

GUILLERMO DEL TORO PRESENTS
"GRAVEYARD RATS"
EP. 108

by
VINCENZO NATALI

BASED ON THE SHORT STORY
by
HENRY KUTTNER

Directed by
VINCENZO NATALI

PINK REVISIONS - January 8, 2022
(pp.17,17A)
FULL BLUE DRAFT - January 5, 2022
WHITE PRODUCTION DRAFT - November 2, 2021

CAST

(in order of appearance)

HARRY
BURTON
MASSON
HANS OVERFIST
DOOLEY
CORONER
WIDOW
WIDOW'S SON
LADY OF THE EVENING
PRIEST

SETS / LOCATIONS

CEMETERY

- EXT. CEMETERY
- INT. HOLE
- INT. TUNNELS
- INT. NEST
- INT. SUBTERRANEAN TEMPLE

SALEM (VARIOUS)

- EXT. WHARF, SALEM HARBOR
- EXT. SALEM
- EXT. SALEM STREET

SALEM MORTUARY

- EXT. SALEM MORTUARY
- INT. SALEM MORTUARY
- INT. AUTOPSY ROOM

TENEMENT BUILDING

- INT. TENEMENT BUILDING
- INT. MASSON'S FLAT

GOTHIC CHURCH

- EXT. GOTHIC CHURCH
- INT. GOTHIC CHURCH

GRAVEYARD RATS

1 **DARKNESS**

1

Silence.

Then a sound.

Distant. Muffled.

Rhythmic digging.

Growing louder. And louder. Until...

THUD!

A reverberation like metal against wood.

Harsh light attacks us accompanied by an ear-splitting

CRREEEEAAAAAK.

Something breaks into our cozy womb-like world. The gap widens to reveal:

TWO SWEATY AND DIRT-SMEARED FACES

This is HARRY and BURTON. Young grave-robbers. They are dressed in vintage clothes and carry OLD-TIMEY FLASHLIGHTS, which they aim at us to blinding effect.

CUT WIDE

To reveal that everything we have seen and heard has been from the perspective of a corpse lying in a coffin buried six feet underground.

And that we are in...

2 **EXT. CEMETERY - NIGHT**

2

Salem Massachusetts' oldest cemetery, one hundred years ago. A soft rain falls on mossy tombstones, which rest high on a hill over-looking the hazy, moon-lit town below.

IN THE GRAVE

Harry and Burton examine the corpse that they have just exhumed.

(CONTINUED)

BURTON
She's a beaut.

2

CONTINUED: (2)

2

It is fresh enough to identify as a woman of means, interred in her finest lace. Rings on her fingers, a pearl necklace around her neck, broach pinned over her breast.

Harry extracts an ornate locket from her stiff hands.

Opening it he sees a portrait of her well-to-do parents. And when he speaks it's with a thick New England accent.

HARRY

Pewah silvah.

Burton joins in pilfering the body.

BURTON

A lady of refined dispahsition I'd hazahd. By the looks of hur, even in this state, I'd say she was a pretty one.

HARRY

Hahhd to tell fowr all the wohhms.

BURTON

Taken too young. I'll bet she was the type to greet a stranjah with a smile and spahkle in hur eyes.

BACK OUTSIDE THE HOLE:

A BURLAP SACK is tossed out of the open grave. Followed by Harry and then Burton.

HARRY

Ayuh, but you'd nevah get a class act like this one while she's breathin'. Me, I take what I can-

BANG!

The report of a gunshot cuts the conversation short.

MASSON (O.S.)

So do I.

Burton and Cal turn to see a FIGURE step out of the shadows, aiming a smoking COLT at them. This is MASSON, the cemetery caretaker. His craggy, unkempt appearance matches the crumbling graveyard he administers. But his shabby attire is off-set by a paisley ascot carefully tucked into his collar. It marks him as a man of aristocratic bearing who has somehow fallen on hard times.

(CONTINUED)

He strides over to the thieves. His pistol never wavers as he holds out his free hand.

MASSON

The bag, if you will.

They pass it to him.

Masson glances inside at the stolen items.

MASSON

The name's Masson. I am the steward of this garden of remembrance from which you have so brazenly thieved.

Harry and Burton stare at their feet.

MASSON

Nothing to say for yourselves? ...This is hallowed ground. Blessed by the Deacon of Dunnwich himself. A special ring of Hell awaits scoundrels of your ilk.

BURTON

Please, Mr. Masson. We are impahvrished, mistreated since bahth.

HARRY

Ayuh, hava hawt. We're stupid an' don't know no bettah.

MASSON

Then permit me to enlighten you. Are you aware that the very foundations of society are built upon the respectful interment of the dead? We stopped being apes when we dug our first graves. It was the birth of civilization. And it will be the end of it when we cease to honor those who have passed before.

Masson lets that sink in.

MASSON

Now, off with you.

HARRY

You ain't gonna hand us ovah to the local constabulary?

He waves them away.

MASSON

Go, I said.

BURTON

Thanks, mistah Masson, sir. You'll nevah see our sorry faces again.

HARRY

We swears it. On our mothah's--

BANG! Masson fires over their heads. That gets them moving. The thieves hot-foot it out the cemetery gates.

Now that he is completely alone, Masson turns back to the open grave. He climbs down into the hole.

IN THE GRAVE

Masson shivers from the enclosure. He doesn't like small spaces. Nevertheless, he crouches down, getting close and intimate with the corpse.

MASSON

All right. Let's take a look at you.

And he opens the corpse's mouth to reveal...

GOLD FILLINGS

Masson removes a set of pliers from his coat pocket.

