's a good place to plant a...

He trails off, looking at Sara and Dennis.

WILL

...device.

GOOD FRANK

Or a good place to keep a hostage.

Will looks at Good Frank sharply, eyes blazing.

WILL

Sara, get us in there. Now.

PARKING GARAGE

The aluminum garage door stands away from the parking lines, down a short ramp. Sara quietly unlocks the padlock and hands it to Good Frank.

GOOD FRANK
Ready, Will.

Will cuffs Dennis to a nearby railing.

WILL
Don't go anywhere.

SARA
I'll watch him.

Sara holds Dennis' hand. Good Frank smiles a little.

WILL
Don't get soft on me now, Frank.

GOOD FRANK
You know, if he's in there, and has a gun-

WILL
He doesn't have a gun. He'd have shot us already.

GOOD FRANK
That doesn't inspire my confidence.

WILL
On three. One, two, three.

Good Frank rolls up the garage door, and the two men burst into the

DEALER'S GARAGE

SCREAMING their best ATTACK CRY. They abruptly stop short.

Stunned silence. Then, Good Frank throws his hands over his head in victory.

GOOD FRANK
My car!

A pink Buick Regal sits alone in the garage. Good Frank runs to the car and enjoys a happy reunion.

GOOD FRANK
This is like winning some kind of
weird game show.

WILL
Frank! The bomb could be in the
car!

Good Frank opens his trunk and showcases it - empty. Will
starts searching every corner of the garage.

Sara peeks in the door.

SARA
We had another car in here, Will.

WILL
He must have driven Frank's car in
and the other one out.

SARA
Well, don't tell Dennis, but I
wouldn't have capitulated so
quickly if we didn't have LoJack.

Will picks a tiny metal object off of the ground.

WILL
It doesn't have LoJack anymore.
Here's the transmitter.

He tosses the transmitter to Sara.

WILL
We never saw him driving away in a
pink Buick, because he was driving
away in a sixty thousand dollar
Lexus!

Good Frank grins like a maniac.

GOOD FRANK
That's so terrible.

WILL
Frank!

GOOD FRANK
I can't help it. There's a bomb in
the building, but I'm just so happy
that we found my car.

SARA

You know, I thought I heard the word "bomb". It's concerning.

PARKING GARAGE

Good Frank runs to Dennis and uncuffs him. After a moment's thought, he hands him the folder with his name on it.

GOOD FRANK

You two had better get out of here.

Sara grabs Dennis by the arm, and they flee into the night.

GOOD FRANK

You know? I finally feel good about this. I think we're going to get him.

WILL

That makes one of us.

GOOD FRANK

He can't have gone far with that Lexus, right? He never left the mall.

WILL

It's probably out in the lot. In the daylight we could have found it. At night...

He checks his cell phone.

WILL

...no way. Not in twenty minutes.

GOOD FRANK

What other option is there?

WILL

This was wasted time. We learned nothing.

GOOD FRANK

It wasn't, Will. You were right. He's not committing these crimes alone, he's using people. One of those people might lead us to him.

WILL

There is no one else. Except...

Will looks out of the garage, to the police lightbars flashing in the parking lot. Will's eyes light up.

WILL

He said one of those two cops was working for him.

MOVIE THEATER LOBBY

James and Connelly walk through the deserted lobby with Louis. James is writing in his pocket notebook.

LOUIS

So that's why we called it a five-nineteen instead of a six-eleven.

CONNELLY

That's fascinating. Well, thank you for all the information.

LOUIS

Can I go home now?

James nods blearily. Louis heads for the exit.

JAMES

Oh, my head.

CONNELLY

That what you get for six dollars an hour. I gotta take a piss. I'll catch up with you later.

Connelly slings a small pack over his back, and heads towards the restrooms, past the prominent OUT OF ORDER sign.

MEN'S ROOM

Connelly locks the door behind him. He pushes open the door to the toilet stall.

EVIL FRANK sits up on the toilet tank, feet on the lid.

CONNELLY

Who the hell are you?

EVIL FRANK

A messenger from God. Just call me Frank.

Connelly fumes.

CONNELLY
You're Evil Frank?

Evil Frank holds out a nice jacket-and-tie outfit on a hanger, and a pair of shined black shoes.

EVIL FRANK
He sent over your dry cleaning.
I'll take the old costume.

Connelly hesitates, then slings his pack onto the ground.

Evil Frank unzips it. Inside are a blue hooded jacket, a ski mask, and a pair of goggles.

CONNELLY
I don't get it. He called last night and told me to meet him for this gig in the parking lot.

FLASHBACK - PARKING LOT - AFTERNOON

Connelly sits in an unmarked car. He answers his cell phone.

CONNELLY (V.O.)
Then when I get here, he calls again and says "change of plans" - I gotta sneak into the movie theater and find "Evil Frank".

FLASHBACK - MOVIE THEATER PROJECTION BOOTH - 5:02 PM.

Connelly enters the projection booth through the access stairwell. He finds the blue jacket and headgear stuffed into a cabinet.

He sniffs the air, disturbed.

CONNELLY (V.O.)
He leaves this getup for me-

He pulls on the jacket and goggles.

CONNELLY (V.O.)
-then I almost get caught-

He finds the strange cell phone on the floor. WILL spots him and chases him into the usher's closet.

CONNELLY (V.O.)
-and then he almost burns me alive.

Connelly peers under the closet door and watches the cell phone spark, setting the floor on fire.

He bursts out of the room and runs past Will.

BACK TO PRESENT

CONNELLY

And now it turns out you work for
this asshole?

EVIL FRANK

Well. Only for about half an hour
now.

CONNELLY

They think I'm him! They're gonna
think I burned down that theater!

EVIL FRANK

Get over yourself, my friend. You
really think he cares enough about
you to frame you for arson? Or
nail me for extortion?

