

BIG MOUTH

"Panic! At The Mall"

Episode #709

Directed by
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Created by
Nick Kroll
Andrew Goldberg
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AS BROADCAST
August 14, 2023

CAST LIST

NICK NICK KROLL

ANDREW/VISION ANDREW JOHN MULANEY

MAURY NICK KROLL

MISSY AYO EDEBIRI

JAY JASON MANTZOUKAS

JESSI JESSI KLEIN

CONNIE MAYA RUDOLPH

CYRUS JORDAN PEELE

ASSHOLE TEEN 1 JON DALY

ASSHOLE TEEN 2 BECK BENNETT

CALEB JOE WENGERT

CALEB'S MOM MARIA BAMFORD

DICK'S SALESWOMAN CHELSEA PERETTI

DIPPIN' DOTS LADY MARIA BAMFORD

DREAD PATRICK PAGE

GIANT OWEN BECK BENNETT

GRATITOAD ZACH GALIFIANAKIS

JUDD JON DALY

LOUD GIRL #1 STEPHANIE BEATRIZ

LOUD GIRL #2 CHELSEA PERETTI

LOUD GIRL #3 AYO EDEBIRI

LULU STEPHANIE BEATRIZ
MATTHEW ANDREW RANNELLS
MEAN STUDENTS AYO EDEBIRI, RANDALL PARK, BECK
BENNETT, JESSI KLEIN
MONA THANDIWE NEWTON
MONICA CHELSEA PERETTI
PETE RANDALL PARK
SQUISHY JON DALY
TITO 1/2/3/4/5 MARIA BAMFORD
VOLLEYBALL PLAYER STEPHANIE BEATRIZ
WORKER #1 JOE WENGERT

2. INT. CALEB'S BEDROOM - SAME

Music plays as we PAN ACROSS Caleb's desk, seeing various photos of him, over the years, all with his trusty roll-y backpack. Then **OVER THE FOLLOWING** we see a SERIES OF SHOTS as CALEB prepares his backpack for the new school year and PETE checks items off a list:

22 CALEB

New pens.

23 PETE

Check.

24 CALEB

College ruled notebooks.

25 PETE

Check.

His updated name tag says: CALEB LINDEN, 9th GRADE.

26 CALEB

Updated name tag.

27 PETE

Check.

28 CALEB

Non-sexual lubricant for the handle.

Caleb **sprays some WD40** on the handle extension.

29 PETE

Non-sexual check. A boy and his logic
rock preparing for the first day of
school. What could be more perfect?

Caleb **tests the slide** of the handle, when suddenly it **breaks** in his hand.

30 CALEB

Ahh! No!! My backpack! My backpack!

Caleb **tries to slide** the handle back in.

31 PETE

Well, if you, uh, line it up properly,
it should slide right back in--

32 CALEB

I'm doing that, Pete!

CALEB'S MOM enters.

33 CALEB'S MOM

Oh shoot, did your backpack break?

34 CALEB

What does it look like, momma?!

35 CALEB'S MOM

Well okay, we can handle this. Maybe
it's time to get a new one?

TITO **buzzes** in, joining Caleb.

36 TITO

A new backpack?! But it's your security
object! Has she gone INSANE?!

37 CALEB

No, no! I need this backpack!

38 PETE

Yeah, oh-- okay, hold on, folks, your
mom has the right idea. We can, uh, get
the exact same model and everything.

39 CALEB

Okay momma, I will get a new backpack.

40 CALEB'S MOM

That's great! We'll go to the mall
after your "weekly coffee hang" with
Matthew.

As Caleb's Mom exits, Tito freaks out:

41 TITO

You're going to the mall?! But it's so
loud and bright in there!

42 CALEB

And there are often too many people.

43 PETE

Well, what's the best way to prepare
for such a situation?

44 TITO

Stress diarrhea?!

45 CALEB

(EXCITED) No! A plan!

Caleb opens his desk drawer, which contains labelled scrolls
(e.g. BRIDGETON HIGH, NYC TRANSIT, N. AMERICA C. 1753, etc.).
He pulls BRIDGETON MALL out and unrolls it on the floor.

46 PETE

That's right, now walk me through it,
Ocean's Eleven style!

We ZOOM IN to the map, which takes us to...

3. EXT. MALL - DAY (CALEB'S VISION)

We're in a Ocean's franchise-style watch-it-as-we-talk-it
V.O. plan sequence, where things happen on screen as they're
described. **OVER THE FOLLOWING** Caleb's Mom **parks** in the lot,
and they enter the mall.

47 CALEB (V.O.)

We park on the south side of the mall,
staying far away from DESIREE'S BRIGHT
LAMP, PERFUME, AND SPEAKER EMPORIUM.

48 PETE (V.O.)

Avoiding sensory overload, classic.

INT. MALL - DAY - VISION

Caleb and Caleb's Mom walk through the mall, holding hands.

53 CALEB (V.O.)

The walk will take approximately six
minutes--

INT. VERONICA'S CLOSET - DAY (CALEB'S VISION)

Caleb walks through Veronica's closet, his hand **brushing**
hanging bras and panties. MAURY **pops up** from a bin of loose
panties, wearing a lacy bra.

54 MAURY

Heyo! Just enough time for a quick
detour through Veronica's Closet!

INT. CALEB'S BEDROOM - DAY

Maury has joined the crew, a big expectant smile on his face.

55 PETE

(ANNOYED) Not now, Maury!

56 CALEB

(TO MAURY) We can think about that at
8:30pm. That is when I masturbate.

INT. DICK'S SPORTING GOODS - DAY (CALEB'S VISION)

Caleb and his mom enter the store.

57 PETE (V.O.)

Then we enter Dick's Sporting Goods.

58 CALEB (V.O.)

Momma will purchase the Sportalite
Roadster Extreme, model 118.

Caleb holds the same version of his roll-y backpack as
Caleb's Mom hands over her credit card at the register.

59 CALEB (V.O.)

And then we will celebrate at Wetzel's
Pretzels.

INT. MALL FOUNTAIN - DAY (CALEB'S VISION)

Caleb and his Mom **cheers** their bags of Pretzel Bites as the
mall fountain goes off behind them, like in the movie.

59A CALEB (IN THE VISION)

Yay!

INT. CALEB'S BEDROOM - DAY

Caleb, Pete, and Tito look at the map, now covered in colored
arrows and notes.

60 PETE

Gotta love a plan!

61 CALEB

Okay, I feel prepared.

62 MAURY

(JOINS) Hey, if you're getting a new
backpack, does that mean we can
finally fuck the old one?

