

ANT MAN

screenplay by

Neil Rutenberg

**FROM A STORY BY
Stan Lee**

**FIRST DRAFT
NEW WORLD PICTURES**

FADE IN:

SOUND of CICADAS rise as the CAMERA PANS across an arid wasteland of scrub brush and cracked earth, stopping on an ominous building. ANGLE WIDENS to reveal a dilapidated metal sign reading: SOUTHWEST RESEARCH INSTITUTE.

Over this a caption;

SUMMER 1974

1 INT. LAB CORRIDOR -- DAY

CAMERA FOLLOWS a TECHNICIAN in a protective bubble suit as he carries a tray of test tubes down a hallway. The Technician turns a corner heading straight for a portholed doorway: LABORATORY "C"/ CAUTION--DANGEROUS BIOLOGICALS INSIDE. The doors HISS open as he enters--.

2 INT. LABORATORY "C" -- DAY

A sterile white laboratory. Computer banks flicker. Machines WHIR and CLICK. SCIENTISTS in lab coats hustle about.

The Technician sets the test tubes onto the desk of WALTER PYM-- a handsome man in his late forties with silky grey hair and piercing blue eyes. Walter scribbles some notes at the end of a report, then closes a folder marked: TOP SECRET/PROJECT TOM THUMB. He takes off his glasses, rubs his tired eyes.

HISS! A MAN steps through the sliding doors. We don't see his face, only his tailored blue suit and wing-tip shoes. The Man walks up to Walter Pym's desk. He extends his left hand. Waiting for the report.

Walter looks up with an expression of loathing and disdain.

WALTER

I'll find a way to stop you.
You'll never get away with this.

Walter slaps the folder onto the Man's waiting palm. Pym casts his eyes down. Ashamed. The Man lingers for a moment, then turns in place and walks out of the lab.

With a sigh, Walter reaches across his desk and picks a framed black and white photograph of himself standing by a river with a young boy wearing black glasses too big for his small face. Father and son with their fishing poles. Walter smiles.

KLAXONS SOUND! RED LIGHTS FLASH!

Walter's eyes snap up.

A voice CRACKLES from an overhead loudspeaker.

(CONTINUED)

2 CONTINUED:

WOMAN'S VOICE
Security breach in LABORATORY C.
Contamination eminent.

Panic in the lab. Scientists and Technicians bolt for the doors, but they're LOCKED TIGHT! They're trapped!

Walter picks up the phone.

WALTER
HELLO!

He clicks the receiver.

WALTER
HELLO!

The line is dead. He slams the phone down.

Walter pushes through the frantic crowd pressed against the exit. He pounds on the door.

WALTER
Open this door! Are you mad!

3 EXT. LAB CORRIDOR -- DAY

CLOSE ON Walter Pym's panic-stricken face SCREAMING through the porthole.

WALTER
(muffled)
FOR-GOD'S-SAKE! OPEN THIS DOOR!

ANGLE WIDENS as the Man in the blue suit calmly walks away, hands folded neatly behind his back.

4 EXT. GRAVEYARD -- AFTERNOON

A sprinkler sputters to life. A watery blue haze fills the air. ANGLE WIDENS to include a JAPANESE GARDENER listening to his transistor radio as he trudges across a vast green cemetery.

RADIO VOICE
Public Health officials now say
that the accident responsible for
the deaths of eighty one employees
at Southwest Research was due to
human error. . .

The Japanese Gardener walks past a long black limousine and hearse parked in front of a grave site covered by a green canopy. Only two people have attended the funeral of Walter Pym.

(CONTINUED)

4 CONTINUED:

RADIO VOICE

(fading)

. . . The head of the Institute,
Walter Pym, was buried today.

ALICE PYM wipes the tears from her large, proud eyes. The
PRIEST closes his prayer book, then takes Alice by the hand.

PRIEST

Alice, if you need anything, don't
hesitate to call.

Alice recovers, tries to smile.

ALICE

Thank you.

The Priest nods, walks away.

Alice turns to her teenage son, HENRY PYM. The boy in the
picture on Walter Pym's desk. He's a good looking young man with
longish brown hair and brilliant blue eyes framed by those big
black rimmed glasses.

Walter Pym's casket is lowered into the ground.

An unmarked government car parks behind the limo. The driver's
door opens and the Man in the blue suit steps out. This time we
see his face. Strong. Resolved. A crescent-shaped scar on
his left cheek. He takes off aviator sunglasses revealing green
eyes. Cold, emotionless eyes. His name is RANDOLPH BECKER.

As Alice and Henry cross the lawn for their waiting limo, Becker
intercepts them.

BECKER

Alice. . . I'm so sorry.

Her eyes harden. Hateful. She turns to Henry.

ALICE

Henry. . . Wait for me by the
car.

Henry trudges across the lawn, watching from a distance as his
mother and Becker face off. Her face is tight. Fists clenched.
Henry can only pick up fragments of his mother's words over the
WHIR and CLICK of the sprinkler. Words like: "CIA" and "germ
warfare".

The sprinkler suddenly stops. An eerie calm settles over the
cemetery.

(CONTINUED)

4 CONTINUED:

BECKER

Believe me, I understand how you feel. All the negative publicity about your husband has upset you. But--.

Alice slaps Becker across the face. His head snaps back as if on a rubber band. He takes the hit in stride. Never losing his cool.

ALICE

Mr. Becker. How is it that you're alive and everyone else is dead?

Alice stalks away from Becker and takes Henry by the arm.

ALICE

Let's go home, Henry.

5 INT. BLACK LIMOUSINE -- AFTERNOON

As the limo drives away, Henry looks out the rear window, eyes on Randolph Becker standing among the graves.

DISSOLVE TO:

6 INT. PYM'S LAB -- NIGHT

CLOSE ON a small grey mouse inside an open glass cage labeled "GULLIVER". SOUND of machinery WHIRRING to life.

Over this a caption reads:

PRESENT DAY

ANGLE WIDENS as a thin glass rod slowly rotates, its ruby tip aimed at the cage. The rod is mounted on top of a compact pyramid of blinking electronic components connected to a bank of computers by thick black cables. ANGLE WIDENS further to include an array of space-age machinery and flickering computer monitors crowding a windowless cinder block laboratory.

A high pitched WHINE splits the air. The overhead lights dim. The glass rod glows bright blue.

ANGLE ON a YOUNG MAN, wrinkled lab coat with "STAMP OUT CHAOS" stenciled across the back and RAY-BAN sunglasses modified to be used for protective goggles, as he watches from behind a bank of computers. Standing at his side is a very serious YOUNG WOMAN wearing standard protective eye-wear and a pressed white lab jacket.

(CONTINUED)

6 CONTINUED:

ON COMPUTER MONITOR:

PHASE TWO/

LOCKED ON TARGET/

A computer generated image of the grey mouse blips onto the screen. Biological stats roll in the upper right hand corner.

SNAP! A blue bolt sparks from the tip of the rod ZAPPING the mouse!

CRACKLE! The mouse is enveloped by tendrils of electricity.

The glass rod burns bright white!

The Young Man grins impishly.

Suddenly, the mouse explodes into millions of tiny flickering lights like swarming fireflies.

ON COMPUTER MONITOR:

THE IMAGE OF THE MOUSE BEGINS TO SHRINK WITH ASTOUNDING RAPIDITY!

The WHINE reaches an deafening crescendo.

A water glass at the Young Woman's elbow shatters.

POP! With a flash of white light, the fireflies vanish. Smoke fills the cage.

The glass rod flickers out. The high-pitched WHINE fades. Machinery slows to a stop. Overhead lights brighten.

The Young Man takes off his dark glasses. He immediately recognize the eyes. Bright blue. Child-like, yet intense. Driven. The eyes of HENRY PYM, a twenty-eight year old research Wunderkind and whirlwind of manic energy.

Pym races over to the glass cage. Wisps of steam curl from the glass. He can barely contain himself. He slips on a pair of heavy gloves.

The Young Woman joins Pym, goggles dangling from her neck. RITA CONROY is a brilliant physicist and Pym's partner. Her face is delicate. Innocent. Searching. And her enormous brown eyes are on Pym and this is more than professional admiration.

Pym carefully lifts the lid off the cage.

Both peer over the edge as the smoke clears.

CLOSE ON the grey mouse, now the size of a grasshopper.

(CONTINUED)

6 CONTINUED:

Reaching inside, Pym gently scoops the tiny mouse into the palm of his hand.

PYM
There you go Gulliver.

He gingerly strokes the tiny mouse. The mouse blinks.

PYM
That wasn't so bad. How was it?

Rita squints through a Polaroid camera.

RITA
Say cheese.

Pym holds up the mouse and smiles. Rita triggers the flash.

CUT TO:

Pym carefully lowers the tiny mouse into a small wire-mesh cage tagged with a smaller name plate. Gulliver's new home.

RITA
Well. . . You did it, Henry Pym.

He grabs Rita.

PYM
No. . . We did it!

He kisses her.

PYM
You're wonderful.

She's taken by complete surprise. Her cheeks flush red. She quickly straightens her hair, smooths her lab coat.

Pym frenetically wheels across the lab.

PYM
We are talking major breakthrough here! No. . . A revolution.
(DRAMATIC)
The small revolution!

He backpedals. Eyes wild, filled with wonder.

(CONTINUED)

6 CONTINUED:

PYM
Do you realize what we can do now?
We can shrink a surgeon down to
the size of a microbe to repair
a damaged cell.
(a beat)
Or store nuclear waste in a
thimble.

Rita rifles through a file cabinet and pulls out a bottle of champagne.

RITA
This calls for a little
celebration.

She rummages through a stack of boxes, sorting through broken coffee mugs and water glasses.

RITA
(mumbles)
If I can find a glass we didn't
break on the last run.

She finally finds two dusty water glasses from Disneyland, cleans them with her lab coat.

Pym's already back at the computer terminal, fingers dancing across the keyboard. Data flashes across all the monitors.

PYM
But we have to be sure. . . Before
we tell anyone. Our data has
to be seamless. Perfect. We'll
do it again. . . And again.

Rita sets the glasses next to Pym's terminal, uncorks the bottle.

RITA
Slow down hot shot. We've got
plenty of time.

He stops.

PYM
Time?
(panic)
Time!

He looks at his wrist for a watch he's never owned.

PYM
Rita. What time is it?

(CONTINUED)

6 CONTINUED:

Rita checks her watch.

RITA
Seven-thirty seven and twenty
seconds.

Pym rockets out of his seat.

PYM
I'm late! I'm late for a very
important date! Tonight's the
big dinner.

Pym rushes for the door, his lab jacket flapping.

PYM
Oh, I promised Lena. I gave my
word I wouldn't forget.

Pym strips off his jacket, tosses it toward the rack and misses
by a mile. Pym whips on an old black leather motorcycle jacket.

PYM
You're not going?

RITA
No. . . It's not my kind of
affair. I get uneasy when I jump
into a pool swarming with sharks.

He frantically searches his pockets, then pulls out a key chain
crowded with good luck charms--two rabbit's foots, a gold plated
four leaf clover and St. Christopher's medal.

PYM
I hear you. . .

Rita holds up the uncorked bottle of champagne.

RITA
What about our celebration?

PYM
I'm sorry Rita.

Rita smiles, trying to hide her obvious disappointment.

RITA
Another time.

Pym stops at the door, turns.

(CONTINUED)

6 CONTINUED:

PYM
(softly)
Rita. . .

She looks up. Hopeful.

RITA
Yes. . .

He gives her an impish grin.

PYM
Mum's the word.

She smiles.

RITA
My lips are sealed.

Pym gives her a "thumbs up", then heads out.

Kneeling, Rita looks into Gulliver's cage. The tiny mouse has snuggled in for the night.

Rita toasts the mouse with the champagne bottle.

RITA
To the revolution.

7 EXT. NANOTECH LABORATORY -- NIGHT

A modular building of steel and glass. Pym clamors through the main doors and races past a sign reading: NANOTECH SYSTEMS. ANGLE WIDENS to include a black sedan parked off to the side. The outline of a man sitting behind the wheel. His cigarette flares orange, then fades.

CUT TO:

8 EXT. FANCY HOTEL -- NIGHT

Dozens of MEN and WOMEN in formal wear walk into the crowded lobby of a high-rise hotel. A huge banner over the door reads: NANOTECH SYSTEMS ANNUAL BANQUET.

9 INT. LOBBY -- NIGHT

Pym, nervous, tugs at his starched tuxedo as he crosses the opulent lobby.

PYM
I feel like I'm in a
straightjacket.

(CONTINUED)

9 CONTINUED:

His wife, LENA PYM, a stunning dark haired woman in a sequined evening dress, walks at his side. Her eyes are sharp. Intelligent. Aware. She stops Pym outside the doors of a banquet hall and straightens his bow tie.

LENA
You look very handsome.

Lena opens a compact, checks her make-up in the mirror.

PYM
I'm a scientist. Not a
businessman.

LENA
But science is a business, dear.

She snaps her compact shut, kisses him lightly on the cheek.

LENA
Now don't forget to talk to Mr.
Larchmont.

Lena takes Pym by the arm and leads him into the banquet hall.

10 INT. BANQUET HALL -- NIGHT

ANGLE ON Pym and Lena sitting at a table with other EXECUTIVE TYPES and their WIVES. Lena's eyes are riveted on the SPEAKER. She hangs on his every word. Pym's slouched back in his chair, absentmindedly scribbling a scientific formula across a table napkin.

SOUTHERN MAN'S VOICE
Nanotechnology is the wave of the
future. And we are its vanguard.
We are the pilgrims setting sail
for a brave new world.

Pym scratches out the formula. He shifts in his chair. Pulls at his collar.

SOUTHERN MAN'S VOICE
Going where no man has gone
before.

Pym lifts his eyes to a shrimpy man at the next table. His name is EUGENE ZANDER. Greasy black hair, thick glasses and a filterless cigarette dangling from his thin white lips.

(CONTINUED)

10 CONTINUED:

SOUTHERN MAN'S VOICE
Over the last few years Nanotech
has gathered under one roof. . .

With a goofy grin, Zander holds up paper dolls cut from the table cloth.

SOUTHERN MAN'S VOICE
. . . Some of the finest minds
in the free world.

Pym turns his attention to the speaker at the podium. ANDREW LARCHMONT, President of Nanotech Systems. Hearing his sixties, Larchmont still exudes peak physical power and youthful determination. With a ruddy complexion, Larchmont stands six feet tall with eyes black as marbles, shoulders broad and hair bone white. He rails like a Baptist minister.

LARCHMONT
All with one goal in mind. To
make Nanotechnology a reality in
our life time.

Larchmont leans forward, grips the sides of the podium. Nostrils flaring. Eyes burning with passion.

LARCHMONT
And I ask you. . . Why are we
doing this? Why are we taking
such great financial risks on what
some consider flights of fancy?

Larchmont dramatically sweeps back his hair. His tone more solemn.

LARCHMONT
Because we, at Nanotech, are
concerned with the future of
mankind. We have an obligation
to ease the burdens of the sick,
the poor, the hungry. And
Nanotechnology will show us the
way. Because even the smallest
of God's creations can be the
mightiest!
(a beat)
Thank you very much.

LOUD applause BOOMS through the banquet room. Lena's the first on her feet, followed by other EXECUTIVE TYPES. Pym reluctantly stands, clapping half-heartedly.

11 INT. BANQUET HALL -- LATER

CAMERA FOLLOWS Lena and Pym through an interesting mix of MAD SCIENTISTS and EXECUTIVES while a string quartet plays renditions of Beatles songs in the background. They exchange brief "hellos" with business types. Lena's relaxed. Totally in her element. Confident. Pym wishes he could crawl under a rock.

LARRY SEDGEWICK, an ex-hippie 60's alchemist with long hair tied back in a pony tail and wearing an old garage sale tux, shadows a handsome FEMALE EXECUTIVE down the buffet table. Sedgewick's always stoned, but strangely enough also always lucid.

SEDGEWICK

Me and Timothy Leary, man. . .

Sedgewick heaps food onto his overflowing plate.

SEDGEWICK

. . .Were really close.

The Female Executive gives Sedgewick a disdainful look, then walks away. Sedgewick keeps talking as if she was still there.

SEDGEWICK

And I dropped acid with President Kennedy in the White House.

Pym walks up to the table, hands shoved deep into his pockets.

PYM

I didn't think you'd be here Sedgewick.

Sedgewick looks up. The girl's gone, but he's not fazed.

SEDGEWICK

Maybe I'm here. Maybe I'm not. Could be an astral projection. Space-time is just a state of mind. You've got to escape the reality set, Pym.

Pym fills a glass with punch.

PYM

Escape, period, sounds good to me.

Sedgewick glances around the room, then sidles up to Pym. He opens his left hand, revealing two orange tablets.

SEDGEWICK

Wanna fly Trans-Love Airways?

(CONTINUED)

11 CONTINUED:

Pym picks up a single tab, gives Sedgewick a suspicious look.

PYM
What are they?

Sedgewick gives Pym one of his stoned-out grins.

SEGEWICK
Pure LSD. Guaranteed to trip the
light fantastic or your money
back.

Pym returns the LSD.

PYM
Not tonight. But thanks anyway.

SEGEWICK
Pym, you've got to let your mind
go free. Let your freak flag fly.
See the Big Picture. The Big Bang.
The Big Mac.

Sedgewick washes both tabs down with Pym's cup of punch.

SEGEWICK
Man, we're just a speck in time.
Players in the play of infinity.
Part of everything and nothing
at the same time.

Sedgewick chomps down on a carrot.

SEGEWICK
(chewing)
As above. . . So below. And all
that shit. . .

Pym laughs.

PYM
You're crazy.

Sedgewick spots someone to Pym's left.

SEGEWICK
Uh-oh. . . Blue meanie at
two-o'clock. Gotta run, dude.
Later.

Sedgewick melts into the crowd.

A big hand comes down on Pym's shoulder.

(CONTINUED)

LARCHMONT'S VOICE

Henry Pym.

Pym turns face to face with Andrew Larchmont.

PYM

Mr. Larchmont.

LARCHMONT

I'm so glad you could tear yourself away from your work and join our little get-together.

PYM

Nice party.

Larchmont picks a piece of lint from Pym's shoulder.

LARCHMONT

We try to do the best for our employees. The personal touch is so important.

Larchmont pulls Pym aside, a quiet place to chat.

