

popular

''pilot''

written by

Ryan Murphy

created by

Ryan Murphy and Gina Matthews

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FADE IN:

1 EXT. DINER HANG-OUT - NIGHT

1

SAM McPHERSON and HARRISON JOHN share a piece of chocolate cake.

SAM

Have you ever stood naked in front of a mirror and looked at yourself? I mean, really looked. I did. This morning.

HARRISON

How was it?

SAM

Completely horrifying. Guys have it so easy, the expectations for a woman are hellish, Harrison. You go into a store with raving PMS zits, and you turn, and who do you see staring at you? A Seventeen magazine cover girl. She has perfect skin, and one of those killer bods you see in a late-night ab crunch machine infomercial. So you buy a basket of products, and go home and sweat to the oldies, but eventually it dawns on you -- you'll never be a Seventeen girl. Because they don't allow airbrushing in real life.

HARRISON

You think you've got it bad, try being a guy, taking freshman gym and then showering with all the senior wrestlers. I'm so glad we're sophomores now.

SAM

Starting tomorrow, I'm just gonna concentrate on keeping it real and being true to myself. Being single's not so bad, some of my role models were single, and that gave them the focus they needed to change the world. Gandhi. Mother Teresa.

HARRISON

Um, update -- Gandhi had a woman.

SAM

He did not.

(CONTINUED)

1 CONTINUED:

1

HARRISON

Yes, he did, he got hooked up. I read it  
in eighth grade S.R.A. You know, Sam,  
I'm not saying this 'cause we're buds.

(MORE)

(CONTINUED)

1 CONTINUED: (2)

1

HARRISON (cont'd)

But sometimes under the right light, you totally escape troll status.

SAM

I'm not fishing, Harrison. I'm just being honest. I know what my assets are. I know I'm smart, and a good friend. But I also know I have a lifetime of bad hair days ahead of me, and no boobs.

HARRISON

You don't need big boobs, more than a mouthful's a total waste. Hey, remember that girl in our seventh grade social studies class, Rebecca West?

SAM

The one you had a crush on who ignored you?

HARRISON

Yeah, her. Well, you're much foxier than Rebecca West.

SAM

Thanks, but I've moved beyond this topic.  
(pauses, a sweet, flustered smile)  
Really?

Harrison nods as he sips his coffee, then his eyes widen with wonder before he can answer. Over her shoulder, he's seen something. Sam turns and sees the object of awe as well --

BROOKE McQUEEN. She exits a booth, moves toward them in SLOW MOTION as she heads for the rest room. Sam and Harrison watch.

SAM

Am I foxier than Brooke McQueen?

Harrison bites his lip, looks down at his lap. And as Sam sighs heavily, her fate so clearly sealed, we --

FADE TO BLACK.

2 EXT. MIDDLE-CLASS NEIGHBORHOOD

2

FADING IN, clouds stream by at an accelerated rate over blue skies as heartfelt GUITAR STRUMMING is heard. We pan down, LANDING ON SUNNY THORTON, 16. She starts to move and we realize she's on a flatbed truck, which prowls through a middle-class neighborhood.

(CONTINUED)

2 CONTINUED:

2

SUNNY

'Welcome to another year, of torture and despair... where your fate will be determined by the outfit that you wear or the color of your hair or where you place your chair, oh God it's so unfair...'

(launches into chorus)

'... To bend but not to break... chin up, try not to quake... grinning on the outside, a wreck internal-ly as your Skechers squeak a forlorn song, stridin' down the high school highway (dead teen walkin'! ooh la la la la...)'

3 EXT. SAM'S HOUSE

3

The flatbed truck stops in front of a middle-class tract house.

SUNNY

(singing)

'Our tale of two begins with the girl... sour 16/name Sam/her life's in a whirl... freckles on her nose, longing in her heart, pretending not to care is her science, no -- her art.'

As Sunny reprises her chorus, the POV JUMPS OFF the truck and HEADS UP Sam's walk.

The front door opens and we TRAVEL UP a staircase. A BEDROOM DOOR WHOOSHES wide revealing --

4 INT. BEDROOM - MORNING

4

Sam, asleep, a pool of drool puddled on her pillowcase. Her ALARM CLOCK rouses her. She throws back the covers, and we see that she's slept in the clothes she will wear to school. She sits up, reaches for a box of Count Chocula. Suddenly her single mother, JANE McPHERSON, 40, bustles in, flustered and running late.

JANE

I don't know what I was thinking planning a cruise, I hated 'The Love Boat' when it was on. What am I doing, I'm not going.

SAM

You're going, Mom, you've been planning this for a year. I ironed the shorts you were looking for last night, they're already packed.

(CONTINUED)

JANE

Hm, okay. Shorts packed, check. Tanning excelerator for the most pasty inner thighs on the planet... oops, they don't make that one, guess I'll be staying put.

Jane exits. Sam follows --

5 INT. JANE'S BEDROOM - MORNING

5

-- and sits on the edge of the bed as Jane finishes packing.

SAM

Mom, you trust me... right? You think I have good judgement, right?

JANE

You're smarter than I am. You've been telling me that since you were in fourth grade.

SAM

Great. Then... can I get a tattoo?

JANE

Nope, no way. Hey, I'm not a total square. Last year you wanted the magenta stripe in your bangs, we got the stripe. But if you recall, you hated the stripe and after one day wanted it taken out.

SAM

Yeah, I hated the stripe because it turned on me. I thought it was so daring and cool, and then I showed up and everybody had colored hair last year, even the special ed kids. I walked down the hall, I was just another crayon in the box.

JANE

No tattoos, no bikers named Satan showing up asking for dates, no, Sam. No.

Sam gives up. For now. As Jane walks to the closet, Sam folds a dress for her mother, stops as she packs it. She's found something hidden -- a FAMILY PORTRAIT taken two years ago.

INSERT - FAMILY PORTRAIT

(CONTINUED)

Sam, her mom, her FATHER, a handsome man in his late 30s. A family. \*

BACK TO SCENE

Jane walks up with shoes, sees that Sam has found the picture.

SAM

It's been two years, you have to let go, Mom. Dad wouldn't want you carrying him around like this.

JANE

You and your father, having a discussion about tattoos. Now that I would have loved to see.

SAM

Come on, let's zip this sucker up. You're gonna have a great time. Ready?

Jane shakes her head "no." Sam sweetly touches her mom's chin, moves her head in an up and down "yes" gesture. We PAN OUT the WINDOW... to see:

SUNNY

sitting on the ledge. She begins to sing and we --

JUMP CUT TO:

6 EXT. UPPER-CLASS NEIGHBORHOOD

6

Sunny moves on in her flatbed.

SUNNY

(singing)

'Now onto girl two, the fetching jeune fille Brooke... those lips those eyes that hair, a radiant teen-queen look.'

The flatbed truck stops in front of a modern upper-class home.

SUNNY

(singing)

'But behind the perfect size two cheerleader pout... lives a ravenous starving artist... her paint her own doubt.'

As Sunny sings, the POV JUMPS OFF the truck and we travel to. \*

7 INT. BROOKE'S ROOM - MORNING

7

Brooke sits at her vanity, spears a grape from a platter of fresh fruit, looks at it intensely for a second, then opens her journal.

BROOKE (V.O.)

Dear Diary... how many calories in a grape? I gained 1.7 pounds this weekend. A box of Raisinettes with Josh on Friday, that's what did it. He stopped holding my hand halfway through the movie and I crashed into a total panic, thinking he's disgusted, he's dumping me. And just when I got to the part in my fantasy where I had to go to prom alone and sit with all the other rejected sad girls... he kissed me. And it was okay. For now, anyway.

\*  
\*  
\*  
\*  
\*

She pauses, then scribbles furiously, exasperated with herself.

BROOKE (V.O.)

This is so stupid, everything I worked hard for is happening. Isn't this the part where I'm supposed to be happy?

