

HOW TO EAT FRIED WORMS

written by
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based on the novel by Thomas Rockwell

FADE IN:

EXT. ALIEN DESERT WORLD - DAY

A hot wind kicks up plumes of sand. MUSIC rises as we SWEEP across endless dunes, TRIBAL DRUMS pounding in the distance.

BEGIN MAIN TITLES

We CLIP the crest of a dune. Down, and up another.

A BOY'S VOICE
In this strange and forbidding world,
one creature walks alone.

We stop on a four-toed footprint, filling with sand. Just the WHISTLE of the wind. And then, a keening CRY.

A CLAW breaks through the sand. Giant, reptilian. The whole body crashes over the rise, tail slashing across the dune. Its eyes swivel in separate directions.

A BOY'S VOICE
He follows a compass only he can see,
to a place he does not know.

A WHITE WORM falls from the orange sky, wriggling as it hits the sand. The lizard's thick tongue shoots out. Sucks it in.

The DRUMS thunder as we look up to the heavens, where a giant face stares down at us...

INT. EMPTY BEDROOM - CONTINUOUS

Looking into the terrarium, eleven-year old BILLY FORRESTER drops another meal worm down on the iguana, making appropriate ALIEN MONSTER noises.

BILLY
He has taken the sacrifice! The
village is saved!

His two-year old SISTER watches wide-eyed from the doorway. She's spoiling the mood.

BILLY
Go away, Katie. Amscray.

She doesn't budge. Ignoring her, Billy rifles through numbered packing boxes. Gives up his search.

EXT. FRONT OF THE HOUSE - DAY

A pristine New England town, picketfenceville. Washed cars, well-groomed lawns. The kind of place where everyone gets *The New Yorker*, and not just for the cartoons.

Afternoon heat rises off the streets, stick-to-your-back hot. Billy ducks under a couch as MOVERS carry it in. Katie dogs his heels.

INT. BACK OF MOVING VAN - DAY

Dusty and sweating, Billy's mom CHRISTINE slides a heavy box across the floor. She's young and athletic. At the moment, exhausted. Billy looks in over the sill.

BILLY

Mom, where are my comic books?

CHRISTINE

Your dad has the list. Are you watching Katie?

He's already gone.

EXT. ON THE LAWN - DAY

Carrying a giant box, a DIMWITTED MOVER bumps into the mailbox. Blocked, he pushes harder and harder, bending back the post. Finally Billy's dad MITCH rescues him, directing him towards the house.

MITCH

That goes in the kitchen. The room with the sink and the stove.

(beat)

Just put it anywhere.

The Mover Guy trudges through the flowers, heading for the house. Three other NEIGHBORHOOD FATHERS stand near Mitch.

COACH MCGUIRE

So if your wife is the new principal, what do you do?

MITCH

Well you know, that. That is something we're figuring out. I'm figuring out.

MR. SAINT-CLAIRE's videocamera WHIRS as he zooms out. He's taping everything.

COACH MCGUIRE

It's for that video show. You know,
the \$100,000 grand prize.

CONSTABLE JACKSON

He tapes everything. You figure
somebody's gotta fall down sometime.

Billy tugs on his dad's sleeve.

BILLY

Dad, where are my comic books?

MITCH

My son Billy.

BILLY

Hi. Hi. Hi. Where?

MITCH

(checks list)

Box 19. I think it's inside already.

Billy takes off. He points a finger back at Katie.

BILLY

Stay.

Katie pouts.

INT. HOUSE / MAIN FLOOR - DAY

BILLY

Nineteen...nineteen.

We follow Billy as he sweeps through the rooms. In the
background, the Mover Guy falls backward,

CRASHING

through a picture window. His PAL hurries over to help. Mr.
Saint-Claire rushes in with his videocamera. Billy spots a
promising box. Turns it to find then number. Nope.

INT. SECOND STORY BEDROOM - DAY

Billy pokes through the boxes, nothing. He looks out the window
at the quiet, boring treelined street. Just a little wistful.

That's when he sees A BLACK KID his age jump the fence into the
back yard. He starts filling two squirtguns from the Forrester

hose.

EXT. BACK YARD - DAY

Billy walks out to the kid, who hasn't seen him. He's about to say something when the water-gunman turns on him. The kid, TOM JACKSON, has a smear of blue paint across his forehead.

TOM
Blue or red?

BILLY
I dunno. We just moved in.

Tom considers this for a second.

TOM
You're blue now.

He wipes some of the paint off his forehead and onto Billy's. Hands him one of the squirtguns.

TOM
Red controls Maple, Ash and Pine. We lose Hickory and it's all over.

Billy stares at his gun, confused. Hands it back.

BILLY
Hold on.

He races back inside the house. Tom follows.

INT. FAMILY ROOM - DAY

Hidden behind two other boxes, Billy finds box 19. He rips it open, digging out the Super Soaker 9000, an impressive piece of water-fighting technology.

TOM
Man, where are you from?

BILLY
(cocks it)
Los Angeles.

EXT. FORRESTER HOUSE - DAY

We RISE over the roof to reveal the neighborhood, a checkerboard of back yards. Red Team BOYS by the dozen climb fences, a wave headed our direction. It's the mother of all water fights.

EXT. FRONT LAWN - DAY

Dozens of boys race across the grass, some charging, some fleeing for their lives. Mitch holds a TV up out of the stampede. Katie grabs his leg tight. A KID dives under the van. Christine dodges a stray waterballoon.

EXT. THE NEIGHBORHOOD - DAY

VARIOUS SHOTS: The Blue Team tries to stem the charge of the Red Brigade. Hoses spray, water balloons fly. A garbage can full of water floods a blue bunker. Innocent house pets run for their lives. But everyone plays fair -- dead men get out of the way.

INT. A HOUSE - DAY

TWO BOYS charge in from the back patio, disturbing THREE GIRLS looking through magazines. As the boys take off through the house, two TWO OTHER BOYS chase them, guns drawn. The girls SCREAM at them to get out.

EXT. SIDE OF A HOUSE - DAY

ALAN SAINT-CLAIRE, a Red Team sugar addict with Charlie Manson eyes, fills a water balloon way beyond its recommended threshold.

EXT. A SIDE YARD - DAY

Billy and Tom race through the yard. Suddenly, three trash can lids pop up. Red Team kids stand, firing. Caught in the crossfire, Billy and Tom do their best Miami Vice -- rolling, jumping and diving for cover.

A KID ON THE ROOF throws a water balloon at Billy. He catches it. Throws it back. Tom charges the line, firing like a madman. Billy pegs a SNIPER who had a lock on Tom. The yard is clear.

TOM

Tom Jackson.

BILLY

Billy Forrester.

They shake hands.

EXT. SIDE OF HOUSE - DAY

Alan keeps filling his water balloon, now swollen to the size of a state fair pumpkin.

INT/EXT. STORM CELLAR - DAY

A small COWLICKED KID watches through the cracks as JOE MCGUIRE walks past, alone. Joe is the Jon Gotti of the fifth grade, and a good argument for steroids testing in Little League.

The Cowlicked Kid rushes out with a kamikaze charge, eyes closed, firing. Keeps shooting until his pistol runs dry. Opens his eyes. Joe towers over him, big enough to block the sun. His shirt is soaked.

JOE
You didn't get me. Got it?

The Cowlicked Kid nods.

JOE
Gimme your shirt.

The Cowlicked Kid peels off his beloved Mr. Bubble shirt.

EXT. SIDE OF HOUSE - DAY

Alan ties off the knot on his water balloon, the neutron bomb of water warfare. It's the size of a beanbag chair, rubber skin shimmering and translucent. He has to bend backwards to carry it, walking right past

BILLY AND TOM,

who stare in disbelief.

TOM
Hey Alan!

Alan jerks around, trying to see past the balloon. He trips on his legs and falls on his masterpiece, drenched.

TOM
Nevermind.

EXT. FENCE ALLEY - DAY

Racing ahead, Billy and Tom are surprised by THREE HEADS popping up on either side. In the nick of time, everyone realizes they're on the same team -- blue paint all around.

WEEZER climbs over the fence, double-husky shorts TEARING as he lands.

TOM
Weezer, who else we got?

WEEZER
This is it, man. We're gettin' slaughtered.

Another kid (HICKS) rips off duct tape with his teeth. GELMAN tapes Weezer's shorts closed.

GELMAN
Who's the kid?

BILLY
Billy Forrester. We just moved into the house on Sycam...

WEEZER
Yo, Batman. We don't care.

TOM
Weezer, Hicks -- bring 'em around. Operation Graveyard has begun.

EXT. GRAVEYARD - DAY

Billy, Tom and Gelman crouch at a water spigot, re-filling.

BILLY
Who decides decides who's on whose team?

TOM
Joe McGuire.

BILLY
Why him?

TOM
Because everybody wants to be on his team.

Refilled, Tom goes off to find cover.

GELMAN
Joe McGuire's the best, number one, no question. But everyone was on his team, who would he kill?

UP AHEAD

Weezer WHEEZES as he drops down for cover. Tom checks the wet mark on his back.

WEEZER
Not hit. Sweating.

He points to his soaking armpit. Keeps wheezing.

WEEZER
Far side. Heading this way.

In the distance, we hear kids YELLING.

WEEZER
That'd be them.

EXT. PAUPER'S FIELD - DAY

A flat, open section with only head plates, no monuments for cover. Hicks runs for his life, the entire red team on his butt. He takes a shot from behind, falling in Platoon-like agony.

JOE
Hey pansy whackers! Jackson! Come out
and take it like a man.

Previously soaked kids and other ONLOOKERS gather at the edges of the field to watch the battle. The Cowlicked Kid is conspicuously shirtless.

BEHIND THE MONUMENTS

Tom stands. The other three follow.

GELMAN
(to Billy)
That's Joe.

JOE
Is that all you got? You're screwed!

On the red side, teams of three stretch out innertube harnesses - super slingshots. They load in waterballoons.

Weezer turns his back to the enemy. Drops his shorts to moon them.

JOE
Blast 'em.

A hundred water balloons fill the sky.

TOM

Cover!

The boys duck behind gravestones and trash can lids. Balloons rain down like hailstones, relentless POUNDING. Gelman takes a hit that knocks off his glasses. Weezer gets hit by three. The torrent stops. Billy peeks out from under his shield. He's dry and alive. Tom stands.

BILLY

Watch out!

Tom looks up to see one last red balloon. No time to run. It hits him smack in the face. He's soaked. Joe and friends CHEER.

TOM

We still got a man left!

JOE

Who?