LARCHMONT

Henry, I've been hearing some good things about this machine of yours. They say it's going to change the world.

PYM

The world could use a little help, but I think it's too early to tell what impact, if any, the machine will have.

Larchmont gives Pym a slap on the back, nearly knocking him to the floor.

LARCHMONT

I like a modest man. . . Because he knows his limitations.

Pym recovers his balance.

LARCHMONT

So tell me. When are we going to get a little demonstration?

PYM

Soon. Very soon. But we've got a few more bugs to work out of the design.

Larchmont gives Pym a fatherly pat on the back.

11 CONTINUED:

LARCHMONT
 Alright. . . You'll let me know?

PYM
 You'll be the first.

LARCHMONT
 I'm counting on it. And if you
 need anything. . . My door's
 always open.

An EXECUTIVE whispers in Larchmont's ear. He nods.

LARCHMONT
 I'll be right there.
 (to Pym)
 If you'll excuse me, Henry.
 (a beat)
 Enjoy.

Larchmont walks away.

ZANDER'S VOICE
 (whispers)
 Henry. . .

Zander walks up.

PYM
 Hello Zander.

Zander puffs on his filterless cigarette, blowing noxious smoke
 in Pym's face.

ZANDER
 I was wondering what you thought
 about Henderson's expanding
 universe theory.

Pym's not listening. He searches the crowd for his wife.

An ash drops on Zander's sleeve, burning a hole into his jacket.
 He nonchalantly brushes the burning ash to the floor.

ZANDER
 I think he's wrong.

Pym spots someone across the room. . . Someone he recognizes
 from his past. Standing by the rear exit is a balding man in a
 tailored blue suit. Cold green eyes and a crescent scar on his
 left cheek. Randolph Becker.

(CONTINUED)

11 CONTINUED:

PYM
(to Zander)
Excuse me. . .

Pym pushes through the crowd, eyes riveted on Becker. Lena suddenly steps into his path.

LENA
Where did you run off to?

PYM
I was over by the buffet.

Pym looks around her. Becker has vanished. Lena follows his eyes across the room.

LENA
Are you alright? You look like
you've seen a ghost.

Pym recovers with a smile.

PYM
I'm fine.

Lena takes Pym by the arm.

LENA
Come on. . . There are some
people I'd like you to meet.

Lena leads Pym into the crowd.

12 EXT. PYM'S HOUSE -- NIGHT

Pym lives in a modest two bedroom house badly in need of a new coat of paint and a new roof.

13 INT. HALLWAY -- NIGHT

ANGLE ON Lena as she walks down the hallway unzipping her dress. She stops outside her bedroom door, turns the knob. The door sticks against the hardwood floor. The knob snaps back. Frustrated, she leans against the door. No luck. She takes a step back.

LENA
Henry, did you talk to Mr.
Larchmont?

She gives the door a ferocious kick. It pops open.

14 INT. KITCHEN -- NIGHT

Pym opens the refrigerator, rummages through some moldy left-overs and grabs a milk carton.

PYM
Yeah. . . I talked to him.

Pym drinks from the carton, grabs a cookie from a ceramic jar.

WOOF!

A rotund black and white terrier barely squeezes through his doggy door.

PYM
Hey Morgan.

The dog happily prances around Pym's feet.

15 INT. LIVING ROOM -- NIGHT

ANGLE ON a spoiled and ill-tempered long-haired cat named BITTY sitting on the coffee table like a sphinx. ANGLE WIDENS as Lena, now dressed in a sweat shirt and jeans, gently lifts the cat, cradling the feline in her arms like a baby.

LENA
What did he say?

Pym walks into the living room munching on a cookie.

PYM
About what?

The cat coldly regards Pym with her bright green eyes. Pym glares back at the cat.

LENA
Did you ask him for the money?

Playing the absentminded professor, Pym finishes off his cookie.

PYM
(chewing)
Money?

Exasperated, Lena sinks down onto the couch.

LENA
Henry, you promised!

PYM
Lena, the project's doing fine without--.

(CONTINUED)

15 CONTINUED:

Lena interrupts.

LENA
Project! It's not a project!
It's a black hole that sucks up
all our money! We can barely make
ends meet now.

PYM
But we have enough to get by.

LENA
Only because I took that
administrative job at DECACORP!

Pym sits next to Lena.

PYM
Lena. . .

She folds her arms, looks away, simmers. Bitty gives Pym a
hateful look.

LENA
It would be different if I knew
the end was in sight. But it just
goes on and on.

PYM
I've made significant progress.

LENA
You've said that before.

PYM
No. . . I actually miniaturized
a living creature today.

Lena snaps around. Eyes curious. Alert.

PYM
You have to promise me you won't
tell a soul.

She snuggles up to Pym. Dollar signs in her eyes.

LENA
How much would something like this
be worth?

PYM
Worth? I've never thought about
it much.

(CONTINUED)

15 CONTINUED:

LENA
You should think about it.

PYM
What do you want me to do? Put
it on the auction block?

Lena draws away.

LENA
And why not?

PYM
Because it's not for sale.

Lena hardens.

LENA
Henry. . . Listen to me. This
isn't one of your high school
science projects. This is big
business. Go talk to Larchmont.
Nanotech is there to protect your
interests.

PYM
And their interests as well?

LENA
Nanotech's been behind you all
the way. . . You owe them that
much.

(a beat)
Henry, they're your friends.

PYM
My father had friends like
Larchmont and look where that got
him.

LENA
When are you going to stop living
in the past and start thinking
about the future. Our future!

Suddenly, Morgan scampers into the living room. Bitty's eyes
flash fire. The cat jumps from Lena's arms. Lands on all
fours. HISSES at Morgan. Back arched. Hair standing on end.

Lena jumps to her feet.

(CONTINUED)

15 CONTINUED:

LENA
(angrily)
Henry. . . How many times have
I've told you that I don't want
that dog in the house.

The terrier growls weakly, hides behind Pym.

Lena stalks out of the room.

Pym sinks back into the couch.

PYM
Christ.

Morgan looks up at Pym and whines apologetically.

16 INT. STUDY -- NIGHT

CAMERA PANS across a study crowded with antique toys; trains, wind-up cars, dancing clowns and silly looking robots. Pym's coveted toy collection.

Pym sits behind a desk cluttered with books and paper, opens the bottom drawer and pulls out an old photo album.

CLOSE ON the family album as Pym slowly flips past brittle pictures and yellowing newsprint. He stops on a headline cut from a newspaper. "GERM WARFARE EXPERIMENT GONE AWAY. DIRECTOR OF SOUTHWEST INSTITUTE RESPONSIBLE." Below the headline is a picture of Walter Pym. He turns the page and we see a photograph of his father standing with Randolph Becker.

PYM
Becker.

Pym snaps the book shut. He picks up a toy Indian with a working bow. He sets a tiny arrow in the bow, pulls back the string. Fires. The arrow sails across the room and sticks in the floor an inch from Morgan's nose. The terrier gives Pym an apprehensive look.

Pym crosses to the light switch by the door. CLICK! The study goes dark.

17 INT. PYM'S LAB -- DAY

CLOSE ON a white mouse inside the glass cage. An ear-splitting WHINE fills the air. The white mouse is hit by the blue beam.

CUT TO:

Pym takes off his Ray-Ban goggles and walks over to the cage.

CUT TO:

Rita opens the lid.

The white mouse has been reduced to the size of an insect.

CUT TO:

Rita puts the white mouse inside the mesh cage with the grey mouse. They sniff at each other.

RITA

I think they're in love.

PYM

Too bad for them.

Pym glumly shuffles over to his computer terminal, continues work.

18 INT. PARKING LOT -- AFTERNOON

A vast parking lot in a run-down industrial section of town.

ANGLE ON the Becker in a tailored blue suit and aviator sunglasses as he stands with two thugs by a unmarked black sedan. JEFFERIES, an evil looking pirate with a patch over his left eye and a gold Star of David hanging from his neck on a heavy gold chain, nervously picks at his nails while his buddy, a ferret-faced pug with a nervous tick named EDDIE, fidgets with a shoulder holster under his two-sizes-too-small sport jacket.

ANGLE ON a black limo driving across the lot.

Becker pulls off his aviator glasses.

The limo stops and Larchmont steps out.

Becker greets him.

BECKER

Mr. Larchmont. How are things?

They shake hands.

LARCHMONT

Couldn't be better.

(CONTINUED)

18 CONTINUED:

BECKER
That's what I like to hear.

LARCHMONT
Why don't we walk?

CAMERA FOLLOWS Larchmont and Becker as they walk across the lot.

LARCHMONT
My sources have informed me that
Pym's machine is complete.

BECKER
Outstanding.

LARCHMONT
But we do have one small problem.

BECKER
Problem?

LARCHMONT
Henry Pym has an unusual
arrangement with our company.
Nanotech does not have a
controlling interest in the
machine. Only a small percentage
of any profits Pym collects from
its use. Legally we have no
rights to his creation.

Becker stops.

BECKER
You are aware of my superior's
feelings about this certain piece
of hardware. It is too powerful
for one man to control. We
wouldn't want the machine to fall
into the wrong hands.

LARCHMONT
Then we must find another way to
accommodate your superior.

Becker smiles again.

BECKER
You leave that to me, Mr.
Larchmont.

Larchmont stops.

(CONTINUED)

18 CONTINUED:

LARCHMONT
I don't want anyone hurt.

Becker puts his arm around Larchmont's shoulder like an old college chum.

BECKER
Do you do much fishing? I know
a beautiful little place up in
the Sierras.

19 INT. PYM'S LAB -- AFTERNOON

ANGLE ON Pym rifling through a stack of computer print-outs.
ANGLE WIDENS to include Rita sitting in front of her computer
terminal, but her eyes are on the sulking Pym.

RITA
Henry. . . Is something wrong?

PYM
(without looking up)
Get Gulliver ready for
reintegration. I want to bring
him back to normal size.

She starts to say something, then changes her mind.

CAMERA FOLLOWS her across the room to the mouse cage. She
stops, pulls back the lid. Her eyes filled with horror.

RITA
Henry!

Gulliver, the grey mouse, has spontaneously returned to his full
size and is quite dead.

Pym joins her. His face falls.

20 INT. SEDGEWICK'S LAB -- AFTERNOON

Lava lamps and day-glow rock posters mixed in with sophisticated
lab equipment. Bags of junk food and candy everywhere.

Sedgewick covers the dead mouse with a tiny sheet, then CLICKS
on the overhead light.

SEDGEWICK
I'd say the little fella' died
from a broken heart.

ANGLE WIDENS to include Rita and Pym.

(CONTINUED)

20 CONTINUED:

PYM

Can you be more specific?

Sedgewick strips off his rubber gloves.

SEDEWICK

It's gonna sound freaky and anatomically impossible.

Pym and Rita remain impassive. Waiting.

Sedgewick pulls a penny from his pocket. Holds it up.

SEDEWICK

Dig. A mouse heart is about the size of a penny. But for some weird reason this little guy's ticker was about as big as a...

He pulls a red jelly bean from his shirt pocket.

SEDEWICK

. . . Jellybean.
(a beat)
Too much blood pressure and the heart exploded.

He tosses the jelly bean into his mouth.

SEDEWICK

Adios muchacho.

Rita gets a queasy look on her face.

SEDEWICK

I don't see how he was alive this long. Where'd you get him?

Pym gathers up his dead mouse.

PYM

I'd rather not say right now, Sedgewick.

Pym heads for the door with Rita following.

SEDEWICK

Hey Rita. Wanna go with me to the Grateful Dead concert next week?

RITA

Another time, Sedgewick.

(CONTINUED)

20 CONTINUED:

SEDGEWICK
I'm cool.

Pym and Rita leave the lab.

Sedgewick pops another jellybean into his mouth.

21 EXT. HIGH GRASS -- LATE AFTERNOON

CLOSE ON a small grave marked with a cross made from popsicle sticks. "Gulliver" is printed on the marker. ANGLE WIDENS to include Pym and Rita standing over the grave in the middle of a field of high grass between their lab and the main building.

RITA
Now what?

Pym turns, solemnly walks toward the lab.

PYM
We start over.

22 INT. PYM'S LAB -- NIGHT

Rita studies a blackboard filled with elaborate formulas and equations. Searching for an answer.

Pym watches his computer monitors. Numbers. . . Graphs. . . Flash across the screens. He speaks into a micro tape recorder.

PYM
The 'Pym Effect' becomes unstable after 48 hours. . . Causing spontaneous, uncontrolled reintegration and death.

He clicks off the tape recorder. Thinks.

PYM
But why?

Rita erases a part of her formula.

RITA
Physics gets real weird when you're that small.

Pym angrily sweeps everything from his desk.

PYM
Damn it!

He sinks back into his chair. Tired. Exhausted.

(CONTINUED)

22 CONTINUED:

She puts a hand on his shoulder.

RITA
Come on. Time to go home.

23 EXT. WALKWAY -- NIGHT

CAMERA FOLLOWS Pym and Rita along a covered walkway between the lab and the main building. Pym's hands are shoved deep into his pockets. His forehead knitted with frustration and worry.

PYM
How could I have been so wrong?

RITA
I think our error lies somewhere in the quantum-elasticity equation.

PYM
When I started out I wanted to change the world. . . Win a Nobel Prize. . . Get my picture put on a Wheaties box. . . I never cared about the money.

Rita stops him with a hand on his shoulder.

RITA
Wait a minute. What are we talking about?

PYM
We're talking about failure. Specifically marriage.

RITA
Henry, I'm the last person you'd want to ask advice from. The closest I've ever gotten to mutual attraction was between two magnets in the physics lab.

PYM
What about that Snyder guy? The Astronomer. You were happy as clams.

RITA
Henry. . . We broke up over a year ago.

Rita starts walking.

(CONTINUED)

23 CONTINUED:

RITA
Don't worry. Everything will work out.

Pym stops her.

PYM
No. . . It won't work out. Don't you see. Lena and I have nothing in common. . . We're on totally different wavelengths. She doesn't even like the Rolling Stones. And that's serious.

RITA
Then why did you marry her?

PYM
I plead temporary insanity on that count.

Rita rolls her eyes.

PYM
I was in love. And I thought she loved me.
(a beat)
I was the genius inventor.

Pym shuffles uneasily.

PYM
I guess I've disappointed her and just about everyone else.

Rita manages to smile.

RITA
Not me.

PYM
You're just saying that to make me feel good.

RITA
Do you know why I wanted to work with you?

Pym grins impishly.

PYM
Because I'm brilliant and incredibly irresistible?

(CONTINUED)

23 CONTINUED:

Rita takes a step back, arms folded.

RITA
Try a conceited, self-absorbed
louse.

PYM
Is that a compliment?

RITA
Remember that speech you gave the
Harvard faculty about the
responsibilities a scientist had
to society?

PYM
They practically tarred and
feathered me afterwards.

RITA
Well, I was in that audience.
And I knew from that moment you
were the man for me.

Pym moves closer. A lecherous gleam in his eyes.

PYM
Ah, Rita Conroy reveals her inner
most wants and desires.

Rita playfully shoves Pym back.

RITA
You know what I mean. You care.
You have a good heart.

Pym sticks his hand under his shirt and over his heart.

PYM
(singing)
'Baby, baby can't you hear my
heart beat'.

RITA
Do you ever take anything
seriously?

PYM
My work.

RITA
And maybe that's your problem.

(CONTINUED)

23 CONTINUED:

PYM
Problem?

Rita walks away.

RITA
There are more things on this
earth besides your precious
research.

Pym chases after her.

PYM
Like what?

24 INT. UNDERGROUND PARKING GARAGE -- NIGHT

ANGLE ON Becker as he pops open the trunk of his sedan. Inside
are weapons and high-tech burglary devices.

BECKER
This is a pick-up and delivery.

ANGLE WIDENS as Becker pulls out a silenced UZI machine gun.

BECKER
Keep it simple.

Becker tosses the UZI to Jefferies who checks the clip.

BECKER
Keep it clean.

Becker hands Eddie two NANOTECH badges.

BECKER
I don't want anything coming back
to haunt me.

The thugs nod.

Becker slams his trunk shut.

25 EXT. NANOTECH PARKING LOT -- NIGHT

Pym walks Rita to her car. She pulls out her keys, unlocks her
door.

RITA
You're going right home. Not back
to the lab. . . You need sleep.

(CONTINUED)

25 CONTINUED:

PYM
Thanks Rita. Thanks for
listening.

Suddenly, she leans forward and kisses Pym tenderly on the lips. A little too passionate for a friendly kiss. Now it's Pym's turn to be taken by surprise. He's stunned.

Rita quickly looks away, embarrassed by her sudden outburst of emotions, afraid she's overstepped her bounds. She quickly slides behind the wheel of her car. Grips the steering wheel.

RITA
Look. . . I'm sorry. I don't
know what came over me. Just
forget that happened.

Pym wants to take Rita into his arms, but holds back. He's a married man. It's wrong. He slams her door shut.

PYM
It's okay. . . Don't worry about
it. . . I forgot already.

Rita starts her car, rolls down the window and looks up at Pym.

RITA
See you tomorrow.

PYM
Alright.

She grinds the car into gear and hits the accelerator, burning rubber halfway across the parking lot.

26 EXT. PYM'S STREET -- NIGHT

Pym parks his car in front of his house, lights out, engine running. He rolls down the window. His house is dark. Quiet.

PYM
Quantum elasticity? Yeah. Maybe
so.

Pym jams his car back into gear, speeds away.

27 EXT. NANOTECH GATES -- NIGHT

ANGLE ON an aging SECURITY GUARD as he steps from his booth and heads toward a truck with OLIVER'S JANITORIAL painted on the side. Jefferies rolls down the driver's window and hands the Guard his fake Nanotech badge. The Guard's eyes dart from Jefferies to the picture on the badge, then back.

(CONTINUED)

27 CONTINUED:

SECURITY GUARD
Where's Fred?

The Security Guard shines his flashlight into the truck, illuminating Eddie's face.

28 INT. TRUCK -- NIGHT

Eddie slowly pulls a silenced .22 revolver from a shoulder holster. Jefferies stops him with a hand on the wrist.

JEFFERIES
Got sick. . . Stomach flu.

The Security Guard flicks off his flashlight.

SECURITY GUARD
Been a lot of that goin' around.

29 EXT. NANOTECH GATES -- NIGHT

The Security Guard opens the gates and Jefferies drives the truck onto the grounds.

