

Main Titles

Rats in the Basement

INT. BASEMENT - WILLARD'S HOUSE - NIGHT

In the pitch darkness of an old shivery east coast cellar, the audience sits amongst SILENCE. Then... Rising from the THEATRE'S REAR SPEAKERS...faint tiny claws, many, moving as one, scuttle; seemingly in the roof of the THEATRE. CHEWING. SCRATCHING. TEARING. An elderly woman, shrill and startling, calls out in the dark.

MRS. STILES

Willard!

(beat)

There are rats in the basement!

The scuttling stops. Silence. Beat; another, then...a metal doorknob, distinctive to a classic antiquated house, CLACKS and echoes. O.S., A door slowly squeaks open. From an upstairs room, a rhomboidal patch of light creeps across the TOP RIGHT OF FRAME. Within the light holds the hesitant shadow of an average sized man at the summit of a flight of stairs, descending into a cold, dark cellar. O.S., a light switch FLIPS. A FLASH! An exaggerated POP! The light bulb blows in the f.g., a fuse-box CRACKLES, sprays tiny blue sparks, then returns to darkness. The shadow FLIPS the light switch with anxious futility. The basement remains dark. The shadow SIGHS, shrinks, before the man DESCENDS an OS set of stairs; the risers bare. The aged wood creaks. Eerie as Arriving at a landing, he enters frame. Remaining in silhouette, yet backlit by the light spilling into the cellar from the upper room. Although face obscured by darkness, his posture reflects a dread as he continues down the stairs. Upon reaching the cement floor, CAMERA CREEPS BACK. The light is dim, yet enough to reveal a fuse-box beside wooden storage shelves lining the walls. With a hand against the stone wall as a guide in the darkness, the figure moves to the fuse-box. Opening the fuse-box door releases residual snaking blue smoke. He twists the fuses; taps on them. Nothing. Closing the fuse-box, he notices the wires have been chewed. With cautious loathing, the man blindly continues to the shelves and rummages through the supplies. His hands find a shoe box labeled FUSES and begins sliding it off the shelf. Until...he

petrifies. CAMERA SWEEPS into the shoebox lid REVEALING half a dozen tapered rat droppings. Aghast, the figure quickly pulls his hands away, trembling in the gray light. He holds. Still shaking, the hands quickly remove a toilet plunger from a shelf. CAMERA FOLLOWS the improvised weapon as it RISES several shelves. Chewed holes replace the Quaker's eyes on a tube of oatmeal giving the pilgrim's smile the appearance of a madman. The toilet plunger pokes around, discovering chewed holes in boxes of Jello and Jiffy-Pop. Even candles and canned food have been gnawed. Tense, the plunger pulls away knocking items off the shelf. A reflective glint rolls INTO FRAME. The bulb end of a cheap flashlight is grabbed by the man and hurriedly lit. As the small light flares...SCUTTLING. The man spins toward the SOUND...

IN THE FLASHLIGHT BEAM

A glimpse, yet...an unmistakable glimpse...of several rat tails dashing through a hole in a mesh screen; disappearing beneath the house.

WILLARD

CAMERA PUSHES IN on WILLARD STILES, 30's. Under-lit by the trembling flashlight, still in his short sleeve white collar shirt and cheap tie work clothes. CAMERA

CONTINUES...MOVING CLOSE on his puppy like eyes; locked on the mesh screen across the room. CAMERA CONTINUES until these eyes FILL THE FRAME; these eyes...afraid.

INT. DUANE READE DRUG STORE - NIGHT - CLOSE-2-SHOT

A line drawing of a mouse, ears and tail, sits in the center of a red circle and slash; in the chief of the d-CON herald.

WILLARD

Agonizes over a laminated placard chained to the store shelf.

WILLARD'S POV - PLACARD

d-CON Guide to Rodent Control...

WILLARD

Sighs, reaches out and holds the guide...

WILLARD'S POV - d-CON GUIDE TO RODENT CONTROL

His finger searches through questions on the far right. "What type of rodents do you have?"

"Mice", "Rats". "Where will product be used?"

"High traffic areas (Kitchen, Family Room, etc.) "Low Traffic Areas (Attics, Garages, basements, etc...)

The finger pauses upon... "Do you want proof you caught the rodents?" \*Yes, I want proof.

\*No, I do not want to see or come in contact with a dead mouse/rat."

WILLARD

Perspiration beads on his forehead.

D-CON GUIDE TO RODENT CONTROL (FILLING THE FRAME)

Willard's trembling finger settles beneath...

"No, I do not want to see or come in contact with a dead mouse/rat..."

The finger moves across the guide to the recommended d-CON product which is "Mouse-Prufe II".

WILLARD

Searches the shelves with his eyes.

CLOSE - DUANE READE SHELVES

CAMERA PASSES OVER several sickening options.

A package of an electronic pest repeller illustrates spiders, moths and rats fleeing from concentric circles of ultra sound.

The Giant Destroyer is powdered sodium nitrate; "The Effective Gas Killer! Kills Gophers, Moles, Woodchucks, Rats, Skunks & Ground Squirrels!"

Zep Commerical offers "Pest Glue Traps"; squares of cardboard with dabs of adhesive.

"Traps Crickets, Spiders, Scorpions, Cockroaches and Larger Pests!"

WILLARD

Frustration increasing; rummaging the shelves. He holds...

WILLARD'S POV - STORE SHELVES

The store marker indicates the location of "Mouse Prufe II." The area, however, is empty. The store is sold out.

WIDE OVERHEAD ANGLE

Bright fluorescent lights glare upon Willard standing before the pest control section; an aisle amongst several aisles. While he is motionless, other customers move amongst the aisles like lab rats in a maze...

EXT. STREET - OLD BROOKLYN HEIGHTS - NIGHT

Dead LEAVES blow across a cracked sidewalk. A pair of worn wing-tip shoes enter frame.

CAMERA FOLLOWS the shoes adjusting to reveal Willard proceeding along the way.

CAMERA FOLLOWS Willard, passing nineteenth century brownstone houses. Several are under renovation; caged by scaffolding. Others are for sale, marked by high-end realtor signs.

CAMERA MOVES AHEAD OF WILLARD until pausing on a corroded bronze plaque marked "STILES".

CAMERA PAUSES as Willard, carrying a Duane Reade bag, starts up the steps.

CAMERA PULLS BACK TO REVEAL a three-story brownstone suggesting hints of a proud past, turned pathetically decrepit, dark, and sad. The first and second level windows are barred. High above, centered, sits a yellow stained glass Dormer window beneath a Mansard roof.

INT. WILLARD'S HOUSE - NIGHT

The whistling wind GUSTS as Willard enters, holding a bag of large wood Victor rat traps. Several real estate agency business cards and solicitations are attached with rubber bands to the doorknob. Willard removes and tosses the calling cards atop a stack of mail atop a desk-table.

CLOSE - TABLE

The new solicitations fall up several dozen previous offers.

INT. BASEMENT - WILLARD'S HOUSE - NIGHT - EXTREMELY CLOSE

Metal coils strain as a thick copper bow is pulled back.

A LOCKING BAR

Is placed over the bow and engaged on the curved portion of the bait pedal, dabbed with peanut butter. SUDDENLY! the locking bar slips out of place. The bow releases! SMACK!

WILLARD

Drops the rat trap, clutching the knuckle of his index

finger. Faintly splattered with peanut butter, he sucks on his throbbing knuckle.

Angry, he picks up the trap intending to heave it against the wall. His eyes however, flash upwards; considerate of not waking someone in the house, upstairs.

Holding the trap, he takes a closer look.

Pulling the bow, he feels the tension.

Releasing it, he imagines the death blow.

SNAP! He pulls back the bow; releasing it.

SNAP!

Willard appears repulsed by the medieval device. And yet... He considers the power over another life which lies in his hands. He pulls back the bow; releases it. SNAP!

As he continues, hypnotized by the rat trap, CAMERA PULLS AWAY, as if to leave Willard

alone in the cellar. SNAP! Several successfully set rat traps encircle him. He pulls back the bow; releases it. SNAP!

CAMERA NOW SHIFTS...PANNING. ACROSS THE CELLAR to the small hole in the wire mesh, leading beneath the house. Willard is not alone.

AS CAMERA PUSHES IN, THROUGH THE DARKNESS and HOWLING WIND OUTSIDE,.. two quarter-sized opalescent circles reflect light in a manner unique to animal eyes. OS, SNAP! The flashlight spill creates the illusion of mean, furrowed brows. Whiskers extend six inches in each direction from the snout.

CAMERA CREEPS towards an enormous greasy eighteen inch black Norwegian rat; watching Willard.

This is BEN. SNAP!

Awful Mother, Awful Name

INT. PARLOR - WILLARD'S HOUSE - NIGHT

Two stuffed pheasant silhouettes frame the f.g., Positioned high upon a bookshelf, OS, a CLOCK peals. Across the dim room of dark wood, Willard appears and starts up a staircase. The clock CHIMES. He checks his Timex wristwatch, then sighs with frustration. As he starts down the stairs, CAMERA MOVES RIGHT, as if along the wall; black figures of stuffed animals pass between Willard and CAMERA. Reaching the fireplace mantle, CAMERA HOLDS as if settling upon the mantle. CAMERA is always a touch above eye level on Willard. Looming above him is an ornately handled funeral urn. He checks his watch, reaches to the mantle, and resets the clock. After winding several revolutions, he wipes at the layers of dust, leading the urn. He freezes! Sad and pining. REVERSE - LOWER ANGLE

Like a fading omnipresent memory, a portrait of a pin stripped suited captain of industry yet also a kindly father in his early fifties hangs above the urn in the dim light. An engraving identifies the urn as the ashes of "Alfred Benjamin Stiles. Loving husband and father. 1944-1995."

RETURN - WILLARD - HIGHER ANGLE

CAMERA MATCHES THE MOVE on Willard's expression, lost in fond but pained memories of his father...

INT. 2ND STORY LANDING - HALLWAY - WILLARD'S HOUSE - NIGHT

Willard's shadow stretches across a wall as he moves up the stairs. Willard turns off the downstairs light and continues along the hallway. Outside, the cold WIND CONTINUES HOWLING.

MRS. STILES (O.S.)

Willard.

Willard holds before a bedroom, door ajar. CAMERA CREEPS INTO HIM; eyes reluctantly turning toward the room.

WILLARD'S POV - HIS MOTHER'S BEDROOM

A slash of autumn light cuts across a pair of elderly female eyes, reflecting an iridescent gray; eerie, like an animal. The encircling skin is pale. The lids, lined a dying pink. Although at the core the woman's voice is a loving mother. The edges are shrill and nagging.

MRS. STILES

What are you doing?

WILLARD

Holding in the hallway, dry and well mannered.

WILLARD

I'm going to bed.

MRS. STILES (O.S.)

It's late!

WILLARD

Yes. I'm going to bed. Good  
night, mother.

He begins moving off, then freezes upon...

MRS. STILES (O.S.)

What were you doing down  
there, so late?

WILLARD

You said there were rats.

MRS. STILES (O.S.)

Did you see them?!

Pause. A smile spreads over Willard which his  
mother can read as reassuring, however, he's  
enjoying lying to her.

WILLARD

There are no rats.

MRS. STILES (O.S.)

There are!

(catches her  
breath)

All our neighbors moving  
away and all these new  
people remodeling the  
houses are stirring up  
rats.

The smile quickly fades.

WILLARD

Have you been to the  
basement?

MRS. STILES (O.S.)

Oh, you know I can't. But I  
know they're there. I smell  
them! All my life I could  
smell mice.

WILLARD

Smell mice.

MRS. STILES (O.S.)

And hear them! Don't you  
hear them down there?!

WILLARD

It's just the wind. There  
are no rats.

MRS. STILES (O.S.)

(a tubercular sigh)

Come in here.

CAMERA INCHES, AGAIN... CLOSE to Willard. His  
expression reflecting neither disgust or  
hate...just...reluctance.

MRS. STILES (O.S.)

Come in here!

Willard CLEARS FRAME, moving toward his  
mother's bedroom...

INT. MRS. STILES' BEDROOM - CONTINUOUS

Mrs. Stiles wears a mousy light brown fleece nightgown beneath a down comforter and still suffers chills. She is propped against pillows, three deep; the cases blotted with dried yellow and gray fluidal stains. Willard enters and stands at her bedside. Although she takes his hand, his mother never looks at him while she talks; closing her eyes or busying herself, but never looking into his eyes and truly seeing him.

MRS. STILES

I'm sorry I've been such a bad mother to you...

Willard moves to her with sincerity and warmth, carefully removing the pillows behind her and fluffing them.

WILLARD

You've been... You are...a wonderful mother.

MRS. STILES

It's my fault your life was wasted.

Holding a pillow at each end, he is about to return it to its original position, yet the comment freezes him. For a beat...he's in a tempting position to suffocate her. Yet, he carefully eases her forward, places the pillow behind her, and gently returning his mother to a comfortable position.

MRS. STILES

Willard...

Conflicted, unable to see her so ill and yet anxious to leave the room, he forces a warm smile, as if "yes, mother?"

MRS. STILES

What an awful name. Willard.

(sigh)

If you had a stronger name, Frank Martin wouldn't push you around.

Willard holds, hurt, aware his mother is not daffy or Alzheimer's demented, rather, unwittingly mean.

MRS. STILES

Or maybe you'd've found a girlfriend if you'd had a more handsome name. Mark or Kyle. Clark.

(beat)

From now on, Willard, you're name's Clark.

Mrs. Stiles settles back and closes her eyes.

MRS. STILES

Good night, Clark.

As Willard holds in the darkness, stoic, yet wanting to cry...

INT. WILLARD'S BEDROOM - CONTINUOUS

In a queen sized bed, natural shadows created by barred windows fall across Willard, awake. The wind has died. It is QUIET.

Then...from within the ceiling...a PIT-A-PAT is first HEARD in the REAR SPEAKERS Of the theatre. Claws scuttle. CLICK CLICK CLICK. Seemingly moving from rear to forward speakers, as if over the audience.

CAMERA CREEPS FORWARD, toward Willard, frozen with anxiety by the tiny scratching claws. As CAMERA REACHES Willard, a beat of silence.

Then snap! O.S., in the basement, a rat trap is set off. SNAP! Another. SNAP! SNAP! SNAP! As Willard slams his eyes shut.

INT. BASEMENT - MORNING

CLICK! A flashlight beam cuts the darkness.

Willard holds at the top of the landing.

CAMERA SWEEPS UP the beam revealing Willard's baffled and distraught expression:

WILLARD'S POV - CELLAR

The dozen traps have all been tripped, however, every one is empty. There is not a dead rat in sight.

He Wants to See You

EXT. FACTORY - DAY

An old brick and iron decorative arch extends over the walkway to a factory; designated "Martin-Stiles Iron Works." A sub-sign clarifies: "Industrial & Commercial Fences." On the large sign, "Martin" has clearly been added in recent years and maintained, as has "Manufacturing", while "Stiles" has been allowed to oxidize and drips green.

Late, Willard, with a hand-me-down leather accordion briefcase under his arm hustles beneath the archway. An old decorative iron fence frames the factory grounds.

EXT. PARKING LOT - FACTORY - MORNING

Willard sighs with dread while checking his cheap watch. Approaching the factory office, he notes...

A PARKING SPACE

A mid-nineties Cadillac is parked in the power spot. A sign on the brick wall declares:

RESERVED - MR. MARTIN

INT. HALLWAY - ELEVATOR - MORNING

The building was erected during the first world war.

Perfunctory pastiche renovations have created a sampling of lifeless 20th Century office building decor.

CAMERA FOLLOWS the patch of yellowing plastic fluorescent lights leading along a hallway of

gray and red speckled linoleum floors and wood paneled walls.

The greasy elevator arrives. A metal door opens before a second wire mesh door can be opened. Willard hustles out and dashes into the hallway.

INT. OFFICE BULLPEN - MORNING

Willard passes through a doorway leading to a shared office with several gray metal desks. Cathryn responds to his awkward charm with a pained, yet sincere smile. She quickly assesses he is being bullied.

CATHRYN

Yeah. It seems no one told Mr. Stiles I would be here.

MS. LEACH

(mocking him)

Well, Willard...maybe that's why he wants to see you.

Ms. Leach fires her thumb blindly over her shoulder toward a closed door. CAMERA INCHES IN on Willard tensing with intense dread and suppressed anger as his eyes flash toward...

WILLARD'S POV - THE CLOSED DOOR

WILLARD

Well above his eye-line, nearly looking down on him, CAMERA LEADS WILLARD toward the door. Cathryn watches him, feeling somehow responsible for his call to the principal's office.

WILLARD'S POV - OFFICE DOOR

CAMERA PUSHES IN... The name FRANK MARTIN growing larger. Willard's hand knocks. After a power pause...

MR. MARTIN (O.S.)

Yeah.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

The door opens revealing FRANK MARTIN, early 60's, eyes down, working at a large desk placed in the power position. Cuff links, suspenders and televangelist hair, Mr. Martin believes he is the top of the pyramid. At a conference of true CEOs, however, he'd be avoided like the plague. An old economy, fold school, embarrassment.

WILLARD

Ventures an arm length into the room, clutching the doorknob, while awaiting acknowledgement.

MR. MARTIN

Keeps working, making Willard hang...

WILLARD

Averts his eyes, then quietly attempts a retreat.

MR. MARTIN (O.S.)

Who's that at your desk,  
Willard?

Caught, Willard looks up.

MR. MARTIN

Eyes still on his work, gestures pointedly for Willard to take a seat in one of the leather chairs across his desk.

WIDER

Willard moves like a condemned man trying to maintain a morsel of dignity. He sits. Martin maddeningly busies himself as a means of intimidation...

MR. MARTIN

Who's that at your desk, I said.

WILLARD

I...I don't know her.

MR. MARTIN

No? You're the reason she's here.

Increasingly flustered and angry, Willard can only manage to shake his head and shrug. Mr. Martin shakes his head in disgust, mocking his employee.

MR. MARTIN

You are at least a week behind processing the purchase orders. Aren't you?

Willard averts his eyes, ashamed and guilty.

MR. MARTIN

At least a week...