And with expert finesse, he extracts the gold, one tooth at a time.

MASSON

(smiling to himself)
Foundations of society indeed.

And we realize that Masson is himself a grave-robber of the highest order.

He pockets the precious nuggets

...But one slips from his grasp.

We watch IN SLOW MOTION as it falls, then bounces-- PLINK-PLINK-PLINK --back into the coffin.

CURSING, Masson scrunches down even closer to the body as he fishes around for it.

(CONTINUED)

2

CONTINUED: (5)

2

The scent of putrid flesh makes him gag. And this hole is making him feel unbearably claustrophobic.

Yet greed trumps both disgust and fear. He paws deeper... and deeper-- YELPS!

Masson yanks back his hand to reveal a *chunk of his palm missing*. Blood flows freely.

Horrified, he spots his attacker...

A RAT

Still chewing on his flesh.

It is vile, covered in a coat of grey, slime-coated fur. It POSSESSES ONLY ONE EYE, through which it stares back defiantly at him.

Masson chokes back his revulsion and struggles to aim his revolver with his wounded blood-slicked hand. But in a flash, the one-eyed rat is gone, vanished into the moldering depths of the earth.

CUT TO:

Masson's BANDAGED HAND, clutching the burlap bag of loot.

We widen our view to reveal...

3

EXT. WHARF, SALEM HARBOR - DAY

3

Anchored boats rock on intemperate water. From the shelter of a darkened street Masson watches as a meaty bruiser of a man, HANS OVERFIST, takes his burlap bag and assesses its contents: the broach, necklace, locket, rings and gold teeth.

HANS OVERFIST

That's it?

MASSON

What do you mean? That should easily satisfy this month's installment.

HANS OVERFIST

There ain't enough here to cover the interest.

MASSON

That locket is sterling silver.

(CONTINUED)

HANS OVERFIST

It's pewter.

MASSON

Silver.

Hans Overfist crushes the locket in his meaty hand, then returns it to Masson.

HANS OVERFIST

Pewter. It'll get you about thirty-five cents.

He steps close. Masson is forced back against a pockmarked wall.

HANS OVERFIST

This is the third time you've come up short. I'd give ya the benefit of the doubt, but my employers take a less charitable view. They's beginning to think youse been keepin' the best for youse-self.

MASSON

You offend my honor, sir. The Massons have always been good for their debts. I am merely the victim of one evening's misfortune at the card table and I have every intention of repaying it. The problem is the rats.

HANS OVERFIST

The *rats*?

MASSON

Yes, the rats. They have infested the cemetery. The pests take the bodies before I have a chance to extract the items which constitute my stock and trade. Why often is the time that after digging for hours in the dampness and the cold of a miserable night, I reach my prize only to find it is merely an empty box.

HANS OVERFIST

You tellin' me rats is stealing bodies outta coffins?

MASSON

What did I just say? It's an epidemic. My monthly returns are a fraction of what they once were.

HANS OVERFIST

Rats can't do that.

MASSON

Oh, but my dear fellow, they most certainly can ...And Salem's rats are no ordinary rodents. They come from far off shores, have done for hundreds of years, for as long as this port has existed. Stowaways on trade ships returning from Malaysia, China, the Ivory Coast and other exotic lands where these creature's ubiquitousness has inspired entire religions. I am if nothing else, a student of history. And it is well known that in the old days, when Cotten Mather hunted down Salem's evil cultists there existed a network of caverns beneath our fair streets- black churches, which hosted ghastly orgies and perverse sacraments to unspeakable entities- pagan rites performed in defiance of law and sanity. Of course I don't subscribe to such absurd superstitions, but you can be sure that over the centuries the rats have been commingling in these subterranean enclaves, free of native predators, gathering in untold numbers. Only God in Heaven truly knows what's breeding down there.

HANS OVERFIST

They're rats. Just kill 'em.

MASSON

Ahhh, if only it were so simple. The rat's destructiveness is only matched by his resilience. Did you know that the average rat can wiggle through a hole no larger than a quarter?

(MORE)

3

CONTINUED: (3)

3

MASSON (CONT'D)

Or that it can tread water for
three days, or that it can eat
through lead and concrete? Two rats
can multiply to twenty million in
only three years.

(MORE)

(CONTINUED)

MASSON (CONT'D)

Why it's estimated there are as many rats on the planet as people. One might even make a reasonable argument that they are well on their way to supplanting Homo sapien as the dominant species. I've employed both guile and brute force to destroy these pests. Traps, poison, even gas. Nothing has stopped them. Their warrens are complex and well fortified. Not to mention I'm a certified claustrophobe. Small spaces are intolerable to me. The result of a childhood incident in a ice box-- not your concern-- my point is I'm unable to penetrate the enclosures where they congregate. I would gladly hire an exterminator, but I daren't let a professional examine the property lest they unearth the mangled corpses, which my trade leaves buried from sight. All the while, these brutes grow ever bolder.

He holds up his wounded hand.

MASSON

This is the result of a rat bite which I suffered in my efforts to acquire the very items you now hold in your possession. The pain, I can tell you, was quite unbearable. And that was nothing compared to what I had to endure under the care of my physician in the form of countless needles required to inoculate me from disease. As you can see, I am at my wits end. So please, I'm begging you and your employers to show me a modicum of mercy. Or at the very least patience as I contend with this issue.

Masson looks pitifully at Hans Overfist. And for a moment we think he might relent... but only for a moment.

HANS OVERFIST

You already used up my patience standin' here listenin' to you yammer.

