VERMIN

by Bo Ransdell

Bo Ransdell rerj73@comcast.net (615) 400-0462 FADE IN: EXT. ENGIN PHARAMACEUTICALS

An empty parking lot is lit by a few scattered lamps, spilling cones of light down. On a patch of grass is a sign reading, 'ENGIN PHARMACEUTICALS.'

Across the parking lot, three dark-clad bodies move from one side of the parking lot towards the door.

At the door, the three figures huddle around a white panel, a red LED light glowing softly against it.

MAN'S VOICE Do you have the card?

WOMAN'S VOICE

Right here.

From a dark pocket, the woman produces a white ID card. She swipes it in front of the panel, and the door clicks open. The LED turns from red to green.

MAN'S VOICE

Let's go.

The trio moves quickly inside the door, looking over their shoulders at the empty parking lot.

Inside, the door clicks shut behind them, the LED flashing from green back to red.

INT. ENGIN PHARAMACEUTICALS - RECEPTION AREA

The reception area is the entrance to a long hallway, stairwells on either side, leading up to the left and down to the right. The hallway is covered in cool marble tile, and soft emergency lights are the only source of illumination.

To the right sits a reception/security desk. Banks of monitors display various rooms in the building, laboratories, waiting areas, offices, etc.

The woman moves hurriedly around the desk, seating herself before the screens and manning the keyboard. Typing in a few keystrokes, the monitors go blank.

WOMAN'S VOICE Okay, that's it.

Pulling the black mask over her head, CAROLINE WALKER, 28, spills blonde hair down her back, contrasting starkly with the dark clothes. Her face is at once beautiful and determined.

The man who spoke before follows suit, pulling the mask over his salt and pepper hair, DARREN COLE, 40, with weathered features that are similarly set and focussed, rubs his head.

DARREN

We have half an hour.

CAROLINE

The security guard will be doing rounds until then. A thousand dollars doesn't buy what it used to.

KYLE

Inflation.

KYLE FRENCH, 30, removes his mask, shaking his shaggy dark hair free. He is handsome, but a boyish sense of mischief shines in his eyes.

CAROLINE

Guess so.

KYLE Where'd you get the pass card?

CAROLINE

Disgruntled ex-employee. He walked out yesterday. We were betting that security hadn't purged him yet.

DARREN

Fortunately for us, this company is no more efficient than any other.

KYLE

Look, I'm all for saving the animals, but if you have a key card, why do you need me again?

CAROLINE

In case there are any surprises.

KYLE

Ah.

DARREN

We better hurry. Caroline, where are the labs?

CAROLINE Second floor. To the left. Let's go.

Darren moves to the stairwell on the left and begins to ascend. Kyle leans over the desk as Caroline moves to follow.

KYLE After we save the world here, how about we celebrate?

CAROLINE

No, thanks.

KYLE Can't blame a guy for trying.

Caroline hurries to the stairs, followed closely by Kyle.

INT. ENGIN PHARAMACEUTICALS - SECOND FLOOR

Caroline tops the stairs beside Darren as Kyle joins them from behind. The trio moves to a door marked 'Research and Application.'

Caroline regards the door for a moment, sighing.

CAROLINE

Damn!

DARREN

What?

CAROLINE Magnetic lock.

DARREN So use the card.

Caroline steps aside to reveal a keypad.

KYLE Not to worry, pretty lady. You two aren't paying me for my charm.

Kyle unclips what looks to be a pda from his belt and approaches the door. Scrolling through a menu, he selects a program which brings up a rapidly changing series of numbers and letters.

Kyle places the pda beside the keypad, using the stylus of the machine to select a button reading `DECODE.

' The numbers begin moving faster now, processing millions of possibilities. A number on the screen freezes. A one.

CAROLINE Pretty handy gadget.

Kyle nods as a zero freezes on the screen. Another one. Another zero. A seven. A three. The six digits begin to flash in unison and the magnetic lock on the door releases with a click.

> DARREN Money well spent.

KYLE Thank you. They didn't even bother to use letters.

Darren slips past the door into the hallway beyond as Caroline follows after him.

KYLE So, how about that drink?

CAROLINE

No, thank you. But not bad, Kyle.

KYLE

At least I'm making progress.

Kyle follows Caroline into the hallway beyond.

On either side of them are identical labs, a large steel examination table in the center, trays beside the table holding various medical devices, a tall medical cooler along the wall and cages of various sizes beyond that, all behind thick safety glass.

> KYLE So, what do we do now? Just start opening cages and letting the animals run free?

DARREN Primates. That's what we're here for.

KYLE Monkeys? My favorite.

CAROLINE There's another lab at the end of the hall. I suggest we all search a lab for the primates. KYLE And if I find monkeys?

CAROLINE

Call one of us.

KYLE

You got it...

Kyle opens the lab door to his right as Caroline goes left, leaving Darren the longer march down the hall to the far lab.

INT. LABORATORY #1

Kyle clicks on a flashlight as he enters the room, sweeping it around.

KYLE Hello? Monkeys?

There is silence as Kyle moves deeper into the lab. His fingers trace over a series of hypodermics still in wrappers and a box of cotton swabs.

From deeper in the lab, a rattle comes from one of the cages. He swings his light to the source of the sound and follows it as he approaches the cages.

Leaning down to examine the cage, he points the flashlight inside, watching as a rabbit blinks hard at the light, twitching its nose.

KYLE

Hewwo, wabbit...

Kyle moves along the cages, all featuring an equally cramped, but calm, rabbit.

KYLE Bunnies, bunnies everywhere...

Kyle reaches a finger into one of the cages, gently stroking the tip of one rabbit's nose.

KYLE Where are all the monkeys, Bugs?

INT. LABORATORY #2

Caroline steps away from the examination table, moving towards the cooler along the wall.

She opens it up, spilling bright white light into the room and revealing racks of stoppered tubes, all filled with the same green liquid. She removes one from the rack and holds it on its side, reading the typewritten label. 'Asperitone, ver. 1.3.'

From behind her, a low growl comes, surprising her. The tube slips from her hand and shatters on the floor in a puddle of thick green liquid and broken glass.

Caroline moves the light about the room, looking for the source of the growl. The light settles on a cage, partially hidden by a support pole in the center of the room.

She approaches the large cage slowly, the light revealing nothing as the growl fades.

CAROLINE

Hello?

She bends towards the cage, moving closer, the light illuminating a pair of large paws.

CAROLINE Awwww... hello, puppy. Are you okay?

She moves closer still, inches away from the metal bars of the cage.

CAROLINE

Puppy?

The room's silence is split by the loud bark of a large dog as it throws itself against the cage, it's teeth gnashing against the bars, blood forming on its jaws as it mindlessly attacks the steel.

Caroline spills backwards on the floor, watching in horrified silence as the dog mangles its jaws tearing at the bars.

INT. LABORATORY #3

Darren jerks his head up, hearing the bark, the cooler door of the lab open, a tube of the Asperitone in his hand. He slips the tube back onto its rack in the cooler and shuts the door, moving towards the door.

The sound of a scratch stops him, and he swings his flashlight around to the cages in the back of the room.

DARREN

Hello?

Darren slowly follows the sound, moving past the cooler and towards the cages, small and stacked atop one another.

Darren leans towards one of the cages, shining the light indirectly into the cage.

DARREN

What have we here?

A pair of small red eyes greet him from the rear of the cage. Pointing the light into the cage he sees the face of a large rat staring back at him, its nose twitching.

DARREN

Hello there.

Darren opens the cage door and reaches inside, removing the rat from the cage. He holds the rat up to his face, looking it over.

DARREN

Don't seem to be too damaged, big fella. You may not believe this, but my first pet was a rat. What I get for having a mother who worked in a research lab.

Darren cradles the rat in one arm as the rat sniffs at him.

DARREN

We called him Algernon, for obvious reasons. Where are all the primates, pal?

The rat regards him.

DARREN Well, I suppose you and your friends can find your way out, huh?

Darren moves along the cages, opening each door, roughly three dozen cages with their cage doors tilted slightly open.

DARREN Come on guys, get out of here.

The rats remain in their cages.

Darren looks down at the rat he holds.

DARREN What's with your friends? The rat's lips curl back, exposing the wicked teeth beneath, a hiss escaping its body as it tenses and leaps, claws seizing Darren's face, teeth sinking into his cheek, sending him sprawling to the floor.

The cages come alive as rats spill out of their prisons and swarm over Darren, covering him quickly, claws digging at his dark clothing, teeth gnashing and tearing.

Darren opens his mouth to scream, but is cut short as a rodent body slips inside, its back legs kicking, drawing out with Darren's severed tongue in its jaws.

Blood pours down his cheeks as Darren kicks beneath the swarm of rats, covered by them as he is devoured in a piranha-like fashion.

INT. HALLWAY

Caroline stumbles backwards from the door of the lab, the click of teeth on steel following her out. She turns and screams as she sees Kyle standing before her, drawn from his lab by the sound of the bark.

She instinctively wraps her arms around Kyle, shaking through terrified tears.

KYLE What is it, Caroline? What's wrong?

Caroline draws away from Kyle, shaking his hands off, as she laughs nervously.

CAROLINE A dog. Just a dog. What did you find?

KYLE Nothing monkey-related.

CAROLINE

Primates.

KYLE

Whatever.

CAROLINE What about Darren?

KYLE Haven't seen him. Let's get him and get out of here. I don't think they're using primates at all.

KYLE

Fine.

Caroline walks down the hall towards the far lab, Kyle a step behind. A look of concern crosses his face as the sound of wet scrapes drift into the hallway.

KYLE

Caroline?

CAROLINE

What?

KYLE Wait for a sec, okay?

CAROLINE

Why?

KYLE I just want to see something.

Kyle clicks on his flashlight, peering through the glass into the lab. The light sweeps across the examination table, onto the floor, revealing the tattered jeans and leg of Darren.

CAROLINE

Darren!

Caroline moves for the door and Kyle grabs her by the shoulder, stopping her.

CAROLINE

He's hurt!

Kyle's light drifts up to reveal that the leg ends at the knee, a ragged, chewed stump. A red-eyed rat sniffs at the exposed meat. As the light hits it, it raises up, hissing.

CAROLINE

Oh my god.

KYLE We have to go.

CAROLINE But Darren...

KYLE

We have to go now!

As the rat hisses, more appear, rushing towards the door, the door shuddering as their bodies strike it.

Kyle takes Caroline by the elbow, pulling her down the hallway. Looking over her shoulder, she sees the head of a rat squeeze beneath the door, flattening its body to squirm beneath it.

CAROLINE

Kyle!

Kyle looks back, seeing one rat pulling free as two others begin to squeeze beneath.

KYLE You gotta be kidding me.

Kyle slams against the magnetic door, pulling on the handle. It does not budge.

KYLE Okay, okay... One, zero, one, zero...

Kyle punches the four digits into the keypad.

KYLE What were the last two?

CAROLINE

Hurry!

Several rats have made their way under the door and are barrelling down the hallway towards the pair.

KYLE

I got it!

Kyle enters a seven and a three, the door clicking open. He swings it open quickly, pushing Caroline through the door and following behind. He slams the door behind him, stopped short by the body of a rat that has followed after them.

Kyle gives the rat a swift kick, sending it into an adjacent wall. The rat crumples to the ground as the door slams shut. It slowly raises its head, part of its face torn away, revealing terrifying teeth and one hideously mangled eye. Beyond the door, Kyle and Caroline make their way to the stairwell as another rodent face appears beneath the magnetic door, its body pressing flat as squeezes beneath.

CAROLINE What is going on?

KYLE I don't think we have time to discuss it right now.

Caroline looks behind her as the first rat makes its way free of the door.

KYLE

Come on.

INT. ENGIN PHARAMACEUTICALS - STAIRWELL

Kyle and Caroline bound down the stairs, two at a time as they race for the door. They turn on one landing, descending as a tidal wave of fur and teeth and claws follow close behind them, red eyes gleaming in the harsh light of the stairwell.

INT. ENGIN PHARAMACEUTICALS - RECEPTION AREA

Kyle and Caroline slip on the marble as they hit the ground floor, recovering awkwardly and racing for the door.

GUARD

Hey!

They stop, turning behind them.

From the opposite stairwell, an elderly SECURITY GUARD has appeared, his white hair mussed, his breath heaving from his climb up the basement stairs.

GUARD You were supposed to be gone already.

KYLE You have to come with us. Hurry!

GUARD What are you talking about? His face grows from irritated to horrified as the mass of rats reaches the bottom of the stairwell, clawing their way towards Kyle and Caroline.