Martin stands, paces, raising his voice, eyes fiery. His venom appears derived from more than tardy purchase orders.

MR. MARTIN

That means... My sales people. The guys out on the floor, inventory, shipping. EVERYTHING comes to a dead stop. Because you allowed purchase orders to bottleneck on your desk.

Willard appears driven to the brink of tears. He would never let them fall in front of Mr. Martin. He takes his beating. Martin studies him, yet looks through Willard. Then with a sadistic passive-aggressive transition, moves to the desk and sits before Willard, assuming a friend of the family tone.

MR. MARTIN

Your family name is still on this factory, Willard. Martin - Stiles - Iron Works. Your father built this company. If nothing

else, son, that should make  
you want to be proud of  
your work.

Willard submissively looks up to his boss.

WILLARD

My mother's been sick.  
Martin sits in the other chair beside Willard,  
placing a hand of false comfort on the  
employee's arm.

MR. MARTIN

And that's why you've  
fallen behind?

Willard nods. Out of intense disdain, Willard  
is unable to look at Mr. Martin.

MR. MARTIN

Willard, I'm an old friend  
of the family. I've known  
your mother since before  
you were born. She should  
be comfortable.

(beat)

And you, young man,  
shouldn't carry that kind  
of burden.

(beat)

Your father was like a  
father to me and I promised  
him I would always take  
care of you and your  
mother. That as long as she  
was alive...you'd have a  
job here.

CAMERA CRANES DOWN TO WILLARD'S FEET. Out of  
Mr. Martin's view. Willard angrily digs his  
shoe tip into the carpet.

MR. MARTIN

With a false sagacity.

MR. MARTIN (O.S.)

And in keeping with that  
promise, I have to advise  
you to find your mother a  
good rest care facility.

WILLARD - ABOVE EYE LEVEL

His eyes aimed down, anywhere but directly at  
his boss...

WILLARD

We can't afford that.

WIDER

Martin rises and returns to his desk while  
making a suggestion; delivered as if it were  
an off the cuff idea.

MR. MARTIN

Why not sell your house?

(beat)

I'd buy it from you! I  
mean...what are friends  
for?

Willard stands, a bit shaky.

WILLARD

I'm sorry, Mr. Martin, I'll  
catch up. I'll stay late.

Martin burns, aware Willard is politely  
disrespecting him.

MR. MARTIN

And pay you more in  
overtime than it costs me  
for a temp?

Willard backs away and cautiously turns toward  
the door.

MR. MARTIN

Goddamn right you'll catch  
up!

INT. OFFICE BULLPEN - MORNING

Willard opens the door. Mr. Martin, face red,  
shouts in the b.g. For all the employees to  
hear.

MR. MARTIN

What you'll never  
understand...

Willard holds the doorway, his eyes having  
caught --

CATHRYN

Averts her sympathetic eyes.

MR. MARTIN

Is that business is a rat  
race and promise or no  
promise...

WILLARD

Continues toward his desk, leaving Mr. Martin  
framed in his office doorway.

MR. MARTIN

I will not get eaten by all  
those other rats...because  
of you!

Stuck Like Glue

INT. DUANE READE DRUG STORE - NIGHT - GLUE  
TRAPS

Willard's hand removes a cellophane package  
holding four cardboard rectangles dabbed with  
industrial glue.

WILLARD

Having stopped after his hard day at work and  
holding a package of new plug fuses, he  
studies the glue trap package.

WILLARD'S POV - GLUE TRAP PACKAGE

Disposable; just throw everything away! "Your  
hands never touch the pest or glue!"

INT. BASEMENT - WILLARD'S HOUSE - NIGHT

Like a rat, CAMERA CREEPS EERILY ACROSS THE  
FLOOR, assembling several dozen 4X6 cardboard  
squares strategically placed throughout the  
basement. CAMERA CONTINUES toward a flashlight  
beam aimed in an open fuse-box. Willard screws  
a new plug fuse into the box. The overhead

lights flash until sparks snap from the fuse box. The lights BLOW!  
Once again, left to the flashlight beam, Willard jumps back and while fanning the blue smoke billowing from the fuse box.

WILLARD

FUCK ME! Can't I do anything!?

INT. WILLARD'S BEDROOM - NIGHT

Willard is asleep. It's not a fit sleep. His tense fingers clench the covers while his teeth GRIND. CAMERA HOLDS. In the silence... In the darkness...

Suddenly O.S., in the basement, a horrific nonhuman SHRIEK of shreds the silence.

CAMERA SNEAKS IN on Willard awakened and disoriented, frightened by the high pitched squeals of a rat. REEK! REEK! REEK! REEK!  
REEK!

MRS. STILES (O.S.)

CLARK! CLARK! CLARK!

Willard throws down the covers and jumps out of bed.

INT. UPSTAIRS HALLWAY - CONTINUOUS

Eyes wide in a cold sweat, Willard races down the hall toward the stairway. Passing his mother's bedroom, CAMERA CATCHES a glimpse of her sitting upright in bed, trembling with fear.

MRS. STILES (O.S.)

What is it?! What is it?!

INT. KITCHEN - CONTINUOUS

The volume of squeals intensifies as Willard runs toward the cellar door. CAMERA FOLLOWS as he whisks the door open unto a dark abyss. The squeals become blaring. REEK! REEK!

Out of habit, he clicks the light switch, but it doesn't work. Having placed a flashlight on the top step, he grabs it, CLICKS it on and whips the beam down the stairs.

IN THE FLASHLIGHT BEAM

Nothing but cold cement. The shrieking continues...

WILLARD

Eyes wincing at the horrific sound, yet desperate to find it a source, searches with the flashlight...

Suddenly, movement. A small two weeks old white rat with red eyes is caught in the glue trap. However, only the hind legs are stuck and immobilized. The front legs remain free. Desperately scuttling across the floor like an amputee panhandler gone mad on his wheeled cart.

WILLARD

His head and eyes dart, watching the young rat. The pest situation, his mother, his work seems to boil over. Enough.

He marches into the cellar, grabbing the first lethal tool he finds, a garden hand cultivator with three pointed prongs. As he turns and searches for the rat on the floor...

A second PLEA cuts through the white rats' SHRIEKS.

IN THE FLASHLIGHT BEAM

The light pans up to the hole in the wire mesh. An older, larger white rat, surrounded by a half-dozen young rats looks directly at Willard.

WILLARD

Senses this is the mother of the trapped rat. The mother rat expresses a submissive posture to Willard; ears back and head down, eyes toward him...

Willard instinctively senses the mother's plea for mercy.

WIDER

While the young rat REEK! REEK! REEKS!, darting in and out of FRAME on the floor, Willard returns to the shelf holding rusted garden tools. HE sets down the hand cultivator, quickly places a pair of work gloves on his hands and turns toward the small white rat.

CLOSE - YOUNG WHITE RAT

Darts across the floor, trying to escape the light and the gargantuan figure chasing him.

WILLARD

Holding the flashlight, in his favorite pajamas and bare feet, grabs the rat with his free, gloved hand.

INT. 2ND FLOOR BATHROOM - CONTINUOUS

CLOSE PACKAGE

Highlighted in a blue rectangle "In case of accidental contact with adhesive, apply vegetable oil..."

THE YOUNG WHITE RAT

Goey vegetable oil pours over the rodent's hind legs, held in Willard's gloved hand. The rat squirms, but doesn't squeal.

WIDER

Willard, still in his pajamas, is rattled and flustered. He sets down the jar of oil and attempts to pull the rat from the glue trap. The white rat softly squeals.

INT. 2ND FLOOR HALLWAY - CONTINUOUS

Mrs. Stiles, supported by her walker and perspiring, leans her ear toward the door.

WILLARD

You shouldn't be out of bed. You're feverish.

MRS. STILES

I get afraid, Clark. Your father was in that bathroom late. That night.

WILLARD

I know. I'll never do what Father did.

She looks to her shoulder, puzzled.

MRS. STILES

What is that on your hand?

WILLARD

Soap. Back to bed, Mother.

MRS. STILES (O.S.)

It's cooking oil!

(scolding)

Willard, you're too old for that! When will you find yourself a girl!

CAMERA HOLDS in the hallway for the amount of time it takes Willard to quickly return his mother to bed. After a beat, he reappears, closes the door and returns to the bathroom.

A Friend in Socrates

INT. 2ND FLOOR BATHROOM - CONTINUOUS

A DRAWER is pulled open. The towel is unraveled and the young, white rat shakes its head. Cute, actually.

WILLARD

Nearly smiles, holding the towel in his hands. He moves to the sink and quietly turns on the warm water. Grabbing a bar of soap, he cups some water and begins rinsing the white rat. It lets him.

WILLARD

You seem pretty wise, except for getting caught in the trap.

(beat)

You should be called Socrates.

The rat SQUEAKS, as if approving of the name. Moved by another creature displaying fondness towards him.

WIDER

CAMERA BEGINS INCHING BACK while holding the rat in his hand, Willard opens a drawer, rummages, and produces a plastic comb. As he begins gently grooming the rat's fur...

INT. BASEMENT - CONTINUOUS

A flashlight CLICKS. The beam appears directly on the mother rat behind the torn wire mesh, however she does not run away even while human FOOTSTEPS APPROACH...

WILLARD

Holding the young, white rat, moves to the opening in the wall and holds before the mother rat and her offspring. Willard raises the white rat and sets it before the mother.

The large white rat squeaks while rubbing her head over Socrates. Fascinated, Willard studies the homecoming. Then, as if wishing to contribute, Willard crosses to the storage shelves. He opens a can of Planter's peanuts. Sprinkling some in his hand while returning to the mesh screen, Willard lays peanuts on the opening's frame.

WILLARD

Food.

The mother pauses, rears on her hind legs and squeaks. Willard smiles, nods...

WILLARD

Food!

After mother CHIRPS, her litter begins eating the peanuts, holding the kernels between their paws.

WILLARD

CAMERA INCHES ON TO HIM, unafraid and fascinated.

OPENING IN BASEMENT WALL

After a series of squeaks from the mother, the family suddenly, hastily, hustles off with their peanuts.

WILLARD

Is saddened by the sudden departure, and moves to the opening and shines the light inside but the family is gone. CAMERA RETREATS FROM WILLARD, as he once again feels nothing but loneliness in the dark, cold basement.

He returns the peanut can to the storage shelf and starts towards the stairs. O.S., a soft squeak. Willard turns...

OPENING IN BASEMENT WALL

Socrates. Alone. Looks at Willard.

WILLARD

Eyes pathetically welling with tears.

INT. WILLARD'S BEDROOM - NIGHT

Socrates is asleep on the bed, curled up against the swell of Willard's back. Willard softly strokes the rat's fur and whispers, as if commenting on his earlier statement in the bathroom.

WILLARD

I'd never let anyone hurt  
you, Socrates, I promise.

Willard closes his eyes and settles into the bed. His hands are not tense. He does not grind his teeth.

OVERHEAD ANGLE

As if crawling along the ceiling, CAMERA PULLS AWAY across the silent room. Eerie, elongated shadows of the barred windows intertwine with bare tree branches outside, flickering upon the floor.

High upon the shelves, still only partially discernible in the shadows, CAMERA HOLDS on an unsettling voyeur.

Ben, the foot and a half long black Norwegian rat, sits atop the shelves. Witness to Willard's promise to Socrates.

FADE  
OUT:

A Successful Man's Car

FADE IN:

EXT. PARKING LOT - FACTORY - MORNING

In the cold morning, Ms. Leach struggles to place a cover on a new silver Mercedes S55 AMG parked in Mr. Martin's spot. Workers en route to the foundry drool with envy.

Hustling to the front door, Willard eyes the car with hate.

INT. ELEVATOR SHAFT - MORNING

The decrepit elevator rises caged in a thick wire mesh.

INT. FACTORY ELEVATOR - MORNING

Alone in the elevator, he closes his eyes tight, trembling with disgust and anger. The elevator jolts to a stop. The interior metal door opens.

Willard blindly begins opening the second wire mesh door, however it suddenly WHIPS closed with a slam!

MR. MARTIN

Stands angrily outside the elevator in the hallway. With a flick of his hand he latches the wire door closed, trapping Willard like a rat in a cage.

Willard tries to open the door, but it's locked. He pathetically eyes Mr. Martin who glares sadistically.

MR. MARTIN

Like my new S55?

Willard, now perspiring, trapped and so humiliated as to become incapacitated to a response. Besides, he doesn't know what is meant by "S55". Martin clarifies.

MR. MARTIN

You like my new...Mercedes-Benz? I saw you admiring it.

WILLARD

Um, yes, Mr. Martin. It's very...

MR. MARTIN

(cutting him off)

Know why I have that car, Willard?

Willard is about to offer a desperate answer, however, Mr. Martin isn't really interested.

MR. MARTIN

For you. I own that 350  
horsepower engine for you,  
Willard. For your job. For  
your fellow employees.  
Making matters worse, Willard's fellow  
employees begin leaning out the office door to  
see what's going on.

MR. MARTIN

Buyers feel a sense of  
security when they see  
proof that they're dealing  
with a successful man. So,  
when they see me pull up in  
that Mercedes AMG Class,  
they'll buy from us over  
some slob with a Jaguar S-  
Type.

Slightly hyper-ventilating, Willard tugs at  
the door.

MR. MARTIN

And do you know how I'm  
able to shell out ninety  
grand for that edge over  
our competitors?

(beat)

Because I'm a successful  
man! Because I get to work  
ON TIME! And when I get to  
work, I don't look like a  
drowned rat in short sleeve  
shirts and cheap ties.

Mr. Martin steps closer to his prisoner...

MR. MARTIN

Because I get the job done!  
Because I never made my  
boss carry a temp for eight  
weeks!

(beat)

I made it because I never  
caused my boss such grief!

With these last words, upon reflex, Willard's  
eyes flash hatefully to Martin who reads this  
and, in turn, reflexively, guiltily and  
defensively hisses.

MR. MARTIN

Why do I waste my time?  
You'll never even own a  
car.

And without unlocking the wire mesh door, Mr.  
Martin turns and starts toward the office at  
the end of the hall. The nosey employees  
scurry like rats back into the office.

WILLARD

Weakened, he tugs at the door. It's locked and  
as CAMERA RECEDES into the empty hallway, he  
appears like a helpless animal in a cage.

After several beats, HEELS CLACK, O.S., on the floor. Cathryn ENTERS, heading toward the elevator.

CATHRYN

You okay?

If he answered, he'd burst into tears. She opens the door, he nods thankfully, and begins walking quickly to his office.

INT. OFFICE BULLPEN - EVENING

It's dark outside. Willard's working. Besides Ms. Leach, the employees have left for the day. Cathryn, however, remains. O.S., a door opens.

CAMERA INCHES INTO WILLARD, his eyes peering up beneath his brows.

WILLARD'S POV - MR. MARTIN'S OFFICE

Sharp leather briefcase in hand, Mr. Martin turns off his office lights and starts out, shooting a mean look at --

WILLARD

Submitting, averts his eyes.

OFFICE

Mr. Martin exits. Ms. Leach eyes the door and waits a couple beats before turning off her desk lamp and grabbing her coat.

MS. LEACH

Don't stay too late,  
Cathryn.

Ms. Leach forces a smile at Cathryn while ignoring Willard. In turn, Cathryn forces a nod, embarrassed for Willard. Once Leach exits, Cathryn turns to Willard who continues working.

CATHRYN

Should I order some food?

Willard looks up, guilty, then returns to his busy work. Shy, not annoyed with her.

WILLARD

I'll finish. You shouldn't  
have your night ruined over  
this.

(trying to joke)

I don't have a life, so  
nothing gets ruined.

CATHRYN

What makes you think I have  
a life?

WILLARD

Really. I'll finish. Take  
off and put on your time  
card that you stayed two  
more hours.

He smiles, forcing a mischievous laugh. She returns the smile while sadly eyeing him.

CATHRYN

One way to get back at him,  
huh?

He nods, shrugs.

CATHRYN

That man is accumulating  
some serious Karmic shit. I  
hate to think what creature  
he's comin' back as to pay  
it off. A worm, or a pig...

WILLARD

Maybe...a rat?

CATHRYN

Nah. The Jains, in India,  
they believe rats are  
reincarnated in the next  
life as holy men.

Willard considers. She misinterprets his  
silence as discomfort and offers an  
explanation to her knowing this.

CATHRYN

Did some soul searching  
after my husband left me.

Willard nods, awkward. He doesn't know how to  
talk about such things. She studies him.

CATHRYN

You could use some soul  
searching, Willard. Why are  
you here?

WILLARD

(proud)

Well, Mr. Martin can't fire  
me. My father sold the  
company to Mr. Martin under  
the contractual  
stipulation that I'd always  
have a job here.

CATHRYN

No, no. Why are you here?  
Me, I'm broke. Why don't  
you quit?

Willard shifts uncomfortably.

WILLARD

My father would be very  
hurt.

CATHRYN

He's not alive.

Willard sadly shakes his head, "no". Then  
looks up, trying awkwardly to lighten and  
change the subject.

WILLARD

Maybe he's been  
reincarnated.

CATHRYN

No doubt.

(carefully)

Can I ask how he died?

Willard pauses, emotional.

WILLARD

What do people come back as  
if...if they killed  
themselves?

Cathryn eyes him sympathetically and avoids  
answering, as the answer is not what Willard  
needs to hear right now.

CATHRYN

Fuck this place. Let's go  
drink.

WILLARD

Oh...oh...can you imagine  
how he'd be if I don't get  
this done? No, thanks. You  
go.

CATHRYN

Then I have to drink alone.  
Or with my cats.

(laughs, clarifies)

I've got cats. I swear, I'm  
going to end up like those  
old ladies with, you know,  
hundreds of cats in her  
house. Ever read about one  
of those nutballs?

(sadly)

Nothin' worse than bein'  
lonely.

Willard agrees with a nod. He's tempted, but  
shakes his head. With a sigh, she stands and  
puts on her coat. Willard stands an awkward  
gentlemen.

CATHRYN

I'm not hitting on you,  
Willard. Just feels like we  
could both use a friend.

He floats toward the window as she gathers her  
purse and looks to him one more time.

WILLARD

We'd both feel better if I  
just did this. I won't be  
too long.