(MORE)

(CONTINUED)

3

CONTINUED: (5)

3

HANS OVERFIST (CONT'D)

As for my employers, I'd say that they's gots about as much interest in excuses as they's does in rats. So if I's was you, I'd pay what you owe, Mr. Masson. Udderwise, you won't be *in* the cemetery business... you'll *be* the business, if youse sees whats I mean.

He returns the empty sack to Masson.

HANS OVERFIST

One week.

4

EXT. SALEM - DAY

4

A BIRDS EYE VIEW of Salem. We zero in on a lone figure negotiating the narrow avenues like a you-know-what in a maze.

5

EXT. SALEM MORTUARY - DAY

5

Masson rounds the back of the grim windowless brick building, eyes cast down, collar up against the perpetual rain.

He arrives at a rusted door and BANGS on it with a coded knock.

MASSON

Dooley.

He bangs again.

MASSON

Dooley, it's Masson!

A slat opens in the door and two bloodshot eyes peer out at him.

DOOLEY

What are you doing here?

MASSON

Open up. It's urgent.

The peephole slides shut.

A pregnant pause. Just as Masson turns to go, the door unlocks and swings open. He scurries inside.

6

INT. SALEM MORTUARY - DAY

6

A dim hallway. The instant Masson enters, the man shuts and locks the door. He is short and round. A waxed and curled moustache is nestled under a red nose and tired eyes. This is DOOLEY.

DOOLEY

I told you never to come here.

MASSON

Is he in?

DOOLEY

No, thank goodness. Out attending to some business. But he could be back any time, so make it quick.

MASSON

I need to know if you've got anything promising?

DOOLEY

Nothing this week. Nothing of consequence.

MASSON

Could I have a look?

DOOLEY

Absolutely not.

MASSON

You don't understand. This is a matter of life and death.

DOOLEY

I only deal in the latter. And in this case they're all vagrants and paupers. No one of value.

MASSON

Perhaps there's an unfortunate soul who, like myself, knew better times and procured gold fillings before a fall from grace. It will only take a minute for me to check.

DOOLEY

No.

(CONTINUED)

MASSON

Come, Dooley, dear fellow. How many times have I *assisted* you in the past? Not to mention lined your pockets. More than was bargained for, I might add.

Dooley's resolve weakens a little.

DOOLEY

Only *one thing* can convince me to let you examine those cadavers.

Masson sighs. He knows exactly what Dooley is referring to.

MASSON

Ahhh, Dooley. I expected more. ...Having said that, I did come prepared.

Dooley licks his lips as Masson retrieves a VIAL OF BLACK LIQUID -- OPIUM -- from his jacket.

MASSON

The devil's elixir. If only you could muster the will to abstain. So many find their end in its dark pleasures. I pray you won't one day count yourself among them.

Dooley snatches it.

DOOLEY

Two minutes.

A metal door opens on a white tiled room.

Masson enters, Dooley close behind.

He sidles up to the first of FOUR NAKED CADAVERS, each resting on a separate autopsy table. The first one is A MIDDLE-AGED MAN. His weathered face speaks of a life of hardship.

Masson opens his mouth and is greeted with a couple of yellow teeth rising from discolored gums.

Masson moves to the next... decapitated.

DOOLEY

They're still looking for the head.

And the next, a woman whose skin barely hangs from her bones.

DOOLEY

Found in a bath. It was like soup

Masson pries the jaw open, it nearly comes off in his hand.
Not a single filling.

DOOLEY

Looks like the old gal took good
care of her teeth though.

And to the final one, which sports a set of rotten wooden
dentures.

DOOLEY

Wooden dentures. Some fine
workmanship there. Sadly,
undervalued on the open market.

MASSON

Damnit all to hell.

DOOLEY

I told you. All they left to the
world was their mortal remains.

Masson can only shake his head at his plight.

Then something draws his attention...

A CURTAINED VESTIBULE

MASSON

What's in there?

Dooley steps in front of him.

DOOLEY

Nothing of interest to you. Come
now. You had your look. Time's up.

But Masson pays no mind to Dooley. He pushes him aside and
swipes the curtain aside to reveal...

A FIFTH CORPSE

This one is AN OLD MAN. Unlike the others, his body is in
reasonably good condition, his nails well-manicured, his hair
well-groomed.

DOOLEY

Leave that one alone. It just came in. The coroner hasn't had a chance to examine it.

But Masson already has the old man's mouth open and is basking in the glow of a COMPLETE SET OF GOLDEN CHOPS. A miracle of dentistry and a fortune waiting to be plundered.

MASSON

Hallelujah.

In a flash Masson has his pliers out. But Dooley is on him, fighting for the instrument. They argue while they struggle.

MASSON

I need those teeth!

DOOLEY

Are you out of your mind! He's important. Wealthy shipping merchant. One scratch on him and the coroner will know. Then he'll start asking questions and how long do you think before he figures out the particulars of our arrangement? Just wait until tomorrow and then you can have your way with him!

MASSON

Tomorrow could be too late! Once he's in the ground the rats will get to him!

DOOLEY

Rats?

The sound of the door opening ends their struggle and their debate.

The CORONER enters the room. Accompanying him is THE WIDOW of the old man, her SON and a MORTICIAN.

CORONER

This way, Madame.

They step up to the vestibule and sweep back the curtain to reveal...

The body left undisturbed. Masson and Dooley are gone.

WIDOW

Oh, Lord. Dear Winston.

7

CONTINUED: (4)

7

She buries her head in her son's chest, weeping. He seems less moved.

WIDOW'S SON

There, there, mother.

WIDOW

Forgive me. He seems almost alive... As if he were having his afternoon respite.

(to the Coroner)

Do as you must, but please preserve his appearance.