30 EXT. PYM'S LAB -- NIGHT

Eddie opens an electrical box outside Pym's lab and short circuits the burglar alarm.

31 EXT. NANOTECH GATES -- NIGHT

ANGLE ON the front gates as Pym drives up. He stops his car.

The Guard opens the gates.

SECURITY GUARD
Evening, Mr. Pym.

Pym drives onto the grounds.

32 EXT. NANOTECH -- NIGHT

Pym walks up the front steps and enters the main building.

33 INT. PYM'S LAB -- NIGHT

Dark. Quiet.

Flashlights criss-cross the lab, stopping on Pym's machine.

JEFFERIES
There. . .

34 EXT. PYM'S LAB -- NIGHT

Pym rounds a corner, entering the alley behind the lab. He stops cold. ANGLE REVEALS the Oliver's Janitorial truck parked by the open doorway.

35 INT. PYM'S LAB -- NIGHT

Jefferies and the Eddie work diligently and silently. Grabbing papers, computer discs, stuffing them into shoulder bags.

CLOSE ON Pym as he peers around the edge of a bank of computers. Watching.

JEFFERIES

Alright. Let's get the machine.

Jefferies and Eddie move toward Pym's shrinking machine.

EDDIE

What does Becker want this for anyway?

That name catches Pym's attention.

JEFFERIES

Why don't you ask him?

Pym starts for the door, but trips over a cable. His key chain skitters across the floor.

Eddie spins. His beady eyes dart left, then right.

EDDIE

What was that?

Jefferies pulls off his heavy gold chain/Star of David and turns it into a garrote. He motions Eddie to move left.

Pym crouches behind a crate, eyes on door. His mind calculates the distance. He just might make it.

Eddie creeps through the crates. He stops. Only a few feet away from Pym's hiding place. Pym presses himself against the wall. His fingers find a length of pipe.

Eddie moves closer. Maybe inches away now. He bumps into a stack of crates. SHRIEK/CHATTER.

Eddie reels back, whips out his gun.

Jefferies spins.

The tarp falls to the floor. Green Monkeys SHRIEK, jerk on the bars of their cages. Eddie catches his breath, glances to Jefferies.

(CONTINUED)

35 CONTINUED:

EDDIE
Fuckin' monkeys, man.

Jefferies rolls his eyes and continues the search.

Monkeys SHRIEK and GROWL. Eddie GROWLS back.

Pym rockets to his feet and SOCKS Eddie across the chin with the pipe. Eddie goes down and doesn't get up.

Jefferies stops. Looks. . . Listens. He sweeps his flashlight across the room.

JEFFERIES
Eddie. . . Where are you?

Pym scrambles across the floor to the machine's main terminal. He hits the power switch, types a command into his computer console.

ON COMPUTER MONITOR:

"LILLIPUT"

Suddenly, all the computers WHIR to life. The room lights up like Dr. Frankenstein's laboratory!

Jefferies is dazzled. Stunned. Distracted.

ON COMPUTER MONITOR:

BEGIN PHASE ONE/

Pym hits the one-eyed pirate with a flying tackle. Both crash to the floor. The garrote spins free. Jefferies shoves Pym back.

The shrinking machine whirs to life. The glass rod slowly rotates.

Jefferies lunges at Pym.

Eddie's eyes flutter open. He painfully lifts his head.

Pym and Jefferies grapple, fight hand to hand.

The glass rod glows bright blue.

Eddie crawls to his knees. He pulls out a switchblade. It opens with a LOUD CLICK!

Jefferies wraps his thick fingers around Pym's throat, choking him. Pym cracks the pirate over the head with Rita's half-empty champagne bottle.

(CONTINUED)

35 CONTINUED:

Jefferies staggers, then topples to the floor like a sack of potatoes.

PYM

HA!

Eddie leaps out of the shadows, switchblade flashing dangerously. Pym spins and plants a solid kick into the killer's side. The thug slams into the shrinking machine. Components short circuit.

ON COMPUTER MONITOR:

"MALFUNCTION" blinks.

The impact disrupts the machine's delicate calibrations. The rod rotates away from the glass cage.

Eddie recovers too quickly, hurdles right into Pym, slamming him hard against a table. The thug jabs his knife down. Pym twists away as the blade narrowly misses his head. He clips Eddie with a savage left hook, sending him reeling.

Pym staggers back, shakes out his bruised knuckles.

PYM

OUCH!

ON COMPUTER MONITOR:

PHRASE TWO/

LOCKED ON TARGET/

A COMPUTER GENERATED IMAGE OF PYM FLASHES ONTO THE SCREEN!

Pym leans over, picks up his lucky charm key chain.

An ear-splitting WHINE cuts the air.

Pym turns. Eyes wide. The glass rod is aimed right at him!

Eddie staggers to his feet.

Pym jumps. Too late. He's hit by the blue beam mid-step.

Eddie's mouth drops.

Tendrils of electricity crawl across Pym's body.

The key chain slips from Pym's fingertips, falls to the floor.

Pym is consumed by the electrical fire.

(CONTINUED)

35 CONTINUED:

The rod turns bright white.

PYM
(voice fades)
AAAAHHHHHHHHH!

Pym disintegrates into a flurry of bright sparks, then vanishes in a flash of light.

Jefferies hits the machine's power switch. The rod dims.

Eddie stands over a smoking patch of floor where Pym was standing moments before.

EDDIE
Holy shit!

Eddie picks up Pym's key chain.

EDDIE
He's gone!

JEFFERIES
Come on. . . Let's get the stuff
and boogie.

Eddie carefully walks around the smoking square of floor.

36 EXT. ALLEY -- NIGHT

ANGLE ON the shrinking machine loaded into the back of the truck. Jefferies slams the rear gate shut.

37 INT. PYM'S LAB -- NIGHT

CLOSE ON a digital timer. BEEP! The clock clicks into motion. 3:00 minutes and counting. ANGLE WIDENS to reveal a small incendiary device clutched in Eddie's hands. He sticks it to a tank of coolant.

38 EXT. ALLEY -- NIGHT

Eddie exits the lab, JINGLING Pym's key chain. A souvenir. Jefferies snatches the key chain.

JEFFERIES
What's this?

Eddie grabs it back, shoves a rabbit's foot under Jefferies' nose.

EDDIE
Rabbit's foot. Good luck charm.

(CONTINUED)

38 CONTINUED:

Jefferies swats Eddie's hand away.

JEFFERIES

Bad luck if you're caught with
it, dumb shit. Get rid of it.

Eddie reluctantly tosses the key chain into the high grass.

39 INT. TRUCK -- NIGHT

Jefferies starts the engine. Eddie climbs into the passenger seat and closes the door. He grins evilly.

EDDIE

Nice and clean.

40 EXT. NANOTECH GATES -- NIGHT

Jefferies stops at the gates. The Security Guard waves them through.

ANGLE WIDENS as the van speeds away from Nanotech. KA-BOOM! A huge explosion rips through Pym's lab.

DISSOLVE TO:

41 EXT. PYM'S LAB -- DAWN

Smoke from the smoldering remains of Pym's lab curls into the dawn sky. Flashes of RED and BLUE flicker against razed walls. ANGLE WIDENS revealing a dozen FIREMEN scrambling back and forth from their fire engines. Hoses trailing. Pouring water into the embers of a dying fire.

Rita watches from the edge of the commotion. Her jacket drawn tight around her shoulders.

Sedgewick joins her. She looks up, waiting for a hopeful word. He shakes his head, no.

Rita leans against his shoulder.

RITA

Oh, Sedgewick.

Sedgewick gently strokes her hair. His eyes mist. A tear runs down his unshaven cheek.

LENA'S VOICE

(hysterical)

Oh god no! Not Henry!

Rita turns, watches Larchmont console a SOBBING Lena as he leads her to his waiting limousine.

(CONTINUED)

41 CONTINUED:

LENA
(whimpering)
Please. . . No!

Sedgewick puts his arm around Rita.

SEDGEWICK
Come on. . . Let's blow this
joint.

She looks up at Sedgewick.

RITA
Give me a minute.

He nods, understands.

Rita walks over to the blackened skeleton of the lab. She
fights back the tears.

Rita spots a sliver of glimmering metal in the grass. Kneeling,
she picks up Pym's lucky charm key chain. She cracks a smile,
but only for a moment, then the loss and pain returns. She
closes her fingers around the key chain. Sighs LOUDLY.

RITA
Good bye Henry. . .

CUT TO:

CLOSE ON the face of Henry Pym. Face down. Bruised, but
breathing. A large cut on his forehead. His eyes flutter. He
moans. Sucks in a deep breath.

The ground SHAKES.

His eyes open.

SOUND of a LOUD CRUNCH!

He sits up, shakes out his aching head.

PYM
Oh, man.

ANGLE WIDENS as Pym climbs to his feet. He's standing on a large
boulder. He scans his surroundings. The world looks strange to
him. Alien. WRONG!

(CONTINUED)

41 CONTINUED:

He closes his eyes. Hoping that when they open, everything will be back to normal. But they're not. The giant world swims around him. Vertigo grips his stomach. He staggers. Everything's too big.

PYM
Either the world has suddenly
gotten very big.

A deep shadow falls over him. His eyes snap up. Fill with utter horror! Rita towers over him like a huge skyscraper.

PYM
Or I've gotten very small!

The giant Rita slowly moves away. Her feet CRUNCH against the gravel.

PYM
(shouting)
RITA! RITA!

As the CAMERA ZOOMS up and away from Pym, his desperate cries FADE into tiny SQUEAKS.

Rita stops. Did someone call her name? She looks around. No one. She walks away.

Pym races after her.

PYM
Rita!

He loses his footing and slides over the edge of the boulder, tumbling head over heels into a jungle of grass. With a SCREAM, Pym crashes through a thick canopy of vegetation. He slams into a grass runner the size of a tree limb, breaking his fall, then bounces into a tall thistle. Thorns snag his lab jacket and for a moment he hangs suspended until--. RIP! The back of his jacket tears and he drops. Pym tumbles to the muddy jungle floor.

42 EXT. PARKING LOT -- MORNING

As Rita and Sedgewick solemnly walk across the parking lot, Larchmont approaches.

LARCHMONT
Rita. . .

They stop.

42 CONTINUED:

LARCHMONT
This is a terrible loss for us
all.

RITA
What happened?

LARCHMONT
They think a short circuit set
off a chain reaction while Henry
was working. He didn't have a
chance.

Sedgewick's eyes drift over to the lab.

SEDGEWICK
(muttering)
Short circuit?

LARCHMONT
(choked up)
He was such a bright young man.
(a beat)
And a friend.

RITA
(sniffing)
Yes. . . He was.

Larchmont puts a hand on her shoulder.

LARCHMONT
If there's anything I can do.
Anything at all.
(a beat)
You give me a call.

He gives her a weak smile, then nods to Sedgewick and heads
towards his waiting limousine.

RITA
Alright. Let's go.

Rita walks across the lot.

Sedgewick glances left, then right, making sure no one is
watching. Pretending to tie his left moccasin, Sedgewick picks
up a charred piece of wiring and surreptitiously slips it into
his coat pocket.

43 EXT. THE MARSH LANDS -- MORNING

ANGLE ON Pym as he crawls to his feet and views his new world.
Eyes wide with disbelief.

(CONTINUED)

43 CONTINUED:

It's a stark landscape of broken reeds and burned grass. The ground dotted with pools of brackish water. Black soot covers everything and a thick oily smoke wafts through the surrounding vegetation.

Pym slogs through ankle deep water, stopping at the base of a huge cooling coil jutting out of the earth like a giant spring. He moves on. The deeper Pym pushes into the marsh lands, the more razed lab equipment he encounters. Chunks of computer boards. Charred cables. Fused transistors.

He stops at the edge of a towering structure. The walls of his lab. Pym slowly scales a pile of blackened mortar.

44 INT. PYM'S LAB -- MORNING

Reaching the top of the rubble pile, Pym views the gutted remains of his lab. He's stunned.

45 EXT. SEDGEWICK'S HOUSE -- MORNING

ANGLE ON Sedgewick's red, white and blue Volkswagon van parked in the middle of an unkempt front yard littered with junked computers and abandoned electrical equipment.

46 INT. LIVING ROOM -- MORNING

CAMERA PANS across a living room cluttered with lab equipment. Colored fluids surge through a vast network of plastic tubes. Lab flasks bubble. Test tubes smoke. Black-light posters cover the walls.

Sedgewick, hunched over a small table, scrapes black soot from the charred wire he took from the fire. He brushes the carbon flakes into a test tube filled with a clear liquid. He adds another chemical to the brew. The water turns blood red. Sedgewick sets the test tube down. Suspicions confirmed.

47 EXT. PATIO -- MORNING

Rita sits at a 60's style patio set, staring listless out into space, still devastated by Pym's death.

Sedgewick steps onto the patio stirring a yellowish concoction in a beaker.

SEDGEWICK

Here. Drink this. . .

He hands the beaker to Rita.

SEDGEWICK

It'll take the edge off.

(CONTINUED)

47 CONTINUED:

She snuffles, takes the glass.

RITA

Thanks.

Rita suddenly eyes the thick orange liquid. She gives Sedgewick a suspicious glance.

SEGEWICK

It's orange juice. Straight vitamin C.

Rita sips at the drink

RITA

How could this have happened?
I don't understand.

(sniffles)

I told Henry to go home. What was he doing there?

Sedgewick looks around, then sits across from Rita.

SEGEWICK

Listen Rita. About the fire.

He looks around again. Paranoid.

SEGEWICK

(voice lowered)

Now I don't want to bad rap anyone. Karma, you know. But if you asked me and I'm not saying you are. . . It wasn't a short circuit that totaled your lab.

Sedgewick pushes the charred wire across the table top.

SEGEWICK

I ripped this off from the fire. Tested it. And found traces of ammonium nitrate.

Rita stares at the tiny wire.

RITA

Sedgewick, what are you talking about?

He looks around again.

(CONTINUED)

47 CONTINUED:

SEDGEWICK
Dig it. When I was the
Weathermen's chemist in Chicago
during the Days of Rage, we'd
build these little incendiary
devices. Pretty primitive. But
almost untraceable. And here's
the mind-blower. We used ammonium
nitrate as an accelerant.

Rita picks up the burned wire.

RITA
Do you know what you're saying?

He grins.

SEDGEWICK
Yeah. . . The lab was torched.
(smile fades)
That's really heavy, man.

Rita takes Sedgewick by the arm.

RITA
Come on!

Rita drags him towards the patio door.

SEDGEWICK
Hey. Where are we going?

48 EXT. GRASS JUNGLE -- MORNING

As Pym crests a small mound of earth, ANGLE WIDENS to reveal the
grass jungle. It's like being on another planet. Strange.
Beautiful. A kaleidoscope of brilliant colors. Textures that
never seemed possible. Eerie calls echo through the forest.

He trudges through ankle deep tufts of lichen and past giant
ferns the size of redwoods. Tall blades of grass RUSTLE in the
morning breeze. Bright sunshine cuts through the jungle's
canopy at odd angles. Giant drops of dew slip off leaves, CRASH
to the forest floor.

PSSST!

Pym stops. Looks up. Eye to eye with a goggle-eyed GNAT perched
upside down on an overhead leaf. The furry insect is about the
size of a small dog. Pym wants to laugh. It's like something
out of an old cartoon. The gnat screws its head to the right,
compound eyes studying Pym with detached curiosity.

(CONTINUED)

48 CONTINUED:

A shadow blots out the sun. Pym shoots a glance up as a giant butterfly flits by. He's awed by this sight.

BZZZZ!

A colorful dragonfly lands on the pedal of a brilliant yellow flower. ANGLE WIDENS to include a Praying Mantis camouflaged by the surrounding greenery. The dragonfly flexes its wings. Suddenly, the Mantis springs, snagging the winged insect with its serrated claws.

Pym watches. Horrified and fascinated at the same time. He moves on.

COMPOUND EYE POV of a THING watching Pym as he moves away. We see thousands of tiny Pym's climb over a rock and vanish into the vegetation.

49 EXT. PUDDLE LAKE -- DAY

Pym stops at the edge of a vast body of water. ANGLE WIDENS to reveal that he's standing at the edge of a puddle! A water-strider zips across the surface of the puddle like an expert figure skater.

Kneeling, Pym takes some water into his hands. His reflection rippling across the surface. He drinks.

The reflection of a huge shape rises across the puddle.

SLITHER!

Pym springs to his feet and turns to see--.

A giant green Caterpillar towering over him! Cold black eyes glare hungrily at Pym. Sharp spines glisten in the sunlight. Mandibles open and close.

Pym stands frozen. Mesmerized.

Suddenly, the caterpillar ripples forward. Pym underestimates the insect's speed. It moves fast. Too fast for something he thought was so slow.

Pym leaps from the creature's path.

In a single fluid movement, the caterpillar turns.

Pym grabs a long stick, faces the insect head on. The caterpillar lunges and Pym wedges the stick between the bug's mouth parts. The insect ROARS out in pain, shaking its head from side to side. CRACK! The woods snaps. Pym reels.

(CONTINUED)

49 CONTINUED:

The caterpillar's tail whips around. Pym hits the ground as sharp spines whistle overhead.

The caterpillar rolls forward.

Pym scrambles up a mound of loose dirt. His feet digging into the soft loam. He slides backward, jerks a look over his shoulder. The caterpillar rears up. Mandibles open. Suddenly, there's a WHOOSH and the insect is jerked into the air with a GURGLING SQUEAL!

A robin the size of a 747 closes its beak around the squirming caterpillar.

Pym climbs to the top of the mound and watches the robin soar into the blue sky.

PYM

YEAH!

The sun comes out from behind the clouds, casting sharp shadows across Pym. He looks up. His eyes widen with shock. The popcicle stick cross towers over him. Gulliver's grave!

Pym sinks to his knees.

PYM

NO!

He turns his face up to the sky.

PYM

NOOOOOOO!

Pym's anguished CRIES fade as the CAMERA ZOOMS up and away, then PANS across the lawn to Rita and Sedgewick as they slip under some yellow perimeter tape and sneak into the burned out lab.

50 INT. PYM'S LAB -- DAY

Rita steps through the door, first to view the devastation. She's shocked. Late afternoon sunlight cuts through the lab's shattered roof at odd angles. The floor is littered with debris. Machine carcasses. Melted plastic. Fused glass.

Sedgewick follows her inside.