A head appears next to hers in the mirror. Brooke immediately closes her diary, lest her secrets are revealed to her father, MIKE McQUEEN. Mike is 40s, sweaty in his Adidas running sweats.

MIKE

Hey you. First day of your sophomore year. You're growing up too quick, Brooke. You're making your old man look old.

His smile fades as he looks at the elegant if spare platter.

\*

MIKE

Maybe when I get back we should go see Dr. Nicewander. Just to touch base, you haven't seen him in a while.

BROOKE

I don't need to see him, I'm fine, Daddy.

MIKE

Hey, on the way back I jogged by the store, picked up the requested items.

Brooke smiles sweetly, reaches in a bag. Her face drops.

(CONTINUED)



BROOKE

But, Dad... these are rafts. I use the kind with wings.

MIKE

Oh. Well, these came with a belt, I thought you'd like that.

She tries not to show she's disappointed. She holds up a necklace. He starts to fasten the delicate chain, all fingers.

BROOKE

How long are you gonna be gone this time?

MIKE

I'm reorganizing a client's portfolio in New York, I'll be back Sunday, I left all the numbers with Clara.

BROOKE

I wanted to go over my routine with you.

MIKE

Why are you adding more classes?

BROOKE

My cheerleading routine. I told you. I'll get it, just let go.

MIKE

No, I think I almost --

BROOKE

(angrily yanking it away)  
I said I'll get it.

He pauses, guilty. This man wasn't built to be a mother.

MIKE

Brooke... honey, look at me. I'm trying.

From outside there is a LOUD HONKING. She gathers up her stuff, dashes out the door. He watches, realizing he deserves the snub, then, Brooke is suddenly back and has thrown her arms around him with great force. Tears springing to his eyes for this daughter he doesn't really understand, he kisses the top of her head. She dashes out without saying a word, as he just watches, moved. \*

8 EXT. HOUSE - DAY

8

Brooke runs across the lawn toward a cool '62 Fiat. Hand on the door handle, she pauses, to get it together. She takes a big breath, slaps on a controlled smile, enters. And we meet --

9 INT. '62 FIAT - DAY

9

NICOLE JULIAN. Nicole just missed beautiful by a hair, and makes up for it by being totally trendy and viciously funny.

BROOKE

I am worshiping your Gwynethness. Calvin?

NICOLE

So Calvin. But, hi, Brooke, the mutual admiration society is screeching to a dead halt. Baby blue is so last year. Thank God I brought reinforcements. G.C. Top color, bottom shelf.

Brooke opens Nicole's glove compartment, which she has transformed into a personal grooming center complete with dozens of products.

BROOKE

But... that's ugly. Who'd wanna wear that?

NICOLE

Everybody, after we do.

BROOKE

You know, I'm just gonna go bare... create a naked Zen millennium kind of look.

NICOLE

Oh. You mean like go... total Y2K.

(a beat, then with a wicked smile)

Genius.

She starts to remove her polish too.

NICOLE

Okay, check it out. I spent the entire morning copying these. I was so exhausted from the Kinko's manual labor of it all -- broke a nail -- I had to stop and get us ice blendeds.

(CONTINUED)

BROOKE

(reading the party invite)

Nic... my dad will kill me if he finds out I'm throwing a party. To him, having kids in the house unsupervised ranks right up there with having a baby at prom.

NICOLE

He doesn't have to know. He'll be out of town. He's always out of town, Brooke. The first party of the year creates the social Siberia. I, for one, will not be left out in the cold. If you bag, we'll be wearing Monica knee-pads for the rest of the semester.

BROOKE

(thinking after a pause)

You're right. You're right, I'm in.

As the car pulls away, Brooke pulls out a Nokia cell phone.

ANGLE CELL PHONE

Brooke presses a "1" for speed dialing and digital letters in the calling space spell out "JOSH."

10 EXT. HIGH SCHOOL - SANTA MONICA - DAY 10

Harrison skateboards past a sign: "Kennedy High." He passes --

11 EXT. FOOTBALL FIELD - DAY 11

COACH FRANCIS PERITTI blows his whistle as the Kennedy Amazons huddle. A quarterback calls out the play: JOSH FORD, 16. Just as Josh concludes the last "hut" a BEEPER GOES OFF and with one collective gesture the players immediately, comically, break form and lean up to examine theirs. It's Josh's talking pager. He hits "Play."

BROOKE (V.O.)

I love you, Joshie.

He grins as the guys laugh and "oooooh" at his stud antics.

COACH PERITTI

You're thinkin' with the wrong head, Ford. Take a lap, then hit the showers...

CUT TO:

12 INT. HALLWAY - DARKNESS

12

We hear the sound of a COMBINATION LOCK SPINNING as --

NICOLE (O.S.)

Schedule coordination time: afterschool  
we've got to run through the J.V.  
audition routine. Is three good for you?

Darkness gives way to light as a locker is opened.

POV - LOCKER

decorated with tons of pictures of Josh and Brooke. Brooke's  
hand reaches in, grabs her Filofax. She CLICKS her PEN.

BROOKE

Cool, you're on the books. And let's go  
over the party invite list at lunch.

Her BEEPER GOES OFF. She reaches in her purse for it.

JOSH AND JOSH (V.O.)

I love you too.

She bites her lip, whirls around, throws her arms around his  
neck.

BROOKE

We still on for Tuesday night?

JOSH

Wouldn't miss it for the world.

They kiss, he's off. As Nicole and Brooke walk down the  
hallway:

NICOLE

Spill -- What's Tuesday night?

BROOKE

I'm making dinner at my house. You  
know... a candlelight sorta thing.

ANGLE HARRISON AT DRINKING FOUNTAIN

HARRISON

Hey, Brooke.

She smiles weakly, ignoring him. He looks on, crushed.

(CONTINUED)

NICOLE

When you guys do it.. it's like one of those dirty Showtime movies, isn't it?

BROOKE

Actually, it's more romantic than that. It's like... opera. The perfect duet.

Brooke literally collides into Sam and her friend, LILY DeMarcus.

NICOLE

Rude much? Watch where you're going.

Sam and Brooke have eye contact. Brooke moves on, unphased, but Sam wilts a little here -- others have heard the put-down.

LILY

Forget them, Sam, their karma is to become alcoholic housewives. Here, this is more important -- sign my petition. He who saves one life saves the world.

\*  
\*

SAM

Journalists have to be objective. If I sign it, I can't report on it.

LILY

I'll feed you a few facts then.

Lily pulls Sam's tape-recorder from her bookbag, speaks into it.

LILY

As the Kennedy High member of PETA, People for the Ethical Treatment of Animals, my goal this year is everclear. Over ten million animals are disgustingly killed every year for the specific purpose of sophomore biology dissection. The amphibian holocaust *must* be stopped.

Sam and Lily reach their lockers. A beat, then a thoughtful moment for Sam as she looks out down the hallway at the silent majority.

HER POV - KIDS

moving TOWARD and PAST her.

BACK TO SCENE

SAM

Look at them. They all dress alike, talk alike, they're terrified of having an opinion, or being different, because then they risk being judged. They're like cattle. No -- sheep.

All the boys look at Sam and "moo" and all the girls "baa" as:

SAM

I'm bored with being corralled in a safe little pen. That is why I'm going to get... my nose pierced.

(closes her locker, the  
brayings stop)

That's transcending something, it's a true individualistic statement. You have to live through the pain... to be worthy of the reward.

LILY

That's so cool, a metaphor for the heinous high-school experience. Give me some of that.

Just then MR. LUKE GRANT walks by. He's 26, masculine and hunky.

MR. GRANT

Hey, guys, welcome back. Sam, we're still meeting tomorrow in my office, right?

She nods, trying to play it cool. He winks, exits. A beat, then:

LILY

He is so your alternative nation God. Bow down, and worship him.

