

When I was waiting for my "Freaks and Geeks" deal to close with DreamWorks at the end of 1999, Judd suggested I write another episode just to flesh out the characters more. And so I did. And what ended up happening was as we were rewriting the pilot, Jake Kasdan took this 2nd episode and read it and saw the Kim Kelly character I had introduced. He liked it and said we should put her in the pilot. And so we did. Also, we originally didn't find out that Lindsay's grandmother had died until this 2nd episode but Judd thought we should put it in the pilot because it explained a lot about Lindsay, and there was always the very-possible chance that we wouldn't get to make anything other than the pilot. As for the rest of the stuff in the episode, well ... we never used it but I really like it. I've always been proud of this script and I hope you like it too.

TEASER

INT. BOYS BATHROOM - DAY

A TIGHT CLOSE UP of Sam's face. It is a face of panic, of fear, of confusion. His eyes dart from one side to the other.

SAM

(to himself)

Oh, man ... what was I thinking?

We PULL BACK to see that Sam has his back up against the door of the boys' bathroom. He's also wearing nothing but a pair of white underwear.

Okay, just act natural and no one will notice.

He takes a deep breath, moves away from the door, grabs the handle, hesitates a second, finds his resolve and opens the door.

INT. SCHOOL HALLWAY - DAY

The halls are crowded with students. Sam's head peeks out from the bathroom. He looks up and down the hall, sees the students and takes another deep breath. Steels himself and steps out into the hallway, wearing only his underwear.

He walks tentatively at first, ready for humiliation. A few people give him a quick glance but no one seems to notice.

Sam seems to get a little more confidence and walks a little more casual. People are TALKING to each other, involved in their own worlds. Sam's face relaxes as he walks on.

He sees Cindy Sanders come around the corner and head toward him. She's walking with a girlfriend and is deep in conversation. Sam looks nervous but keeps walking toward her, trying to act casual.

Just as he's about to pass her, she looks over at him.

CINDY

Oh, my God.

(looks him up and down)

Sam, where's your clothes?

Suddenly, everybody stops what they're doing and looks at him. They look shocked. Some GASP.

SAM

I ... uh ... I forgot to put them on today.

Cindy stares ... and then starts LAUGHING. The other students all start LAUGHING too. Sam's face fills with terror and he takes off running. As he runs, everybody he passes points and LAUGHS. Sam's dying of embarrassment. The school bell RINGS.

SMASH CUT TO:

INT. SAM'S BEDROOM - MORNING

RIIIINNNGGGG!!! Sam's alarm is going off. Sam bolts up in bed.

SAM

Noooooooooooo!!!

He wakes up and looks over at the clock. It reads 7:00 am.

JEAN (O.C.)

(from kitchen)

Sam, get up. You're gonna miss your bus.

Sam stares at the clock, then falls back, his head hitting the pillow and disappearing into it. He MOANS.

SAM

Oh, man, I hate high school.

CUT TO:

OPENING CREDIT SEQUENCE

ACT ONE

INT. WEIR KITCHEN - MORNING

Sam is drinking a glass of orange juice and eating a bowl of count chocula, reading the box as he eats. His mom, Jean, is making herself a cup of tea. Harold comes in, tying his tie.

HAROLD

Sam, are you going to come work at the store today?

SAM

No, I'm going over Neal's. He bought an Estes rocket.

HAROLD

Sam, you should be working instead of fooling around after school.

SAM

But I worked yesterday.

HAROLD

Well, guess what, Sam? The store's still in business. I could use you today.

JEAN

Honey, he's fourteen. Let him have some fun.

HAROLD

Working at the store's not fun? That's news to me.

Lindsay comes into the kitchen wearing her old jeans and army field jacket. She heads right for the door.

JEAN

Oh, Lindsay, you're not wearing that horrible jacket again today, are you?

LINDSAY

Gee, mom, kinda looks like it.

JEAN

Don't other kids dress nice?

LINDSAY

Mom, nobody cares how I dress.

JEAN

I care.

HAROLD

Lindsay, I want you to work at the store after school.

LINDSAY

Dad!

HAROLD

Look, someone in this family has to work at the store today. It's a family owned business. "Family." Get it?

LINDSAY

I can't.

HAROLD

Why not?

JEAN

You've got Math-lete practice, don't you?

Lindsay pauses. She doesn't but the set-up's too good.

LINDSAY

Yes.

And she's gone. Jean gives Harold a look.

JEAN

Which one's Daniel again?

HAROLD

Isn't he the captain of the Math-letes?

BRUM BRUM! The house practically shakes from the bassy sound of a muscle car engine. Jean looks out the window.

ANGLE ON: A yellow Trans Am pulls into the driveway. It's a rust bucket, painted bright yellow with the Trans Am eagle decal covering the entire hood. Lindsay jumps in.

JEAN (O.C.)

I don't think he's a Math-lete.

The car RUMBLES back out to the street. Then it PEELS OUT LOUDLY, leaving a cloud of smoke.

ANGLE ON: Jean frowns and turns back to Harold.

JEAN

That's the boy she skipped class with.

HAROLD

I thought that was a Nick.

JEAN

Well, then Daniel seems like a friend of Nick's. Either way, I don't like it. Sam, do you know anything about these boys?

SAM

No.

HAROLD

You're not lying, are you, Sam?

SAM

No.

HAROLD

'Cause you know what happens to liars in this world, don't you?

SAM

"They end up getting killed in jail."

HAROLD

Right.

Harold takes Sam's glass of orange juice. Sam makes a panicked grab for it but it's too late. Harold takes a

drink.

SAM

Dad!

HAROLD

What?

(looking at glass)

You can get another glass.

JEAN

That's all the juice there was left.

HAROLD

Oh. Well, then drink the rest.

Sam looks rather horrified as Harold sets the half finished glass back down in front of Sam. Sam stares at the lip print that shows where Harold's mouth was. We can see this really bothers Sam.

SAM

No. You can have it.

Sam grabs his books and leaves out the door, visibly upset. Harold and Jean watch him go.

HAROLD

What's his problem?

JEAN

Oh, you know. Him and germs.

HAROLD

But I'm his father.

JEAN

Let it go, Harold.

CUT TO:

EXT. STREET CORNER - MORNING

A street corner in a Midwestern suburban neighborhood. Some kids are milling around on the sidewalk-less corner, waiting for the school bus. Lindsay stands there, off to the side. Millie comes up to her.

MILLIE

Hi, Lindsay.

LINDSAY

Hey.

MILLIE

You wanna come over my house after school?

LINDSAY

Oh. No, I can't.

MILLIE

Why not?

LINDSAY (joking)

What, are you writing a book?

(off Millie's look)

I've got plans. Thanks, though.

Millie gives Lindsay a disappointed look as we pan over to find--Neal and Bill, deep in discussion, waiting for the bus. Sam walks up.

NEAL

Think about what you just said. It doesn't even sound right.

SAM

Hey.

NEAL

Sam, Bill thinks that Star Wars is better than Star Trek.

SAM

It is.

NEAL

Oh, my God. Not you too.

SAM

Star Trek is just a bunch of talking and Captain Kirk making out with alien women.

NEAL

Yeah, and?

SQUEEEEEAK. The school bus pulls up.

INT. SCHOOL BUS - CONTINUOUS

MRS. BRONNER, a salt and pepper haired woman in her 50's, is behind the wheel. She's heavy set with a tight beehive and wears an United Auto Workers wind breaker.

MRS. BRONNER (pleasant)

Good morning, students. Find a seat.

ANGLE ON: Sam, Neal and Bill as they sit. They look surprised.

NEAL

Mrs. Bronner's back.

SAM

I thought she quit.

NEAL

She did.

BILL

She quits every year. I heard that her husband's a spy and so she has to quit to go to different countries with him.

NEAL (stares a beat)

Mr. Bronner's our garbage man.

BILL Maybe that's just what he wants us to think. Maybe he's undercover.

NEAL

Bill, she quits because Kim Kelly and her friends always make her cry.

BILL

Maybe the CIA pays Kim to do that so nobody'll know why Mrs. Bronner's really leaving.

NEAL

You gotta stop watching so much TV.

ANGLE ON: Lindsay sits toward the middle of the bus. Millie plops down next to her. Lindsay looks like she'd rather not sit next to Millie. Millie just gives her a happy smile.

ANGLE ON: Mrs. Bronner peers out the windshield up the street. She sees groups of kids on every approaching corner. She squints and sees something. Her face suddenly looks both worried and determined.

CUT TO:

EXT. DIFFERENT STREET CORNER - MORNING

Kim, Sue and Karen are standing at their bus stop. Sue is smoking. Karen holds a large radio.

KIM

He was supposed to come over last night and he never showed up. He's a pig, man. A total pig.

SUE

I'll take him if you don't want him.

KIM

And I'll kill you.