Rita stops over a empty patch of concrete. She looks around. Gets her bearings. Kneeling, she sifts through the blackened rubble, finds the large name plate with "Gulliver" stamped across it.

RITA

It was right here.

(CONTINUED)

50 CONTINUED:

Rita motions around the demolished lab.

RITA
All the hardware is exactly in
the same place as it was before
the fire.

(a beat)
Whoever set the fire took it
first.

SEDGEWICK
Took what?

RITA
We built a machine that could
shrink things.

SEDGEWICK
Far out.

RITA
But it had one flaw. . . A living
creature could only occupy its
reduced state for 48 hours.

She holds Gulliver's name plate up.

RITA
Remember the mouse?

Sedgewick's hand goes to his heart.

SEDGEWICK
Adios muchacho.

RITA
Right.

51 EXT. GRASS JUNGLE -- DAY

ANGLE ON Pym as he walks away from Gulliver's grave.

52 EXT. WAREHOUSE -- DAY

CLOSE ON a cockroach scuttling across a wall. ANGLE WIDENS as
Eddie tries to smash it, but the ugly brown insect escapes into
a crack underneath an electronic security box. Eddie makes a
disgusted face.

EDDIE
I hate fuckin' bugs.

(CONTINUED)

52 CONTINUED:

Eddie slides a metal card into a slot in the box. A series of numbers appear on a small LED screen followed by "ACCESS APPROVED" Machinery HUMS. Two huge bay doors crank open.

Eddie walks around the back of the truck.

EDDIE

How was we supposed to know the dude would be there. Ain't right Becker raggin' on us like that. Like it was our fault the dude got fried.

Jefferies open the rear gate revealing Pym's machine stored safely inside.

JEFFERIES

Shut up and give me a hand.

53 INT. WAREHOUSE -- DAY

A large warehouse crowded with shipping crates.

TECHNICIANS swarm around banks of computers and other high tech machinery. String cables. Assemble equipment.

Eddie and Jefferies wheel Pym's machine through the bay doors. Nearly crashing into a bank of sensitive equipment.

JEFFERIES

Watch where you're pushin' the thing dumbshit.

EDDIE

Don't call me that.

JEFFERIES

Alright, dumbshit.

CAMERA TILTS up to an office overlooking the warehouse. Becker stands at the window, watching.

54 EXT. GRASS JUNGLE -- AFTERNOON

CLOSE ON a rusted sewing needle. ANGLE WIDENS as Pym picks up the sharp spike. He weighs the needle in the palm of his hand. He swings it from side to side like a broadsword.

Pym strips fibers away from the bark of a huge fern and fashions a belt for his needle.

55 EXT. WASTELAND -- AFTERNOON

Pym trudges across a wasteland of parched earth. Wind blows clouds of dust through the air. A religious pamphlet snagged on a stick tree flutters in the breeze. Pym eyes wander across a headline reading "SINNERS! WE ARE A SPECK OF DUST IN GOD'S EYE!"

SHRIEK!

Pym turns full circle. It sounds like a woman's cry.

SHRIEK!

Pym begins to run in the direction of the noise.

56 EXT. BLACK DESERT -- AFTERNOON

CAMERA FOLLOWS Pym across a desert of black dirt dotted with strange conical pits. The cries become LOUDER. More DESPERATE.

Pym stops at the edge of a huge pit. ANGLE WIDENS to reveal a YOUNG QUEEN ANT, about the size of a large dog, sliding down the side of the slippery pit. Large mandibles and a deadly looking stinger on the tip of her abdomen. Her undeveloped wings BUZZ, but don't provide enough lift for her to fly away.

The earth at the bottom of the pit begins to undulate and Pym catches a glimpse of the horror that waits below. A spiny, pale insect pokes its massive mandibles out of the soil. Its black eyes glaring greedily at its prey. An ANT LION!

The Young Queen struggles, but continues to slide toward the waiting jaws of the Ant Lion.

Pym's torn. What can he do?

The Young Queen swivels her head toward Pym. Her compound eyes look directly at him. Strangely sentient. Pleading. Her antennae flutter desperately. She slides another few centimeters. Another woeful CRY. The Young Queen's inches away from death.

Pym strips off his fiber belt and loops it toward the Young Queen.

PYM
Here! Grab this!

The Young Queen snags the belt with her front legs, stopping her descent.

Pym jerks the fibers tight. He digs his heels into the soil, backpedals a few inches.

(CONTINUED)

56 CONTINUED:

PYM
(straining)
COME ON!

Suddenly, the Ant Lion rears its ugly little head and scrambles after the Young Queen. Mandibles gnashing hungrily. The Young Queen almost escapes, but the Ant Lion snags a back leg with the tip of its serrated jaws.

ANOTHER SHRIEK!

The twine snaps and Pym's hurled head over heels into the pit. The Ant Lion begins to drag the Young Queen into the loose soil.

PYM
LET HER GO!

Pym buries the needle deep into the Ant Lion's abdomen.

With a SQUEAL, the Ant Lion releases the Young Queen.

Pym backpedals, waving his needle.

PYM
HEY! UGLY! OVER HERE!

The Ant Lion swivels its thick head toward Pym. Confused, the Ant Lion jerks a glance at the Young Queen as she crawls for the rim of the pit.

Pym huris a rock at the Ant Lion.

WHACK! The Ant Lion whips around. A low GROWL rolls out of its gullet.

PYM
Maybe this isn't such a good idea
after all.

The Ant Lion lunges, trying to impale Pym with its needle sharp front legs. He dodges. The insect charges forward. Pym rolls aside as the Ant Lion's mandibles scissor by. He jumps to his feet and drives his needle into the creature's right eye. SPLLOOP! The eye explodes. The Ant Lion ROARS in pain.

The Young Queen scrambles out of the pit.

The Ant Lion lumbers forward. Mandibles grinding. Pym easily evades the clumsy insect. He springs onto the Ant Lion's chitinous back and drives his needle deep into the fleshy folds between insect's head and thorax.

(CONTINUED)

56 CONTINUED:

The murderous insect SHRIEKS painfully. Green blood gushes from the wound.

The Ant Lion bucks, pitching Pym to the ground. Pym scrambles to his feet. The enraged insect turns on Pym, blood dripping past its huge jaws. Pym steels himself, ready for another attack, but the Ant Lion has had enough for one day and dives back into the soft earth, burrowing towards a safe haven.

Pym drags himself out of the pit, finding himself face to face with the Young Queen.

PYM

Hi.

He backpedals, teetering on the rim of the pit. The Queen Ant advances. Pym grips his needle, ready for a fight. But the Young Queen makes no move to attack. She screws her head from side to side. Curious. She touches Pym with her feelers. He cringes.

The Young Queen looks to the pit, then back to Pym. She takes two steps back, bows her head. Her wings BUZZ softly. Pym understands.

PYM

You're welcome.

Again, the Young Queen tilts her head.

Pym edges away from the ant.

PYM

Well. . . I'd like to stick around and rap with you. . . But ah. . . I've got to run.

Pym backs away from the ant.

PYM

See you later.

The Young Queen follows him like a faithful dog.

Pym waves the insect away.

PYM

Go back.

The Young Queen stops. Puzzled.

Pym turns, walks away. The insect tags along.

Pym stops.

(CONTINUED)

56 CONTINUED:

PYM
Don't you have a nest to go back
to? A family?

The Young Queen screws her head from side to side.

PYM
BEAT IT!

Pym tosses a rock at her.

PYM
SHOO!

The Young Queen jerks back, mandibles open, wings BUZZING
angrily.

Pym takes a few steps, glances over his shoulder. The Young
Queen doesn't follow. Pym smiles, continues on his journey.

The Young Queen waits for Pym disappear over a large dune, then
follows.

57 EXT. FRONT PORCH/OLD HOUSE -- AFTERNOON

ANGLE ON the Security Guard sipping on a glass of tea.

SECURITY GUARD
Sure you folks don't want some?
It's Liptons. Instant.

ANGLE WIDENS to include Rita and Sedgewick sitting on lawn
chairs opposite the old man.

RITA
No, thank you. Just tell us what
happened last night.

SECURITY GUARD
Like I was saying. These fellas
in one of those cleaning trucks
left just before the lab caught
fire. I told the boys in Security
about it. But they didn't seem
too interested. Not too
interested at all.

(a beat)
Too bad about that Pym fella.
. . . Liked him a lot.

RITA
Can you remember the name on the
cleaning truck?

(CONTINUED)

57 CONTINUED:

The Security Guard thinks.

SECURITY GUARD
 Oliver's Janitorial. . . Yep,
 that's it. . . Oliver's.

Rita looks to Sedgewick.

58 EXT. GRASS JUNGLE -- AFTERNOON

Pym drinks from a bubbling water sprinkler. He looks over his shoulder. The Young Queen's shadowing him. Pym ignores her.

CUT TO:

Pym jabs a stick into the ground, studying where the shadow falls. Getting his North-South bearings. The Young Queen is about three yards behind, pretending to forage through some leaves. He walks on. The Young Queen follows.

CUT TO:

Pym hacks through a dense thicket of barbed vines. He stops to catch his breath. He glances over his shoulder. The Young Queen is gone. For a moment he looks disappointed, then continues into the thick underbrush.

59 EXT. DANDELION FOREST -- LATE AFTERNOON

Pym enters a forest of dried dandelions. Enormous poof balls shifting in the afternoon breeze. Cotton coated seeds float on eddies of warm air like flakes of snow. The ground is a solid white. A landscape out of New England in deep winter. A gust of wind hits a dandelion, spreading floating seeds across a blue sky.

Suddenly, the forest becomes very quiet. Pym cocks his head. Straining to hear.

A grasshopper BUZZES into the sky. Birds fly from their roosts. Small rodents dash the safety of their deep burrows.

SOUND of a BUZZSAW cuts through the still of the jungle. The earth vibrates. Suddenly, a hot wind stirs the drifts of cotton. On it the smell of gasoline.

Pym climbs atop a small rock and sees--.

60 EXT. HIGH GRASS -- LATE AFTERNOON

A Gardener lazily driving his mower across the field.

61 EXT. DANDELION FOREST -- LATE AFTERNOON

Pym leaps to the ground. The wind rises around him, stirring the dandelion seeds into a blizzard of white.

62 EXT. NANOTECH FIELD -- LATE AFTERNOON

ANGLE ON the Gardener steering his mower through the poof ball field. A cloud of cotton swirls around him. CAMERA ZOOMS over his shoulder and down to the ground where Pym sprints from the dandelion forest and flees into the grass jungle.

63 EXT. GRASS JUNGLE -- LATE AFTERNOON

Pym reels through the dense underbrush as the SOUND of the BUZZSAW gets LOUDER and LOUDER.

Suddenly, a blast of hurricane force wind plows through the jungle. Mini-tornadoes spring up, whipping dust and debris into the air. Pym is sucked off his feet, sent cartwheeling through the air, then slammed hard to the ground.

Huge blades mercilessly chop through the jungle.

Pym scrambles to his feet, running.

Stalks of sunflowers fall like giant oak trees as the mower advances.

A huge branch falls on Pym, pinning him to the ground.

The earth shakes.

The giant mower moves CLOSER.

Pym tries to lift the branch. Too heavy. He collapses. Suddenly, the sky is blotted out by a huge shape and Pym's world goes black!

64 INT. EMPTY WAREHOUSE -- LATE AFTERNOON

Rita and Sedgewick step through an open doorway and cross a concrete floor dotted with pools of brackish water. ANGLE WIDENS to reveal an abandoned warehouse filled with the remnants of an industrial laundry. Light from the setting sun shines through broken windows, illuminating angular patches on the warehouse's rusted washing vats and skeletal dry cleaning machines.

Kneeling, Sedgewick blow dust off a metal sign, revealing a name; "OLIVER'S CLEANERS." Rita looks over his shoulder.

65 INT. CAVE -- LATE AFTERNOON

Reddish sunlight filters through the entrance of a small cave. CAMERA TILTS down to Pym sprawled across the rock floor. He sucks in a painful breath. His eyes flutter open, focus on the Young Queen watching him very intently.

Pym glances around the small cave.

PYM
How did I--?

He looks over to the Young Queen.

PYM
You dragged me in here? Didn't you?

The Young Queen wings BUZZ.

Pym sits up.

PYM
Maybe Sedgewick was right. . .
As above. . . So below.

Pym finds a chunk of a porous white food at his feet.

PYM
What's this?

Pym picks it up, studies it, sniffs it.

PYM
Bread! White bread!

He takes a bite. Chews. Savors it.

PYM
God. . . That's good.

He breaks off a piece, offers it to the Young Queen.

PYM
Want some?

The Young Queen takes a step back, BUZZES her wings harshly.

PYM
Yeah I know. . . No nutritional value.

The Young Queen vibrates her antennae.

(CONTINUED)

65 CONTINUED:

PYM
You know your highness. You're
alright. For an ant, that is.

The Young Queen strokes Pym with her feelers.

PYM
Cut it out. . . Stop touching
me with those things.

The Young Queen backs off.

PYM
We hardly know each other.

Pym laughs to himself. Takes another bite of bread.

66 INT. LARCHMONT'S OFFICE -- DUSK

Larchmont stands at a huge picture window looking out over the
lawn.

LARCHMONT
Rita, these are very serious
allegations you're making.

He turns as Rita paces in front of his black high-tech desk.

RITA
I know it sounds crazy. But I
know that the machine was taken
out of the lab before the fire.

ANGLE WIDENS to include Sedgewick as he peruses Larchmont's
floor to ceiling entertainment console.

Larchmont steps away from the window.

LARCHMONT
Have you told anyone else about
this?

RITA
No. . . We came right to you.

Larchmont walks over to Rita.

LARCHMONT
Good. I think it would be best
to keep this quiet for now.

RITA
But we should go to the police.

(CONTINUED)

66 CONTINUED:

Larchmont puts his arm around Rita and ushers her toward the door. Sedgewick follows.

LARCHMONT

Rita. . . Now before we run off making all kinds of wild accusations, we need to know who and what we are dealing with.

Larchmont opens his door.

RITA

I guess you're right.

LARCHMONT

I'm going down to Security right now and personally get the ball rolling. You go home and get some rest. I'll call you the moment I hear.

Rita and Sedgewick exit the office, closing the door behind them.

Larchmont crosses to his desk, picks up the phone and dials a number.

LARCHMONT

Tell Becker we have to talk.

67 EXT. BARREN SPOT -- DUSK

ANGLE ON Pym as he carefully peers around the edge of a rock. SOUND of RIPPING and TEARING grows LOUDER as the CAMERA REVEALS the carcass of a dead field mouse being stripped of flesh by hundreds of FIRE ANTS.

Pym crawls backward.

The Young Queen stands guard.

PYM

We have to go around.

As Pym and the Young Queen move away from the barren spot, a Fire Ant crests the rock, watching.

67A EXT. GRASS JUNGLE -- DUSK

ANGLE ON Pym and the Young Queen as they move through the darkening forest. Shafts of reddish light cut through the jungle's mist. Dragonflies dart from leaf to leaf and ghostly fireflies loop in and out of the shadows.

67B EXT. TRASHLAND -- NIGHT

Grass and weeds dried to a deep brown. Bright lights burn through the jagged canopy, illuminating a surreal landscape of giant Coke cans, broken bottles and festering candy wrappers.

Pym crawls over a rusting pen.

The Young Queen climbs atop a root, antennae quivering, hesitant.

Pym pushes forward.

The Young Queen, reluctant, follows Pym through a maze of human refuse. They pass a glistening wad of gum, blackened cigarette butts and piles of black ash.

Suddenly, the Young Queen stops. Agitated. Wings BUZZING! Antennae fluttering wildly.

Pym turns.

PYM

What's wrong with you?

A FIRE ANT, camouflaged by leaves, lunges at Pym. WHAM! He's slammed to the ground.

Mandibles open, the Young Queen meets the Fire Ant head on.

Another Fire Ant leaps from its hiding place. Pym rockets to his feet, jerks out his needle. The ant's jaws scissor. Pym backpedals, swinging his needle from the hip. RIIIIIP! He cuts a swath across the insect's abdomen. The ant reels, blood gushing from the open wound.

The Young Queen flips the Fire Ant onto its back, then drives her stinger between the thorax and head. The Fire Ant convulses, dies.

Pym spins as another Fire Ant attacks. He jogs to the right as its pincer grazes his arm. Blood flows. He drives his needle down, splitting the ant's head.

More Fire Ants pour from the shadows.

The Young Queen meets two Fire Ants head on. Crushing one with her mandibles, she brutally jabs another with her stinger.

Pym impales an ant, then dives to the ground as another ant ROARS by. Before he can scramble to his feet, the fire ant turns and springs, pinning Pym to the ground. Jaws gnashing dangerously close! Pym drives his needle up into the insect's mouth. The insect SQUEALS, then DIES!

(CONTINUED)

67C CONTINUED:

The Young Queen hurls a dying Fire Ant into an advancing mass of ants.

Pym tosses the dead ant aside, scrambles to his feet.

The insect horde edges closer.

Surrounded, Pym and the Young Queen stand back to back. Ready to fight. Ready to die.

Suddenly, a SHRILL CRY rises above the din of battle.

Dozens of winged red and black MALE ANTS dive into the mass of Fire Ants. It's a pitched battle, but the Fire Ants are driven back.

67D EXT. ANT HILL -- NIGHT

CLOSE ON Pym's face. Apprehensive. A LOUD BUZZING rises. ANGLE WIDENS to reveal an ant hill swarming with the Young Queen's colony.

PYM

Is this the welcome wagon?

Fierce looking SOLDIER ANTS simultaneously lift their heads and SNAP open their mandibles, as if they were cadets standing at attention.

CAMERA FOLLOWS Pym and the Young Queen up the hill to the edge of a dark hole opening to an abyss. The Young Queen vanishes into the tunnel, but Pym hesitates.

PYM

I'm not going down there.

A Soldier shoves him forward and he falls head over heels into the depths of the Ant Hill!

PYM

AAAAHHH!

67E INT. TUNNEL -- NIGHT

Pym follows the Young Queen deep into the colony. The galleries are crowded with Ants. Wings BUZZING. Antennae fluttering.

67F INT. ANT GRAVEYARD -- NIGHT

The Young Queen and Pym stop at the entrance to the Ant Graveyard. Thousands of dead Ants are lined up in perfect rows.