The guard raises his arms as the rats descend on him, clawing their way up his legs, weighing him down. He drops to one knee as the rats cover him, ripping and tearing, one hand waving frantically towards the escaping pair.

Caroline moves towards the guard, taking his hand and dragging him towards the door.

KYLE Caroline, no! CAROLINE We have to help him!

KYLE

It's too late!

Caroline pulls on the guard, his body blanketed by the rodents, his hand grasping Caroline's desperately.

KYLE

Come on!

A rat crawls along the guard's arm, sinking it's teeth into the tender flesh between Caroline's fingers. She screams as another rat joins the first, then another, and another, until her arm is covered with the clawing rats.

Caroline screams, turning to Kyle.

CAROLINE

I'm sorry.

The rat injured previously, ONE-EYE, appears from over her shoulder, hissing at Kyle as it sinks its fangs into Caroline's neck, sending arterial spray into the air.

Fueled by the smell of fresh blood, the rats swarm over her body, Caroline quickly disappears beneath the furry onslaught.

Kyle bolts for the door, exiting swiftly and looks back in from the other side of the door. Caroline struggles little, and, as one of the rats crawls away from her face, he sees the gaping hole where an eye once sat.

Horrified, Kyle bolts into the night.

MAIN TITLES.

EXT. CARSON POLICE DEPARTMENT - DAY

A dusty and beaten bronco pulls into a space marked 'SHERIFF.' The driver's door creaks open and a worn cowboy boot steps onto the cracked pavement.

SHERIFF BILL ROGERS, 36, his face tan and weathered beyond his years, but with a natural smirk that indicates a wide sarcastic streak.

He grabs a battered cowboy hat from the seat of the truck, slams the door with a puff of rust, and heads inside the single-story, squat station.

INT. CARSON POLICE DEPARTMENT - CONTINUOUS

Sheriff Rogers enters, pulling off his aviator glasses and slipping them into a tan uniform pocket.

The moment he enters, he is immediately accosted by HELEN SHAVELY, an older woman with graying hair and glasses that dangle from a chain about her neck. In her hand is a legal pad with the morning's messages.

HELEN Sheriff! Thank god you are here!

BILL I was just thinking the same thing. What's up?

Bill walks towards his office as Helen matches his stride, giving him the morning reports.

HELEN Mort called again. He said that teenagers are fishing up at his pond again. He says the next time he sees them out there, he's shooting one.

BILL You tell Mort that I am almost positive that shooting someone is against the law.

HELEN I don't think that's going to convince him. BILL I swear if being an old fart were against the law, I would haul his ass in here this instant.

HELEN Well, it's not, so you'll have to call him back.

BILL Fine. What else?

HELEN A Dr. Walker called from Engin. Says there's been a break-in.

Bill pauses.

BILL

What?

HELEN

He says to call him back immediately. He thinks some animal rights people may have gotten in.

BILL All right. That's my first stop today. Anything else?

HELEN You have someone in your office.

BILL

What?

Bill leans down to peer through the venetian blinds hiding his windowed office from the handful of desks and officers working in the small office.

Inside, a curvy blonde paces the room, her back to Bill, eyeing the framed diploma and photos on his wall.

BILL Who the hell is that?

BILL Her name is Dusty Walker.

BILL Any relation to Dr. Walker? HELEN

I don't know.

BILL Did you ask?

HELEN No. I didn't want to pry.

Bill looks at her flatly for a beat.

BILL

I don't know what to say to that. You realize you do work in an office dedicated to asking questions and solving what some would consider mysteries and crimes?

HELEN

That's your job. I answer the phone. I'll get some coffee in to you in a minute. Now, scoot.

Helen swats him with the legal pad.

Bill gives her a stern look as she heads off to the coffee pot in a small break room.

He steels himself and opens the door, the words 'Sheriff William Rogers' stencilled on the opaque glass.

INT. SHERIFF'S OFFICE - CONTINUOUS

DUSTY WALKER, 28, turns to face the Sheriff as he enters. She is identical to Caroline in every way, down to the harsh and determined expression on her face, but with the air of greater culture and a professional manner that separates her from her sister.

> DUSTY Sheriff Walker?

Bill's shoulders sag.

BILL Oh, for Christ's sake, Carrie, are we back to giving Helen fake names?

DUSTY

I'm sorry?

BILL

She just told me Engin had a breakin. It's convenient that you came in this morning. Saves me the trouble of rounding you and Darren up. So, were you there?

DUSTY

I'm afraid I don't know what you're talking about. You know I've been waiting here an hour for you to show up. It's almost ten o'clock.

BILL Ten-fifteen. Just tell me what you're doing here.

Bill crosses to his desk and sits heavily in a hard wooden swivel chair, kicking his boots up on his desk and folding his hands behind his head. A slow grin settles on his face.

> BILL And I won't bring up that night at the bar if you don't. Just in the interest of objectivity and professional detachment.

Dusty stands beside the desk, looking down into the smirking face of the Sheriff.

DUSTY First of all, my name is Dusty Walker, not Caroline. Caroline is my sister. My twin sister. Second of all, what is this about a breakin at Engin? And thirdly, don't ever tell me what happened at that bar.

The smile drops from Bill's face.

DUSTY

You can address those in any order you like.

BILL I had no idea Carrie had a sister, much less a twin.

DUSTY

Now you do.

(sitting up) Now I do. First of all, Dusty, this is my office, and since I clearly do not know you, I have no intention of discussing any investigation with you. Secondly, as you are in my office, my station and my jurisdiction, I'd be pleased as punch if you told me what you're doing here. And lastly, the name Dusty makes you sound like a cowboy.

Dusty is silent.

BILL

You can address those in any order you like.

DUSTY All right, Sheriff Rogers, I am trying to locate my sister.

BILL Given the message I just received, that makes two of us.

DUSTY

I'm serious.

BILL So am I. Dusty, how well do you know your sister?

DUSTY

We're in touch.

BILL

You know she's a member of a fairly radical animal rights group?

DUSTY

Yes, something about primates.

BILL

Primate Activists' Network, PAN for short. They have busted into zoos, hospitals...

DUSTY Labs. I know. BILL So, I don't have to spell out why I might be interested in talking to

her, then?

DUSTY

No. I'm not arguing that Caroline may have been involved in some way if Engin was broken into.

BILL

That's wise.

DUSTY

But what I am doing in your office has nothing to do with that. Or maybe everything.

Bill looks at her questioningly, urging her on.

DUSTY

I knew Carrie was trying to get into Engin. She talked about it the last time we spoke.

DUSTY

And that was?

DUSTY

Two days ago. She told me she would call me as soon as she was done, though. The only thing I have ever asked of Carrie is that she let me know she is safe when she pulls one of these... stunts.

BILL

Interesting word, stunts. I would have used break-in.

DUSTY Regardless, she didn't call.

BILL And you hopped on a plane to get here right away?

DUSTY

Yes.

BILL

Why?

DUSTY

My sister may be many things, Sheriff Rogers. Passionate, idealistic, maybe even a little obsessive. But one thing she is not is absent minded. She calls me after every one of these... breakins... immediately. Middle of the night most times, but I don't mind. She's my sister and I love her, despite our political differences. Wouldn't you do the same?

BILL

Look, Ms. Walker, I respect that, I do, but I cannot investigate a disappearance that is less than six hours old. Especially when this disappearance concerns a woman who may or may not have broken into a privately owned business in the middle of the night.

DUSTY

I knew it. Small town crap...

BILL

What I can do is issue an alert to my people to be on the look-out for her. She is, after all, a suspect.

DUSTY

Am I supposed to be comforted by that?

BILL

Frankly, Ms. Walker, I don't care how you feel about that. But, that is what I am going to do, and if you see your sister before I do, tell her I am very interested in talking to her.

Helen enters, carrying a cup of coffee.

BILL

Thank you, Helen. Will you please call Engin and let them know I'm on my way. Ms. Walker can find her way out, I'm sure.

Helen takes a long look at Dusty.

That's amazing! Their features are so similar.

Bill gathers up his hat and heads for the day with the cup of coffee in his hand, passing by Helen in the doorway and leaving Dusty in the room alone.

BILL That ain't the only similarity.

EXT. HIGHWAY - DAY

Bill's Bronco speeds along a small highway, little traffic passing in either direction.

INT. BILL'S BRONCO - CONTINUOUS

Bill's aviator glasses and hat are firmly in place as he sips coffee on the way to Engin. He lifts the cb transmitter from under the dash and presses the button.

> BILL Helen? You there?

HELEN (O.S.) Here, Sheriff.

BILL That Walker girl leave?

HELEN (O.S.) Yes, Sheriff.

BILL

Look, have one of the guys look for Carrie, okay. Probably laying low after last night, but that doesn't mean we can't look. Tell Carpenter to swing by her apartment, Darren's apartment, talk to the landlords, the whole deal. I want to know where she is. Also, call the motels. Let me know who checked in recently.

HELEN (O.S.)

Got it.

BILL Thanks, Helen. Keep it quiet, though, will you?

Bill returns the transmitter to the cradle and takes another sip of coffee. Looking down into the mug with distaste, he rolls down the window and tosses the contents of the mug out the window.

EXT. ENGIN PHARAMACEUTICALS - DAY

The Bronco pulls into the now-full parking lot. Bill opens the Bronco door with another squeak of rust and tosses his hat inside.

Beside him, a sporty black convertible pulls up and Dusty Walker slips easily from the driver's seat.

DUSTY

Morning!

BILL Aw, hell. What are you doing here?

DUSTY I talked to Dr. Walker and arranged a meeting.

BILL Right now?

DUSTY He's a busy man. Two birds with one stone, I guess.

BILL Your appointments are your own business, Ms. Walker, but you are not going to interfere with what I have to do, understand?

DUSTY Wouldn't dream of it.

BILL

Fine.

Bill moves towards the building, Dusty following swiftly behind.

As Bill passes by the Engin sign, he kicks it, loosing the dust on his boots.

Wet floor signs rest on the floor near the front desk as Bill enters, and a maintenance worker mops the floor. There are no other signs of the previous night's carnage.

A SECRETARY, a middle-aged, professional-looking woman, looks up from her sodoku puzzle long enough to register Bill's presence.

> SECRETARY Good morning, may I help you?

BILL Sheriff Rogers for Dr. Walker, please.

SECRETARY Yes, sir. Dr. Walker is expecting you.

BILL

Thank you.

The secretary picks up her desk phone and speaks briefly into it.

SECRETARY He will be right down.

BILL Thank you. That one of those sodoku things?

SECRETARY Yes. I can't help it, I'm addicted.

Bill nods.

SECRETARY I think I may have screwed this one up, though.

BILL Story of my life.

Dusty looks at him from the corner of her eye.

Bill looks up as DR. WALKER approaches, a fifty year old man with the cold gaze of one whose life has been dedicated to science above all else. Walker coldly extends a hand in greeting. Bill shakes it tersely.

BILL Doctor. Hear you had a little trouble last night.

DR. WALKER I called you at eight a.m., Sheriff. It is eleven now.

BILL Ten after, actually.

Walker silently regards Dusty.

DR. WALKER Well. This way please.

Bill follows with Dusty at his heels.

BILL One second, Doctor. (to DUSTY) Where do you think you are going?

DUSTY I'm coming with you.

BILL I don't think so.

DUSTY Well, I do. I do have permission from Dr. Walker.

BILL Well, he's not the Sheriff, is he?

DR. WALKER But he is the man in charge of this facility and this young lady has been given special permission to be here. She comes with us.

BILL It's your dime, Doctor.

Dusty follows behind the Doctor as he enters the stairwell, Bill grudgingly falling behind. The hallways are mostly bare, save the errant man or woman in a lab coat passing by, moving with determination to their ends.

Dr. Walker leads the pair to the magnetic door and punches in the code, stepping through followed by Bill and Dusty.

DR. WALKER We discovered early this morning that our security guard had been away from his station. When we checked the security logs, we found that the main door had been opened using a pass card belonging to a previous employee. He had been terminated recently.

BILL How long ago?

DR. WALKER Just this week.

BILL On what grounds?

DR. WALKER Poor performance. He just didn't work out.

BILL

Go on.

Walker leads them to the doorway of Laboratory #1.

DR. WALKER In here, we found evidence that someone had been in this lab.

BILL What evidence?

DR. WALKER A broken test tube.

BILL Where is that now? DR. WALKER We cleaned it up. We could not allow it to lie in the open all morning, Sheriff.