They all LAUGH. BRUM BRUM! A rusty yellow Trans Am, complete with eagle hood decal, pulls up to the corner. It's Daniel.

DANIEL (to Kim)

Hey.

Kim turns away, acting mad. Sue looks into Daniel's car.

SUE

Hey, Daniel. What's up?

DANIEL (ignoring her)

Hey, Kim. You want a ride?

SUE

She ain't talking to you, man.

DANIEL

Fine.

Kim turns and yells over at him.

KIM
Where the hell were you last night?

DANIEL
I got busy. Get in the car.

KIM
Sorry. I'm too busy.

The bus pulls up and Sue and Karen get on. Kim gives Daniel an angry, yet playful look. She points at her butt, mouthing "kiss my ass." She gets on the bus as Daniel gets a big smile.

CUT TO:

INT. SCHOOL BUS - CONTINUOUS

The bus is almost full. Sue and Karen are walking to the back of the bus as Kim gets on. Mrs. Bronner steels herself.

MRS. BRONNER
Good morning, Miss Kelly.

KIM
It was until I saw your face.

Karen and Sue LAUGH. Mrs. Bronner forces a tolerant smile as the girls file past her and head to the back of the bus.

MRS. BRONNER
Glad to see you're still a comedian.

KIM
Glad to see you're still fat.

Karen and Sue SCREAM WITH EVIL LAUGHTER. Mrs. Bronner looks angry but suppresses it. Lindsay looks out the window. We can tell she really dislikes Kim. Sam exchanges a look with Neal. Neal nods to indicate "here we go again" as the bus GRINDS into gear.

KAREN
If you can't find it, grind it!

The whole back of the bus LAUGHS as the bus pulls away.
GARY FORMAN, a short fat kid, turns around and looks at Sam and Neal.

GARY (quietly)
Hey, look what I brought.

Gary holds up a bottle of Squirt. It's open but hasn't been drunk out of yet.

SAM
Ooo, I love Squirt. Let me have some.

NEAL
Gimme some first.

Neal grabs the bottle and goes to take a drink. Sam looks horrified.

SAM
No!

But it's too late. Neal has his mouth on the bottle and is taking a drink. He finishes, his lips wet with pop.

NEAL
Aaah ... Delicious! Here.

He hands the bottle to Sam. Sam just looks at the top of the bottle, still wet with Neal's spit.

SAM
(handing bottle back to
gary)
Naa, I'm not thirsty.

NEAL
You just said you wanted some. What's
the matter? I don't have cooties.

A cloud of cigarette smoke wafts past them. Mrs. Bronner sniffs the air, then looks into the long mirror over her head into the back of the bus.

MRS. BRONNER
Put out the cigarettes, please.

Kim and the tough girls just LAUGH derisively. Mrs. Bronner

takes a deep breath and steels herself.

MRS. BRONNER

Ladies, I'm not joking. Put out those cigarettes.

KIM

Oh, I'm sorry. I thought you were joking.

Kim takes a long drag and blows a defiant jet of smoke over the heads of the other students toward Mrs. Bronner's mirror.

MRS. BRONNER

(trying to sound calm)

Don't make me pull this bus over.

KIM

We're not making you do anything, lady, so why don't you just drive us to school?

MRS. BRONNER

I will as soon as you put those cigarettes out.

CLICK! Karen switches her large radio on. The song "BLACK BETTY" blares out, distorting the speakers.

SONG

Oh, Black Betty, bam a lam ...

Mrs. Bronner SIGHS, upset, looks up in the mirror and locks eyes with Kim. Kim stares back, challenging. Mrs. Bronner takes a deep breath and pulls the bus over to the shoulder.

NEAL

Oh, man, I hope I'm not gonna be late for chemistry. I've got a paper due.

The air brakes HISS as the bus stops. Sam looks back at Kim, studying her. Kim's face is intense, her eyes showing deep anger. The combination of being pretty and mean makes her all the more scary. After a beat, Kim sees Sam staring.

KIM

What are you lookin' at, geek?

Sam quickly turns back around. Mrs. Bronner stands up and turns to face Kim.

MRS. BRONNER
(yelling over music)
Turn off that radio.

KIM
What?

MRS. BRONNER
Turn off that radio!

KIM
What?

Kim turns the radio up LOUDER. She and the girls all start CLAPPING and dancing in their seats.

KIM, KAREN & SUE
"Black Betty, bam a lam/She really
makes me high, bam a lam!"

Kim prods another freak girl sitting in the back.

KIM
C'mon, Lori, get into it!

They all start dancing and clapping more. Mrs. Bronner is starting to turn red.

MRS. BRONNER
I told you girls to turn that radio
OFF!

KIM
What? I can't hear you. The radio's
too loud.

A lot of the bus LAUGHS at that, except for Sam who looks at Mrs. Bronner sadly. He sees her face fill with anger.

MRS. BRONNER
(ear splitting scream)
EVERYONE, BE QUIET!!!

Everyone stops laughing, surprised. Mrs. Bronner gives the students an angry once-over, then glares right at Kim. The

radio continues to play, only lower.

MRS. BRONNER

(controlled rage)

I want you girls to turn that radio
off and put out those cigarettes. Now.

Silence. A staring match between Kim Kelly and Mrs. Bronner
takes place. Both intense.

MRS. BRONNER

Did you hear what I said, Miss Kelly?

Sam watches the scene, unsure. The whole bus seems to be
holding its breath. Kim's eyes narrow. There's a rage in
her eyes that we've seldom seen on a teenage face. Then ...

KIM

(slowly; hissing)

You don't tell me what to do, old
lady. Nobody tells me what to do. So,
just shut your fat, ugly face and
drive the bus, you old whore.

Mrs. Bronner's eyes show shock. Kim's stare is venomous,
hateful. Mrs. Bronner's stunned. She knows she lost the
war. Kim just continues to stare daggers at her.

After a beat, Mrs. Bronner very slowly turns around and
makes her way back to the driver's seat. As she passes Sam,
Sam looks at her face. She looks damaged. Sam starts to
look back at Kim, then thinks better of it.

Mrs. Bronner sits down and puts the bus into gear. We can
only see her back but she looks broken. The bus moves
slowly forward. The radio TURNS UP AGAIN. Kim and the girls
start SINGING and LAUGHING again. They light up new
cigarettes.

NEAL

(to sam)

Man, I can't wait until I can drive
myself to school.

INT. SCHOOL ENTRANCE/TROPHY CASE AREA - DAY

The halls are empty. RING! The school bell goes off and the

halls immediately flood with students from their first period classes. Lindsay and Daniel enter through the front doors.

DANIEL

Hey, if we skip last period, we can meet up at Nick's house. He's got the new Zeppelin album.

LINDSAY

I'm there.

MR. ROSSO, the school's guidance counselor, comes out of his office. Sees Lindsay.

MR. ROSSO

Lindsay, I need to talk to you.

He walks up to Lindsay and Daniel. Lindsay gives him an anti authority "yeah?" look.

MR. ROSSO

Daniel, do you mind if I talk to Lindsay alone?

LINDSAY

Just tell me. He doesn't have to leave.

DANIEL

Naa, it's cool, Linds. I'm gonna hit the smoking patio. I'll see you at lunch.

Daniel takes off. Lindsay gives Mr. Rosso the look again. He tries to ignore her attitude.

MR. ROSSO

(enthusiastic)

Lindsay, I talked to the panel and they've let me extend the deadline for you to apply to the Academic Decathlon.

LINDSAY

I'm not doing it this year.

MR. ROSSO

Lindsay, I know you don't want to but
I really think you should. We need
you. And I hate to see you cut
yourself off like this.

LINDSAY

Mr. Rosso, I'm not doing it.

MS. DELUCA (O.C.)

Lindsay?

MS. DELUCA, the math teacher, walks up. She's a slight
woman with a kind face.

MS. DELUCA

How come you weren't in class this
morning?

LINDSAY

We had car trouble.

(to Mr. Rosso)

Is there anything else you needed to
ask me?

MR. ROSSO

No, that's all.

Lindsay turns and heads off. Mr. Rosso and Ms. Deluca watch
her go, confused. Mr. Rosso shakes his head.

MS. DELUCA

What's happened to her?

MR. ROSSO

I don't know. But this isn't going to
happen while I'm here. Not on my
shift.

INT. SCHOOL HALLWAY - DAY

Sam is at his locker. He hears girls' LAUGHTER. Turns and
sees Kim Kelly and her entourage coming down the hall
toward him. Sam stares at her.

FROM HIS P.O.V.

Kim Kelly seems to be walking in slow motion. She's still

wearing her long black leather coat. Her black hair and dark eye makeup make her look tough, mysterious. She also looks quite pretty. She jokes with Karen and Sue and yells out to different people. SAM stares at her, studies her. We can see he's strangely enamored. Kim is about to pass Sam when she sees him staring. She, Karen and Sue stop in front of him.