Tom waves for Billy to stand up, He does, nervously.

JOE

Who the hell are you?

BILLY

Billy.
(more confidently)
Billy Forrester.

MURMURING at the side of the field -- who is this guy? The Red-Teamers start to reload.

TOM

Say "challenge."

BILLY

Challenge.

TOM

Shout it! Quick!

No time to think, Billy shouts...

BILLY

Ch--CHALLENGE!

His voice ECHOES. The spectator kids lean forward with an OOOOOOH as the obscure rule is enacted. Discuss among themselves. Joe shakes his head sadly.

BILLY
 (paranoid)
 What'd I just do?

TOM
 You called challege, so you gotta face
 Joe down man-to-man in a duel. You
 only get one shot. So don't blow it.

We walks to the side, leaving Billy alone in his panic. From the far end of the field, Joe walks toward him. Finally Billy starts to close the distance.

We PUSH IN on Billy as he walks, nervous and sweating. As he regains his composure, we PULL OUT. We are now in Billyvision (trademarked)...

EXT. THE O.K. CORRAL - DAY

Dust, wind and rattlesnakes. Tom's spurs JANGLE as he joins the other FRONTIER KIDS at the store front railing. From the far end of the corral, Joe approaches. Billy meets him halfway. His eye twitches.

JOE
 Never seen ya 'round these parts.

A tongue-flick moves a matchstick to the other side of his mouth.

BILLY
 (Eastwoodian)
 Are we gonna chit-chat, or are we gonna
 do this?

JOE
 On ten.

Billy and Joe stand back to back. They start their counted march. One. Two.

KIDS
 THREE! FOUR! FIVE!

ALAN
 Seventeen! Nine! Infinity!

JOE
 Seven.

TOM
 Eight.

BILLY

Nine. Ten!

Billy turns and draws, lightning fast. Fires. But all that comes out is a lonely WHISTLE of air. Panicking, he looks at the bottom of the Super Soaker.

The T-shaped stopper dangles as the last of the water DRIPS out. Pulling out of CLOSE UP, we are --

EXT. BACK AT THE CEMETERY - DAY

JOE

Eat water.

The Uzi blasts like God's WaterPik. Billy is drenched.

Tom and company are disappointed, but not surprised. The Red Team CHEERS, along with more than a few traitorous Blue Teamers. As Joe walks past, even The Cowlicked Kid CLAPS for him. When Joe is safely past, the Kid kicks the grass.

EXT. SIDEWALK - DAY

Four sneakers SQUISH as Billy and Tom walk home.

BILLY

I coulda taken him.

TOM

We'll never know.

Billy and Tom bump fists. Tom SQUISHES off.

INT. FORRESTER HOUSE / FOYER - DAY

Mitch and Christine try to fit a giant blue couch through a narrow doorway. It's no good.

MITCH

If we tip it up on its side and slide it...OUCH! Ouch!

He's pinned against the doorframe. Billy comes in from outside, starts climbing the stairs.

CHRISTINE

Where have you been?

BILLY
Meeting the neighbors.

His sneakers SQUISH with each step. They're about to ask, but decide against it.

INT. BILLY'S ROOM - NIGHT

Katie runs past SQUEALING in the hallway, wet and shampooed. Mitch chases after her. Christine helps Billy unpack.

CHRISTINE
Where do you want to put your toys?

BILLY
Mom, fourth graders have toys. Fifth graders have stuff.

CHRISTINE
I apologize.

They unload a box into the closet.

CHRISTINE
This is the first time you and I have been at the same school. Are you okay with me being your principal?

BILLY
It's cool. I mean, it's not like anybody's going to know.

CHRISTINE
Honey, I think people are going to figure it out. We have the same last name. We live in the same house.

Billy has never considered this.

BILLY
I could use an alias, and you could park in the garage.

CHRISTINE
Just don't think you have to act any differently because I'm your mom. Promise me you'll just be yourself.

He nods, okay. Christine holds up a tattered sock monkey.

CHRISTINE
What about Mr. Bobo?

BILLY

Give him to Katie. I don't care.

He's lying, but she's too cool to call him on it. She heads for the door.

CHRISTINE

Get to bed. We have school tomorrow.

MITCH

(at door)

Night, sport.

As they shut the door, we see Billy is visibly troubled.

INT. KATIE'S ROOM - NIGHT

Christine tucks Mr. Bobo beside a sleeping Katie. Mitch takes it back out, suspicious.

MITCH

Wait. You just had some kind of parental bonding experience with Billy, didn't you?

CHRISTINE

It's not a competition, Mitch.

He nods -- he can see right through her ruse.

MITCH

I'll admit I'm down, but don't count me out. I'm a rally-er. Mitch Forrester rallies.

He strikes a Heisman Trophy pose, blocking and dodging, finally "scoring." He's about to spike Mr. Bobo when he notices Christine has left. He tucks in the monkey and goes.

INT. BILLY'S ROOM / HIGH ANGLE - NIGHT

A breeze stirs the curtains. Billy has dozed off, his stack of horror comics slipping one-by-one off the nightstand. His flashlight CLUNKS to the floor, the beam spotlighting a page in a comic book.

We PUSH IN on the page. It is animated within each panel...

INT. BILLY'S ROOM / HIGH ANGLE - ANIMATION

ANIMATED BILLY lies asleep in bed.

THE VOICE

Billy Forrester seemed like an ordinary boy.

CLOSE-UP: Animated Billy asleep.

THE VOICE

But he had a terrible secret. A secret that would haunt him for the rest of his life.

Animated Billy's eyes shoot open.

INT. GRADE SCHOOL HALLWAY - ANIMATION

A heavy door CLANGS shut behind Animated Billy. The hallway is crowded with dozens of kids milling about. They all turn to stare at him. He adjusts his backpack and starts walking through the pack.

CLOSE-UP: Animated Billy, nervous, almost paranoid.

CLOSE-UP: Kids watching, sizing him up.

Two BOYS are chasing each other. They run past Billy, brushing against him.

BILLY

(to himself)

No, please. Not now!

But it's too late. His torso begins shaking. The backpack slips off. The shirt begins tearing off. A second head bulges out of his shoulder. It's Christine. Her head flails around, eyes wide and maniacal.

CHRISTINE'S HEAD

Stop running in the halls! Spit out that gum! Do you want detention?

The kids stare in horror.

GIRL

Oh my God! He's a freak!

Pandemonium. Kids bolt in every direction.

ANIMATED BILLY

No, wait!

ANIMATED JOE is the last into the classroom. He waves as he shuts the door. The hallway is empty.

CHRISTINE'S HEAD

You're not mad are you? Give your
mommy some kisses.

He tries to fend her off.

THE VOICE

And so began the horrible curse of...

Dum-dum-DUM! A title sweeps over...

THE VOICE

Principal Boy.

INT. BILLY'S ROOM - NIGHT

The flesh-and-blood Billy jerks awake. Hops out of bed,
disoriented. He pulls his shirt up over his shoulder. Checks
in the mirror. No mutant head. Whew.

INT. FRONT OF HOUSE - DAY

A beautiful Maxwell House morning.
Birds SING.
Sprinklers HISS.

Mitch opens the front door to see the newspaper flying straight
at him. He catches it one-handed. Hey.

INT. FOYER - DAY

Mitch climbs over the blue couch, which hasn't moved. Katie is
coming down the stairs, dragging the sock monkey behind her.

MITCH

Guess you and me are the early birds,
huh?

She climbs on his back.

INT. LIVING ROOM - DAY

Mitch is gluing together an IKEA entertainment center. Katie
watches.

MITCH

Three, four, five...

He's out of pegs with one hole left. He checks around

everywhere. Finally Katie points to the back of his arm. He peels the peg off, continues construction.

MITCH

See, a lot of guys would feel threatened by this situation. I mean, your mom earning all the money.

The piece doesn't fit right. He bangs it until it goes in.

MITCH (CONT'D)

You probably didn't know this, but in Japanese, the word for "crisis" is the same as "opportunity." If the business hadn't fallen apart, your mom wouldn't have been able to take this amazing job and I wouldn't have gotten this chance to spend more time with you and Billy.

Katie hands him the allen wrench.

MITCH (CONT'D)

For instance, this afternoon you and me are going fishing. When was the last time somebody went fishing in Los Angeles?

The final screw tightened, he stands back to admire his creation. Puts a book on the shelf to christen it. Katie CLAPS.

MITCH

Why thank you.

He carries her out of the room. We hang back for a second. The book falls over. The entire unit slants to the side.

INT. KITCHEN - DAY

Chaos. A swirl of bodies fighting for floorspace. The microwave BEEPS. Billy dumps his cereal bowl in the sink.

MITCH AND CHRISTINE

Water!

Billy goes back and runs water in the bowl. Mitch is chopping up a banana for Katie. Christine does one last check.

CHRISTINE

Are you going to be alright?

MITCH
 Grocery list. Alphabetized. Beeper.
 On. Wife. Late.

CHRISTINE
 I'm going. Billy, are you riding with
 me?

BILLY
 (panicked)
 No!

CHRISTINE
 Okay.
 (kneeling)
 One last thing. What are you going to
 do today? Beeeeee....

BILLY
 Myself. I'll be myself.

Christine kisses him on the head, leaves.

BILLY
 You're not gonna do that at school?

CHRISTINE (O.S.)
 I promise.

In the high chair, Katie crosses her arms.

KATIE
 No banana.

MITCH
 Katie, you like banana. Remember?
 Mmmmm. Ba-nah-nah.

KATIE
 No banana!

BILLY
 Where's my lunch?

MITCH
 In the fridge. Would you...

Mitch motions for Billy to help him. Grudgingly, Billy takes a
 piece of Katie's banana.

BILLY
 (deadpan)
 Mmm. Banana. Yum. Yum.

KATIE

Banana!

She's beaming, overjoyed. Stuffs her face with banana. Billy grabs a brown bag from the refrigerator.

MITCH

Nervous?

BILLY

No.

MITCH

You lie. Come here.

(kneeling)

Your mom told you to be yourself, right? She's smart. I love your mom. But. Better idea: Be funny.

BILLY

Funny?

MITCH

I went to six schools in eight years, and let me tell you, funny works.

BILLY

Okay, I'll do it. Thanks.

Mitch points to a cheek. Billy gives him a peck.

MITCH

You're a heartbreaker. Now get your butt to school.

Billy takes off. Mitch stands tall, proud of his accomplishment. Cheeks puffed, Katie starts to WHINE. The pitch climbs higher and higher, a bomb about to explode.

MITCH

Katie, honey?
(leans close)
What is it?