BILL I see. I suppose getting a copy of the entry logs showing the employee pass card's use is no problem?

DR. WALKER Not at all.

BILL

Thank you.

Bill looks down the hall at the far lab, bustling with more activity. Bill moves down the hallway.

DR. WALKER There's nothing in there, Sheriff.

BILL That's fine.

Bill peers through the glass at several technicians examining empty cages and cleaning the room with sterilizing agents.

BILL What's with all the activity?

DR. WALKER We are receiving a new shipment of rodents in today. We have to make them a home, after all.

BILL

Rodents?

DR. WALKER Rats, Sheriff.

BILL Give me the creeps.

DR. WALKER They are invaluable to research.

BILL I'm sure they are. Do you suppose that the break-in was engineered by this previous employee? DR. WALKER Engineered? No. But he is responsible.

BILL Why do you think it was someone else, and not him?

DR. WALKER

You'd have to speak to the man. But he did not possess the pass code for the security door we passed through to these labs. That had been changed. The previous code was never entered, only the correct one.

BILL

That's some good deduction, Doctor. If you ever give up this whole science thing, you have a future in police work.

DR. WALKER That's comforting.

BILL What about security cameras?

DR. WALKER

I'm afraid that our surveillance cameras do not extend to these labs due to the sensitive nature of the work done.

BILL

That is a shame.

Bill smiles.

BILL Well, anything else, Doctor?

DR. WALKER I believe that's it.

DUSTY Wait, that is not it. Where is Carrie?

DR. WALKER I'm sure I don't know. BILL Ms. Walker...

DUSTY Ask him that, Sheriff. Ask him where my sister is. (to DR. WALKER) You know she was here last night. What happened?

DR. WALKER I have no way of knowing who was here and who was not.

DUSTY You are such a liar.

DR. WALKER I don't think this is the time...

BILL

I agree.

DUSTY This is the perfect time. Why don't we let the Sheriff know just what you thought of Carrie?

BILL That's not necessary.

DR. WALKER You know how I feel about her.

DUSTY You can say that again. I swear if something happened to her...

BILL Wait, wait. How you feel about her?

DR. WALKER Carrie is my daughter.

BILL Right. (to DUSTY) So, the esteemed Dr. Walker, here, is...

DUSTY

Daddy.

BILL I see. (to DUSTY) I think it's time we go. I'd like to have a quick chat with you. (to DR. WALKER) Doctor, I will be in touch if I turn up any leads.

DR. WALKER Thank you, Sheriff. Dusty, perhaps we can have dinner later?

DUSTY You can call me when you're ready to tell me what happened to Carrie.

Bill takes Dusty by the elbow and leads her away as Dr. Walker looks after them.

BILL I'd really like to talk to you outside right now.

EXT. ENGIN PHARAMACEUTICALS

Dusty trails Bill as they head towards his truck, but she is gaining ground.

DUSTY You are some kind of detective, you know that?

Bill does not turn, but keeps moving. Dusty catches up with him and talks up into his face.

DUSTY Call off the hounds, everyone, Sheriff Rogers has cracked the case! And where is my missing sister? Well, we didn't actually get around to that...

Bill stops.

BILL Are you done?

DUSTY

What?

BILL Are you done?

DUSTY

Maybe.

BILL Then maybe you can listen to me for one minute. Nobody asked you to tag along. You want to breeze into town and solve the big mystery, be my guest. Give me a call. Let me know whodunit. On the other hand, you may not know the first damn thing about me, my town, or my

investigation. I'd put money on

Bill gets into his truck and slams the door.

Dusty moves to the driver's side window, looking in as Bill faces straight out the front windshield into the distance.

DUSTY Look, Sheriff...

Bill continues looking forward.

the latter.

DUSTY I'm not trying to impede your investigation. I'm worried sick about my sister. I feel like there's a...

BILL (interrupting) Hole.

DUSTY I'm not so sure I'd go so far as to call it a hole...

BILL No, dummy, in front of us.

Bill points straight ahead. Dusty follows his finger to the corner wall, and a large section of concrete missing from the base of the building, about the size of a man, torn away in ragged chunks. EXT. ENGIN PHARAMACEUTICALS - OUTER WALL

Bill and Dusty stand on either side of the ragged hole. Bill squats down next to it, running his hands along the edges.

DUSTY What is it?

BILL

A hole.

DUSTY I see that. Where did it come from?

Bill looks up at her from his squat.

BILL Didn't I forward you the e-mail I got on the big hole in the wall?

DUSTY Your sarcasm isn't necessary.

BILL Neither is conditioner, but I use that too...

Bill runs his hand along the interior of the hole.

BILL

Weird.

DUSTY

What?

BILL The hole is more ragged on this side. Bigger.

DUSTY So what does that mean?

BILL This hole was dug from inside Engin.

Bill stands and looks towards the woods surrounding Engin, his back to the hole.

DUSTY What's past those woods? BILL Town. I want to talk to that doctor who quit.

INT. FARMHOUSE - DAY

LOUISE CARMODY works in her well-lit kitchen. The floral dress, covered by a fruit-stained apron, is faded and old, much like its wearer.

Jars of preserves are scattered on the counter tops. Louise shoos away a fat tabby cat who licks at the seal of one of the jars.

LOUISE

Pepper, get away.

The cat begrudgingly hops down to the floor where another cat winds its way around Louise's feet. Looking down at the two cats, Louise's face breaks into a smile. These cats are her only joy.

LOUISE

Pepper, Rose, where is Samuel?

The cats wind their way around her legs, ignoring her question.

Louise takes a cardboard box filled with the jarred fruit and hefts it on her hip.

LOUISE

Come on, boys.

Louise, secures the box in her hands and opens a door leading down dark steps.

INT. LOUISE'S FRUIT CELLAR

Louise flips a light switch by raising the box in her arms, and follows a narrow set of open wooden steps to a dirt floor. A small window in the upper wall across from her is the only real light, the dim bulb quickly swallowed by the size and gloom of the cellar.

LOUISE Samuel? You down here?

Louise finds an empty spot on a shelf for the additional preserves, the shelves filled almost to capacity with similar boxes.

Louise brushes her apron and moves deeper into the cellar.

LOUISE Samuel? Oh, you must have gone out through there. Just don't bring any lady-friends back with you.

Louise looks up at the window, the glass broken out of the lower pane. She releases a latch and a wooden shutter covers the window, bringing further gloom to the cellar.

Over her shoulder, along one of the rafters supporting the house above, she hears the ticking of paws.

LOUISE

Samuel?

Pepper, following loyally, stops, looks up, hisses.

LOUISE

What is it Pepper?

The cat flattens its ears and backs away, Rose following close behind.

Louise turns around to them in time to see their tail wagging up the steps to the house above.

LOUISE

Scaredy-cats.

Another ticking of paws, this time from the other side.

Louise turns to the source of the sound. She sees a flash of a round, furry body.

LOUISE

Rats, again. Should have known.

Another ticking along the rafters behind her. She turns in time to hear a metallic snap and a horrible squealing.

Louise moves towards the cone of light created by the bulb, into it, where a rat trap has sprung. The rat is large, swollen, blood coming from its mouth, its back clearly broken.

LOUISE

Foul thing.

A lower, louder shuffling sound comes from the darkness beyond the edge of the light.

Louise turns to see a rat creep into the light. Followed by another, and another and another... Until it is a mass of bodies that wash over her in a wave of fur and tooth and claw.

EXT. OLIVER'S HOUSE - DAY

Bill's Bronco skids to a halt on a a gravel road before a fine-looking suburban house, the lawn covered with recentlylaid sod. The houses on either side of still unfinished, surrounded by dirt and implements of construction.

Bill hops out of the Bronco, his heels crunching across the gravel as he walks. As he approaches the door, he hears the deadbolt flip.

Bill pauses, his hand drawn back to knock.

BILL

Dr. Kant?

From inside, Bill hears the squeak of a new floorboard near the door.

BILL Dr. Kant, just a suggestion, but if you're going to pretend your not home, you might not want to move around so much.

Bill peeks around the door through an adjacent window. As he leans, he comes face to face with OLIVER KANT, his cherubic face and mop of dark hair obscured by a gauzy curtain.

BILL And don't look out the window.

OLIVER Am I under arrest?

BILL

Not yet.

OLIVER Am I in trouble?

BILL That all depends on how much you tell me. Now, can I come in, or should we do all this through the window? BILL Thank you, doctor.

INT. OLIVER'S HOUSE - LIVING ROOM

The interior of the house is dim, lined with books. In the corner, an old tv has been obscured by piles of books, as well. To the right, an attached dining room stands, a cage containing a single white rat sitting atop the table.

BILL

Cozy.

OLIVER I think so. So, what do you want to know?

BILL I want to know why you gave your security card to the left-wing nuts who broke into Engin last night.

OLIVER Should I call my attorney?

BILL Do you have an attorney?

OLIVER Not at the moment.

BILL Then, let's hold off on that. Can I sit?

Oliver clears away a pile of papers from an old high-backed chair.

BILL

Thanks.

Oliver takes a seat on the cluttered couch opposite Bill.

BILL So, Dr. Kant, you were going to tell me what possessed you to give access to Engin to a group of animal nuts. OLIVER They fired me.

BILL

I'm sorry?

OLIVER Because Engin fired me, and I wanted to get back at them.

BILL That's very forthcoming of you.

OLIVER I don't have anything to hide.

> BILL Want to tell

Do you want to tell me why Engin fired you?

OLIVER Because I told them I was going to blow the whistle on the research that they were doing. They took it too far.

BILL And by `it,' you mean...

OLIVER Asperitone. You're not a very good

police officer, are you?

BILL

I found you.

OLIVER That's only because it was my security card that was used.

BILL Fair enough. What is Asperitone?

OLIVER

It's a synthetic, a substance that would never occur naturally.

BILL Dr. Kant, I mean what does it do?

OLIVER It would help if I told you first what I was doing at Engin.

BILL

Is this going to be quick?

OLIVER

I was breeding rats that had exhibited previously aggressive behavior, then testing hormone levels and sex steroids.

BILL

Sounds exciting.

OLIVER

Oh, it was. Did you know that the offspring of rats often exhibit the characteristics of the previous generation? So, the more aggressive the parents, the more aggressive the children. What I did was to isolate the postsynaptic receptors and steroids that were most active in periods of aggression.

BILL Not to be rude, but what the hell for?

OLIVER

To stop it, of course. To find a way to make an aggressive rat... mellow.

BILL

Is that the scientific term?

OLIVER

Sheriff, you are talking to me as if I am dumb. I am not. I am very smart.

BILL

I'm sorry, Doctor, but I'm just not seeing the connection.

OLIVER

They took my rats. Dr. Walker shut me down. When I protested, I was placed on a side project, just to keep me busy. That's when I found out. BILL Found out what?

OLIVER

That the experiments I worked on weren't shut down, but changed. Instead of making the rats calmer, they synthesized the steroids and made them meaner, more vicious. Generation after generation of rats with a high degree of socialization and an even higher level of aggression.

BILL

What do you mean by high degree of socialization?

OLIVER

Just what I said. Rats are social animals by nature. They are very similar to humans in that regard. But these rats, they were different. They act like a single unit.

BILL Oh my god.

OLIVER

What?

BILL

When I was at Engin today, they were preparing cages for a new shipment of rats.

OLIVER I don't understand.

BILL They're out, Doctor. Your rats are on the loose.

OLIVER Maybe they were destroyed.

BILL I don't think so. OLIVER But they were just supposed to break in. Draw some attention to the place.

Oliver draws his legs off the floor.

OLIVER They're not supposed to be loose. They'll...

BILL What? They'll what?

OLIVER They'll kill anything they see.

EXT. OLIVER'S HOUSE - CONTINUOUS

Bill bounds out the front door towards the Bronco, scanning the rather empty subdivision for signs of movement. Nothing. He spits.

BILL

Dammit.

Hopping in the Bronco, he heads back towards the heart of town, kicking lose gravel up behind him.

INT. CARSON POLICE DEPARTMENT - DAY

Bill steps into the building, looking over the few deputies who work there, all in various states of leisure. One looks up at him as he plays Cat's Cradle.

> BILL Hard at work, Sam?

SAM It's Carson, Bill. Nothing ever happens here.

BILL Right. Look busy, anyway.

Sam leans forward and shuffles some papers around on his desk.

SAM Better?

INT. SHERIFF'S OFFICE - CONTINUOUS

Bill opens the door to find Dusty sitting behind his desk.