63 CALEB

8:30, Maury!

64 MAURY

(SING-SONG) That's not a noooo!

CUT TO MAIN TITLES.

1. EXT./ESTAB. NICK'S HOUSE - DAY

1 NICK (O.S.)

Ahh, this is gonna be so great!

INT. NICK'S KITCHEN - SAME

NICK takes some sodas from the fridge, handing a can to JAY.

2 NICK

One last classic sleepover with "the boys" before we start high school...

3 JAY

And we may be going to different schools, but I've still got those cameras in your house, so I'll always know what you're doing.

4 NICK

Still don't love that.

As Nick and Jay **"cheers" their cans**, the **doorbell rings**.

INT. LIVING ROOM - MOMENTS LATER

Nick and Jay **open the door** to find ANDREW (with his sleepover bag) **weeping**.

5 ANDREW

(SOBS) I'm sorry, boys! But seeing you both here, maybe for the last time ever... I'm overcome with emotion!

6 NICK

Andrew. I can't do a whole weekend of this.

7 ANDREW

I mean I want to be strong for you,
Nick! I do! But I can't escape the
thought of Pumbaa murdering me on
Monday!

Maury joins Andrew, upset:

10 MAURY

Oh, sweet Andy! Just promise me this.
When you get to heaven...

Andrew **whimpers**.

11A MAURY

...you drop a nice big load for G-dash-
D.

Andrew turns back to Nick and Jay:

12 ANDREW

Okay gentlemen, in light of my certain
demise, I have some personal effects
to bequeath unto you...

Andrew pulls a shoebox out of his sleepover bag.

13 NICK

Ugh, okay, on a scale of one to cum,
how gross is the stuff in that box?

14 ANDREW

It's not gross! It's filled with my
most prized possessions. To Jay, I
leave my digital watch--

14A JAY

(TAKES THE WATCH) Nice!

14B ANDREW

--which works one hundred feet
underwater.

15 JAY

This'll be perfect when I go porta
potty diving!

16 ANDREW

And sweet Nick, I want you to have my
Jacob deGrom bobblehead, where he is
dressed as a Jedi for some reason.

17 NICK

Okay, this was a free giveaway, and I
went to this game with you.

18 ANDREW

(BREAKS DOWN) I know! And this one
might be yours! There's just so many
memories! I'm not ready to say adieu!

19 MAURY

(SOBBING) I'm gonna miss you so much!
You've always been such an innovator in
the pervert sector!

Maury and Andrew hug each other **sobbing**.

21 ANDREW

I know! I just-- I think up these
fuckin' hot scenarios! (SOBS)

4. EXT./ESTAB. BRIDGETON MALL - DAY

Monica's car **pulls up** to the curb in front of the mall.

INT. MONICA'S CAR - DAY

MONICA and CYRUS are dropping off MISSY and JESSI.

65 JESSI

Thanks for the ride, guys.

66 MONICA

Of course, Jessi! I love that you two independent women are going "back to school" shopping together!

67 CYRUS

Oh boy... (EYES WELLING) It's taking all of my strength to keep myself from crying all over this corduroy vest...

MONA, wearing a baseball cap and dark sunglasses, joins Missy, shoving her out of the car.

68 MONA

Ugh. Let's get away from Big Sad Boo-Hoo Daddy before someone cool sees you!

EXT. BRIDGETON MALL - CONTINUOUS

As Missy **exits** the car:

69 MISSY

Give him a break, Mona! This is the first time I've ever gone back to school shopping without my parents.

Tito **flies up** to Missy:

70 TITO

It's true! (MONA SCOFFS) Time is flying by and you'll never be a child again!

72 MISSY

Yeah! Think about it, Mona, I'm about to start freakin' high school!

73 TITO

And high school is no joke! Like password sharing!

74 MISSY

It's really not a victimless crime!

ANGLE ON Jessi standing at the open entrance to the mall:

75 JESSI

Uhh Missy? You coming?

76 MISSY

(NERVOUS) Yes. I suppose I am stepping through the gauntlet into adulthood.

77 JESSI

Mmm yeah, it's actually just a sad mall with an empty Sears?

77A CONNIE

And an indoor play space where kids give each other Monkeypox.

5. INT. COFFEE SHOP - DAY

Caleb and MATTHEW sit together, drinks in front of them.

79 CALEB

...and then my mom and I will celebrate with Wetzels' Pretzels.

80 MATTHEW

Well that sounds like a solid plan, Caleb.

81 CALEB

Thank you.

REVEAL Pete, reading from an instructional book.

82 PETE

(RE: BOOK) According to *Bestfriendships for Dummies*, you should ask Matthew about his life now.

83 CALEB

(TO MATTHEW) Have you done your back to school shopping yet?

84 MATTHEW

Ugh, no. I need to give the B-High Quee Choi a glorious and very Quee second impression, but I haven't figured out how to szujz things up.

85 CALEB

You are anxious because they look "capital-F fabulous" and you look like that middle-aged coffee shop manager.

Caleb points to the shop's middle-aged MANAGER, who's dressed just like Matthew.

86 MATTHEW

Ugh, I really do need a new look.

Maury joins, holding up a COWBOY OUTFIT, enticingly.

87 MAURY

Oh-ho! Can I interest you in this vintage seventies cowboy number?
(TEMPTING) Somebody died in iiit.

89 CALEB

(TO MAURY) That outfit is both ugly and impractical.

90 MAURY

(IMMATURE) Ohh, I thought you only wanted to deal with me at 8:30?!

91 MATTHEW

You know, Caleb, your brutal honesty is exactly what I need to put together my new high school look! Would you come shopping with me after this?

Caleb turns, and we **REVEAL** his mother sitting nearby, reading a collection of erotic short stories called *SMUT FOR MOTHERS*.

92 CALEB

Momma, can I go back to school shopping with Matthew after this?

93 CALEB'S MOM

Okay, Mr. Independent! Maybe you could even buy your backpack while you're there?

Tito **flies up**, wearing a **siren** on her head.

93A CALEB

(TO HIS MOM, NERVOUS) Uhhh...

94 TITO

Warning! That's not the plan!

95 CALEB

(TO HIS MOM) That's not the plan.

96 CALEB'S MOM

Well, what if we made a minor deviation, like we've been working on?

97 TITO

(STILL WITH SIREN ON HEAD) Minor deviations lead to major deviations, which lead to disaster!

98 PETE

(RE: HIS BOOK) But it says here that unplanned hangouts are the number three cause of bestfriendships.