KATIE

Banana!

Mitch wipes a spray of banana and milk off his face. Katie beams.

EXT. PLAYGROUND / THE BIKE RACKS - DAY

Joe rides up, kicking the brakes to spray gravel. Billy and Tom

wave away the dust. Joe points to the Cowlicked Kid.

JOE

That pole is mine. Go lock your Big Wheel somewhere else.

The Cowlicked Kid moves his Huffy away. As he locks his bike, Joe checks out Billy's bike. Billy stands tall. His bike doesn't suck.

JOE

So Forrester, why'd you move here?

BILLY

You know. Scenery. That and the arrest record.

The joke dies. Not even a smile.

TOM

His mom is the new...OW! What?

Billy just kicked him. Hard.

BILLY

So I heard this great joke. There's these two guys and they're hunting...

JOE

(interrupting)

No, I'm serious. Why did you move here?

From behind them, Hicks comes racing up on rims.

HICKS

Guys! Guys! Check it out!

TURN to see Suzie Saint-Claire walking her bike to the rack. Kick into "Unchained Melody." The boys stare in lust...

Suzie's face. Body. Bike. Spokes glimmering, reflectors flashing...

BILLY

That is the most beautiful bike I've ever seen.

TOM

A Rockhopper 16J Elite™.

(to Alan)

Where'd your sister get that?

JOE

No girl should own that bike.

At the far end of the racks, Suzie finally notices the pack of boys staring at her. It's creepy.

BILLY

So anyway, there's these two guys
hunting...

Suzie finishes locking up and leaves. Like moths to a flame, the boys all move toward the bike, leaving Billy alone with his joke.

INT. PRINCIPAL'S OFFICE - DAY

Christine unpacks books onto a shelf. Finishing one box, she cuts open another with a giant utility knife, sweeping so fast that the blade sticks into her desk. She struggles to get it free, her frustration increasing.

God bless her, she's about as coordinated as a drunken Stogie. Bracing with a foot for leverage, she tries to pull it loose. Her shoulder bumps into the shelf. It falls. Twelve textbooks rain down on her, the final one beaming her on the head.

INT. SCHOOL HALLWAY - CONTINUOUS

Three LITTLE GIRLS in starched dresses carry bouquets of dandelions. They knock on Christine's door, pushing it open...

THE GIRLS

(singing)

Hello hello and welcome welcome,
welcome to our school.

Back turned, eyes wide and maniacal, Christine yanks the knife with a mighty GRUNT. It pops free, spinning her to reveal her guests.

They SCREAM. One girl drops her dandelions. The other two run. Finally, the third follows. Christine makes it to the door.

CHRISTINE

(still reeling)

Wait! Come back! Come ba-a-a-ack.

She slumps back into her office, pressing her head against the door to squeeze out the pain. Her eyes are crossed.

A WOMAN'S VOICE
You must be Christine.

Blurry at first, the WOMAN comes into focus.

WOMAN
I'm Eveylne Saint-Claire. I'm a "mom."
In your hair already.

CHRISTINE
No, it's...
(dizzy)
It's great to meet you.

Still dazed, she sets the knife down to shake hands. Mrs. Saint-Claire is a handsome woman with a Breck Girl smile and the emotional stability of an abused hummingbird.

MRS. SAINT-CLAIRE
I have two kids. Twins. Suzie and Alan. Both are what you'd call ("air quotes") "special needs." My daughter Suzie is very bright. She's been tested. What's a number, I know. It was 140. And because of her abilities, her peers sometimes have trouble relating to her. You understand. Jealousy.

Christine nods. Mrs. Saint-Claire examines the struggling spider plant on Christine's desk.

MRS. SAINT-CLAIRE
Alan, my son, has a diagnosed attention deficit disorder, and also a bit of, well...I don't want to blame his teachers, or the curriculum, but frankly he needed a whole-language approach. This phonics concept, it didn't "hook" him.

A beat. When Mrs. Saint-Claire looks back up, we see tears hanging in her eyes. They came out of nowhere. Her voice cracks a little...

MRS. SAINT-CLAIRE
Second grade, we would be at the dinner table and he would start making random vowel sounds. "Daa daaa DOO DOO dee." This would go on for hours on end. It was heartbreaking.

Christine doesn't know how to handle this weeping woman.

CHRISTINE

What grade are they in now?

MRS. SAINT-CLAIRE

Fifth.

CHRISTINE

My son Billy is a fifth-grader. He's in their class.

Mrs. Saint-Claire smiles beatifically, now happy tears.

MRS. SAINT-CLAIRE

Then you understand. You know what I'm going through.

She rips the last dead leaves off the plant and puts it on the windowsill just so. With her back turned, Christine WINCES from the still-intense head pain.

MRS. SAINT-CLAIRE

I need to tell you that there were some parents, well-meaning parents, who were worried that since your last job was at a school of mostly...

(which word?)

...urban children, you might somehow bring those types of problems problems with you. Drugs and gangs and crack. I told them what I'm going to tell you: I think kids are kids. And each one of them is a unique little problem to solve.

Christine tries to find something to say, but Mrs. Saint-Claire fills the silence.

MRS. SAINT-CLAIRE

People ask me, other mothers ask me, Eveylne, how can you sacrifice so much of your time for your kids? Don't you want to go shopping, to the movies, take a little time for yourself? Guess what? It's not a sacrifice at all. My kids are my life. They are. And when they tell me, "Mom, you're the best," I say no, I'm not. I just have the best kids in the world, and that makes it so easy.

Christine smiles.

MRS. SAINT-CLAIRE
I'll go. I know you're busy. I just
wanted to say, "Hi."

CHRISTINE
It was good to meet you.

They shake as Mrs. Saint-Claire leaves. Alone at last,
Christine squeezes her temples. The pain is palpable.

MRS. SAINT-CLAIRE
(leaning back in)
Christine.

She jumps.

MRS. SAINT-CLAIRE
I just wanted to say, I think we're
going to be great friends.

INT. FIFTH GRADE CLASSROOM - DAY

Kids load up their desks, ripping school supplies out of
packaging. Hicks launches an eraser off his ruler. Pegs Gelman
in the head. Alan glues his hand to the desk.

Weezer points to a kid's lame ass pad of paper.

WEEZER
Oooh. Little Brave. I got Big Chief.

Joe holds up his. It's immense.

JOE
Indian Warlord.

Billy checks his paper. Generic. He hides it in his desk.
GRETCHEN DeMARCO, a chubby girl with frightening orthodontics,
takes a sheet of Suzie's notebook paper, compares it to her own.

GRETCHEN
You're using college-ruled? I'm still
using wide-ruled.

SUZIE
I'll loan you some.

Their teacher, MISS OVERHOLSER, is a willowy spinster three
years past retirement.

MISS OVERHOLSER

Class, we have a new student this year.
Billy, would you introduce yourself?

WEEZER

Bill-EEEEEE.

He stands, bobbing as he talks, trying to look cool.

BILLY

I'm Billy. We moved here from Los Angeles because my dad used to run this coffee shop, but it went bankrupt because he says it was ahead of its time. So anyway, I have a joke.

He has a captive audience. The reins of destiny are his.

BILLY

So these two really stupid guys are hunting and like, okay they have a dog, a hunting dog like a lab or a pointer. I don't know. It doesn't really matter. Anyway these birds keep flying over all day but the hunters aren't getting any. So finally one guy says to the other guy...

JOE

(interrupting)

Maybe we oughtta throw the dog higher.

A beat. Silence.

BILLY

Yeah. That's what he said.

Embarrassed, Billy takes his seat. Tom shakes his head sadly.

MISS OVERHOLSER

That's a very funny joke, Billy. Thank you. Also, the rest of the class might not know that your mother, Mrs. Forrester, is our new principal.

We see Billy's world crumble in SLOW MOTION. He sinks lower in his chair as the class turns to look at him. Joe smirks.

EXT. PLAYGROUND - DAY

Fifteen minutes of freedom. Each area has its own crowd, its own clique. Billy moves through the swings and teeter-totters.

None of the other kids make eye contact with him.

ON THE BLACKTOP

Billy stands at the edge of a basketball game. When a KID takes the ball back-court, he's right beside Billy.

THE KID

We already got teams.

ON THE JUNGLE GYM

From her perch, Suzie Saint-Claire watches as Billy walks away.

ON THE FIELD

HICKS

Maybe it ate poison. Like rat poison.

We look up as six BOYS stand around a dead bird, poking it with a stick. Billy squeezes his head in to look. After a beat, the other boys walk away.

ON THE BENCHES

Tom looks up from his baseball cards. Billy looks over. Tom goes back to his trading.

From the softball diamond, Joe motions for Billy to come over. He's hanging out with Alan and few of his cronies. As Billy approaches, Joe tosses a Coke can in the air. SMASHES it with a bat, launching it into left field. Hands the bat to Billy.

Billy kicks his feet in the dirt, getting his footing. VARIOUS ANGLES: The Girls. The Boys. All eyes are on him.

Billy tosses up a can, swings. Misses by a mile. Joe LAUGHS. The recess bell RINGS. Billy tosses up another can. Swings and connects.

BILLY

That's the bell. We gotta go in.

JOE

I didn't hear anything.

BILLY

Everybody's going in.

JOE

Oh that's right -- your mommy's the principal.

A beat as the playground empties. Joe and Billy hold their

ground. Finally they start heading in. Joe tosses up a rock.

JOE

Watch this.

He connects with a Babe Ruth swing. We RUSH with the rock as it hurtles toward the school. The windows. Billy closes his eyes. Alan grins maniacally as...

JOE

Oh sh---

...it CRASHES through a window, glass TINKLING as it hits the concrete. Billy stares in horror.

BY THE SCHOOL

Suzie leans back around the corner, out of sight. She saw the whole thing. She holds for a moment, a moral quandary.

INT. PRINCIPAL'S OFFICE - DAY

Billy sits alone in dread. Overhead, a fluorescent light FLICKERS. The clock TICKS menacingly.

He turns around a picture frame on Christine's desk, a photo of his family on a camping trip. Suddenly the frame falls down. Grabbing for it, he knocks over a house plant. Dirt everywhere. He kicks it under a chair. Sets the plant down. It teeters over, crashing into a Snapple.

He frantically tries to blot up the spill. Halfway into dabbing, he looks to see what papers he's using. Attendance sheets.

He sits back on the counter, trying to sort them out. His butt hits a switch. A red light turns on --

INT. BILLY'S CLASSROOM - DAY

A SQUELCH comes over the intercom. Miss Overholser and the KIDS look up.