BILL Has there been an election I don't know about?

DUSTY Sorry, I was leaving you a message.

BILL You know, we have a phone number here. Many people use that number to call and leave messages when appropriate.

DUSTY I have some information for you.

BILL Let's hear it. And please get up.

Dusty stands, coming around the desk to face Bill.

DUSTY

I found a man.

BILL I'm happy for the both of you.

DUSTY No, idiot, I found the man that was with Carrie last night.

BILL

How?

DUSTY

I just called around to some of the hotels here. There was only one person besides me that checked in in the past three days.

BILL That's impressive. I wish I'd thought of that. DUSTY

Aren't you going to ask me his name?

BILL One second...

Bill leans back to the open office door.

BILL

Helen?

Helen rushes over.

HELEN Yes, Sheriff?

BILL Have you done what I asked you to concerning the motels in the area?

HELEN Yes, Sheriff. And besides Ms. Walker, there's only one man who's checked in to a room in the past week.

BILL Would you happen to have his name, Helen?

HELEN Yes, sir. His name is Kyle French. He's at the Mid-Towner. Room 106.

BILL Excellent work, Helen, thank you.

HELEN No problem, Sheriff.

Helen exits.

BILL Pretty impressive, huh?

Bill moves behind his desk and sits heavily down, kicking his feet up.

DUSTY I just wanted to help. BILL I know you did, and it's just as cute as a bug's ear, but I would really appreciate it if you could let me do my job and quit screwing around. Okay?

DUSTY

Did you find anything out from the man who got fired?

BILL

It's almost like you're not even listening.

DUSTY Did he know anything about my sister?

BILL

Ms. Walker. Dusty. Will you please for the love of God stop with the questions? The minute I find something out, I will tell you.

DUSTY You're lying.

BILL

What?

DUSTY You're lying to me, I can tell.

BILL What are we, dating? Get out of here before I toss you in jail for interfering with a police investigation.

DUSTY

I'm not going anywhere until I get answers. And, to be honest, I'd be surprised if you had the brains or the stones to throw me anywhere, Sheriff Rogers.

INT. CARSON POLICE DEPARTMENT - DETENTION CELL The heavy iron door slams shut, locking Dusty inside. DUSTY Okay, that might have been hurtful. I apologize.

Bill smiles and leans against the door.

BILL

That's up to the judge to decide now isn't it? Unfortunately, he's on a fishing trip and won't be back until next Monday, which means you'll be our guest for a few days.

DUSTY This is... unconstitutional!

BILL

Actually, it's very constitutional. And, even better, keeps you out of my hair for a little while. You take care now.

Bill leaves the detention area to Dusty's protests.

INT. CARSON POLICE DEPARTMENT - CONTINUOUS

Bill enters from the Detention Area and makes his way to Helen's desk.

BILL

I'll be back to let her out, later. Just don't tell her that.

HELEN She's a handful, isn't she.

BILL That she is. I'm going out to the Mid-Towner. Call me if you get any reports of anything... unusual.

HELEN

Unusual how?

BILL I think if you get it, you'll know.

EXT. MID-TOWNER MOTEL, ROOM 106 - EVENING

Bill raps on the door lightly.

Mr. French? You in there?

Bill looks behind him, at the old muscle car with California license plates.

He knocks again.

BILL Mr. French, I need to talk to you about Carrie Walker.

There is a commotion from inside, towards the back of the room.

Bill unsnaps the holster of his gun, placing a hand on the butt of the revolver and trying the handle. It does not move.

BILL

Aw, hell...

Bill steps back and places a hard kick squarely in the center of the door, knocking it open.

INT. MID-TOWNER MOTEL, ROOM 106

Bill rushes in, his gun now drawn. He pauses as he sees the lower half of Kyle jutting from a security window in the bathroom. He smiles to himself and holsters the weapon.

> BILL That always seems like a good idea til something like this happens.

Bill crosses to the bathroom and takes Kyle by the ankles, giving him a hard pull.

Kyle grunts as he comes free and falls to the floor, banging his head on the rim of the toilet.

BILL That looked painful. You okay?

Kyle shakes his head to clear the stars, and looks up at Bill.

BILL

You Kyle?

Kyle nods.

BILL

Then I guess you have some explaining to do, son. First of all, where is Carrie Walker?

EXT. ENGIN PHARAMACEUTICALS - DUSK

The Bronco screeches to a halt in the parking lot of the pharmaceutical company. Bill quickly exits, the driver door hanging open.

Kyle opens the passenger door behind him, hurrying to catch up with Bill.

KYLE I'm not going back in there.

Bill turns, Kyle running into him, and Bill seizes him by the collar and drags him close.

BILL You are going in, unless I tell you different. What are you worried about, anyway? You let them all out.

Bill tosses Kyle back in disgust and walks up to the main door, pounding on it with balled fists.

A SECURITY GUARD comes to the door.

SECURITY GUARD We're closed.

Bill holds up his badge.

BILL Not anymore you're not.

INT. ENGIN PHARAMACEUTICALS - CONTINUOUS

Kyle looks around nervously as Dr. Walker descends the stairs from the labs.

Bill looks up at him briefly from a phone call.

BILL Nothing at all? Okay, Helen, I want someone on those phones all night, you understand me... Well, wake him up. Okay, bye. Bill hangs up the phone and straightens himself.

BILL Dr. Walker, I think we have a lot to talk about.

DR. WALKER What are you doing here?

BILL Do you recognize this man?

Bill gestures to Kyle.

DR. WALKER I have never seen him before in my life.

BILL

Doesn't matter. The important thing is that he was here last night. With Carrie and Darren.

DR. WALKER Why did you bring him here? Shouldn't he be sitting in a jail cell somewhere?

BILL

Damnit!

KYLE

What?

BILL

He just reminded me of something. But, to your question, Doctor, he may be before we're done, but in the meantime, he has a very interesting story to tell.

DR. WALKER I'm afraid I don't have time for-

BILL

Well, you're going to make time, Doctor. And after that, I am going to search every inch of this building.

DR. WALKER And what do you think you're looking for? BILL

Asperitone. And whatever poor creatures you've used it on.

DR. WALKER I have no idea what you're talking about.

BILL

No?

DR. WALKER

Not a clue.

BILL That's really disappointing,

Doctor. Maybe I should ask Carrie. Oh wait, that may be impossible since by all accounts, your daughter is now dead.

DR. WALKER Do you have proof of that?

Bill looks at him flatly.

BILL

You just gave it to me. Not much on paternal angst, eh, Doctor? The news of your daughter's death seems to be hitting you a little soft.

DR. WALKER

I'm not going to jump to conclusions just because some yokel with a badge claims that my daughter is hurt.

BILL

Not hurt, Doctor. That's what I am by your verbal attacks. Dead. As in consumed by the rats you used that potion of yours on.

DR. WALKER

I'm not at liberty to discuss the work that goes on here. And, unless you have a warrant to allow you to search these premises, I'm going to have to ask you to leave.

BILL

Walker, you are a bastard.

DR. WALKER

I'll take that as a no. Collins, please escort these gentlemen out.

The Security Guard approaches.

BILL

Don't bother. I know the way. And, so help me, Walker, if these little projects of yours are in my town, I'm going to lead them right back here to you, you understand me?

Walker turns his back to them and ascends towards the lab.

DR. WALKER Have a good night, gentlemen.

EXT. ENGIN PHARAMACEUTICALS - CONTINUOUS

Bill hurries to the truck, kicking the door closed.

Kyle watches him across the hood of the Bronco, startled.

KYLE Are you okay?

BILL

Fine, kid. Get in the car and keep quiet. I seem to have lost my jovial mood.

EXT. DARTMOUTH HOUSE - NIGHT

The house sits at the edge of the woods, a single street lamp in the distance illuminating the front lawn, largely overgrown with weeds. The entire structure is worn, but not ramshackle. It suggests a living space that is usable, but often neglected.

The tall grass in the backyard shivers with motion. A little, at first, then a wave as a column of unseen, small soldiers march through the high grass of the back yard and towards a shed and outhouse, both tilted from the elements.

INT. DARTMOUTH HOUSE - CONTINUOUS

JAMES DARTMOUTH, 39, sits on a patchwork couch, an open can of beer in his hand, his feet surrounded by empty cans.

The television throws a flickering glow over the room, revealing the large belly and stained shirt that cover James' frame.

The sounds of a baseball game fills the room as his daughter, JUSTINE, 17, a girl whose poverty often hides her beauty, slips down the steps, her feet taken away by a pile of dirty work clothes James has left piled on the stairs.

As she hits the bottom, Justine cries out.

JAMES I'm trying to watch the game in here!

JUSTINE Sorry, Dad. You shouldn't leave your clothes on the stairs like that.

JAMES Pick them up, if you don't like them there.

Justine raises a filthy flannel shirt, caked with mud, and balls it up, along with an equally filthy pair of jeans.

JUSTINE I could wash these for you, if you want.

JAMES They're not going to wash themselves, Justine. I have to

work whether you feel like washing or not.

JUSTINE

Yes, Dad.

Justine gathers up a few more articles of clothing, bundling them in her arms and stepping out into an attached laundry room. The disrepair of the house is punctuated here by the duct tape wrapped around pipes and vents.

Justine piles the clothes into an ancient washer, shaking an economy brand of detergent over the top. She hits the 'ON' button and closes the top as water flows into the machine and begins dripping from an overhead pipe.

Justine pauses before she returns to the house, hearing a rustling through the screen door behind her.

Justine approaches the door leading to the overgrown lawn.

The weeds surrounding the screened-in utility room shudders, and Justine jumps back with a yelp.

Turning quickly, she closes the kitchen door behind her and flips the lock.

JAMES (O.S.) Bring me a beer while you're in there!

Justine sighs and grabs a can of beer from an old Frigidaire, the freezer door taped closed.

She returns the beer to the living room, where James takes the beer without a word.

JUSTINE Who's winning?

JAMES

That's what I'm trying to hear, if you could keep quiet for five minutes. You're as bad as your mother ever was, you know that?

JUSTINE

Sorry, Daddy.

JAMES Don't be sorry, just be quiet.

Justine slips away, slinking back up the stairs and into a bathroom, the cleanest room besides her own bedroom. She locks the door and turns on the water, preparing to slip into a hot shower.

Downstairs, James finishes another beer, squeezing the empty can into a ball and dropping it on the floor with the others.

JAMES

Justine!

He looks around after he hears no response.

JAMES

Justine!

He rolls off the couch after a moment, kicking empties as he walks towards the stairs.

At the top of the stairs, he staggers a bit, then steadies himself on the railing. He tries the knob for the bathroom and finds it locked.

JAMES

Justine!

JUSTINE (O.S.) I'm in the shower.

JAMES Hurry up, I gotta take a crap!

JUSTINE (O.S.) I just got in!

James grumbles to himself before heading back down the steps.

He makes a turn at the bottom of the stairs towards the kitchen, automatically swinging the fridge door open and snagging a beer from the many cans inside.

JAMES

More than one way to skin a cat...

James kicks open the screen door leading to outside.

EXT. DARTMOUTH HOUSE - CONTINUOUS

The high grass snags at James' ankles as he moves towards the shed and adjoining outhouse. He pops the top on his beer and takes a long pull.

James swings the outhouse door open and steps inside.

JAMES Just like our ancestors...

INT. DARTMOUTH OUTHOUSE - CONTINUOUS

A yellowed roll of toilet paper hangs on a nail. The outhouse is decrepit, holes in the wood illuminating the interior. James drops his pants and settles on the raised bench.

James grunts as he settles, taking another drink from his beer.

Beneath him, he hears the sound of scratching, perking him up briefly before he settles his head against his chest, the beer hanging precariously by two fingers. The scratching increases in volume and insistency, unnoticed by James.

He jerks up suddenly, the beer falling from his fingers and banging on the floor, spilling the remaining contents across the wood.

JAMES What the hell?

He twists on his seat, the tight confines of the outhouse limiting his motions.

JAMES Owww! What the hell is that?

He begins to raise up, then convulses, falling back onto the hole fully, his body spasming.

James' chest begins to bulge and quiver, as do his clothes. As he contorts, his mouth opens wide and the blood-streaked body of a rat twists out of his mouth, followed by another and another and another...

INT. CARSON POLICE DEPARTMENT - NIGHT

As Bill enters with Kyle fast on his heels, they are immediately greeted by the calls of Dusty from the detention cell.

DUSTY (O.S.) Hello? Sheriff Walker?

KYLE Who's that?