CONNELLY

Who else are they gonna suspect?

EVIL FRANK

Oh, he's got someone very specific
in mind to take the fall for
everything that happens here today.

Evil Frank pushes the suit clothes into Connelly's arms.
Then he produces an expensive black briefcase.

EVIL FRANK

After this is over, you and I get
to go home. So get dressed,
sunshine. Time to go to work.

MALL

Detective Connelly strides out of the restroom, briefcase in
hand, jacket and tie, hair slicked back into a nice ponytail.

Will and Good Frank, looking for a gruff and grungy cop, pass
right by this polished, confident businessman.

Instead, Good Frank points out Sergeant James, who is having
a conversation on his cell phone.

GOOD FRANK

There's one of them.

WILL

We can't approach him if there's a chance he could be the dirty cop.

GOOD FRANK

If Thirty Seven is watching us, we can't talk to the police, anyway, or the bomb goes off.

James snaps his phone shut. Will shoves Good Frank.

WILL

Run past him. Go. Now!

Good Frank is confused but obeys. He jogs past shoppers, right in front of James.

Will follows at a run. He CRASHES into James, toppling them both to the floor.

James' cell phone skitters across the floor.

JAMES

What's the matter with you?

WILL

I am so sorry, man. We were just in too much of a hurry, I guess.

Good Frank helps James to his feet.

Will stands and grabs James' cell phone. He deftly swaps it with his own.

Will maintains eye contact with a furious James while handing him the wrong phone.

JAMES

I'm trying to do my job, here, gentlemen. Why don't you go do yours?

GOOD FRANK

Absolutely, sergeant. Sorry again.

They leave James to stew. James stuffs Will's phone into his pocket, unaware of the swap.

GOOD FRANK

Next time there's a plan, give me more details, OK?

Will is cycling through James' RECENT CALLS.

WILL
 He's got no calls from a restricted
 number. Either he only talks to
 Thirty Seven face to face...

One RECENT CALL catches his attention - a call to CONNELLY.

WILL
 ...or it's the other guy.
 Connelly.

HERN'S - JEWELRY COUNTER

Connelly approaches Hern's jewelry counter where Ben waits
 with STANTON, the cashier. When Connelly speaks, his voice
 is mannered, changed by affect rather than accent.

CONNELLY
 Mister Wurst? I'm Pete Stevens.

BEN
 A pleasure to meet you, sir.

CONNELLY
 As I mentioned on the phone, I'm
 looking at something for my wife.
 She's quite particular about her
 jewelry.

STANTON
 Mister Wurst asked me to gather our
 more exclusive pieces. Does
 anything strike your eye?

Connelly briefly surveys the dozens of jeweled objects in the
 display case - or more particularly, their price tags.

CONNELLY
 I'll take that set - what is that
 altogether, five thousand?

Stanton raises his eyebrows. Ben nods enthusiastically.

CONNELLY
 You don't mind cash, do you?

Connelly slides a stack of hundred dollar bills out of his
 jacket pocket.

MALL

Will selects CONNELLY from the menu and pushes SEND.

GOOD FRANK
What will you say to him?

WILL
I'm clutching at straws, here,
Frank. I'm kind of making this up
as I go.

GOOD FRANK
That's obvious.

HERN'S - JEWELRY COUNTER

Stanton counts Connelly's money, a little overwhelmed.

Connelly's cell phone rings. He checks it: JAMES. He
frowns, then excuses himself with a gesture and answers it.

CONNELLY
Is there a problem?

WILL (O.S.)
Detective Connelly?

CONNELLY
Ah. Yes?

MALL

Will's brow furrows at Connelly's strangely mannered voice,
and his sudden reticence.

WILL
Do you know who this is?

No response from Connelly. The only sound is GREENSLEEVES
playing in the background.

Will smiles grimly.

HERN'S - JEWELRY COUNTER

Connelly's eyes shift to Stanton, who is finalizing the sale.

CONNELLY
I'm sorry, I'm right in the middle
of something. Please don't call
this number again.

He shuts his phone.

MALL

Will starts to jog. Good Frank follows.

WILL

"Right in the middle of something."
He's sounds like he's right in the
middle of crime number seven.

GOOD FRANK

Did he say where he was?

WILL

He didn't have to.

HERN'S - JEWELRY COUNTER

Connelly taps his finger impatiently on the counter to the ubiquitous tune of GREENSLEEVES. Stanton tucks the jewelry boxes into a small plastic bag.

BEN

Well, sir, thank you very much for-

Connelly grabs the bag and flees the store. He leaves his BRIEFCASE at the foot of the counter.

MALL

Connelly marches rapidly through the mall, watching the flow of patrons. He does not see Will and Good Frank emerge from a store front behind him.

GOOD FRANK

Hello, Detective.

WILL

Nice threads.

Connelly tries to run, and Will shoves him into:

IN FRAME ART AND SUPPLY SHOP

The unpopular shop is poorly lit and customer-free. ELLEN, anorexic and dull-eyed, straightens up behind the register.

Will enters, backed up by Good Frank. Connelly reaches into his pocket and pulls out his badge.

CONNELLY

Hey. It's a major crime to detain or threaten a police officer.

WILL

I can think of a worse one.

Connelly tries to run; Will POPS him on the nose.

His badge lands on the cash register; Ellen stares at it dumbly, her mouth a wide "O". Will grabs Connelly where he falls and cuffs him to the counter.

WILL

Thirty Seven said you worked for him. You're gonna tell me everything you know about him.

ELLEN

Dude you punched that cop in the face. Awesome.

GOOD FRANK

Ellen, lock up and then leave the mall. You're closed.

Ellen does as she is told, closing the mesh security gate as she leaves. Will picks Connelly's bag off the ground and dumps out the jewelry.