INT. PRINCIPAL'S OFFICE - DAY

Billy tries to wring the papers out into the trash.

THROUGH THE WINDOW

he sees his mom talking to someone in the hall. Desperate, he shoves the wet papers in a drawer. Leaps for his chair. Christine comes in with water and aspirin, closing the door

behind her. At the last minute, Billy flips the family picture right-side-up. He smiles nervously. She sits across from him.

CHRISTINE

I wasn't expecting to see you so soon.
 (takes aspirin)
 Honey, I know this is awkward. If it helps, pretend I'm not your mom; I'm just your principal.

BILLY

I'm not gonna narc on my friends.
 That's like the prime directive.

INT. BILLY'S CLASS - CONTINUOUS

The class is still looking up at the intercom. Suzie comes in from the hall, takes her seat.

CHRISTINE (ON INTERCOM)

I know you think you're protecting your friends, but you're not. They need to learn to take responsibility for their actions. Because eventually it's going to catch up with them.

Joe tries to look cool, but his eyes betray him. Alan looks over.

INT. PRINCIPAL'S OFFICE - CONTINUOUS

The weight of Christine's gaze is crushing. Billy squirms.

BILLY

(a whisper)
 I can't tell you.

A KNOCK at the door. ANOTHER TEACHER pokes his head in.

TEACHER

(whispers, points)
 Intercom.

Christine finds the switch. Realizing it's been on all this time, Billy's heart drops three floors.

TEACHER

It was Joe McGuire who broke the window.

CHRISTINE

You're sure?

TEACHER

A reliable source just told me. And believe me, I know the work.

CHRISTINE

(to Billy; disappointed)
Looks like you're off the hook.

INT. BILLY'S CLASSROOM - DAY

The room is dark as the class watches a '70s Scholastic film strip.

NARRATOR

Contrary to its name, the dung beetle thrives on a wide variety of plant and animal refuse.

All eyes are on Billy as he moves through the light to find his seat. At the door, Christine talks to Miss Overholser.

MISS OVERHOLSER

Joe McGuire. Would you come up here, please?

A stirring goes through the class. Joe glares over at Billy, who motions "I didn't do it." As Joe goes up to the door, the kids in class stare accusingly at Billy -- a sacred covenant has been broken. Tom shakes his head.

INT. CLASSROOM - LATER

The class is quiet, heads bent over for silent reading. Alan sucks up a page from his book, blowing to turn it over. Joe comes in from the hall, walking tough. All eyes follow him as he takes his seat. After a beat, Weezer leans over.

WEEZER

(whispering)
So what happened?

JOE

You wouldn't believe me if I told you.

GELMAN

Sure we would.

A beat.

JOE
 (leans close)
 It was like this...

INT. CHRISTINE'S OFFICE - DAY

Shadowy BLACK AND WHITE, all intercuts and close-ups. This isn't Billyvision -- this is Joe telling a fabulous and elaborate lie.

JOE
 She said...

CHRISTINE
 We can do this easy, or we can do this hard. I know you broke the window.

CU: Light through a broken window.
 CU: Rock breaks the glass.
 CU: Hand throws rock.
 CU: Joe's face as he throws.

Christine sets the rock down on the desk.

JOE
 It was an accident.

CHRISTINE
 Lots of accidents happen at school.
 Kids disappear without a trace.
 Especially troublemakers.

CU: An empty desk.

CHRISTINE
 Listen to me, Joe. I've already got a milk carton with your name on it.

EXT. PLAYGROUND - DAY (COLOR)

By the balance beam, a crowd of KIDS listens with rapt attention to Joe's story.

DANDELION GIRL
 It's true! She had a knife.

WEEZER
 What'd you say?

JOE
 I stuck with my story.

GRETCHEN
You are so brave.

EXT. BLACKTOP - DAY

One basketball-playing BOY leans over to ANOTHER.

BOY
I heard if you even sneeze in the
library, she makes you clean out the
chalk trays. With your tongue.

BEHIND THEM

A PIG-TAILED GIRL swings one end of a jumprope. Suzie is
sitting nearby, reading "The Fountainhead."

PIG-TAILED GIRL
In California, because of the gangs, if
you're tardy more than three times they
cut off all your hair.

SUZIE
No they don't.

PIG-TAILED GIRL
It's true. That's why they wear
bandanas.

The JUMP-ROPING GIRL suddenly gets a panicked expression.
Christine walks past, smiling. The pig-tailed girl fingers her
precious hair worriedly.

FURTHER ON

Four LITTLE GIRLS are playing four-square when the ball takes a
bad bounce. Christine catches the ball for them. The girls
stare at her in wide-eyed horror. She smiles. Three of the
girls back away in terror.

CHRISTINE
(confused but comforting)
Here you go.

She tries to hand the ball to the remaining girl, who breaks
down in tears. Christine puts a hand on her shoulder to comfort
her, but the girl runs away, SCREAMING.

What did she do?

EXT. THE JUNGLE GYM - DAY

The crowd around Joe has grown to a mob, kids from every grade.

HICKS

She was going to kill your dog?

JOE

That's the only reason I gave in.

WEEZER

Man, that chick is mean.

GELMAN

She's not just mean. She's some kind of supervillain.

GRETCHEN

(decidedly)

I hate her.

ANGLE ON BILLY

at the edge of the crowd. Tom looks over to him. Billy slinks away, trying to be invisible.

INT. CAFETERIA / LUNCH LINE - DAY

Billy slides his tray down the slow-moving line -- it's taco day. A GIANT COOK with three missing fingers drops a new tray of crumbled meat into the steam table.

Billy's up. The cook's staring at him, a scoop of crumbled taco meat ready.

BILLY

Just milk.

INT. LUNCHROOM - DAY

It's one of those long cafeteria tables where the sides fold down into benches. Tom stands near the middle.

TOM

Peanut butter, peanut butter. Sold!
Next I've got baloney on wheat, partly
mushed. I see an apple, do I...fruit
rollup! Going...Going...Sold!

He makes the swap, giving the BALONEY KID his fruit rollup.

TOM

I get 10 percent of that.

Alan trades his entire lunch for sugar packets. He hordes them like a junkie.

Billy looks for a place to sit. Kids slide their trays to close open gaps -- he's being shut out. Billy takes a chair at the short end of the table.

JOE

Move it, Forrester. That's mine.

Billy surrenders the chair, still no place to sit. Finally Suzie moves her tray to create an open space. Billy ends up sitting in the middle of the girls' section. It's humiliating.

SUZIE

(low)

Look at it this way. Your day can only get better.

BILLY

Yeah, maybe I could get hit by a truck.

He looks through his lunch bag, but all that's inside is a styrofoam container.

TOM

Leftovers? Good market for that, especially Italian.

Billy opens the lid to reveal...dirt.

BILLY

It's just dirt.

TOM

What are you supposed to do? Grow your own?

ALAN

Ch-Ch-Ch-Chia!

Billy digs around in it, finally dumping it out on the tray. A squiggling pink mass of

WORMS

spills out. Real nightcrawlers, the kind that looks like they have a band-aid around the middle. Girls SCREAM, everyone gets away. Billy looks at the container, confused.

FLASH CUT

EXT. RIVER DOCKS - DAY

Fishing pole in hand, Mitch digs into a brown bag. Pulls out a sandwich. An apple. Cheetos.

He knots his brow. Katie looks up from under a fishing hat. With a shrug, Mitch threads a Cheeto on the hook.

FLASH CUT

INT. BACK AT THE LUNCHROOM - DAY

Dead quiet. Everything feels hyper-real, stylized. The class stands back, staring at the pile of dirt. A few worms drop over the side of the table, SMACKING on the floor below.

JOE

Hey Forrester. Dare you to eat one.

Like spectators at a tennis match, all heads swivel to Billy...

BILLY

No way.

(beat)

I mean, you're kidding, right?

WHIP PAN back to Joe...

JOE

You're not just a snitch, you're a wuss, too.

Billy looks around at the other kids. Maybe Joe was serious. The moment passes.

En masse, the girls carry their trays to a new table, leaving Billy behind. He starts to scoop the dirt and worms back into the container.

GRETCHEN

(low)

God, he's such a freak.

When no one's looking, Tom leaves Billy half his sandwich.

EXT. FOOTBALL FIELDS / P.E. CLASS - DAY

TWO SHOT: It's down between Billy and the Cowlicked Kid.

JOE

Simmons.

The Cowlicked Kid takes his place with the team. Billy, the humiliated leftover, goes with the others.

EXT. FIELD - DAY

JOE
Hut! Hut! Hike!

As quarterback, Joe scans for an open receiver. Billy's covering his man tight. Finally, Joe makes a break for it. Billy's all over him, de-flagging him just before the goal line.

COACH MCGUIRE
Nice hustle, Joe.

JOE
Thanks, Dad.

Coming up behind Billy, Joe shoves him hard, sending him tumbling. No one saw him do it.

Joe gives him a hand to help him up.

Drops him again.

INT. SCHOOL STAGE - DAY

SERIES OF SHOTS: Against a mottled-leaf background, Suzie strikes a Glamour pose. FLASH.

Weezer can't decide whether to smile with or without teeth. FLASH.

Alan looks wholesome and decent. His eyes suddenly bug out. FLASH.

Tom checks his look in a big mirror. Billy's behind him, trying to get the mud off his shirt. There's a noticeable gap in the line behind him.

BILLY
Why does everyone treat me like I'm radioactive?

Tom pulls him to face the mirror. In the reflection, Christine's head is growing out of Billy's shoulder.

Billy spins to see Christine against the far wall talking to another teacher. She waves to him. Billy cringes.

Tom sits on the stool, a Hollywood smile. FLASH.

TOM
(to photographer)
How about another for protection?

Back in line, the Cowlicked Kid comes up behind Billy.

COWLICKED KID
So B-b-b-b-billy. D-d-do you like Anim-
m-maniacs?

BILLY
Leave me alone, you little turd.

It was loud enough that everyone heard. And looked. Billy ignores the stares.

The Cowlicked Kid would die right now, if will alone could manage it.

INT. STAIRWELL - DAY

Coming off the stage, Billy heads down a few hidden steps. Out of the darkness, a hand grabs him, pinning him against the wall.

It's Suzie.

SUZIE
Leave Simmons alone.

BILLY
I didn't mean...OW!

SUZIE
You want to pick on somebody, pick on
the kid on top. Don't be a thug.

With another shove, she leaves him in the shadows to recover. A school bell RINGS.

INT. CLASSROOM - DAY

End of the day. The class stacks their chairs on their desks. Billy tries to make eye contact with the Cowlicked Kid, but the boy won't look over.