BILL My prisoner.

Bill leads Kyle to the back where the detention cell sits.

KYLE

Oh my god.

DUSTY I know. Horrible, isn't it? I'm being kept like a caged animal.

KYLE You look just like...

DUSTY Carrie, I know. Who are you? KYLE My name is Kyle, I sort of... Worked with your sister. DUSTY Work. I bet. BILL Dusty, I need you to sit down. DUSTY Why? It's Carrie, isn't it? What? Something's happened to her. BILL I'm afraid so. Kyle was at the facility last night. I think you need to hear what he has to say. DUSTY Oh my god, what happened to Carrie?

BILL She's gone, Dusty. They were doing an experiment...

KYLE

It was the rats! They chased us! I know how crazy that sounds, but they got Darren, and the guard, and then Carrie went back to save him, but she couldn't, and they got her too...

Kyle buries his face in his hands.

KYLE I couldn't get her away in time, I swear to god I tried.

Dusty backs away from the bars, her face slack, in shock.

BILL Dusty, can I get you something?

DUSTY You can get me my sister back.

Bill opens his mouth, and closes it.

Short of that, you can get me out of this cage and take me to my father.

EXT. SHERIFF'S OFFICE - NIGHT

Bill ushers Dusty and Kyle out, a hand across Dusty's shoulders for support and comfort. Kyle pushes ahead, climbing into the passenger seat of Bill's Bronco.

BILL Whoa, whoa, whoa. Where do you think you're going?

KYLE I'm going with you guys.

BILL

No way.

DUSTY He's seen them before, Sheriff. Maybe he can help us.

BILL He ran from them. That doesn't exactly make him an expert.

KYLE I can do lots of things. Like break into Engin.

Bill pauses.

BILL

Wait, no. We are not breaking into anywhere. The judge will be through in two days. I'll get a warrant and we'll do this all nice and legal. If you two want to stick around to see the perp walk, so be it. I'm taking Dusty back to her hotel, and I suggest you do the same, Kyle.

KYLE But what about the rats? Maybe they got as far away from that place as they could, and I wouldn't blame them a bit. I'll put word out on the wire to look out for reports of animal attacks. I'm more concerned with hauling the esteemed Dr. Walker into my jail.

DUSTY

If Kyle can get us in, we can get the research he's been doing. Maybe even a sample of the drug.

BILL

Fred, Daphne, I appreciate the enthusiasm, I really do, but it turns out you can't break in and steal evidence. Doesn't work like that. Now, let's go...

Bill ushers Dusty to the truck with a wave of his hand.

Dusty drops her head and follows Kyle into the truck. Bill pauses, looking over the dark, empty streets of the town. Nothing stirs.

INT. BILL'S BRONCO - CONTINUOUS

The trio is silent as Bill points the truck towards the town's single motel.

DUSTY Maybe we should...

BILL Shut up. Seriously. Just shut up. It's been a long day for all of us.

Silence falls again.

KYLE

We could...

BILL You shut up, too.

Bill turns to scold Kyle further, but is ripped from his focus by Dusty's SCREAM.

BILL What the hell? Bill looks up to see Justine, wearing only a pair of shorts and a tee, hair still wet from her shower, running in bare feet down the center of the street, screaming for help.

Bill slams on the brakes, twisting the wheel to avoid hitting her and running the truck onto the sidewalk. In a fluid motion, he puts the Bronco in park, shuts off the engine and exits the truck.

EXT. STREETS OF CARSON - CONTINUOUS

Justine runs past him as Bill stands and watches her shoot past. Shock has pushed away all her reason, leaving her with one central urge - to run.

Bill chases after her, quickly running her down and wrapping his arms around her, lifting her even as her legs kick to continue running.

> BILL Shhhhh. It's okay. You're okay now.

Slowly, her legs wind down, her struggling ceases.

BILL Justine, right? Jim's daughter?

She nods weakly as Kyle and Dusty come up behind Bill for a closer look.

BILL I'm gonna let go of you now. Promise you won't run?

She nods again.

BILL

Good.

Bill lets her go, readying himself to chase her if she bolts.

BILL Good girl. (to Dusty) Grab the blanket out of my truck, in the back.

Dusty turns and quickly fetches the blanket. Bill takes it from her when she returns, lowering Justine to the ground and wrapping the blanket around her. BILL Can you tell me what happened, hon?

JUSTINE He was in the outhouse. I was in the shower, so he had to go outside. (her voice become shaky) When I got out, he wasn't inside, and I thought he might have passed out again. He drinks, you know?

BILL

I do know. Go on.

JUSTINE

So I went outside and I heard these sounds... like someone squeezing jello... and I opened the door.

Dusty rests a hand on her shoulder as Kyle looks on helplessly.

JUSTINE

(shrieking) The rats! They ate him inside out! The rats!

Bill gives a meaningful look to Kyle and Dusty and raises Justine from the street, hugging her close.

BILL (to Justine) It's okay, hon, you cry all you need to. (to Dusty) We're taking her to the office and the three of us are going to drop in on Dr. Kant.

EXT. OLIVER'S HOUSE - NIGHT

Bill raps hard on the door three times. The curtains inside are brushed aside and Oliver's face peers out at the three people on his doorstep. The curtains fall back, and footsteps can be heard walking away from the door.

BILL

Not again...

Bill draws back and delivers a hard kick to the door at the lock, splitting the wood and sending the door rocking inside, slightly off its hinges.

Oliver hurries back to the hallway from the recesses of his home.

OLIVER Hey, you can't do that!

BILL Just did. May we come in?

OLIVER Sure. Fine. Let me start some tea.

Kyle and Dusty enter, followed by Bill.

EXT. STREETS OF CARSON - NIGHT

The streets are quiet, pools of light created by street lamps illuminating the pavement. Shops are dark and nothing stirs, until...

One-Eye scurries along the sidewalk, sniffing at the air. He pauses, sniffs, and scurries forward. He slips off the sidewalk, following the line of the gutter until he reaches a grate. Tilting his head, his remaining eye gleams at the site below.

The sewers. Water rushes in a thin, dirty stream, and several smaller rats are scurrying amidst the refuse, collecting and feeding.

One-Eye's head raises and he emits a series of staccato squeaks. Suddenly, the road is alive as dozens of rats follow his lead, crawling along the gutter and squirming into the grate where their fat bodies produce small splashes.

INT. OLIVER'S HOUSE

OLIVER I've told you everything that happened.

BILL I want to hear what you know, not what you did. Oliver leans back heavily in the easy chair as Bill stares him down, sitting on the ottoman before him, too close for Oliver's comfort.

Kyle and Dusty look on from the opposite couch.

OLIVER

I know lots of things.

BILL

Don't screw with me, Oliver, I am in no mood. I have a young girl at the station in hysterics because she saw her father eaten alive. Dusty's lost a sister, and I want these things taken care of before they can do any more harm.

OLIVER

That's a tall order. You're talking about one of the most successful species in history. The first rodents were around when dinosaurs ruled. They survived ice ages, comet strikes and rat traps. That's what they are best at: surviving.

DUSTY

They're just dumb animals, though.

OLIVER

Oh, not these.

(Oliver gets up to pace) These are special. Bred to be smarter, more organized, always hungry, ferocious in their attacks.

KYLE

Why would anyone do that?

OLIVER

Not anyone would. But imagine you're a research firm that had just isolated a hormone cocktail that would produce aggression in its subjects. Who wouldn't want their soldiers pumped full of it? Cohesive, acting as a single unit, with enough rage to eliminate all hesitation, all mercy. A perfect killer. DUSTY

That's sick.

OLIVER Lucrative, too. You know what defense contracts go for nowadays?

BILL You know these rats. Where are

they going, what's their next step?

OLIVER

Oh, I don't know. They've fed, obviously, so the next thing would be...

BILL Sex, isn't it? Their going to breed.

OLIVER It's natural. They'll find a place to nest and breed there.

DUSTY

Nest where?

OLIVER

Wherever it's safe. Dark, cool, preferably with access to a food source. Basic needs, really, no different from us.

BILL Cool and dark... Cool and dark...

KYLE What about a movie theater?

ALL turn to Kyle and stare at him flatly for a beat.

KYLE

Sorry, first thing that popped into my head.

DUSTY What about abandoned buildings, warehouses, that sort of thing.

OLIVER Possible. Basements, cellars... BILL

Sewers.

OLIVER Wouldn't be the first time a rat made its way underground.

BILL

I'll start looking there. In the meantime, I want you three to stay put. I'll be in touch as soon as I know something more.

OLIVER

Sheriff, if these rats, these particular rats, have made their way underground, if they have begun to nest, they'll be even more dangerous. Any incursion into their territory will be greeted with a savage response.

BILL

You're full of good news. I think I have a little welcome gift of my own for them.

EXT. OLIVER'S HOUSE - CONTINUOUS

Bill stands outside, smoking a cigarette and leaning against the railing of the porch.

He turns as the door opens and Dusty slips out and stands quietly beside him. After a moment, she speaks.

> DUSTY What's your plan?

BILL Wouldn't be much of a surprise if I told you.

Dusty nods.

BILL I'll tell you, it's like seeing a ghost looking at you. I want you to know that I think Carrie is a great girl. DUSTY You sound like you two have a little history together.

BILL Very little. But some.

DUSTY What happened that night at the bar?

BILL You told me not to tell you.

DUSTY I changed my mind.

BILL As temperate as the seasons, aren't you?

DUSTY That's a little poetic for a smalltown sheriff.

BILL There's a little bit of poetry in everyone.

DUSTY That doesn't answer my question.

BILL Ah, yes, what happened at the bar? Nothing.

DUSTY It had to be something.

BILL

Here's the whole story, such as it is. When Carrie first showed up in town, not long after Engin opened up, I busted her for some minor stuff. She and a man named Darren had been protesting outside Engin, tossing some paint and so forth. I let her and her friend off easy.

DUSTY That was nice of you. I'm a hell of a nice guy. Later that night, I ran into her at the Pub. She bought me a drink for being such a hell of a nice guy, I bought her one right back. We talked for a while, drank for a while.

DUSTY

And you went home with her...

BILL

That's where you got me all wrong. I didn't do any such thing. She had a bit too much to drink. When it was time to go, she invited me along. I told her I had a strict rule about being with an intoxicated woman, and I politely declined.

DUSTY

Really?

BILL Yes, really, don't look so surprised. I think she was a little embarrassed by it the next day.

DUSTY You're a pretty nice guy, aren't you?

BILL

I think so.

DUSTY

Maybe some night you could buy me a drink.

Bill flicks away the cigarette.

BILL Are you flirting with me?

DUSTY I think so. I'm not very good at it. BILL Me, neither. (pauses, looking at her) Aw, hell...

Bill leans in and offers a gentle kiss. As their lips touch, Dusty returns the kiss, more passionately, drawing Bill closer. As their lips part, the stare at one another, a bit dumbfounded by the strength of the emotions awakened inside them.

> DUSTY Not bad, Sheriff.

BILL You wait here, okay? There are things that have to be done, and I don't want you to be any part of them.

DUSTY

I will.

BILL Good. And when I get back, we'll have that drink.

DUSTY It's a date.

BILL It sure as hell is.

INT. CARSON POLICE DEPARTMENT - NIGHT

Bill sweeps in, papers flying from desks as he hurries past. He ducks his head into his office, where Helen squats by Justine, stroking her hair and whispering to her. She looks up at Bill and gives a smile and a nod. Bill returns the gesture.

The office is dark as Bill moves through it, and he stumbles, quickly turning behind him to see WALT, a deputy in his late 50's, sleeping soundly at his chair, his legs splayed out into the aisles formed by the rows of desks. His thick glasses are pushed up to the top of his head.

As Bill turns back, Walt's eyes pop open.

BILL Jesus, Walt, you scared the hell out of me.

WALT Sorry, Sheriff. Just resting my eyes.

BILL You know it's after midnight, right?

WALT

The missus caught me with my other missus. Figured it was best to sleep here tonight.

BILL You're quite the romantic. Since you're up, you remember where we moved all those papers we got from the city planner's office?

WALT Oh, ayuh. Storage room B. Still boxed up, near as I remember.

BILL Thanks. And tell the ladies they're very lucky girls.

WALT Tell 'em yourself. I think they stopped believing me on that score.

INT. STORAGE ROOM - CONTINUOUS

Bill flips on the fluorescent lights, bathing the room in a bluish tint. Steel racks stand in the center of the room, lined with boxes, most marked with case numbers and court appearances.