(to the Mortician)

For the presentation I would have him dressed in his finest. All his medals will be affixed to his breast. And in his hand the sabre that was gifted to him by King George. His most prized possession.

WIDOW'S SON

Are you sure, mother? It's priceless...

Our perspective shifts to reveal Masson and Dooley hidden behind a wall of medical equipment. They listen intently.

WIDOW'S SON (O.S.)

...Once interred, it is lost to you forever.

WIDOW (O.S.)

For shame, child. Your father would have it no any other way. No cost is too great for this final tribute.

Dooley eyes Masson as he takes this in... the realization that this treasure awaits him... if he is patient.

8

EXT. SALEM STREET - NIGHT

8

A garbage-strewn gaslit street. Night has fallen and we find Masson skipping along the cobblestones, oblivious to the rain and the cold, high on his good fortune and maybe one too many shots of bourbon.

He arrives at the entrance to the TENEMENT BUILDING that he calls home.

9

INT. TENEMENT BUILDING - NIGHT

9

Masson merrily ascends a creaky staircase and weaves down a dingy hallway toward his flat.

As he unlocks his flat, he doffs his hat to his neighbor, a LADY OF THE EVENING, who scowls at him as she draws a BRUTISH CLIENT into her boudoir.

MASSON

(cheery, oblivious)

A most pleasant evening to you,
madame. And sir.

LADY OF THE EVENING

Fuck off.

She SLAMS the door in his face. His eyes linger a moment before entering his domicile.

10

INT. MASSON'S FLAT - NIGHT

10

A grim affair. Cracked plaster and torn wallpaper. A few family heirlooms including portraits of aristocratic-looking men and women. Masson's fabled lineage.

We find him in bed. Stained night-jacket, and cap. He is attempting to read a dog-eared copy of *Milton's "Paradise Lost"*, which is proving difficult because the RHYTHMIC POUNDING on the other side of the wall is more than a little distracting. Still...

MASSON

(reading)

*"Long is the way and hard, that out
of Hell leads up to light."* Truer
words have never been written.

The pounding reaches a crescendo and then a sudden rest. In this ensuing quiet we sense Masson's loneliness.

He sets the text down. Sighs. Mutters to himself...

MASSON

He will only be in the ground for a
few hours before I reach him.
Surely, those pests can't get to
him that quickly.

Masson casts his gaze heavenward.

(CONTINUED)

MASSON

Lord, please show me mercy, if only
this one time.

As he says this something catches his eye.

A CRACK IN THE CEILING.

...Something about it.

A thin line of plaster dust rains down

Alighting on Masson's nose.

Accompanied by a sound--

SCRITCH-SCRITCH-SCRITCH

Masson rises slowly.

Stands unsteadily on the mattress.

SCRITCH-SCRITCH-SCRITCH

The sound and movement grows more agitated.

SCRITCH-SCRITCH-SCRITCH

Then something pokes out of the crack

Thin, wiry, like an errant hair.

Masson take hold of it.

And YANKS...

Pulling out a WET, GREY, SLIMEY RAT by the tail.

He SHRIEKS

Throwing it aside as

He falls backwards into the bed

And the crack in the ceiling WIDENS

SPLITS OPEN

Releasing a waterfall of THOUSANDS OF RATS!

Masson leaps out of bed.

It's day.

10 CONTINUED: (2) 10

The room is intact. He is intact.

It was merely a bourbon-fueled dream. The reality of his situation filters back into his brain. He shakes off the horror of his nightmare. A smile creases his mouth.

His fortune awaits.

11 **EXT. GOTHIC CHURCH - DAY** 11

THE CAMERA DESCENDS through low-slung cloud and drizzle to find a GOTHIC NEW ENGLAND CHURCH, rain-slicked white clapboard and sober arches.

THE CAMERA continues through the thick atmosphere and soars over a long line of MOURNERS hidden beneath the carapaces of their umbrellas, waiting to be admitted, then continues up the stairs leading to the entrance, through the open double doors...

12 **INT. GOTHIC CHURCH - DAY** 12

...And INSIDE THE EMPTY CHURCH, up the aisle, gliding past pews and finally alighting at the foot of a MAHOGANY CASKET which displays the WEALTHY MERCHANT.

The coffin is lined with the finest satin and within the lid is an engraved plaque upon which is written "*Noster amor est apud te sepultus*"

Masson steps into view and sidles up to the body.

His eyes widen as he catches a glimpse of the Merchant's jewelled cuff links, the gold tie clip, the silver buttons, the gilded medals which adorn his coat. And most impressive of all, in his dead hands, a jewelled scabbard with a gold plated hilt.

Someone clears their throat. Masson is suddenly aware that the GRIEVING FAMILY has arrived. He turns to the Widow, feigning sympathy.

MASSON

(referring to the plaque)

"Noster amor est apud te sepultus"... Our love is buried with you. Such a touching epitaph. It shall remain with him forever.

Masson steps boldly up to the Widow.

(CONTINUED)

MASSON

Madame, the name is Masson. I am
the caretaker of your husband's
final resting place. I will make it
my personal mission to ensure its
integrity is preserved in
perpetuity.

With that, he steps aside to permit her a final viewing of
her departed husband.

12

CONTINUED: (2)

12

PRIEST (V.O., PRE-LAP)
*Lord our God, you are the source of
life. In you we live and move and
have our being.*

13

EXT. CEMETERY - DAY

13

A PRIEST offering benediction to the drenched mourners.

PRIEST
Lead us to your kingdom, Through
your Son, Jesus Christ, our Lord.