As people file out past Billy, it's like he's invisible. Only Suzie glares as she passes.

EXT. PLAYGROUND - DAY

Standing near the building, Billy watches as Joe and the other boys are unlock their bikes. Tom, Weezer, Hicks and Gelman form a loose group along the edge of Joe's pack. At the far end of the bike racks, the Cowlicked Kid unlocks his Huffy.

Joe says something to him. We don't hear what it was, but it hurt.

Billy closes his eyes. Breathes twice. And walks.

Joe's cronies nudge him as Billy approaches.

BILLY
Hey Joe. You're on.

JOE
On what?

BILLY
I'm taking your bet.

JOE
What bet?

BILLY
I'm gonna eat a worm.

He unzips his pack and takes out the styrofoam container. Joe is genuinely surprised. He hardly remembers the bet.

WEEZER
Cool.

BILLY
And if I do it, Simmons gets to lock his bike there.

He points to the Cowlicked Kid, who's startled. A general "huh?" runs through the kids.

JOE
No way. It would take a crapload more than one worm.

BILLY
Okay. Two worms.

An "OOOH" goes through the boys.

JOE
A hundred.

Billy hesitates. Then...

TOM

Five.

Billy looks at Tom -- what the hell are you doing?

JOE

Fifty.

TOM

Seven.

JOE

Fifty-seven.

BILLY

Wait!

This isn't at all what he planned. He looks around at the other kids looking at him. For just this moment, he's not a dork.

BILLY

I'll eat as many worms as are in this pack. One a day, as long as it takes.

All eyes on Joe. He looks at Billy, at the container.

JOE

Deal.

EXT. CONCRETE - MINUTES LATER

Boys fingers sort through the dirt, picking out the worms. Some try to squiggle back toward the clump.

BOYS

...Eleven...Twelve...

Billy looks in, surprised just how many there are.

BOYS

...Thirteen...Fourteen...

TOM

Fif...Is that really one worm?

WEEZER

Jesus H. Christmas.

HICKS

It's one piece. Maybe it's a mutant.

The WORM in question is easily three times the size of the

others, not just in length, but also girth.

GELMAN
It's Big Charley.

BOYS
(agreeing)
Big Charley.

TOM
(to Billy)
I'd eat him last.

Billy looks to Joe.

BILLY
A worm a day for fifteen days. Fixed
however I want.

JOE
And I have to see you eat it.

Billy and Joe spit on their hands to cement the deal. Shake.

JOE
One more thing. No snitching to Mommy.
We keep this just between us. If
anybody tells anybody anything, I will
personally kick his ass. Everybody
swear.

ALL THE BOYS
(loosely together)
Swear.

GELMAN
Where are you gonna eat the first one?

TOM
I know a place.

He looks over to the school.

INT. EMPTY HALLWAYS - DAY

An creaky old JANITOR wheels his mop bucket, starts a new section. He has his back turned, WHISTLING. Tom peers around a corner, signals the all-clear.

Cue "MISSION IMPOSSIBLE"-type theme. A squad of a dozen BOYS scurries down the hall, ducking for cover. Weezer sneaks behind the janitor. His sneakers SQUEAK on the wet floor. He freezes.

The janitor stops WHISTLING. Echoey quiet. From their hiding places, the boys panic. Weezer moves to stay behind the janitor as he turns. He ducks safely into the cafeteria.

EXT. BACK ALLEY - DAY

SWOOP in on Billy, Joe, Alan and Hicks crouching behind a dumpster. Billy checks his Swatch. All four watch as the burly school cook opens a side door from the kitchen. He hangs his apron on a hook, takes his motorcycle helmet.

Billy motions to Gelman, hidden in the bushes. Gelman flashes his glasses in the sunlight, sending a signal to...

EXT/INT. SIDE WINDOW - DAY

...the Cowlicked Kid, who relays the message inside to...

INT. HALLWAY - DAY

...Tom, who motions Go! Go! Go! Weezer holds open the cafeteria door as the boys sneak behind the Janitor.

EXT. SIDE DOOR - DAY

The cook checks his keys, locks the knob on the outside door. Billy panics.

BILLY
C'mon Tom!

The door is perilously close to shutting when --

INT. CAFETERIA - DAY

Tom POUNDS on the inside door.

EXT. OUTSIDE DOOR - DAY

In the nick of time, the cook hears it. He steps back inside. Billy and Hicks dash for the door before it closes. They lay a strip of duct tape over the jam to keep it from locking.

INT. CAFETERIA - DAY

COWLICKED KID
I didn't fart. You farted.

WEEZER
Smelt it, dealt it.

Tom SHUSHES them. The top half of the kitchen door swings open. The cook looks out into the empty cafeteria. Huh.

REVERSE to see Tom and the rest of the kids pressed back against the wall. The cook shuts the door.

EXT. ALLEY - DAY

Billy and Joe hide again. The cook comes out, lets the door shut. He heads across the parking lot.

JOE
(to Alan)
Stay here and keep watch.

ALAN
What am I supposed to watch?

JOE
Everything.

Billy, Joe and Gelman duck into the kitchen. Alan's head swivels as he tries to watch everything at once. Two SECOND GRADE GIRLS walk past, unnerved by Alan's bug-eyed autism.

ALAN
Hihowzitgoin'?

The girls RUN.

INT. KITCHEN - DAY

Gelman opens a cabinet. Forty-seven pans fall out, CLANGING endlessly. Everyone SHUSHES everyone else.

Weezer opens a refrigerator, helping himself to a few bowls of Jello. Billy is fiddling with the controls on the big stove.

BILLY
How do we turn this on?

HICKS
Try this one.

A jet of flame shoots up in the background.

BILLY
It's not doing anything.

The flame dies. No one saw it. Tom digs out a worm from the styrofoam pack.

BILLY

We gotta like kill it first. Y'know, eucharize it.

TOM

Whattawe gonna do, shoot it?

Joe jams a spatula into a crack. Puts the worm on the end and launches it like a catapult. It hits SMACK against a wall. Hangs for a sec. Then falls. The boys lean in to look.

HICKS

Is it dead?

GELMAN

I think it's dazed.

EXT. PARKING LOT - DAY

Standing at his Harley Softtail, the cook checks his pockets. Thinks for a second. Turns and heads back toward the school.

INT. KITCHEN - DAY

We PUSH IN on a pair of sunglasses, forgotten on the desk.

Their eyes at grill-level, the boys drop a worm on the greasy surface, where it SPUTTERS and POPS.

EXT. SIDE OF SCHOOL - DAY

Alan, still frantically watching everything at once, finally spots the cook heading his way. He panics, yanking on the side door. Locked. Nowhere to run.

We CROSS-CUT back and forth, Alan and the approaching cook, who still hasn't seen him. Alan finally leaps into the dumpster.

INT. KITCHEN - DAY

WEEZER

Go!

Weezer and Hicks race to see who can SNARFLE up a bowl of Jello first. Weezer wins.

WEEZER
 (nose stuffed)
 Undofooted!

He plugs a nostril and blows out chunks of lime-green snot. The boys stare at him in horror.

WEEZER
 What! It's natural.

Weezer realizes the boys are staring behind him. He turns to face the stomach of the giant cook. He SCREAMS...

And SCREAMS...

Until he can't scream any more. It's very quiet, just the sound of the worm SIZZLING on the grill. Billy sets a pan over it to hide it.

The cook looks around at the dozen boys in his kitchen, and the mess they've made. Flour spills on the floor. A spatula falls and CLANGS.

COOK
 I've got a shotgun in that closet. It comes out in ten seconds. Nine seconds...

TOM
 Go! Go! Go!

The boys scurry, setting things straight and heading for the door. Billy grabs the fried worm in a napkin. Gelman and Hicks trip over each other. Weezer shoves half-snarfled Jello back in the refrigerator.

COOK
 Three. Two. One.

Stuck in the doorway, Gelman, Hicks and Weezer pop through. The kitchen is empty.

EXT. SOMEBODY'S BACK YARD - DAY

BILLY
 (low; to Tom)
 I can't do it. I can't. I'll hurl.

He hands the napkin-wrapped worm back to Tom.

JOE
 If he hurls, it doesn't count.

ALAN

Yeah!

Alan peels off some of the trash stuck to his body. Licks a popsicle wrapper. Tom pulls Billy aside.

TOM

If you don't do this, you're gonna look like a double wuss and a backer-outer.

BILLY

I know. I can do it, I just can't think about doing it. I need a distraction.

A beat. Tom suddenly KICKS him in the shin. Billy HOLLERS in pain, jumping around on one leg.

JOE

(fed up)
I'm out of here.

BILLY

Wait! I'll do it.

We PUSH IN on Billy, who breathes in through his nose, out through his mouth. Again. And again. And then...

He eats it. It's chewier than you'd think, tough and stringy like jerky. The boys watch, fascinated, as he chews 15 times and swallows. He licks the inside of his mouth to get rid of the taste.

JOE

Doesn't count unless it stays down.

The kids lean a little closer, waiting to see if he's going to choke or die or what. Billy looks around, unsure himself.

His lower lip begins to tremble. His jaw. Then his whole head. His arms start to quake. Everyone takes a step back. Pre-hurling chest contractions.

WEEZER

He's gonna blow!

Kids cram against the back wall, backs turned. Billy's whole body begins to convulse, a standing seizure. An inhuman RETCHING sound. Then...

BILLY

Psych!

He's totally fine.

WEEZER

I knew he was faking.
 (to Hicks)
 You believed him.

Joe pries open Billy's mouth, peers inside. Billy moves his tongue so the world can see. Nada.

TOM

The worm has been eaten!

Weezer and Gelman CHEER. On Joe's glare, they suck it back in.

INT. UPSCALE SUPERMARKET - DAY

Mitch is at the seafood counter. Katie is in the cart, still wearing her dad's fishing hat.

MITCH

Hi. I'm looking for three fish of an impressive but not unrealistic size.

TEENAGER

Like salmon?

MITCH

Like salmon but not salmon. Think local. Do you have anything that could be caught here?

TEENAGER

We have a tank.

Mitch looks down at the tank.

MITCH

Okay. These are lobsters. Now, of the two words..."local"..."fish"... Fish was far and away the more important.

The TEENAGER smiles, confused and frustrated.

TEENAGER

We have bluefish on special.

MITCH

Is that local?

A beat. The teenager shrugs, no idea.

INT. SUPERMARKET / CHECKOUT LINE - DAY

Mitch waits in line for the register when he spots Coach McGuire and Constable Jackson in the "10 Items or Less" lane. After a beat, he steers his cart that direction.