On the rear shelf, large folded maps have been haphazardly heaped there.

BILL Come on, where are you?

He rifles through these maps, looking briefly at the legends before moving on until he finds one labelled 'DRAINAGE.'

BILL

Eureka.

Bill slips it under his arm and exits, turning the light out.

INT. OLIVER'S HOUSE

Oliver enters the living room, three cups of coffee on a tray.

OLIVER I normally don't drink anything caffeinated this late, but what with mutant killer rats on the loose, I thought I'd make an exception.

KYLE (taking a cup) Thanks, Oliver.

Dusty rises from her seat, clearly frustrated.

DUSTY We're not just going to sit here are we?

OLIVER

What is it exactly that you would have us do? Go spelunking in the sewers with the sheriff?

DUSTY

It's better than just waiting around. There has to be something we can do!

KYLE

I don't know. If you had seen what these things do...

DUSTY

If you're afraid, don't go. But I refuse to stand by and sip tea while these things are running around under our feet.

OLIVER

Be my guest, Miss Walker, just don't expect me to join you on some suicide mission into the sewers! Dusty collects her things and heads for the door.

Oliver and Kyle regard each other as the door opens and closes leaving them alone together.

OLIVER Good tea, isn't it?

KYLE She's really going to go down there, isn't she?

OLIVER I think that's a very safe bet.

KYLE Someone should go with her.

OLIVER I'm sure the sheriff is fine protection.

Kyle stands and moves for the door.

OLIVER Where are you going?

KYLE I'm going after her.

OLIVER Why would you do that?

KYLE It's just something I have to do.

OLIVER This is some hormonal thing, isn't it?

KYLE You could help us.

OLIVER I could, but I won't.

KYLE

Nice.

OLIVER

I have a very highly-developed sense of self preservation.

KYLE

I hope it works out for you.

Kyle exits, leaving Oliver alone in the house.

He takes a sip of his tea, then rises, heading for the door himself. The sound of the door closing fills the living room. There is a moment of silence in the house.

Oliver comes around the corner, returning to his chair and taking his tea again.

He pauses, musing for a moment, then sets the tea down on its saucer.

OLIVER

They'll be lost without me.

He rises, opening a closet door to retrieve a coat, when he hears the faint sound of scratching.

He bends to investigate, pulling on a chain leading to a light bulb overhead. As light fills the small closet, Oliver pushes aside some boxed papers to see the baseboard lining the closet's interior. The sound is louder here.

As he watches, the baseboard splinters towards him, small paws and teeth spreading the hole. As it grows, Oliver backs away, stumbling and falling down hard on his bottom.

The hole is large, now, big enough for the first rat to push through, a large animal with a single red eye. It pauses, looking at Oliver, and leaps...

INT. CARSON POLICE DEPARTMENT - NIGHT

Dusty bursts through the door, whizzing past Walt who continues to sleep soundly in his chair. She moves towards the office, seeing light beneath despite the closed blinds.

> WALT (O.C.) Looking for the sheriff?

Dusty starts, surprised by the voice behind her.

DUSTY Yes, is he in? WALT Little late to be calling on the Sheriff, ain't it?

DUSTY I believe he's about to do something very brave, but very stupid.

WALT Sounds about like him.

DUSTY Can you tell me where he is?

WALT Over to the garage, down Center Street.

DUSTY

Thanks.

WALT Be careful, darlin'.

Dusty exits.

Walt settles back in his chair, nestling his head against his chest and closing his eyes. His breathing deepens as he settles back to sleep.

The Station door bursts open again, this time it is Kyle rushing through the station, catching Walt's foot and sending him sprawling to the floor.

WALT

Help you?

Walt straightens in his chair again, looking down at the young man.

KYLE Sheriff Rogers here?

WALT

Popular guy tonight. No, can't say as he is, though. Went down to the garage on Center Street. Something I can help you with?

Kyle picks himself up, dusting off his clothes.

KYLE

No, thanks.

Kyle rushes back out to the street, hurrying after Dusty and the Sheriff.

WALT Shoulda stayed home. Least I would have gotten some sleep.

INT. CENTER STREET GARAGE - NIGHT

The garage is both a depot for the broken down Carson Police Department vehicles and a warehouse for the miscellaneous items that have been accumulated over the years during investigations.

Tools, paint cans, various types of homemade weaponry and fireworks, all find a home in the nooks and crannies of the musty building.

Bill slams the rear door on the Bronco, wiping his hands on his already-dirty jeans.

DUSTY (O.C.) Sheriif Walker! Wait!

Bill peeks around the corner of his truck to see Dusty sprinting down the street in the dark.

DUSTY

Wait!

BILL

Aw, hell.

Dusty stops, bending and taking in big whooping gasps of breath.

DUSTY I'm... coming... with you.

BILL We've talked about this. The answer is no.

DUSTY I don't care. I'm seeing this thing through to the end.

BILL That's not even a reason. KYLE (O.S.) Sheriff Rogers! Dusty!

Bill peeks again around the truck to see Kyle making the same mad dash Dusty did moments before.

BILL Oh, good, Kyle's here. Now we have enough for a sing-a-long.

Kyle slams hard against the Bronco, out of breath.

KYLE

I can't... let you two go alone.

BILL

Are you two even listening to yourselves? This isn't an adventure. This is police business, and neither of you are police.

KYLE

I know what they look like, how they act...

BILL Like rats?

DUSTY

And I can't stand by while you go after these things that killed my sister.

BILL That's two of the gang. Where's Oliver?

DR. WALKER Right here, Sheriff.

The three turn to the open rear door, now filled by Dr. Walker trailed by four armed ASSISTANTS. ASSISTANT #1 holds Oliver captive, his face scratched and bloody. The other three train guns on Bill, Dusty and Kyle.

> BILL Dr. Walker. You're up late.

DR. WALKER Bit of a night owl. Always have been. Isn't that right, Dusty? DUSTY

You son of a bitch!

DR. WALKER I apologize for my daughter's language, Sheriff. I believe she gets that from her mother.

BILL

No worries. I have a rough side of my tongue, too. I see you found my friend.

DR. WALKER Ah, yes. Dr. Oliver Kant. A disappointment to me, personally. So much potential. You could have been a very wealthy man, Oliver.

OLIVER

I could have been a piece of shit stuffed in a suit, Dr. Walker, but one look at you put me off that idea.

Dr. Walker smiles a deceptively benign smile and nods his head.

Assistant #1 raises his pistol and brings it down hard on Oliver's head, sending him to the floor, unconscious.

DR. WALKER I hope the rest of you are planning to be more reasonable.

BILL I suppose that depends on the proposition.

DR. WALKER Oh, yes, of course. Simple really. Every trap needs bait.

DUSTY Killing Carrie wasn't enough, was it?

DR. WALKER Make no mistake, Carrie was an accident. I have deep personal regret for her passing. (leans to Dusty) DR. WALKER(cont'd) You, on the other hand, I simply never liked.

BILL

See...

Bill leans back and slugs Dr. Walker, sending him to the ground. As he falls, Assistant #2 levels his pistol and fires with a soft THWACK!

Bill looks down to see a feather-tailed dart protruding from his neck.

BILL

I'll be damned.

Bill collapses.

FADE OUT.

INT. SEWER - NIGHT

Amidst the steady drip of water onto the cold stone below, Oliver and Bill hang suspended from a rope,back-to-back, a half dozen feet above the floor of the cavernous sewer.

Bill's head bobs and then raises as he blinks and looks around at his surroundings, swinging the rope with his motion.

OLIVER

Oh, good, you're awake. Just when I thought all hope was lost.

BILL I'm a late riser. Let me guess. Sewer?

OLIVER Astute, as ever, too.

BILL Where are Dusty and the kid?

OLIVER I would assume with the good doctor.

BILL Meant to ask you, what happened to your face? The doctor and his goons do that?

OLIVER

No, they showed up after the fact. This was done by our furry friends.

BILL I thought you said they were killers.

OLIVER

Don't sound so disappointed. They came through the closet. One got in, and I managed to shut the door before more came through. By the time I got that one off my face and the rest of me onto the street, the cavalry had arrived.

BILL

Very lucky.

OLIVER I'm thanking my lucky stars right now.

BILL So, how do we get down?

OLIVER I suppose he might help.

Oliver nods down the sewer, where a single rat appears. The rat scurries towards them, pausing to sniff the air.

BILL What's it doing?

OLIVER I think it smells the blood.

The rat creeps closer, almost directly beneath them and raises higher, sniffing. Squatting, it leaps up towards their feet but is far too short to reach them.

The rat chuffs in frustration and turns away, hurrying back down the tunnel and turns a corner.

BILL That was interesting. What's it doing?

OLIVER I have no idea. That's something I haven't seen before. OLIVER

Hard to say.

BILL I'm glad I'm tied up to the expert.

OLIVER Look, this is not an exact science, okay? I'm getting a little sick and tired of- Uh oh.

BILL

What uh-oh?

The rope suspending them twists and Bill can now see the corner around which the rat disappeared. From a dim illumination behind, the silhouette of a horde of rats is seen, crawling over one another.

BILL

Uh-oh.

INT. CARSON POLICE DEPARTMENT - NIGHT

Helen prepares a cot in one of the cells for Justine, fluffing the pillows, turning back sheets, creating a warm, safe place.

From behind, she hears the faint sounds of scratching.

HELEN Someone there? Justine?

Helen steps from the cell and looks around. The room is dim, lit by the errant lamp left on by the few employees on their way home.

Moving around a corner, Helen can see Justine in the Sheriff's Office, idly rummaging through the desks.

From her left, the scratching comes again, louder, more insistent this time, and somehow wetter.

She makes her way down one of the aisles, grabbing a broom as she passes it.

HELEN

Walt?

At the bottom of the door is a large hole, almost the size of a manhole cover.

HELEN What in the world...?

As she approaches the door, something snags her leg and she falls hard to the floor, the broom flying from her hand. Helen picks herself up slowly, her body aching, and looks to her right.

Walt sits slumped in his chair, forever asleep. The majority of his face is gone, picked and gnawed at by tiny mouths. One rat remains on his shoulder, plucking at the remains of the earlobe on the side of his head that still retains flesh. Others swarm over his chest, ducking into his tattered shirt for bits of meat.

Helen screams, scrambling to her feet and grabbing the broom dropped beside her.

Behind her, Justine stands, alerted by the scream, and peeks out through the blinds. Seeing the carnage inside the station, Justine slams and locks the office door, cowering under the desk in an attempt to hide.

Helen begins to back away, seeing the rats now taking notice of her, a few hopping from Walt's body to the floor. She swings the broom at them, but they quickly skirt the arc of the swing, moving closer.

Helen continues to back away, switching ends of the broom, using the handle as a weapon. She raises it and brings it down hard on the fat middle of one of the rats, which squeals in a horrible high-pitched tone.

As it scurries away, Helen continues to back towards the office. She raises the broom again and brings it down, just missing a rat as it shifts to her right.

Before she can bring it up again, One-Eye sinks his teeth into the handle, quickly aided by several more rats who scuttle over his body to the handle of the broom, weighing it down as they walk the wooden tightrope towards Helen.

Helen drops the broom completely, turning and running to the door. She reaches it in no time, but finds the door locked.

HELEN Justine! Open the door honey, please!

Justine remains beneath the desk, her legs curled beneath her, unable to move or speak.

HELEN Justine, please!

Helen pounds on the glass door, hammering it with her fists. The glass cracks, but the steel reinforcement will bend beneath her blows, but no more.

Helen cries out as the first bite sinks into her ankles and furry bodies begin to crawl up her legs, small claws digging into her flesh for purchase.

She screams against the class, body shivering, her arms behind her as she attempts to swat away the rats, but every rat knocked away is quickly replaced by another.

Justine, hearing the screams, is shocked out of her stupor, emerging from beneath the desk to see Helen's face pressed against the glass.

Helen turns, as though to face her attackers, and Justine is given view of Helen's tattered clothes and her spine visible amidst the rats that cling to her.

Helen slides down the door, leaving a bloody streak on the glass, and disappears from sight.

Justine screams, even as the first small, brown-haired body begins to squirm beneath the door.

INT. ENGIN PHARAMACEUTICALS LAB

Kyle and Dusty are sat upon two office chairs, their hands and ankles tied to the arms and legs, the two chairs bound to one another. The room is empty save for them and a large number of lab rats in cages lining the walls.

> KYLE What do you think he's going to do to us?

DUSTY I think we're going to be part of his experiment. KYLE Oh. That sucks.

