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 rумmages through the supplies. His hands find a shoe box labeled FUSES and begins sliding it off the shelf. Until...
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 Commercial 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.
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!

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! REEK!, 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, glove3d 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
Gooey 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 CAMER A 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

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
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 should 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

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 si 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 POOPS!

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 bag s, 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

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 Soctrates' 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, Soctrates 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,
Soctrates...
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.

Horrified, 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.
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.

AN OLD PAINT CAN
Heavy and rusted garden shears cut into an old
paint can.
WILLARD
Perspiring, obsessive, and straining to cut
the can.

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.

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 choked. 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 want 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!

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
What could I do? What could I do..
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 are; 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
Horrified, 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. Cathryn 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 Cathryn 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 Cathryn by the arm and pulls her outside.

EXT. WILLARD'S HOUSE - CONTINUOUS
Rain pouring, wind howling, Willard hustles toward Cathryn's car parked in front of his brownstone.

He holds at the passenger door. As Cathryn 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 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


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
Beginning 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