On the way, he sheds items out of his cart, winnowing it down to ten.

IN LINE

Mitch unloads his cart onto the belt. Three lobsters scurry to get away.

CONSTABLE JACKSON

Mike.

MITCH

(mock surprised)

Oh, hey. Mitch, actually.

The Coach and the Constable are buying beer. Katie tugs at her Dad's sleeve. He shushes her, not right now.

CONSTABLE JACKSON

How are you settling in?

MITCH

Great. Fine. Just, you know, everything's doing really good.

KATIE

I made yellow.

Mitch pats her on the head, embarrassed. The Coach gets his change. He and the Constable are leaving when the Coach turns.

COACH MCGUIRE

So Mitch, we're going to be drinking some beers on the boat later. Why don't you come by?

MITCH

I'll be there.

As the men leave, Mitch makes a tiny "woo-hoo."

EXT. ON THE BOAT - NIGHT

The three men kick back with cigars and Heinekens. Stars fill the giant night sky. Constable Jackson SIGHS with satisfaction. Mitch makes an even bigger SIGH, so obvious that it's funny.

COACH MCGUIRE

So Mitch. Doris says you used to run a coffee shop.

MITCH

Actually, it was a copfee shop. Combination coffee shop and copy shop. You could get some mochaccino, run some resumes.

CONSTABLE JACKSON

Did you have those biscotti things? Man, I love those.

COACH MCGUIRE

Doris says you went bankrupt.

CONSTABLE JACKSON

Thing is, it looks like toast, but really, it's a cookie.

BILLY'S VOICE (O.S.)

Dad? Dad!

MITCH

Up here!

He looks over the side of the boat. Instead of water, we see grass. We're in Coach McGuire's back yard.

BILLY

Mom says you're supposed to come home.

Mitch shrugs to his friends, starts climbing down. Coach McGuire cracks an invisible whip.

TITLE OVER: THE SECOND WORM

EXT. TOM'S BACK YARD - DAY

Tom drops the worm into a coffee grinder. Puts the lid on and WHIRS. He stops, but the BUZZING continues. It's Alan. He keeps at it until everyone's staring at him.

Tom spreads the paté on a ritz. Billy stares at it. The paté is pink and chunky.

JOE

He won't do it.

GELMAN / WEEZER / HICKS
I wouldn't. / I would. / I might.
Once.

WEEZER
Not twice.

GELMAN
No way.

JOE
First time was a fluke.

Billy's still staring. He taps at it with the tip of his tongue.

TOM
Want me to kick you again?

BILLY
I can do it.

He psyches himself up for a monster chomp. At the last second, loses his nerve. Leaning close, Tom tries a different tack...

TOM
Maybe you shouldn't do it. Back out now, call the whole thing off. Who cares what everybody thinks? If people make fun of you, you can just sick your mom on them. She could have them in detention like that. I mean, yeah, people may hate you and fear you and not invite you to parties, but at least they'll only be saying the really bad stuff behind your back.

A beat. Billy inhales the cracker, chewing and swallowing quick. With a swig of water, he gets the crumbs down.

TOM
The worm has been eaten!

A few kids CLAP, but the applause dies as they look to Joe. Still, Tom recognizes the subtle shift in perception.

A GIRL'S VOICE
Whatcha doing?

All heads spin back to the fence. Gretchen DeMarco is nursing a pudding pop, watching the whole thing.

TOM

Nothing.

GRETCHEN

Doesn't look like nothing. Looks like he just ate a worm. How come he did that?

The boys look at each other. The girl knows too much.

TOM

Scatter!

The boys run off in a hundred different directions. Gretchen stays put with her pudding pop, perplexed.

EXT. BEHIND ANOTHER HOUSE - DAY

Billy and Gelman join up with Tom and Hicks, who are hiding.

TOM

We gotta plan this better. If girls find out about this, they'll tell their moms and their mom's will tell his mom. From now on, we follow strict security protocols.

HICKS

All information on a need-to-know basis.

GELMAN

What does that mean?

HICKS

You don't need to know.

TITLE OVER: THE THIRD WORM

EXT. TOM'S HOUSE - DAY

Binoculars around his neck, Hicks watches as SOME GIRLS walk past. When they're out of range, he talks into a walkie-talkie he was hiding.

HICKS

Perimeter is clear. Repeat. Perimeter is clear.

INT. TOM'S KITCHEN - DAY

On cue, boys pull down all the window shades. Lock all the doors. Tom opens the toaster over to reveal a crisp worm dangling in the grill. A wavy pink french fry.

Dipping it in ketchup, Billy eats it in three bites.

MOTHER JACKSON

Thomas?

She pushes open the door from the dining room. There are a dozen boys in her kitchen.

TOM

We were just, uh, cleaning.

Everybody but Joe grabs something and starts scrubbing, scraping, moving things around. Alan eats a big squeeze of pancake syrup. Tom smiles wholesomely.

TITLE OVER: THE FOURTH WORM

INT. A DARK PLACE - DAY

A shaft of light. A worm SWIRLS in a tornado.

By flashlight, the boys are crammed around a hot-air popcorn popper. Alan looks especially evil with the light under his chin. Joe shoves somebody's elbow out of the way. Tom dumps the worm out. It's hardened like a pretzel.

EXT. SOMEBODY'S LAWN - DAY

Suzie and some other GIRLS stand with their bikes, watching a duct-taped refrigerator box lying on its side. Billy breaks the seal, stepping out into the blinding light. The other boys follow, like circus clowns-in-a-car. Seeing the girls, they try to play it cool.

TITLE OVER: THE FIFTH WORM

INT. A LIVING ROOM - DAY

An electric cord is plugged into a wall socket. We RACE ALONG a series of extension cords, plugged end-to-end, following it under tables...around chairs...over sleeping dogs...out a window...

OUTSIDE...

...across a patio...through the grass...into a pond... underwater...back on the grass...up a tree...in through a window...

INT. A TREEHOUSE - DAY

...to a waffle iron. Tom drops a worm on the ridges, squishes the iron closed.

There are fifteen boys crowded in the tiny treehouse, all talking at once. Hicks opens the trapdoor to let in three more.

JOE

Hurry it up. I don't got time for this
buttsqueeze.

The light on the waffle iron blinks out.

TOM

We're ready.

Tom opens the iron to reveal a crinkle-cut worm. All the boys crowd around close to get the best view. Billy reaches for his Coke, but it

ROLLS

away from him, finally hitting the wall.

BILLY

Guys. Guys! Shut up! Shut up!

Everyone shuts up. We hear a CREAKING and a GROANING, wood pulling apart.

EXT. THE TREE - DAY

The treehouse is canted at an angle, all the weight on one side. It's perilously close to falling.

INT. THE TREEHOUSE - DAY

BILLY

Nobody move.

Nobody moves. Nobody breathes. The CREAKING stops.

A tiny bird flutters in, landing on the windowsill. The treehouse starts CREAKING again.

The boys SCREAM...

The trapdoor opens. Weezer climbs in, takes a seat. The treehouse leans back to normal.

WEEZER

What did I miss? Did I miss it? What?

EXT. SIDEWALK - DAY

As the boys head their own directions, Tom calls out after Joe.

TOM

Hey Joe. What are you gonna do if he makes it?

JOE

I didn't bet that he couldn't eat five worms. I bet that he couldn't eat fifteen.

There's an ominous quality to the statement that eludes no one.

INT. SCHOOL LOBBY / OPEN HOUSE - NIGHT

A swarm of PARENTS crowds the hallways. Christine does the meet-and-greet at the door. Mitch carries a sleeping Katie.

As her husband videotapes everything, Mrs. Saint-Claire checks the student artwork hung on the walls. She exhales sharply, shocked.

MRS. SAINT-CLAIRE

This is Suzie's! Buried below eye level.

Mr. Saint-Claire grunts that he hears her, busy recording something else.

MRS. SAINT-CLAIRE

Cover me.

She moves Suzie's into a better location. The bell RINGS.

INT. BILLY'S CLASSROOM - NIGHT

In the back of the class, Mitch and the other dads sit in their respective sons' desks, knees wedged in tight.

MISS OVERHOLSER

In our American History unit, we'll start by looking at the seeds of democracy...

While Miss Overholser has her back turned, Coach McGuire

deadarms Constable Jackson. Jackson overshoots with a spitball, pegging Mitch.

COACH MCGUIRE
(fake cough)
Loser.

MISS OVERHOLSER
...and of course, the American
Revolution.

The Coach launches an eraser. Mitch reaches his arm out, stretching. Knocks off the Coach's hat. Some of the other PARENTS are watching the horseplay. Mitch tilts back in his chair to dodge a spitball. It hits Mr. Saint-Claire right in the camcorder.

MISS OVERHOLSER
Boys!

Mitch's chair tips out from under him. He CRASHES back.

MITCH
Ow.

INT. GYMNASIUM - NIGHT

By the podium, Christine finishes a conversation with Tom's Grandmother. A crowd of other PARENTS wait to introduce themselves. Next is Mrs. Saint-Claire.

MRS. SAINT-CLAIRE
Hi, friend!

CHRISTINE
Evelyne.

Mrs. Saint-Claire hands over a tin of cookies.

MRS. SAINT-CLAIRE
It's a modified Tollhouse. I use
Peruvian chocolate with fresh vanilla.
I find fresh vanilla makes all the
difference.

CHRISTINE
Thank you, that's so sweet.

MRS. SAINT-CLAIRE
What you said about letting kids be
kids, I couldn't agree with you more.
(MORE)

MRS. SAINT-CLAIRE (cont'd)
 I'm not one of those "hover mothers"
 who dictates every aspect of their
 children's lives.

CHRISTINE
 I think that's very important.

Another MOTHER tries to reach in and say hello to Christine.
 Mrs. Saint-Claire turns and snaps viciously...

MRS. SAINT-CLAIRE
 I am talking to her now. If you want
 to talk to her, you can wait. I
 waited.

The MOTHER backs off.

MRS. SAINT-CLAIRE
 (to Christine, eyes rolling)
 Some people.

INT. SAINT-CLAIRE LIVING ROOM - SAME NIGHT

Watching TV, Alan eats powdered Tang by the spoonful. Joe is
 ripping pages out of a half-dozen books. Suzie stands in the
 doorway.

SUZIE
 Mom says you're not supposed to eat in
 here.

ALAN
 Go eat your butt.

Exasperated, Suzie pulls out a Polaroid camera -- FLASH. Alan
 is blinded.

SUZIE
 (re: photo)
 I'm adding this to the collection.