Cathryn forces a smile and starts out. Leaving  
him alone in the large office. Willard averts  
his eyes, regretting. He looks out the window  
and holds.

EXT. PARKING LOT - CONTINUOUS

Having stored the automobile's cover in the  
trunk, Mr. Martin gets in his beautiful car  
and shuts the door.

INT. OFFICE BULLPEN - WILLARD - CONTINUOUS

Willard moves to his desk, opens a drawer and  
removes a keychain.

INT. HALLWAY - FACTORY OFFICE - CONTINUOUS

Willard moves through a box cluttered hallway,  
an area in which employees stash stuff  
everyone knows will never be dealt with again.  
Willard pushes aside some stacked boxes and

REVEALS a door. He fishes for a key on the ring.

INT. STOREROOM - NIGHT - CHRISTMAS DECORATIONS  
A cardboard Rudolph the Red-nosed Reindeer smiles from a box storing tinsel, Christmas lights, and "Happy Holidays" banners. Dusty boxes of invoices and records are piled beside janitorial supplies.

A single rear fluorescent panel is lit in the rear of the room. Willard enters, closes the door, and begins searching the storeroom, as if looking for someone.

CAMERA MOVES along an aisle of shelves, between Willard and CAMERA, until a silhouette of a rat ENTERS FRAME. The rat squeaks. Willard releases a relieved and welcoming smile.

Willard moves to Socrates, now much larger at ten weeks old.

WILLARD

Had a bad day, Socrates.

CAMERA PUSHES IN as Socrates climbs up Willard's arm and nuzzles in his neck while Willard scratches Socrates' head.

INT. HALLWAY - ELEVATOR - LATER

O.S., a CLACK, as Willard, holding an accordion briefcase, shuts out the office lights and moves into the dark lonely hallway toward the elevator.

Tear It!

INT. BASEMENT - WILLARD'S HOUSE - LATER

CLICK! A flashlight beam SHINES. It's quiet in the basement until Willard, happy to see the rats, moves down the stairs.

WILLARD

Food!

Then, O.S., the approaching scuttle of dozens of rats, having multiplied from the original family of half-a-dozen.

WILLARD

Food! Sorry we're late...

Willard places Socrates on a bench while moving to a large coffee can filled with pet store bought soybean rat pellets. Willard playfully disperses them on the floor.

THE HOLE IN THE BASEMENT WALL

THREE DOZEN RATS swarm over each other and climb down a thick piece of rope to the floor.

WILLARD

Scratches the head of the large white rat.

WILLARD

Hi, Ma.

He happily feeds the other rats, placing food on the floor.

INT. BASEMENT - LATER

The three dozen rats play on the floor by the light of the flashlight. Willard has

fabricated a rat playground. Some push ropes. Others race on a wheel. CAMERA PUSHES through them, playing over the basement floor.

WILLARD

Sits on a box, head down, still in his work clothes. He holds a rolled up newspaper and absently taps it against his shin; not for any reason other than something to do while thinking.

SOCRATES

Begins playfully tearing at the paper...

WILLARD

Smiles, playing, and moves the paper out of reach.

SOCRATES

Stands on its hind legs, clawing, trying to reach the paper.

WILLARD

Lowers the paper to Socrates. With a playful tone.

WILLARD

Tear it. Come on. Tear it.

SOCRATES

Is joined by another. Both gnaw at the paper.

WILLARD (O.S.)

Good. Tear it. Teach 'em, Socrates. They listen to you...

WILLARD

Lifts the paper, holds...

WILLARD

Tear it...

Willard lowers the paper...

THE TWO RATS

Socrates SQUEAKS as if reiterating Willard's command. The rats tear at the roll of newsprint. A third rat joins the others. After a beat, Willard lifts the paper.

WILLARD

Waits, holds, then...as if an idea occurs to him, he speaks in a tone of menace.

WILLARD

Tear it.

THE THREE RATS

Learning quickly, begins tearing at the newspaper.

WILLARD

Studies the rats, Socrates squeaking at the others. Then, as Willard considers:

O.S., a thick, meaty tear. The sound is out of place amongst the rats. Willard pauses, listens. Again, a TEAR and HEAVY GNAWING.

Willard slowly raises the flashlight and pans it in the direction of the sound.

IN THE FLASHLIGHT BEAM

Across the dark basement revealing an old tire leaning against the wall. The light TILTS DOWN

to find BEN, a foot and a half long and easily five pounds. Like a small dog. Ben's teeth sink into the tire and shred away a slice of rubber.

WILLARD - REVERSE ANGLE

He's shocked by Ben's size. And power.

WILLARD

Jesus, you're big. Big Ben.

BEN

ALONG THE GROUND, CAMERA MOVES TOWARD BEN.

Unaffected by the light, Willard's presence or the other rats.

WILLARD

Absently nods as answering Ben's question.

Socrates runs up Willard's shoulder.

WILLARD

Do you know him, Socrates?

Socrates squeaks.

WILLARD

Well, Ben. Any friend of Socrates is a friend of mine.

BEN

Tears a chunk of rubber from the tire, then coolly seems to look over its shoulder to Willard, suggesting "Get the idea?".

WILLARD

As if he's understanding...

WILLARD

Ben, this looks like the beginning of a beautiful friendship.

INT. BASEMENT - LATER

Lead by Socrates, the three-dozen rats have been broken into four teams, each violently gnawing on bicycle tires and the car tire. Socrates moves like a drill instructor, snapping at those which are not attacking the rubber.

BEN

Away from the others, coolly watches his idea being implemented in the first stage.

WILLARD

Snaps his fingers, in command.

WILLARD

Tear it.

(snaps fingers)

TEAR IT UP!

INT. BASEMENT - LATER

Two worn carrying bags ENTER FRAME held at the handles by Willard dressed in different clothes than in the last scene.

The bags, seemingly floating across the basement. In the b.g., seventy-five rats now live in the basement. Swarming on shelves, work benches and stairs.

WILLARD

Still.

He continues encircling the basement, holding each bag.

WILLARD

Still...

Not a sound emits from either bag. He sets each bag down and kneels over them, pleased. He opens one bag, then the other. After a beat, he SNAPS his fingers.

WILLARD

Out.

Lead by Socrates, a dozen rats flood from each bag.

INT. BASEMENT - LATER

A flashlight beam flares INTO FRAME. CAMERA FOLLOWS as Willard, holding the flashlight, moves across the basement tossing soybean rat pellets to the hundred rats. Willard's wardrobe is different than the last scene. Time has passed.

WILLARD

Good work. Good work tonight.

Willard scans the basement, making a calling "kissing" sound.

WILLARD

Socrates. Upstairs. Bed.

Ben moves up the stairs toward the door.

WILLARD

No, not Ben. BED. Only Socrates sleeps in bed.

Ben continues up the stairs. With the ire of a pet owner whose animal will not listen, Willard takes an aggressive step toward Ben.

WILLARD

BEN! I SAID, "NO!"

O.S., Socrates SQUEAKS. Willard searches for the sound...

LOW ANGLE - ACROSS THE BASEMENT

Willard swings the flashlight toward two rats, silhouetted in the f.g. One rat lies motionless, arms and claws curled while the other nudges the body.

Willard approaches, setting the light on a table, angled down, creating macabre light overhead. Willard kneels, studying the dead white rat. Socrates runs to Willard and climbs in his lap.

WILLARD

(a whisper)

No. Oh, Ma, no.

Willard reaches out and holds the limp body. Finding a box of black plastic Hefty trash bags, he pulls the last bag and carefully, respectfully, wraps Socrates' mother in the black plastic. He sets her on the floor.

Tears well as Willard looks to Socrates and scratches his head, comforting. CAMERA BEGINS RISING as Willard begins softly crying, holding Socrates against his cheek. CAMERA CONTINUES, the flashlight spotlighting the intimate sadness of Willard and Socrates while a hundred active rats swarm across the basement floor.

Like a Man...on a Mission

INT. OFFICE BULLPEN - MORNING

CAMERA MOVES with Willard, hustling urgently toward his desk. His fellow employees tense; subtly urging him on.

As he passes Mr. Martin's office, however, the door BANGS OPEN and the boss storms out.

Passing Ms. Leach's desk, Mr. Martin extends his arm. She hands off a report in his hands.

Willard continues to his desk as Martin descends. Cathryn tenses. As Willard sits, Mr. Martin reaches Willard's desk and angrily throws the notebook down with a startling THUD!

MR. MARTIN

One week! You've been late so many hours it equals an entire week!

WILLARD

I'm sorry, Mr. Martin...

MR. MARTIN

I want that week back.

Willard reacts, puzzled, not understanding.

MR. MARTIN

I've consulted counsel and I may not be able to release you, but it is within my rights to administer fiscal disciplinary reprimands.

WILLARD

I'm sorry, Mr. Martin. I know you must be tired of the excuse, but what can I do? My mother is sick.

Mr. Martin leans in over Willard.

MR. MARTIN

If you really cared for your mother, you'd show up to work on time. Because now you're out a week's pay.

Unlike his previous weak reactions, Willard turns inward. To a dark place. Mr. Martin heads back toward his office.

MR. MARTIN

And if you don't like it, quit! Be a man for once

instead of the fucking  
mouse you are!

He storms to his office and slams the door!

WILLARD

CAMERA ABOVE HIS EYE-LINE AND PUSHING IN.

Willard smiles to himself at the irony of Mr. Martin's last comment. Willard looks to his Rolodex and begins turning the knob.

ROLODEX

Names flip past until settling upon "Martin, Frank. Wife - Barbara. 263 Adams. Irvington, N.Y., 10533."

As the card is yanked from the file...

INT. BASEMENT - WILLARD'S HOUSE - NIGHT

With a tug, Willard opens the carrying bags, placed on their sides, his shadowy smile mischievous rather than sinister.

WILLARD

In.

Lead by Socrates, two dozen rats begin filing into the bags.

BEN

Starts toward the bags. Willard's hand appears before him, halting him.

WILLARD (O.S.)

No, Ben.

Willard keeps Ben from entering the bags.

WILLARD

You're too big. There won't  
be room for anyone else.

BEN

Holds, appears angry O.S. Willard CLOSES THE BAGS with a snap, stands and crosses before Ben.

BASEMENT STAIRS

Willard holds the bag handle in each hand, dressed for cold weather. Leather gloves, a worn long black overcoat and logo less baseball cap. He sets the bags on the landing, then reaches up to turn the doorknob. He opens the door; the kitchen, above, is dark.

Willard turns back to retrieve the bags. Then, as he turns, back to exit the basement, the flashlight catches his mother! Willard is too startled, and nearly drops the bags. Under lit by the flashlight, she appears frightening.

MRS. STILES

What are you doing?

Willard hurriedly continues up the stairs, quickly shutting the door with his foot. He commands to the "luggage".

WILLARD

Still!

INT. KITCHEN - CONTINUOUS

The door closes. He places the bags on the table.

MRS. STILES

Still what? What does that mean?

WILLARD

Upstairs, mother.

On the table, the bags begins to fidget. Just as mother is about to look toward them.

WILLARD

Still.

MRS. STILES

There! You said it in front of my face but I don't know what it means. "Still".

What are you saying? Why are you so mean to me?

Suddenly, she gasps. Willard tenses.

MRS. STILES

Clark! I smell rats!

She tries to open the basement door. Willard takes his mother firmly by the arm. Picks up her walker and begins leading her out of the kitchen.

WILLARD

Upstairs, Mother.

MRS. STILES

Don't order me around! What are you up to? What's in those bags?

WILLARD

Business records Father kept.

MRS. STILES

No! Father's records are in his upstairs office!

While Willard and his mother exit the kitchen, CAMERA HOLDS on the bags. Then CREEPS IN...

WILLARD (O.S.)

The bags were downstairs. I'm taking them to the office.

MRS. STILES (O.S.)

At this hour?!

WILLARD (O.S.)

Mr. Martin needs them for an early meeting.

MRS. STILES (O.S.)

That man! He doesn't appreciate or respect you!

WILLARD (O.S.)

He will. He may not know it... But he will.

AS CAMERA INCHES TOWARD THE BAGS...

EXT. SUBWAY ENTRANCE - NIGHT

CAMERA ARCS AROUND wrought iron framing the stairs to the subway station. Willard appears around the corner, collars up on his shin length overcoat. Head down, carrying the bags, he descends the stairs toward the subway.

EXT. SUBWAY TRACKS - LATER

The train pulls away from the distant Manhattan skyline.

EXT. SUBURBAN STREET - NIGHT

CAMERA MOVES ACROSS A QUIET, familiar, yet upscale suburban street. There are no bars on these houses. It is early winter, cold. The streets are damp and the tree branches bare. CAMERA CONTINUES TOWARD the sidewalk REVEALING WILLARD, back to CAMERA, carrying the two bags along the sidewalk.

WILLARD

Perspires. The bags are heavy. As he walks, he looks up and down the street.

UP THE STREET - WILLARD'S POV - MAILBOX

It reads "THE MARTINS".

WILLARD

Slows as he looks ahead.

EXT. MARTIN'S GARAGE - NIGHT

The automatic garage door is closing, allowing a glance of Mr. Martin and his wife, having just returned home. Mr. Martin is placing a cover on his car INSIDE the garage. His wife appears impatient, but he rudely waves her off.

The door closes, seeping light outlines the garage door.

WILLARD

Continues walking, slowly. Focused on Mr. Martin's house.

GARAGE - ACROSS THE STREET - WILLARD'S POV

The interior garage lights turn off.

WILLARD

Takes a nervous breath and readies to approach the house. Suddenly, appearing behind him at his left blind side is a Brinks Neighborhood patrol car, ENTERING FRAME. The officer's attention is on Willard. The patrol car's RADIO is low. The officer is heard, but is indiscernible as he reports...

Willard nervously picks up his pace. The patrol car remains in his blind side. Willard sneaks a peek up the street.

WILLARD'S POV - MARTIN'S HOUSE

Nears...

WILLARD

Wants to check over his shoulder, but cannot. Suddenly, yellow siren lights flash over him. Willard tenses, freezes as CAMERA SWEEPS in on him.

O.S., The patrol car engine REVS. The siren lights arc around Willard, from front to back. Willard looks up.

WILLARD'S POV - PATROL CAR

Races forward, passing him, as if moving off down the street. Willard eases...then the car

begins a quick U-Turn, heading back towards Willard. Until the patrol car continues past Willard in another direction. Willard breathes a deep sigh.

EXT. MR. MARTIN'S HOUSE - CONTINUOUS

Willard appears as if he's about to pass the house until finally, he dashes up the driveway.

THE GARAGE DOOR

Holding tightly to the shadows, Willard reaches the garage door. He hides just around the side of the garage. After a beat to assure he has not been seen, Willard opens the bag.

WILLARD

Out.

Rats begin marching from the bag. He lines them against a rubber weather strip along the base of the wooden garage door.

WILLARD

Door.

He snaps his fingers.

WILLARD

Tear it.

The rats begins gnawing at the weather strip.

RATS

CAMERA MOVES ACROSS THEM, incisors tearing at CAMERA

WILLARD

Turns to the second bag. Upon opening it, however, he's shocked as...BEN sticks his head out. He is the only rat in the bag. Willard appears angry and somewhat afraid.

WILLARD

Ben?! How'd you?...I told you to stay!

Ignoring Willard, Ben climbs out and moves to the other rats. Although annoyed with Ben, this is not the time to reprimand him. Willard sees the rats have torn several holes into the weather strip and door.

WILLARD

Tires...

He snaps his fingers.

WILLARD

Tear it.

Socrates leads the first team of rats, pouring out of the bag.

HOLD IN THE WEATHER STRIP

If a rat can get its head through a hole the size of a quarter, it can squeeze its entire body through the hole. The cuts in the weather strip are much larger than a quarter. The rats squeeze through and enter the garage.

WILLARD

Ben holds, continuing CHEWING. His head is bigger than the holes created by the other rats.

WILLARD

You won't fit.

BEN

Pushes his way through the opening in the base of the garage. Showing impressive strength, Ben "crashes" through.

WILLARD

Notes Ben's strength. Willard then leans his head close to the garage door. Inside, he can hear FAINT GNAWING.

INT. MR. MARTIN'S GARAGE - CONTINUOUS

Ben moves to a tire and takes it on single-handed. The other tires are already being chewed - four rats to a tire.

EXT. GARAGE DOOR - MR. MARTIN'S HOUSE - CONTINUOUS

Willard listens to the slight sound of TEARING and chewing.

INT. MR. MARTIN'S GARAGE - CONTINUOUS

A TIRE is aggressively gnawed by a team of rats.

BEN

Rips a strip of rubber.

EXT. GARAGE - CONTINUOUS

Willard listens...HISS! Then another HISS!

INT. GARAGE - CONTINUOUS

The covered S55 Mercedes sinks as the rats chew around the rush of air. A TIRE POPS!

EXT. GARAGE - CONTINUOUS

Willard suppresses his giggle. He puts his hand to the garage door and SNAPS his fingers.

WILLARD

(a stage whisper)

Stop!

Then, inside the house...

MR. MARTIN (O.S.)

What the hell's that?

WILLARD

In!

MR. MARTIN (O.S.)

Sounds like air or something.

WILLARD

IN!

WEATHER STRIP TO GARAGE

Socrates is the first to return. Rats hurriedly file out of the garage.

INT. GARAGE - CONTINUOUS

As rats run toward the front door, a tire POPS! The car sinks causing the alarm to go off.

EXT. GARAGE - CONTINUOUS

Willard quickly gathers rats and puts them into the bag. A light turns on in the house.

MRS. MARTIN (O.S.)

Someone in the garage?  
Secures a bag O.S., in the garage, a door  
opens. A light turns on...

MR. MARTIN (O.S.)

What the fuck!?  
Ben hustles up and climbs into the bag.  
Frightened, Willard quickly closes the bag.

MR. MARTIN (O.S.)

My tires've been slashed.  
Call Brinks.  
Just as Willard is about to make a dash toward  
the front yard, the garage door motors ENGAGE!  
The garage door begins opening. The car alarm  
stops.

Willard desperately cuts toward the side of  
the garage toward the back yard just as Mr.  
Martin appears and steps out of the garage,  
looking out into the front yard.