SAM

Please. Mr. Grant and I are just buds. I just admire him for marching to his own drummer. He gets it.

LILY

Hey, Carmen, sign my petition, will ya?

CARMEN TESSI approaches.

(CONTINUED)

CONTINUED:

CARMEN

Sure... God, Lily, if this works it would be genius. Bio's after lunch and I just know I'm gonna barf when we slice and dice.

SAM

How was your summer, Carm?

CARMEN

Galactically brutal. My mother sent me to fat camp again. So basically, I starved and sang Kumbaya for six weeks.

HARRISON

(walking up, a little)  
dejected)

You guys see this? Brooke McQueen's having a party this Friday. Invite only.

LILY

And so another season of social fascism begins. You live three doors down from her, Harrison. You could disguise yourself as a kegger and crash.

HARRISON

I don't wanna crash. I want to be invited. Don't you, guys?

SAM

Who cares? All it's going to be is fashion victims eating Chex Mix, drinking their first beer and yakking in the bushes. You know, when did Brooke McQueen become the sun around which all of us revolve?

(the trio stare, deadpan)

Ooooookay, I guess I'll get on my broom now and ride off to first period..

Sam walks on, past --

13 INT. AUDITORIUM - DAY

13

MR. WAYNE VINCENT, the meticulous bachelor musical director. His drama club students watch as TEENAGE LADY SOUL sings.

MR. VINCENT

Okay, I'm going to stop you here. You're singing it. But are you... feeling it? Performing lets you call up feelings and fears you can't express in your life.

(MORE)

(CONTINUED)

13 CONTINUED:

13

MR. VINCENT (cont'd)

Use what you're afraid to show, let it out.

Teenage lady soul continues with her song, more boisterously.

MR. VINCENT

I'm stopping you again, I only have one word to say. And that word is: Aretha.

PANNING TO the door, we see Josh, outside looking in.

14 INT. SCHOOL OFFICE - MORNING

14

SUNNY

It's just another Kennedy High mornin' and I wish I was in bed...wishin' these dreams of mine could just stay in my head...But we got power and position and status to think about through extra-curricular activities...so we got some auditions classmates...for "South Pacific" and J.V. cheerleading.

\*  
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\*  
\*  
\*

15 INT. FIRST PERIOD CLASSROOM - DAY

15

Sunny's STRUMMING WAFTS from 1962-style corner SPEAKERS as we hear inner voices of various students, as they daydream/worry.

JOSH (V.O.)

My dad would kill me if I cut football to try out for the musical. But... it's my life, not his. Right?

HARRISON (V.O.)

Is that a zit? It is, it's a big growing honker. Great, just what I need.

BROOKE (V.O.)

If I bring the condoms, will he think I'm a skank? Who do you talk to about these things, is there a web site?

SAM (V.O.)

I'm not gonna fight my feelings anymore for Mr. Grant, it's time to live them. An older soulmate is my bridge to womanhood. I'm gonna cross it. And then I'll visit him in prison, and be a great pen pal.

CARMEN (V.O.)

God I'm starving, I'm never gonna make it to lunch. Did I pack any snacks? Hm... Certs, one calorie. Whoopee.



16 INT. CAFETERIA - LUNCHTIME

16

A girl, 16, walks behind the dumb jock table holding her lunch tray. She's dressed in a 1940's dress. As she reaches the main aisle, she dreamily floats TOWARD US, on an invisible treadmill.

NICOLE (V.O.)

Dana Durham. Trendoid wannabeast. Hi, Dana, the swing thing is a year old. Pass.

Another girl floats down the main aisle. Cute, with pigtails.

NICOLE (V.O.)

There's something about Mary Cherry, mysterious transfer from Dallas. Talents include tumbling. Sooo sweet, I become diabetic in her presence. Hair needs work, but I like her. Consider.

A final girl floats now. Total dweeb. Absolutely hideous.

NICOLE (V.O.)

I have nothing to say about this one.

The dweeb girl continues to float by the Camelot table.

NICOLE

There's more cheerleader applications this year than ever before. Everybody wants to be us. It's sort of like... Gwyneth and Winona, sitting around after a day of shopping, right? And they're debating, 'Okay, who do we let into our group -- Claire Danes or Jennifer Love Hewitt?' And before they can decide, the phone rings and it's Christina Ricci, and she's all like 'let me in, or I will kill you.' It's just such a blast deciding.

BROOKE

Oh yeah, a real blast, Nic. We're gonna make three new friends, and fifty enemies.

NICOLE

Okay, bringing the room down. \*

Josh walks up with fellow football player MIKE "HULK" BERNADINO. \*

JOSH

Nicole, you know Hulk, right? Thought I might bring him to the party.

(CONTINUED)

NICOLE  
 (amused)  
 Now that's a team player.

MARY CHERRY  
 Additionally, I'd like to reiterate that  
 my mother was a Dallas Cowboy  
 cheerleader, thus I'm a legacy. And  
 also, as a teen activist, I'd just like  
 to say that if chosen I would be tickled  
 to organize a charity event for our  
 squad, which would serve to both help  
 humanity and get us a sweet publicity  
 bonanza in Teen People magazine. Because  
 y'all, homelessness isn't fun, it's just  
 not. 'Eve now, those outfits make me  
 jealous.

As she exits, Josh walks up with fellow football player MIKE  
 "HULK" BERNADINO.

JOSH  
 Nicole, you know Hulk, right? Thought I  
 might bring him to the party.

HULK

We's in frosh lit back in the day. Word. So, Nicole, um... sendin' props. Baby... you got huuuuuge. The rack is fiiiiine.

NICOLE

I'm gonna go get a muffin-top and vomit.

JOSH

Man, I set up an intro, you act like a Neanderthal. You're rough, dude, be smooth. This is how you treat a lady.

He puts a carrot stick in her mouth, starts taking sexy bites till he reaches her lips and kisses her. We PAN TO another table.

SAM

Look at them. They're like some bad Mariah Carey power ballad come to life.

CARMEN

Hey, Lily, you gonna eat your roll?

HARRISON

Carmen, didn't you lose, like, forty pounds this summer?

SAM

That is such a sexist guy thing to say, Harrison. Don't listen to him, Carmen, and don't Ally McBeal yourself.

CARMEN

No, he's right. If I'm gonna try out for cheerleading, I have to watch it. I love dancing, you know? It's the one thing I'm good at.

The group seems a little stunned by this ambition. Before anyone can react, Nicole passes nibbling her muffin-top. As she does --

CARMEN

Hi, Nicole, I really love your sweater.

Nicole doesn't even look at her, keeps on walking. A beat as Nicole's brutal snub sinks in for the table. Then, in unison, everybody sympathetically hands Carmen their rolls.

SAM

Carmen, do you really want to be a leader who cheers?

(CONTINUED)

CARMEN

Duh, they're popular. I'd love it.

SAM

This is a perfect example of what I've realized: popularity is just conformity. Brooke McQueen and her posse, they're a cult. Once you join, you're a goner.

Over at the Camelot table, Brooke notices Sam talking about her.

BROOKE

Why does that girl keep looking at me? It creeps me out, who is she anyway?

HULK

Sam McPherson. She's smart, she sits next to me in algebra. Which I'm stoked about, 'cause I can cheat off her this year.

NICOLE

You are just a total catch, aren't you.

BROOKE

She gives off this air like she's so superior. It's sad really. You can tell it's just a cover-up.

We INTERCUT BETWEEN the two tables.

SAM

I actually feel bad for her, she's trapped in her own personal prison. But she can't show that, that's why she's so...

BROOKE

... phony.

SAM

... fake.

BROOKE

When you try to pretend you're something you're not, it's just a sign of...

SAM

... low self-esteem.

BROOKE

... totally low self-esteem.