She exits. He throws a magazine after her, knocking over a
 lamp. Suzie leans back in to document the destruction. FLASH.

JOE
 Check this out.

He hands Alan pages ripped from a medical guide, including
 anatomy transparencies.

ALAN
 Naked people.

Joe switches the pages.

ALAN
 (reading)
 Cronerary ringworm is a result of
 ingesting worm larvy...
 (figures out)
 Hey Joe. This is from the dog book.

Joe takes the page back, rips off the header.

JOE
 Not any more. Gimme some tape.

INT. FAMILY ROOM - NIGHT

TV BLARING, Billy sits with his head tilted.

REVERSE to see the entertainment center, still slanting 32° to the right. On screen, the David Lynch epic DUNE, the part where Kyle McLachlan rides the giant worms.

The doorbell RINGS.

INT. FORRESTER HOUSE FRONT DOOR - NIGHT

Billy flips through a stack of taped-together pages. Joe and Alan stand on the doorstep.

JOE
 We wouldn't have told you if it wasn't
 gonna, like, kill you.

ALAN
 It's fetal.

BILLY
 Why are these all taped together?

JOE
 We wanted to be really complete.

BILLY
 Why does it say "canine"?

Joe looks at the word.

JOE
 That's "kuh-need." Means it's gonna
 kill you.

ALAN
It's fetal.

Billy hands them back the papers, starts to shut the door.

JOE
Hey! If worms are safe, how come they don't sell 'em at the supermarket? How come dogs get sick when they eat 'em? I'll tell you why. Because they're poison.

Billy shuts the door.

ALAN
They're fetal.

INSIDE THE HOUSE

Billy leans back against the door. It's not that he believes them. But what if what they're saying is a little true?

INT. BILLY'S ROOM - NIGHT

It's very late. A shaft of light from the street falls across Billy as he lies awake in bed, hands on his stomach. As he closes his eyes, a GURLGING and RUSHING begins. Something in his gut is moving.

His eyes snap back open. He feels his stomach. What's going on in there?

INT. DARK DRIPPY CAVERN - STOP MOTION ANIMATION

TITLE OVER: INSIDE BILLY'S STOMACH

A WORM with an accordion leans into the microphone.

THE WORM
Ever-ee-bahdy polka!

As the WORM BAND gets into it, we REVERSE to see the dance floor. WORM COUPLES dance and spin like only invertebrates can. One couple spins too fast, causing the gentleman to rip in half. Both pieces get up and start dancing with each other. We SWIRL around until we get woozy, finally cutting to...

INT. MITCH AND CHRISTINE'S ROOM - NIGHT

The alarm clock reads 3:15 a.m. The door suddenly BLASTS open.

Lights FLARE.

BILLY
 Mom! Dad! Wake up!
 Wakeupwakeupwakeup!

They're not moving fast enough, so he starts JUMPING up and down on the bed.

MITCH
 Earthquake! Katie!

He trips as he climbs out of bed, falling on the floor.

CHRISTINE
 Billy, what is it?

BILLY
 I ate a...I ate...

He wants to tell, but he can't.

BILLY
 I ate a bug.

Christine and Mitch sit there, breathless and dazed. What?

INT. LIVING ROOM - NIGHT

Mitch and Billy flop on the couch while Christine talks on the phone in the background. She calls out...

CHRISTINE
 Billy, what time did you eat it?

BILLY
 About 3:30.

Christine relays the information over the phone.

MITCH
 So this was a one-time thing, right?
 Some kind of dare.

BILLY
 (very seriously)
 I can't tell you.

MITCH
 I knew it. Secret society stuff. In college once I had to eat three live goldfish.

BILLY

Really?

MITCH

I guess they were goldfish. I dunno.
I was blindfolded.

BILLY

Cool.

Christine hangs up and comes over.

CHRISTINE

I called Dr. McGrath in California. She
said if you're feeling okay now then
not to worry about it.

BILLY

So I'm not gonna die?

MITCH

Told ya.

Billy is relieved.

INT. MASTER BEDROOM - NIGHT

Mitch and Christine climb back into bed.

CHRISTINE

I blame you.

She switches off the light.

INT. CLASS - DAY

With a thumbtack, Tom is frantically trying to pin something
down. It's an earthworm. He pins it back to the cardboard.

He and Billy are lab partners for worm-dissection. Nearby are
Suzie and Gretchen, Joe and Alan.

MISS OVERHOLSER

Next we're going to bisect the worm
along the axis.

Mistaking it for the chalk, she SCRAPES the scalpel across the
chalkboard. The class SCREAMS. With a sudden CHOP, Joe hacks
his worm in half.

JOE

Hey Alan. We got a bisexual worm.

Billy and Tom look into their open worm, its skin pinned back. It's not a pretty picture.

MISS OVERHOLSER

You'll notice the digestive system of the worm is essentially a tube. Dirt and food matter enters through one orifice, is processed and digested by enzymes, then is expelled as waste matter through the other orifice.

HICKS

Wazzat mean?

WEEZER

It's crap.

JOE

(leaning over)

Hey Forrester. Hungry?

Billy ignores him. Nauseous, he picks at something with the blade.

BILLY

(to Tom)

Is that dirt?

TOM

I don't know which end's which.

The other boys huddle close, staring.

JOE

Hey Forrester. You are what you eat.

TITLE OVER: THE SIXTH WORM

EXT. A BIG DITCH - DAY

Hicks is propped up over the edge, scanning the horizon with his binoculars. The largest group of kids yet is gathered at the bottom of the ravine to watch the worm-eating. Billy is pale and sweating. Tom is fanning him. Joe smirks to himself.

BILLY

I can't do it.

TOM

What do you mean? It's a s'more.

It is a s'more. Tom pokes the worm back into the melted marshmallow.

BILLY

What if it's, y'know, working on something.

Tom turns the s'more 180 degrees.

TOM

See, now it's just the dirt side.

JOE

Either way, you gotta eat the whole thing.

TOM

Hey Joe. Read between the lines.

He holds up three fingers. Half-convinced, Billy takes the s'more. He bites into it. The worm pulls out, caked with chocolate and marshmallow goo. He sucks it in and swallows. The boys CHEER. Joe walks away, kicking a rock into low orbit. Billy looks woozy.

INT. THE OVEN - NIGHT

Christine SCRAPES at the charred interior. Mitch leans in to look. He stares at the cookie he's eating.

MITCH

Huh. The fresh vanilla really does make a difference.

CHRISTINE

Don't eat those. They're poison.

MITCH

They're great.

CHRISTINE

They're made with evil intent. That woman is Donna Reed with a deathwish.

(beat)

Has Billy been acting weird around you?

MITCH

Weird funny? Weird droopy? Weird eek-a-eek-a-eek?

He makes Psycho-stabbing motions.

CHRISTINE
I dunno. Like something's up.

MITCH
I'll have a little talk with him.
Father to son, guy to guy.
(re: cookie)
No woman who bakes this well can be all
evil.

Christine takes his cookie away. Eats it. A beat.

MITCH
See?

CHRISTINE
No. I hate her more.

INT. BILLY'S ROOM - NIGHT

Billy is sitting on his bed, counting the worms left in the styrofoam container. A KNOCK at the door. Billy hides his stash behind him.

MITCH
(leaning in)
Sport. Is anything up? Are you acting
weird?

BILLY
No.

MITCH
Okay. Just checking.

Mitch walks away. Billy hides the container in a Igloo cooler under his bed.

INT. A COZY LITTLE HOUSE - NIGHT

A doorbell RINGS. Miss Overholser looks up from the spelling tests she's grading. It's much too late for guests.

FOYER / AT THE DOOR

Stepping back from the peephole, she opens the door to reveal...

MISS OVERHOLSER
Cyrus McKewin. It's after nine!

CYRUS is a Scottish gentleman of 83 years. He looks up to her, tears in his eyes.

MISS OVERHOLSER
Oh Cyrus, it's not your mother?

CYRUS
She's dead Kate, just this evening.
The angels came at four past eight.

A respectful beat. Then suddenly...

CYRUS
Marry me, Kate. Elope with me tonight.
We'll see the sun come up in Paris and
set in Rome.

MISS OVERHOLSER
Cyrus...

Tears fill her eyes. She flees into the next room, out of sight. Cyrus is heartbroken.

CYRUS
Surely there can be no one left to
raise eye at us, to give reason we
cannot wed. Our love buried them all.
(realizing; crestfallen)
Unless you don't believe a Catholic and
a Luteran can have any hope together.

Miss Overholser returns. A beat.

MISS OVERHOLSER
I was getting my coat.

EXT. AIRPORT - NIGHT

A jet takes off overhead, leaving only the black night sky.

CROSSFADE TO:

INT. CLASSROOM - DAY

We SWEEP PAST the empty blackboard to reveal the fifth-graders, most in their seats, a few pacing. Joe bounces a ball against the closets. Billy checks his watch, then the clock.

There's no substitute. No adult at all.

GELMAN
What if she's dead?

SUZIE

If she's dead, they would send a substitute.

HICKS

What if she's dead and nobody knows she's dead?

WEEZER

What if she's fallen and can't get up?

SUZIE

She's probably just sick.

TOM

Maybe the substitute got lost.

GELMAN

Maybe the substitute is dead.

Weezer gestures, "good point."

GRETCHEN

We have to tell somebody that there's no teacher.

JOE

Like who?

GRETCHEN

Like Billy's mom.

All eyes go to Billy. He's not touching it. We look past Billy to Gelman...

GELMAN

What if Billy's mom killed them both?

JOE

We don't have to tell anybody anything. We're just going to sit here until something happens.

He says it with a certainty that shuts everyone up. Everyone except Gretchen.

GRETCHEN

What does Billy think?

JOE

Who cares what Billy thinks?

ALAN

Yeah. Who cares.

BILLY

I'm cool with just hanging out, I guess.

Joe gestures, "see?"

SUZIE

We should vote. We should vote on whether we're going to tell anybody or not.

(off boys' groans)

It's the right thing to do.

JOE

All in favor of not voting, raise your hand.

All the boys raise their hands. They outnumber the girls. Suzie gives up, disgusted.

TOM

Maybe Joe's right. As long as we don't screw around, nobody's going to know the teacher's not here. We just have to play it cool.

CUT TO:

TITLE OVER BLACK: FIVE MINUTES LATER

A volley of spitballs rains down as Weezer and Hicks wrestle in the aisle, knocking over desks as they go. The Cowlicked Kid barely avoids getting crushed.

JOE

Go long!