EXT. SIDE OF GARAGE - CONTINUOUS

Willard moves as fast as he can without making  
much noise. CAMERA SUDDENLY DROPS DOWN to the  
ground revealing an area along the side of the  
house of landscaped gravel. As Willard runs on  
the crushed stones, CRUNCH! CRUNCH!...

Mr. Martin turns to the rear of the house. As  
he rounds the corner, he's struck by a strong  
beam of light -- Martin shields his eyes as he  
looks to --

A BRINKS PATROL CAR

A patrolman aims the light from inside the  
car.

EXT. MR. MARTIN'S BACK YARD - NIGHT

The beam of light spills into the side of the  
garage.

MR. MARTIN (O.S.)

Someone just slashed my  
tires. They gotta be around  
here.

With that...Willard bolts across the backyard.  
CAMERA LEADS HIM as he tries to run with the  
bags. In the darkness, he runs into a chain-  
linked fence bordering the neighbor's yard.

EXT. GARAGE - CONTINUOUS

The patrolman shines the light around the  
neighborhood.

MR. MARTIN

I'll check the back.

EXT. MR. MARTIN'S BACK YARD - CONTINUOUS

Willard hurriedly lifts a bag over the fence  
and drops it on the ground. As he lowers the  
second bag.

EXT. SIDE OF GARAGE - CONTINUOUS

Martin moves along to the back yard.

EXT. BACK YARD - CONTINUOUS

Willard climbs the fence and drops into the neighbor's yard. He quickly picks up the bags and runs for his life.

EXT. MARTIN'S NEIGHBOR'S BACK YARD -  
CONTINUOUS

As Willard charges across the neighbor's yard, a dog barks. This is not booming Rommel-like bark. It's the YAP of a Maltese or Jack Russel. Lights turn on inside the house. The small YAPPING dog appears out of the darkness SNAPS at Willard's heels. Willard continues, searching for a path toward the front yard. He plows through some shrubs...

EXT. MARTIN'S NEIGHBOR'S FRONT YARD -  
CONTINUOUS

Willard barrels through the bushes and hustles toward the sidewalk.

SIDEWALK

Sweating and winded, Willard appears on the sidewalk, returning to a quick walk in order to avoid attracting any further attention. He checks behind for any signs of the Brinks patrol, however, they're not yet in sight. This street is QUIET. Willard eases, until --  
THE YAPPING LITTLE DOG

Charges out of the front yard and runs toward Willard.

WILLARD

Picks up his pace. In a moment, the dog is at his heels barking and trying to get at the bags. Willard pushes the dog aside with his leg.

WILLARD

Go.

The dog continues barking, leaping to get at the bags. Willard nudges the dog with his foot.

WILLARD

Get away.

The dog, however, is a tenacious little tyke. Willard's eyes are crazed with a fury of which he did not seem capable.

WILLARD

YOU WANNA SEE IN THE BAG,  
MOTHERFUCKER?!

He reaches down and grabs the dog. The bag is opened revealing a DOZEN RATS. The dog is tossed inside the bag and zipped shut.

WILLARD

TEAR IT UP!

WIDER

Willard resumes his walk up the pretty street. The bags begin knocking. He struggles to hold them. The dog's tough YAPPING has turned into muffled YELPS.

WILLARD

Pauses. Guilty. He sets the bags down and opens the one holding the rats and dog. The small lap dog springs out of the bag and hauls ass back toward its house.

WIDE - THE STREET

Willard, a macabre form carrying the bags, continues up the street. He turns to the right and vanishes down another block. Up the road, on an intersecting street, a Brinks patrol car appears, slows, and not seeing anyone on the street, continues. As the neighborhood returns to SILENCE.

Mr. Martin's Loss of Control

EXT. PARKING LOT - FACTORY - MORNING

Willard enters, moving at a defiantly easy pace.

MR. MARTIN'S PARKING SPOT

Vacant.

WILLARD

Smiles, pleased with himself as he strides toward the door.

INT. OFFICE BULLPEN - MORNING

The clock over the door indicates it is 9:20. Willard enters the bullpen with guarded anticipation. The employees are abuzz, gossiping, and rebellious; when the cat's away...

GEORGE FOXX

Know what a set of those tires run?

MS. LEACH

Insurance'll cover it.

JANICE MANTIS

Insurance won't cover how pissed off he's gonna be.

En route to his desk, Willard can't help but grin.

WILLARD

What's goin' on?

JANICE MANTIS

Someone broke into Martin's garage last night, slashed his tires and peed on the floor.

Willard's pleased, he hadn't thought of that bonus. Reaching his desk, he flashes a somewhat flirtatious but definitely confident grin at Cathryn.

WILLARD

Mornin', Cat. You look very nice today.

She's caught off-guard. But charmed. She smiles a thanks.

WILLARD

Someone peed on his floor?

GEORGE FOXX

Know what happened? When  
Martin saw his tires...  
Mr. Martin storms in. Foxx is seated with his  
back, so he doesn't see...

GEORGE FOXX

He pissed his pants, then  
blamed it on the guy who  
did it!

Foxx laughs but doesn't understand why the  
others turn dreadfully silent. He looks back  
to see the embarrassed and angry Mr. Martin.  
Foxx instantly turns obsequious.

GEORGE FOXX

Good morning, Mr. Martin.  
Is everything okay?

MR. MARTIN

You think it's so fuckin'  
funny? How do you like the  
thought of some sick fuck  
breaking into your house?

WILLARD

He works to suppress his euphoria over  
Martin's agitation.

MR. MARTIN

Scaring the shit out of  
your wife? Losing half a  
night's sleep dealing with  
the cops...

MR. MARTIN - WILLARD'S POV

Mr. Martin's look begins railing toward all  
the employees.

MR. MARTIN

And knowing that sick fuck  
is going to have control  
over you and your family's  
peace of mind for god knows  
how long?

WILLARD

CAMERA HOLDS on Willard, pleased. In fact, at  
this point, having always SHOT WILLARD above  
eye level, now slowly, eerily, DROPS BELOW EYE  
LEVEL. It underlies his NEW SENSE OF  
CONFIDENCE AND POWER.

MR. MARTIN

How'd you like it, Foxx?

WIDER - THE OFFICE

Mr. Martin holds, but of course, it is an  
intensely rhetorical question. Mr. Foxx nods  
with overstated sympathy and returns to the  
work at his desk.

GEORGE FOXX

No, sir.

The employees follow much the same example and  
return to work while Mr. Martin eyes them like  
a street fighter whose just kicked some ass  
and postures "Anyone else want some?"

MR. MARTIN

I didn't think so.

Mr. Martin returns to his office and slams the door.

WILLARD

Smiles with a newfound confidence. The CAMERA DROPS INTO HIS COAT POCKET. Willard's hand inside, stroking Socrates.

All Good Things...

INT. BASEMENT - WILLARD'S HOUSE - NIGHT

A flat wood crate is empty. A bag of store bought, soy rat pellets are poured into the box.

WILLARD (O.S.)

Food.

Rats...swarming, writhing over one another. Charge the box. Hundreds and hundreds now live in the basement.

WIDER

Willard looks over the numbers and sighs.

WILLARD

We're running out of room.

INT. KITCHEN - CONTINUOUS

The dim glow of the flashlight seeps beneath the cellar door. Suddenly, the front legs of Mrs. Stiles' aluminum walker creep in. Mrs. Stiles' breaths are heavy and strained. Her critical condition is clear before she's revealed by the craning camera. Although sweating and gray, she's determined to place her ear to the door and eavesdrop.

WILLARD (O.S.)

I can't feed you anymore. I can't afford it.

Believing her son is rehearsing a speech to her, Mrs. Stiles tenses. Afraid.

WILLARD (O.S.)

You have to find a new place to live. You'll be more comfortable somewhere else.

(sadly)

I wish they could, but...things can't last forever. All good things must come to an end.

Mrs. Stiles slightly trembles with shock and heartbreak as she pulls away from the door.

INT. BASEMENT - CONTINUOUS

As Willard looks about the rats.

WILLARD

Follow Ben. He'll find a place for you. He'll take care of you. Won't you, Ben?

(looking at Ben)

You're the leader...after Socrates.

WILLARD'S POV - BEN

Is enthroned atop the storage shelves, above the other rats. Staring at Willard, Ben appears as if he feels he's the leader now...

WILLARD

Socrates climbs up Willard's arm to his shoulder. Willard reaches up and scratches his head. Willard turns his back on Ben and with a whispered tone to Socrates...

WILLARD

You're not going anywhere,  
Socrates. You'll always be  
with me.

(sincerely)

I hate everyone but you.

Willard lovingly scratches Socrates while the hundreds of other rats swarm at his feet.

WILLARD

Let's go to bed.

He takes flashlight and moves to the stairs, passing Ben.

WILLARD

Goodnight, Ben.

BEN

Still, motionless, not pleased.

INT. KITCHEN - CONTINUOUS

The flashlight spill beneath the door intensifies as it reaches the door. As the door opens, Willard catches Ben making a break for it.

WILLARD

No! Ben...how many times do  
I have to tell you. Only  
Socrates is allowed  
upstairs.

Willard shuts the door.

INT. DINING ROOM - CONTINUOUS

CAMERA FOLLOWS WILLARD, moving through the dark room, playfully kissing Socrates on the head.

As Willard makes a U-Turn around the span of an open foyer arch toward the stairs, Mrs. Stiles is REVEALED, collapsed on the stairway in a state of semi-consciousness.

WILLARD

Horrified.

WILLARD

Mother...

He rushes toward her...

SOCRATES

Willard places him on the stairway newel post cap. The rat begins running up the banister.

MRS. STILES

Hearing her son, she tries lifting herself to her feet, reaching for the banister.

SOCRATES

Her hand just misses him.

STAIRWAY - WILLARD & MRS. STILES

The son gently places hands on her. She jerks away.

MRS. STILES

Don't touch me! You're  
getting rid of me!

WILLARD

(sincere)

No, Mother, I love you.

MRS. STILES

I heard you! "All good  
things must come to an  
end!"

WILLARD

I love you more than  
anything.

MRS. STILES

You don't love me! You  
won't feed me! I hate you!  
I hate you!

She begins violently coughing. Alarmed, he  
rushes to her, holds her. She struggles to get  
free, causing him heartbreak.

Suddenly, Mrs. Stiles unintentionally HACKS a  
tablespoon of blood into her son's face. He  
fights back frightened tears, hands trembling  
as he holds his mother.

WILLARD

You need to go to the  
hospital.

MRS. STILES

No! You wanna lock me up!  
You wanna kill me! You  
wanna kill me!

Willard shuts his eyes; covers his head with  
his arms, trying to block it out. Her screams  
sound like a scared animal.

TOP OF THE STAIRCASE

Socrates is a black silhouette in the f.g.,  
sitting atop the upper newel post cap,  
helplessly watching his friend Willard try to  
comfort his screaming mother.

INT. 2ND STORY LANDING - HALLWAY - WILLARD'S  
HOUSE - LATER

Through the ajar door, Mrs. Stiles can be seen  
asleep in her bed. Her BREATHING is strained.  
Willard's hands ENTER FRAME and gently dab her  
head with a cool wash cloth. He lifts the  
blankets to her chin.

Ben, the Defiant Leader

INT. WILLARD'S BEDROOM - LATER

Numb with sadness, Willard climbs into bed and  
turns off the light. Laying his head back, he  
stares at the ceiling while fighting tears.

SIDE EDGE OF BED

The covers RUSTLE. Socrates appears over the  
bed's horizon and rushes toward Willard. The

white rat nuzzles Willard's chin. Pulling the rat close, Willard closes his eyes and feels the comfort of his friend.

Then...the covers tucked under Willard's arms jerk toward the foot of the bed. Willard opens his eyes.

FOOT OF THE BED - WILLARD'S POV

The covers jerk again. BEN APPEARS, using the covers to pull himself up. He holds at the foot of the bed.

WILLARD & SOCRATES

Willard tenses.

SOCRATES

Squeaks, as if pleading with Ben to get off.

BEN

Remains. He's staying.

WILLARD

What if Mother sees you?

BEN

Doesn't care. Remains still. Challenging.

WILLARD

Considers this. Then suddenly whisks off the covers, grabs Ben by the nape of his neck. The large rat HISSES and struggles as Willard carries him out.

INT. BASEMENT - CONTINUOUS

CAMERA IS LOW ANGLE, looking up the first set of stairs, swarming with rats. Willard gently tosses Ben on the stairs, quickly grabs the edge of the door.

WILLARD

Down, Ben. You stay down!

As Willard quickly shuts the door --

INT. MRS. STILES' BEDROOM - CONTINUOUS

The door slam causes her eyes to open. She holds in the darkness, puzzled and afraid.

INT. WILLARD'S BEDROOM - MORNING

Willard's asleep. Socrates curled up against his back. The alarm clock RINGS. Willard awakens and turns off the alarm. As he reaches back to pet Socrates, Willard freezes. Eyes toward the foot of the bed:

BEN

Holds at the foot of the bed, in the same spot he claimed last night.

WILLARD

Glares back.

BEN

Glares back.

WILLARD

On angry impulse, viciously kicks Ben, who's violently knocked to the floor.

Ben scuttles out the door and into the hallway. Willard follows after him.

INT. HALLWAY - CONTINUOUS

As Willard appears at the end of the hall, he catches a glimpse of Ben darting down the

banister. Willard starts after him, yet pauses at his mother's room. He softly moves to close her door, then pauses.

INT. MRS. STILES' BEDROOM - CONTINUOUS

She's not there.

INT. STAIRWAY - CONTINUOUS

A half-dozen rats crawl about the base of the stairs. Upon seeing them, Willard quickly hustles down the steps.

WILLARD

Mother!

INT. KITCHEN - CONTINUOUS

The cellar door is open. Rats climb out from the basement. Willard appears, shocked.

WILLARD'S POV

Over 150 rats are everywhere: on the table, the counters, in the cupboards, eating anything they can find.

WILLARD

Turns to the basement door, anticipating what he'll find...

INT. BASEMENT - CONTINUOUS

On the first landing, a fading flashlight beam shines aimless from beneath a pack of swarming rats.

WILLARD

Puzzled, steps closer. He freezes.

WILLARD'S POV

The flashlight is gripped in his mother's stiff dead hand, scaly pink rat tails flop across the fingers. The rats do not know death. She is just another object.

WILLARD

Shudders. His breaths rapid and deep.

WILLARD

No! NO!

He snaps his trembling fingers.

WILLARD

DOWN! DOWN!

The rats obey the command and begin moving down the stairs. Socrates assists, herding the others toward the cellar.

MRS. STILES

Positioned as if having fallen forward, her opened eyes reflect the expression of frozen shock. REVEALED as the rats climb off her.

BEN

Holds atop a cupboard staring down at Willard.

WILLARD

Looks up, increasingly impatient with Ben.

WILLARD

You think you're funny? You think you're smart?

(beat)

Socrates. He's smart. He knows they have to take mother away.

(beat)  
And if they see  
you...they'll take me away.  
Then come back for you.

BEN

Appears to consider. He lifts his head, then moves off into the shadows.

WILLARD

His expression reflects growing detest as Ben crawls over his feet, into the basement, past his mother's feet.

INT. FOYER - AFTERNOON

Reminiscent of Socrates' mother, Mrs. Stiles' dead body lies inside a black plastic body bag. A PULLED STRAP secures her to a coroner's gurney.

WIDER

Willard signs paperwork on a clipboard and returns it to a deputy medical examiner who absently tosses the clipboard atop the body bag.

With a startling CLACK, the gurney is raised and wheeled out of the house. Willard slowly shuts the door.

The house is quiet and lonely. Emotionally numb, Willard wanders to the stairs and must sit. The stretched shadows of the barred windows reach Willard, causing him to appear like a prisoner or a caged rat.

After a beat, Socrates crawls into Willard's lap. The white rat nuzzles against Willard, comforting him.

WILLARD

I love her...and I'll miss  
her. I already miss her.  
She was my mother.

(beat)

But, if you ever died,  
Socrates...

He cannot bear to complete the thought.

WILLARD

You're the only friend I  
ever had.

AS CAMERA SLOWLY RISES, Willard strokes the head of his only remaining friend.

Death and Bankruptcy

INT. FUNERAL HOME - DAY

Mrs. Stiles rests in modest casket. O.S., "Peace in the Valley" plays on a programmed organ. Willard approaches the coffin. Eyes red and swollen from crying, he leans over and kisses her.

WILLARD

At least you're with father  
again.

(pause)

My friend would like to say  
goodbye.

Willard cautiously checks over his shoulder.  
He's the only person at the service. He  
removes Socrates from his coat pocket and  
holds him out toward the head of the casket.

MRS. STILES

Socrates brushes his nose against her dead  
face.

WILLARD

Holding the rat to his mother, is about to cry  
again.

WIDER - CASKET

Willard's back is to us. From this angle,  
Socrates can't be seen. Cathryn steps INTO  
FRAME, her back also to CAMERA.

CATHRYN

Holds a beat, taking sad notice of the empty  
room.

WILLARD

Remains unaware of her.

WILLARD'S HANDS

Strokes his mother's face, and then the  
rat's...

CATHRYN (O.S.)

Willard?

Startled, he thinks quickly, places Socrates  
inside the casket. Willard eyes over his  
shoulder, then back to the coffin.

WILLARD

(whispers)

In.

SOCRATES

Waddles deep into the casket, disappearing  
into the dark toward Mrs. Stiles' feet.

WILLARD & CATHRYN

He turns just as she carefully approaches the  
casket.

CATHRYN

Are you alright? I didn't  
mean to upset you.

With residual startle, he shakes his head and  
guides her away from the coffin and to the  
chairs. They sit.

WILLARD

You didn't have to come  
here.

CATHRYN

We didn't hear from you and  
I wanted to make sure  
you're okay. To let you  
know...you have a friend.

Willard is caught off guard and sincerely  
touched. His eyes begin to well, bringing  
tears to his eyes. She reaches out and softly  
caresses his face.

This may be the first time he's ever been touched in such a way. As he begins to close his eyes and cherish the moment, his eyes freeze. Never fully closing.