CONNELLY

Unph! You broke my goddamn nose!

WILL

He sent you here to buy, what, jewelry? Why?

Will pulls out his pen and writes on his finger.

WILL

Was the money dirty? If it was, I'd call that - money laundering.

Will shoves his finger in Connelly's face: 7 M LAUNDER.

GOOD FRANK

Wow. Money laundering. Why don't we take him outside to the police?

Connelly looks from Good Frank to Will, trapped. Then he laughs, bitterly, but with an edge of victory.

CONNELLY

You think I'm the only cop here who
he's got in his pocket?

Will and Good Frank look at each other, a little shaken.

CONNELLY

This is his business, gentlemen.
Information. He finds out about
you, then makes you pay him - or
work for him - to keep quiet.

GOOD FRANK

How much money could he make off of
you, Connelly?

Connelly indicates the empty shop.

CONNELLY

How much money does this store make
in a week? Not much. But it's
part of a nationwide chain. A
thousand stores across the country,
the company makes millions.

WILL

So he extorts money from police
stations across the country?

CONNELLY

Police stations, banks, anything
that can pay a percentage up the
ladder.

WILL

And the man at the top makes a
killing.

CONNELLY

From what I saw today, he might be
starting with malls, now. Good
business. Lots of crooks.

Will picks Connelly up and slams him against the counter.

WILL

He's not starting with this mall.
He's gonna blow it up. And if we
don't find that bomb-

Will check his watch.

WILL

- in fourteen minutes - boom.

HERN'S - JEWELRY COUNTER

Stanton steps around his counter and notices Connelly's BRIEFCASE. He catches Ben's attention.

STANTON

Ben? I think Mister Stevens left his briefcase here.

Ben heads over and checks it out.

BEN

Hm. I'd better take it to lost-and-found. I'm sure he'll be back for it.

Ben walks off with the briefcase.

IN FRAME

Connelly studies Will's face carefully, trying to detect a bluff.

WILL

You know what would happen if we left you cuffed to that counter?

GOOD FRANK

Will, come on!

CONNELLY

If - if - there is a bomb here... yeah, I might know where it is.

GOOD FRANK

If you do, tell us, please!

CONNELLY

But I'm not taking the rap for it. Unlock the cuffs. Let me go, and I'll tell you.

WILL

No. Not unless you know who he is, or where he's going.

CONNELLY

Are you not hearing me? Nobody knows who he is! Nobody!

Good Frank pushes Will aside and unlocks the cuffs.

WILL
What are you doing?

GOOD FRANK
Give it a rest, Will! We're not
leaving him here to die!

Connelly rubs his wrist.

CONNELLY
The job wasn't just to spend the
money. There was a briefcase. I
was supposed to leave it at Hern's.

They look at him, horrified.

CONNELLY
I didn't know what was in it! I
figured it was some other payoff!
But now that I think about it...it
was heavy.

Good Frank slides open the security gate and motions Connelly
out.

GOOD FRANK
You'd better leave right now.

MALL

Connelly ducks under the gate, followed by Good Frank and
Will.

CONNELLY
Here's a piece of free advice,
gentlemen. I'd start running now
and be in South America tomorrow.
I don't know why, but this guy
wants your blood.

Connelly runs and doesn't look back. Good Frank starts
towards Hern's.

GOOD FRANK
We've got twelve minutes to find
that briefcase. Will!

But Will is frozen in place. After a moment, he starts to
walk away from Hern's.

GOOD FRANK
Where are you going? We have to
search Hern's!

WILL
I'm going to walk out into the crowd, and disappear.

Good Frank follows.

GOOD FRANK
Now you're giving up?

WILL
That was our last shot, Frank! We can't find Thirty Seven now, and we can't stop this bomb! Connelly's right: I have to run.

Good Frank draws up close to Will, furious.

GOOD FRANK
This is bigger than you, Will. He could kill hundreds of people.

WILL
What can we do about it, Frank? Go to the cops? Thirty Seven can own anybody, at any time. Everyone's crooked. Everyone's got secrets.

Good Frank stands back from Will.

GOOD FRANK
You know who says, "Everyone's crooked", Will? Crooks.

WILL
That's right, I am a crook.

GOOD FRANK
Well, I'm not. That's a choice you make every day. So if that bomb's in Hern's, then I'm going to find it. And do something about it.

Good Frank starts off in the direction of Hern's.

GOOD FRANK
You started this, Will. You decide whether or not you're going to finish it.

Will watches him go. He looks down at the crimes written on his fingers.

FLASHBACK - MOUNT ROSA MALL PARKING LOT

Young Will's fingers are marked with ten different crimes.
Tears spill from his eyes.

He takes one last look at the body of the dead security guard, and then his brother Andy fleeing in the distance.

He runs.

BACK TO PRESENT

Will shakes his head in denial.

He steels himself and heads towards Hern's.

EVIL FRANK

watches Will from two levels up. He gets on his cell phone.

EVIL FRANK
They got to Connelly.

MR. THIRTY SEVEN (O.S.)
That's unfortunate. Did they get
his briefcase?

EVIL FRANK
Not that I could see. What's in
that thing?

MR. THIRTY SEVEN (O.S.)
You let me worry about that. Your
job is to bring Will to me.

Click. Evil Frank shakes his head.

EVIL FRANK
This job sucks worse than my old
one.

He chases after Will.

HERN'S OPERATIONS OFFICE

Ben enters the empty operations room carrying the briefcase.
His cell phone rings, and he answers it.

MR. THIRTY SEVEN (O.S.)
Did the briefcase make it to ops?

Ben looks at the briefcase on the counter almost fearfully.

BEN

Yes.

MR. THIRTY SEVEN (O.S.)

Then I would leave quickly.