17 OMITTED 17  
18 OMITTED 18  
19 INT. BIOLOGY CLASS - DAY (LATER) 19

The paired-up kids sit at their lab stations. Sam and Lily, Harrison and Carmen, Brooke and Nicole, Josh and The Hulk. MISS FATIMA GLASS calls for order. She is utterly humorless.

MISS GLASS

Keep it down to a dull roar, people. This semester I've decided to introduce a game of social Russian roulette I call alphabetical lab partners. Pair up when I call your names. Harrison John, Nicole Julian. Yeah, that would be you, blondie, get a move on, lollipop, or should we schedule a hearing test with the school nurse?

Nic rolls her eyes, Harrison beams. As Miss Glass rattles on with additional lab pairings...

ANGLE - BROOKE AND SAM

slowly raising their heads, horrified, as they realize at the exact same time --

MISS GLASS

Samantha McPherson, Brooke McQueen.

They catch each other's eye, look away. In disbelief, they move to their new lab table, look STRAIGHT AT us. They slowly turn to look at each other and smile. Tightly. And as they slowly swivel their heads back to continue staring STRAIGHT AHEAD, we...

FADE OUT.

END OF ACT ONE

(CONTINUED)

ACT TWO

FADE IN:

20 EXT. KENNEDY HIGH - MORNING

20

Sunny, The Hulk and Teenage Lady Soul bust a rhyme in the commons, surrounded by appreciative students. The Hulk is an excellent rapper and when he concludes, the students applaud. Sam walks by, Sony WALKMAN BLARING to shut out the world.

CARMEN

Sam, wait up!

SAM

(putting her arm around her)  
How's it going, Carm?

CARMEN

Awesome. Um, Sam... Brooke's your new lab partner, right? Cheerleading auditions are after school. Maybe you could put in a word... that I'm a good person, and oh... I'd practice so hard and --

SAM

Carmen, come on, you yourself said you're a good dancer. That'll be what gets you on the squad, not hype. You're good.

CARMEN

Sam, please? I don't wanna be a kiss-ass, but this means so much to me, you know?

SAM

Okay. Look, Brooke McQueen and I don't have a daily opinion swap. But for you... I'll put in a word.

Carmen thrusts her fist up in victory, hugs Sam, runs on. Sam keeps moving, on a mission to:

A21 INT. MR. GRANT'S OFFICE - MORNING

A21 \*

Sam sits in a chair, twitchy, as Mr. Grant flips through papers.

MR. GRANT

So... how was your summer, Sam?

He starts UNBUTTONING HIS SHIRT. Sam is thrown.

(CONTINUED)

SAM

Oh, you know, I hung out with friends,  
read, saw movies. Um... what did you do?

MR. GRANT

(stands, snakes down zipper)  
Went to Greece. It was amazing. Blue,  
blue water, blazing hot sun. Wanna know  
the best thing about it?

Khakis down now, he peels down red Speedos, grins sexily.

MR. GRANT

No tan lines...

Sam's mouth forms a perfect "O" just as the DOOR SLAMS, and we  
realize it was ALL IN HER HEAD. As he unloads his bookbag --

MR. GRANT

So... congratulations are in order, Ms.  
McPherson. I am proud to announce...  
that you are the new editor-in-chief of  
The Zapruder Reporter newspaper. Wanna  
talk about the first issue?

SAM

Shoot, a journalist is always prepared.

MR. GRANT

Great. I was doing a lot of reading this  
summer. Millennium mania stuff. One  
hundred most popular books of the  
century, movies. What was missing was...  
a young person's perspective.

SAM

That's such a cool idea! We could do a  
round-up, like a massive public opinion  
poll, in a regular column. Oh, and you  
know how I want to eventually get into  
broadcast? I could make a visual record  
of the interviews too, to get some tape  
of myself. That's so lame, sorry.

MR. GRANT

It's not lame. Actually, it's...  
perfect.

Sam beams from the compliment.

MR. GRANT

And you know what? I know where we could  
do some of these popular interviews.

(MORE)

(CONTINUED)

A21 CONTINUED: (2)

A21

MR. GRANT (cont'd)

(hands her a flier)

Did you hear about this party? Brooke McQueen's. It's this Friday. If you're going, you could --

SAM

What, of course I'm going. And...I'll be taking my notebook, that's a...what a terrific idea.

He grins. Sam grins back, forced, as dread creeps over her, like a fever. Her face says it all: what have I done.

(CONTINUED)



A21 CONTINUED: (3)

21 INT. BIOLOGY CLASS - DAY (LATER) 21

Miss Glass reaches in a huge vat of formaldehyde, sloppily plops a frog on Hulk's dissection tray. He's totally grossed out, walks and sits next to:

Lily, who looks down at her frog in a dissection tray, upset. Frog raises his head and with a voice as deep as...

BARRY WHITE FROG

Save us...

He lays his head down and croaks for a final time. Lily lets out a tiny gasp, renewed. She bolts up, slams her fist on the table.

LILY

Yo, before you dice, listen up!  
(as the students turn,  
stunned)

Classroom dissection desensitizes us to  
the sanctity of life!

(MORE)

(CONTINUED)

LILY (cont'd)

Fact: Serial killer Jeffrey Dahmer admitted his fascination with murder began in ninth grade! According to this literature sent to me directly from PETA, Dahmer said, 'In biology class, we had the usual dissections and I took the remains home, and later I started branching out.' You guys, don't do it, don't be Dahmers! Who's with me? \*

MISS GLASS

Miss DeMarcus, sit your heinie down.

No one's with her, so she sighs, sits. MISS Glass starts making her rounds. We settle on Brooke and Sam, so uncomfortable.

SAM

Um... she's gonna checklist us now for utensils, and we have to use this red marker to map the outline of the cutting.

BROOKE

Red on green, a Christmas kinda toadie.

SAM

OhmyGod, that's soooo hilarious!

Brooke looks at her deadpan -- it wasn't that funny. A note is flipped to her from Josh, who winks. She opens it, it reads: "On our date, we will (CHECK ONE!): 1) Round First Base. 2) Hit a Triple. 3) Slide into home..." Brooke checks 3, passes it back.

Brooke sees Nicole gesturing to her. Nicole has her Powerbook on. Harrison is her lab partner and is spying. Nicole makes a point of positioning it so he can't see. Brooke appears.

NICOLE

Check it out, I spent all last period typing in our complete class list. The blinking names denote all those K.I.S.S: Kill to be in our social stratosphere.

A few blinking names fill in the screen: Harrison John... Lily DeMarcus... and finally Sam McPherson. Harrison listens in.

NICOLE

Should I exterminate now?

Sam clears her throat loudly, a sign MISS Glass is approaching. Brooke runs back, smiles as she looks down for the checklist.

(CONTINUED)

21 CONTINUED: (2)

21

MISS GLASS

Very good, ladies...

BROOKE

You didn't have to do all the work, I was gonna help out.

SAM

It's okay.

Carmen catches her eye -- her look is pleading. Sam turns away.

SAM

Planning a party? Sounds like a blast.

Nicole gestures again, Brooke runs off without acknowledging her question. Sam is stung again. Carmen looks hurt that Sam didn't rise to support her as promised, quietly goes back to her work.

22 INT. GYM - AFTERNOON

22

Nicole and Brooke head straight for us in SLOW MOTION, in their cheerleading outfits, eyes narrowed, arms and ponytails swinging.

BROOKE

We've got spirit, yes we do!

NICOLE

We've got spirit, how 'bout you?

She points and we FOLLOW her finger to the bleachers, where twenty terrified wide-eyed girls sit. Nicole paces, all brisk leadership.

NICOLE

Okay, what we'd like all of you to do is observe our very easy routine; then, step forward, alone, and repeat it back to us.

Dweeb Girl flees to throw up. Nicole strolls over to a BOOMBOX.

NICOLE

Fivesixseveaight!

Brooke and Nicole whip through a routine that is insanely complicated. The bleacher girls watch, jaws drop in horror, as Brooke ends in splits and brightly --

BROOKE

Any questions?