WILLARD'S POV - MR. MARTIN

Enters, appearing annoyed and put upon. He moves to the casket.

WILLARD & CATHRYN

As Willard hatefully looks off, Cathryn turns to see Mr. Martin. Sparing them further hassle, she pulls her hand away.

CASKET

Mrs. Stiles rests in the f.g., just beneath the closed half of the casket lid hides Socrates. Martin ENTERS FRAME, takes a perfunctory look and moves off.

FUNERAL HOME

Willard and Cathryn avert their eyes as Martin approaches. Dismissive, he eyes Willard, then, somewhat lasciviously, eyes Cathryn.

MR. MARTIN

Shouldn't you be working?

CATHRYN

(defiantly)

Lunch hour.

MR. MARTIN

(with a laugh)

Hell of a way to spend it, huh?

He looks to Willard, who doesn't look back.

MR. MARTIN

She's better off, Willard.

(a dig at Willard)

She's with your dad.

Willard doesn't acknowledge this in any manner. Behind Mr. Martin, a man, JOSEPH GARTER, Mr. Martin's age, suit and tie enters and moves to the casket paying a brief moment of respect. The man looks toward Willard while...

MR. MARTIN

What now? Gonna sell the house?

Willard shrugs, then with false altruism...

MR. MARTIN

Give it some thought. Take the rest of the day off.

He pats Willard on the leg, shoots Cathryn a jilted look and moves out of the funeral parlor. Cathryn places a sympathetic hand on Willard's back, however, before any words are exchanged about Mr. Martin's behavior, they're approached by Mr. Garter.

MR. GARTER

Willard Stiles?

Willard looks up, nods.

MR. GARTER

I'm Joseph Garter, I'm an attorney with Montgomery & Glick, the trustees of your mother's estate.

(beat)

I've been trying to reach you, but...you don't answer the phone.

(beat)

I hope you take no offense by my finding you. Here. We are all saddened by your loss.

(beat; to Cathryn)

May I have a moment with Willard?

Cathryn reacts, flustered by the situation.

CATHRYN

Can I come over after work? Check up on you?

WILLARD

I'll be okay. Thanks, Cat.

She gives him an awkward hug, then moves off while Mr. Garter turns a chair around to face Willard.

MR. GARTER

Willard, I'm afraid I have some news... I don't know if you're aware of or prepared for.

Willard reacts, puzzled.

MR. GARTER

Your parents had been living off an account they had originally set up for your future. It was intended to be yours upon their passing.

(beat)

However, your father's death left debts that even Mr. Martin's buy out didn't completely relieve.

Willard tenses.

MR. GARTER

In fact, there remains pending litigation on some unsettled debts.

WILLARD

I still have the house?

MR. GARTER

Your mother refinanced the house after your father's death, so, in fact, we still owe...

Willard's devastated.

WILLARD

We? It's my house.

MR. GARTER

Of course, you grew up there. It's your home, but it is the bank's house.

WILLARD

It's my house.

MR. GARTER

There's no need for a single man to live in such a large house. Sell it.

WILLARD

Why do I have to pay for what things my parents did?

MR. GARTER

The money will help you start over.

WILLARD

Start over?! I'm almost done!

MR. GARTER

Willard, you have no choice. As the executor...

WILLARD

Then why...why'd you come here?! Why do you even bother telling me?! Do you get off on telling me I have no control over my own life?! I have no money. No home. And it's not my fault!

Mr. Garter stands and reaches for his business card.

MR. GARTER

This is not the time or place. Think about it. Then please, you have to contact me.

Willard snaps the card out of Mr. Garter's hand.

MR. GARTER

I understand, Willard, however, this is the only way you can take control of your own life.

Willard sighs, settles. Mr. Garter takes a beat, assured that Willard has composed, then moves out of the room. Willard stands and moves toward his mother's casket.

WILLARD

Socrates.

Socrates appears from behind the bottom lid and scuttles to Willard who picks him up and holds the rat against his cheek. As Willard looks to his mother, he notes movement O.S.  
THROUGH STAINED GLASS WINDOW

Mr. Martin's form holds in the parking lot. He is motioned by another form who shakes Martin's hand. It's Mr. Garter.

WILLARD

Moves to the window for a better look. Although distorted and oblique through the stained glass, Mr. Garter's posture conveys he is reporting to Mr. Martin. Garter gestures with a thumb toward Willard in the funeral parlor. Mr. Martin nods, pleased. The two men shake hands.

WILLARD

As he watches out the window, Socrates held to his cheek.

Cat, Food

INT. FOYER - WILLARD'S HOUSE - AFTERNOON

Rats are everywhere. The opening door shoots several across the floor. The door opens and Willard enters. Shocked and angry, he takes in the house...

WILLARD'S POV - LIVING ROOM & STAIRS

Swarming with greasy rats; gnawing on the banister and chewing the curtains. Droppings and puddles of urine litter the hardwood floor.

WILLARD

CAMERA CRANES DOWN. As it reaches eye-level.

WILLARD

Stop it! Stop it, Ben! Just  
'cause my mother's gone  
doesn't mean you have to  
run the house. This is my  
house, Ben!

INT. KITCHEN - CONTINUOUS

The kitchen has been ransacked by three times as many rats as before. All traces of food are gone. The containers are shredded and spewed in every direction.

SEVERAL RATS

Have eaten through the plastic container of dishwashing liquid and are licking the soap.

WILLARD

Storms into the kitchen and sees the pillaging. He looks to the door leading to the basement.

INT. BASEMENT - CONTINUOUS

The base of the door has been eaten away. Rats well up from the cellar. Willard pushes the door all the way open to see a STREAM OF RATS move up the stairs.

WILLARD

BEN?!

No response. The rats continue ravaging the house.

WILLARD

BEN?!

Ben doesn't wish to reveal himself.

O.S., the doorbell rings. Startled, Willard turns. He hustles to the front entrance.

INT. FOYER - CONTINUOUS

Willard looks out the stained glass to see CATHRYN standing outside, holding something wrapped in a blanket.

CATHRYN

Willard! It's Cathryn.  
Answer the door! I saw you  
walk in!

(beat; flirtatious)

I have a present for you!

Willard, having not removed his coat, pulls it tight and moves to the door, sweeping rats away and out of sight before opening the door and quickly stepping outside.

EXT. WILLARD'S HOUSE - CONTINUOUS

Cathryn is taken aback and puzzled as he closes the door.

WILLARD

I was going out. I...I have  
some stuff to deal with at  
the cemetery.

CATHRYN

Oh, well...Willard...maybe  
this is a bad time,  
but...I...please Don't take  
this the wrong way. But you  
looked so goddamn lonely at  
your mother's service  
and...I know I was  
devastated by my mother's  
death and I loved her...and  
the only friend I  
had to help me through  
was...

She lifts the blanket. Inside the bundle is a cat.

CATHRYN

Her mother! This is Scully.  
She'll be a great friend  
and keep you company.

Speechless, Willard looks at Scully. Searching for a way out.

WILLARD

Cathryn...I don't know what  
to say. I...I can't take  
Scully.

THE CAT

Looks down toward Willard's coat pocket.

CAT'S POV

Two inches of Socrates' tail hangs out of Willard's pocket.

THE CAT

Wriggles, trying to free itself from Cathryn's grasp. Its eyes are locked on Willard's pocket.

CATHRYN (O.S.)

See, she likes you! Just  
hold her!

WILLARD & CATHRYN

Cathryn hands the bundle to Willard. The cat swats at his pocket. Willard CLASPS the cat's head to secure it, while scratching his ears with forced affection.

WILLARD

Cathryn, really. I can't...  
The cat meows, trying to get at Socrates in Willard's pocket. Willard, increasingly anxious...

WILLARD

I'm really late. Is it okay  
to leave her inside?

CATHRYN

Sure. She's potty trained.  
Forcing a smile, he opens the door and places the cat inside.

INT. FOYER - WILLARD'S HOUSE - CONTINUOUS

After a beat of "oh, shit!" The cat immediately arches its back, fluffs its fur and hisses. It begins urinating.

CATHRYN (O.S.)

Need a ride? I can drive  
you.

WILLARD (O.S.)

How 'bout just to the  
subway?

As their voices trail off down the sidewalk...

WILLARD

I can't thank you enough,  
Cathryn. I'm sure Scully  
will be very happy.

Horried, Scully tears off into the house.

RATS

Supposedly, a pack of rats will appear to ignore a stranger until the moment of attack; suckering the intruder. The rats continue chewing and gnawing, seemingly unaware of Scully.

INT. TV ROOM - CONTINUOUS

Scully runs, searching for safety. The curtains are drawn. The cat leaps upon...

A CLUB CHAIR

A cable TV remote sits on the armrest. The cat inadvertently lands on the REMOTE...

TV

A small set turns on with a CLICK.

THE CAT

Foot on the remote, Scully searches for higher ground in the cold blue light of the TV.

TV

In the upper corner of the monitor, the channel indicator races well into the music/radio channels.

THE CAT

Leaps off the armchair.

TV

Is left on "SOFT ROCK/EASY LISTENING" CHANNEL.

THE CAT

Settles on top of the armoire. It looks down upon...

THE HOUSE

Rats - everywhere. Continuing as if unaware of the cat.

TV

A soft acoustic guitar purrs, accented by a deep bass. The opening of the Oscar nominated song "Ben". CAMERA EASES IN, matching the music's rhythm.

ANOTHER CLUB CHAIR

In the blue cast of the TV, shadows cover the seat of a throne evoking chair...

MICHAEL JACKSON (V.O.)

Ben, the two of us need  
look no more...

CAMERA PUSHES CLOSER, REVEALING BEN'S EYES.

MICHAEL JACKSON (V.O.)

We both found what we were  
looking for...

Ben produces a snarling squeak - a command.

SOME RATS

Look up from their chewing and move off to the TV room.

THE CAT

Above the room on the armoire, notes the movement.

MICHAEL JACKSON (V.O.)

With a friend to call my  
own/I'll never be alone...

HIGH ANGLE - OVER THE CAT

Two dozen rats scuttle to the base of the armoire.

FOOT OF ARMOIRE

The rats break off into two teams: each gnawing at the feet of the armoire.

MICHAEL JACKSON (V.O.)

And you, my friend, will  
see/you've got a friend in  
me...

THE CAT

Anxious, looks down at the rats

A TEAM OF RATS

Sharp incisors jump at camera, tearing at the wood.

CHORUS (V.O.)

You've got a friend in me!

BEN

CAMERA INCHES IN, watching...

MICHAEL JACKSON (V.O.)

Ben, you're always running  
here and there...

FOOT OF THE ARMOIRE  
CREAKS...like a tree about to fall...

CHORUS (V.O.)

Here and there!

THE CAT

As the armoire sways, the cat searches for  
another safe haven.

MICHAEL JACKSON (V.O.)

You feel you're not wanted  
anywhere...

FOOT OF ARMOIRE

Gives way. Rats scatter. The lower corner  
THUMPS to the floor. The armoire begins  
tilting.

MICHAEL JACKSON (V.O.)

If you ever look behind/and  
don't like what you find...

THE CAT

Leaps! just as...

THE ARMOIRE

Topples over, crashing to the floor!

THE CAT

Dashes across the floor. Rats snap and hiss!

INT. KITCHEN - CONTINUOUS

The cat charges in and darts to the open  
cellar.

CHORUS (V.O.)

I used to say "I" and  
"me"...

INT. WILLARD'S BASEMENT - CONTINUOUS

the cat eyes the hole in the wall leading  
beneath the house. It leaps from the stairs.

CHORUS (V.O.)

Now it's "us"/Now it's  
"we"...

STORAGE SHELVES

It lands on the storage shelves and hustles  
across...

OVERHEAD

The cat moves high above the metal shelves.  
Below, flustered rats HISS at the cat. The  
cement floor appears as if covered with a  
moving fur carpet.

MICHAEL JACKSON (V.O.)

Ben, most people would turn  
you away...

THE CAT

Crouches, tenses, preparing to leap toward the  
hole...

THE HOLE

Just beyond the lip of the hole, in the  
darkness, Ben's demonic eyes wait...

MICHAEL JACKSON (V.O.)

I don't listen to a word  
they say..

THE CAT

Leaps to the hole...

THE HOLE

Ben charges into CAMERA, incisors snapping.

THE CAT

Is knocked back. It desperately scratches at the wall, yet manages only to grasp the lip of the hole with one paw.

MICHAEL JACKSON (V.O.)

They don't see you as I  
do...

OVERHEAD

The cat dangles, twists trying to claw up the wall. Below, rats gather and wait.

BEN

With a hellish intensity, attacks the cat's paw.

MICHAEL JACKSON (V.O.)

I wish they would try to...

THE CAT

Eyes wide and horrified. It drops OUT OF FRAME.

THE FLOOR

With surprising speed, the rats swarm the cat. It disappears beneath the sea of black and brown greasy fur.

MICHAEL JACKSON (V.O.)

I'm sure they'd think  
again/If they had a friend  
like Ben...

CLOSE - CAT'S EYE

Wide, frightened and struggling beneath a blur of claws and gnawing teeth...

CHORUS (V.O.)

A friend!

THE HOLE - OVERHEAD

Ben looks out of the hole and down at the army of rats below. The cat can no longer be seen.

MICHAEL JACKSON (V.O.)

Like Ben...

CAMERA CRANES DOWN, adjusting to Ben holding in the hole, wickedly amused by the success of the attack. As the CAMERA INCHES IN, TEARING and RIPPING! The final desperate screams of the cat macabrely intermingle with the end of the song:

CHORUS (V.O.)

Like Ben!...

FADE  
OUT.

Father's Things

INT. HALLWAY - OUTSIDE MR. STILES' OFFICE - NIGHT

An antique crystal doorknob reflects faint light beneath several layers of dust.

Willard's hand reaches in and turns the handle. The KNOB CLACKS. The door opens, revealing a dark room beyond the hallway.

INT. MR. STILES' OFFICE - CONTINUOUS

Willard is silhouetted including Socrates on his shoulder, before a yellow Dormer window. The streetlights create an eerie amber cast across the haunted room

Several mounted birds and animals are displayed throughout the conservative home office. Family photos and framed certificates hang in the converted attic.

FRAMED PHOTOGRAPH

A young Mr. Martin stands proudly besides his boss, Mr. Stiles whose hands are proudly placed on his son Willard's eight-year old shoulders.

WILLARD

Averts his eyes from the image and moves to the desk. He opens the top drawer and holds, disturbed...

WILLARD'S POV - FATHER'S DESK

A dusty envelope, marked "BROOKLYN MEDICAL EXAMINER - STILES 6/6/95" sits in the drawer.

WILLARD

Tears open the sealed envelope holding his father's personal affects. A ring, wallet. Holding a leather billfold with reverence, his eyes well with tears looking at the driver's license, a photo of Mrs. Stiles and a photo of Willard.

Hesitating, he removes a Swiss Army knife from the package and opens the blade. Along the edge is a line of brown stained blood. Willard untucks his shirt and rubs the blade. The blood is gone.

CAMERA INCHES INTO WILLARD. Holding the knife and considering the blade. His father's act. Willard places the knife tip against his wrist... Until Socrates races from Willard's shoulder and rushes down his arm.

WILLARD'S HANDS

The right hand holds the knife tip against the left wrist. Socrates ENTERS FRAME and nips Willard's fingers.

WILLARD

He reconsiders. Tears well in his eyes.

WILLARD'S HANDS

Drop the knife. Socrates looks at him, as if relieved.

WILLARD

Raises Socrates to his cheek, closes his eyes and feels the returned affection. O.S., a rustle. Willard opens his eyes. Tense, they scan the room.

BOOKSHELF

Holding a bric-a-brac and mementos...and BEN'S TAIL. The CAMERA MOVES ALONG BEN'S BODY, his head blocked behind a framed photograph of Willard's father, as if Mr. Stiles' face is eerily part of Ben's body.

WILLARD

The image and Ben's presence disturbs him. He turns and begins moving out of the dark office.

About to exit, Willard pauses. Looking to an umbrella stand holding several antique umbrellas and swagger sticks. As he reaches out, raises one of the wooden swagger sticks for examination, then subtly looks back at Ben.

Ben Won't Learn

INT. WILLARD'S BEDROOM - LATER

The sheets are pulled back. Willard climbs in with the swagger stick. The bedroom door's closed. While Socrates settles beside him, Willard checks the floor before proceeding to hide the stick beneath the pillows beside him. Once secured, he CLICKS off the light. The room turns dark, CAMERA CREEPS IN ON WILLARD. Listening... In the B.G., the door opens, intruder unseen.

Willard's eyes check the door. He remains still. Listening. Then, faintly, against the hardwood floor, CLICK CLICK CLICK of nails and the sliding of an approaching tail.

Willard stealthily reaches beneath the pillows and grabs the swagger stick's silver tip. The sheets tug toward the foot of the bed.

FOOT OF THE BED

Against the windows, allowing faint street light inside... Ben's large silhouette appears over the foot of the bed.

SOCRATES

Turns toward the foot of the bed and squeals, as if signalling to warn Ben.

BEN

Backs up, tenses.

WILLARD

Strikes. He whips the stick toward the foot of the bed.

BEN

WHACK! Forewarned, Ben is too fast and jumps off the bed as the wooden stick WHISKS with a startling THUMP upon the bed.

WILLARD

Hustles out of bed and chases Ben, retreating into the closet. Willard opens the door and turns on the closet light.

WILLARD'S POV - CLOSET

A hole has been gnawed in the baseboard.

WILLARD

Subtle, yet increasing dementia, he looks to...

SOCRATES

Looking to Willard, as if disappointed.

WILLARD

Averts his eyes, guilty.

WILLARD

I wasn't going to hurt him.  
I know you're trying to  
keep peace, but he has to  
learn that I'm the boss.

INT. CLOSET - CONTINUOUS

Pennies and nickels are stuffed into an old  
sock.

WIDER

In his pj's, Willard sits in the closet  
grabbing loose change from a shoebox and  
stuffs it into the sock. Socrates sits on a  
shelf just over Willard's shoulder.

HOLE IN THE BASEBOARD

Willard balls the coin-filled sock and jams it  
into the hole.