BEN

How do I know you'll keep my ...
indiscretions ... confidential?

MR. THIRTY SEVEN (O.S.)

You'll find I keep my word, Ben.

Click. Ben shuts his phone and leaves the room.

On the video monitor, Will enters the store.

HERN'S BOTTOM FLOOR

Will takes a moment to survey the mass of humanity in the store - people laughing, children crying, blissfully unaware of any danger.

WILL

Think, dammit. He was at the
jewelry counter.

Will cuts through the racks of merchandise.

HERN'S SECOND FLOOR

Good Frank cuts in front of a line of shoppers and smiles sweetly at LESLIE, the cashier.

GOOD FRANK

May I please use the phone, Leslie?

Leslie chews her gum relentlessly and hands it over. Frank punches INTERCOM; when he speaks, his voice is broadcast.

GOOD FRANK

Ladies and gentlemen, Hern's is now
closed. We apologize for the
inconvenience. Please proceed to
the exits.

He hangs up, but the ANGRY SHOPPER from SUGAR SHACK stops him, perturbed.

ANGRY SHOPPER

You ain't closing now. I stood on
line for ten minutes.

The shoppers in line behind her grunt in agreement. Good Frank sighs and runs for the escalator.

HERN'S THIRD FLOOR

Evil Frank enters the store and hops on the descending escalator.

He is surprised to meet Good Frank ascending on the opposite side.

GOOD FRANK
Frank?

EVIL FRANK
Frank.

GOOD FRANK
What are you doing here?

EVIL FRANK
I. Decided. I wanted to help.

GOOD FRANK
Really? Wait, hang on.

Good Frank clumsily leaps over the railing between escalators and spills both of them and four angry customers.

EVIL FRANK
For crissakes, Frank!

GOOD FRANK
I'm sorry! Did you really come back to help?

EVIL FRANK
Guess I'm a sucker for a lost cause.

Good Frank looks at Evil Frank with new eyes.

GOOD FRANK
Frank, you're all right. I have to find a briefcase.

EVIL FRANK
Why?

Good Frank looks at the customers around him, then leans close and whispers to Evil Frank.

GOOD FRANK
All right, try not to freak out.
It's a bomb.

Evil Frank is so badly stunned that he misses the step off at the bottom of the escalator, and falls to the ground again.

EVIL FRANK
You gotta be kidding me.

GOOD FRANK
I checked a few counters, but
there's nothing there.

EVIL FRANK
If Ben saw it, he'd take it right
to the Hern's lost-and-found.

GOOD FRANK
I don't know where that is. But
Will would.

Good Frank takes out his phone. Evil Frank grabs his arm and stops him.

EVIL FRANK
It's in ops. Follow me.

FIRST FLOOR

Will searches the jewelry counter along its base. He slams his fist against the glass in frustration.

Stanton approaches the counter. He smiles at Will.

STANTON
Hello, Will! Weren't you fired?

WILL
Stanton! Did a man leave a
briefcase here earlier?

STANTON
Yes, in fact. Ben took it to lost-
and-found.

WILL
Yes! Thank you!

STANTON
Will? Are we closing?

But Will is already running for the escalator.

OPERATIONS OFFICE

Evil Frank opens the door and lets Good Frank in first. The briefcase lies on the counter, unassuming.

GOOD FRANK
OK. There it is.

EVIL FRANK
So what do we do?

GOOD FRANK
I hadn't thought it out.

Good Frank gingerly opens the case. A metal contraption covered in wires, tubes, and LEDs rests inside.

GOOD FRANK
Ah, God. I really hadn't thought this out.

EVIL FRANK
I have an idea. Gimme your phone.

Good Frank hands it over.

EVIL FRANK
Now hand me that asphor.

Good Frank looks to the floor where Evil Frank is pointing.

GOOD FRANK
What's an asphor?

Evil Frank draws his gun and SLAMS it into the back of Good Frank's skull.

Good Frank hits the ground with a THUD.

EVIL FRANK
Knock knock, buddy.

Evil Frank checks the video monitor. Will is rounding the escalator on the second floor.

He gets out his phone and dials.

MR. THIRTY SEVEN (O.S.)
Is there a problem?

EVIL FRANK
You put a bomb in the building?
You didn't think that was important enough to tell me?

MR. THIRTY SEVEN (O.S.)
Frank, your job is to get Will to me.

EVIL FRANK
I can't walk Will out of here!
There's a thousand people around!
I was gonna hold him here and walk him out later!

MR. THIRTY SEVEN (O.S.)
Well, whose plan was that?

Evil Frank looks at the monitors: Will is at the third level.

EVIL FRANK
He's coming here right now. What the hell am I supposed to do?

MR. THIRTY SEVEN (O.S.)
Figure out what he wants, Frank.
Then make him follow it.

Click.

Evil Frank looks at Good Frank. Then at the white board on the wall.

Finally, he considers the shoulder bag he has from Connelly.

He tears Connelly's bag open and pulls out the blue jacket, ski mask, and goggles.

WILL

pushes up the escalator to the fourth floor.

EVIL FRANK

zips up the jacket and pulls on the mask and goggles.

WILL

ducks and weaves between racks of clothes.

EVIL FRANK

plants the white board on top of Good Frank and scribbles quickly.

WILL

reaches operations and punches his code in the door.

BEEEEEEEEEP. Red light. Will turns the knob, to no avail.

EVIL FRANK

hears the knob clicking. He inspects the bottom of his gun - no clip.

Then, he shoots a look at Good Frank's motionless form.

WILL

tries the code again. BEEEEEEEEEP.

WILL

Dammit, Ben. Changed the code.

He fumbles his keys from his pocket.

EVIL FRANK searches Good Frank's first pocket, then the second.

He finds his clip.