(CONTINUED)

NICOLE

Okay, what we'd like all of you to do is observe our very easy routine; then, step forward, alone, and repeat it back to us.

Dweeb Girl flees to throw up. Nicole strolls over to a BOOMBOX.

NICOLE

Fivesixseveneight!

Brooke and Nicole whip through a routine that is insanely complicated. The bleacher girls watch, jaws drop in horror, as Brooke ends in splits and brightly --

BROOKE

Any questions?

(CONTINUED)

22 CONTINUED: (2)

22

Mary Cherry primly raises her hand.

MARY CHERRY

Y'all, do I have to do the splits?  
 (as if the word were cancer)  
 I'm a Christian.

Nicole and Brooke look at her, a little thrown.

23 INT. SCHOOL AUDITORIUM - DAY

23

Mr. Vincent sits, pen in hand, ready to judge. On the stage, a nerdy ASIAN BOY walks out, stands in front of the piano.

MR. VINCENT

Your name please.

ASIAN BOY

Freddy Gong, and I'd like to play Emile deBeck.

MR. VINCENT

Oooh, the dashing plantation owner with his eyes on Ms. Nelly Forbush, fabulous. What song are you singing today, Freddy?

FREDDY (ASIAN BOY)

'This Nearly Was Mine.'

Mr. Vincent nods, the accompanist plays and Freddy begins.

FREDDY

'One dream in my heart... one dream to be living for... one dream to be living for... this nearly was mine...'

MR. VINCENT

Nooo, Freddy, it wasn't.

24 INT. GYM - DAY

24

Mary Cherry tries out for cheerleading. In her eyes is a look of demonic concentration and her smile is so fake and forced one fears her face will crack. She's passable, no big flubs.

25 EXT. FOOTBALL FIELD - DAY

25

Josh is in huddle formation with the guys. He's distracted, looks at his watch. It's 4:47: Auditions are almost over.

26 EXT. PUNCTURE PIERCING SALON - DAY

26

Scary outside. Sam and Lily hesitate, stalling.

(CONTINUED)

26 CONTINUED:

26

LILY

I hope Carmen's audition went well.

SAM

Yeah. Come on, let's do it.

They enter and from inside we hear a bloodcurdling SCREAM of pain. Sam and Lily immediately exit, speed-walk away.

27 INT. GYM - DAY

27

Carmen smiles widely, and with good reason: Carmen is a fabulous dancer. She nails ever complicated move like a pro and radiates spirit. Brooke smiles, nudges an emotionless Nicole.

BROOKE

She's really good.

Carmen takes down her ponytail and lets her hair sexily fly all over the place as she executes the audition perfectly.

28 EXT. FOOTBALL FIELD - DAY

28

JOSH

Hut... hut...

Josh runs back for the pass. He keeps running, off the field.

COACH PERITTI

Ford... where the hell are you going?!

But Josh won't stop. He barrels through the school doors --

29 INT. AUDITORIUM - DAY

29

-- and walks out center stage to the spotlight, uniform still on.

JOSH

Um... I don't know what to do.

MR. VINCENT

Do you have any music prepared?

He nods, nervously fumbles inside his helmet, pulls out a folded piece of sheet music, hands it to the accompanist. Josh takes a second, sucks in some air. He begins to sing, unsteady.

JOSH

'Some enchanted evening...'

He starts to sing with more confidence. Slowly, we see a person start to find himself.

30 EXT. KENNEDY HIGH - GYMANASIUM - DAY - LATER 30 \*

Brooke and Nicole sit, both writing something. \*

NICOLE

Okay, let's switch, compare our Top Five choices and then go get pedicures in anticipation of tonight's big date. \*

They switch, look at each other's list. They both look pissed.

BROOKE

This isn't fair, Nicole, Carmen was the best and you know it. It's not an accurate representation of --

NICOLE

Oh, God, Martina Luther King, get real. Honey, look -- I know you wanna be a nice person. But sometimes in a position of leadership, you must adhere to the accepted social order of things and make hardline decisions. If you don't, if you make one exception, you have to make a dozen. Then the dam breaks and before you know it we'll have amputee girls trying to hold up a triangle mount. \*

BROOKE

What do you mean, accepted social order? \*

NICOLE

What I mean is, we now live in the age of Gwyneth. That is the standard by which all things are judged. Look, every type has its day. Like in art history class, I saw these pictures of these whale women, and this guy named Rubens, obviously a chubby-chaser, painted them and then they were in, they were totally hot. If that happened today, they would be rating us. \*

Brooke hesitates. She looks away to break free of Nicole's gaze, then quietly under her breath -- \*

BROOKE

I think Gwyneth's a bad actress. \*

Nicole takes in a sharp gasp of horror as we... \*

CUT TO: \*

(CONTINUED)

30 CONTINUED:

30

## CLOSE ON A MATCH

being struck. CLOSE ON the flickering flame as it lights a candle. We're in --

31 INT. BROOKE'S BEDROOM - NIGHT (LATER)

31

Brooke lights candle after candle as the SARAH BRIGHTMAN/ANDREA BOCELLI opera duet "Time to Say Goodbye" plays. Tonight is her big date with Josh. She sits on the bed, smiles sexily, gestures with a finger for:

Josh, leaning in the door frame, bare-chested and in drawstring cargo pants. He approaches the bed. She looks up, eyes and mouth aching. She slowly reaches up -- and undoes his drawstring. The pants fall to the floor with a whoosh, blowing the candles out.



32 INT. BEDROOM - NIGHT (LATER)

32

Josh and Brooke sit up in bed, covers huddled up to their chests. She looks like she's gonna cry, he looks humiliated.

BROOKE

Is it me? Is it because I'm fat?

JOSH

Brooke, no, you're so beautiful. It's me. I'm just feeling... stressed. Hey...

He reaches for her lovingly, she pulls away, overwhelmed. \*

BROOKE

I'm sorry... it's just that... I needed to be close, you know? I was really counting on it, after the day I've had. I feel... I feel like I'm constantly having to project something I don't really feel, and I'm tired of being disappointed in myself and feeling somehow that I'm living this big lie. This being the biggest one of all. Everybody thinks we've already done it. Nobody knows we're both big V's. \*

JOSH

You didn't have to tell everybody we've had sex, Brooke.

BROOKE

What are you talking about, Josh? You told all your friends. People expect things from us. You play it up as much as I do.

JOSH

Why do you feel you have to be everything to everybody? You can't have everything, Brooke! It's not possible!

She flinches at the outburst. He starts getting dressed, as well.

JOSH

I'm a little on edge here, too, okay? You think it's easy having two brothers who were better than me at everything and a dad who still thinks he's in the Marines?

(MORE)

(CONTINUED)

JOSH (cont'd)

You think it's easy trying to decide what in the hell I'll do if I make the musical I tried out for today because I'll have to choose between that or the team? Welcome to my life.

BROOKE

You tried out for the musical. Good one.

She looks at him. He's silent. She realizes he's not kidding.

BROOKE

I thought we talked about everything; why didn't you tell me this?

JOSH

You wouldn't have understood. Obviously.

BROOKE

No, obviously, I do understand -- we don't get on homecoming court if you're a drama geek.

He's instantly devastated. She feels horrible, looks down.

BROOKE

I didn't mean that.

JOSH

Yes, you did.  
(grabs his jacket, exits)  
Thanks for dinner.

He leaves her sitting on the bed, shell-shocked.

33 INT. KENNEDY HIGH - NEXT MORNING

33

The audition lists are taped up by Sunny. They seem to glow, radiating a magnetic force. Kids move toward it, moths to twin flames. Behind them, Sam and Lily pass.

SAM

Don't tell people I chickened out, okay?

LILY

Which Ms. Cowardly Lion act are you referring to? Not talking to Brooke about Carmen or the piercing freak-out?