99 CALEB

I accept this minor deviation. (THEN) Matthew! I will help you look more gay!

100 MATTHEW

I didn't quite mean that--

101 MAURY

Oh please, that's exactly what you meant.

101A MATTHEW

You know what, Maury? Shut up.

6. INT. BRIDGETON MALL - ETERNALLY TWELVE - DAY

Missy and Jessi are **browsing** through clothes on racks.

102 MISSY

Okay, I like this jumpsuit but... would I have to get fully nude to use the facilities?

103 MONA

(JOINS MISSY) But that's the whole appeal. You haven't lived until you've shat naked in a public loo.

104 CONNIE

(JOINS, TO MONA) Yeah, you feel that splash on your back? That's how you know you got that good plop.

In the mirror Jessi spots LULU walking toward them.

105 JESSI

Oh shit! It's fucking Lulu!

106 CONNIE

Quick! Hide like a coward!

Jessi **yelps** and **pulls** Missy behind a rack of t-shirts.

107 MISSY

(YELPS, THEN) What the heck, man?!

Jessi peeks out at Lulu and, from her POV, we watch her enter a dressing room...

108 JESSI

Dude! Lulu's here!

109 MISSY

That troubled teen who squirted you with chocolate sauce?

110 JESSI

Yeah, she fucking sucks.

Tito **flies in**:

111 TITO

(TO MISSY) Bee tee dubs, high school's filled with Lulus! Big scary kids in a big scary school!

112 MONA

Leave her alone, Tito! High school's gonna be a sexy adventure, we're gonna do nude number twos!

113 JESSI

(RE: LULU) God, I wonder what she's doing in there? Probably shoplifting...

114 CONNIE

Or doing heroin off a dick. I don't know...

Multiple Titos swarm Missy:

115 TITO 1/TITO 2/TITO 3

(TO MISSY) The high school kids are all so intimidating! / Or creeps! / Just trying to score some snatch!

116 MONA

And to be clear, that's bad?

117 MISSY

Yes! I'm not ready for this! (THEN)
Jessi, what the fudge are we even doing here?! We're buying outfits for hell!

118 JESSI

I guess.

119 MISSY

You "guess"?!

120 JESSI

I mean yeah, the world sucks, there's no God, and the universe is a cruel and unforgiving place. But it's nothing to freak out about.

121 TITO 1/TITO 2

(TO MISSY) Wrong! / VERY WRONG!

122 MISSY

(FREAKING OUT) Yeah, I'm not freaking out at all. I'm just gonna lock myself in this dressing room and not grind my teeth into dust!

Missy backs into the dressing room and **locks** the door.

122A CONNIE

You know what else turns your teeth into dust? Meth! Which I bet Lulu is also doing in that dressing room. She got a problem, Jessi.

7. INT. MALL - DAY

Matthew and Caleb walk through the mall.

125 MATTHEW

J. Crew? The Gap? American Eagle?

These are all so basic.

126 CALEB

The mall is where you go when you want to look like everyone else.

127 MATTHEW

Ugh, what was I thinking?

131 CALEB

We have arrived.

REVEAL they're outside Dick's Sporting Goods.

132 MAURY

Hoho, Dick's? That reminds me of--

133 MATTHEW

No, Maury, too easy.

134 MAURY

(CHOKED UP) No, I was gonna say it reminds me of my dad. He used to bring me here before he passed away very suddenly, I never got a chance to say goodbye.

135 MATTHEW

Oh my god, Maury, I'm so sorry.

136 MAURY

(CHUCKLES) I'm just kidding, I was gonna say it reminds me of cock and balls.

9. EXT. NICK'S HOUSE - DRIVEWAY

Nick and Jay **shoot hoops**.

136AA NICK

Woo!

Jay **clanks** a shot off the rim, but:

136A JAY

Haha! Swish!

Meanwhile, Andrew lies in the driveway in the fetal position. Maury rubs Andrew's back.

161 ANDREW

Ohhh, I can't believe I'm gonna die
before I learned how to dunk...

162 MAURY

You were very close. It's tragic.

163 NICK

Andrew, can we get real about this?
You're not gonna die!

164 JAY

Yeah, you're just gonna get the shit
kicked out of you. Every day. For a
whole year.

164A ANDREW

No, No! You gotta help me! My bones
are too Jewish for that!

166 JAY

All you gotta do is learn how to take an
ass-kicking. And thanks to my brothers,
I'm an expert!

167 ANDREW

I don't know...

168 JAY

The trick is to mentally remove
yourself from your body. It's called a
"trauma schism."

168A ANDREW

What?

168B JAY

See, I have this secret cave in my mind
where I go during a beat-down.

169 NICK

Wow, that's really sad.

170 JAY

No it's not! It's normal and it rules!
My mind cave has central A/C and I get
to play UNO with my friend, Squishy...

We ZOOM IN on Jay's head and enter...

INT. JAY'S MIND CAVE - X

...which contains bean bag chairs, a popcorn machine, and a framed "Fight Club" poster. Jay sits at a poker table with SQUISHY, a life-size version of the "Panic Pete" squeeze toy.

171 JAY

(SLAMMING DOWN A CARD) Haha! Oh shit!

Draw four, Squishy!

172 SQUISHY

(STRANGE SOUND)

EXT. NICK'S DRIVEWAY - BACK TO SCENE

Jay eerily looks off into the distance.

173 JAY

(SERENELY) Okay... I'm with Squishy
now, Andrew. Hit me.

174 ANDREW

Oh I really don't wanna do that...

175 NICK

Fuck it, I'll do it.

Nick **kicks** Jay in the crotch, hard. But...

176 JAY

(TAKES THE HIT, THEN FULLY CONSCIOUS)

Ho-ho yeah! See? I felt nothing!

NICK

ANDREW

(SURPRISED) Whoa...

Holy shit. It actually works?

178 JAY

(LAUGHS) I'm telling you, all you've gotta do is just create your own personal happy place. (TAPS HEAD) Right up here.

179 MAURY

(JOINS, EXCITED) And it already exists, Andrew! That place we've always dreamed of...

180 ANDREW

(DREAMY) ...a washing machine filled with underthings at a SUNY Binghamton sorority house...

Andrew stares off into the distance as we ZOOM IN on him...

INT. SORORITY HOUSE BASEMENT - X

A miniature Andrew **tumbles around** inside a **washing machine** with wet underwear. He gets **hit in the face** with a bra.

181 ANDREW

Ladies! Who's bra is this? It's hand-wash only! Tsk tsk!