KIM

Hey, geek, you got a problem?

SAM

Uh ... no. I was just looking for a friend of mine.

KIM

Are you telling me I look like a friend of yours?

KAREN

Hey, Kim, I think he likes you.

Karen and Sue LAUGH. Kim looks at them, then back at Sam. Moves her face close to his.

KIM

Is that true? Do you like me? Do you love me?

Even though she's mocking him, there's something hard to read in her face. Could she be serious? The fact that she's so close has Sam dizzy and off-guard.

SAM

I ... uh ... I mean, I like you like a friend.

KIM

(moving closer; softly)

I don't think so. I think you like me like me. I think you want to kiss me. Do you want to kiss me?

She's very close now. We can feel the chills shooting down Sam's spine. He's scared and suddenly in love.

SAM

I ... uh ... I don't know.

KIM

C'mon. Give me a kiss. I'll be your girlfriend.

She moves in to kiss Sam. We see that every hormone in Sam's body has gone into overdrive. His eyes are wide in terror and anticipation. Suddenly, Kim's hand comes up and slashes a huge red lipstick line across Sam's mouth and cheek.

KIM

In your dreams, retard.

Kim pushes Sam against his locker, making the open metal door BANG with a metallic rattle. Karen and Sue LAUGH UPROARIOUSLY. Kim bursts out LAUGHING too and heads off down the hall. Karen and Sue take off after her.

KIM

(calling back to Sam)

Don't ever look at me again, geek, or I'll make you wish you'd never been born.

She rounds the corner and is gone. Sam's against his locker, staring after in shock. Students walk by, see the lipstick on his face and start LAUGHING. Sam looks at them, not knowing why they're laughing, then touches his face and sees that he's got lipstick on his fingers. He looks horrified and runs off to the bathroom.

EXT. SMOKING PATIO - DAY

Lindsay is standing around with Daniel, Nick and Ken. Ken has a cigarette behind his ear. The smoking patio is crowded with students.

DANIEL

What did Rosso want?

LINDSAY

Nothing. He's just giving me a hard time.

DANIEL

I hear that. He's always, "Daniel, you've gotta decide what you're gonna do with your life." Like I know.

LINDSAY

What's the point in doing anything?

DANIEL, NICK & KEN

Really.

Kim Kelly and her entourage come up.

KIM

Hey, Ken, gimme a cig.

Ken pulls the cigarette from behind his ear and holds it out to Kim. She looks at it, disgusted.

KIM

Yeah, great. Why don't you just blow your nose in some bread and make me a sandwich, too?

KEN

It's the only one I got.

LINDSAY

I've got one, Kim.

Lindsay reaches into her jacket. Kim ignores her.

KIM

Why is she here?

DANIEL

She's our friend.

KIM

She ain't your friend. She's just slumming.

LINDSAY

No, I'm not.

Kim pushes Lindsay's shoulder, trying to start a fight.

KIM

Who gave you permission to talk to me,
brain?

DANIEL

Hey, Kim, be cool.

KIM

You were little Miss Perfect last
year. I'm supposed to think you're one
of us now?

LINDSAY

Kim, I belong out here as much as you
do.

Kim stares at her a beat, then bursts out into mean
LAUGHTER.

KIM

Hey, brain, I shoplift from your
daddy's store. You're just some rich
kid with rich parents who's pretending
she's a freak all of a sudden. What,
you think that makes you cool?

Kim starts LAUGHING at Lindsay. She takes the bottom corner
of Lindsay's plaid freak jacket and holds it up.

KIM

Hey, look, she even bought her own
uniform.

Karen and Sue LAUGH along with Kim, who gives Lindsay a
hateful look.

KIM

Well, if these guys wanna stand around
and pretend along with you, then
that's their waste of time. But I
think you're full of crap and I
suggest you don't come out here
anymore. Got it?

Lindsay stares, taken aback. Kim holds her threatening look
and takes off. Karen and Sue stare at Lindsay for a second,
then take off after Kim. Lindsay watches after her, looking

wounded.

DANIEL

Don't worry about her. She's just on the rag.

LINDSAY

... yeah.

Lindsay walks away and goes back into the school. The guys just watch her. Then they look at each other. Ken puts the cigarette in his mouth. Nick scratches his nose. Daniel stares after Lindsay. Nobody knows what to say, so they don't say anything.

END OF ACT ONE

ACT TWO

INT. BOYS' BATHROOM - DAY

Sam is at the sink scrubbing his face with water. He looks in the mirror. The lipstick is still there. RIIIIING! The school bell goes off. Sam looks up at the bell, then in the mirror, SIGHS, and starts scrubbing his face again.

MR. ROSSO (O.C.)

C'mon, whoever's in there. Let's get to class.

Sam freezes. Turns off the water. Looks in the mirror. The lipstick remains. Mr. Rosso enters. Sam hides his face in the sink.

MR. ROSSO

Sam? Is that you? What are you doing in here?

SAM

(not looking up)

I think I'm sick, Mr. Rosso. I'm just cooling off. I'll be fine.

Mr. Rosso looks puzzled, goes up to Sam and lifts Sam's head. Sees the lipstick. Sam looks embarrassed and upset.

MR. ROSSO
(trying not to laugh)
Oh no, Sam. Who did this to you?

SAM
Nobody.

MR. ROSSO
Yeah? Well, then I have to tell you
that red's not your color.

Sam looks pained. Mr. Rosso gives him a sympathetic smile.

MR. ROSSO
Don't worry. We'll go down to the
nurse's office. She can get that off
with a little alcohol.

Mr. Rosso heads to the door. Stops when he sees Sam's not
moving.

MR. ROSSO
Don't worry, everybody's in class. No
one'll see you.

Sam looks relieved and heads out with Mr. Rosso.

INT. CLASSROOM - DAY

Literature class. Ms. Collins, the English teacher, is
writing "GUSTAV FLAUBERT" on the chalkboard. Lindsay is
sitting in a desk in the back row. She has the book "Madame
Bovary" in front of her, as do the other students. She
looks hurt and confused from her run in with Kim.

MS. COLLINS
Flaubert wrote "Madame Bovary" for a
reason. It was to show us a ridiculous
woman. A woman who allowed her fantasy
life to ruin her real life.

Lindsay is staring at the book on her desk. She fingers its
edges, riffles the pages with her thumb.

MS. COLLINS
Madame Bovary is not an adult, yet
she's not a child.
(MORE)

MS. COLLINS (CONT'D)

She's trapped herself in a world that
simply cannot exist for her.

Lindsay looks over at the window. It's a gray day outside.
She can see her reflection in the window. She stares at it.

Lindsay looks back at her book, troubled. Behind her, a
farmer guy puts the butt of his hand against his mouth and
makes a loud FART sound. The class LAUGHS. Ms. Collins
gives him a dirty look as Lindsay SIGHS and looks more
depressed than ever.

INT. HALLWAY - CONTINUOUS

Mr. Rosso and Sam head down the empty hall. Sam looks
around nervously, afraid someone'll see him with the
lipstick on.

MR. ROSSO

Hey, Sam, can I ask you a question?

SAM

Yeah.

MR. ROSSO

What's wrong with your sister?

Sam gives him a puzzled look.

SAM

Nothing. She's just weird.

MR. ROSSO

But she didn't used to be. Why's she
throwing her life away?

Sam gives Mr. Rosso an odd look.

SAM

Is she?

Suddenly, CHERYL KRAMER, a cute student who works in the
principal's office, comes around the corner with some
papers. She stops and sees Sam's lipstick. She covers her
mouth and starts LAUGHING.

CHERYL

Oh, my God ...

Sam sees her laughing, throws Mr. Rosso a dirty look and runs off to the nurse's office, covering his face. Mr. Rosso gives Cheryl a dirty look.

MR. ROSSO

Thanks, Cheryl. That's very helpful.

INT. CLASSROOM - DAY

Ms. Collins is addressing Nick, who's sitting with some freaks.

MS. COLLINS

Did you think that Madame Bovary was realistic in her expectations?

NICK

I don't know, man. She was just stupid.

MS. COLLINS

Thank you, Nick. I'll be sure to recommend you for the critic's job at The Literary Review.

(turning to Lindsay)

Lindsay, I liked your Freudian analysis of "The Bell Jar" last year. What do you think Dr. Freud would say about Flaubert's creation?

Lindsay looks over at the freaks. They stare back at her. She furrows her brow. Then looks away.

LINDSAY

I didn't read it.

MS. COLLINS

(truly surprised)

You didn't? What's the matter? Are you busy with the Decathlon?

The class looks at her. She looks back at the freaks. They look at her, unsure. Lindsay's face hardens.

LINDSAY

I didn't read the stupid book, okay?
Just ask somebody else.

MS. COLLINS

Lindsay, I'm going to assume you're
having a bad day and move on. But this
better be an isolated incident.