67G INT. ANT GARDENS -- NIGHT

The Young Queen leads him past the larder where worker ants cultivate a garden of luminous green fungus. They also have aphids corralled like cattle.

67H INT. EGG CHAMBER -- NIGHT

Pym and the Young Queen enter the brood chamber. The walls are honeycombed with hexagonal chambers filled with developing ants.

67I INT. TUNNEL -- NIGHT

As the Young Queen and Pym follow a narrow tunnel, a BUZZING DIN echoes from a chamber at the far end.

67J INT. QUEEN'S CHAMBER -- NIGHT

A huge cathedral-like room crowded with thousands of MALE and FEMALE ANTS beating their wings rhythmically.

Pym and the Young Queen stop at the entrance to the chamber. The beating of wings stops.

The Young Queen looks up at Pym.

PYM

Go on. . .

The Young Queen makes her grand entrance. She is covered by hundreds of adoring ants. Pym backs away as the Young Queen enjoys her homecoming.

68 EXT. ANT HILL -- NIGHT

ANGLE ON a gibbous moon. CAMERA PANS down as Pym climbs out of the ant hill. He glances once at the opening to the Queen's colony, then heads across a clearing, vanishing into the grass jungle.

69 EXT. BORDER LINE GRASS -- NIGHT

Pym steps to the edge of a deep rut between the grass jungle and sidewalk. SOUND of a WHINE turns Pym's head as the Young Queen emerges from the shadows.

PYM

I've never been very good at good byes.

The Young Queen tries to prod Pym back. Knowing that certain death lies beyond this point. Pym holds his ground.

PYM

I've got to go. . .

(CONTINUED)

69A CONTINUED:

The Young Queen hangs her head.

PYM
If I don't. I'll die.

Pym reaches out and strokes the Young Queen antennae tenderly.

PYM
See you around, your highness.

Her wings BUZZ softly.

70 INT. SIDEWALK RUT -- NIGHT

Pym climbs into the rut. He looks up. The Young Queen peers over the edge, waves her feelers once, then backs into the darkness.

71 EXT. GRATING -- NIGHT

Pym follows the rut to the edge of the Nanotech building. He stops outside a huge wire-mesh grating mounted flush to the outer wall. Pym squeezes through a small rip in the grating.

72 INT. STEEL TUNNEL -- NIGHT

Pym climbs into a narrow electrical conduit. A voice rings off the tunnel's aluminum walls. Larchmont's voice.

(CONTINUED)

72 CONTINUED:

LARCHMONT'S VOICE
Listen to me, Becker! There's
a whole hell of a lot more riding
on this besides goddamn National
Security!

Pym follows the voice to a hole in the roof of the tunnel used
to route TV cables into an office.

LARCHMONT'S VOICE
We're talking about murder one!

Pym climbs up the cable and squeezes through a ragged hole in
the carpet.

73 INT. LARCHMONT'S OFFICE -- NIGHT

ANGLE ON Larchmont, hunched over his desk. His western cut
jacket draped over his chair. He bites a fingernail, leaving it
jagged.

LARCHMONT
Rita Conroy was in my office.
She knows that the machine's been
stolen!

Pym edges around the side of the entertainment console. His
eyes on Larchmont.

74 INT. BECKER'S OFFICE -- NIGHT

A small dingy office above the warehouse. Travel posters
plastered across the wall.

Becker leans back in a chair behind his cluttered desk. Looks
at his fingernails. Perfect.

BECKER
I don't think you should concern
yourself over a small detail like
Ms. Conroy. . .

Jefferies is seated on a ratty couch across the room. He thumbs
through a worn Playboy magazine.

BECKER
She's just distraught over the
accidental death of a close
friend.

Becker motions across the room to Jefferies.

(CONTINUED)

74 CONTINUED:

BECKER
 Everything's being handled, Mr.
 Larchmont. . . Just sit back and
 relax.
 (a beat)
 Good bye.

Jefferies shambles over to the desk.

Becker scribbles "Rita Conroy" on a scrap of paper, hands it to Jefferies.

Jefferies grins.

75 INT. LARCHMONT'S OFFICE -- NIGHT

Larchmont reaches into a desk drawer and pulls out a bottle of pills. He unscrews the cap, taps two yellow tablets into the palm of his sweaty hand.

Pym scampers across the floor and under Larchmont's desk.

Larchmont catches movement out of the corner of his eyes. He stands, glances around the room. Nothing. He crosses to his wet bar, pours himself a drink, washes down the pills.

Pym climbs into the side pocket of Larchmont's jacket.

76 INT. SIDE POCKET -- NIGHT

Pym tumbles down to the bottom of the pocket, next to a lighter, a pack of cigarettes and a scrap of paper. Light filters through at odd angles revealing only parts of what's written on the paper: 888 HARGROVE ST.

JOLT!

Pym's jostled hard. He tumbles into the lighter.

77 INT. LARCHMONT'S OFFICE -- NIGHT

Larchmont slips on his jacket and heads out the door of his office.

78 EXT. APARTMENT COMPLEX -- NIGHT

ANGLE ON a steel security gate sealing the apartment's underground parking garage. WHIR! Machinery grinds into motion. ANGLE WIDENS as Rita drives up and the gate slowly slides open.

79 INT. RITA'S LIVING ROOM -- NIGHT

CAMERA PANS across Rita's dark living room. SNICK! The dead bolt slides back. The door slowly CREAKS open and Jefferies slips inside.

80 INT. PARKING GARAGE -- NIGHT

Rita parks her car. She steps out, heads for the elevator doors.

81 INT. RITA'S KITCHEN -- NIGHT

Jefferies opens Rita's refrigerator, rummages around, grabs a carrot and munches down. A fluffy white cat jumps onto the drain board. Jefferies strokes the cat's head.

JEFFERIES
(chewing)
Hello Kitty.

The cat MEOWS.

Jefferies takes out an open carton of milk, sets it on the drain board. He reaches into his jacket pocket and pulls out a syringe filled with a clear liquid. Whistling, Jefferies injects the clear liquid into the milk.

82 INT. ELEVATOR -- NIGHT

Rita in the elevator. Deep in thought. The elevator jerks to a stop. The doors HISS open. She steps into the hallway.

83 INT. HALLWAY -- NIGHT

Rita walks down the narrow hallway to her apartment door.

84 INT. RITA'S APARTMENT -- NIGHT

The door swings open. Rita steps inside and turns on the overhead light. CLICK! The living room is a disaster area. Books and papers piled high. No good housekeeping seal of approval here.

The fluffy white cat jumps onto the edge of her threadbare couch. MEOWS loudly. Rita takes the cat into her arms.

85 INT. RITA'S KITCHEN -- NIGHT

Rita sets the cat onto the drain board, rinses out a glass, then opens the refrigerator. ANGLE WIDENS to reveal Jefferies sneaking past the kitchen and heading out the front door.

Rita reaches for the milk carton, but suddenly changes her mind and grabs a tub of yogurt.

86 EXT. STREET -- NIGHT

Larchmont's fancy European sports car ROARS down the road.

87 INT. LARCHMONT'S CAR -- NIGHT

Larchmont behind the wheel of his sports car. He tunes the radio to a country and western station, then reaches into his coat pocket.

88 INT. SIDE POCKET -- NIGHT

Huge fingers reach for Pym. He scrambles away. The fingers feel around, grab the pack of cigarettes. Pym breathes a sigh of relief.

89 INT. LARCHMONT'S CAR -- NIGHT

Cigarette hanging from the corner of his mouth, Larchmont reaches into his pocket for the lighter.

90 INT. SIDE POCKET -- NIGHT

Pym dodges the fingers. Larchmont grabs his lighter, but his jagged fingernail snags Pym's lab jacket.

PYM

WHOR!

Larchmont lifts the lighter and Pym towards the top of the pocket. Pym grabs onto a bundle of threads. Stitching unravels with a LOUD RIP.

91 INT. LARCHMONT'S CAR -- NIGHT

Larchmont hears the pocket RIP.

LARCHMONT

Hot damn!

He releases the lighter, jerks his hand out.

92 INT. SIDE POCKET -- NIGHT

Pym and the lighter drop to the bottom of the pocket.

93 INT. LARCHMONT'S CAR -- NIGHT

Larchmont fingers the torn pocket.

LARCHMONT

(disgust)

Brand new suit.

He angrily tosses the unlit cigarette to the floor.

94 EXT. BACK ALLEY -- NIGHT

Larchmont parks his sports car in an alley behind a house. Climbing out, he looks both ways then enters through a gate.

95 EXT. BACK YARD -- NIGHT

ANGLE ON Larchmont as he crosses an unkempt back yard, walking past a ramshackle dog house and around the corner of a garage to the rear door of the house.

96 INT. LIVING ROOM -- NIGHT

Larchmont strips off his jacket, tosses it onto the arm of a chair.

CLOSE ON the torn pocket of Larchmont's jacket. Pym eases over the edge and drops to the floor. Looks around. Shock. Disbelief. ANGLE WIDENS to reveal Pym standing in the middle of his own living room!

97 EXT. BACK YARD -- NIGHT

Morgan crawls out of his dog house. Sniffs the air.

98 INT. HALLWAY -- NIGHT

Pym exits the living room and finds himself in the hallway. His closed bedroom door looms at the far end.

99 EXT. BACK YARD -- NIGHT

Morgan follows his nose across the yard.

100 INT. HALLWAY -- NIGHT

Pym stops at the bottom of his bedroom door which is jammed tight against the hardwood floor. The key hole is the only way through to the other side.

Pym rips strands of fabric away from a frayed strip of wall paper. He ties the strands together, making a long rope. He threads the rope through the eye of his needle.

101 EXT. BACK DOOR -- NIGHT

Morgan WHINES, scratches at the back door.

102 INT. HALLWAY -- NIGHT

Bending the point of his needle Pym shapes a make-shift grappling hook.

Pym whirls the hook above his head, then throws it toward the knob. He misses and tries again. The needle loops around the door knob, catches.

(CONTINUED)

102 CONTINUED:

Pulling the rope tight, Pym begins to ascend.

As Pym climbs toward the keyhole, the CAMERA SWINGS AROUND to reveal a pair of green eyes glowing malevolently in the darkness of the kitchen. Cat's eyes.

Pym pulls himself onto the door knob, then crosses the slippery brass surface to the key hole.

103 INT. KEY HOLE -- NIGHT

Pym climbs over huge bolts and gears, steadily moving toward the key hole on the other side. A television plays LOUDLY in the background.

JOHN BELUSHY'S VOICE

So tell us, Ant Man, what are
you're superpowers?

104 INT. BEDROOM -- NIGHT

Pym exits the key hole, scans the dark room. On television is a skit from Saturday Night Live. Garrett Morris, dressed like the comic book hero Ant Man, attends a party of superheroes. John Belushy as the Hulk and Dan Aykroyd wearing a Captain America outfit are giving Morris a hard time. They elbow each other.

MORRIS

(proudly)

I can shrink down to the size of
an ant. But I have the powers
of a human.

BELUSHY AND AYKROYD

(mugging)

Ohhh! The powers of a human.

Pym turns to his bed. Lena and Larchmont are naked and in each others arms.

LARCHMONT

You make a beautiful widow.

Pym's devastated.

Lena kisses Larchmont passionately.

LENA

I felt bad spying on my husband
for you.

LARCHMONT

How bad?

(CONTINUED)

104 CONTINUED:

She kisses her way down Larchmont's chest.

LENA

This bad.

Lena pulls the covers over her head.

PYM

I don't believe this shit.

105 INT. KEY HOLE -- NIGHT

Pym walks back into the key hole. He balls his hands into tight fists. Pym wants to shout out. Scream. But what can he do? His anger's replaced with pain. He heads back to the hallway.

106 EXT. HALLWAY -- NIGHT

Pym exits the key hole and steps onto the knob.

Suddenly, Bitty lunges. Pym ducks as the cat takes a vicious swipe at him. Needle sharp claws scratch wood. Pym loses his balance, slides across the polished brass surface of the knob towards the abyss. He scrambles, searching for a hand hold.

PYM

AAAAH!

An instant before falling, Pym's hand catches a groove in the knob. Dangling by one arm, he looks down. Right into the cat's open ~~jaw~~.

PYM

YEOW!

He jerks himself up as the cat takes another swipe at him. A claw snags Pym's tattered lab jacket. Pym slips out of his jacket and pulls free.

The cat slaps the lab jacket to the floor. Pounds it with her paws.

Pym climbs back onto the knob, scrambles to his needle and thread.

As Bitty thrashes the lab jacket, Pym slides down the thread undetected and hits the floor running.

The cat chomps down on the jacket, then spits it out. She picks it up with a claw. Empty! Her green eyes narrow.

107 EXT. BACK YARD -- NIGHT

Morgan races around to the side of the house, tailing wagging.
YIPPING!

108 INT. STUDY -- NIGHT

Dark. Quiet. The door slowly CREAKS open letting a knife of light arc across the floor.

Bitty slinks into the room. Her feral eyes sweep the floor. No movement. The cat pads past a row of toy soldiers. Her nails CLICKING on the hard wood floor. She walks by Pym standing at attention, blending in with the rest of the toy soldiers.

Bitty pounces on a small wind-up monkey. CLANG! CLANG! The cymbals CHIME.

Pym crawls past a wind-up sports car to his toy Indian. He carefully dislodges the bow and takes the quiver filled with tiny arrows.

Bitty's eyes dart left, right. Her nose twitches. Her prey is in this room.

109 EXT. BACK YARD -- NIGHT

Morgan jumps onto a stack of firewood. Nose pressed against the glass, he looks in the study window.

110 INT. STUDY -- NIGHT

Bow in hand, Pym eases around the edge of a Jack-In-The-Box, glances up, sees Morgan staring down at him. Morgan has that puzzled dog look on his face. Head tilted to the side. One ear up.

Pym waves the dog back.

Morgan breaks into a sloppy smile.

Pym takes a step toward the window.

PYM
(mouths)
Go back.

He bumps a small wind-up Godzilla. WHIR! The toy monster CLATTERS across the floor, spitting fire from its open mouth.

Bitty turns sharply.

Pym runs.

(CONTINUED)

110 CONTINUED:

Bitty launches herself at Pym, slamming head first into the Jack-In-The Box. TINNY MUSIC CHIMES as a clown head flops up and down on a spring. The cat angrily swats the box across the room.

Pym jumps behind the wheel the wind-up sports car.

Bitty swivels around, sees Pym. She draws her lips into a toothy snarl.

Pym leans against the car's "ON" switch. Face red. Muscles strained.

Bitty slowly creeps up on him.

Pym's eyes are on the cat. He pushes harder.

Morgan paws at the window. Going crazy!

The cat hunkers down, ready to spring.

Pym dislodges the switch.

The cat pounces.

Pym and the car rocket forward.

Bitty comes down, jaws chomping down on thin air.

111 EXT. HALLWAY -- NIGHT

ANGLE ON Pym behind the wheel of his toy car. Roaring down the hall.

Wailing, Bitty tears out of the study.

112 INT. KITCHEN -- NIGHT

Taking a hard right, Pym screeches across the kitchen. Bitty hits the linoleum floor running full speed. Her claws slide. She spins out of control and crashes into a pile of newspapers.

113 INT. DINING ROOM -- NIGHT

Pym jets into the dining room.

114 INT. KITCHEN -- NIGHT

Bitty rockets out of the jumbled mass of newspapers. A blinding ball of fur and claws.

115 EXT. BACK YARD -- NIGHT

Morgan races around the corner of the house, scampering for his doggy door.

116 INT. DINING ROOM -- NIGHT

Halfway across the room, the car suddenly slows. The spring winds down.

PYM

NO!

The car rolls to a stop.

The cat ROARS into the room.

Pym jumps from the car and runs like hell!

117 INT. KITCHEN -- NIGHT

Morgan gets stuck halfway through the doggy door. He's too fat! He SQUEALS!

118 INT. DINING ROOM -- NIGHT

Pym darts under the dining room table. He zig-zags between chairs. Bitty skitters after him. A paw comes down. Pym jogs out of the way. Another paw comes down. Pym dives behind a table leg. Bitty lunges, smacking her nose against the table. She staggers back, shakes her head.

Pym pulls an arrow from the quiver, turns to fire, but fumbles the arrow to the floor. Bitty takes a swipe at him. Pym jumps too late. He's knocked senseless, skidding across the floor and into the wall.

Bitty closes in. Green eyes burning with blood lust.

Pym staggers to his feet. Back to the wall. His bow and arrows out of reach.

The cat opens her mouth. White teeth glistening.

WOOF!

Morgan jumps into the frame and bites the cat on the tail. HOWLING, Bitty scampers away with the terrier on the her heels.

119 INT. HALLWAY -- NIGHT

Cat and dog come tearing down the hallway as Lena bursts out of her bedroom. Robe wrapped around her shoulders.

(CONTINUED)

119 CONTINUED:

LENA
What the hell is going on out
here!

Bitty runs between her legs and vanishes into the bedroom.

Morgan skids to a stop.

LENA
(glaring)
YOU!

Lena kicks at the dog.

LENA
Get out of here you mangy mutt!

Morgan gives Lena a hateful look, turns his back and proudly
walks away.

Larchmont steps into the hallway. He's wearing Pym's bath robe.

LARCHMONT
Everything alright?

Lena stalks back into bedroom.

LENA
I'm going to call the pound
tomorrow and have them take that
little monster away.

Larchmont steps on Pym's needle.

LARCHMONT
OUCH!

Bending over, Larchmont pulls out the bent needle, then spots
something much more interesting. Pym's tiny lab jacket. He
scrutinizes the miniature piece of clothing. Mouth open.
Astounded.

He glances down the hallway.

LENA'S VOICE
Andrew, come back to bed.

Larchmont slips the tiny jacket into the pocket of his robe and
returns to the bedroom.

120 EXT. BACK YARD -- NIGHT

Outside Morgan's ramshackle dog house. Pym snuggles into the
terrier's fur, trying to keep warm.

(CONTINUED)

120 CONTINUED:

PYM
(glum)
Now what do I do?

Morgan sighs.

121 INT. RITA'S BEDROOM -- NIGHT

ANGLE ON Rita in bed, wide awake.

RITA
Can't sleep.

With a tired SIGH, she gets up and shambles for the door.

122 INT. RITA'S KITCHEN -- NIGHT

Rita opens the refrigerator door and grabs the milk carton, pours herself a glass.