JUMP CUT  
TO:

AN OLD PAINT CAN

Heavy and rusted garden shears cut into an old  
paint can .

WILLARD

Perspiring, obsessive, and straining to cut  
the can.

JUMP CUT  
TO:

HOLE IN THE BASEBOARD

BANG! BANG! BANG! A hammer flattens the curved  
metal. Willard places it over the sock stuffed  
hole and begins hammering nails into the old  
paint can.

JUMP CUT  
TO:

WILLARD

Rips a foot long piece of gray duct tape from  
a roll.

HOLE IN BASEBOARD

The strip is laid over several layers of duct  
tape which has been placed over the flattened  
paint can, covering the coin stuffed sock  
placed in the hole.

WILLARD

Leans back against the closet wall, exhausted  
and perspiring, yet satisfied that Ben's  
passageway is securely sealed. He picks up  
Socrates and scratches his head.

INT. WILLARD'S BEDROOM - MORNING

Willard's crashed, face down, as if having  
collapsed from emotional and physical  
exhaustion. The door is closed. The closet is  
closed. Socrates lies tucked beside him.

BEN

Sits at the foot of the bed, watching Willard.

CLOSE - WILLARD

Stirs, awakens, lazily opens one eye. He sees:

BEN

Motionless, yet taunting.

WILLARD

Waits a beat, then, slowly and carefully extends his arm and reaches beneath the pillow. Willard reacts, puzzled. He digs deeper beneath the pillows, but apparently can't find the swagger stick. His eyes move toward the right side of the bed. Willard reacts, afraid...

WIDER

Just above the bed is the swagger stick. Chewed to slivers. Recognizable only by the metal tips. Willard looks to:

BEN

Stoic and yet an air of satisfied retaliation.

WILLARD

Climbs out of bed. Unable to keep the peace, Socrates squeaks, head moving back and forth from Willard to Ben. Willard moves to the closet and looks inside.

INT. CLOSET - CONTINUOUS

The tape and metal securing the hole is untouched.

WILLARD

A cold shiver shoots through him. He looks back toward Ben, who's GONE.

WILLARD

Considers his next move...

Position Terminated

INT. FOYER - MORNING ACCORDION BRIEFCASE

It's open.

WILLARD (O.S.)

Socrates? Work!

Willard, holding Socrates, ENTERS FRAME and places Socrates into the bag. Willard startles and jumps back...

CAMERA ARCS UP AND OVER THE BAG TO REVEAL

BEN

Inside the briefcase.

WILLARD

Eyes red, skin pale and tense. Eyes the bag. He trembles slightly. Angry. He's about to grab and pull Ben out of the bag until...

SOCRATES

Squeaks and moves to Ben.

WILLARD

Holds and tenses.

WILLARD

Only 'cause Socrates said it's okay.

As Willard angrily closes the briefcase...

INT. STOREROOM - OFFICE - DAY

The storeroom is dark. O.S., keys jingle. The door opens and Willard's silhouetted form enters. He turns on a back light and moves to the shelves. CAMERA MOVES towards the shelves

as Willard sets down the briefcase and opens it. He carefully removes Socrates from the bag and sets him on a shelf. Willard's expression hardens as he turns back to the briefcase.

WILLARD

Ben. Out.  
After a beat, Ben climbs out of the bag.  
Willard whispers.

WILLARD

Quiet. Stay...  
Willard scratches behind Socrates' ear while Ben has a curious look around.

INT. OFFICE BULLPEN - LATER

A "Martin-Stiles Manufacturing" business envelope; no stamp; no postmark waits in the center of the desk blotter. Willard's hand enters frame and opens the envelope. A sheet of paper is removed. The body of the letter is terse; three sentences long. A paycheck is enclosed.

OFFICE

Willard is intensely confused, as if the contents are inconceivable. Let alone incomprehensible. He looks to Cathryn, desk buttressed against his. She reacts to his bewilderment. Unable to speak and certain there is some mistake, he hands the letter to her. She reads it and although immediately angered, remains composed...

WILLARD

Am I reading this right?  
Willard absently sits, pale and chocked. His eyes lock on Mr. Martin's office across the room. She rereads the notice.

CATHRYN

Mr. Stiles, it is our  
regret to inform you your  
position has been  
terminated. Enclosed please  
find two weeks severance.

(beat)

Your service is  
appreciated. Frank Martin.  
Cathryn sighs and looks to Willard.

CATHRYN

He's firing you.  
CAMERA PUSHES INTO WILLARD unable to comprehend the villainy. His outrage builds as he fidgets in his seat. Gone deep within himself, he appears no longer aware of Cathryn.

CATHRYN

I thought he could never...  
Willard stands and marches from his desk.  
OFFICE  
Willard storms across the room. Cathryn moves after him, wishing to restrain and regain his

composure. His fellow employees watch, eyeing one another. Ms. Leach looks up as he nears the closed office door.

MS. LEACH

He's on a conference call!  
Ignoring her, he whisks the door open!  
INT. MR. MARTIN'S OFFICE - CONTINUOUS  
Mr. Martin is on the phone, feet up on the desk. He forces a boisterous laugh at whatever is said on the other end of the phone. Through the laugh, his cold eyes look to Willard.

WILLARD

Enters and closes the door behind him. Without looking at Martin, Willard moves to a chair across from the boss' desk and sits.  
Defiant. Yet remaining afraid of Martin and unable to look him in the eye.

MARTIN

Regarding Willard's anger as just a minor hassle in the workday, he remains on the phone.

INT. OFFICE BULLPEN - CONTINUOUS

The employees tense; try to eavesdrop on Martin's office. Protective of Mr. Martin, Ms. Leach stands, moves out before the bullpen area, and shoots everyone a disapproving look.

MS. LEACH

Feels like this office could use a little holiday cheer.

(beat)

Cathryn, go dig out the Christmas decorations.

(beat)

They're in the back storeroom. The key's in Willard's desk somewhere.

Cathryn sighs and moves to the desk.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Martin remains on the phone while Willard grows increasingly anxious.

MR. MARTIN

Come up for the Jets-Dolphins game. No, I'll get Alcoa's luxury box...Think I'm gonna let you sit out in the fuckin' snow??  
Martin forces another obnoxious laugh.

INT. OFFICE BULLPEN - CONTINUOUS

Opens!

CATHRYN

Fumbles and finds the key ring. Sorting through the keys, CAMERA PUSHES IN ON HER. She pauses, considering, increasingly angry. She looks up at...

INT. MR. MARTIN'S OFFICE - CATHRYN'S POV - CONTINUOUS

The door is closed. Willard is inside being fired.

INT. OFFICE - CONTINUOUS

Cathryn sighs and shakes her head.

CATHRYN

Ms. Leach?

(Ms. Leach turns)

Found the keys.

(defiant)

But, you can go "dig out" your own holiday cheer and then shove it up your ass with a "Ho! Ho! Ho!"

Suddenly, with a crisp underhand pitch, Cathryn hurls the keys across the room. Startled, Ms. Leach rears back. The keys THUD against the wall.

CATHRYN

I quit.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Unable to release his anger, Willard grows anxious sitting across from Martin. He begins picking his fingers.

WILLARD & MR. MARTIN

Martin finds up an office desk toy and fiddles with it while remaining on the phone.

MR. MARTIN

Jets-'Phins; always a close game. Check with Cindy and get back to me. No, I'll be workin' here late tonight...Christmas bonus time, y'know.

His eyes turn to Willard with mean irony.

INT. STOREROOM - CONTINUOUS

The hallway outside the storage room is quiet until...

O.S., the RING OF KEYS JINGLE.

Ms. Leach appears around the corner, combing the ring for the key to the storeroom.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Willard's frustration is unbearable. Martin remains on the phone.

MR. MARTIN

Good deal. Nice talkin' to you guys. Right. Bye bye.

(hanging up; to  
Willard)

You're fired. What part of  
that don't you get?

WILLARD

How could you? My father...

MR. MARTIN

Is dead. Been dead. Now,  
so's your mother. Movin'  
on...

WILLARD

He started this company.  
It's my family's company.

MR. MARTIN

No! It's mine. Been mine.  
And I don't want you around  
it anymore.

INT. STOREROOM - CONTINUOUS

Ms. Leach tries a key. Doesn't work. She tries  
another...

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Willard tenses, about to respond, however is  
cut off by Mr. Martin who throws out his hands  
in exasperation.

MR. MARTIN

God, fuck, Willard! Why the  
fuck would you want to stay  
here?! You hate it here. I  
hate having you here.  
You're never going anywhere  
here. You're parents are  
fuckin' dead. Move on!

WILLARD

The terms of your purchase  
contract clearly state...

MR. MARTIN

Sue me.

Confused and emotional, Willard looks to  
Martin.

MR. MARTIN

Go 'head. Fuckin' sue me.  
You'll win. So go ahead.  
Hire a 250 dollar an hour  
lawyer and fuckin' sue me!

(beat)

My 400 dollar a day lawyer  
will drag it out 'til I'm  
dead. So, five, seven,  
maybe ten years from now,  
you'll win.

Willard's eyes begin welling with tears.

WILLARD

You know I can't afford  
that.

MR. MARTIN

(sarcastic)

No!

INT. STOREROOM - CONTINUOUS

Ms. Leach sighs. Shakes her head, tries another key. Then another. Finally, the door opens.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Willard stares hard at Martin whose return look reflects a man who knows he holds all the cards.

MR. MARTIN

Wanna sue me? Need money?  
Make me an offer on your  
house.

Willard eyes him, hard.

MR. MARTIN

Don't give me "the face". I  
guy that house 'nd you can  
go out, get a car, move  
away from here. New job,  
get a girl. You'll be so  
fuckin' happy you won't  
wanna sue me. You'll wanna  
blow me.

CAMERA PUSHES IN ON WILLARD, eyeing Mr. Martin with pure hatred before standing and moving toward the office door.

INT. STOREROOM - CONTINUOUS

A box of loose tinsel is moved aside as Ms. Leach gathers the cheap and dusty Christmas decorations. Stacked on a storage shelf are a couple of artificial wreaths. In a single move, she pulls them from the shelf and turns to pile them atop the box of tinsel.

Ms. Leach is unaware that displacing the wreaths has exposed Socrates. The white rat hustles for cover behind a tangled mass of Christmas tree lights.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

As Willard reaches for the doorknob, Mr. Martin watches him, irked at Willard's refusal to sell him the prime real estate.

WILLARD

Sighs, slumps with defeat.  
Then without looking  
back...

WILLARD

I'll sell you the  
house...if I get to keep my  
job.

MR. MARTIN

Can't believe Willard would  
make such a desperate and  
stupid offer and yet,  
Martin really doesn't want  
him around.

INT. STOREROOM - CONTINUOUS

Mrs. Leach squats to lift the box of tinsel and other decorations. Once lifted, she moves toward the door. Until...a faint CLICK CLACK within the glass bulbs of the Christmas lights call her attention. Seeing the lights, she appears to weigh her load, then opts to reach up and snag them. As CAMERA PUSHES IN ON HER HAND.

INT. MR. MARTIN'S OFFICE - CONTINUOUS  
Mr. Martin sighs, rubs his chin and studies Willard.

WILLARD

Turns back to Mr. Martin,  
as if, "well?"

MR. MARTIN

Taps his desk, sighs and  
looks to Willard. Martin  
absently nods his head,  
about to agree to the  
terms. Before he can  
verbally respond,  
however...

A SCREAM! Martin looks past Willard to follow the shriek.

MS. LEACH (O.S.)

A RAT! A FUCKING RAT!  
CAMERA RACES INTO WILLARD, internally  
panicking; frozen with fear.

MR. MARTIN

Quickly gets up from his  
desk and hustles across the  
office.

WILLARD

Paralyzed, Martin brushes  
past him.

Nasty, White, Dead Rat

INT. OFFICE BULLPEN - CONTINUOUS

The employees are on their feet looking toward the storeroom hallway. Mr. Martin rushes out of his office and toward the hallway. The employees follows. Followed by Willard.

INT. HALLWAY - CONTINUOUS

Rattled, Ms. Leach is relieved as Martin charges around the corner.

MS. LEACH

Frank, there's a white  
fuckin' rat the size of a  
dog in there!

Martin coolly moves into the storeroom as the other employees appear around the corner.

MS. LEACH

On the left. Second shelf.

Willard arrives, assessing the situation.

INT. STOREROOM - CONTINUOUS

Martin moves to the shelf upon which the lights sat. There is a gap, however, no rat. Just as he eases, he sees --

UPPER SHELF - SOCRATES

His white fur moves. Martin looks for a weapon. The nearest object is a wooden stick. The mid-section of the artificial Christmas tree. He pulls it from the box...

MR. MARTIN

Get me a chair.

INT. HALLWAY - CONTINUOUS

Ms. Mantis moves toward a stack of chairs and pulls one.

MR. MARTIN

I see it!

CAMERA SWEEPS INTO WILLARD, sickened. He forces his way to the storeroom doorway. As Ms. Mantis hands the chair to Mr. Foxx who hustles the chair inside...

INT. STOREROOM - CONTINUOUS

Martin takes the chair from Foxx, quickly positions it, and stands. CAMERA RISES WITH HIM...revealing a hiding, but trapped between the boxes, Socrates.

With full force, Martin drives the stick at Socrates.

WILLARD

Flinches upon impact. Even the other employees wince.

MR. MARTIN

Stabs the stick INTO CAMERA.

SOCRATES

SCREAMS! The stick pulls away revealing red blood...

WILLARD

Trembles, turns pale.

MR. MARTIN

With a glint of blood lust, smiling. Spikes the stick INTO CAMERA.

SOCRATES

Seriously injured and covered with blood. The rat searches for an escape. The stick drives INTO FRAME.

WILLARD

Clutches the door-frame. His hazed eyes freeze beyond Martin and Socrates.

WILLARD'S POV - BEN

On the highest shelf, safely covered in the dark. His opalescent eyes glare angrily at Willard.

WILLARD

Opens his mouth, as if to answer to Ben...until O.S., a piercing SCREAM. The other employees turn away, the excitement turning to overkill.

MR. MARTIN

Getting the final bead.

MR. MARTIN

Walt, it's Mickey, I'm comin' to join ya!

Laughing, Mr. Martin goes for the kill.

SOCRATES

WHACK! The stick drives INTO FRAME and finally crushes Socrates' skull. His white fur now completely red, the rat's body falls limp upon the metal shelf; lifeless.

WILLARD

Cannot hold back the tears. In the excitement of the moment and the focus is on Mr. Martin, the others are oblivious to Willard's emotions.

The employees APPLAUD and CHEER as Martin exits the room. He hands the stick to Ms. Leach.

MR. MARTIN

Barbara, finders keepers!

(to Willard)

What's the matter, tiger?

'Fraid of a little blood?

Martin laughs, adrenaline pumping as he continues down the hall toward his office. The other employees follow him with the exception of Ms. Leach.

MS. LEACH

He expects me to clean that up?!

WILLARD

(softly)

I'll do it.

Relieved and anxious to get out of there, Ms. Leach gratefully pats Willard on the shoulder, then heads down the hall, leaving Willard alone. Gathering all his strength, Willard enters the storeroom and moves directly to Ben.

BEN - LOW ANGLE

High above, motionless, yet angry, looks down upon Willard.

WILLARD

Shattered and trembling, looks up begging himself for forgiveness, but directed at Ben.

WILLARD

He'd have killed you. I would never let anyone hurt you, Ben. I couldn't lose you, too. I could never lose you, Ben.

LOW ANGLE - BEN

Unforgiving...

WILLARD

Guilty, unable to receive penance from Ben, moves toward Socrates' body and begins crying. His tone, increasingly insane, suggests the triggering stress of Socrates' death.

WILLARD

WhatcouldIdowwhatcouldIdo..

.

Behind the tears, his eyes appear psychotic.

WILLARD

What can I do?

BEN

Staring at Willard, release an eerie guttural growl.

OVER WILLARD'S SHOULDER

CAMERA PUSHES UP INTO HIM as he turns, looking back over his shoulder and up to Ben.

WILLARD

What can...we do?

BEN

CAMERA MATCHES THE MOVE INTO BEN, staring down...as if committing to the pact.

EXT. CARGO/DELIVERY AREA - FACTORY - AFTERNOON

The factory cargo delivery area appears busy.

From the depths of the foundry, Willard appears carrying his accordion briefcase and wearing a winter coat and leather gloves. A familiar face, he draws no attention.

Without hesitation, he moves to a "Martin-Stiles Manufacturing" delivery van. The size of a UPS TRUCK, Willard climbs in and drives off.

INT. BATHROOM - LATER

Socrates' body is held under a faucet; dried blood washes away into a sink.

WILLARD - LOW ANGLE

Amped, crazed, yet with unnerving control, cleans the body.

INT. PARLOR MANTLE - LATER

The urn holding the ashes of Willard's father rests on the mantle. Willard's hand ENTERS FRAME and lifts the lid.

HIGH ANGLE

Willard places Socrates' body into the urn. He closes the lid and steps back into the macabre shadows...

An Army of Thousands

INT. WILLARD'S HOUSE - BASEMENT - NIGHT

A large pullman case opens INTO FRAME.

Willard, eerily under lit by a flashlight, points to the bag.

WILLARD

IN!

Rats begin piling into the bag...

EXT. WILLARD'S HOUSE - MOMENTS LATER

The pullman bag bulges as Willard strains, carrying the suitcase. He opens the rear doors and enters.

INT. KITCHEN - LATER

Rats swarming at his feet in the f.g., Willard opens the empty pullman bag.

WILLARD

Last batch. Can't take anymore. The rest of you wait here.

CAMERA PUSHES INTO WILLARD, lying as he looks toward Ben.

WILLARD

Me and Ben will be back in  
a little while. Right, Ben?

BEN

Sits atop the table like a commanding general.

WILLARD

Sets the case on the floor.

WILLARD

IN!

As the rats follow orders...

INT. DELIVERY VAN - MOMENTS LATER

Willard enters with the pullman case. The doors close. Willard opens the cases and the rats file out. He is knee deep in rodents.