LINDSAY

(staring at Ms. Collins)

Guess what? It's not.

Lindsay gets up and walks out of the classroom. Ms. Collins
watches her go, concerned. FART! The farmer makes another
fart sound with his hand.

MS. COLLINS

Seidelman, if you do that again, I
swear to God I'll plant you like next
year's crops.

The farmer stifles his laughter as Nick and the rest of the
class look after the departed Lindsay, surprised.

INT. CAFETERIA - DAY

Lunchtime. The cafeteria is packed. TALKING. LAUGHING.

IN THE LUNCHLINE

students are lined up waiting for their hot lunch. Neal,
Bill, Art and Sam are there, working their way toward the
food.

NEAL

(looking at lunch menu)

Hey, they're having Ben Franklin beans
today.

BILL

What makes them "Ben Franklin" beans?

SAM

They're fat and they wear glasses.

This cracks up the geeks. As they laugh, Sam looks toward
the front of the line. Standing by the silverware bins is

Alan White and his short bully entourage. ALAN PULLS A FORK OUT OF THE BIN, LICKS IT AND PUTS IT BACK IN WITH THE OTHER FORKS.

BULLY #2

What'd you do that for?

ALAN

I always do that.

The bullies LAUGH. Sam is horrified. He continues to stare as the thought of years of eating off forks from Alan's mouth sinks in. Art sees Sam's face.

ART

What's the matter?

SAM

(aghast)

Alan White just licked a fork and put it back in with the others.

ART

Gross.

NEAL

My brother always does that when we go to the Sweden House smorgasbord.

SAM

You mean people do that?

NEAL

Yeah. They think it's funny.

The geeks arrive at the silverware bins. Art, Bill and Neal grab their trays and take their silverware. Sam stares at the fork bin.

There's a hundred forks jammed in there. No way to tell which one was in Alan's mouth. Sam looks at the silverware, his face contorted in disbelief and disgust.

NEAL

Just grab one. You can wipe it off at the table.

Sam looks dizzy. He gets out of line.

SAM

I'm gonna go to the snack counter. He leaves. Bill looks after him, incredulous.

BILL

But you're gonna miss the Ben Franklin beans!

IN THE BACK OF THE CAFETERIA

The freaks are sitting around their lunch table, which is next to the window and door leading to the smoking patio.

NICK

Damn, Linds, that was so cool. She goes, "I'm outta here" and just books. Collins was crappin' her pants.

LINDSAY

... yeah.

Kim, Karen and Sue walk up to the table. She points at Lindsay.

KIM

Could you tell that to move? We wanna sit here.

NICK

Then grab a chair. There's room.

KIM

I ain't sittin' here if she's here.

DANIEL

Then don't sit here.

Kim walks over to Lindsay and shoves her hard.

KIM

Move, bitch.

DANIEL (standing up)

Kim, man, I told you this morning. Lindsay's our friend. Just leave her alone and get outta here.

KIM

I'm not going anywhere.

Lindsay stands up, faces Kim.

LINDSAY

Kim, look, I'm sorry that you don't like me but these guys are my friends as much as they're your friends. So why don't you just sit down and I won't talk to you and you don't have to talk to me and we'll get on with our lives. Okay?

Kim just stares at Lindsay blankly. Is she thinking about it? There's no indication what's going on in her head. Lindsay holds an almost parental look.

KIM

Here's a better idea ...

In one quick move, Kim reaches down, grabs Lindsay's bag off her chair, holds it by the bottom and flings its contents all over the cafeteria. Everybody nearby goes SILENT.

KIM

Why don't you just leave?

Kim throws Lindsay's bag back at her. Lindsay looks at the contents of her bag all over the floor. Sees the picture of her grandmother lying by a garbage can. Without making eye contact with Kim, she walks over and starts picking up her stuff.

NICK

(to kim)

What the hell'd you do that for?
What's your problem?

KIM

I don't have a problem. She's your problem now.

Kim storms away. Nick, Ken and Daniel watch her go, completely confused. Nick throws his hands in the air.

NICK
Chicks, man!

AT THE GEEK TABLE

Sam has a Hostess Cherry Pie, Twinkies and an empty package of Ding Dongs in front of him. He's leaning on his elbows, lost in thought, eating the Cherry Pie. Cindy Sanders comes over and kneels down next to him.

CINDY
Hey, Sam.

Sam almost chokes when he sees it's her. He sits up quickly.

SAM
Cindy! Uh ... hi.

CINDY
I forgot my chemistry book. Can I use your's for my next class? I'll give it back right after.

Sam looks excited, then we see his face go blank.

SAM'S FLASH OF THOUGHT

We see Sam's chemistry book. Nightmare shots. Every page has "I LOVE CINDY SANDERS" written on it in the margins.

BACK TO SAM

SAM
Oh, shoot. I left mine at home too.
I'm sorry.

CINDY
That's okay. I'll ask my friend Heather. Thanks.

Cindy stands up just as Kim is storming by. Kim runs into and shoves her away hard. Cindy stumbles against the table.

KIM
Get outta my way, pom pom!

Kim storms out of the cafeteria. We see Cindy's face fill

with indignation. She heads off after Kim. Sam watches, surprised, then jumps up and heads after them, taking his food with him.

INT. SCHOOL ENTRANCE/TROPHY CASE AREA - CONTINUOUS

Kim storms through the trophy area toward the front doors. Cindy's about ten feet behind her.

CINDY

Hey, excuse me. Excuse me!

Kim stops at the front door and turns toward Cindy. Gives her a "don't mess with me" look. Cindy stands with her hands on her hips. Sam stops in the cafeteria doorway and watches.

CINDY

You shoved me.

KIM

Yeah?

CINDY

I think you should apologize.

KIM

To you?

CINDY

Yes. I think you were out of line.

Kim walks toward Cindy as a crowd gathers. Cindy is the very image of rich kid indignation.

KIM

You want me to apologize?

Kim walks right up to Cindy and shoves her back with all her might. Cindy flies backwards and crashes into Sam, whose junk food flies everywhere. They both fall to the floor.

KIM

There. I'm sorry.

Kim turns and heads for the door. Cindy, possessed, jumps up, runs at Kim and shoves her from behind. Kim flies into

the front door and hits it hard. It RATTLES loudly. Sam jumps up and heads over to Cindy.

SAM
Cindy, don't.

Kim turns and glares daggers at Cindy. There's definitely going to be a fight. However, Sam gets in between them.

SAM
C'mon, you guys. Don't fight.

Kim storms over and pushes Sam hard, knocking him down.

KIM
I told you not to talk to me, geek!
I'll kick your ass after I kick Miss
Perfect's.

LINDSAY (O.C.)
You're not kicking anyone's ass.

Kim looks over just in time to see Lindsay coming at her. Lindsay shoves Kim hard. Kim stumbles back, then her face fills with rage. She springs at Lindsay and the fight is on.

Students gather around. The fight is fairly vicious. Lots of misplaced anger. Alan and the bullies burst through the crowd.

ALAN
Whoa, girl fight! Cool!

They start CHEERING as do some other students in the crowd. Most just stare, surprised. Sam looks on, stunned. Cindy stands next to him, looking at the scene in horror.

INT. MR. ROSSO'S OFFICE - CONTINUOUS

Mr. Rosso is at his desk, talking to someone we can't see.

MR. ROSSO
The thing is, I just really need some
help figuring out what's wrong with
her.

Mr. Rosso hears the COMMOTION OUTSIDE. Gets up.

MR. ROSSO

Huh boy. It never ends. Excuse me a second, would you?

Mr. Rosso exits as we PULL BACK to reveal that he's been talking to Lindsay's parents. Harold and Jean turn and look after Mr. Rosso, then get up and follow.

INT. SCHOOL ENTRANCE/TROPHY CASE AREA - CONTINUOUS

Mr. Rosso comes out to find a huge crowd of students gathered around the fight. VOICES. SCREAMS. He pushes his way through the crowd toward its center.

MR. ROSSO

All right, all right. Break it up!

He comes into the fight area and separates the two combatants. He's surprised when he sees it's Lindsay.

MR. ROSSO

Lindsay? What's going on?

KIM

That bitch pushed me!

Cindy Sanders steps forward, her face filled with regret.

CINDY

It was all my fault, Mr. Rosso. I started all this.

Mr. Rosso gives Cindy a "you've gotta be kidding" look. Sam steps forward.

SAM

It was Kim. She pushed Cindy over. Lindsay was just defending her.

Sam, Cindy and Kim all start TALKING at once, pleading their cases.

MR. ROSSO

Wait a minute!

(turns to Lindsay)

Lindsay, what happened?

Lindsay's trying to be tough but the armor is cracking.

LINDSAY

Nothing.

MR. ROSSO

Who started this?

LINDSAY

I started it. The day I was born. The day I wish never happened.