DUSTY Please tell me my sister didn't actually go out with you.

KYLE That's a little hurtful.

Dr. Walker's voice come over a speaker in the corner of the room, clear but with the innate tinniness of a broadcast.

DR. WALKER (O.C.) Dusty is quite right, there is still much to be learned from you. And the rats, of course. These are first generation. Very unstable. They have been given the Asperitone treatments, but lack the socialization that our previous batch displayed. You have to start somewhere.

DUSTY I guess that means we're the first course for them.

KYLE I never thought I'd wind up dead by rodents.

DUSTY It's usually pretty low on likely fatalities.

KYLE You seem pretty calm for someone about to be eaten alive by rats. I'm sort of freaking out here.

DUSTY Well, Kyle, I don't intend on that happening today.

DR. WALKER (O.C.) Dusty, don't be foolish and try to escape. There are guards posted outside the door. Wouldn't you rather have your life go to the benefit of research.

DUSTY Why don't you come on in and we can discuss it? DR. WALKER (O.C.) I'm afraid that I will be unable to make it, as tempting as that sounds. I have an appointment with the Sheriif and Dr. Kant. Goodbye, Dusty. The intercom clicks off. KYLE That went well. DUSTY Shut up, I'm thinking. A buzzer sounds from behind them. KYLE What was that? DUSTY Something very not good, I'm thinking. The pair bend to look behind them in time to see the doors of the cages swing slowly open. KYLE Uh-oh. DUSTY Push! KYLE What? DUSTY Push towards me. Dusty begins to tiptoe towards a steel examination table as Kyle pushes back with his feet. The going is slow, but progress is being made. KYLE

What are we doing?

DUSTY We're getting loose. Kyle looks over his shoulder at the cages, open but no signs of motion inside.

KYLE What are they waiting for?

DUSTY You want them to hurry?

Closer, Dusty can see a scalpel laying atop a tray on the examination table, just below eye level.

DUSTY

Hurry. Almost there.

And they make it, Dusty leaning forward to wrap her lips around the scalpel and raise it off the tray.

She bends towards her right hand, trying to bring it close. Her right hand grips the handle of the scalpel and she releases her mouth's grip on it.

Dusty twirls the scalpel around, attempting to turn the blade to the inside of her wrist, but her fingers, slippery with sweat, fumble the scalpel and it hits the ground with a ringing sound.

> KYLE What was that?

DUSTY Bad news. Flop.

KYLE

What?

DUSTY On the count of three, push to your left. We need to get to the floor.

KYLE This doesn't seem like a good idea.

DUSTY I'm open to suggestions. One, two, three!

Kyle pitches left as Dusty mirrors to her right, sending both chairs to the floor.

The scalpel is under her hand, and Dusty palms it, spins it and begins to work on the plastic tie at her wrist. KYLE How are we doing?

DUSTY We're good. Just a minute more...

KYLE I think we may be out of time.

Dusty looks up to see the head of a rat emerge from the cage. It sniffs the air, turns its head towards them and hisses.

INT. SEWER

The ground teems with rats, a living carpet beneath the feet of Bill and Oliver, suspended several feet from the ground.

> BILL So, this is new?

> > OLIVER

Yes. They appear to be using a primitive communication. The degree of cooperation is unlike anything I've seen before.

BILL

I'm very excited, Oliver. This is going to make a great article for Killer Rat Quarterly. Any thoughts on getting out of here?

OLIVER We could try to climb up?

BILL Tough to do with my hands behind my back.

OLIVER That does pose a problem.

As the rats swarm below, a bubble of them appears below the feet of the captives, slowly rising as the rats pile atop one another in a deadly pyramid.

BILL Are they-?

OLIVER

Yes.

OLIVER The group dynamic is amazing.

The pile grows higher still, now three feet, just below the bottoms of their feet.

BILL I think now would be the time to come up with a plan, Doctor.

OLIVER I was sort of expecting you to do that.

The pyramid now touches the bottoms of their feet, and Bill delivers a swift kick to the rat at the pinnacle, sending against the stone wall, where it impacts with a snap and falls dead to the floor.

BILL

Swing.

OLIVER

What?

BILL Swing, Doctor. Hard!

Bill and Oliver begin swinging their legs, rocking in a slow arc across the chasm of the sewer tunnel.

As the mass grows higher, Bill and Oliver swing across the apex, sending the rats at the top flying.

OLIVER

It's working!

BILL Shut up and keep swinging!

The arc of their swinging grows wider, spinning them around.

The tower of rats grows higher, knee-level with the pair as they swing back, sending rats flying as the kick through the top of the pyramid.

> OLIVER It's getting bigger!

BILL

I know, I know!

Another pass, this time sending many rats back to the sewer floor, while one holds on to Bill's boot.

BILL

Damnit!

Bill tries to shake it loose, an act that disrupts the smooth arc of their swinging.

OLIVER

You have to swing!

The rat bites the back of Bill's calf through his jeans and Bill calls out in pain.

They swing back through the pile, a rat clinging to Bill as they scatter more rats like bowling pins from the top of pyramid, quickly replaced by more of the vermin as they swarm to the top.

OLIVER

What is it?

BILL There's one on me!

OLIVER Get it off!

Bill kicks wildly, the rat clinging to his leg, then finally cast off, spinning backwards and clawing madly at the air, grasping Oliver's arm, where it promptly bites down to hold on.

OLIVER

Owwww! Not on me!

BILL

Swing!

The sound of metal scraping against concrete comes from above, jerking the rope.

Oliver wiggles against Bill's back, trying to loose the rat. In response, the rat sinks its teeth into the webbing between his fingers.

> OLIVER Owwwww! Get it off!

Bill reaches back, widening his palms, his wrists bound together, and grasps the rat, tearing it free, along with a good deal of Oliver's skin and tosses it to the floor below.

> OLIVER That was sadistic!

BILL You said you wanted it off.

The blood dripping from Oliver's hand sends the rats into a frenzy as the pile higher, trying to reach the source.

From above, a shaft of light from a street lamp floats down to the dark, writhing floor.

DR. WALKER (O.S.) Problems, gentlemen?

BILL

I think we're fine. Thanks.

Dr. Walker leans his head down, staring into the sewer and the two men suspended above it.

DR. WALKER

Coy to the very end. Admirable, but foolish. Dr. Kant, sorry our association must end this way.

OLIVER

What's the point of killing us down here? The rats are going to breed, Dr. Walker, and then you are, by any measure, royally screwed. You won't be able to explain your way out of that one.

DR. WALKER

I won't have to. The point is not for you two to die, although that will most assuredly happen. The point was for you to draw the rats out so we can exterminate them.

OLIVER (to himself) He's using the L9. (to Dr. Walker) You're going to use the L9!

DR. WALKER I am, Oliver. BILL What's the L9?

OLIVER It's a high grade poison, like DDT without the upside. It basically causes your insides to boil. Think of it as concentrated ebola virus in easy to use powder form.

BILL Lovely. So what do we do?

OLIVER How long can you hold your breath?

DR. WALKER Au revoir, Sheriff. Dr. Kant.

The two look up to see a large white exhaust tube being lowered into the sewer.

OLIVER

Ohmygod, ohmygod, ohmygod...

BILL You're the scientist, think of something.

OLIVER

Ummmm...

Oliver looks around, searching for inspiration.

OLIVER

Dr. Walker?!

The tube continues to descend, passing the pair.

OLIVER DOCTOR WALKER!!

The tube stops.

DR. WALKER (O.S.) Yes, Dr. Kant?

OLIVER Why destroy the most successful generation? You can see the degree of socialization and cooperation they've achieved.

OLIVER(cont'd)

Why destroy it now? It will take you months to get an analogous sample!

DR. WALKER

What would you propose? Send my men down to collect them? You must think I'm a fool.

OLIVER

Not at all. But you haven't seen the behaviors I have. They are working together, Doctor. I think you can save the subjects!

BILL (whispering) What are you doing?

OLIVER Saving myself.

DR. WALKER You're trying to trick me, Oliver.

OLIVER No, sir. They've displayed a group mind, like birds flocking south. We can lure them back to the lab.

BILL You son of a bitch.

OLIVER (quietly) I get that a lot.

DR. WALKER Why didn't you mention this earlier?

OLIVER You weren't going to kill me before.

Dr. Walker laughs from above.

DR. WALKER As much as I hate to say it, I respect that, Dr. Kant. (to his men) Bring them up. Dusty saws the plastic binding as rats slip from their open cages onto the floor of the lab. They appear slightly dazed, slower than the rats that have been loosed.

> KYLE I think hurrying would be good.

DUSTY I am... Just give me on more minute.

One of the rats sniffs the air and lets out a high-pitched squeak. The others stop, the sound triggering a new instinct, and they move to the first rat, mere feet away from the pair on the floor.

DUSTY

Almost...

KYLE

They're looking right at us.

With a snap, the plastic is finally severed. Dusty raises her free hand, taking the scalpel in it.

DUSTY

Almost there.

She begins work on the left wrist, moving quickly through the plastic binding.

The lead rat crawls closer, leaning back on its haunches, tensing to spring.

Dusty sees the activity, sees the rat about to strike, and sweeps the scalpel out in a wide arc.

The rat squeals, louder this time, pained, as its belly is opened wide, its viscera slipping out of its furry pouch.

The rats behind it shrink back at the sound of the squeal, but then the smell of blood reaches their noses, creating a bloodlust. They swarm over the injured rat, devouring it. Like sharks in a feeding frenzy, the crawl and nip at one another, turning on each other to feed.

KYLE

Hurry!

Dusty slips the scalpel under the binding and pulls, snapping it in two. She leans between her legs and quickly severs the bindings there. She stands, finally free, a motion which draws the attention of the rats.

DUSTY

Uh-oh.

KYLE What? Get me loose!

DUSTY

No time.

Dusty yanks hard, pulling Kyle up and righting him in the chair. Putting her back to the rats, she pushes him, rolling him in the chair towards the door.

Dusty swing the lab door open, the rats nipping at her heels, and is immediately greeted by a young SECURITY GUARD, already drawing his weapon.

Seeing him, Dusty shoves Kyle in his chair to her left, diving to her right as the rats continue their forward progress and envelop the guard.

He claws at them, dropping his gun, then falls to the ground as the rats begin to consume him alive.

Dusty grabs the gun, kicking a rat away from it, and runs around the feeding frenzy to Kyle. Grabbing the back of his chair, she yanks him into the hallway, shutting the door, leaving the rats and the corpse of the guard inside.

> KYLE Cut me loose. The door won't stop them.

Dusty looks down at the gun in her hand and then to the lab, peering through the glass window at the scalpel lying on the floor.

DUSTY

Crap.

Dusty looks down the hall, and, seeing another lab, begins to roll Kyle to that one.

INT. SHERIFF'S OFFICE - NIGHT

Justine puts her back against the wall of the office facing the door, watching the rats climb each other to reach the glass panel, their teeth worrying at the cracks, pulling bits away.

Looking over at the desk, she reaches for the telephone and drags it into her lap. Hands shaking, she dials 911.

Outside the office, one of the desk phones rings. Disgusted, she looks at the receiver and hangs up.

At the door, a rat gnaws at one of the steel wires supporting the glass and severs it with a snap. It pokes its head through, gets stuck, and withdraws, continuing its erosion of the window.

INT. ENGIN PHARAMACEUTICALS BASEMENT - NIGHT

Oliver works frantically with electrical equipment as Bill looks on, guns pointed at his back by GUARD #2 and GUARD #3. Dr. Walker watches from a distance.

> DR. WALKER How long will this take?

> > OLIVER

Shouldn't be long. I just need to
patch into the towns air raid
system.
 (to Bill)
There is almost no security
installed in the city's network,
did you know that?

BILL It was on my to-do list.

OLIVER

So, we patch into the air raid system, which will broadcast anything we want at a very loud volume, then we get a rat from the lab upstairs and use it to call everyone home. After that, it's your problem.

DR. WALKER We have a containment unit. (to the guards) DR. WALKER(cont'd) Go upstairs and retrieve one of the rats. Be very careful, gentlemen, you see what they are capable of.

GUARDS

Yes, sir.

The guards exit.

BILL

You trust me enough to leave me alone with you?

DR. WALKER Of course, Sheriff. If you try to hurt me, then I'll refuse to tell you where Dusty is. (checks his watch) Time's almost up for her.

BILL

If you hurt her...

DR. WALKER

You'll what? Arrest me? Shoot me? I am about to be one of the most influential defense contractors in the country.