EXT. NICK'S DRIVEWAY - BACK TO SCENE

Nick **snaps his fingers** in Andrew's face. Andrew stares off into the distance, **moaning** happily.

182 NICK

Okay yup, looks like he's in his perv
cave.

183 JAY

Okay! Here we go...

Jay **punches** Andrew in the stomach, and he... **doubles over** in extreme pain!

ANDREW

JAY/NICK

OHHH! It didn't work! It
didn't work... It didn't
work...

Oh shit! / Ooh...

8. INT. MALL - DICK'S SPORTING GOODS - DAY

Caleb and Matthew head for the backpacks.

137 PETE

(JOINS CALEB) You know, besides the
fact that Matthew is here instead of
your mom, everything is going exactly
as planned.

138 CALEB

Goddamn, it feels good to be me right
now.

139 MATTHEW

(TO CALEB) Oh look, there's your
backpack.

139A CALEB

Oh!

139B MATTHEW

Yellow, right?

Matthew pulls out a backpack that *almost* looks like Caleb's.

140 CALEB

Wait, this isn't my backpack.

141 MATTHEW

Are you sure? It looks the same.

Caleb begins **manipulating** the bag.

142 CALEB

Yes, I'm sure. There's too much polyester in the blend. This texture is unpleasant.

143 TITO

(FLIES IN) So coarse!

Caleb **unzips** the bag, and **shudders**.

144 CALEB

The zipper has the wrong sound!

145 TITO

It's hideous!

Pete looks inside the bag.

146 PETE

And they got rid of the individual writing implement pockets!

147 CALEB/PETE/TITO

No, no, no! / What were they thinking?! / This bag is CHAOS!

148 CALEB

Where is my backpack?!

149 MATTHEW

Okay, don't worry.

Matthew calls over a SALESWOMAN to help.

150 MATTHEW

Excuse me, hi, could you check the
back for older models of this bag?

151 CALEB

It has to be Sportalite Roadster
Extreme, item model number 118!

152 DICK'S SALESWOMAN

Yeah, what you see on the floor is what
we got.

Caleb **groans**, as Titos swarm him:

153 TITO 1/TITO 2/TITO 3/TITO 4

Oh god, Caleb! / You're gonna go to
high school with no security object! /
You'll never survive! / This is
officially a MAJOR DEVIATION!

154 MAURY

(LASCIVIOUS, TO CALEB) Not sure if
this helps, but there is a very sturdy
Division I Volleyball player over
there doing knee slides.

Maury points to a VOLLEYBALL PLAYER **practicing knee slides**.

155 CALEB

I am in crisis!

155A MAURY

She's taller than your dad.

156 MATTHEW

(TRYING TO HELP) Okay, let's regroup.
Um, we can get our Wetzel's Pretzels
now, and figure out a different way to
get your backpack, like the internet
or something.

157 PETE

(NERVOUS, BUT TRYING TO REASSURE
HIMSELF) Uh, yeah yeah, the internet.
They have everything!

158 TITO 1/TITO 2

Hate speech! / Drawings of naked
Shrek!

The Titos **yelp** as Pete swats them away.

159 CALEB

(TO MATTHEW) Okay. We will eat unearned
pretzels, while avoiding hate speech.

160 MATTHEW

(FORCING A SMILE) Well that sounds fun.

10. INT. BRIDGETON MALL - ETERNALLY TWELVE - DAY

Jessi and Connie are still crouched behind a clothing rack.

186 JESSI

(RE: DRESSING ROOM) Okay... Lulu's
been in there for like, a very long
time.

187 CONNIE

Mmm... she probably passed out from
the meth.

188 JESSI

Oh shit! Here she comes!

Lulu **exits** the dressing room in a fast food uniform, complete with a ridiculous hat.

189 CONNIE

Is she wearing an apron? And a pussy hat?

190 JESSI

(GASPS) That's not a pussy, that's a pile of beef! (LAUGHS) Lulu must work at the Hot Stone Beefery!

191 CONNIE

(LAUGHS) That's the shittiest job in the whole mall! Even worse than the lady who gives birth to the Dippin' Dots!

Jessi **knocks** on Missy's dressing room door:

192 JESSI

Missy! Get dressed! We've gotta go to the food court!

193 MISSY (O.S.)

(FREAKING OUT) Oh uh, you should actually probably go without me, 'cause I'm doing so fine in here!

194 JESSI

Okay! I'm going to the Hot Stone Beefery, not for lunch, for revenge!

As Jessi **runs off**, we cut inside...

11. INT. DRESSING ROOM - CONTINUOUS

...where Missy and Mona watch the dressing room mirrors fill with reflections of Titos.

195 MISSY

So wait, Jessi's just gonna leave me here?

196 TITO 1/TITO 2

(JOINS) She's abandoning you! / Just like Elijah!

197 MISSY

He was supposed to be my life raft!

198 TITO 3

(JOINS) And now you're gonna drown in a sea of loneliness!!

199 MONA

(SWATTING AT THE TITOS) Get the-- get-- get the fuck out of here, Titos! Ugh!

200 MISSY

No! She's the only one telling me the truth about high school!

201 TITO

That's right!

We ZOOM in on Tito to transition us to...

INT. BRIDGETON HIGH - CAFETERIA - X

A nervous Missy walks up to a cafeteria table.

202 TITO (V.O.)

You'll be lonely...

203 MISSY

Uh, hello? I'm Missy. Uh, would it be cool if I sat here?

204 MEAN STUDENTS

(DEMONIC) NOOOO.

The **floor opens** up, and Missy **falls...**

INT. BRIDGETON HIGH - HALLWAY - X

...landing in a giant hallway with a **yelp**. She's the SIZE OF AN ANT, and ENORMOUS HIGH SCHOOLERS **stomp over her**.

205 TITO (V.O.)

...you'll be terrified...

206 MISSY

Please! Please watch your step! There are freshman down here! (SCREAMS)

A GIANT OWEN **steps** on her, then **peels** a now FLATTENED MISSY off of his shoe, lifting her up to his face.

207 TITO (V.O.)

...And you'll be sexually targeted!

208 GIANT OWEN

(GIANT VOICE) I love flat girls.

Missy **recoils**, as he leans in to kiss her. And when he opens his giant mouth and sticks out his tongue, **Titos come swarming** out of his mouth at Missy. She **screams**.

INT. DRESSING ROOM - CONTINUOUS

Missy **screams**, as the Tito reflections start to multiply and emerge from the mirrors, FILLING THE DRESSING ROOM WITH TITOS.