The tearful Widow and Son stand close to the open grave as Masson lowers the coffin with the assistance of rope and pulley. His expression is the picture of funereal propriety.

PRIEST
Keep us in life and death in your
love, and, by your grace. Amen.

CAMERA PUSHES IN to him as he brings the coffin to a rest on the soft, wet earth. A treasure that will be his all too soon.

He steps back offering a sympathetic glance to the Widow...

And then his shovel.

She scoops a symbolic clod of dirt over the coffin as Masson turns heavenward.

THE CAMERA RISES staring into the dim sun which strains through a bruised sky, and then DISSOLVES TO:

14

EXT. CEMETERY - NIGHT

14

An anemic moon peeking through the clouds of GRIM NIGHT SKY.

The rain continues unabated as we hear the persistent and rhythmic SOUND OF DIGGING.

CAMERA DROPS earthward to find the graveyard is now empty save for the lone figure of Masson, who furiously exhumes what he just buried. Digging to his fortune. Digging his way out of a debt that his very life depends on repaying.

THUNK!

(CONTINUED)

Mason's shovel strikes wood. He gets down on his knees and clears the dirt around the casket, giving the room needed to open it.

MASSON

Ahh, *that's it*. That's it. Almost there...

SCRITCH-SCRITCH-SCRITCH

Did he hear that?

He presses an ear to the casket.

SCRITCH-SCRITCH-SCRITCH

Masson reacts to the dreaded sound, his face turning another shade of pale.

MASSON

No, no, no! --Please, Lord, don't let it be too late.

He works madly to clear the coffin lid, jams his shovel inside and levers it with all his weight...

One time...

Two times...

Three--

The lid breaks free of the soil, swinging wide open to reveal...

Nothing.

Just a dark space where the body should be.

Masson aims his flashlight inside in time to see...

The OLD MAN'S BODY PULLED THROUGH A HOLE CHEWED THROUGH ONE END OF THE COFFIN.

With a CRY of horror, Masson throws himself inside the casket and grabs the dead man's foot just before it can disappear into the hole.

He strains against the force pulling from the other side. We have to wonder, *what kind of rats are that powerful?*

It's a tug of war.

Man against rat.

And man loses as the Dead Merchant's foot escapes from his grasp. Masson finds himself left holding nothing but an empty shoe.

14 CONTINUED: (4) 14

He sucks air as he grapples with what is at stake.

FLASH TO:

Hans Overfist shoving Masson into an open coffin. And then the lid slamming over him as nails are pounded into it, sealing him within forever.

BACK TO:

Masson reeling from this premonition.

His eyes focus on the dark hole where the body disappeared. It is man-sized but just barely. Claustrophobia seizes his brain and he has to fight it back.

There is no choice.

With a last gasp of open air, he hunkers down and crawls into the hole.

15 INT. HOLE / TUNNELS - NIGHT 15

Masson's flashlight cuts into the darkness as he eases into the crawl-space.

He pulls himself forward on his hands and knees, his head and back scraping the ceiling, sending dirt and rocks showering into his hair and down his shirt.

The air is thick in here. Fetid. Pregnant with the reek of rainwater and moldering flesh.

His hands and knees scrape against exposed roots and stones.

SCRITCH-SCRITCH-SCRITCH

That sound. He's getting closer and soon the bobbing beam of his flashlight finds the naked foot of the Dead Merchant some distance ahead. He is being dragged slowly but relentlessly deeper into the earth.

Masson picks up his pace, clawing and scraping his way with all the speed he can muster.

MASSON

Come on... *come on, Masson.* This is your pride. Your prize.

This is a chase. A *tunnel* chase.

(CONTINUED)

And Masson is closing the gap, getting closer and closer to the escaping cadaver.

It's within reach...

MASSON

Yes, you're mine.

His hand swipes for the naked foot when something gives beneath him. A GROAN from the depths ...The foot slips from his grasp as the *ground bows under his weight*. Masson reacts with terror as he realizes forming under him is...

A SINKHOLE

He clings to the side of the tunnel as the earth shivers and then drops away, opening into a great maw of blackness leading to god knows where.

Heart pounding, Masson skirts around the edge of the pit, barely avoiding the dark recesses below.

Finding purchase on solid ground, he catches his breath, aims his flashlight ahead. The body has gained some distance but is still visible.

Steeling himself, Masson resumes the chase. He passes mouths to other tunnels. The warren seems to go on and on. A complex underground network.

Undaunted, Masson weaves through the maze, his eye never leaving his prize.

But the terrain is becoming increasingly inhospitable.

The wet earth sucks at his hands.

Jagged rocks slice his knees.

Roots stab him, scratching and tearing at his flesh.

A particularly gnarly one jabs him in the eye.

Angrily he yanks it and it gives, bringing down a cascade of earth.

Masson is powerless to stop it. He opens his mouth to scream but his breath is plugged by the surge of earth that rains down on him.

Within seconds, Masson disappears from sight as the space immediately around him CAVES IN.

This is followed by a horrible stillness. The only thing visible is the dusty illumination of his partially buried flashlight.

(CONTINUED)

A beat.

Another...

Suddenly A HAND BURSTS FROM THE LOOSE DIRT.

This is followed by Masson's head, vomiting dirt, and then the rest of him as he claws out of this premature burial.

The tendrils of claustrophobia once again coil around his mind.

His throat constricts.

Sweat pours down his face.

 MASSON
 (panicked, mumbled)
 Aaughhhhh... Oh, cold... Oh,
 darkness... Oh, God, oh...

But Masson stamps down the terror.