123 INT. LIVING ROOM -- NIGHT

She sits on the couch, sets her glass on the cluttered coffee table. Sifting through a pile of papers, she finds an old Polaroid marked "FIRST EXPERIMENT". It's a picture of Pym holding up a tiny wine glass. A tear runs down her cheek.

She lifts the glass of milk to her lips, but her cat jumps onto the table and knocks Pym's lucky charm chain CLATTERING to the floor. She sets the glass down, bends over and grabs the chain.

RITA
Lucky charm. . .

The cat MEOWS loudly, brushes against her leg.

RITA
You want some milk?

124 INT. KITCHEN -- NIGHT

Rita pours a little milk into the cat's bowl. The cat sniffs the milk, backs off.

RITA
What's the matter? Not good
enough?

The cat scratches at the floor trying to cover the bowl.

Rita lifts the milk carton to her nose, sniffs. Makes a face.

RITA
Sour.

(CONTINUED)

124 CONTINUED:

Rita pours the milk down the sink.

125 EXT. PYM'S HOUSE -- MORNING

Rita parks her car in front of Pym's house.

126 INT. RITA'S CAR -- MORNING

Rita remains behind the wheel. Her eyes on the house. She takes a deep breath. This is going to be hard for her.

RITA

Alright. . . Let's do it.

127 EXT. PYM'S HOUSE -- MORNING

Rita walks up the sidewalk to the front door. Reaching for the buzzer, she hesitates. Then presses it.

LENA'S VOICE

Who is it?

RITA

Rita. . . Rita Conroy.

Lena opens the door. She's dressed in black. For a moment Rita's tongue-tied and speechless. Even in mourning Lena is beautiful.

LENA

(softly)

Yes?

RITA

We've never met. . . I worked with Henry on the project.

Lena sniffles, dabs a tear from her eye.

LENA

Yes. Of course. Please come in.

As Rita steps inside, Morgan edges around the corner of the house. One ear up.

128 INT. LIVING ROOM -- MORNING

CAMERA PANS across a book shelf cluttered with Pym's memories. Photographs of his mother. Certificates. Medals. Awards. Rita picks up an old photograph of Young Henry taken on Halloween. He dressed in a bug costume. Rita smiles. She opens a book resting on the edge of the shelf. Inside Rita finds an old photograph of herself from her MIT days.

(CONTINUED)

128 CONTINUED:

RITA
 (under her breath)
 Where did he get this?

The SOUND of A CREAKING door turns Rita's eyes down the hallway.
 The bedroom door slowly swings shut.

LENA'S VOICE
 Do you take cream?

Startled, Rita snaps the book shut and spins around as Lena
 walks up, a cup of steaming of black coffee in her hand.

RITA
 Black's fine.

She hands the cup to Rita.

RITA
 Thank you.

Lena eases down into a chair, cradling Bitty. A thick white
 bandage is wrapped around the cat's tail.

LENA
 I've set the funeral for day after
 tomorrow. . . You know they still
 haven't found Henry's remains.
 (a beat)
 And I know it sounds silly, but
 somehow I think that he's still
 alive. And he'll be home soon.
 . . . But--
 (she breaks down)
 But I know he's not coming.

Lena blows her nose, composes herself.

LENA
 There are so many things I want
 to say to him and now I'll never
 have the chance.

Rita sadly stares into her coffee.

RITA
 Yes. . . I know what you mean.

Rita sets her cup down.

RITA
 (clears her throat)
 Ah--.

(CONTINUED)

128 CONTINUED:

Rita opens her purse, rummages through some things and pulls out Pym's lucky charm key chain.

RITA
I found this. . . And thought
you might like to have it. . .
It was Henry's. It meant a lot
to him.

Rita hands the chain to Lena.

LENA
Thank you. . .

Rita looks around. Nervous. She takes a deep breath.

RITA
About the fire.

Lena's eyes sharpen. Her facade fades for a moment.

LENA
What about it?

RITA
Nothing. . . Nothing at all.
I just wanted to say. . .
(voice breaks)
How sorry I am. . .
(tearful)
I've got to go.

Rita stands.

LENA
I'll show you out.

RITA
Please. . . I can find my own
way.

Rita turns, heads for the front door.

129 INT. RITA'S CAR -- MORNING

Rita tosses her purse onto the front seat, slides behind the wheel. She wipes the tears from her eyes, pulls the door shut.

130 EXT. PYM'S HOUSE -- MORNING

Rita starts the car, drives away.

131 INT. RITA'S CAR -- MORNING

Rita snuffles, rubs her nose. She starts to sneeze when--.

WOOF!

Morgan hops from the back seat, almost landing in Rita's lap. She nearly jumps out of her skin.

RITA
AAAAH!

Rita jams the brakes.

132 EXT. STREET -- MORNING

Her car hits a curb, crashes into a trash can.

133 INT. RITA'S CAR -- MORNING

Recovering her wits, Rita turns on the dog.

RITA
MORGAN! What are you doing in
my car?

Morgan wags his tail, tongue lolling.

WOOF! WOOF!

Rita snuffles.

RITA
You shouldn't be in here.

Morgan springs forward.

Rita hugs her door.

RITA
GET BACK!

She sneezes.

RITA
Oh. . . I'm allergic to dogs!

She sneezes again!

RITA
Go away.

Morgan licks Rita's face. She pushes the dog back.

RITA
That does it!

134 EXT. STREET -- MORNING

Rita gets out, storms around to the other side. She yanks open the door.

RITA
Out. NOW!

Morgan wags his tail.

RITA
I'm not--.

She sneezes.

RITA
. . .Kidding.

Grabbing Rita's purse in his mouth, Morgan leaps out of the car and darts between her legs.

RITA
HEY!

Morgan scampers down the alley.

Rita chases after him.

RITA
Come back with my purse!

135 EXT. ALLEY -- MORNING

Morgan stops outside a hole in his fence, turns, looks back. Rita is creeping up on him.

RITA
(sweetly)
Morgan. . . If you're a good
little dog I'll give you a treat.

Rita edges close, then lunges. Too late. Morgan darts through the hole and Rita lands on her face.

RITA
I'll get you for this!

136 EXT. BACK YARD -- MORNING

The rear gate CREAKS open and Rita steps into Pym's back yard. Her eyes lock on Morgan, sitting happily by his dog house. Purse hanging from his mouth.

Rita stalks across the yard.

(CONTINUED)

136 CONTINUED:

RITA
(sniffing)
Give me my purse!

She sneezes.

Morgan drops her purse by his water bowl.

RITA
Thank you.

Rita reaches to pick up her purse.

ANGLE ON Pym standing on the lip of the water bowl. With a mischievous smile, Pym jabs Rita's ankle with an arrow.

RITA
OUCH!

She reaches down to swat what she thinks must be a biting insect and finds the tiny Pym. She blinks, rubs her eyes.

RITA
I must be seeing things.

She kneels down, leans close. Almost nose to nose with Pym.

RITA
Henry?

Her eyes brighten.

RITA
HENRY!

She reaches out to grab him, then abruptly stops. He's only a half inch tall! She quickly withdraws her hand.

RITA
What happened to you?

PYM
(faint)
Get me out of here.

Rita glances back at the house.

RITA
Okay.

She gently scoops Pym into the palm of her hand.

137 INT. SEDGEWICK'S LIVING ROOM -- DAY

CAMERA PANS across Sedgewick's home laboratory.

SEDGEWICK'S VOICE

(singing)

Purple Haze all in my brain.

Sedgewick, wearing heavy surgical gloves and a black arm band, carefully draws a clear liquid into an eye dropper.

SEDGEWICK

(singing)

Believe me babe, things don't seem
the same.

He crosses to a tray of chocolate chip cookies.

SEDGEWICK

(singing)

I'm acting funny and I don't know
why.

Sedgewick doses each cookie with a single drop.

SEDGEWICK

Excuse me, while I--.

The door bell rings.

Sedgewick puts down the dropper and gives the front door a suspicious glance.

138 INT. ENTRANCE HALL -- DAY

Sedgewick presses his ear against the front door.

SEDGEWICK

Go away. . . No one's home.

RITA'S VOICE

(pounding on the door)

Sedgewick. . . Open the door.

With a smile, Sedgewick unlocks six heavy duty bolts and opens the door.

Rita rushes past him. Morgan trots in after her.

139 INT. DEN -- DAY

Furnished 60's style. More lava lamps and black light posters. Indian print bedspreads over all the furniture.

Rita closes the curtains. Sedgewick unwittingly grabs a cookie from the tray.

(CONTINUED)

139 CONTINUED:

SEDGEWICK
Heard anything yet?

He takes a bite, stops mid-chew realizing what he's done, then shrugs his shoulders, swallows.

RITA
I've got something to show you.

Sedgewick sinks into a bean bag chair.

SEDGEWICK
Show and Tell time.

Rita opens her purse and takes out a box of kitchen matches. Sedgewick watches closely like a kid at a magic show. Rita pulls back the lid and Pym pops up.

Sedgewick blinks, looks at his half-eaten cookie.

SEDGEWICK
This shit's really strong. Two bites and I'm already tripping my brains out.

Sedgewick leans close to the tiny Pym.

SEDGEWICK
And he looks so real too.

PYM
(faint)
I am real.

Sedgewick laughs.

SEDGEWICK
Far out! He's talking to me!

Pym hops onto the coffee table.

RITA
Sedgewick. . . This isn't an hallucination.

SEDGEWICK
(disappointed)
It's not?

Sedgewick pokes Pym with a finger.

SEDGEWICK
Oh, man. . . You're right. PYM!
You're alive!

(CONTINUED)

139 CONTINUED:

He turns to Rita.

SEDGEWICK
But he's kind of small, isn't he?

She snuffles, rubs her nose.

RITA
Sedgewick. . . He ne--.

She snuffles again. Ready to sneeze.

RITA
Nu-Need your--.

Pym backpedals.

PYM
NO! Don't sneeze!

Rita holds a finger under her nose.

RITA
False alarm.

She sneezes, blasting Pym across the coffee table. He grabs onto the edge of the table, stopping his fall. He pulls himself back up.

RITA
Sorry.

Morgan sneaks out of the room.

140 INT. WAREHOUSE OFFICE -- DAY

ANGLE ON Becker as he looks at Pym's tiny jacket under a magnifying glass.

BECKER
Fascinating.

ANGLE WIDENS to include Larchmont pacing across the office.

LARCHMONT
And that Conroy woman was poking around again today.

Becker leans back in his chair, shoots a wilting glance to Jefferies.

BECKER
Is that so?

(CONTINUED)

140 CONTINUED:

LARCHMONT
If Pym's alive we are in big
trouble.

BECKER
Not necessarily.

Becker swivels his chair to face two muscle bound Swedes seated on the couch. They are LARS and YURIG. Blond hair, blue-eyed twins. Cold expressionless faces. Deadly assassins.

BECKER
Terminate the girl and her hippie
friend.

Larchmont stops pacing.

LARCHMONT
Terminate?

Becker's eyes find Larchmont.

BECKER
Do you have a problem with that,
Mr. Larchmont?

Larchmont swallows hard. His eyes dart over to the Swedes.

LARCHMONT
No. . . No problem.

Lars stands.

LARS
What about the little man?

BECKER
Bring him to me.

141 INT. SEDGEWICK'S LAB/NANOTECH -- LATE AFTERNOON

CAMERA FOLLOWS Pym as he walks across a map of the city spread over Sedgewick's desk. He stops at a black line marked Hargrove St.

PYM
We start looking here.

ANGLE WIDENS to include a "MR. MICROPHONE" Sedgewick has hooked up to amplify Pym's voice.

(CONTINUED)

141 CONTINUED:

PYM

This was the address I saw in
Larchmont's pocket and could be
where they've stashed my machine.

ANGLE WIDENS further to include Rita scrutinizing the map.

RITA

We can't just walk in.

PYM

Maybe you can't. . . But I can.

Sedgewick sets a lock box on the edge of the desk.

SEDGEWICK

Yeah. . . He's the Ant Man.

PYM

And when the going gets tough.
The tough get small.

Sedgewick unlocks the box.

PYM

How much time do we have?

Rita checks her watch.

RITA

Four hours and thirty six minutes.

Sedgewick swings the lid back.

SEDGEWICK

Now let's see what the doctor has
for his little friend.

Sedgewick sorts through trays filled with glass vials.

SEDGEWICK

LSD 25, 26, 27, 44. . . How did
that get out of order?

Sedgewick moves the vials around.

SEDGEWICK

Curare. . . Belladonna. Murene.

Sedgewick pockets the eye drops.

(CONTINUED)

141 CONTINUED:

SEDGEWICK
I wondered where that was.

He pulls out a vial marked: SUBSTANCE X.

SEDGEWICK
Ah. . . Here we are.

He sets the vial next to Pym.

PYM
What is it?

SEDGEWICK
Disconnects your primary motor
functions. Turns you into a jelly
fish. Freaky, huh?
(grins)
I've never tried it on a human.

142 EXT. NANOTECH -- DUSK

The Swedish Assassins, disguised as Security Guards, walk up the steps of the main building.

143 INT. SEDGEWICK'S LAB -- DUSK

CLOSE on Pym's seven arrows. A tweezer enters the frame. ANGLE WIDENS as Sedgewick carefully dips each arrow into his Jelly Fish brew.

Pym and Rita watch.

CAMERA TILTS up to the skylight. The Young Queen lands on the glass. Wings BUZZING furiously.

144 INT. HALLWAY -- DUSK

CAMERA FOLLOWS the Swedish Assassins down the hallway toward Sedgewick's lab.

145 INT. SEDGEWICK'S LAB -- DUSK

Pym carefully loads the arrows into his quiver.

PYM
Alright. . . Let's go.

The door swings open and the Assassins enter.

Pym eases into the shadows.

(CONTINUED)

145 CONTINUED:

SEDGEWICK
Hey, dudes. . . Ever hear of
knocking first?

LARS
We were just checking if
everything was alright in here.

Yurig closes the lab door behind him.

Rita gives Sedgewick a glance.

SEDGEWICK
Everything's cool.

Rita's eyes are fixed on Lar's designer loafers. Something's
wrong here.

SEDGEWICK
Now if you don't mind we've got
some important business to take
of.

Yurig reaches under his jacket and jerks out a silenced gun .22
revolver.

YURIG
So do we.

SEDGEWICK
Bummer.

Pym shoves a beaker to the floor. CRASH!

Yurig spins, gun level.

Sedgewick WHACKS Lars across the chin with a lava lamp.

Yurig swivels around, opens fire.

Sedgewick pulls Rita to the ground as bullets CRASH overhead.

Pym darts across a table, leaps to the desk.

Yurig scrambles after him.

Rita kicks a stool across the room, tripping him up. Yurig
tumbles to the ground.

Lars climbs to his feet, reaches under his jacket for his gun.

Sedgewick hits the Swede with a flying tackle. Both crash to the
floor. The Assassin's gun spins free.

(CONTINUED)

145 CONTINUED:

Yurig staggers to his feet. Rita darts between two tables. The killer fires. Bullets pepper the lab.

Lars kicks Sedgewick into a rack of glass tubes.

Yurig stalks Rita.

Pym turns up the volume up on the "Mr. Microphone" and lets loose an ear-splitting whistle.

Mincing, Yurig jerks around.

Pym fires a poison arrow.

SWAPPP!

The tiny needle sticks in the Yurig's neck.

YURIG

What--.

He pulls out the needle. His face goes slack. Gun slips through his fingers and he topples to the floor.

Lars nails Sedgewick with a solid punch. Sedgewick reels.

Rita crawls for Yurig's gun.

Lars grabs his gun, aims at Rita.

SEDGWICK

Rita look out!

Sedgewick charges the assassin with a scalpel.

The killer twists and shoots.

PHTTT!

Sedgewick looks down at a neat hole in his lab coat. White fabric turning blood red. He crumbles.

Lars whirls around.

Rita grabs Yurig's gun and fires.

Lars takes two slugs to the chest, kicking him back against the wall. He slides to the ground, dead.

Horrified, Rita lets the gun drop from her hands.

Pym hops to the floor.

(CONTINUED)

145 CONTINUED:

PYM
Sedgewick!

Rita spins.

Sedgewick's crumpled against the desk. Mortally wounded.

Pym climbs onto a chair opposite his dying friend.

PYM
Sedgewick. . .

Sedgewick turns his head. His breathing rough.

SEDGEWICK
Looks like I'm gonna have to miss
the Grateful Dead concert.

Rita kneels at Sedgewick's side.

RITA
Hold on. We'll get you to the
hospital.

He grimaces.

SEDGEWICK
Don't have the time, man.

He sucks in a painful breath. Turns his eyes up to the skylight.

SEDGEWICK
This is gonna be interesting.

His eyes close. He dies.

Pym sinks down.

Rita holds Sedgewick's hand and sobs.

146 EXT. ROOF -- NIGHT

Through the skylight we see Rita cover Sedgewick with a lab jacket and leave the room. ANGLE WIDENS as the Young Queen flies away.

147 INT. WAREHOUSE -- NIGHT

CLOSE ON a revolver in a glass box. Blue light flashes. ANGLE WIDENS to reveal the glass rod. ZAP! A blue beam hits the gun. Becker, Larchmont and Lena watch as Pym's machine kicks into high gear.

(CONTINUED)

147 CONTINUED:

A BALD SCIENTIST in a white lab jacket sits at the computer console. Stats race across the screen.

Bolts of electricity crawl across the surface of the gun.

ON COMPUTER MONITOR:

"MALFUNCTION" blinks.

The gun turns BRIGHT RED. WHOMP! It explodes, shattering the glass box.

The Bald Scientist shuts Pym's machine down.

Becker walks over to the smoldering glass box. The gun has been reduced to molten slag. He turns to Larchmont. Eyes narrow. Angry.

LARCHMONT

We'll get it right next time.

BECKER

Let's hope so.

The Bald Scientist, frantic, thumbs through sheets of computer readouts.

BALD SCIENTIST

Apparently there's some kind of code word you need to access the right automated sequence.

LARCHMONT

Then find it!

The Bald Scientist studies a jumble of Pym's formulas. Stupefied and totally confused.

Lena sits on the edge of a table, fixes Becker with her eyes.

LENA

Tell me, Mr. Becker. What are you going to do with the machine.

(a glance to Larchmont)

. . . Once you get it working?

BECKER

That's classified, Mrs. Pym.

LENA

Please. . . Call me Lena.