SAM

Ha ha, very funny.

Suddenly, there are cheers. Mary Cherry screams -- she's made it. Teenage Lady Soul pumps her fist in victory...

(CONTINUED)

she's Nelly Forbush. And then, we see some of the losers. Freddy Gong and Dweeb Girl stand there in shame, as they realize they haven't been chosen. Josh walks up, scans the list, is stunned to see his name there. \*

JOSH

Emile deBeck... I wonder if I have any lines.

TEENAGE LADY SOUL

Any lines? Baby... you got the lead.

Josh's joy turns to fear.

ANGLE - BROOK

arriving at her locker. She sees Josh, they make painful eye contact, he exits.

ANGLE - CARMEN

nervously approaching the list, biting her lip.

ANGLE - CARMEN'S FINGER

scanning down... down... to white space. She didn't make it. Dazed, unblinking, trying to remember how to breathe, she slowly turns around and walks away.

Sam has arrived at her locker now, too. She and Brooke watch, both guilty, as Carmen makes her way down the hall. \*

FADE OUT.

34 OMITTED

34 \*

35 OMITTED

35 \*

END OF ACT TWO

ACT THREE

FADE IN:

36 INT. KENNEDY HIGH HALLWAY - DAY

36

Sunny sings to us as students mill in the background.

SUNNY

'Carmen Carmen Carmen... oh where have you gone? Is it 'cause they took your space/to give it to a pretty face? Fill us in, Freddy Gong... G-G-G-G-Gong.'

She moves OUT OF the FRAME abruptly, revealing behind her --

FREDDY GONG

I heard Carmen dropped out 'cause she couldn't take the sheer humiliation after the cheerleaders bagged her ass.

TEENAGE LADY SOUL

Child, now I heard as well that Brooke and Josh are over, 'cause he made the musical and that downward move wasn't condoned in their Aryan Nation Domination handbook. Lord, this school's in an uproar...

They walk by Sam at her locker with Lily.

SAM

You don't think Carm did something stupid, do you? I called last night, she wouldn't answer, I went over there this morning, no one was home. It's weird. I'm worried.

(CONTINUED)

LILY

Pain is pain, Sam. And there's no worse feeling in the world than feeling like you're invisible.

SAM

Maybe if I would have said something, like she wanted me to, it would have made a difference.

LILY

I guess you'll never know, will you.

An effective, well-aimed barb. Lily exits. \*

ANGLE BROOKE \*

she walks down the hall alone. Books clutched to her chest, Brooke looks shellshocked and afraid. Suddenly, Freddy Gong walks by and shoulders her, causing her books to fly. \*

FREDDY GONG \*

Satan. \*

Brooke is stunned. She leans down to pick up her books, eyes welling. \*

ANGLE SAM \*

at her locker, seeing this. She hesitates. Then -- she walks over, leans down and helps Brooke pick up her books. Brooke looks at her, very emotional and stunned. \*

BROOKE \*

Thank you. \*

SAM \*

It's okay. \*

BROOKE \*

No, I mean really, thank you. I owe you one. Big time. \*

They stand, uncomfortable at the lockers. A beat, then -- \*

BROOKE \*

Well...see you in class. I'm so clueless about what we're studying in bio, I'll probably get a B or something. \*

As she exits, Sam sees Mr. Grant at the drinking fountain. Instant motivation for -- \*

(CONTINUED)

SAM

Um, Brooke?

(she turns)

I'm pretty clueless too, maybe we could get together...and study sometime.

Brooke looks around, to make sure no one in her group is watching, then nods, walks up, takes out a scratch piece of paper.

BROOKE

Okay...here's my number.

She gives her the piece of paper, exits. Sam opens the piece of paper, only to find it's a party invite. She smiles, both guilty and a little thrilled at her luck here.

ANGLE - HARRISON

at a classroom door. He's just seen this, shakes his head, stunned and tremendously disappointed. \*

A37 INT. AUDITORIUM - DAY - LATER

A37

Brooke watches from the wings as Josh and Teenage Lady Soul run a scene onstage under the supervision of Mr. Vincent. \*

TEENAGE LADY SOUL \*

Excuse me, I have a motivational question: what does "Ditez Moi" mean? \*

JOSH \*

I think it means tell me. \*

MAN'S VOICE FROM REAR \*

I'll tell you something -- \*

Josh and Teenage Lady Soul cover their eyes from the blinding spot. Mr. Vincent turns as well to see MR. FORD storming down the aisle. \*

MR. FORD \*

-- you are not doing this musical. \*

JOSH \*

(embarrassed) \*

Dad...what are you doing here? \*

MR. FORD \*

(at the base of the stage now) \*

I got pulled out of a staff meeting this morning to take an urgent call from Coach Peritti. Is this what you want? \*

(MORE) \*

(CONTINUED)

A37 CONTINUED:

A37

MR. FORD (cont'd)

To humiliate me, our family...? You made a *commitment*. What in the hell do you think you're doing? Answer me.

JOSH

It's what I want to do.

MR. FORD

You're sixteen, you don't know what you want! So I'll give you your option. You are marching your butt down to Coach Peritti's office, apologizing to both him and the team and then suiting up. Understood? Your brothers never put me through something like this.

He exits. Josh just stands there, totally humiliated.

JOSH

That's because I'm not my brothers, Dad.

A stunned Mr. Vincent turns off his clipboard light, then softly:

MR. VINCENT

All right, let's take a minute.

He and Teenage Lady Soul exit and Josh is alone onstage. \*

37 OMITTED

37

A37 CONTINUED: (2)

He leaves her with a lot to think about, all alone in the bright \*  
blinding spotlight. \*

37 OMITTED

37 \*



38 INT. DINER HANG-OUT - AFTERNOON (LATER)

38 \*

An upset Brooke sits in a booth as a huge ice-cream sundae is delivered. Binge food. She raises her spoon, hesitates. She puts the spoon down, upset with herself. In the deserted diner, she suddenly hears a familiar voice, thin and shaky --

GIRL (O.S.)

Can I have the check, please?

Brooke leans out of the booth to see:

ANOTHER ANGLE

PANNING DOWN the length of a counter. At the end sits Carmen, also on a binger. She stares at the empty bowls and plates, as if in a trance. Brooke slowly gets up, takes her sundae over and sits right next to Carmen, who ignores her.

BROOKE

Excuse me, can I have a diet Coke, please? Two diet Cokes.

The waitress exits but Brooke just sits there, uncomfortable.

CARMEN

If you came here looking for sympathy for how you feel, you came to the wrong person.

(slowly turns, looks right at her)

Do you know how lucky you are, Brooke? Do you know what I'd give to be you, for one day? For one hour? Every single day for the past eight years, my mom has weighed out my food before I eat it. I've heard my dad tell my brothers when he doesn't think I can hear, 'She didn't get it from my side of the family.' I'm a freak and I eat a two pound bag of M&Ms in the dark under a blanket to prove it doesn't matter what they think of me, it matters what I think of myself! And it makes me feel so bad, and so weak. But I can't stop, 'cause it's the only thing I can control.

(CONTINUED).

BROOKE

I, um, have a thing with food too. When you just said your mom weighs all your food, well that happens to me too, in a way. Except for the part about the mom. When I was nine, she and my dad started arguing, having problems, she turned to this guy who worked in her office. Ron. They ran off together. All she left was a note. It said, 'Someday you'll understand this.' I'm still waiting.

Carmen turns and looks at her, surprised she's revealing this.

BROOKE

In my little twisted head, I thought maybe if I'm real good, maybe if I'm perfect, she'll know I love her and come back. So I started exercising and dieting, my dad was crazed, he didn't really notice something was wrong with me. Until I dropped down to 75 pounds and broke a rib one day when I sneezed. I'm doing better now I guess but some days, like today, I feel like you did. I just wanna give up. So... still wanna be me?