WILL

jams the key in the lock and opens the door to

OPERATIONS

He sees Evil Frank, now disguised as Mr. Thirty Seven, leaping back from the huddled form of Good Frank.

The whiteboard placed in front of Good Frank reads:

8 AG ASALT

Will SCREAMS and barrels towards Evil Frank.

Evil Frank slams the clip into the gun and raises it.

Will grabs his arm and the gun goes off wild.

BANG BANG BANG.

TOP FLOOR

The shots are muffled but audible to the crowd. A brief hush, then a small SCREAM, and panic begins.

The crowd begins to stampede.

EXT. PARKING LOT

Sergeant James notices that people are beginning to pour out of Hern's into the parking lot in frightened packs.

JAMES

Now what the hell is this?

INT. HERN'S OPERATIONS

Evil Frank tries to throw Will off, and the two collapse to the ground. Will strikes Evil Frank's hand against the file cabinet, and the gun flies from his grip.

It strikes the bomb in the briefcase. Both men freeze.

An audible BOOOOP. Then, silence.

Both men let out a sigh of relief.

Then, Evil Frank bolts from the room. Will follows.

TOP FLOOR

SCREAMS from the retreating crowd as Evil Frank grabs Will and throws him into a rack of designer jeans.

Will snags a pair of jeans and whips one leg at Evil Frank's face. It blinds him temporarily, but then Evil Frank grabs the leg and pulls.

They split the jeans like a wishbone.

WILL

A hundred bucks for these?

Will chases Evil Frank into the

KITCHEN SUPPLIES SECTION

Will spins a discarded dolly around at Evil Frank.

Evil Frank catches it and pushes back. Will tries to leap over the dolly, but Evil Frank catches him on it and shoves it backwards, sending Will sprawling and shoppers scattering.

Will lands near a display of wall-mounted knives. He grabs a large BREAD KNIFE and advances.

Evil Frank wants no part of the knife, so he retreats.

HARDWARE SECTION

Evil Frank grabs a PAIR OF SHEARS. Will's knife is pitifully small in comparison, and Will runs, now the prey.

Will grabs a large object from its display, dives for cover and jams a plug into a socket. Evil Frank is almost on top of him when Will emerges with the object, a ROARING CHAINSAW.

Will gives chase again, but soon runs out of cord for the chainsaw, and discards it.

Evil Frank runs for

THE ESCALATOR

The crowd gives the two men a wide berth.

Will charges. Evil Frank stops just before hopping on. He reaches for the marble-faced directory map of the store.

Will sees what is happening, tries to stop, but trips on a yellow cone that reads CAUTION! WET FLOOR!

His sneakers catch no traction, and he slides and stumbles to the ground at Evil Frank's feet.

Evil Frank tips over the heavy marble slab and brings it crashing down onto Will's chest.

Will cries out in pain, pinned to the floor. Only one arm is free, his hand slapped by the churning steps of the escalator.

Evil Frank kicks Will in the head. He lays still.

The floor is now deserted. Anxious MURMURS can still be heard from the crowd on the lower levels and out in the mall.

Evil Frank sighs heavily beneath the mask. He reaches for Will.

Will's eyes shoot open.

He grabs Evil Frank's hand and jams it into the feed that takes in the escalator railing.

Evil Frank ROARS as his fingers are crushed by the escalator. He struggles to wrench his hand free of the greedy machine.

Will grabs the slab with his free arm and pushes as hard as he can. He rolls out from underneath it.

He punches Evil Frank in the chest, driving him to the floor.

He pulls out his cell phone.

WILL
Call him, Frank! Now! Find out
how to shut down that bomb!

Evil Frank doesn't respond.

WILL
I know it's you, Frank!

EVIL FRANK
How?

WILL
Who spells "assault" A-S-A-L-T?

Evil Frank rips the mask off in frustration.

EVIL FRANK
Will, listen to me. There's
nothing we can do about this bomb!

Will grabs Evil Frank, slaps his cuffs around his wrist, and
chains him to the fourth floor railing.

WILL
I've got to try something.
Anything. And we're either gonna
live through this together, or not.

EVIL FRANK
Will!

But Will is gone, running back towards operations.

OPERATIONS OFFICE

Will finds Good Frank stirring on the ground.

WILL
Frank! Are you OK?

GOOD FRANK
Tell Frank his jokes need work.

Good Frank notices the briefcase.

GOOD FRANK
I really didn't think this out.

Will picks Evil Frank's gun off the ground. His cell phone
rings, and he answers.

MR. THIRTY SEVEN (O.S.)
Three minute warning, Will.

WILL
I got your bomb here.

MR. THIRTY SEVEN (O.S.)
Congratulations. I hope the two of
you have a wonderful life together.
It should destroy most of Hern's.

WILL
What do you want from me?

MR. THIRTY SEVEN (O.S.)
Honestly? Not this. I was hoping
to meet face to face.

WILL
Tell me how to shut this bomb down
and we'll talk.

MR. THIRTY SEVEN (O.S.)
I have a counterproposal. I've
sent you a video.

Will checks his phone. He finds a close-up video of ANNIE,
her mouth covered with duct tape, her screams muffled.

Good Frank and Will watch the video, horrified.

MR. THIRTY SEVEN (O.S.)
I'm holding her at the bookstore.
Forget about the bomb and meet me
there in three minutes.

Click. Good Frank looks at Will for guidance.

WILL
Go. Go get her.

GOOD FRANK
What about you?

Will is looking at the video monitor, where people are still
scrambling to leave. Then his eye catches the SAFE.

WILL
There's still at least a hundred
people in the store.

GOOD FRANK
You can't-

WILL
I've got an idea, Frank! Now go!

Good Frank scrambles out the door.

Will grabs a paper off the bulletin board that reads STAFF.

WILL
Come on, come on. Ben Wurst.