INT. OFFICE BULLPEN - NIGHT

The outer office is dark; quiet. Martin can be seen working through his open door. Tie loose, sleeves rolled up, he enters some figures into his computer.

EXT. PARKING LOT - CONTINUOUS

Martin's covered Mercedes is alone in the vacant, quiet parking lot. Headlights appear, panning across the parking lot. The delivery van ENTERS FRAME in the b.g. It proceeds toward the rear of the factory.

EXT. CARGO/DELIVERY AREA - CONTINUOUS

Headlights shine on the area; intensifying as the truck nears. The engine is cut. The van rolls QUIETLY INTO FRAME.

REAR DOORS OF THE VAN

Willard ENTERS FRAME and pulls up the latch. CAMERA PULLS BACK as he grabs the doors and flings them open...

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Martin draws his hands to his tired eyes. He takes a sip of GLENLIVET in a paper cup; the opened bottle, nearby. Seemingly bored, he turns to the computer and taps the keys.

MARTIN'S COMPUTER MONITOR

The eye and brow logo of the Voyuerweb Homepage loads...

MR. MARTIN

CAMERA CREEPS IN as he begins surfing...

INT. FACTORY - CONTINUOUS

The cargo door LOCK CLACKS. The door rises. A thirty-second alarm warning begins beeping. Willard walks under the door and coolly to the alarm panel. While disarming the alarm...

OVERHEAD - CARGO DOOR

A wave of rats flood beneath the door.

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Martin CLICKS on the mouse.

COMPUTER MONITOR

A submission entitled "MY HOT WIFE!" The story: "We just bought a digital camera. My

wife doesn't think she has a sexy body. What do you think? PDPMEMA."

MR. MARTIN

Appears interested. He CLICKS...

COMPUTER MONITOR

A 300 pound pink woman with red eyes from a flash, bares all in a disheveled living room.

MR. MARTIN

Winches. He blindly reaches for the mouse and clicks.

INT. ELEVATOR SHAFT - CONTINUOUS

The elevator shaft is encased by thick wire mesh. With an ECHOING CLANG, the car rises into the darkness; creating shadows while the counterweight drops TOWARD CAMERA.

INT. HALLWAY - CONTINUOUS

The wire mesh door is opened and fastened to the elevator frame.

CAMERA BEGINS MOVING toward the elevator as the light within the car casts an approaching, twisting, panning glow. CAMERA CONTINUES as the elevator car arrives and comes to rest with a CLANG. As CAMERA CONTINUES the FRAME RATE RAMPS, "SLOWS" to 96fps as the doors begin to open.

RATS

Pour out of the elevator like a surreal nightmare. Tumbling over one another, seemingly thousands spill like a waterfall from the elevator and into the hallway.

CAMERA CONTINUES MOVING. Like a draining pool, the level of rats drop to reveal Willard standing in the center of the elevator, having just been engulfed by rats. His expression is hard and mean and powerful.

As he steps out of the elevator.

We've Come to See You

INT. MR. MARTIN'S OFFICE - CONTINUOUS

Martin's hand ENTERS FRAME and clicks the mouse.

Title: "My 22-year old Girlfriend."

MR. MARTIN

React, pleased. Behind him...against the wall is a leather office couch. Ben's silhouette silently appears, having climbed up the back. The lone rat holds atop the couch.

COMPUTER MOUSE

Martin's hand ENTERS FRAME, moves it...

COMPUTER MONITOR

The cursor arrow is directed to a submission titled "If She Only Knew!" O.S., a double CLICK.

MR. MARTIN

Behind him, a second rat appears from behind the couch and joins Ben. Martin remains oblivious.

As a THIRD RAT appears over the top of the couch...

COMPUTER MOUSE

His hand ENTERS FRAME, moves the mouse and CLICKS.

COMPUTER MONITOR

An hour glass forms over a submission entitled: "Hidden Locker Room Cam!"

MR. MARTIN

Smiles, adjusts in his chair with perverse anticipation. Behind him, two dozen rats now sit atop the couch.

COMPUTER MONITOR

Images of a nude woman changing her gym clothes before a locker begins loading on the screen.

CLOSE UP - MR. MARTIN

Smiles. He reaches O.S., and brings the paper cup of Glenlevit to his mouth. He sips, then sets the cup down. As he reaches for the mouse...

A RAT

Is on his desk. Martin's hand sets upon it. The rat HISSES!

MR. MARTIN

Leaps back!

MR. MARTIN

Jesus fuckin' Christ

Hand to his chest, he breathes hard; eyes locked on...

MR. MARTIN'S POV - THE RAT

Scuttles across the desk and down to the floor. CAMERA FOLLOWS the rat as it moves toward the far couch to reveal the entire edge of the couch is lined with rats.

MR. MARTIN

Shocked; confused. He pauses, holding his breath to listen, and hears a COLLECTIVE SCRATCHING AND SCUTTLING. He reaches out to his desk lamp and pans the light across the room.

MR. MARTIN'S POV - OFFICE

The floor moves in rolling waves; entirely covered by rats.

MR. MARTIN

Breathes scared; quick and deep.

MR. MARTIN

Jesus...look at the rats!

WILLARD (O.S.)

Yes...

Martin startles, looks up.

WILLARD

Stands silhouetted in the door-frame, dressed in a long coat and wearing leather gloves, holding the blood stained Christmas tree dowel which Martin used to kill Socrates.

WILLARD

Look at the rats.

WIDER

Willard enters. Martin is frozen behind his desk. Willard moves to the chair in which he had often been humiliated.

WILLARD

We've come to see you.

MR. MARTIN

We?

WILLARD

They'll do anything I tell them.

Martin fires a commanding finger at Willard.

MR. MARTIN

Then get 'em the fuck outta here!

WILLARD

Sit DOWN!

Willard SNAPS his fingers as if ordering a rat...

WILLARD

SIT...DOWN!

Martin holds, eyes the room.

MR. MARTIN'S POV

Rats continue marching inside from the outer office. Martin slowly sinks into his chair.

WILLARD

Mr. Martin...you stole this business from my father. It killed him and my mother. And now...you're trying to kill me!

MR. MARTIN

Willard, Jesus, that's fuckin' nuts!

WILLARD

YOU...NEVER LET ME ALONE FOR A MINUTE! YOU MADE A FOOL OUT OF ME IN FRONT OF EVERYBODY! AND NOW, YOU'RE TRYING TO TAKE MY HOUSE.

MR. MARTIN

No. No!

WILLARD

You...made me hate myself.

(pause)

I thought a lot about it.

Hating myself.

CAMERA PUSHES IN ON WILLARD, under-lit by the desk lamp.

WILLARD

Well, right now...at this minute. I like myself.

Willard raises the stick martin used to kill Socrates.

WILLARD

You...killed Socrates.

MR. MARTIN

I killed who?

WILLARD

How do you think Socrates  
felt...when you stuck him?!

Willard jabs the stick at Martin. The boss  
flinches.

WILLARD

Answer me!!

Willard jabs again. Mr. Martin attempts to  
gauge a grab at the stick.

MR. MARTIN

Who the fuck is Socrates!?

WILLARD

He was the only friend I  
ever had!

Willard jabs at Martin who reaches out and  
grabs the stick. He yanks it from Willard's  
hands and jabs back!

The pole THUNKS Willard in the chest, knocking  
him back. Martin quickly re-adjusts his grip  
and swings the stick like a baseball bat. It  
cracks against Willard's head.

WILLARD

Is knocked to the ground, bleeding and dazed,  
but conscious.

MR. MARTIN

Charges out of his office.

INT. BULLPEN - CONTINUOUS

Martin races for the door.

INT. HALLWAY - CONTINUOUS

Martin runs down the hallway toward the  
elevator. As he pulls back the wire enclosure  
to enter...

Ben drops INTO FRAME, pouncing onto Mr.  
Martin's shoulder.

CLOSE - BEN

His knife-like incisors pierce Martin's neck.

MR. MARTIN'S EYES

Go wide. Blood squirts into them.

MARTIN

Screams. He drops the dowel in order to grab  
Ben. Martin struggles to pull him off. Martin  
stumbles and falls into the elevator on his  
back.

BEN

Tears at Martin's neck.

MARTIN

Screams more.

WILLARD

Slams the elevator enclosure door closed. With  
a flick of his hand, Willard latches the wire  
door closed, trapping Mr. Martin like a rat in  
a cage.

THE HALLWAY

The rats are filing out of the office and into  
the hallway.

WILLARD  
Holding the dropped dowel, looking down on  
Martin...

WILLARD

What's the matter, tiger?  
'Fraid of a little blood?

Willard rears back and drives the stick  
through the enclosure opening. Hitting Martin  
in the same manner he struck Socrates.

BEN

Tears into Martin's jugular.

WILLARD

Strikes!

THE HALLWAY

The rats approach the elevator.

BEN

Attacks!

WILLARD

Eyes wild, strikes at Martin!

MR. MARTIN

Battling to remain conscious, struggles on the  
floor. His eyes appear to register that rats  
are squeezing through the holes and into the  
elevator.

CLOSE - HOLES IN ENCLOSURE

Rats squeeze into the elevator.

MARTIN

Looks pleadingly to Willard.

WILLARD

Smiles, vengeful.

MR. MARTIN

Reaches upward, eyes rolling into his head...

MR. MARTIN

Willard, no! Please!

WILLARD - EXTREMELY LOW ANGLE

As CAMERA WHISKS INTO HIM.

WILLARD

Tear him up!

THE RATS

Hundreds descend upon Martin...

MR. MARTIN

Rats tear into his hands, his back and his  
neck. He screams!

WILLARD

Stands at the elevator door.

MR. MARTIN'S EYES

Horrorified, quickly blocked by a wall of  
converging rats.

MR. MARTIN'S BACK

Amongst the swarm, a rat burrows into Mr.  
Martin's back. CAMERA QUICKLY ARCS TO REVEAL  
another burrowing out of Mr. Martin's side.

WILLARD

Pushes the elevator button, whispering...

WILLARD

Goodbye, Ben...

ELEVATOR SHAFT

Martin's screams appear to fade as the rat-infested elevator rises into the upper darkness as Willard watches from below.

Cleaning House

INT. BASEMENT - WILLARD'S HOUSE - LATER

The hole in the basement wall in which the rats first appeared FILLS FRAME. A glob of cement plaster is hurriedly plopped on the lower frame.

WIDER - WILLARD

Holding a bucket of mixed cement, continues filling the hole. Several dozen remaining rats scuttle on the floor.

TIME  
CUT:

A FLAT CRATE

Soy pellets pour into a box. Hungry rats swarm the crate.

WILLARD

Eyes well with tears, yet his expression remains determined.

WILLARD

FOOD!

INT. KITCHEN - A PACKAGE

Labeled "The Giant Destroyer" is torn open. Four 6" sticks of Sodium Nitrate and Sulfur are removed.

WIDER

Willard inserts the short fuses and lights them. Gas begins billowing from the sticks which he quickly tosses into the basement. He slams the door.

Willard drops to his knees and jams a wet towel beneath the door while pushing his body weight against the door.

CAMERA PUSHES IN ON WILLARD as hissing gas and squealing rats mix O.S. Rats can be heard charging up the steps and SCRATCHING WILDLY at the basement door, trying to escape.

As Willard closes his eyes and covers his ears...

TIME  
CUT:

INT. BASEMENT - LATER

Darkness. After a beat, the door opens. Residual gas clouds from the cellar. Willard, holding a cloth to his nose and mouth, stands in the kitchen, looking into the basement. In the f.g., on the stairs, lies the lifeless bodies of several dozen rats.

TIME  
CUT:

A SHOVEL

GRINDS across the basement floor, cutting a path into the layer of rat feces and fur. The shovel rises and deposits its contents into a metal trash can.

TRASH CAN

The bodies of dead rats nearly fill the can.

EXT. ALLEY ADJACENT TO WILLARD'S HOUSE - LATER

Fire burns in the trash can. Willard stands back in the cold, the eerie flames flickering across his eyes.

INT. BACKDOOR - NIGHT

Dripping with sweat, Willard nails the backdoor to the frame.

INT. PARLOR - NIGHT

Willard reaches up into the fireplace and pulls the flue shut!

INT. BATHROOM - NIGHT

A stretch of gray duct tape peels from a roll. Willard tears it with his teeth and wraps it around the closed toilet lid.

INT. KITCHEN - EARLY MORNING

Exhausted, eyes red and stained with sweat and dried blood from Martin's attack, Willard pulls back the locking bar on a large rat trap.

He places it in a brown paper grocery bag. On the floor is trash dumped out of the bag.

Willard returns the trash to the bag, careful not to set off the trap.

He sets the bag in the cupboard under the sink...

WIDER - KITCHEN

All the cupboard doors are open. Standing, WILLARD RISES INTO FRAME, and begins closing the cupboards.

Each cabinet holds a pair of large, set, rat traps. As the doors close, causing the FRAME TO GO BLACK...

OVER BLACK

An indiscernible TAP...TAP...

INT. WILLARD'S BEDROOM - MORNING

WILLARD'S EYE - FRAMED VERTICALLY

Asleep...it pops open! Afraid. The eye "listens" to the sound. TAP. TAP... CAMERA TWISTS until the eye is horizontal.

WILLARD

Without having showered or cleaned himself from the night before, has crashed on the bed. Still in his clothes, he rises slowly, LISTENS. TAP...TAP... He moves to the window and slides the bookshelf to enable to look outside.

WINDOW SILL - WILLARD'S POV

It is morning and a cold sleet TAP TAP TAPS on the pane.

WILLARD

Eases, yet remains tense. O.S., within the house, not in his room, A PHONE RINGS. He freezes, as if the cradled phone could detect his movements. THE PHONE RINGS. His eyes dart toward the nightstand.

NIGHTSTAND - CLOCK

9:30 AM. Martin's body has surely been found.

WIDE - WILLARD

Holds, shadows from the Venetian blinds slash across his body creating the illusion of cage bars. The PHONE RINGS. He doesn't move. RING. He waits. Finally, the RINGING STOPS and the house is again silent.

Still dressed from last night, including his shoes, Willard moves out of the room and into...

INT. HALLWAY - CONTINUOUS

Willard's bedroom door slowly opens. He pokes his head out and has a look around. It is silent and still. He moves toward the stairway.

INT. STAIRWAY - CONTINUOUS

Although it is morning, the gray sky, the fortifications on the windows, and the closed curtains create an eerie pale. He proceeds down the stairs.

INT. FOYER - CONTINUOUS

Willard steps off the last stair and holds, searching. Listening for the presence of rats. Suddenly...KNOCK! KNOCK! KNOCK! He's startled. KNOCK! KNOCK! KNOCK!

CAMERA CREEPS with Willard as he carefully and with great stealth inches toward the door...

MOVING IN TIGHT TO MEET his eye as it peers through the peephole.

EXT. ENTRANCE - CONTINUOUS

A uniformed POLICE OFFICER, SALMON, stands beside a suited DETECTIVE FINCH. The officer knocks.

INT. FOYER - CONTINUOUS

Frightened, Willard eases away from the peephole and holds still. After a moment, the low toned VOICES exchange indiscernible words before their FOOTSTEPS move off.

Willard appears small as he stands alone in the large house, the portrait of his father appears large, even in the b.g.

DISSOLVE TO:

ANOTHER ANGLE - CONTINUOUS

The PHONE RINGS. Again. Willard remains motionless. Although he stands in the exact same spot, the light has changed; a graying afternoon. A cold winter WIND blows outside.

DISSOLVE TO:

CLOSE - WILLARD

Sweat beads on his face. He has remained motionless for hours. The OUTSIDE WIND is stronger now. Rain TAP TAP TAPS on the windows...

DISSOLVE TO:

WIDE - WILLARD

Sweat drenched hair stuck to the sides of his temples. Willard remains hyper-alert. The drizzle has evolved into freezing sleet; a cold mean storm.

It's All Over, Ben

Then finally, through the SILENCE and the outside GALE. KNOCK KNOCK KNOCK. Willard tenses.

CATHRYN (O.S.)

Willard! It's Cathryn!

KNOCK KNOCK KNOCK. Willard considers...turns, and moves to the door, opening it just a crack.

Through the ajar door, Cathryn appears rattled. Wearing a raincoat and winter clothes, she takes a step to enter, but he doesn't move. Although taken aback, she looks to him.

CATHRYN

I've been calling all day.

He offers no explanation as to why he never answered.

CATHRYN

Did you hear?

(beat)

Martin's dead.

She pauses for a reaction, but there is none. Frightened and upset, she continues...

CATHRYN

At the office. The details are weird, all kinds of rumors. He was murdered or attacked by animals.

Willard doesn't respond. Hinting, she looks out at the storm.

WILLARD

I'm hungry.

(beat)

Can we go eat?

Although puzzled by his reaction, she nods absently...

WILLARD

Lemme get my coat.

He moves toward his overcoat, hanging on a rack nearby. As he reaches out to grab it, he freezes...

OVERCOAT - WILLARD'S POV

A stain of blood near the shoulder.

WILLARD

Rattled, grabs the coat and while moving off up the stairs.

WILLARD

Just a sec...

INT. HALLWAY - CONTINUOUS

He runs toward his room...

INT. FRONT DOOR - CONTINUOUS

Cathryn's left outside, the door wide open.

CATHRYN

Can I use the bathroom?

Receiving no response, Cathryn pokes her head inside...and enters. She moves into the dark parlor.

INT. WILLARD'S BEDROOM - CONTINUOUS

Willard hustles into the room, balling up the stained overcoat while racing toward the closet.

INT. FIRST LEVEL BATHROOM - CONTINUOUS

The room's dark. Cathryn appears in the doorway and peeks inside. She opens the door and turns on the light.

INT. WILLARD'S BEDROOM - CONTINUOUS

In the closet, Willard yanks a spare winter coat off a hanger while searching for a hiding place for the stained overcoat. He looks up...

WILLARD'S POV - ATTIC CRAWL SPACE DOOR

It has been nailed shut.

WILLARD

Looks down to boxes in the closet and pulls one out. As he begins to open it and stuff the coat inside... he freezes.

THE BASEBOARD HOLE

Which he secured, suspecting Ben's pathway, is once again open. The metal can has been gnawed and the tape severed. The coin-filled sock is nowhere in sight.