JEAN (O.C.)

Lindsay!

Lindsay looks over to see her mom and dad standing there. She can't believe it. They stare at her, surprised, confused, hurt.

KIM

Glad to see mommy and daddy came to save you.

Lindsay looks at Kim. Kim's smirking. Lindsay looks around at the crowd staring at her silently, then back at her parents. Then she turns and pushes through the crowd.

MR. ROSSO

Lindsay, wait.

Lindsay runs out of the school. As she runs, we MOVE with her. We see her face. It's filled with pain and humiliation. She runs past us, leaving us looking back at the stunned crowd through the front of the school.

END OF ACT TWO

ACT THREE

INT. HALLWAY - DAY

Sam, Art, Neal and Bill are walking down the hall between classes. The hallway is crowded.

SAM

I've kinda got a headache.

NEAL

Yeah, no doubt. You ate a ton of sugar at lunch.

SAM

That doesn't give you a headache.

NEAL

Sure it does. My dad's a dentist and he always tells me that the worst thing you can do to your body is eat sugar on an empty stomach. You shoulda ate the Ben Franklin beans like us instead of being afraid of a spitty fork.

SAM

I wasn't afraid of it. Besides, it was gross.

NEAL

Alan just licked it. It evaporated immediately.

SAM

But it was in his mouth.

BILL

My cousin told me that once Frank Zappa passed a cup around the audience at a concert and had everyone spit in it and then he drank it.

SAM (horrified)

Really?

NEAL

That's not true.

BILL

Of course it's true. My cousin told me.

NEAL

Is this the same cousin that told you Mister Greenjeans is Charles Manson's father?

BILL

No. He said he was Frank Zappa's father, so I think he knows a little more about Frank Zappa than you, Neal.

Neal just rolls his eyes. Suddenly, the guys see something and stop. They stare.

A couple is making out passionately next to a locker. It's MARK PHELPS and JULIE CANTORE, the class couple. They both walk the line between being popular kids and geeks. But they definitely lean more toward popular.

Sam, Neal and Art stare at the couple and we can tell they all wish it was them instead of Mark making out with Julie. Bill just looks put off.

BILL

Gross.

NEAL

Yeah, real gross.

(to Sam)

What are you gonna do about something like that? That's spit too, you know.

Sam thinks about it. His face shows confusion. Then ...

VOICE (O.C.)

CLEAN OUT!

Before Sam can react, Alan runs up behind him and knocks Sam's books and notebook out from under his arm. The books CLUMP onto the floor and the notebook CLICKS open on impact. All Sam's papers WHOOSH out all over the floor.

Alan and his entourage LAUGH and shuffle their feet as they walk through Sam's papers, kicking them all over the

hallway.

ALAN

You oughta learn how to fight like
your sister, Weird!

And they're gone. Sam just stares sadly down at the mess.
Neal, Bill and Art stare at the mess also. After a beat ...

NEAL

Well, I'd better get to class.

BILL

Yeah, me too.

Neal and Bill take off. Sam watches them go.

ART

C'mon, I'll help you.

Art kneels down and starts gathering papers. Sam SIGHS and
does the same.

EXT. FOOTBALL FIELD - DAY

Lindsay is under the bleachers, sitting cross legged on the
ground. This is where the freaks hang out. There's
cigarette butts and beer cans strewn around. Lindsay is
staring at the picture of her grandmother.

THE PICTURE shows a smiling older woman standing in a
kitchen, stirring something in a mixing bowl with a wooden
spoon. LINDSAY stares at the picture blankly. Then, her
brow furrows slightly, as she seems to have a negative
thought.

FOOTSTEPS APPROACHING. Lindsay looks up to see Millie, the
school brain, coming toward her. Millie carries a large
stack of papers. Lindsay tenses.

MILLIE

Lindsay? What are you doing out here?

LINDSAY

What are you doing out here?

MILLIE

Oh, I just had to run these papers over to Mrs. Kenner's office. It's research for the Decathlon. Whew, I've been walking around all day. Mind if I sit down? My feet hurt.

Lindsay doesn't look pleased but shrugs "okay." Millie looks at the dirty ground, then around for something to sit on. Seeing nothing, she gingerly sets the stack of papers down and sits on top of it. She really looks out of place.

MILLIE

(pointing to picture)

Hey, that's your grandma, isn't it?

Lindsay defensively goes to put the picture away, then stops. She looks at the photo again, then looks at Millie's face, studying it. Millie gives her the smile of an old friend who wishes Lindsay was still her friend.

LINDSAY

Yeah.

MILLIE

I was so sad when she died this summer. I really liked her. (laughs) Remember when we cleaned her apartment? God, we were only like ten.

LINDSAY

(a small smile)

Oh, man, I forgot about that.

MILLIE

Remember we just kept taking stuff and putting it under the bed? And when she came home, the first thing she said was, "You girls didn't just stuff everything under the bed, did you?"

LINDSAY (laughs)

Yeah, and you go, "We thought that's where you wanted us to put it."

They both laugh at this. Lindsay is lightening up considerably.

MILLIE

I always thought it was so neat that she didn't get mad at us. She just laughed and took us to the Dairy Queen. Remember that?

LINDSAY

Yeah. She said if you can't do things wrong when you're ten, then you'll just end up doing things wrong when you get older.

Lindsay is lost in the happy thought. Then she looks at Millie and smiles sadly.

LINDSAY

I really forgot about that. That was you and me, wasn't it?

Millie smiles, happy to have the old Lindsay back, and nods "yes." A nice moment passes between them. Then ...

MILLIE

Lindsay, everybody's really worried about you.

Lindsay gives Millie a puzzled look. Millie's face is suddenly serious.

MILLIE

Why won't you be in the Decathlon?

Lindsay seems to stiffen. She stares into Millie's eyes as Millie waits for an answer. Lindsay sees Millie's eyes look past her for a flash.

Lindsay turns and sees MR. ROSSO is standing by the school door on the other side of the football field, looking over at them. He sees Lindsay look and quickly goes inside. LINDSAY looks angry. We can practically hear her defenses slam back down. She turns back to Millie and glares daggers at her.

LINDSAY

Why don't you just tell everybody to worry about themselves?

(MORE)

LINDSAY (CONT'D)

And the next time you feel like
reminiscing, go reminisce with Mr.
Rosso.

Lindsay storms off. Millie jumps up, accidentally knocking
over the stack of papers.

MILLIE

Lindsay! It's not like that. Lindsay!

Lindsay just keeps walking away. Millie looks down at the
papers scattered in the dirt and gets angry. Yells after
Lindsay.

MILLIE

Remember how you used to hate Kim
Kelly? Well, guess what? You're
turning into her!

Lindsay keeps walking but this really stings her. She
closes her eyes as she walks and tries to shut out the
outside world. But we can see by her face that it's not
working.

INT. GYMNASIUM - DAY

The class is standing around in their gym outfits, waiting
for class to begin. Sam, Art, Neal and Bill are standing
amidst the group.

ART

(to sam)

My mom said I could invite you over
for dinner tonight. You wanna come?

SAM

Yeah. I'll have to ask my mom.

NEAL

Am I invited?

ART

(embarrassed)

Um ... no. My mom only lets me invite
over people she knows.

NEAL

Well, how's she gonna get to know
anyone if she never lets them come
over?

BILL

Can I come over for dinner tonight,
too?

NEAL

Does his mom know you?

BILL

I don't know. I never met her.

MR. FREDERICKS (O.C.)

All right, you guys. Quiet down.

Mr. Fredericks comes into the gym. Behind him is a large,
paunchy COP in full uniform. He has a handlebar mustache
and a big, red face.

A group of freaks see the cop. They immediately look guilty
and sink down behind a group of farmers to hide. Mr.
Fredericks brings the cop before the class.

MR. FREDERICKS

Today's a special day. We're gonna
learn all about CPR, so I want you to
give our guest your full and undivided
attention.

(to a big farmer guy)

Got that, Siedelman?

FARMER GUY

(trying not to laugh)

Got it, Mr. Fredericks.

Mr. Fredericks motions to the cop, who steps forward.

SGT. KORN

Good day, gentlemen. My name is
Sergeant Korn.

SNICKERS. COUGHING in attempts to not laugh. The cop looks
like he's more than used to the response and continues.

SGT. KORN

Today, I'm going to demonstrate the proper technique for administering Cardio Pulmonary Resuscitation, or CPR. This is the most effective means for reviving a victim of choking or heart attack at your disposal. But in order to demonstrate the technique, I'm going to need a little help ... from Annie.

Sgt. Korn motions to the locker room door like a game show host.

NEAL (to Sam)

Whoa, we're gonna have a girl in gym class. Cool.

Sam looks in anticipation. Instead, Mark Phelps, the male half of the school couple, emerges from the locker room with a body slung over his shoulder. The class reacts, some with GASPS, others with laughter. Mark smiles and waves to the group.