CARMEN

I wanna know why I didn't make it. I saw the other girls, I was the best one.

BROOKE

You were the best one.

CARMEN

Then why wasn't I picked?

BROOKE

'Cause... you're fat, Carmen. You're fat. That's a horrible thing to have to hear, I know, but it's the truth. I didn't make the rules.

CARMEN

I know you didn't.  
(looks away, voice a whisper)  
I know...

A39 INT. KENNEDY HIGH COMMONS AREA - DAY (LATER)

A39

Sam and Harrison stroll through the commons carrying their books. Tension here.

(CONTINUED)

SAM

Okay...what? What's wrong, you haven't said two words to me all day.

HARRISON

Nothing's wrong. I'm fine. So what are you doing Friday night? Wanna get a slice, go see Phantom Menace?

SAM

Um... I can't. I'm gonna, um... check out Brooke's party. We've become, sort of friends in bio, she wants me to stop by.

HARRISON

That's so cool, can I come?

SAM

I don't think you can bring anybody. It sucks, it's stupid, I know.

HARRISON

You're unbelievable. Actually, it must be some sort of record. In four days, you've managed to completely abandon your so-called moral code and embrace a girl who has dumped on two of your best friends. What's up, Sammy? Is there a half-off sale at the sell-out club?

SAM

Get over it, Harrison, I'm going for work.

HARRISON

No, you're not. You think that if you walk through those doors, you'll have it easier for the rest of the year. You'll be a chosen one, a little bit closer to the flame that heats this school. Well guess what, Sam? You're not going. The Brooke McQueen party list, hot off the presses. I hacked into Nicole's laptop half an hour ago, we both got blinked.

SAM

Blinked?

HARRISON

Cut. Erased. Like we never even existed. Telling Mr.. Grant...

(MORE)

(CONTINUED)

HARRISON (cont'd)  
that'll be the heartbreaker, huh. In  
more ways than one.

SAM  
That's ridiculous. You don't --

HARRISON  
Oh, Sam, just be real for one minute,  
okay? You walk around with all these  
opinions and... and resolutions about  
your singular individuality. But when  
have you just once followed through on  
something that sets you apart? You  
haven't. It's funny, really. I thought  
of all the people at this school, you  
were different.

SAM  
I am different.

HARRISON  
No, you're not. You wanna be unique,  
sure. Just like everybody else.

He exits, leaving her all alone. Her eyes well with tears, then  
her face tightens with determination. He's right. But not for  
long. She turns, and starts walking...with more purpose now.  
Sam --

39 INT. KENNEDY HIGH - HALLWAY - DAY 39

-- slams back the doors, heading for...

40 INT. MR. GRANT'S OFFICE - DAY 40

Mr. Grant sits behind his desk grading papers. The door flies open and there's Sam, breathing a little heavy, cheeks flushed.

SAM

Mr. Grant, I'd like to know if you would please have dinner with me Friday night at eight o'clock. To, um, go over the questions for my interviews. I need a little focusing.

Mr. Grant looks at her, a little thrown. \*

MR. GRANT \*

Well...Sure, Sam, if that's what you need. \*

41 INT. HALLWAY - DAY 41

Jaw set, Sam heads toward the exit as HOLE'S thrashy, angry "Celebrity Skin" BEGINS TO PLAY. SLOWLY, then FASTER, GAINING SPEED. She's on a mission. She slams back the door --

42 EXT. STREET/PUNCTURE PIERCING - DAY 42

-- and moves TOWARD us, arms pumping, as COURTNEY LOVE SNARLS:

COURTNEY LOVE (V.O.)

'Oh make me over... I'm all I wanna be...  
A walkin' study... in demonology...'

Sam strides up steps and enters the Puncture Piercing salon as we --

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

A43 EXT. PARTY - POOLSIDE - NIGHT

A43

Sunny and a couple Morrisette Nation Girls sit in a hot tub, surrounded by aromatherapy candles. The girls sway and rock back and forth.

SUNNY

'Seth says he likes me with long hair/down to my shoulders and kissed by the sun... Seth says he likes me with long hair, his tapered fingers through it run... yesterday I saw Seth in the parking/kissing on Suzanna Brown... And I cut my hair I cut my hair I cut my hair...'

We SLOWLY PAN BACK. Behind the girls is the glass-walled living room which reveals a party just starting to kick into gear.

43 EXT. BROOKE'S HOUSE - FRIDAY NIGHT

43

More kids stream across the lawn. Blocking the entrance is Nicole. She has a headset on, looks down at a clipboard and is standing in front of a velvet rope.

NICOLE

Name?

GIRL (O.S.)

Mary Cherry. Plus one.

Nicole looks up, is stunned to see that Mary Cherry has given herself a complete make-over... in Nicole's image. She is in the exact same dress. And with her, grinning, is --

MARY CHERRY

Worship the Gucci tribute Nic, you know The Hulk. He's in our bio class.

NICOLE

(stunned beat, then --)

Wow, I must have just dozed off during the last couple lessons. You know... where we leapfrogged straight over dissection and moved on to cloning.

(CONTINUED)

Mary smiles evilly, she and Hulk stroll in. For the first time in her life, Nicole is stumped. And as the shimmering hip hop groove of FAITH EVANS' and PUFF DADDY'S "All Night" begins...

CUT TO:

44 INT. PARTY - NIGHT (LATER)

44

The ultimate teen rave. So packed you can't move. We PAN... PAST couples making out... and LINGER ON the dance floor. The Hulk is lip-syncing to Puff Daddy as all the kids gather. Mary Cherry cuddles up and lips a Faith rhyme to make the perfect duet. In the corner, we see Nicole watching, white-knuckled and ignored. She pushes her way through the party -- -- and sits on the staircase next to Brooke, who looks equally as defeated. They are the only ones having a bad time.

NICOLE

Okay, single white female needs to be stopped by any means necessary. I can't believe this. I pulled the Artist Recently Known as Sophomore Whore up from the social ooze by her two-inch roots. I made her. And this is how she repays me... by copying me?

(suddenly quiet, bewildered)

Okay, that being true... why am I having trouble competing with myself?

Brooke's chin begins to tremble. Nicole pauses, then quietly --

NICOLE

He'll show up, Brookie, don't worry.

BROOKE

God I hate feeling like this. Fun party.

NICOLE

Yeah. A blast.

A SLOW JAM kicks in. The Hulk starts to dance with Mary Cherry, but Nicole's had it. She walks over and very hard -- -- pushes her OUT the FRAME, smiles at Hulk sweetly, takes her rightful place.

45 INT. NICE RESTAURANT - NIGHT

45

Mr. Grant looks straight AT us over his menu, perplexed. We SLOWLY SWIVEL AROUND to see he's looking at --

Sam. Across from him. Her new nose ring is infected, and she's gone all out to look the part of an adult for their big date.

(CONTINUED)

But the dress is frilly and not her style and her breasts look bigger. She looks up, catches him staring. He returns to his menu.

SAM (V.O.)

(inner monologue)

God he smells good.

(looks at his hand)

I wonder what those would feel like on my body. If he saw me naked, would he laugh? I wonder if implants hurt more than my nose ring, which he hasn't mentioned. I'd never tell anybody I got the implants, I'd keep it a secret, and wear baggy sweaters, until he ripped my sweater off.

MR. GRANT

What time's the party start, nine? You're going to have to eat and run, huh. Wanna talk about the questions for the interviews?

SAM

(changing subject)

I love this place. How'd you hear about it?

MR. GRANT

Oh, I have a friend who works here.

SAM

Before we order, can I ask you a question? What do you think of the nose ring?

MR. GRANT

Actually, Sam... I think it's trying a little too hard.

Nothing could make her feel worse right now, except their WAITRESS -- a 25-year-old blonde model type with a double mouthful.

MR. GRANT

Sam, this is my friend and our waitress for the evening, Heather Antonio.