Larchmont watches jealously.

148 EXT. ALLEY -- NIGHT

Rita parks Sedgewick's van down the alley from the innocuous looking warehouse.

149 INT. VAN -- NIGHT

Rita turns off the engine.

RITA
888 Hargrove St.

She looks over to Pym sitting atop a pair of foam dice hanging from the rear view mirror.

150 EXT. ALLEY -- NIGHT

Rita steps out of Sedgewick's van with Pym sitting on her shoulder. She looks down both ends of the alley. It's dark. Quiet. She walks toward the warehouse.

CLOSE on the van's side mirror. The Young Queen climbs over the edge. Flexes her wings, flies into the night.

151 EXT. WAREHOUSE -- NIGHT

Rita and Pym stop at a side door leading inside the massive warehouse. She fingers the electronic key card slot.

RITA
Security lock.

PYM
Maybe I can trip it from the inside.

Rita holds Pym up to the slot.

RITA
Be careful.

He hands Rita his bow and quiver, taking one arrow just in case.

PYM
You can count on it.

Pym falters, feels faint. Pain radiates up his right arm.

RITA
Pym?

The spell passes. He straightens up.

PYM
I'm okay. . . See you on the other side.

(CONTINUED)

151 CONTINUED:

Pym squeezes into the slot.

152 INT. SECURITY LOCK -- NIGHT

ANGLE ON Pym as he crawls into an electronic wonderland. Circuit boards flicker. Laser beams HUM. Blue lights pulse through a maze of transistors and microchips.

153 INT. ELECTRONIC STAIRCASE -- NIGHT

CAMERA FOLLOWS Pym up a staircase made from rows of brown transistors. As he reaches the top and moves off into the electric labyrinth, the CAMERA REVEALS that the last step was really the chitinous back of a big brown cockroach. The insect's feelers slowly unfurl.

154 INT. NARROW TUNNEL -- NIGHT

Pym climbs into a gap between two circuit boards. He follows the narrow tunnel into the heart of the machine.

The roach shadows him.

155 INT. JUNCTION -- NIGHT

Reaching a junction, Pym stops. Listens. A SCRAPING SOUND rises over the hum of electronic circuits. He glances down both ends of the tunnel. Nothing.

156 INT. ANOTHER TUNNEL -- NIGHT

Pym turns down another tunnel. Something moves down at the far end. He edges closer. In the flickering red and blue lights, Pym sees two newly hatched roaches climbing from their egg case.

PYM

Oh no.

He turns to flee.

Suddenly, the brown cockroach jumps into the tunnel. HISSES!

Pym reels back.

The roach skitters towards him, mandibles GNASHING!

Pym darts down a side tunnel.

157 INT. CIRCUIT BOARD TUNNELS -- NIGHT

CAMERA FOLLOWS Pym through a labyrinth of corridors with the roach hot on his heels. He shoots a glance over his shoulder. The insect is closing in for the kill.

(CONTINUED)

157 CONTINUED:

Pym grabs an overhead wire and hoists himself up moments before the roach overtakes him. The roach rears up, its jaws nipping at Pym's heels.

158 INT. CIRCUIT BOARD -- NIGHT

Pym swings himself over the edge of a circuit board. He backpedals as the roach climbs onto the board, antennae seeking him out.

Pym pulls the arrow from his belt.

The roach charges him.

Pym rolls to the side and drives his arrow into the insect's abdomen, but the sharp tip glances off the the roach's chitinous shell.

PYM

The damn thing's built like a tank!

The roach turns. Its large brown wings flutter angrily. It attacks again.

Pym dives between the roach's legs and jabs his arrow a soft spot between the head and thorax. The arrowhead wedges between the insect's scales, then snaps free.

Pym rolls to his feet as the roach turns to make another pass. Desperate, he glances left, then right. He spots two small gold circuits sparking with electricity.

Pym edges toward the circuits, taunting the insect.

PYM

Come on! Come and get me.

The roach skitters toward him.

Pym leaps between the sparking circuits. Static electricity dances around his feet.

The roach stops. Hesitant. Antennae wiggling.

PYM

(under his breath)
Come on. . . Come on.

The roach springs.

Pym jumps from the board.

The roach hits the live circuits and SIZZLES.

(CONTINUED)

158 CONTINUED:

The board shorts out. SNAP! CRACKLE! POP! Bolts of electricity arc from transistor to transistor.

159 INT. TUNNEL -- NIGHT

Pym sprints down a tunnel between circuits boards as fingers of blue fire CRACKLE across the lock's delicate electronics.

He looks over his shoulder. A wall of blue fire fans out in all directions.

Pym jumps from a circuit board as an explosion obliterates the screen.

160 EXT. WAREHOUSE -- NIGHT

CLOSE ON the security lock. A puff of smoke pours out of the slot. The LED screen reads: "ACCESS APPROVED". ANGLE WIDENS as the side door slides open. Rita takes out her gun and cautiously steps inside.

161 INT. WAREHOUSE GARAGE -- NIGHT

Pym crawls from the slot inside the warehouse. His clothes are smoldering. Hair standing on end.

Rita scoops Pym into the palm of her hand.

PYM
Don't ask.

She sets Pym on her shoulder, then walks over to a truck parked in in the loading bay. It's the janitorial truck Jefferies used to transport the stolen machine.

RITA
Oliver's Janitorial.

Rita and Pym move deep into the warehouse's shadows, unaware that their movements are being tracked by a video camera mounted high atop the ceiling struts.

162 INT. SECURITY OFFICE -- NIGHT

CLOSE ON a monitor with Rita and Pym walking across the warehouse. ANGLE WIDENS to include Jefferies and Eddie watching the screen.

JEFFERIES
We've got company.

163 INT. WAREHOUSE GARAGE -- NIGHT

The Young Queen lands on the video camera's lens.

164 INT. HALLWAY -- NIGHT

Rita and Pym edge down a dark hallway to a dusty window looking into the main warehouse. Rita sets Pym onto the windowsill. He presses against the glass. His machine is across the room. Suddenly, Pym staggers. Doubled over with pain, he leans against the glass. His face dotted with cold sweat.

RITA
(alarmed)
Henry. . . The Pym Effect.

Pym regains his composure, catches his breath.

PYM
I'm fine. . .

Pym climbs into the palm of her hand.

165 INT. WAREHOUSE -- NIGHT

The door creaks open. Rita and Pym slip inside. SOUND of LAUGHTER turns Rita's eyes up to the overhead office. Through the windows, we see Larchmont fill a champagne glass, then hand it to Lena.

Rita looks down to Pym. His eyes grim. Jaw set.

PYM
Come on. . .

CAMERA FOLLOWS Rita and Pym as they sneak across the warehouse to the main computer terminal.

Rita sets Pym onto a table, then eases into a chair across from the console.

Rita turns on the computer terminal.

ON COMPUTER MONITOR:

ACCESS SYSTEMS FILE 8899/

Pym strips off his quiver and bow.

ON COMPUTER MONITOR:

CODE WORD PLEASE/

Rita types in the code word.

ON COMPUTER MONITOR:

"LILLIPUT".

The machine flickers to life.

(CONTINUED)

165 CONTINUED:

Suddenly, the overhead lights FLARE ON!

Rita jumps to her feet.

Becker, Eddie and the Bald Scientist step through a doorway.
Armed to the teeth!

BECKER
Ms. Conroy. How nice of you to
drop by.

RITA
RUN PYM!

Pym hops onto the floor, takes off.

Rita whips out her gun.

RITA
Stay back!

Becker walks toward her, hands outstretched.

BECKER
Why don't you put the gun away
before you get hurt?

RITA
Get hurt? I don't think so.

She, aims. FIRES!

A bullet splatters inches from Becker's right foot. He stops
cold.

RITA
Marksman first class. Camp
Manatee for Girls. 1974.

Jefferies sneaks up behind Rita, chops the gun from her hand.
She spins, fist raised, but Jefferies stops her by the wrist and
grins.

Becker snaps his fingers at Eddie and the Bald Scientist.

BECKER
Don't let Pym escape!

Eddie and the Bald Scientist fan out.

Larchmont exits the office and walks down the stairs to the
warehouse.

Rita sears him with her eyes.

(CONTINUED)

165 CONTINUED:

Pym creeps across a table littered with of electronic parts.

Eddie sneaks up on him. Pym darts away. Eddie lunges and crashes head long into the pile of parts. Hands empty.

Pym bolts under a table as huge shoes scuff past. He hides behind a mouse trap.

Crawling around on hands and knees, Eddie searches every nook and cranny.

Becker picks up the tiny quiver and bow.

BECKER
Very creative.

The Bald Scientist spots Pym peeking out from behind a filing cabinet.

BALD SCIENTIST
There!

Pym darts between his legs. The Bald Scientist trips over himself.

Pym races for the open door.

He sprints. Running hard. Legs pumping. He's almost there!

Suddenly, a champagne glass comes down, trapping him.

166 INT. CHAMPAGNE GLASS -- NIGHT

Pym hurls himself against the glass. He looks up and sees the distorted face of Lena looking in at him.

LENA
Hello Henry.

167 INT. WINDOWLESS OFFICE -- NIGHT

The door swings open and Jefferies tosses Rita roughly into a small windowless office with a bare overhead bulb.

RITA
What are you going to do with Henry?

Jefferies fingers his Star of David.

JEFFERIES
I'd worry more about what we're going to do with you.

(CONTINUED)

167 CONTINUED:

Jefferies exits, locking the door behind him.

168 INT. WAREHOUSE -- NIGHT

CLOSE ON a ladies wristwatch glowing white. WHOMP! The watch vanishes into a flurry of sparks and a puff of smoke.

ANGLE WIDENS as Becker approaches. The smoke clears, revealing a tiny watch. Becker gingerly picks up the watch, holds it to his ear.

BECKER

And it keeps on ticking.

ANGLE WIDENS further to include Lena, Larchmont and the Bald Scientist standing behind him.

LARCHMONT

What about the girl?

He glances over to a tiny bottle next to the computer terminal.

LARCHMONT

And Pym?

169 INT. BOTTLE -- NIGHT

Pym paces inside the bottle.

170 INT. WAREHOUSE -- NIGHT

Becker hands the watch to Lena.

BECKER

We'll deal with them later.

Larchmont swallows hard.

LARCHMONT

I'm not so sure I approve of your methods, Mr. Becker.

Becker gives Larchmont a cold stare.

BECKER

You don't have to approve of them, Mr. Larchmont. Just appreciate them.

Lena marvels at the tiny watch.

LENA

Too bad we have to turn Henry's machine over to the government.

(CONTINUED)

170 CONTINUED:

Becker lights a cigarette.

BECKER

Who said we're going to turn it over to the government?

Larchmont turns to Lena.

LARCHMONT

Could you excuse us for a minute dear. . . I have something important to discuss with Mr. Becker.

BECKER

No. . . Let her stay. . . We have no secrets from each other. We're all partners, aren't we?

Larchmont's jaw tightens.

LARCHMONT

Partners?

171 INT. BOTTLE -- NIGHT

Pym, desperate, wedges himself against the glass and tries to climb out. No way. He slides to the bottom.

172 INT. WAREHOUSE -- NIGHT

Becker puts a hand on Larchmont's shoulder.

BECKER

Mr. Larchmont, I don't think you truly understand the power of a machine like this.

Larchmont shrugs the hand away.

BECKER

Its military applications are limitless. For example. You could hide an entire army inside a shoe box. Or a shrink a nuclear bomb to the size of a pea. A third world country with such a capability could become a superpower over night.

Becker glances to Lena.

BECKER

And we would control its use.

(CONTINUED)

172 CONTINUED:

Larchmont's eyes dart from Lena, then to Becker.

LARCHMONT

What about your superiors?

He grins.

BECKER

I'm afraid that I haven't been very honest with you Mr. Larchmont. The truth is that I don't have any. I'm sort of a free agent. An entrepreneur like yourself.

LARCHMONT

Becker. . .

BECKER

Please, spare me your patriotic bullshit. You're in it for the money like the rest of us.

LARCHMONT

You can count me out.

Becker reaches under his jacket.

BECKER

Why am I not surprised?

Becker whips out a silenced .45 automatic, shoots Larchmont through the head.

Lena gasps. Stunned.

The Bald Scientist races for the door.

Becker pivots.

BECKER

Don't run!

The Bald Scientist doesn't stop.

Becker shoots the Bald Scientist in the back.

BECKER

DAMN IT!

Becker turns on Lena, gun muzzle smoking.

Fearful, she takes a step back.

(CONTINUED)

172 CONTINUED:

Becker aims.

LENA
(cowering)
Don't kill me. Please.

Becker lowers his gun. Smiles.

BECKER
Ever been to Rio?

173 INT. WINDOWLESS OFFICE -- NIGHT

Rita paces her small room. The bolt draws back with a LOUD CLICK. The door swings wide and Becker steps inside. Eddie and Jefferies stand in the doorway.

RITA
What have you done with Henry?

Becker draws up a chair.

BECKER
Please. . . Sit.

RITA
I'd rather stand.

Becker sits.

BECKER
You must be wondering why you're still alive.

RITA
It did cross my mind once or twice.

BECKER
I'm going to give you a chance to save your life. Maybe Pym's too.

Rita folds her arms, says nothing.

BECKER
You and Pym know more about his machine than anyone. You could join us. . . Help us.

RITA
Never.

Becker snaps his fingers.

(CONTINUED)

173 CONTINUED:

BECKER
I bet I can persuade you to change
your mind.

Eddie and Jefferies grab Rita by the arms.

174 INT. BASEMENT ROOM -- NIGHT

A dank, dusty room covered with spider webs.

Eddie ties Rita to a wooden chair. Hands behind her back. He tests the ropes.

EDDIE
Too tight?

Rita says nothing, her eyes riveted on Becker as he walks into the room holding the bottle imprisoning Pym.

BECKER
Comfortable?

Becker holds the bottle up to Rita's face.

BECKER
I've decided to provide you with
a little live entertainment while
you're thinking over my
proposition.

175 INT. BOTTLE -- NIGHT

Pym pounds on the glass.

PYM
Rita!

176 INT. BASEMENT ROOM -- NIGHT

Becker gives the bottle a hard shake. Bouncing Pym around.

BECKER
So small and fragile.

Rita tries to pull free.

RITA
GODDAMN YOU!

BECKER
Now. . . Watch carefully.

Becker crosses the room to a huge spider web strung between a support strut and the wall.

(CONTINUED)

176 CONTINUED:

CLOSE ON a perfect spider web. Sticky strands of silk glistening in the harsh overhead illumination. A single runner stretches from the edge of the web to a dark crack in the wall. Something stirs inside that darkness. Something black with six legs.

Becker plucks Pym out of the bottle with a pair of long tweezers, holds him over the glimmering web.

She pulls at her bonds.

RITA
NO!

Becker holds Pym close to his face.

BECKER
You know Henry. . . It's funny how life runs full circle. First the father. Then the son. . . Know what I mean?

Pym struggles to free himself.

BECKER
No. . . How could you? You still think your father caused the unwarranted deaths of all those poor, innocent people.
(a beat)
But I'll let you in on a little secret. He didn't kill them. I did.
(stiffens)
It could have been avoided, but your father was a stubborn man. Too principled for his own good. He wanted to stop me. Imagine that. . . And I offered him 50% of the profits.

Pym swings at Becker. A futile effort.

PYM
You bastard! You murdered my father!

Becker lowers Pym onto the web.

BECKER
Accidents happen. . . Don't they?

Pym sticks to the webbing. He tugs, pulls at the gooey strands.

(CONTINUED)

176 CONTINUED:

BECKER

Careful Henry. . . The more you
struggle, the more it sticks.

Pym twists his head toward the crack in the wall. His eyes peer into the shadows, into the face of a many-eyed monster lurking in the darkness.

Lena bends over, scrutinizes the entangled Pym.

PYM

Lena. . . Help me. Please. Help
me.

LENA

Not this time Henry. I've got to
look out for myself. And I
suggest you do the same.

She glances at the crack in the wall and shivers.

LENA

What a terrible way to die.

She walks over to Becker, feigning horror.

LENA

I can't watch. Take me out of
here.

BECKER

(to Rita)

If you change your mind, Eddie
and Jefferies are just down the
hall. But don't wait too long.
I think I hear the dinner bell
ringing.

Becker and Lena exit the room. The door slams shut with a resounding BOOM!

CLOSE ON the crack in the wall. A big, shiny black widow spider edges a few centimeters from inside its nest. Blood red hour glass on her abdomen. The spider delicately extends a single leg to the runner.

Rita strains against her ropes.

RITA

You wanted to play the superhero!
You're the Ant Man. And now look
at the mess we're in.

(CONTINUED)

176 CONTINUED:

Moving cautiously, Pym tries to free his right arm, but the sticky webbing snaps back. THANG! The strand quivers.

PYM

Oh, no.

A vibration ripples along the silk, jumps from strand to strand, pulsing across the web like a series piano wires oscillating to a single note. The vibration hits the runner, sending a signal to the black widow. Dinner time!

The black widow springs onto her web.

Rita sees the spider on the web.

RITA

Henry. . . There's a spider on that web!

Pym tugs at the sticky strands holding him to the web.

PYM

No kidding.

Trying to jerk her hands free, Rita accidentally tips her chair and topples to the ground. She tries to right herself, but can't.

RITA

Henry!

Pym glances across the web. The black widow slowly taps from strand to strand like a blind person feeling their way.

177 INT. ANOTHER ROOM -- NIGHT

Blue light flickers across a dusty overhead lamp shade. SOUND of a baseball game CRACKLES over a television. BUZZ! The Young Queen lands on the shade. She crawls to the edge and the CAMERA TILTS down to Eddie and Jefferies at a card table playing gin rummy while an old black and white television blares.

Eddie sorts through his cards, chews on his cheek, then jerks a look towards the doorway.

EDDIE

Hey. . . Think she's gonna crack?

Jefferies rearranges his cards.

EDDIE

Maybe we should go take a look?

Jefferies throws a card.

(CONTINUED)

177 CONTINUED:

JEFFERIES

Gin. . .

EDDIE

No way.

Jefferies fans his cards across the table.

JEFFERIES

Read 'em and weep, dumbshit.

The Young Queen BUZZES past the table, flies out the door.

178 INT. BASEMENT ROOM -- NIGHT

The black widow methodically moves across her web.

With a violent jerk, Pym rips his right arm loose. He twists his body rips his left leg free.