 MASSON
 Calm, Masson. *Calm*. The civil mind
 is a still and peaceful pond.
 Breathe... breathe... *breathe!*

He draws deep breaths... slowly pulls himself out of paralysis.

 MASSON
 You will survive. You *will*.

And with that self-reassurance, he somehow manages regain his composure.

He flashes the light down the tunnel. Now there is nothing but darkness. The corpse got away from him. He has lost his prey.

 MASSON
 Damn it all to hell!

And behind him, where he clawed free from the earth, he has left a Masson-sized gap in the tunnel-- there is still a way back.

He realizes he has little choice but to return to the surface. But before he does he addresses his nemesis...

MASSON

I will have my revenge. Mark my
words.

(MORE)

MASSON (CONT'D)

Masson will return with hellfire
for each and every one of you and
your pestilent kin.

With that vow made, he makes to turn around...

Then realizes that the tunnel is too narrow for him to
reverse his position.

Another wave of panic sweeps over him.

MASSON

Calm, Masson. Calm.

Again, he finds the will to suppress his terror.

He slowly, carefully backs up.

And then wiggles his posterior into one of the adjoining
tunnels.

From this position he manages to angle his head towards the
exit.

MASSON

Smart, Masson, *smart!* That's how
you're going to beat them.

Relieved he draws another calming breath.

And then starts back on the path to freedom.

SCRITCH-SCRITCH-SCRITCH

The dreaded sound. It comes ever closer from the darkness.

Masson aims his flashlight behind him at what first appears
to be a roiling black carpet, but which is revealed as
HUNDREDS OF RATS, skittering towards him.

MASSON

Holy Mother...

Masson redoubles his efforts, loping through this intestine
of earth.

But he simply is not fast enough.

And before he knows it, the rats are on him again.

Running over his arms and legs.

Tangled in his clothes and in his hair.

Masson fights them off with primal ferocity.

Afraid to open his mouth lest one of them crawl inside.

It is his nightmare come to life.

Masson feels every part of his body invaded and violated by wet little feet and cold noses.

He contorts, draws his COLT.

And FIRES.

He blows off his toe.

The big one. On his left foot.

All that is left is a smoking hole where the pointed tip of his shoe had once been. Blood burbles over the singed edge of patent leather.

Masson releases an almost INHUMAN HOWL.

The pain is beyond anything he has experienced before. But at least it clears the rats off him. They scatter from the sound.

For the time being.

When at last Masson recovers his senses, he turns suddenly still. For amidst the splattered blood and smoke, one rat remains.

A grey slimy rat... WITH ONLY ONE EYE.

It sits upright on its hind legs and stares at him defiantly... pointedly through that single pink oculus.

There can be no mistake: *This is the rat that took a chunk of his hand.*

It squeaks at him in a tone that one might almost describe as *mocking*.

Bilious rage surges through Masson.

He raises the Colt and levels it at One Eye.

And fires point blank.

One Eye EXPLODES.

Fragments of fur and rat meat fly every which way, intermingling with Masson's blood over the slime caked walls of the tunnel.

The catharsis is unspeakably satisfying, clouding Masson's senses so greatly that he fails to notice that something *big* lurks in the adjacent tunnel.

But we see it.

At first we might assume it is a large clump of earth and rock.

Until it moves.

Its considerable mass dislodges rocks from the walls of the tunnel. The sound catches Masson's attention, pulling him from his reverie.

He turns... A welling sense of dread as he aims his flashlight... Reacts with horror.

It is

Man-sized.

Hairless.

White translucent skin.

Arterial system visible beneath.

Blind saucer-eyes.

A thing evolved independent of light.

And like a great sow, smaller rats suckle on the twin line of teats, which dot its slick belly.

This is THE QUEEN RAT.

Masson stifles a cry. Garnering HER attention. Slowly she turns to him, disengaging from her brood.

She stalks up to him with deliberate coiled motion, like the apex predator that she is.

Masson is frozen to the spot, his mutilated foot completely forgotten as this abomination of nature draws closer... Comes right up to him as if to kiss his cheek.

The nostrils of her rodent proboscis flex in and out.

He can feel her hot breath against his perspiring skin as she blindly explores him.

Her cleft lip curls back revealing *two enormous razor teeth*. Teeth that one could easily imagine rending flesh from bone.

Masson glances down at his Colt, his mind calculating the risk/time factor required to cock the hammer, aim, and shoot before this thing tears him to pieces.

The razor teeth brush his ear. He holds his breath as every fiber of his being screams at him to run.

Gently-- ever so gently-- he cocks the hammer until it engages with what feels like a deafening...

CLICK.

The Queen freezes having heard the sound.

What happens next is so fast it barely registers:

Masson squeezes the trigger and the gun fires. The bullet slams into the Queen's haunches, sends her reeling back with a pained SHRIEK.

But as she does so, her razor teeth brush Masson's arm, slicing into his flesh, making him involuntarily drop the pistol.

He releases his own very human CRY OF AGONY as he too falls back, and then retreats down the tunnel.

We follow Masson crabbing through the tiny space, his Colt abandoned, gripping only the flashlight.

He struggles through the maze of tunnels in a wild purposeless retreat, all sense of direction lost as he rounds one corner and then another.

Masson hazards a look back behind him. For a moment it seems that he may have eluded the monster, perhaps the shot killed or incapacitated her...

But no, that hopeful thought is shattered as a roaring, vengeful SCRREEECH fills his ears, and then the sightless Queen appears in the bobbing beam of his flashlight.

Masson lets out another CRY of terror, and turns back to the tunnel ahead, moving as fast as he possibly can.