He finds Ben's number on the staff list.

EXT. PARKING LOT

Ben is leaving the screaming mob behind. He approaches his car when his cell phone rings.

The number is unfamiliar. He ignores it.

INT. HERN'S OPERATIONS

Will curses under his breath as he approaches the safe. He pulls open its thick outer door, revealing the inner drop safe and combination lock.

A sticker near its bottom reads FIREPROOF - 3 INCH STEEL.

He punches a text message out furiously.

EXT. PARKING LOT

Ben's phone buzzes. He checks his text messages:

WILL says:
Reporting you to 911
call back now

Ben's eyes grow wide in fear. He brings up his MISSED CALLS.

INT. HERN'S OPERATIONS

Will answers the phone.

WILL
Give me the safe combination, Ben.

BEN (O.S.)
What? Why would I -

WILL
Gimme the combo, Ben, or the cops
find out about the credit cards!

BEN
I don't know it! Only the armored
car service-

WILL
Don't bullshit me Ben! I will turn
you in!

EXT. PARKING LOT

Ben swallows and closes his eyes.

BEN
Twelve. Forty five.

INT. HERN'S OPERATIONS

Will turns the knob with shaky fingers.

WILL
Wait wait wait! OK. Twelve.
Forty five. Go.

BEN (O.S.)
Twenty eight.

Will spins the knob to twenty eight and pulls. Nothing.
Will looks at the clock - 5:58.

WILL
Dammit, Ben, don't screw with me!

BEN (O.S.)
That's the combination! Did you
spin it three times first?

Will curses under his breath and starts to spin again.

BEN (O.S.)
This is intolerable. He told me
that my secrets would not be abused
like this!

WILL
Who...

Then Will gets it, and smirks.

WILL
He said that, huh? Well, just do
as you're told, and your secrets
are safe.

Will spins the knob to 12, then 45.

BEN (O.S.)
I will not be held responsible for
you stealing money from the safe!
Or terroristic acts! Or filing
fraudulent reports!

WILL
When did you file a fraudulent...

The combination lock CLICKS on 28.

Suddenly, everything seems to slow to Will.

FLASHBACK - MONTAGE

In operations:

GOOD FRANK
Ben's going to take time to finesse
this thing.

Will stares at the check in Annie's hands and yells at Ben.

WILL
You settled?

Ben in the mall:

BEN
I have important business to attend
to today.

BACK TO PRESENT

Will looks at the discarded whiteboard: 8 AG ASALT.

WILL
Assault is eight. Then there was
fraud...number nine. And ten is...

FLASHBACK - MONTAGE

In the mall, Will looks at the tiny writing on his hand.

MR. THIRTY SEVEN (O.S.)
What's that I see on your finger...

In the conference room, Will splays out his fingers: 1 THEFT. Annie takes careful note of the writing.

MR. THIRTY SEVEN (O.S.)
...one, theft?

Good Frank holds up Annie's badge.

GOOD FRANK
One police officer's badge.

Annie smiles at Will.

ANNIE
We can't all be good cops.

BACK TO PRESENT

Will sits down hard, all the strength running out of his legs.

WILL
...impersonating a police officer.

EXT. PARKING LOT

An emblem on a parked car: LEXUS.

Annie steps out of the stolen car and surveys the chaos of the crowd grimly. A roll of duct tape lies on the seat.

INT. HERN'S OPERATIONS

The clock on the wall CLICKS loudly, interrupting Will's reverie - it is now 5:59 PM.

Will yanks open the safe's inner door. He shuts the suitcase and quickly but gently places it inside the safe.

He slams both safe doors closed, and runs.

HERN'S TOP FLOOR

Will bursts out of operations and heads for the screaming Evil Frank.

He hauls the marble store map up in front of them.

OPERATIONS OFFICE

The wall clock strikes six o'clock.

The safe EXPLODES with a THUNDEROUS PERCUSSION.

TOP FLOOR

The wall caves in a bit, but it holds.

A piece of steel safe slices through the air and buries itself in the railing, five feet from Will's head.

EXT. PARKING LOT

Sergeant James throws an arm over his head as a chunk of the roof erupts in a fiery blaze. CROWD SCREAMS. He grabs his radio.

JAMES

We have an explosion on the south side roof, evacuate the building now.

INT. MALL - OUTSIDE BOOK DEPOT

The stores near the movie theater have all closed. Good Frank hustles up to Book Depot.

Vibrations momentarily shake the floor. SCREAMS throughout the mall, and the quirky BLATTING of the fire alarm.

GOOD FRANK

Oh God, Will.

He checks his watch, then looks into the darkened store. He opens the door with his key.

GOOD FRANK

Please be alive in there.

EXT. MALL PARKING LOT

Annie slips unobserved through the crowd. She reaches an access door marked BOOK DEPOT.

She slides a key from her pocket and enters.

INT. BOOK DEPOT

Good Frank sneaks down the rows of shelves nervously.

GOOD FRANK
Please don't kill me. Please don't-

ANNIE
Frank!

Annie emerges from behind a shelf.

GOOD FRANK
Oh, thank God! I thought you were
a bad guy.

IN THE MALL

Will drags a limping and cuffed Evil Frank through the mall.

WILL
Gimme your phone.

EVIL FRANK
Why?

WILL
Because mine blew up. I have to
call Frank.

EVIL FRANK
Not much chance of that. I've got
his phone.

Evil Frank holds outs Good Frank's cell phone.

Will curses and tosses Evil Frank down outside Book Depot.
He cuffs him to a railing.

WILL
Don't move. And thanks for the
loan.

EVIL FRANK
Of what?

WILL
Of this.

Will pulls the pistol out of his pants. He enters the
darkened store.

BOOK DEPOT

Good Frank speaks in hushed tones to Annie from the end of a row of shelves.