209 TITO 1/TITO 2/TITO 3

What if the cafeteria only takes bitcoin?! / What if your English teacher asks you to read his novel?!

(MORE)

TITO 1/TITO 2/TITO 3

/ What if you have to poop during an
active shooter drill?!?!?!?

210 MISSY

I don't wanna poop while hiding under
a desk!

211 MONA

Missy, none of this is actually going
to happen! You're just spiraling!

The **swarm of Titos starts to swirl** around Missy.

212 TITO 1/2/3/4/5

(VOICE GETTING LOWER, MORE DISTORTED)

The SATs! / Parallel Parking! /
College applications! / The end of
your youth! / (WITH DREAD'S VOICE)
It's all coming!

OVER THE PREVIOUS the final Tito's eyes turn black. Then the
swarm itself begins to **transform** into a dark terrifying mist.

MONA

MISSY

Oh shit, Missy! It's What?! What's happening?!
happening! Your anxiety is
turning into...

The mist forms a large, creepy mouth and says:

213 DREAD

(DEEP, THUNDEROUS) Dread...

214 MONA

Leave her alone, Dread! She sucks, but
I like her!

215 DREAD

You know I can't do that, Mona. (EVIL
LAUGH)

MONA

MISSY

No! I won't let you take her!

Oh shit!

Mona!

OVER THE PREVIOUS Dread generates long black tentacles, **wraps** them around Mona, and **swallows** her. Mona **screams in fear**.

218 DREAD

It's just you and me now, Missy. You
and me. (EVIL LAUGH)

Missy **screams** and **runs** out of the dressing room.

12. INT. MALL - FOOD COURT - DAY

Caleb and Matthew sit at a table **eating** Wetzels Pretzels and **scrolling** on their phones. **ANGLE ON** Caleb, Pete, and Tito.

219 CALEB

(RE: HIS PHONE) I cannot find my
backpack on backpacks.com!

220 PETE

(RE: HIS PHONE) And it's not on
backpacks.net either!

221 TITO

(RE: HER PHONE) Or backpacks.gov!

222 CALEB

The strategic backpack reserve is
depleted!

ANGLE ON Matthew and Maury, who scroll on Ocean's Instagram.

223 MAURY

Look at Ocean's cool jacket. This is what you should do instead of your-- you know, your bullshit.

224 MATTHEW

Ugh, they look so good. (THEN, TURNS)
See, Caleb, this is the kind of outfit I need.

Matthew shows Caleb the image of Ocean.

225 MATTHEW

It's bold, it's fierce, it's cunt, it's--

226 CALEB

My backpack!

Caleb points to the corner of Ocean's pic, where we see a familiar yellow shape.

227 PETE

That does look like your backpack--
uh, but I'm sorry, their outfit is
"cunt?"

228 CALEB

Matthew, when and where was that photo taken?

229 MATTHEW

(CHECKS PHONE) Uhh, a few days ago at a
thrift store called Nothing Past 1998.

Caleb is already **typing** into his phone.

230 CALEB

It's only three blocks away, let's go there now!

231 MATTHEW

Really? You're okay leaving the mall?

232 CALEB

(INTENSE) For my backpack, I would ride a crowded public bus for one and a half hours with no headphones.

233 MAURY

(TO MATTHEW) Wow, Caleb's so determined. It's-- giving me big yasss cunt. Is that-- did I do it, Matt? Did I do "cunt" right?

234 MATTHEW

Sure did, babe.

235 MAURY

(PUMPS HIS FIST) Yes! (THEN) Cunt.

13. Matthew and Caleb exit the food court, past Lulu working the counter at the Hot Stone Beefery:

236 LULU

Welcome to Hot Stone Beefery. I'm

Lulu, how can I beef you today?

ANGLE ON Jessi and Connie who crouch behind the trash cans, watching Lulu start to **chop up** a pile of steaming, gray meat.

237 CONNIE

(CACKLES) Look at Lulu work that meat!

238 JESSI

(SOTTO) Ooh yes! She just got a tip.

239 CONNIE

(GASPS) That means she's gotta do the
song!

239A JESSI

Sing, canary.

A couple of ASSHOLE TEENS giggle as Lulu starts to sing...

240 LULU

(SIGHS) BEFORE YOU FILL YOUR MOUTH
WITH YOUR HOT BEEF TREAT / THANK YOU
FOR LETTING ME HANDLE YOUR MEAT

The assholes **clap and cheer sarcastically.**

241 ASSHOLE TEEN 1

I think she wants to sing it again.

241A ASSHOLE TEEN 2 (O.S.)

Let's go, beef queen!

Lulu **groans**, as he **drops another coin in her cup**, forcing her to **start singing the song again.** **ANGLE ON** Connie and Jessi, still hiding, but no longer smiling.

242 JESSI

This is actually... not fun.

243 CONNIE

Because she's a human? With feelings?

Jessi comes out of hiding to confront the teenagers.

245 JESSI

Hey, what's your fucking problem?

246 ASSHOLE TEEN 2

Oh shit, you pissed off the Beef

Wench's daughter!

246A JESSI

She's just trying to do her job.

247 ASSHOLE TEEN 1

Whatever, jobs are lame!

The assholes walk off **laughing**, Jessi offers Lulu a meek wave.

247B JESSI

Hey Lulu.

249 LULU

(TO JESSI) Oh fuck me, you're that "funny girl" I drenched in chocolate sauce. You're still alive?

250 JESSI

Yeah, I'm alive. And uh, you're welcome, by the way, for what I just did.

251 LULU

I don't need some loser bitch feeling bad for me! Feel bad for yourself with your big greasy bangs.

Lulu **rips off** her beef hat and storms out of the food court, as Jessi turns to Connie.

252 JESSI

Uh, what did I do wrong here?

253 CONNIE

Maybe it's your conditioner?

Just then, a rattled Missy **runs up**.

254 MISSY

(VERY NERVOUS) Jessi! Uh, shopping's over, shopping's done. I-- I need to go home.

255 JESSI

Wait, really? Is everything okay?

Dread emerges in the distance (behind Jessi, in Missy's eye-line), pursuing Missy.

256 DREAD

(TAUNTING) Missy! I'm coming for you!

257 MISSY

(TO JESSI) I'm fine! I just... uh... I saw blood in my stool!

258 JESSI

Oh. Fuck. That sounds bad--

260 DREAD

Run, Missy! Run for your life!

259A MISSY

(YELPS) I gotta go!

Missy **runs** out of the food court, passing a WOMAN in an apron behind a plexiglass window, squatting over a **conveyor belt** of metal trays. A sign above her reads "Dippin' Dots." She bears down with a **scream**, as a **deluge of Dippin' Dots comes pouring out** of her birth canal.