15

CONTINUED: (9)

15

He can hear her getting closer and closer. His fingernails are practically torn from his bloody digits as he fights his way through the earth, all the while, he prays against the inevitable.

But to no avail. He can feel the Queen nipping at his heels.

Just when it would seem all hope is truly lost... the earth gives way beneath him, and Masson goes from clawing dirt to clawing air. And we realize--

It's another sinkhole.

This time Masson is unable to escape gravity. He finds himself falling. Like Alice down the rabbit hole.

Slamming against rocks...

Pin-balling against roots and loose earth...

Down and down and down...

....Ending in abrupt, sharp pain.

16

INT. NEST - NIGHT

16

Masson sucks in a breath.

Recovering...

Orienting himself...

He lies prone on a sharp, uneven surface. He feels for his flashlight, which miraculously has landed next to him.

Scattered across the floor are thousands and thousands of bones.

Mostly human.

Presumably from the countless bodies that were carried away by the rats. Everything that these creatures have dragged into the depths.

This is the ultimate rat nest. A slime-coated pestilential hellhole.

Masson jerks back with involuntary revulsion, gagging. Holding hand to mouth.

MASSON

Ahhhhhch...

(CONTINUED)

Then among the rotting flesh and rat shit he notices something *glitter*.

He explores further with his flashlight...

In the nooks and crannies he sees the interred treasure of the disappeared cemetery bodies. Silver, gold, jewels of every description. They sparkle in a magical array of prismatic light.

His eyes light up with the discovery.

MASSON

Holy Jesus.

Masson absorbs this turn. Through the mist of fear and pain something else rises from deep within, slowly but inevitably:

Greed.

Masson digs into the charnel and begins to gather the treasure. Anything of value that was ingested and shat out by this monster he stuffs into his pockets.

He comes across a familiar item: The Merchant's sword! Even it has somehow found its way to this treasure-trove.

Masson can barely comprehend this reversal of fortune.

An irrepressible CACKLE verging on insanity burbles out of his mouth as he retrieves it, along with rings, broaches, earrings, watches, cuff-links... all buried with the generations of Salem's dead.

MASSON

Masson, Masson, you lucky bastard.

From this blissful haze he becomes aware of the unusual nature of the room. He casts the light around him, illuminating man-made structures. Stone columns flank a domed ceiling. It is ancient, crumbling. Roots have forced their way between the cracks in the walls. This is a

Ornate carvings in the walls, runes perhaps, form a spiral pattern which converges upon an ancient statue set on a dais.

It is winged.

An angel.

Only the head is not human. It is composed of tentacles and ringed with a multitude of eyes.

This recalls the unholy temples Masson had referenced earlier-- Some dreadful remnant of Salem's dark history. Masson crosses himself.

MASSON

Cotten Mather...

Unnerved, Masson casts his light in the opposite direction, illuminating ANOTHER FIGURE. This one is not a statue but rather a PRESERVED CORPSE, dressed in rotted monk-like robes and posed in the ritual of prayer. It rests on its knees within a stony alcove. Hanging around its neck is an AMULET in the form of one of the pagan symbols.

Masson comes closer. THE AMULET IS ENCRUSTED IN PRECIOUS STONES AND GEMS, which reflect and refract his flashlight beam back at him. They set his eyes alight.

MASSON

Oh, blessed be.

He drops all his other treasure, which now pales as he ever-so- gingerly reaches for this ULTIMATE PRIZE. With the practiced skill of his trade, he lifts the chain from its neck.

Only, the chain catches on something. Masson angles his flashlight to reveal it is tangled on a root.

Masson tugs at it but the root proves resilient.

MASSON

Come to me, darling... come...
coooooome..

He tugs harder, jostling the corpse.

Or did it move of its own accord?

...Impossible.

Masson returns to the task at hand and with some careful maneuvering manages to de-tangle the chain from the root.

MASSON

Hallelujah. Got you!

Only in that moment something takes hold of *HIM*.

The corpse's hand grabs his wrist. Impossibly, bony fingers dig into his flesh with such force as to draw blood.

17

CONTINUED: (3)

17

Masson can barely comprehend what is happening as the corpse swivels its eyeless head towards him, opens its mouth, and releases a putrid breath held for centuries.

Defying all natural laws it has returned to life.

With an animalistic cry of terror, Masson pulls back...

An awful TEARING SOUND as the upper torso of the corpse is wrenched apart from its pelvis and legs.

Now free of its burdensome lower half, it climbs nimbly up Masson like a two-legged spider. Black teeth chomp at him. It takes a bite out of his right earlobe.

Masson cries out and flings it away with all his might.

It tumbles to the floor. But then instantly rights itself and comes back at him with even greater vigor.

Crying and gripping his bleeding ear, Masson retreats. Scrambling and slipping on the bones and shit. His flashlight swings wildly, finding another tunnel entrance. He snatches the merchant's sword from the ground and flings himself through the aperture.

18

NOW IN THE TUNNEL

18

Masson crawls on all fours once again, in one hand the flashlight, in the other the sword, the amulet swings from his neck.

Behind him he can hear the chattering-click of bones as the thing follows him.

Masson struggles against the slippery upward grade of the tunnel which also seems increasingly narrow the further he climbs.

MASSON

Lord Jesus God Above, I swear to
you my eternal piety, I will commit
my heart to you and you alone, I
henceforth disavow all my vices,
sins, misdemeanors! Pity me,
please, pity poor Masson!

Then as if in answer to his plea...

The tunnel widens and Masson manages to gain speed.

(CONTINUED)

Ahead he sees something jutting from the ceiling of the tunnel...

A LARGE STONE surrounded by roots.