GOOD FRANK
Where's Mister Thirty Seven?

ANNIE
I don't know. At six o'clock, he
just let me go and ran.

GOOD FRANK
That doesn't make any sense!

ANNIE
I don't get it, either. Where's
Will?

WILL

walks quietly through the rows, sneaking closer and closer to the sounds of the voices.

GOOD FRANK (O.S.)
He stayed behind to stop the bomb.

ANNIE

conceals a pistol behind her back as she nods sympathetically.

ANNIE
Do you think he made it?

Good Frank shakes his head sadly.

GOOD FRANK
I don't know. And Frank - Evil
Frank, was right there, too.

ANNIE
So you're the only one left.

GOOD FRANK
I hope not.

Good Frank is looking through the darkened rows of shelves. He does not see Annie raise the gun from behind her back.

BANG.

WILL
Drop it!

Good Frank turns. Will has fired a warning shot. Annie smirks and tosses her gun away. She begins to laugh.

ANNIE

What do I win?

WILL

Life without parole.

Annie feints and charges Will. He SHOOTs again, but it goes wild.

Annie plows into him, knocking him over a railing into a small cafe.

The gun skitters to Good Frank. He grabs it like a football, with no intention of wielding it.

Annie KICKS Good Frank in the gut, dropping him. She scoops the gun from Good Frank's hand and aims it at Will's head.

ANNIE

Enough!

She walks calmly to Will and shoves him up against a bookshelf.

ANNIE

You have damn good instincts, Will.
I was counting on them.

GOOD FRANK

She's Mister Thirty Seven?

WILL

You set me up with that first phone call. You knew I'd be jumpy, looking for a shoplifter. You gave me all the signs. And when it turned out you were innocent-

Annie pulls a check out of her pocket and snaps it.

ANNIE

Five thousand from Hern's department store. Fraud.

GOOD FRANK

...and the bomb destroys any video evidence that you were ever there.

WILL

You're still short one crime. It wasn't a real kidnapping.

ANNIE
There's always homicide.

She caresses his face with the gun.

WILL
You're insane. Why would you do
all this?

ANNIE
You missed the important item,
Will.

Annie pulls out of her pocket a badge - not the fake police officer's badge, but an old security badge.

The identification numbers are MR37.

Realization hits Will so hard tears almost spring to his eyes. Annie is starting to cry a little, too.

WILL
M R. Mount Rosa mall.

ANNIE
It was my father's. He was wearing
it when your brother shot him.

FLASHBACK - MALL PARKING LOT - 20 YEARS AGO

Young Will watches as his brother Andy shoots the mall security guard.

ANNIE (V.O.)
Your little game that day ended my
life, Will. And you never paid for
your crimes. So now you'll pay for
these ten crimes.

FLASHBACK - MONTAGE

At Hern's, Will watches Annie pocket the check, then later stuffs petty cash into his pockets.

ANNIE
You're involved in a fraudulent
bust that costs Hern's five
thousand dollars.

At the theater, Will slides the folder into his pocket, then runs through the burning projection booth.

ANNIE (V.O.)
You steal documents from the
theater, and then it burns.

At Hern's again, Will enters, then runs from operations
before the bomb explodes.

ANNIE (V.O.)
And after you're seen entering
Hern's later, a bomb goes off.

BACK TO PRESENT

Will shakes his head, sadly.

WILL
You set me up?

ANNIE
If I turned you in for "accessory
to murder" what would you get,
Will? You were twelve. I'd say
five years, tops. But a terrorism
charge? You'd be on national TV -
the most hated man in America.

WILL
And then death by lethal injection.

ANNIE
You're reaping what you've sown,
Will. Every crime I commit is your
fault. In a way, we're connected.

She comes closer, smiling through tears.

ANNIE
I'd really rather not kill you. I
want you to come with me. You
created me. We should be together.

Will looks into her eyes, more nakedly honest than he may
have ever been.

WILL
I'm not responsible for you. We
make the choice to do crooked
things every day. But I can choose
to do the right thing. Right now.

Genuine remorse shines in Annie's eyes.

ANNIE
Boy Scout.

WILL
Cynic.

ANNIE
Goodbye, Will.

She pulls the trigger.

SNAP.

Nothing. Annie pulls the trigger twice more. Snap snap.

Good Frank holds out the Walther's clip.

GOOD FRANK
I did mention that I've practiced
stealing Frank's clip for years.

Silence. Then, Will bursts into laughter.

Annie smashes Will on the bad shoulder with the gun and runs.

WILL
Ah, dammit!

GOOD FRANK
Is that what they pay you for?
Let's get her!

Good Frank and Will chase after Annie.

OUTSIDE BOOK DEPOT

Evil Frank has managed to lift himself up on the railing, and he grabs the key ring from his pocket.

He holds a small key between his teeth and carefully inserts it into the cuffs.

EVIL FRANK
Dammit, Will.

The lock springs open. He steps away from the cuffs and shakes out his wrists.

Annie comes barreling out of Book Depot.

EVIL FRANK
Where are you going?

ANNIE
If you're still on the team, Frank,
you might want to get running.

Annie flees. Will sprints out of the store and chases after her, but Good Frank has to stop and face Evil Frank.

EVIL FRANK

Frank.

GOOD FRANK

Frank. I think you're fired.

Evil Frank runs with Good Frank on his heels.

Will gains on Annie. Shoppers have evacuated the main areas, and there is no pedestrian traffic to slow them down.

WILL

There's cops all over the lot! How are you planning on getting out?

ANNIE

I have my ways!

She starts up the stairs to the mezzanine level. Will loses a little distance on the upward climb.

OUTSIDE HOYLE'S

Annie leaps into the display Lexus through the window.

She pulls a small screwdriver out of her pocket and jams it into the ignition. The Lexus ROARS to life.