262 DIPPIN' DOTS LADY

Oh god! They're so cold!

A couple of other WORKERS **scoop** them into cardboard boxes.

263 WORKER #1

Good load today.

14. INT. BIRCH HOUSE - JUDD'S ROOM - DAY

Andrew, Nick, and Jay stand outside Judd's door. A sign on the door reads "FUCK OFF OR DIE (ideally both)". Nick **knocks**.

264 ANDREW

Ohh man, I don't know about this,
Nick.

265 NICK

Come on, you tried Jay's stupid mind
cave thing.

266 JAY

It's not stupid! It's Bilzerian
culture! My people come from caves!

JUDD **opens the door**, annoyed, and glances at his sign.

267 JUDD

Can't you idiots fucking read?

268 ANDREW

Yes sir, sorry sir, we know you would
prefer us to fuck off and/or die, but
I have a business proposition for you?

269 JUDD

I'm listening. (ALLOWS THEM TO ENTER)

270 ANDREW

I would love for you to beat up my
bully, Pumbaa.

Judd **laughs derisively**.

270A ANDREW

And in exchange, I can offer you a jar of change worth approximately fifteen American dollars.

271 JUDD

No.

272 ANDREW

Ahh! Okay, sir, have a marvelous day. Or a terrible one, if your sirness would prefer.

273 JUDD

Your plan sucks. Pumbaa will just kick your ass when I'm not there.

275 ANDREW

Ahhh! What am I supposed to do, Judd? I'm supposed stand up to this animal?! I'm supposed to get mauled by this pitbull?!

276 JUDD

Well... when a pitbull clamps its jaws down on to you, what do you do?

277 NICK

Um, die?

278 JUDD

Wrong. You stick your finger up its ass.

282 ANDREW

So uh, wait I should stick my finger
up Pumbaa's asshole? That's a
metaphor, right?

281 JAY

Oh no, it's real! We do it whenever
Luda catches a neighbor's kid.

281A NICK

Wait, what?

281B JAY

The trick, is to not fall in love.

281C MAURY

(JOINS ANDREW) Okay, I'm just gonna go
on record here, Andy: I'm team finger.

281D ANDREW

No one thought you weren't.

15. EXT./ESTAB. MISSY'S HOUSE - DAY

Missy **races** for her front door, **whimpering**.

INT. MISSY'S BEDROOM - SAME

Missy runs into her room, **still whimpering**.

284AA MISSY

(BETWEEN WHIMPERS) Okay... alright...
okay...

She **slams** the door shut behind her, and **locks** it.

284 MISSY

(EXHALES) Thank god. I'm home.

ANGLE ON the bottom of Missy's door to see Dread **seeping**
under it and into Missy's room.

285 MISSY

Aaaa! No! Leave me alone! What do you want from me?!

286 DREAD

You must accept that you are DOOMED!

Dread starts to fill the room, as Missy backs up nervously onto her bed.

287 MISSY

I-- I am?

288 DREAD

You are too sweet for this world, too fragile for high school.

289 MISSY

No, I-- I love school!

289A DREAD

You'll never survive there.

289B MISSY

It's a privilege to learn! And I'm lucky to be in a well-funded school district!

289C GRATITOAD

Ha-ha-hang on... did I just hear someone being grateful up in here?

OVER THE PREVIOUS the GRATITOAD **leaps** into Missy's arms.

289D MISSY

Gratitoad?!

289E DREAD

(ANNOYED) Ahh shit. This toad...

289F MISSY

Oh my gosh, I am so glad to see you!

289G GRATITOAD

Aww shucks. Well that fills my bucket!

290 DREAD

(WITH DISDAIN) Do you honestly believe
that a gratitoad can defeat dread?

290A GRATITOAD

I don't know, does my Meemaw make the
best darn rhubarb pie you've ever tasted?

290B DREAD

I-- what? I don't think I ever met
your Meemaw.

290C GRATITOAD

Well then sir, you're missing out.
Because she is a delight!

290D DREAD

(FRUSTRATED) Ahh, this fucking frog.

16. INT. THRIFT STORE - DAY

Caleb checks Ocean's photo against the store, trying to find
the exact spot his backpack should be, while Matthew picks up
a hat.

292AA MATTHEW

Ohh...

292 CALEB

Yes! My backpack!

He runs to the yellow backpack...

293 CALEB

No. No!

...only to grab it and realize it's an awkwardly draped jacket.

294 TITO

(FLIES IN) That's not a backpack at all! That's just an ugly yellow jacket!

296 MATTHEW

(SYMPATHETIC) Uch. I'm sorry, Caleb. I totally understand if you're not down to help me anymore.

296A CALEB

(PANICKING) Uhhh...

297 TITO

You are very NOT DOWN!

298 PETE

(RE: BOOK) Uh, well ho-- hold on, uh, according to *Bestfriendships for Dummies*, uh, best friends are always down.

299 CALEB

(TO MATTHEW, FORCING HIMSELF) I have decided to be down.

300 MATTHEW

Okay, great. Because I've already picked out six potential outfits.

(HOLDS UP OUTFIT) So this one is cottagecore meets gutterslut...

As Matthew explains the outfit, **his words become unintelligible** and we focus in on Caleb, specifically his quickening, shallow **BREATHS** and his **HANDS**, which keep tensing and un-tensing.

301 PETE

Okay, you're feeling overwhelmed, so
let's try your calming exercises.

Three things you can hear--

A nearby TRIO OF TEEN GIRLS are **having a normal volume conversation**, but to Caleb, it's **WAY TOO LOUD!**

LOUD GIRL #1

TITO

Her period is ice cream, I
don't get what's so confusing
about that.

How can you hear anything
over those UNBELIEVABLY LOUD
GIRLS?!

CALEB

LOUD GIRL #2/LOUD GIRL #3

Too loud! It hurts!

No, the dots are her babies.
/ What? No, no! That's right
wing propaganda.

Caleb folds his ears over to drown out the noise, as **more Titos fly around him**, it's really starting to swarm. FAST CUTS around the store: bright lights, CLOSE ON the mouths of the Loud Girls, Caleb in distress.

302 PETE

(SHOUTING OVER THE NOISE) Three things
you can see!

303 CALEB

But it's way too bright!

304 TITO

It's like being STABBED IN THE EYES
WITH NEEDLES!

Caleb squints his eyes at the fluorescent lights, and the sequins on Matthew's jacket STROBE FLASH. The **noises are also growing louder**. FULL ON TITO SWARM.