MARK

Hey, guys!

Sam and his gang watch as Mark brings over the body and hands it to Sgt. Korn. It's a dummy of a woman. Sgt. Korn holds the dummy up as if it were a person.

SGT. KORN

Gentlemen, I'd like you to meet Resusa Annie, the best friend a guy who wants to learn CPR ever had.

Sam stares at the dummy. It's really quite horrifying. The face is fairly lifelike, but it's made out of a pale rubber that makes it look like a dead person.

Sam studies it, his face showing his repulsion. The dummy's eyes are closed and its mouth is open in a cadaver-like position. It has dirty matted hair and wears an old blue jogging suit. This Resusa-Annie looks a little worse for wear.

ALAN
(calling over to sam)
Hey, Weird, it's your mom!

The class LAUGHS. Sam furrows his brow. Mr. Fredericks forces himself not to laugh.

MR. FREDERICKS
All right, White, put a sock in it.
Sergeant?

Sgt. Korn puts Resusa-Annie on the gym floor and kneels down next to it.

SGT. KORN
Okay, guys, gather around and I'll show you how it's done.

The students move forward.

EXT. SCHOOL PARKING LOT - DAY

Lindsay is sitting on the hood of Daniel's Trans Am, flicking her disposable lighter, staring at the flame, a million miles away.

KIM (O.C.)
Hey, geek, I just got my third warning of the semester thanks to you.

Lindsay looks over wearily to see Kim Kelly approaching. Kim looks ready for a fight. Lindsay almost doesn't seem to care.

LINDSAY
What do you care about a warning?

KIM
I don't. But I do care that you're the one that made me get it.

LINDSAY
Kim, I don't know what to tell you. I exist, okay? I'm not going to disappear. So, unless one of us moves or dies, you're gonna be stuck with me around. Can't you just accept that?

Kim LAUGHS mockingly and continues walking toward Lindsay.

KIM

God, you just think you're so smart,
don't you? You just think you're the
smartest person in the world and I'm
just some stupid piece of white trash
that you can keep control of if you
talk to it the right way. That's what
you think, isn't it?

Kim has advanced on Lindsay and is within striking range.
Lindsay gives Kim a hard look.

LINDSAY

(after a beat)

You know what, Kim? That's exactly
what I think.

This seems to take Kim by surprise. There's actually a hint
of vulnerability in her eyes. Just then, MR. WILKINS, the
parking lot security guard, pulls up in his rusty old
Chevette.

MR. WILKINS

Shouldn't you girls be in class?

Kim continues to stare at Lindsay, studying her. Then she
toughens again and starts to back away.

KIM

You don't decide to be a freak, rich
girl. You're just born one.

Kim turns and heads back to the school. Lindsay watches her
go, then exhales, showing us she wasn't as composed as we
thought she was.

INT. GYMNASIUM - DAY

We PAN across the faces of the guys in gym class. They are
all watching something. They elbow each other and stifle
their laughter. PAN ENDS on Sam. He has a look of disgust.

CUT TO REVEAL that Sgt. Korn is on his knees giving Resusa
Annie mouth to mouth. He blows into the dummy and the chest
rises and falls. He pulls away from the dummy's mouth and

sits back.

SGT. KORN

And that's how you perform CPR. Oh,
and remember that before you blow into
the person's mouth, use your finger to
make sure that there's nothing inside
the mouth, such as gum or a mint.

SAM (sotto to Art)

We're supposed to stick our finger in
someone's mouth?

Art shrugs and Sam makes a "never in a million years" face.
Sgt. Korn stands up.

SGT. KORN

So, you think you guys got it?

The class MUMBLES in the affirmative. Sam looks at Art,
excited.

SAM

Hey, you think that's it? Do we get
out early today?

ART

I hope so.

SGT. KORN

All right, everybody. Line up. You're
all gonna take a turn.

A Hitchcock DOLLY IN/ZOOM OUT on Sam's face. He looks
absolutely panic stricken. His eyes dart down to Resusa
Annie on the floor. The pale rubber skin. The open mouth,
now wet from Sgt. Korn's spit.

SAM

... oh, no ...

SGT. KORN

Now, I know some of you guys might be
worried about germs, so I'm going to
use alcohol to wipe this off between
each student.

Sgt. Korn produces a very clinical looking bottle of

alcohol and a sad looking rag. He slops some alcohol onto the rag, then wipes it across the dummy's mouth. The mouth and face glistens with wetness.

BILL

Alcohol? What if I get drunk for my next class? I've gotta make a pot.

NEAL

It's not that kind of alcohol, dummy.
(sees Sam's panicked face)
What's the matter?

SAM

I ... uh ... I can't ... uh ...

MR. FREDERICKS

All right, you guys. You heard the sergeant. Line up. The guys all get into line.

Neal hops to and rushes to the front of the line.

NEAL

Cool. I've always wanted to try CPR.

Art and Bill head off to the line. Sam, however, stays frozen. He looks around in an absolute panic. He sees Neal kneel down and put his mouth onto Annie's. Sam swallows hard and starts toward the locker room.

MR. FREDERICKS

Weir, where do you think you're going?

SAM

I ... uh ... have to get something out of my locker.

MR. FREDERICKS

It can wait. Get back here and line up.

Sam just stares at Resusa-Annie. CLOSE on its mouth. Neal pulls away. The mouth is wet. Sgt. Korn's hand comes in and sloppily pulls the alcohol-soaked rag across the mouth, leaving it wet. Mr. Fredericks walks toward Sam.

SAM
Hey, I said get in line!

SAM
(trying to talk quietly)
Mr. Fredericks, I think it's against
my family's religion to do this.

MR. FREDERICKS
Weir, I don't care if you're the Pope.
Get in line.

Sam looks around. The guys in line are staring at him as
students continue to give mouth to mouth to Resusa-Annie.

ALAN
What's the matter, Weir? You waitin'
for them to bring out Resusa-Danny?

The class LAUGHS. Sgt. Korn looks at Sam.

SGT. KORN
C'mon, son. It's for your own good.
You could save a life someday.

Sam looks like a trapped animal. His eyes dart around the
gym but there's no hope of escape. He trudges over to the
back of the line. Bill is standing in front of him.

BILL
I guess you're after me.

Sam's eyes zero in on Bill's mouth. Since Bill is
officially "slow," his mouth is permanently ajar and his
lips are large, droopy and wet. Sam looks queasy. His face
goes white and he starts to sweat.

BILL
Are you okay?

Sam looks terrible. Sgt. Korn sees Sam and calls Mr.
Fredericks over. The two confer.

SAM
I just need some air.

Mr. Fredericks comes over and takes Sam by the arm.

MR. FREDERICKS

C'mon, Weir. I'm gonna take you to the front of the line so you can get it over with. Everybody's gotta do it. It's the law.

Sam looks too queasy and dizzy to even resist. He stumbles along behind Mr. Fredericks.

ALAN

Hey, look at Weir. I think he's gonna cry.

FARMER GUY

Yeah, he probably wishes Resusa-Annie was Resusa-Danny!

ALAN

(punches farmer hard on arm)
I already said that, Seidelman.

Mr. Fredericks brings Sam to Resusa-Annie. Sam kneels down before it. Stares at the pale rubber face. The matted hair.

SGT. KORN

Remember, son. Just pinch the nose and blow.

Sam closes his eyes and starts to bend down toward it. Once he's there, he opens his eyes. The pale, corpse-like face. Sam stares into the wet mouth. The lips are apart slightly. It's dark inside the mouth.

SGT. KORN

Just put your finger in the mouth to check for blockage. That's it.

Sam's eyes roll back in his head and he faints.

ALL SOUND GOES ECHOY as we go inside Sam's head. The gym is out of focus and spinning.

The students all run over and gather around. THROUGH SAM'S EYES, we see all their faces staring down at him.

NEAL

He fainted.

BILL
I think he had a heart attack.

ALAN
What a queer!

ART
Sam, can you hear me?

Sgt. Korn's big arm comes in and sweeps the students back.
The sergeant looks down at Sam.

SGT. KORN
Step back, fellas. I'll handle this.

The sergeant's face, handlebar mustache and all, comes
toward us as his mouth opens to deliver mouth-to-mouth
resuscitation. SAM'S EYES go wide. We hear a SCREAM.

CUT TO:

EXT. ROAD - DAY

The SCREAM is actually coming out of a passing car. A
couple of teenage guys give a primal YELL at Lindsay, who
is walking down the shoulder of the road that runs past the
high school.

GUYS
Woooo, baby!!! Eeooowww!!!

ZOOM! The car flies past Lindsay, blowing up a cloud of
dust. Lindsay's heading away from the school. There's only
empty fields up ahead, except for a strip mall and Italian
deli off in a distance intersection.