Will stops short as the car lurches towards him.

EVIL FRANK

Hey, darlin'! I need a ride!

GOOD FRANK

Don't even think about it, Frank!

Evil Frank runs up and leaps onto the rear of the car.

Will ducks into a store front, allowing Annie to pass him. She turns the car onto the wide stairwell and begins to drive it down to the first floor.

Good Frank stops by Will. They both watch the car navigate the mall steps in disbelief.

GOOD FRANK

What crime is this?

WILL

Um. Mayhem?

The car spills onto the first floor. Will runs, barely keeping pace, only able to because the car has to avoid kiosks.

ANNIE

swerves back and forth, ignoring Evil Frank's screams as he hangs on for his life.

EVIL FRANK

You crazy supervillain bitch, don't
make me write you up!

GOOD FRANK

cannot keep up, but inspiration strikes and he ducks into a door marked EMPLOYEES ONLY.

WILL

continues to tail the car from above.

The Lexus plows into Santa's workshop. Presents and fake reindeer fly everywhere.

Will leaps up onto the railing, and jumps fifteen feet down into the remains of Santa's workshop.

Wood splinters and cracks, but the structure and white sparkling "snow" blankets cushion his fall.

He pulls himself free and watches the car head for the exit.

EVIL FRANK

screams and lets go, tumbling into the hallway.

ANNIE

grits her teeth and plows

THE LEXUS

into the glass doors. The doors SHATTER into a thousand pieces as the car erupts into

EXT. THE PARKING LOT

Cops, firefighters and onlookers scatter from the car.

Evil Frank chases after it. Will slows. He will never catch the car on foot.

A PINK BUICK

slams into the Lexus from the side. Both cars spin to a stop.

Annie climbs out of the wreckage of the car. She threatens the crowd with the unloaded gun. They back away. She runs, with Evil Frank struggling to keep up.

Will runs to help Good Frank climb out of his car.

WILL

Are you all right?

GOOD FRANK

This thing's built like a pink tank.

They take up pursuit again, towards

THE HIGHWAY

The final barrier of the mall, six lanes of quick death, around a blind curve.

Annie stops at the road and gauges the traffic. Evil Frank catches her.

EVIL FRANK

Now what?

She is bouncing up and down on her toes like a sprinter warming up.

EVIL FRANK

Not a chance in hell, lady.

Evil Frank runs along the edge of the highway. Good Frank breaks off and closes the distance between them.

Good Frank plows into Evil Frank, his weight crushing the smaller security guard into the pavement.

EVIL FRANK

I give up, Frank! Don't eat me!

GOOD FRANK

You see? Good Frank always triumphs over Evil Frank.

ANNIE

picks her moment and leaps into the traffic. Will grabs for her and misses by inches.

She is almost hit by a Toyota Camry. Colors blur by her.

Will jumps out into the traffic, but a convertible careens around the bend, toppling him backwards into the path of a ROARING TRACTOR-TRAILOR.

WILL

Shit!

Will spins around and lies prone. The truck THUNDERS right over him; exhaust burns his face.

As soon as the truck has passed, he springs to his feet and hurls himself onto the stone median.

Annie leaps away from him, across another two lanes. Two sedans whir by her on either side.

Will sees a speeder in a blue Volvo careening around the curve, heading right for Annie, out of her sight.

WILL

Stop!

He leaps from the median. A car passes under him, moving out of his way as he descends.

He runs through the fourth lane. The fifth.

The Volvo is bearing down on Annie.

Will grabs her jacket neck and yanks her backwards.

The Volvo misses her by an inch and a half.

Will tosses Annie onto the sound barrier, falls on top of her and pins her arms over her head.

The police sirens are audible in the distance.

ANNIE

If I go to prison, you do too.
I'll make sure you face those
accessory charges. Or, you and I
could run right now. Start over.

WILL

I am really so sorry about your
father.

He clicks one handcuff over Annie's wrist, and the other over his own.

WILL
But I am starting over.

He stands and gently pulls Annie to her feet.

The traffic grinds to a halt as a police car pulls to the side of the highway. Will waves it over, and it bathes both of them in intermittent red light.

INT. HERN'S DEPARTMENT STORE - THREE YEARS LATER

Good Frank looks up at Hern's digital scrawl: THANK YOU FOR SHOPPING HERN'S! 11:03 AM.

His beard has grown in silver, showing the passage of time.

A man in a red wool cap leaves the store, toting a backpack. Good Frank watches him, warily. He speaks into his radio.

GOOD FRANK
How sure are you, Jerry?

JERRY (O.S.)
Ninety nine percent, Frank.

GOOD FRANK
All right.

He sighs and follows the figure. When he is within earshot:

GOOD FRANK
I think you've got my shirt.

WILL turns. He is thinner, worn, but his eyes are tranquil.

WILL
I was looking for you, Frank.

GOOD FRANK
Hey, Will. It's been a long time.

WILL
Three years.

GOOD FRANK
When did they let you out?

WILL
Tuesday.

Awkward pause.

GOOD FRANK
I need to check your bag, Will.

Will looks down at the backpack. He slowly withdraws a very nice looking dress shirt. The price tags dangle.

Good Frank clicks his tongue.

Will reaches into his pocket and flips up a receipt.

Good Frank breathes a heavy sigh, then laughs a little.

GOOD FRANK
I'm sorry, Will. I should have known better.

WILL
Actually, you were right. I do have your shirt.

He hands the shirt to Good Frank.

WILL
I was going to wrap it, but. Merry Christmas, Frank.

Good Frank accepts the shirt, touched.

GOOD FRANK
Thank you, Will. Merry Christmas.

And without a word, Will turns and walks off into the throngs of shoppers, leaving Good Frank behind with his present.

FADE TO BLACK.