305 PETE

Caleb! Three things you can touch--

The swarm **picks up Pete** and...

306 TITO 1/TITO 2

Shut up! / We're throwing logic out
the window!

Pete **screams** as the swarm flies him **right through the window**.

307 MATTHEW

(TO CALEB) Well...?

We're back in reality, out of Caleb's POV. Caleb still squeezing his hands. Matthew poses for him.

308 MATTHEW

How do I look? Does this scream orgy
in a barn?

Caleb squeezes his eyes shut. Tito **screams** in his ear.

309 TITO

Say something! ANYTHING!

A battered Pete appears outside the shattered window, still holding "Bestfriendships for Dummies."

310 PETE

(BATTERED) Caleb! The book says...
best friends are honest with each
other.

311 CALEB

(TO MATTHEW) You look bad!

312 MATTHEW

Ouch.

313 PETE

(LOOKS BACK DOWN AT BOOK) Oh shit, uh,
unless it's gonna hurt their feelings!

314 TITO

(TO CALEB) Aaaa! What have you done?!

Tito grabs Caleb's hair frantically and **screams** in his ear.

315 TITO

Matthew hates you now! This is a
disaster!

316 MATTHEW

Caleb, are you--

317 CALEB

No! I am not okay!

Caleb **runs** out.

17. EXT. BRIDGETON MALL - EVENING

Jessi and Connie exit the mall. Jessi holds shopping bags,
and Connie **eats** a cup of Dippin' Dots.

318 JESSI

I'm sorry, how can you eat those Dippin'
Dots after seeing how they're made?

319 CONNIE

It's a good load today.

Jessi and Connie turn the corner into an alleyway, to find
Lulu **vaping**. Jessi stops in her tracks.

320 JESSI

Oh fuck me.

321 CONNIE

Quick Jessi, wash your hair!

322 LULU

(NOTICES HER) Ohh look, it's my hero!
Are you here to ruin my break too?

323 JESSI

I'm really sorry I pissed you off,
okay? I was just trying to be nice...

324 LULU

(SCOFFS) Why?

325 JESSI

Uh, I don't know. Because those guys
were fuckin' assholes?

326 LULU

Yeah. There's a lot of assholes out
there. And there's nothing you can do
to change them.

327 JESSI

I know. Because there's no God and the
universe is a cruel and unforgiving
place.

328 LULU

(EXHALES HER VAPE) I completely agree.

329 JESSI/CONNIE

You do? / With Jessi?

330 LULU

Yeah, that's why I get high.

331 JESSI

And does that like... help? Or...

332 LULU

(TAKES A PULL) For a little bit.

Lulu **exhales** and offers Jessi her vape.

333 JESSI

Oh my god. (THEN, TURNS) Connie, should I fuckin' get high with a fuckin' bad girl?

334 CONNIE

Yeah, might as well! There's nothing else that's really worked for you.

234A JESSI

Okay...

Jessi takes the vape and manages to **successfully take a hit!**

335 JESSI

(EXHALES) Very smooth. I love the feel of drugs... in my lungs.

336 LULU

Alright then, funny girl. Wanna see my stepdad's dead body?

337 JESSI

Oh god! No, that's a no for me. Thank you, though!

338 LULU

(LAUGHS) I'm just fucking with you!

338A JESSI

Oh! (LAUGHS) Funny!

338B LULU

Dustin's the best, he treats my bitch mom like a queen.

Lulu and Jessi **laugh.**

339 CONNIE

Holy shit! Did we just become friends
with Lulu?

340 JESSI

I think so...?

341 CONNIE

You know what that means? FREE BEEF!!!

18. EXT. THRIFT STORE - EVENING

Caleb sits on the curb with Pete, taking **calming breaths**.

342 PETE

Alright. Now three things you can
see...

343 CALEB

Mailbox. Car. Stop sign.

344 PETE

Great, now three things you can--

345 MAURY

(APPEARING) --fuck?

346 CALEB

Maury! 8:30!

347 MAURY

What?! Fucking is very relaxing! You
never see someone having a panic
attack in a porno!

Just then, Matthew approaches, still in his cottagecore
gutterslut outfit. He sits with Caleb, considers putting a
hand on Caleb's shoulder, but then reconsiders:

348 MATTHEW

Caleb uh, should I...?

Caleb grabs Matthew's hand and puts it on his shoulder himself.

349 CALEB

Yes please, this is helpful.

350 MATTHEW

You're pretty fucked up about this backpack, huh?

351 CALEB

They don't make it anymore!

352 MATTHEW

I know, and that sucks, but do you trust me? Enough to help you make a whole new plan?

Caleb looks to Pete who encourages him, holding up his book.

353 PETE

Unit one, chapter one: trust is the foundation of a bestfriendship.

354 CALEB

(TO MATTHEW) I do trust you, but I do not want to go back inside. It's too bright and loud.

355 MATTHEW

Alright, maybe I could work on that.

356 MAURY

(RE-JOINS CALEB, NOW LOOKING AT HIS PHONE) Okay, so I found panic attack porn. And I like it, but maybe just because it's like, new?

19. INT. NICK'S BEDROOM - EVENING

Nick finishes **pulling out the trundle bed**, and Jay **unrolls a sleeping bag** on the floor, as Andrew **paces**.

357 ANDREW

Ohh... guys, I-- I don't know about this whole "finger in the ass" thing. I mean, how would I even get through the pants?

358 JAY

Uh, you just slip your finger down the back and fishhook it, duh!

359 MAURY

Yeah, duh!

360 JAY

(TO ANDREW) Hehey! Why don't you practice on me! I'll attack you, you know, so it feels real?

361 NICK

(TO ANDREW) Judd was fucking with you. He's an agent of chaos. And if you try this, Pumbaa might actually kill you.

365 MAURY

Andrew, I'm gonna be honest, I don't think you have any other choice.

366 ANDREW

Nick, it's the only option. If I want to survive high school, I must learn to stick my finger into a bully's asshole.

367 JAY

Woo! Let's do this!

Jay **pounces** on Andrew, **strangling him**.

368 JAY

I will fucking kill you!

369 NICK

Oh my god! Jay, stop!

370 JAY

Andrew! The time is now!

371 MAURY

Do it! Fulfill your destiny!

Andrew slides his finger down the back of Jay's pants, and... he does it! Offscreen! Jay, shocked, stops strangling.

372 JAY

Whoa! Ho-ho-ho! Wow, haha! (THEN) Even though I knew it was coming, I couldn't help but stop attacking you. Plus, it feels incredible.