HEATHER (WAITRESS)

Hi, Sam, I've heard so much about you.

(conspiratorially, touching nose)

Do you want some ice for that?

(CONTINUED)



Sam wants to crawl under the table and die.

SAM  
Do you, um, have any specials?

HEATHER  
Yes, the oyster appetizer is excellent tonight.  
(sexily, to Mr. Grant)  
Might come in handy for later.

They laugh, he reaches over and gently rubs the back of her leg. It's a sexy gesture of familiarity. Sam's face falls. The awful truth has dawned and it's a crusher. Sam looks down, devastated. A tear rolls down her cheek. Heather and Mr. Grant are shocked.

HEATHER  
Uh... I'll give you guys a minute.

MR. GRANT  
(quietly, after a beat)  
Sam... I'm sorry. I guess I'm the one who was supposed to be wise here.

She reaches in her bra and pulls out some Kleenex, blows her nose.

SAM  
God, I look like a stupid Spice Girl in this dress. Puberty Spice.

MR. GRANT  
You, stupid? Never gonna happen.

SAM  
Yeah, well, I think my friends would disagree.

46	OMITTED	46
47	OMITTED	47
48	INT. DINER HANG-OUT - NIGHT	48

Full of late-night oddballs... sad lonely people with no place to go. One man, late 60s, looks homeless and sits at a table, talking gibberish to himself and dumping sugar packet after sugar packet into his coffee. We see another table of outcasts watching, bored, chin in palms, nowhere else to go:

Harrison, Lily and Carmen.

(CONTINUED)

CARMEN

And I think I have it bad.

They turn back to themselves and their Cokes and cheese fries.

ANGLE SAM

at the doorway in the stupid dress. Her chin quivers. It's time to pay up, and she's scared. She slowly starts walking.

CARMEN

You know... I'm sorry if I scared you guys.

SAM (O.S.)

I'm sorry, too.

They look up, see Sam standing there, emotional. A tense moment.

SAM

Carmen, I um... went over to your house. To apologize. I blew it. I flirted with the darkside. I let you down.

The trio just stare.

SAM

Actually... I let all you guys down. I sold out, bigtime. I was a liar, and a fake and in my quest to land an invite so I could make myself feel different, I betrayed you guys. And myself. It won't happen again. Anyway... that's all I wanted to say.

She exits. As she does...

CARMEN (O.S.)

Hey.

She turns to see Carmen holding up --

CARMEN

Wanna fry?

A beat. Harrison and Lily think, then both extend one as well. Sam smiles. This is her group's version of a peace offering. She sits down, takes the fries, eats them. The oddball homeless man begins to meow. They try not to laugh, but they can't help it. They all laugh long and hard, an ice-breaker. Silence. Then --

(CONTINUED)

LILY

I can't believe it. She won. Brooke McQueen won. She threw the first party, she decided who's cool and who's not. And this is how it's gonna be for the rest of the year.

ANGLE - SAM

sipping a Coke, head down. Something dawns, a breaking point has been reached, and she slowly raises it.

HARRISON

What?

SAM

It just hit me. I finally just figured it out.

LILY

Figured what out?

SAM

The truth.

CARMEN

What's the truth?

SAM

The truth is... our group, their group, we're all just trying to make it through the day, hoping nobody finds us out. Brooke McQueen and her friends are only better than us if we think they're better than us. We're the same.

CARMEN

No, Sam, we're not the same. Witness us, eating greasy crap with a meowing homeless person.

HARRISON

Witness them, shaking their elitist booties poolside and, I'm sorry, devouring bowls of said despised Chex Mix that I for one bet tastes pretty damned satisfying.

LILY

Somebody needs to confront Brooke McQueen and...

(MORE)

(CONTINUED)

LILY (cont'd)  
and tell her there's enough Chex Mix for everybody, she doesn't have to be so tight with her appetizers. That's the truth that's gonna set us free.

Sam stares at her group and gets a very determined look.

SAM  
You know what? You're right. You're totally right.

She tosses a few dollars down on the table, marches out.

HARRISON  
We shall overcome. And I'm diggin' that.

49 EXT. BROOKE'S HOUSE - NIGHT 49

Sam marches across Brooke's lawn, trailed by her group.

50 INT. PARTY - NIGHT 50

Sam ducks and snakes through the packed gyrating dance floor, finally sees who she's looking for: Brooke has her back to her, talking to a group of friends. Sam whirls her around.

BROOKE  
Sam... what are you doing here? Is it about lab or something? Can't it wait till school? This isn't really a good time for me. \*

SAM  
No, it can't. We're talking about something. Right now. \*

The disc jockey CUTS the MUSIC. Instant silence now. The dancers move back to watch this. Brooke and Sam are center stage.

SAM  
I wanna know... why my friends and I weren't invited to this party.

Brooke is paralyzed. On the sidelines she sees Nicole, giving her a raised eyebrow "don't blow your comeback" look. Fortified

BROOKE  
Wait a minute. Why are you barging in here and making a scene?

SAM  
Why aren't you wearing your tiara? \*

(CONTINUED)

BROOKE

You don't know anything about me.

SAM

You know what, Brooke? Cancel my subscription, I'm over your issues. I know enough. I know that you hurt people and make them feel bad about themselves and cause division.

Sam looks at Carmen. Brooke looks at Carmen. Carmen looks down.

SAM

And you do it just so you can feel better about yourself, which is totally ridiculous and juvenile. Grow up.

BROOKE

Oh really, you're the one who judges everyone, you radiate this force field of hatred for anyone who's not as smart as you think you are.

HULK

Catfight, catfight...

SAM

I want an answer. I helped you in lab when you needed help. So why didn't you invite me and my friends to this party?

BROOKE

Oh, so you helped me just because you wanted something? Doesn't that go against your p.c. politics, Sam?

SAM

No. I mean... quit avoiding the question.

BROOKE

I didn't invite you because... you don't hang out with my group.

SAM

Expand your world, Brooke. You might learn something.

(CONTINUED)

BROOKE

What? Please. You and your friends, you sit at your own table at lunch, you're a total clique. So don't judge me for doing exactly what you do.

SAM

Why don't you just admit it, let everybody hear. You think you're better than me. The truth is... you're not.

BROOKE

I think you should leave and go somewhere and just chill out. You're way out of line here.

SAM

And if I don't?

NICOLE

Brooke, hi, just give her a five-finger salute across her smug little face.

LILY

You are such a total bitch, Nicole.

NICOLE

Oh yeah? Bring it on! Wassup, G?!  
Wassup?!

Lily is right there in her face too as they do the Cobra head. The room has forgotten how to breathe. Sam and Brooke glare as:

MALE (O.S.)

(upset)

Brooke!

SAM

Mom?

BROOKE

Dad...

MIKE

What in the hell is going on here?

SAM

Mom, why are you here?

JANE

We shared a cab together, I came in because we saw all this commotion. What's wrong with your nose?

(CONTINUED)

MIKE

Parties when I am gone are not allowed,  
Brooke. You are in big trouble.

BROOKE

Wait... ground me later, why'd you share  
a cab? And why do you have a tan, you're  
supposed to be in New York?

MIKE

(clearing throat)  
We had a layover at the airport, Jane and  
I met in the lounge. Long story short, I  
went on the cruise.

JANE

And now we're...

SAM

Mom... what is that on your finger?

JANE

... engaged...

Mike and Jane put their arm around each other, smile a little  
nervously. Sam and Brooke's jaws are both on the floor.

NICOLE

Oh my Good... the parental units are  
merging. This...

HARRISON

... is absolutely genius.

And as Sam and Brooke stare at each other, stunned, Sunny pops  
INTO the FRAME, strums his guitar wildly and, grinning slyly --

SUNNY

The party's over. 'Later.

SMASH CUT TO BLACK.

51 OMITTED

51 \*

52 OMITTED

52 \*

THE END