Lindsay walks with her arms folded in front of her. Her
face is hard. She stares straight ahead as she walks. ZOOM!
Another car races by. More dust.

We hear another car approaching. This time, the SQUEAK of
old brakes. CRUNCHING as the car pulls onto the dirt
shoulder behind Lindsay. She doesn't look back. Keeps
walking.

VOICE (O.C.)
Hey, where you going?

Lindsay stops. Turns. It's Mr. Rosso in his beat-up old Dodge Duster. He gets out of the car.

LINDSAY

Nowhere.

MR. ROSSO

Seems that way.

LINDSAY

Yeah, that's right. It's pretty ironic that I said it, huh? Well, it's true. I am going nowhere, but guess what? I want to go nowhere. And I'm more than happy to go there by myself.

Lindsay turns and starts walking again. Mr. Rosso doesn't move.

MR. ROSSO

You know, this world is filled with people who feel exactly the same way. But I don't know if I'd want to be one of those people. Especially if I had the potential that you have.

Lindsay spins on Mr. Rosso, her face filled with rage.

LINDSAY

The potential for what?! I really wish that somebody could tell me what in this world is so great that I should want it so badly! 'Cause I look around and everything I see is meaningless. There's no point in any of it! So, feel free to delude yourself into thinking this all actually means something but leave me out of it! Just LEAVE ME ALONE!!!

Her outburst is so violent that Mr. Rosso literally steps back. Lindsay turns and runs off down the road. Mr. Rosso just watches her go, utterly at a loss about to do. He simply EXHALES.

END OF ACT THREE

ACT FOUR

INT. NURSE'S OFFICE - DAY

Sam is sitting in a chair in his gym clothes with a thermometer in his mouth and a glass of orange juice in his hand. He looks humiliated. The NURSE walks over and checks the thermometer.

NURSE

Well, your temperature's normal. I guess it must have been a hypoglycemic reaction to all the sugar you had for lunch. You've got to eat nutritiously. Okay?

Sam just gives her a defeated look. She LAUGHS.

NURSE

Okay, go on.

Sam gets up and goes to the door. Puts his hand on the knob and is about to open the door when he suddenly stops. Looks down, remembering he's in his gym shorts.

NURSE

Anything the matter?

SAM

(turning to nurse)

Can I stay in here the rest of the day?

NURSE

Sorry, Sam. You're fine. You'd better get to your next class.

Sam gives her a look of dread, SIGHS, and slowly opens the door.

INT. HALLWAY - DAY

The halls are crowded with students. Sam's head appears out of the nurse's door. He looks up and down the hall, then slowly comes out in his gym shorts. Tugs at the bottoms in the hopes that they'll miraculously turn into long pants. Sam takes a deep breath and wades out into the crowd. Almost instantly ...

ALAN

Hey, there's the girl that fainted in
gym class!

BULLY #2

Hey, Weird, after he kissed you, did
Sergeant Korn show you his cob?

They break up LAUGHING, as do most other students within
earshot. A bunch of farmers from gym class come over.

FARMERS

(chanting)

Wuss-y, wuss-y, wuss-y ...

Alan and the bullies join in. Sam looks horrified and takes
off running back to the locker room, running past Diane
Crebs and her girlfriends.

DIANE

Hey, kid, nice knees!

They scream with LAUGHTER as Sam disappears around the
corner.

EXT. SALVATORE'S ITALIAN DELI - DAY

Salvatore's parking lot is the freak hangout. It's also
where the rest of the school goes for pizza, subs, and to
skip class. Lindsay is sitting on the curb, doing nothing.

BRRRRRUUUUMMMM! Daniel's car pulls into the parking and
RUMBLES into a spot facing the road. Ted Nugent's "WANGO
TANGO" blares out of the car. The engine stops and so does
the music. Daniel, Ken and Nick get out of the car,
LAUGHING.

KEN

So, the cop goes, "Just pinch its nose
and blow" and he faints!

They all LAUGH uproariously as they head to the deli door.
Just as they're about to enter, Daniel looks over and sees
Lindsay.

DANIEL

Oh, hey, Linds, what're you doing here? They didn't expel you for fighting, did they?

LINDSAY

Naa.

NICK

You wanna hang with us? Ken's dad brought some M-80s up from Kentucky. We're gonna blow up Rosso's mailbox.

LINDSAY

You guys shouldn't do that.

KEN

Why not?

LINDSAY

I don't know. Rosso's okay. And why would you want to ruin a mailbox?

KEN

I don't know. We gotta blow up something.

Lindsay shakes her head. A car pulls into the parking lot. The guys look over at it and wince.

DANIEL

Oh, crap ...

The car parks and Mr. Guyevski steps out. He's finishing a cigarette.

MR. GUYEVSKI

Hey, get back to school, you guys.

DANIEL

(smiling)

What're you doing, Mr. G? Spying on us?

MR. GUYEVSKI

In order to do that I'd have to care about you, Cortez.

(MORE)

MR. GUYEVSKI (CONT'D)
I'm just gettin' some smokes. But now
that we've enjoyed this chance
meeting, I suggest you hightail it
back to class now. Got it?

The guys just give guilty smiles, nod and head back to
their car. We can see how much they like and respect Mr.
Guyevski.

KEN
(to daniel)
I told you we should have gone to
7-11.

DANIEL
Just shut up, okay?

They get in the car and start it up. As it RUMBLES off, Mr.
Guyevski looks down at Lindsay.

MR. GUYEVSKI
Shouldn't you be getting back too?

Lindsay looks up at him. His weathered face looks honest,
kind, almost grandfatherly. Lindsay's face softens,
saddens. Mr. Guyevski furrows his brow. Can see something's
wrong.

MR. GUYEVSKI
Lindsay, are you okay?

Lindsay's eyes well with tears.

LINDSAY
... no ...

And with this, she completely breaks down. Puts her face in
her hands and begins to sob. Mr. Guyevski bends down and
grabs her gently by the shoulders.

MR. GUYEVSKI
C'mon, let's get you out of here.

He helps her up and leads her to the car as she continues
to weep.

INT. SCHOOL HALLWAY - DAY

Sam comes out of the locker room, back in his school clothes and carrying his books. The hall is empty. Sam sees he's late for class.

SAM

Oh, man ...

He sprints off down the hall. Suddenly, the door to the girls' bathroom swings open. CRACK! Sam runs right into it, full force. His books go flying and he falls back onto the ground. Kim Kelly comes out of the bathroom.

KIM

What the hell ...?

She looks and sees Sam lying on the floor, holding his face in pain. She starts LAUGHING HYSTERICALLY.

KIM

Oh, my God. You ran into the door!

Kim's in hysterics. Sam's really hurt. He's clutching his nose and writhing around in agony. MOANING. Kim continues to laugh but starts to see that Sam's really in pain. She walks over to him. Taps his leg with her foot.

KIM

Hey, you stupid geek, get up.

Sam takes his hands away from his face for a second. His nose is bleeding profusely and he's got blood on his palms. This freaks both he and Kim.

KIM & SAM

Oh, my God!

Kim looks around for someone to help but no one's there. She looks down at Sam who sits up but is still clutching his nose.

SAM

I think it's broken.

KIM

Oh, crap. Well ... go to the nurse's office, you retard.

Sam looks at his bloody hands again. He looks like he's in shock. Looks absolutely helpless.

SAM

I can't. I ...

He just grabs his nose again. He's scared. Kim looks around again, SIGHS, then bends down and helps him up.

KIM

All right, c'mon. I'll take you.

She gets Sam up and helps him down the hall. Sam's pretty woozy. He looks at Kim through his haze.

SAM

Why are you being nice to me?

KIM

I'm not. I just don't want you to bleed to death 'cause then I'll get blamed.

SAM

That's still being nice ... I think.

KIM

Just shut up.

SAM

(after a beat)

Why are you so mean to my sister?

KIM

Hey, I said shut up, didn't I? I'll leave you here.

SAM

You shouldn't be mean to her. She's having a hard time.

KIM

Oh, gee, is she? And I've been having the time of my life.

SAM

She's all sad because our grandma died.

KIM

Hey, I'd be happy. I hate my grandma.

SAM

But Lindsay didn't hate ours. They were best friends.

KIM

Nobody's best friends with old people. Old people suck. Adults suck. (after a beat) Parents suck.

This seems to take Kim into her own world. She continues helping Sam down the hall. Sam stares at her but she's clammed up. She stops in front of the door to the nurse's office.

KIM

All right, here. Now, go in and tell them how stupid you are.

SAM

(sincere)

Thanks, Kim. Thanks for helping me. You're not as mean as I thought you were.

He gives her a smile, which obviously makes his nose hurt. He flinches in pain and goes inside. Kim doesn't respond.

NURSE (O.C.)

(through the door)

Oh, no. Not you again.

Kim stares at the door for a beat, troubled, deep in thought. Then she turns and heads off down the hall.