373 ANDREW

Oh good, okay... I need soap.

374 MAURY

You know what, Andrew? You and Pumbaa could end up, like, really good friends.

20. INT. THRIFT STORE - BACKPACK/SUITCASE SECTION - EVENING

Matthew and Caleb are back in the store.

375 MATTHEW

Okay, now I got them to lower the lights, and I gave those loud teens twenty bucks to fuck off, does this work?

376 CALEB

The store is now handle-able for me.

Pete **clears his throat** and points to a page in his book saying "SHOW APPRECIATION."

377 CALEB

(TAKING A CUE) Thank you, Matthew.

378 MATTHEW

(SMILES) Of course. Okay, walk me though what you liked most about your old backpack? The wheels, right?

379 CALEB

No. In order of importance, it was the texture of the outer fabric, its organizational qualities, and that people noticed it.

380 MATTHEW

Oh! You like being noticed?

381 CALEB

Yes, but don't tell anyone.

382 MATTHEW

You got it. Mmm, how's this one?

Matthew grabs a 1980s-era backpack. Caleb strokes the material.

383 CALEB

No. The material is too coarse.

384 MATTHEW

Ooh, this one's cute.

Matthew holds up one of those stuffed animal backpacks.

385 CALEB

I would still like to have some sex appeal.

386 MATTHEW

Oh, of course! (LOOKING) Ummm... Okay, this is kind of a big swing, and you might totally hate it, but... pretty cool, right?

OVER THE PREVIOUS Matthew lifts a VINTAGE LEATHER SATCHEL into frame. A SUNBEAM SHINES ON IT, and **angelic music** plays. It's got a double foldover clasp and looks fuckin' sick as hell.

389 PETE

(WOLF WHISTLES) Hello, gorgeous.

390 CALEB

(TAKING SATCHEL) I am interested.

Caleb **opens it up**. Pete starts looking through it:

391 PETE

Dividers, enough room for your laptop and books? (GASPS) A dozen writing implement holsters?!

Caleb puts the strap over his shoulder and looks in the mirror.

392 CALEB

I look like... a man.

393 MATTHEW

A man who's ready to kill it at high school!

Matthew looks down at himself, bummed.

394 MATTHEW

Ohh, but I still look like the saddest drag queen in Montana.

395 CALEB

You do.

395A MATTHEW

Damn.

395B CALEB

But I am losing the jacket, because it clashes with your pants. I'm cuffing your pants because you have good ankles. And this shirt pattern will slay, cunt.

OVER THE PREVIOUS Caleb revamps Matthew's look, and then turns him to look at himself in the mirror.

396 MATTHEW

Caleb, are you a fashion genius?

397 CALEB

Yes.

21. INT. MISSY'S BEDROOM - EVENING

Dread **breathes menacingly**, as he hovers over Missy and the Gratioad.

397A MISSY

(NERVOUS) Oh god, oh god...

406 GRATITOAD

Alright, Missy! Now let's tell this grumpy old blob just how much you appreciate school!

407 DREAD

School is doom.

408 GRATITOAD

Whaaat?! Pish posh!

409 MISSY

Yeah! Pish posh! School is my favorite part of being a kid!

409A DREAD

(RECOILS) Ugh! That is the saddest thing I ever heard.

410 GRATITOAD

(SINGS) OHHHH SHE'S GRATEFUL FOR THE LIBRARY AND SPIRITED DEBATES / SHE'S GRATEFUL FOR THE MICROFICHE AND-- (CHOKES)

Dread forms a tentacle that **violently grabs** the Gratioad by the throat and raises him into the air.

411 MISSY

Gratioad! (TO DREAD) No! Let him go!

413 GRATITOAD

(CHOKING) I'm sorry, Missy! Tell my Meemaw that I love her and that I really-- (SCREAMS IN PAIN)

Dread's tentacle constricts, and the Gratioad's head **POPS!**

414 MISSY

Ahh! Holy Hometown!

415 DREAD

(WRAPPING AROUND MISSY) That's right, Missy. No matter what you do, you can't get rid of me.

416 MISSY

(TEARING UP) Okay, okay... you win.

416A DREAD

(LAUGHS EVILLY)

Dread **laughs maniacally** as his MIST ENVELOPS MISSY.

22. INT. CALEB'S BEDROOM - NIGHT

Caleb finishes **transferring items** from his busted backpack to his new satchel. A digital clock on the desk reads 8:29 pm.

417 CALEB

A red pen for peer-grading and... done.

Maury enters holding a manila folder.

418 MAURY

Wow, Caleb. I love the satchel. Mucho sex appeal.

419 CALEB

Maury, you are one minute early.

420 MAURY

Yes, but (TEMPTING) I have the start paperwork regarding the Division I Volleyball player.

Maury holds up the folder, which has a PHOTOGRAPH of the volleyball player doing knee slides, from Dick's.

421 VOLLEYBALL PLAYER (FROM PHOTO)

(TEMPTING) Hi, Caleb. Don't you wanna sign some forms, and then masturbate?

422 CALEB

Yes, I do. (TO MAURY, AS HE STARTS SIGNING THE FORMS) I believe she will be a great addition to the roster.

423 MAURY

(POINTS) Yeah, and I put a sticky little penis tab everywhere you need to sign.

424 CALEB

(SIGNING) I appreciate everything that you do in regards to my masturbation.

424A MAURY

(TOUCHED) Wow, thank you, Caleb. No one-- no one's ever said that to me. (THEN, POINTS) And uh, just don't forget to initial there.

424B CALEB (O.S)

It is time.

23. INT. NICK'S BEDROOM - NIGHT

The boys lay in their beds. Jay is asleep.

425 JAY

(TALKING IN HIS SLEEP, SMILING)

Squishy... you didn't say "Uno."

Andrew, who's still awake, turns to Nick.

426 ANDREW

(WHISPERS) Hey Nick...? Are you awake?

427 NICK

(WHISPERS) Yeah.

428 ANDREW

(WHISPERS) I'm still pretty nervous
about Monday.

429 NICK

(SIGHS, WHISPERS) I get it. I'm actually
kinda nervous too. It's gonna be weird
to go to school without you guys.

430 ANDREW

(WHISPERS) Yeah, I wish you were gonna
be there to see me stick my finger up
Pumbaa's ass.

431 NICK

(WHISPERS) Honestly? Me too.

Andrew **laughs**.

431A NICK

(THEN) Good night, Andrew.

432 ANDREW

(WHISPERS) Good night, Nick.

END OF EPISODE