An idea strikes him. He digs at the stone, hoping to dislodge it and block the tunnel from the approaching horror.

MASSON

Come on, blast you! ...COME ON...

SCRITCH-SCRITCH-SCRITCH

Another sound. All too familiar.

Masson turns and is greeted by the unwanted sight of

THE QUEEN RAT

Coming from the opposite direction.

Masson swivels the other way and sees the corpse dragging itself inexorably forward, blackened teeth chattering with excitement.

He has no way of escaping.

Both ends of the tunnel are blocked by these horrors.

He raises his sword for this last stand

And the Queen gets to him first!

She pounces, knocking the weapon from his grasp.

It clatters uselessly on the tunnel floor some distance away.

Masson is pinned to the ground, completely helpless under the weight of the Queen.

The Queen opens her maw.

Those razor teeth glint in the narrow beam of his flashlight.

This is the death stroke that will end Masson once and for all.

He raises his hands defensively.

One hand snags on a root.

And as he involuntarily tugs it

The ROCK LOOSENS FROM ITS MOORINGS.

At the last instant, Masson ducks out of the way as it comes
CRASHING DOWN...

Onto the head of the Queen Rat in a bilious explosion of brain matter.

Masson rises from the gore in the narrow crevice that remains between him and the rock. He stands by the Queen's hind quarters.

He watches breathlessly as the Queen's tail dances out a final death rattle.

She is dead.

THE QUEEN IS DEAD!

A breath of relief

AND A CORPSE HAND SHOOTS OUT OF THE GAP

Narrowly missing Masson.

But it is constrained by the rock, which now blocks its side of the tunnel.

Masson has been saved.

MASSON

Oh dear, Holy Father, I thank you.

The corpse chatters hopelessly from the other side of the rock.

Safe for the moment, Masson looks to the tunnel ahead, then allows himself to explore the hole that the rock left in the ceiling.

His flashlight reveals that it is an entrance to another tunnel which leads upwards.

And at the end of the tunnel

LIGHT!

MASSON

Good God.

Gradually, it dawns on him...

He is victorious.

He won.

He WON.

Man beats Rat.

He basks in the glory. For himself. For his species. He is the apex predator of the underworld. And with the amulet around his neck and the booty in his pockets he has enough treasure to pay off his debts many times over. To make him rich.

MASSON

Praise be! Thank you, Jesus! I repent. I *repent!* A new Masson arises!

Energized and hopeful, Masson turns his flashlight to the tunnel ahead.

Climbs.

And climbs.

The light grows brighter as he approaches

The end of the tunnel.

He redoubles his efforts. Up and up. Milton's words play on his lips like a mantra as he ascends.

MASSON

"Long is the way and hard, that out of Hell leads up to light."

Finally, he reaches a narrow aperture, and using the last of his strength, he squееееееzes through.

MASSON

"Long is the way and hard, that out of Hell leads up to--"

BUMP!

He hits his head against something hard, smooth and wooden above him.

He raises the flashlight to discover the source of the light he was chasing is in reality a METAL PLATE, which has reflected his own flashlight back at him.

Next he notices that the plate -- a plaque it would seem -- is inscribed with words in Latin: *"Requiescat in pace"*

The plaque is screwed into a plank of wood.

Masson realizes...

He has crawled through the gnawed opening in an empty coffin!

He's trapped like a--

MASSON

NO! Nononononononononooooo--

Masson's claustrophobia returns with a vengeance.

The breath catches in his throat.

Panicked, he beats his fists against his tiny prison.

But it's useless.

He SCREAMS and SCREAMS.

No one can hear him.

No one but...

SCRITCH-SCRITCH-SCRITCH

A wave of rats SURGES into the tiny space.

MASSON

Not like this... *not like this...*

Masson is submerged under a roiling mass of fur. He struggles but it is useless. There is no escape.

The rats smash his lamp, knocking out his only source of light. And we are left with only his SCREAMS. SCREAMS OF SUCH HORROR AND SO ANGUISHED AS TO BE BARELY RECOGNIZABLE AS HUMAN.

...Then disturbing SILENCE.

...

...

...

Then another sound.

Distant, muffled. Rhythmic...

Digging.

Growing louder and louder until...

THUD!

A reverberation like metal against wood.

(CONTINUED)

18

CONTINUED: (8)

18

And then the sound of wood splintering.

We see the coffin lid jimmied open.

CRREEEEEEEEEEEEK

The cold, penetrating illumination of flashlights blinds us, they give way to reveal the mud-smeared, eager faces of...

HARRY AND BURTON

The two young grave robbers from the beginning of our tale. They look down at us with surprise.

CUT WIDE to reveal...

19

EXT. CEMETERY - NIGHT

19

Harry and Burton stand over the exhumed coffin. Inside is Masson. **Dead.**

HARRY
Hey, isn't that--?

BURTON
Well, I'll be damned.

Next, they notice Masson's pockets *bulging with jewelry.*

HARRY
Lahrd above...

The amulet around his neck...

Harry and Burton's surprise gives way to joy as the thieves realize...

BURTON
We hit the *mothah lode.*

They WHOOP and HOLLER with excitement. But before they can claim the treasure...

Masson stirs. A twitch that scares the living daylights out of them.

They scramble away as Masson's arms and torso jerk around in the coffin. For a moment, we might think he has somehow survived...

Until we realize something is puppeting him.

(CONTINUED)

CONTINUED:

From within...

Rats.

Graveyard Rats.

They burrow their way out of his mouth.

Out of his eye sockets.

Out of his throat.

Out of his chest.

Until the coffin is overrun...

With slick fur and bloody teeth

- *fin* -