WILLARD

CAMERA PUSHES IN on his frightened reaction.

INT. FIRST-LEVEL BATHROOM - CONTINUOUS

Cathryn moves to the toilet, finding the gray duct tape stretched across the lid, she pauses and leans over to examine the side of the bowl...

SIDE OF THE TOILET

The tape has been roughly severed, as if chewed...

CATHRYN

Tests the lid. It lifts. She unfastens her pants as she turns to sit, pulling down her panties...

INT. HALLWAY - CONTINUOUS

CAMERA IS ON THE FLOOR as Willard carefully exits his bedroom. Again, he freezes as he sees something O.S.

CAMERA PULLS BACK TO REVEAL the skeletal and petrified muscle of Scully the Cat. Displayed in the center of the hallway.

INT. FIRST LEVEL BATHROOM -C ON

CAMERA PUSHES TOWARD the toilet, past Cathryn, standing to fasten her pants, leaving the seat down and the lid up. Her hand ENTERS FRAME to push the trip handle. The toilet flushes.

O.S., Cathryn turns off the lights as she exits.

CAMERA HOLDS... After several beats, a wet, slimy rat crawls out from the toilet bowl and over the lid. A second appears almost immediately and leaps to the floor.

OVERHEAD

The toilet bowl is filled with rats. As another squirms up and through the waste pipe...

INT. FOYER - CONTINUOUS

Willard hustles down the stairs wearing a winter raincoat. He moves directly toward the door. Finding it ajar, he pauses.

WILLARD

Cathryn?

He looks outside...

EXT. FRONT ENTRANCE - CONTINUOUS

The cold rain pours in sheets. Kathryn is not outside. From INSIDE the house...

CATHRYN (O.S.)

In here...

CAMERA INCHES IN as he realizes she may have seen his fortifications.

INT. FOYER - CONTINUOUS

Willard turns back toward the inside of the house.

INT. PARLOR - CONTINUOUS

Cathryn moves into the parlor and holds beneath the archway, putting on her gloves.

CATHRYN

Sorry. I had to go so bad...

Behind Kathryn on the mantle, beside Mr. Stiles' urn a pair of opalescent eyes peer at Willard from the darkness.

CATHRYN

And you just took off upstairs...

WILLARD

The eyes glare vengefully at Willard. The whiskers pulse angrily.

WILLARD

We need to go.

He takes Kathryn by the arm and pulls her outside.

EXT. WILLARD'S HOUSE - CONTINUOUS

Rain pouring, wind howling, Willard hustles toward Kathryn's car parked in front of his brownstone.

He holds at the passenger door. As Kathryn moves around the car toward the driver's side, she holds...

CATHRYN

Shit! I must've run over something'...

Willard looks to the front tires. They're chewed flat, just like Mr. Martin's.

WILLARD

His head whips toward the back tires. They're flat. Gnawed. Willard knows. O.S., two car doors slam. He looks in the direction of the sound.

DOWN THE STREET - WILLARD'S POV

Silhouetted and covered raincoats and masked by an umbrella, Officer Salmon and Detective Finch move toward Willard.

WILLARD & CATHRYN

Willard tenses, then moves toward the house.

WILLARD

Get in. I'll go call triple

A.

CATHRYN

I have a cell...

Ignoring her, he hustles inside as the two policeman approach the car...

INT. FOYER - CONTINUOUS

SLAM! Willard locks the door, then scans the area for any indication of Ben's location. He eases to the desk-table and opens a drawer causing the mail to spill to the floor.

Willard reaches into the drawer and removes a letter opener.

As he starts toward the foyer, KNOCK! KNOCK! KNOCK! Willard appears unaware of the knocking as he flips a switch and turns on the overhead chandelier.

EXT. FRONT ENTRANCE - WILLARD'S HOUSE - CONTINUOUS

Detective Finch and Officer Salmon stand with Cathryn outside.

CATHRYN

Can you tell me why you  
want to talk to him?

The police officer notes another light turning on...

INT. PARLOR - CONTINUOUS

The LETTER OPENER glints, filling the frame, held in Willard's fist like a switchblade. The pointed metal moves toward the mantle.

WILLARD

Willard slides the urn aside, looking for any sign of Ben, but he is not there.

Then...faint...but definite...a metallic

CLINK.

Willard listens, then squats beside the fireplace, CAMERA CRANING DOWN WITH HIM. O.S., Salmon continues knocking.

OFFICER SALMON (O.S.)

Mr. Stiles, police! Come to  
the door, please, sir!

Willard looks into the inner hearth. The metal damper rod is moving. CLINK. CLINK. CLINK.

Willard pulls back and considers O.S., a strong gust of WIND WHISTLES, followed by an immediate CLINK CLINK CLINK!

Believing the damper is knocking because of the wind, he eases. Until, behind him, with a startling CLANK, the metal damper rod drops into the hearth.

Rats flood into the hearth; swarming, climbing over one another. Willard pops to his feet, screaming!

EXT. FRONT ENTRANCE - CONTINUOUS

As Willard's SCREAM CARRIES OUTSIDE, Cathryn knocks on the door while the law enforcement officers look to one another.

CATHRYN

Willard, it's Cathryn. Are you alright? Let me in.

DETECTIVE FINCH

What the fuck's he doin' in there?

INT. DINING ROOM - CONTINUOUS

Willard slams the doors closed, sealing himself off from the front rooms.

INT. FOYER - OVERHEAD - CONTINUOUS

A river of rats charge from the parlor, through the foyer, and toward the dining room doors...

INT. DINING ROOM - CONTINUOUS

Willard turns on the lights.

INT. FOYER - CONTINUOUS

A line of rats, three deep, gnaw at the base of the doors...

INT. DINING ROOM - CONTINUOUS

Willard moves to the dining room table.

Straining, he lifts and tips the table on its side with a CRASH!

EXT. FRONT ENTRANCE - CONTINUOUS

The officers tense. Cathryn begins POUNDING on the door.

CATHRYN

Willard!

The officers move her aside, attempting to force their way inside. The door is heavy and won't budge.

INT. FOYER - CONTINUOUS

The rats continue eating through the wood, making progress.

INT. DINING ROOM - CONTINUOUS

Willard pushes the upended table against the closed doors.

The lights go out.

Willard flicks the switch, but there is no response. Fumbling through the darkness, he moves to the adjacent kitchen.

EXT. FRONT ENTRANCE - CONTINUOUS

Cathryn and the officers note the sudden darkness and SILENCE inside. The detective gestures toward the police officer.

DETECTIVE FINCH

Let's check 'round back.

As they take off toward the side alley,  
adjacent the house.

INT. BASEMENT - CONTINUOUS

The FRAME IS BLACK. Willard opens the basement door, allowing some outside spill. In the darkness, he reaches for the flashlight stored on the first landing.

CLOSE - WILLARD'S HAND

He grabs the flashlight, a rat snaps and bites his hand.

WILLARD

Yelps with pain. He drops the flashlight. It lights up...

WILLARD'S POV

The basement. The flashlight rolls and bounces creating a strobe light effect, catching glances of nothing but rats. Hundreds and hundreds in the basement. Eyes. Teeth. Claws. The flashlight settles, beam aimed at the fuse box.

THE FUSE BOX

Is amassed with rats which have chewed through the wires.

EXT. ALLEY - CONTINUOUS

A flashlight flares INTO CAMERA. Pouring rain and howling wind whip across Finch and Salmon as they enter the alley.

The officers search for doors, bang on the barred windows, searching for an entrance. Near the rear of the house, they rise on their tip toes in order to shine their flashlights in the side windows. They stretch to see inside.

INT. KITCHEN - CONTINUOUS

Willard quickly tips the kitchen table and slides it against the door. The officers' flashlight beams shine into the room.

DETECTIVE FINCH (O.S.)

Stiles!

Willard ducks and moves further into the kitchen. Remaining on the ground, Willard looks up just as the searching flashlight beams crisscross...

BEN

Directly above Willard, holds on the counter island in the center of the kitchen, as if awaiting an explanation. The flashlight beams pan on and off of him.

WILLARD

Is shaken, afraid. Showing submission, Willard raises his hands toward Ben.

WILLARD

I'm sorry, Ben. I'm sorry I left you. I got scared. I came here and was about to go back and get you.

BEN

Doesn't buy the lie. He glares at Willard.

WILLARD

And...the others...the ones  
we left here...were Gone  
when I came back.

EXT. ALLEY ADJACENT TO WILLARD'S HOUSE -  
CONTINUOUS

Hearing Willard inside, the officers hold.  
Listen.

WILLARD (O.S.)

I thought they went to find  
you!

DETECTIVE FINCH

Who's he fuckin' talking  
to.

The detective perspires, in tears as he looks  
to Ben above him.

WILLARD

It's all over! You can live  
anywhere! You can go  
anywhere! I have nowhere  
but here!

BEN

Remains motionless...

EXT. ALLEY - CONTINUOUS

Officer Salmon and Detective Finch stands on  
boxes, now able to see inside...

DETECTIVE FINCH

No one's in there. They  
guy's nuts. We should call  
Bellvue.

INT. KITCHEN - CONTINUOUS

Flashlights flare across the room, unable to  
see him..

WILLARD

There was nothing I could  
do for Socrates! But we got  
him back, Ben. We got  
Martin back. Together!

BEN

Stares down at Willard.

EXT. ALLEY - CONTINUOUS

The police officer shines the light inside and  
freezes...

OFFICER SALMON

Jesus! It's not just  
Bellvue. We gotta call the  
fuckin' health department  
exterminators...

The detective checks the officer's flashlight  
beam.

INT. KITCHEN - CONTINUOUS

DETECTIVE'S POV

The floor's covered with rats, continuing to  
pour over the basement stairs and into the  
kitchen.

EXT. ALLEY - CONTINUOUS

Finch and Salmon hustle off of the boxes and return toward the front of the house.

INT. KITCHEN - CONTINUOUS

With the officers' departure, the flashlight beams are gone. Willard is alone in the dark kitchen. Ben remains on the island, staring down at him, the other rats slowly close in...

WILLARD

We're done with each other,  
Ben. Just...GO! Go away! We  
are not friends anymore.

BEN

Growls..

THE RATS

Continue toward Willard.

WILLARD

Stands...

WILLARD

Food? If I give you food,  
will you go away?

Willard partially, quickly, opens the cabinets, careful not to reveal the previously placed traps.

WILLARD

I'll give you what there  
is...

CAMERA PUSHES IN ON WILLARD as his head turns toward the cabinet beneath the sink...

WILLARD'S POV - CABINET BENEATH THE SINK

Willard moves to the lower cabinet, opens it, and removes the brown grocery bag, serving as a trash bag. He turns toward...

BEN

Inches back...cautious...

WILLARD

Approaches with the bag, tipping it at an angle. Noting Ben's hesitation, Willard reassures him.

WILLARD

No. No, Ben. Food. Just  
food.

BEN

Tenses...eyes on the bag.

WILLARD (O.S.)

Whatever food's in the bag,  
yours.

WILLARD & THE TRASH BAG

He sets it on the island...

WILLARD

Food, Ben. Food.

BEN

Inches toward the bag...

TRASH BAG - BEN'S POV

Inside, although masked with paper and trash...near the base of the bag...the rat trap.

BEN

Hisses! Begins to back away...

WILLARD

Pounces! Drops the bag over Ben. Inside, unseen but definitely heard, a sickening WHACK! Ben squeals! Willard takes a step toward the bag, eyes wide and mean!

WILLARD

FUCK YOU, BEN! I HATE YOU!  
I LOVE SOCRATES! I FUCKIN'  
HATE YOU!

TRASH BAG

Atop the island...thrashes and jerks from Ben's panic. INSIDE THE BAG, Ben squeals; a command to the others...

THE RATS

Move on Willard...

TRASH BAG

The bag tears away REVEALING BEN, his right front arm caught in the trap, SQUEALING AND TRYING TO FREE HIMSELF

WILLARD

Searches for an escape route...

THE RATS

Charge toward him...

BEN

CAMERA PUSHES IN as Ben begins gnawing on his own arm in an attempt to free himself.

Friend's No More

ON THE UPPER CUPBOARDS

Rats leap!

WILLARD

Several rats leap onto Willard's back and shoulders.

CLOSE - WILLARD'S SHOULDER

A pair of upper and lower incisors plunge into his skin!

EXT. WILLARD'S HOUSE - CONTINUOUS

Detective Finch and Officer Salmon return. The officer heads toward the patrol car and gets on the radio.

Cathryn looks desperately toward Finch as Willard's SCREAMS can be heard in the house.

DETECTIVE FINCH

I ain't settin' foot in  
there. There's, like,  
thousand fuckin' rats.

Cathryn moves toward the door, struggling with the doorknob.

DETECTIVE FINCH

Hey, you want to get eaten  
alive?

CAMERA SWEEPS IN ON CATHRYN, realizing...

CATHRYN

Martin...

INT. KITCHEN - CONTINUOUS

Willard throws his hands over and behind his neck, pulling off his coat. With rats clinging

to the coat, Willard whips it against the hard marble atop the island...again and again. Rats squeal and squish.

Dropping the coat, he retreats against the cabinets. He freezes with shock at something O.S., CAMERA RUSHES INTO WILLARD...

WILLARD'S POV - THE ISLAND

The trap is still there, encircled by blood. Ben, however, is gone. Only his forearm remains, in the trap.

WILLARD

Breaks for the back door. He tugs on the handle, it won't open.

WILLARD'S POV - DOOR FRAME

Nails are hammered into frame. Fortifying the house to keep the rats out...he's locked himself in.

WILLARD

He turns toward the front of the kitchen.

KITCHEN - WILLARD'S POV

The hardwood floor rolls in waves of fur...toward him.

WILLARD

Summons the courage.

WIDE

Willard makes a desperate dash toward the dining room.

WILLARD'S FEET AND LEGS

Teeth. Claws. Hairless tails whip and snap at him. Several rats are crushed by the impact of his feet.

INT. DINING ROOM - CONTINUOUS

The dividing door BANGS open! Willard charges inside, grabs a chair and SMASHES the bay window.

DINING ROOM/FOYER DOOR

Barricaded by the upended dining room table...LURCHES from the force of the rats on the other side.

WILLARD

Moves to the bay window...and meets the security bars. He clutches them, tugs and pulls with all his might. They will not move. CAMERA PUSHES INTO WILLARD.

WILLARD

Cathryn!

EXT. WILLARD'S HOUSE - CATHRYN

Absently backs away...

INT. DINING ROOM - CONTINUOUS

WILLARD

Help me...

EXT. WILLARD'S HOUSE - CONTINUOUS

Cathryn continues backing away...afraid of him.

INT. DINING ROOM - CONTINUOUS

Willard yanks on the bars. Inside the dining room, a loud crack. Willard turns.

DINING ROOM CEILING

A crack extends from the chandelier outward and across the ceiling, which appears to sag.

CHANDELIER

Begins to sway. Then, inside the crystal column in the chandelier, a rat crawls from the inner ceiling. Another follows. The chandelier begins filling with rats.

WILLARD

Reacts, horrified. O.S., a screech on the floor.

UPTURNED TABLE

Marauding rats break through from the foyer.

CHANDELIER

The crystal shatters. The chandelier chain SNAPS. The fixture falls. RATS pour from the hole in the ceiling.

WILLARD

Attempts one final tug on the bars. They do not budge. He turns and breaks across the dining room to the foyer.

INT. STAIRWAY - CONTINUOUS

Willard charges up the steps, several at a time...

CLOSE - STAIRS

Rats snap and bite at his feet.

INT. UPSTAIRS HALLWAY - CONTINUOUS

Willard reaches the upstairs landing. He looks down the hall toward his bedroom.

INT. WILLARD'S BEDROOM - CONTINUOUS

The shadows of the confining bars ripple upon the curtains.

INT. UPSTAIRS HALLWAY - CONTINUOUS

Willard continues toward the second flight of the stairs...

INT. THIRD FLOOR LANDING - CONTINUOUS

Willard reaches the landing and races immediately toward a closed door...

INT. MR. STILES' HOME OFFICE - CONTINUOUS

The door bangs open; dust particles swirl. Willard appears and holds. CAMERA SWEEPS IN ON his expression of hope at something, O.S.

WILLARD'S POV - DORMER WINDOW

CAMERA PUSHES IN ON the yellow stained glass window, a shaft of golden light filtering inside, underlined by the dust particles. It's small, but large enough to crawl through...

INT. MR. STILES' HOME OFFICE - CONTINUOUS

Willard races toward the light, plants his foot on the bookcase and rises toward the window...

WINDOW

The yellow light FILLS THE FRAME, until the black silhouette quickly blocks the light...the silhouette of a large armless rat.

BEN.

WILLARD

Holds, afraid.

WILLARD

Ben...I thought we were  
friends.

BEN

Beat. Then, Ben hisses! SNAPS INTO CAMERA!

WIDER

Willard's back is to CAMERA as BEN BITES into Willard's face. Willard's hands clamp onto the bookcase, struggling to free himself of Ben's violent grasp.

WILLARD'S FEET

Slip from the bookcase, dangling. Rats begin chewing through his feet and legs.

WIDER

Willard continues struggling, however, as CAMERA PULLS BACK to REVEAL the rising tide of rats spilling in from the walls and doorway, it is apparent Willard's struggle will be short and futile.

EXT. WILLARD'S HOUSE - CONTINUOUS

Cathryn, street level, is looking up, as are the two officers. O.S., Willard's muffled and desperate screams can be heard, growing louder as CAMERA BEGINS TO RISE up the house.

The rain POURS and the wind BLOWS as CAMERA continues CRANING UP THE HOUSE. Upon reaching the second level...Willard's screams cease.

Only the rain and wind remain.

CAMERA CONTINUES RISING and PUSHING CLOSER to the top level until the exterior of the yellow stained glass Dormer window once again FILLS THE FRAME AND CAMERA HOLDS...

After a beat, Ben's silhouette climbs into the window, licking his wound. As the black form holds against the gold light and turns toward CAMERA, drum sticks CLACK introducing Pearl Jam's "RATS", which continues over a slow...

FADE TO  
BLACK.

Waiting...Quiet as a Mouse

End Credits