EXT. CEMETERY - DAY

Lindsay and Mr. Guyevski stand in a small, tree-shaded graveyard. It's a pretty, if rather old looking place. The two are looking down at a small gravestone.

MR. GUYEVSKI

She sounds like she was a great person.

LINDSAY

Yeah.

MR. GUYEVSKI

But I've gotta be honest with you. I don't think she'd want you to disrupt your life like this. Look, there's nothing worse than when people you love die. Trust me, I know. (sighs) Lindsay, I hate to throw old cliches at you but life is for the living.

Lindsay looks at Mr. Guyevski, her face filled with despair.

LINDSAY

But I don't know what "life" is anymore.

MR. GUYEVSKI

Lindsay, what are you talking about?

LINDSAY

I was with my grandma when she died. I used to go over everyday to read to her. And one day, she stopped me mid-sentence and she said, "I'm dying." (beat) I'd always seen on TV that when people died in bed, they looked happy. They always said they saw a beautiful light or old friends or they felt like they were floating. But grandma said she saw nothing, just blackness. She said she was suffocating. She looked terrified.

Lindsay stops herself, then kneels down and puts her hand on her grandmother's grave.

LINDSAY

She was such a good person. She shouldn't have died like that. She did everything you were supposed to do. She lived a good life, she went to church, she helped people, she was generous, she was kind.

(MORE)

LINDSAY (CONT'D)
(looks up at Mr. Guyevski) God was
supposed to take care of her. But he
didn't show up. Nothing showed up.

Mr. Guyevski stares at her. Not sure what to say.

MR. GUYEVSKI
You showed up.

LINDSAY
And it didn't matter.

She looks back down at the grave. Mr. Guyevski SIGHS.

MR. GUYEVSKI
I don't know what to tell you. I'm not
a religious guy. I don't pretend to
know what's on the other side or if
there even is another side. I'd like
to think there is because then death
wouldn't be such a terrifying thing to
consider. But if there's not ...
(thinks a beat) All I know is that if
this is the only life we get, then I'd
think we'd want to do everything we
could, to learn everything we could,
to experience everything.

LINDSAY
(desperate)
But what's the point in doing
anything?

MR. GUYEVSKI
What's the point in not doing
anything? If this is it ...
(shrugs) ... then do something with
it. I can't believe that your grandma
wouldn't want you to.

Lindsay stares at Mr. Guyevski. He gives her a fatherly
smile.

MR. GUYEVSKI
C'mon, let's get back to the school.
They need us.

He turns and heads back to his car. Lindsay looks at her grandma's grave again, SIGHS, and heads after Mr. Guyevski.

INT. HALLWAY - DAY

RING! Classes let out for the day as happy students run into the hallway. LOCKERS SLAM. LAUGHTER. The joy of the end of a school day. Sam comes out of the nurse's office with a large white bandage covering his nose. He looks miserable. Neal and Bill approach. Bill starts to LAUGH.

BILL

Hey, look, it's Ru--

SAM

Bill, if you say anything, I'll kill you.

BILL

I was ... uh ... just gonna say, "it's Sam."

NEAL

So, you gonna fill us in on your new look?

SAM

I'll tell you on the bus. Let's just get out of here.

Sam heads off, desperate to escape his bad day. Neal and Bill follow, elbowing each other and trying not to laugh.

EXT. SCHOOL PARKING LOT - DAY

Daniel, Nick, Ken and some other freaks are standing around their cars, having a match fight (flicking lit matches at each other's feet).

KEN

Hey, watch it. These are my new shoes.

Daniel and Nick look at each other, smile, and run over to Ken. They both start trying to stomp on his feet. Ken YELLS and runs away, as Daniel and Nick start LAUGHING. Lindsay walks up.

Stay away from them, Linds. They're morons today.

LINDSAY (smiling)
"Today?"

DANIEL
Oh, you're funny. It must be tough to
be so clever.

Daniel runs after Lindsay who SCREAMS and tries to run
away. Daniel grabs her from behind, around the waist, and
leans back, lifting her off the ground. She LAUGHS.

LINDSAY
Put me down!

DANIEL
What? I'm a moron. I don't understand
what you're saying.

He puts her down. Lindsay looks happy. She smiles at the
guys.

LINDSAY
Hey, what are you guys doing now?

NICK
I don't know. We've still got the
M-80s.

LINDSAY
Oh, forget about the M-80s. You wanna
go to the zoo?

DANIEL
The zoo?

LINDSAY
Yeah. I don't know. I haven't been
there since grade school. It'd be fun.

KEN
I never been to the zoo.

NICK
I thought you were born there.

KEN
Ha ha. Very funny.

The guys look back at Lindsay. Can see she's serious. She gives them a big pleading smile. They look at each other and shrug.

DANIEL

Uh ... sure, I guess. Why not?

LINDSAY

Great.

Just then, Kim walks up. The guys see her and tense up. Lindsay sees their faces change, then turns and sees Kim. Lindsay's smile fades. Kim joins them. She's low key.

KIM

Hey, guys.

DANIEL, NICK & KEN

Hey, Kim.

They all stand there for a beat. Then Kim looks over at Lindsay.

KIM

(acknowledging)

Hey.

Lindsay is surprised but quickly gathers herself.

LINDSAY

Hey, Kim.

Lindsay and the guys all wait for the other shoe to drop. It doesn't.

KIM

What're you all doin'?

DANIEL

We're gonna go to the zoo. You wanna come?

KIM

Nah. I gotta take my ma to the doctors. I'll see you guys tomorrow.

DANIEL

Okay. See ya.

Kim turns and leaves. Lindsay watches after her, confused but pleased. She exhales, relieved. The guys exchange looks. Daniel gives them a "don't say a word" look.

DANIEL
(to Lindsay)
Okay, so, you know how to get there,
Dr. Doolittle?

LINDSAY
Yeah, it's really easy.

And they all pile into Daniel's car, happy.

INT. SCHOOL BUS - DAY

Sam, Neal and Bill are on the bus. Sam is crouched down, hiding his bandaged nose from the other riders as they get on. Kim and her friends get on and head to the back.

As Kim passes, she looks at Sam. Sees his bandage. Just shakes her head and rolls her eyes as Sam gives her a sheepish smile. Kim heads off to the back of the bus. Sam looks pleased with himself.

There's a TAPPING on Sam's window. He looks out. It's Art. Art yells through the glass.

ART
Are you okay? I was wondering where
you were last period.

Sam just points at the bandage on his nose.

ART
Is that from when you fainted?

Sam shakes his head "no," then mimes opening a door and getting hit in the nose. He makes a cross-eyed, cartoon face. Art LAUGHS.

ART
You still coming over for dinner?

Sam shakes his head "yes." Art looks pleased and holds up the Star Trek "live long and prosper" finger signal. Sam does it back and Art heads off.

A thirty-something BUS DRIVER guy with very long blond hair and a beard gets on the bus. He stands at the front and addresses the students. He's a real product of the 60's.

BUS DRIVER

Hi, everyone. Peace. My name is Steve and I'm your new bus driver. I know you guys have had trouble with bus drivers before and I can relate to that. I have a hard time with the establishment too. Adults can be a real drag.

(laughs)

But I just want you to know that since we're all close to the same age, I'm here to help you guys. If you ever have any problems with anything -- school, your parents, your boyfriend or girlfriend -- just come up front here and when I'm done driving you home safely, we'll rap and see if we can't straighten your head out. Okay? That sound groovy?

STUNNED SILENCE. Then ...

KIM

Just shut up and drive the bus, ya stupid hippie!

Karen and Sue LAUGH. The bus driver's face goes blank, as he realizes he's not in Kansas anymore.

BUS DRIVER (to himself)

... uh oh ...

INT. WEIR FAMILY DINING ROOM - EVENING

Harold, Jean and Lindsay are eating dinner. Harold looks around.

HAROLD

Where's Sam?

JEAN

At Art's.

HAROLD

Oh.

They eat in silence, Harold and Jean looking at Lindsay but not sure what to say. Harold makes a "say something" face at Jean, who makes the exact same face back at him.

Harold sends it back to Jean, this time mouthing "You're her mother." Jean makes a face, then takes a breath and prepares to speak. Just as she opens her mouth ...

LINDSAY

(to jean)

You wanna go to the mall after school tomorrow?

JEAN

(thrown)

... huh?

LINDSAY

I thought we could go shopping, maybe get a Coney Island. We haven't done that in a while.

JEAN

Uh ... yeah ... uh ... sure. That sounds great, Linds.

LINDSAY

Yeah.

Lindsay gives her mom a quick smile and goes back to eating. Jean and Harold look at each other. Shocked. Harold shrugs, as if to say "don't question it." Jean looks back at Lindsay, then smiles happily.

The family goes back to eating, everyone looking quite happy. At least for tonight.

FADE OUT.

END OF SHOW