OLIVER

Would you two shut up for just a second, I'm trying to work here.

BILL Don't even get me started with you, you traitor.

OLIVER Sticks and stones. There! I think we've got it. Now, we just need our rodent vocalist.

INT. ENGIN PHARAMACEUTICALS

The Guards make their way to the upstairs research labs. The hallway is empty, but there is a dread that follows them.

Fro the lab to their left, the guards can see a body, almost picked clean, as well as the rats still gnawing at the cadaver.

GUARD #2 Holy god. Look at that. GUARD #3 Is that the girl or the guy?

GUARD #2 I think it's the guy. So, how do we get just one out?

Inside, the rats have left their feeding, and one sees the pair outside the window. It emits a high squeak and the rats all pause, turning and facing the window.

> GUARD #2 Are they looking at us?

GUARD #3 It sure looks like it.

The rats lunge at the door, slipping quickly beneath it, squirming beneath and going immediately for the guards.

Guard #2 manages to fire a shot at the floor, severing the tail of one rat, before being swallowed up by the mass of rodents.

Guard #3 does not attempt to fire, but rather turns and runs. He is almost to the staircase down when one leaps at his feet and bites, effectively severing his Achilles' tendon.

The guard collapses, his momentum sending him down the stairs even as more rats leap and attach to him.

INT. ENGIN PHARAMACEUTICALS LAB #2

Dusty looks up quickly as the sound of a gunshot echoes through the hallways, followed by screaming and the shuffling of the rats.

She bends back down, severing the last of the plastic bands tying Kyle to the chair.

KYLE Great, now let's get out of here.

DUSTY That may not be so easy.

Dusty and Kyle crawl towards the large front window of the lab, peeking over the rim. The rats have calmed some, as they feed, but the hallway belongs to them.

KYLE Damnit. What do we do?

INT. ENGIN PHARAMACEUTICALS BASEMENT - NIGHT

Bill jerks to attention at the sound of the gunshot.

BILL

That sound like a gun to anyone else? Sounds like your boys may have found a little more trouble than they can handle.

DR. WALKER At the first sign of trouble I can seal this room off and fill this entire building with the L9 powder. We are perfectly safe.

BILL I feel so much better.

DR. WALKER Just to be safe, however...

Dr. Walker stands and enters a small antechamber off the main room, constructed of Plexiglas so that he can continue to monitor the goings on.

Inside, he slips into a white environmental suit with a clear plastic visor for visibility. An oxygen tank wheezes to life as he secures the suit.

> OLIVER Hey, where's our space suits?

BILL I don't think we get one, do we, Doctor?

DR. WALKER

I'm afraid not. Still, Dr. Kant's solution to bring them back here is an ingenious one. Once they have arrived, all of our problems will be solved.

BILL So the containment unit?

DR. WALKER

A lie. But with all of you here, including the subjects who managed to escape, one press of a button and it's all washed away. Accidents do happen in a research laboratory, after all.

OLIVER You never intended to spare us.

DR. WALKER Of course not. You all know too much now. Dead men tell no tales.

INT. ENGIN PHARAMACEUTICALS LOBBY - NIGHT

Blood flows freely over the polished floor of the lobby as several rats dine on the fallen guard. Across the lobby from downstairs, the muffled sound of conversation can be heard.

One of the rats, curious, moves away from the body and to the edge of the steps, its ears perking, its nose twitching. Raising to its rear legs, it calls a squeak to its companions. They in turn, leave their meal and follow.

INT. ENGIN PHARAMACEUTICALS LAB #2 - CONTINUOUS

Kyle looks out cautiously over the hallway as Dusty quietly searches the room for another exit.

KYLE Dusty, come here.

DUSTY What's going on?

KYLE I'm not sure, but they're leaving.

DUSTY That doesn't seem like a good thing.

KYLE Why not? We can get out now.

DUSTY Yeah, but where are they going? KYLE Only one way to find out. Come on.

INT. ENGIN PHARAMACEUTICALS BASEMENT - NIGHT

DR. WALKER Is it ready?

OLIVER It's ready.

DR. WALKER Then do it.

OLIVER

Here goes.

Oliver clicks on an "EXECUTE" button on the computer screen.

EXT. SHOTS OF CARSON - NIGHT

Around town, PA speakers click to life, mounted on church steeples, light posts, government buildings. Night is slowly giving way to dawn as the speakers come on, whining with mild feedback.

INT. ENGIN PHARAMACEUTICALS BASEMENT - DAWN

Bill looks up, hearing the strange hiss of the speakers as they come to life across town.

OLIVER As soon as we have our sound...

BILL Be careful what you wish for.

Bill looks to the stairs as the first of the rats reaches the bottom step, lifting its nose to smell for prey.

OLIVER Dr. Walker, is there another way out of this room?

DR. WALKER Yes. An access door in the back.

BILL Works for me. Oliver and Bill begin to back towards the door, but find that Dr. Walker has already made his exit.

Oliver pounds on the door in frustration.

BILL

Quiet.

The rats have been attracted by the sound of the pounding. They draw towards the two men.

OLIVER

Uh-oh...

INT. SHERIFF'S OFFICE - DAWN

Justine looks up as the sound of squeaking and clawing comes not from the door in front of her, but from the speaker outside. She looks around for the source, even as the first of the rats pulls enough wire away to squeeze through.

It stops, backs out, as the sound intensifies. Slowly, the rats disappear from the view at the window.

Justine stands and peers out, watching the rats scurry down the aisles outside. She opens the door, stepping into the station and collapses there, sobbing.

INT. ENGIN PHARAMACEUTICALS LOBBY - DAWN

Kyle and Dusty hit the bottom steps, giving the dead guard a wide berth.

DUSTY Where did they go?

From downstairs, they hear the high pitched scream of rats in pain.

KYLE We're not really going down there are we?

DUSTY I have to see if Bill's alright.

KYLE The sheriff?

DUSTY

Exactly.

Dusty heads down the steps.

KYLE You move fast.

Kyle follows.

EXT. CARSON - DAWN

As the sun rises behind the silhouette of Engin Pharmaceuticals, a wave of rats moves through the fields, hunting the source of the sounds. As they reach the parking lot of the building, One-Eye comes to the fore, raising his head and sniffing again, chuffing a bit and angling for the front door of the building.

INT. ENGIN PHARAMACEUTICALS BASEMENT - CONTINUOUS

The room is filled with smoke as Kyle and Dusty reach the bottom.

Bill looks up in alarm.

BILL

Dusty!

DUSTY

Bill!

OLIVER Can we focus here, please?

Oliver throws down a bottle of combustible fluid into a mass of the rats. Bill pulls another match from his pocket and tosses it down, sending a flaming column up before it burns out, leaving scorched tile and a mass of burnt rat bodies. A few remain alive, squealing and twitching.

The rats see the newcomers, acting in rage and pain, they rush towards Kyle and Dusty.

Kyle sees the rats make a beeline for Dusty and pushes her to the side, towards Bill and Oliver, now standing in her place.

The rats swarm over him, clambering up his legs to his torso, ripping at his clothes and flesh.

Dusty moves to help him, but Kyle rolls away from her.

KYLE Get away from me! They'll-! As he screams to her, two rats sink their teeth into his neck, clawing their way inside. Kyle's eyes roll up as the pain and shock overwhelm him.

DUSTY

Kyle!

Bill grabs Dusty roughly and pulls her to his side.

BILL He just saved your life, don't screw it up!

OLIVER Running out of things to throw!

BILL There's got to be another way out of here.

From above them, they hear the crashing of glass.

DUSTY What was that?

BILL

Them.

Bill points to the stairs as the first generation of rats enters the underground lab.

One-Eye leads the way, raising to his haunches and hissing. He scans the room, seeing many of his 'family' dead and burned.

> OLIVER I think he's angry.

BILL You think? We have to get out of here, now. There has to be a-

DUSTY Hole. The hole that we saw before.

BILL You may be a genius. Oliver, hold them off.

Oliver looks at Dusty as Bill rushes to the rear of the room.

OLIVER How am I supposed to do that?

DUSTY

Improvise.

Oliver rolls his eyes, tossing the rest of the beakers onto the remaining flames. There is a small explosion between the humans and the rats. As it fades, One-Eye takes a tentative step forward.

OLIVER

Hurry!

BILL (O.C.)

Found it!

Oliver and Dusty withdraw to the rear of the room where, high above, the hole seen from the outside is visible.

BILL (to Dusty) You go first.

DUSTY No, you go first.

BILL

Aw, hell.

Bill draws his arm back and punches Dusty out, catching her before she falls to the floor.

Oliver looks at Bill surprised.

BILL She's got a lot of argue in her. Help me.

Oliver and Bill heft her up, pushing her roughly through the hole.

Behind them, One-Eye and his ilk move tentatively through the broken glass and scorched bodies. He looks to his right in time to see Dusty pushed through the hole to the world outside. A screech of rage issues from One-Eye as he and the remaining rats rush towards the men.

OLIVER

Must go faster!

Bill jumps, catching the edge of the hole and pulls himself up, slipping through the hole. He spins around, reaching into the room to take Oliver's hand. BILL

Come on!

The first rat to Oliver leaps and fixes itself to his back. Oliver's hands instinctively reach around to remove it, and is quickly overcome by more and more as they climb his body, taking pieces of him as they go.

Bill turns his head, slipping back outside.

EXT. ENGIN PHARAMACEUTICALS - MORNING

Bill gathers Dusty in his arms, hurrying away from the building. Dusty comes to as she is jostled by Bill's rough passage to safety.

DUSTY

You hit me.

BILL I know. You wouldn't shut up.

DUSTY You think you're some kind of tough guy, don't you?

Bill pauses on the far side of the parking lot, looking back at the building. He sets Dusty on the ground gently.

> BILL Yeah, I'm pretty tough.

DUSTY You bet your ass you are.

Dusty takes his face in her hands, drawing him down for a slow kiss.

BILL Do I still have to buy you a drink?

INT. ENGIN PHARAMACEUTICALS BASEMENT - CONTINUOUS

One-Eye sits at the bottom of a pile of rats as they pile on, building their way up to the hole to the outdoors. In his remaining eye, the reflection of a man in a white environmental suit is seen stepping into the room. DR. WALKER Hello, my friends. So sorry it had to come to this.

Dr. Walker stands before a console where a countdown is displayed, ticking down the minutes until the poison is released. An EMERGENCY OVERRIDE button, under a plastic hood, rests just beneath the doctor's fingers.

Dr. Walker flips the panel and presses his palm down on the button.

From the vents, white powder blows like a fog through the room, bits of white debris catching on the fur of the writhing mass of rats as they clamber towards freedom.

The rats at the top of the hill begin to convulse, their flesh boiling, collapsing in seizures before falling still. One-Eye looks at his fallen tribe as they, one-by-one, begin to collapse under the influence of the powder. He hisses menacingly, turning his focus from dying brethren to the doctor, standing at the terminal.

One-Eye's body begins to collapse as he lunges forward, leaping over dead and dying rats, to spring to the doctor's contamination suit.

DR. WALKER

Get off!

One-Eye viciously claws up to the plastic faceplate, blood flowing freely from his nose, mouth, and ruined eye socket before sinking his teeth into the clear plastic protecting the doctor's face, clawing with dying breaths to make his way inside the suit.

The doctor flails at his face, trying to pull the rat away even as the powder seeps into the suit.

One-Eye squirms deeper into the suit, finding his way to the doctor's face, scratching, even as more blood flows from his orifices, a trickle of blood coming from the corners of the doctor's eyes as the powder begins to affect him, as well.

Tugging at the rat's body, large boils appear on the doctor's face, along with the body of the rat.

Finally, there is a small explosion of blood against the faceplate and rat and doctor collapse to the floor.

INT. CARSON POLICE DEPARTMENT - MORNING

Justine shoves open the door of the Sheriff's office, pushing her way into the interior of the station as sunlight begins to filter in. Her face is dirt-streaked, decorated by clean lines where tears have fallen.

On the floor, Walt and Helen's bodies lie still. Justine weeps softly for them, taking a coat from a rack to cover the remains of Walt's face.

She kneels by the shape of Helen, closing her eyes with two trembling fingers. She rises, the pauses, as she sees a tremor in Helen's leg. She bends back to Helen, smiling, allowing the briefest of hopes.

JUSTINE

Helen!

Helen's mouth opens and Justine leans closer. Looking into the darkness of her throat, a rat explodes outward, all teeth and claws as the screen-

FADES TO BLACK.