The black widow moves faster. Moves closer.

Pym works on his left arm, tearing at the sticky silk. He swivels his head. The spider is close. Too close! Its eight eyes glaring hungrily. Black marbles glimmering like cold lamps from some dark hell. The black widow's serrated mandibles move from side to side like enormous saws. The pincer points drip with deadly venom.

Rita kicks her feet out, trying to swing the chair around. It's no use. She twists her head, catching the action from the corners of her eyes.

RITA

(anguished)

Henry. . .

Pym frees his left arm.

The spider is centimeters away now.

Pym feverishly digs at the silk binding his right leg to the web. His eyes dart up. The black widow looms over him, ready to deliver its deadly bite. Pym has seconds to live. . . Or die.

Pym untangles his right leg.

The black widow springs.

Pym drops through the web. Free!

(CONTINUED)

178 CONTINUED:

PHHHT!

The black widow shoots out a thin thread of silk, snagging Pym by the right wrist. He's caught like a fish on the hook.

Using her front legs, the black widow begins to reel Pym in.

Desperate, Pym claws at his wrist as he's pulled upward. He can't reach the webbing. He looks up. The spider's jaws open wide.

Suddenly, the Young Queen dive bombs the black widow. The spider staggers back. Confused.

The silk cord snaps and Pym falls.

PYM

AAAAAH!

Pym crashes into a pile of disc-shaped styrofoam packing chips.

The spider drops to the floor by a slender thread of silk.

Rita's catches the spider's descent.

RITA

Henry! LOOK OUT!

The black widow lands on the floor.

Pym crawls out of the packing chips. In the open. Defenseless.

The spider runs at him full speed.

Pym grabs a chip, hurls it like a frisbee. WHACK! The disc bounces off the spider. Pym throws another chip and another, but the spider continues to advance.

The Young Queen sets down between Pym and the spider. She opens her mandibles wide. The black widow raises her front legs, exposing her serrated jaws.

The Young Queen and black widow circle each other like wrestlers.

The spider lunges at the ant. The Young Queen drives the spider back with her jaws. They circle again. The black widow springs and the Young Queen jets into the air, evading the black widow's poisonous jaws. She drops onto the spider's back.

The Young Queen arches her back, ready to bury her stinger into the spider's abdomen, but the black widow flips the ant aside. The Young Queen cartwheels through the air, out of control. She crashes into the wall. Drops to the floor. Stunned.

(CONTINUED)

178 CONTINUED:

The black widow shoots out a jet of silk, snaring the ant in her deadly web. The Young Queen bites at the silk with her mandibles. More webbing tangles her legs, glues her to the floor. She's helpless now!

The spider cocoons her, then rears up, mandibles open and ready to deliver the final bite.

A rock bounces off the spider's back.

PYM'S VOICE

Yo, mama!

The black widow turns.

ANGLE ON Pym, brandishing a deadly looking nail.

PYM

It's karma payback time!

The black widow charges Pym.

Pym darts aside, whacks the spider with the nail.

The spider turns, shoots out a net of silk.

Pym dodges the webbing.

The spider charges. Pym jogs to the right, jabs the nail at the black widow's head. The spider knocks Pym aside with her front legs. Pym tumbles across the floor.

The black widow lunges. Pym back flips to his feet and swings the nail in a tight arc, splitting the spider's front legs. The black widow scuttles back, green blood dripping from wounds.

Enraged, the black widow rears back, ready to spring, exposing its soft underbelly.

Pym hurls the nail like a javelin.

PYM

YEEAH!

The nail pierces the spider through the thorax, pinning it to the wall like a butterfly in a insect collection.

Pym scampers over to Rita.

RITA

Henry! Untie me.

PYM

Hold on.

(CONTINUED)

178 CONTINUED:

Pym darts away.

RITA
Hey! Come back here!

Pym races over to the cocooned Young Queen. She's not moving. Was he too late? Pym tears away the webbing.

PYM
Oh, god. Please be alive.

The Young Queen's feelers wiggle. Pym breaths a sigh of relief.

179 INT. ANOTHER ROOM -- NIGHT

Jefferies slaps a card face down on their discard pile.

JEFFERIES
Gin, again.

Eddie throws his cards down.

EDDIE
I ain't playin' with you no more.

We hear a mournful CRY echo down the hall.

JEFFERIES
Go check on the bitch.

180 INT. BASEMENT HALLWAY -- NIGHT

Eddie exits the room, heads down the hall.

EDDIE
One day he's gonna be sorry he
treated me bad.

181 INT. BASEMENT ROOM -- NIGHT

SNICK! The bolt's drawn back. Eddie opens the door and steps into the room.

ANGLE ON Rita sitting up in her chair. Hands behind her back. Head down. Sobbing.

EDDIE
Don't cry.

Rita lifts her head.

RITA
The spider. . .

(CONTINUED)

181 CONTINUED:

Eddie glances over to the web, shudders.

She starts sobbing again.

Eddie pulls a wrinkled handkerchief from his back pocket.

 EDDIE
Here... . Blow your nose.

Rita takes the handkerchief in her left hand.

 RITA
Thank you.

 EDDIE
Hey!

Rita CRACKS Eddie across the chin with a broken table leg. He flops against the wall, slides to the floor and goes out like a light. Rita grabs his gun.

ANGLE ON Pym and the Young Queen standing on Rita's shoulder, next to her ear.

Rita checks her watch.

 RITA
We have less than ten minutes.

182 INT. BASEMENT HALLWAY -- NIGHT

Rita eases out of her cell, looks down the hall to Jefferies' room. The baseball game echoes along the damp walls.

183 INT. ANOTHER ROOM -- NIGHT

ANGLE ON Jefferies watching the baseball game. ANGLE WIDENS as Rita sneaks past the door.

Jefferies jerks an impatient look to the hall.

 JEFFERIES
Where is that asshole?

He gets up.

184 INT. BASEMENT HALLWAY -- NIGHT

Rita darts up the stairs as Jefferies exits the room and heads down the hall.

185 INT. BASEMENT ROOM -- NIGHT

ANGLE ON Eddie crawling on his hands and knees. Blood running from his mouth. ANGLE WIDENS as Jefferies opens the door.

JEFFERIES

Hey, dumb--.

He sees Eddie.

JEFFERIES

. . .SHIT!

Eddie looks up.

EDDIE

I think she busted my jaw, man.

Jefferies jerks out his gun.

186 INT. WAREHOUSE -- NIGHT

The shrinking machine's glass rod slowly rotates, then tilts down to the floor where Pym waits.

PYM

Let's do it.

Rita types a command into the computer console. Gun at her side.

RITA

It'll take a few seconds to load the reintegration program.

Her eyes dart up to the shuttered office. The shrinking module lights up.

187 INT. OFFICE -- NIGHT

Becker and Lena are sprawled across the couch, locked in a passionate embrace. She unbuttons his shirt, runs her hands across his chest. Suddenly the lights flicker. The SOUND of machinery rises.

Becker screws his head toward the door.

BECKER

What the--.

188 INT. WAREHOUSE -- NIGHT

ANGLE ON Rita as her fingers dance across the computer keyboard.

(CONTINUED)

188 CONTINUED:

ON COMPUTER MONITOR:

PYM'S BIOLOGICAL STATS/

Suddenly, Jefferies bolts into the room, gun up.

JEFFERIES

Get away from the machine!

Jefferies pulls back the gun's slide, aims.

JEFFERIES

NOW!

Suddenly, the Young Queen flies in Jefferies' face and stings him in his one good eye!

JEFFERIES

AHHHHH!

Jefferies reels, firing off shots indiscriminately.

189 INT. OFFICE -- NIGHT

Becker grabs an UZI from his desk and heads for the door.

190 INT. WAREHOUSE -- NIGHT

Rita grabs her gun and darts away from the machine as bullets WHINE overhead.

Eddie lurches into the warehouse, gun blasting.

Pym grabs his bow and arrow filled quiver.

Becker clamors down the stairs, buttoning his shirt with one hand and firing his UZI with the other.

Rita pops up from behind some crates. Pumps slugs at Becker.

Becker jumps from the stairway as bullets spark around him.

Jefferies staggers, holding a hand over his hurt eye. His gun CLATTERS onto a table top.

JEFFERIES

I'm blind! Goddamn it. I'm blind!

Becker runs between a row of crates.

Rita rolls out and fires.

Becker leaps behind a pylon as slugs dig into the floor.

(CONTINUED)

190 CONTINUED:

Pym darts between two tables.

Eddie spots the little man, lurches after him.

Pym sprints past the mouse trap.

Jefferies pulls a hand away from his bloody eye, then flips up his eye patch. He has another good eye! He rips the Star of David garrote away from his neck. Murder on his mind.

Becker fires from behind a stack of boxes. Rita dives as bullets SCREAM around her.

Eddie crawls on his hands and knees, searching for Pym.

EDDIE

Come out. . . Come out. Where ever you are.

He swats a garbage can aside. No Pym.

Pym darts across a counter top.

Eddie turns, fires.

ANGLE ON Pym as bullets rocket around him. Huge explosions rend the table top. The wood under his feet crumbles and Pym's hurled to the ground as the table caves in around him.

Rita and Becker trade shots.

Eddie digs through the shattered table. No Pym.

EDDIE

Damn it!

SOUND of a squeaky whistle.

Eddie spins around, sees Pym standing on a chair, bow ready.

Eddie jerks up his gun. Too late. Pym lets loose an arrow. It sticks in Eddie hand.

EDDIE

OUCH!

His fingers go numb. His gun CLATTERS to the floor.

With his other hand, Eddie pulls out his switchblade. CLICK! The blade swings out.

Pym fires another arrow and another.

Pincushioned, Eddie topples to the floor.

(CONTINUED)

190 CONTINUED:

Rita creeps up behind Becker, draws a bead on him. Suddenly, a thick gold chain is looped around her neck.

Jefferies snaps his Star of David garrote tight, jerking Rita off her feet. Her gun drops.

Pym spots Jefferies and Rita. He reaches back to his quiver. No more arrows. His eyes dart over to the mouse trap.

Rita tugs at the chain. Desperate. Her legs kick.

Pym pushes the mouse trap across the floor.

Rita's eyes roll.

CRACK! The mouse trap snaps shut on Jefferies left hand.

JEFFERIES

AAAAAH!

Jefferies rockets to his feet, trying to shake the trap off.

Becker pops up and fires, accidentally cutting down Jefferies in a deadly fusillade.

Suddenly, Lena attacks Pym with a fly swatter.

LENA

I've had just about enough of you!

Pym scrambles as Lena pursues him like a banshee. The swatter comes down. Pym jumps, hits the ground on a roll and is on his feet running, before the swatter comes down again.

Rita grabs Lena, whips her around. She decks Lena with a hard left. Lena crashes back into a stack of boxes. Knocked cold.

Becker pops up and fires.

Rita's hit in the arm. She's kicked to the floor.

Becker crosses the warehouse.

Rita drags herself across the floor to the computer console.

Becker moves closer.

CLOSE ON Jefferies' gun. ANGLE WIDENS as Pym climbs onto the table top.

Pulling herself up, Rita types a command into the computer.

Becker slaps in a new clip.

(CONTINUED)

190 CONTINUED:

Pym pivots the gun around, aims.

ON COMPUTER MONITOR:

REINTEGRATION IN 60 SECONDS/

Rita sinks to the floor.

RITA
(weakly)
Henry.

She looks up.

Becker looms over her.

Pym aims the gun at Becker's back. He leans against the trigger. Digs his heels into the ground. Suddenly, Pym's hit with a convulsion. Pain courses through his body like an electrical current. He sinks to his knee, clutching his chest.

PYM
(gasping)
NO! NOT NOW!

Becker aims between Rita's eyes.

BECKER
Good bye, Ms. Conroy.

He wraps his finger around the trigger.

Rita closes her eyes.

KR-BOOM!

She winces. Her eyes open. She's still alive!

Becker's eyes fly wide with surprise. He staggers a half-circle, sees Pym leaning against the barrel of the smoking gun.

BECKER
(hissing)
No!

He crumbles to the ground. Blood soaking the back of his coat.

Pym collapses.

Rita jerks herself upright.

RITA
Henry!

(CONTINUED)

190 CONTINUED:

The Young Queen lands at Pym's side. Nudges him with her mandibles. He doesn't move.

Rita gently scoops him into her hand.

RITA

No. . . You can't die. Not now!

Rita lays Pym beneath the shrinking machine.

ON COMPUTER MONITOR:

BEGIN REINTEGRATION/

LOCKED ON TARGET

The rod turns bright blue.

Rita shields her eyes.

A white beam strikes Pym's body. He glows, then disappears in a flurry of sparks.

WHOMP! In a flash of light and smoke, a full sized Pym appears.

The machine automatically shuts down.

Rita kneels at Pym's side. She takes his hand. Rubs it. He doesn't move. A tear runs down her cheek. Was she too late?

Suddenly, he sucks in a deep breath. His eyes flutter open. He looks into Rita's eyes.

PYM

Am I in heaven?

Pym sits up. Rita hugs him with her good arm.

RITA

You had me worried for a minute.

He touches his head.

PYM

Boy, do I have a hang-over.

He flexes his hands.

PYM

I feel like someone stretched me out over a rack.

They stand and the Young Queen lands on the back of Pym's hand. BUZZES her wings angrily.

(CONTINUED)

190 CONTINUED:

PYM
Hello your highness.

The Young Queen screws her head from side to side. Puzzled by Pym's sudden change in size.

Pym lifts the ant is eye level to Rita.

PYM
I don't think the two of you have
been properly introduced.

RITA
So, this is the other woman in
your life.

They both laugh.

The Young Queen suddenly BUZZES into the air.

Rita jerks her eyes to--.

Becker as he charges at Pym.

RITA
Look out!

WHAM! Becker hits Pym with a flying tackle. Pym's slammed hard
against the computer console.

ON COMPUTER MONITOR:

MAJFUNCTION/

Rita grabs Becker by the shoulder.

RITA
LEAVE HIM ALONE!

Becker nails her with a solid punch to the chin. She goes down
hard.

Pym rebounds.

PYM
Why don't you pick on someone your
own size!

Pym rams his shoulder into Becker's side. They crash to the
floor, grappling.

ON COMPUTER MONITOR:

(CONTINUED)

190 CONTINUED:

BEGIN PHASE TWO/

Becker kicks Pym back, then rockets to his feet. Pym swings a chair, but Becker karate kicks it away. Pym throws a wild swing and Becker blocks, then hits Pym with a combination punch and chop. Pym staggers.

Lena climbs to her feet, shakes out her head.

Becker grabs Pym by the throat, forces him back, beneath the glass rod. Pym beats at Becker's hands, but cannot break the hold.

ON COMPUTER MONITOR:

SYSTEMS ERROR/

Becker tightens his grip.

The rod glows bright blue.

Pym's eyes are riveted on the glass rod.

Rita crawls to her knees. She looks at Pym, then over to the computer screen.

ON COMPUTER MONITOR:

LOCKED ON TARGET/

A COMPUTER GENERATED IMAGE OF PYM APPEARS!

 RITA
PYM!

Pym trips Becker, twists around. Becker falls into the glass rod's path. The blue beam hits him.

 BECKER
RAAHHHHH!

Pym backpedals.

Lena rushes towards Becker.

 LENA
Becker!

Tendrils of electricity crawl up Becker's body.

He reaches out for Lena.

 BECKER
HELP---

(CONTINUED)

190 CONTINUED:

Lena extends her hand to Becker.

PYM
LENA! NO!

Becker and Lena's fingertips touch.

CRACKLE!

Both Becker and Lena are consumed.

The WHINE of machinery reaches a deafening crescendo.

The rod glows white.

Becker and Lena explode into a flurry of sparks.

ON COMPUTER MONITOR:

THE COMPUTER GENERATED IMAGE OF BECKER AND LENA BEGINS TO SHRINK!

Rita watches in horror.

ON COMPUTER MONITOR:

REDUCTION 10 TO THE THOUSANDTH POWER. . . MILLIONTH POWER.
BILLIONTH POWER. . .

Pym reels back as a black pit opens in the floor. An energy vortex into the molecular world.

Pym races over to the computer console.

PYM
We have to stop it!

Pym reaches for the keyboard, but it shorts out, catches fire.

Tendrils of electricity shoot out of the vortex, claw across the shrinking module.

Pym pulls Rita behind some crates as the crawling bolts of electricity reach the computer console.

ON COMPUTER MONITOR:

BECKER AND LENA'S COMPUTER IMAGES SHRINK TO THE MOLECULAR LEVEL.

WHOMP!

Everything vanishes in a flash of white light.

DISSOLVE TO:

191 EXT. ANOTHER UNIVERSE -- NIGHT

Becker and Lena are hurled SCREAMING through a molecular, then atomic and sub-atomic universe. Getting smaller and smaller. Shrinking towards infinity.

192 INT. WAREHOUSE -- NIGHT

Rita and Pym climb to their feet. The machine. . . Computer. Everything gone. Only a smoldering smear on the floor.

193 EXT. WAREHOUSE -- DAWN

ANGLE ON Pym and Rita as they exit the warehouse.

PYM

Maybe we should think about taking a vacation. Like South of the border.

RITA

Vacation?

PYM

You know. . . Get a little rest. Relaxation.

RITA

Hide out?

PYM

You could put it that way.

RITA

And maybe build another machine?

PYM

Well. . . I was giving it some thought. We've still got some bugs to work out of the system.

The Young Queen lands on the tips of Pym's fingers. She BUZZES her wings softly.

PYM

Want to come with us? Soak up some rays. Learn a foreign language.

The Young Queen flies over to Rita's open hand.

Rita leans forward, nose to nose with the insect.

RITA

Thank you. . . Thank you for Henry.

(CONTINUED)

193 CONTINUED:

The Young Queen touches Rita's nose with her feelers, then flies away.

PYM
Hey. . . Where are you going?

Pym's eyes follow the Young Queen into the dawn sky.

PYM
Come back.

The Young Queen vanishes into the sun.

Pym sighs.

PYM
And I thought we had a good thing going.

SOUND of police sirens in the distance.

RITA
Come on. . . Let's get out of here.

Pym and Rita walk down the alley.

PYM
What did the Queen say to you?

RITA
I can't tell you.

PYM
Why not?

RITA
It was girl talk.

PYM
Girl talk?

FADE TO BLACK

THE END