From across the room, Joe passes the football to Alan, who isn't paying any attention. The ball knocks down a hanging fern, dirt everywhere.

The girls wince, standing up on their chairs, out of the way. In its cage, the hamster runs frantically on his exercise wheel.

Gelman opens the bottom drawer of the teacher's desk. It's like the Ark of the Covenant.

GELMAN

It's all here.

Fourteen hands reach in to pull out 40 years of contraband: dart guns, pocket knives, comic books.

Tom tears a piece of paper, hands half to Billy. They each bite off strips for spitballs, stocking up.

With a Sumo stomp, Weezer braces for Hicks' next charge. From behind the desk, a volley of suction darts flies past.

SUZIE
Stop it. Stop it!

For just a moment, quiet.

SUZIE
We are in the fifth grade. We should be able to behave like grown ups for a few...

An eraser TAGS her, leaving a blotch of chalk. She seethes, but keeps her cool.

SUZIE
All I'm saying is that if we just work together, we can...

She's hit by another eraser. A beat.

SUZIE
You are so dead.

She picks up both erasers and whips them back. The girls take this as their cue to seek cover. They end up on the far side of the room, away from the door.

AT THE SINK

Weezer cups his hand and turns on the pressure, shooting a spray of water across the room.

BEHIND THE CABINET

Girls SCREAM, covering themselves. Some start throwing books from the shelf in self-defense.

BEHIND THE TEACHERS DESK

Billy gets hit in the face by a book.

WEEZER
One, two, three!

Weezer leads a charge. Billy doesn't follow him, his nose now starting to bleed. Joe stays behind as well, a contented smirk

on his face. Pencils and paperclips tumble off the desk.

In SLOW MOTION, Weezer and company set upon the girls, streams of Elmer's glue hanging heavy in the air. Glitter grenades burst like fireworks, covering everything with sparkles.

The Cowlicked Kid launches a frisbee that ricochets once, twice, before WHACKING the sprinkler head in the middle of the ceiling. A drip of water. Another.

And then a flood.

An alarm RINGS as the rain begins. At first, everyone tries to get out of the way, but the spray is inescapable. Suzie gets to her feet, soaked. Billy stands up from behind the desk. They trade a look of horror and resignation.

For a moment, everyone stands where they are in the rain, paralyzed by impending doom.

We PUSH IN on the sprinkler as it slows to a drip. We are now...

INT. CLASSROOM - LATER

The students stand in formation by the closets, still wet and dripping.

WEEZER
(to Gelman; low)
Do I got glitter on my tongue?

We slowly REVERSE to see that the room is destroyed. Smears of paint soak into the carpet. Wet construction paper dangles from the bulletin boards.

Along with the JANITOR, Christine upends desks, dumping out water. She shakes out a textbook, but it comes apart in her hands.

The kids keep their eyes low in shame and terror as Christine approaches. All but Billy, who has his head back to keep his nose from bleeding. Christine takes a look.

CHRISTINE
Go down to the nurse's office.

BILLY
I think it's almost...

CHRISTINE
Now.

There's an edge to her voice that is best not questioned. As Billy leaves, all the kids watch him. Watch her.

INT. NURSE'S OFFICE - DAY

Billy walks in with this head tipped back, trying to keep from dripping.

BILLY
Hi, is somebiddy here? I gotta bleddy
nose.

MALE VOICE
Take a seat.

BILLY'S P.O.V.

We TILT DOWN from the ceiling to reveal the seven-fingered School Cook.

BILLY
I thought you were the cook.

COOK
I also teach modern dance on Tuesdays.
Sit.

Billy complies. The Cook pokes his nose, making sure nothing's broken. He shoves cotton plugs up each nostril.

COOK
So how many worms have you eaten?
(off reaction)
I saw the worm. You're not spilling
anything, if that's what you're worried
about.

BILLY
(finally)
Six. I have nine left.

COOK
Fifteen worms. Highest I ever heard
somebody going was twelve.

BILLY
Other people have done it?

COOK
They've tried.

BILLY
What happened to 'em?

COOK
Mostly they figured out how stupid it
was to eat worms.

He hands Billy an ice pack.

COOK
What do you get if you win?

BILLY
Nothing.

COOK
No bike? No cash?

Billy shakes his head.

COOK
So you're doing it for honor. That's
good. Only people who ever finished,
finished for honor. They had a code.

BILLY
What's a code?

COOK
A code, it's like...well. You know the
difference between what's right and
what's wrong?

BILLY
Sometimes.

COOK
See, a code helps you figure that out.
It's like a set of rules. When you get
confused, you can just go back to your
code. Me, I started with twelve
things. Most of them probably don't
apply to you.

Billy nods as he thinks it over. It makes a lot of sense.
Heading for the door, he turns...

BILLY
What's my code?

COOK
That's just it. You have to find it
for yourself.

(MORE)

COOK (cont'd)
 (beat)
 But I'll get you started.

Billy takes his seat again.

INT. DESTROYED CLASSROOM - DAY

Christine rescues the hamster from a pool of floating cedar chips, moving it to higher ground. In the background, we see Mrs. Saint-Claire in the doorway, in full panic mode.

MRS. SAINT-CLAIRE
 Christine, are you alright?

CHRISTINE
 (wincing)
 I'm fine. Everything's fine.

MRS. SAINT-CLAIRE
 I just now heard about the crisis.
 Riot. Uprising.
 (gasp; pointing to carpet)
 Is that blood?

CHRISTINE
 It's paint. Really, Evelyne.
 Everything is under control.

MRS. SAINT-CLAIRE
 I didn't want to alarm you on your
 first day, but I think there's lead in
 the water. I do.

CHRISTINE
 There's no lead. There's just a lot of
 water.

She scoops an eraser out of a puddle. Mrs. Saint-Claire smiles, pretending to be calmer than she is.

MRS. SAINT-CLAIRE
 I could form a committee.

CHRISTINE
 Not necessary.

MRS. SAINT-CLAIRE
 We could have a bake sale to rebuild
 the classroom.

CHRISTINE
 No.

MRS. SAINT-CLAIRE

A raffle.

CHRISTINE

No!

She didn't mean to yell. It slipped.

MRS. SAINT-CLAIRE

I see. I see. I'm clearly out of my league. It's only my kids we're talking about.

Christine has the opportunity to jump back in. She passes.

MRS. SAINT-CLAIRE (CONT'D)

You're the principal and I'm just a mom. I guess friendship is only for sunny days.

With that she leaves. After a beat, Christine stifles a scream, chucking the eraser at the door. She feels guilty, but better.

INT. FOYER - DAY

Coming in the door, an exhausted Christine scoops up an overjoyed Katie. She's startled to see Billy waiting for her on the staircase.

BILLY

I want to make amends.

CHRISTINE

Make amends?

BILLY

I took an inventory.

CHRISTINE

Okay.

(confused)

Your dad and I were going to do this later, but we can do it now. Mitch!

He looks in from the living room. She waves him in.

BILLY

I'm sorry about trashing the room although I only did a little bit, a tiny bit really. But I'm sorry.

That's it. He's done.

CHRISTINE

On a bigger picture, do you understand that you should have come to get me right at the start?

He nods.

CHRISTINE

And are you apologizing for that, too?

BILLY

Why do I hafta apologize for something I didn't do?

CHRISTINE

Didn't do, but should have done.

BILLY

I'm not the only one who didn't do it. We sorta voted.

(to Mitch)

If I'd have gotten her, I woulda been a dork.

MITCH

He's right.

CHRISTINE

Sometimes doing the right thing means being a dork.

PPPPHEWWWW! Right over his head. She looks to Mitch.

MITCH

She's right.

BILLY

I guess I'm sorry then. I mean, if you want me to be.

He climbs the stairs. Mitch has goosebumps.

MITCH

Oooh. Parenting.

INT. SAINT-CLAIRE KITCHEN - NIGHT

CLOSE-UP: A pastry tip lays out the last perfect ribbon of frosting, reading "Vote Suzie." PULL BACK to reveal this is one of forty flawless cupcakes.

SUZIE

It just doesn't seem...I don't know.
Fair.

MRS. SAINT-CLAIRE

Sweetheart, if life were fair, none of this would be necessary. People would recognize what a beautiful and talented young woman you are without any bias or false prejudice. But it's not a perfect world, honey. I try to hide it from you guys, but I think you can see right through me.

Here comes the tears. Suzie cringes to have made her mother cry once again.

MRS. SAINT-CLAIRE

So if sometimes I do too much, just remember that I'm doing it all for you. If loving my kids is a crime, then lock me up. Lock me up.

Suzie pats her mother's back as she sobs.

MRS. SAINT-CLAIRE

(beat)

You do want to be class president again, don't you?

SUZIE

Sure.

MRS. SAINT-CLAIRE

Then you have to do whatever it takes to win.

EXT. BASKETBALL COURT - NIGHT

Coach McGuire powers past Joe for a lay-up. Joe takes the ball back-court. Makes his charge. His father is all over him, blocking every move. He finally shoots. The ball reflects off the backboard.

COACH MCGUIRE

You're not fighting for it. Defend your space. Here, cover me tight.

Joe clings to his father. A quick pivot and Coach McGuire knocks him over, ass on the asphalt. The coach makes his shot.

JOE
That's a penalty.

COACH MCGUIRE
Maybe. If there was a referee.
(helps him up))
Sometimes you gotta take the foul.
That's not cheating. It's part of
playing aggressively.

INT. CLASSROOM - DAY

Still damp, but vastly improved. The kids file in to see Christine at the blackboard. They keep quiet, eyes low. Finally, Weezer raises his hand.

WEEZER
Where's the substitute?

CHRISTINE
You're looking at her.

A collective GASP. Gelman MOANS. Billy slinks back in his seat, numb with shock.

CHRISTINE
We've heard from Miss Overholser, and she'll be back in a week. Until then, I will be teaching your class in the mornings, Coach McGuire will teach in the afternoons. Any questions?

A beat. Gretchen raises her hand.

GRETCHEN
On behalf of the class, I just want to say welcome.

The boys GROAN.

LATER

Christine walks down the aisle as they work in their workbooks. When she leans over to help the Cowlicked Kid, Joe smirks at Billy.

LATER

At the board, Christine asks a question. Only one hand goes up - the Cowlicked Kid. She picks Weezer instead. He glares at Billy.

last second...

JOE
Billy Forrester.

All the boys turn. What the hell is Joe doing?

COACH MCGUIRE
Billy, do you accept?

Billy is caught off-guard. He looks around to Tom, Weezer and the rest of the boys. They're nodding. The Cowlicked Kid gives him the thumbs-up. It would inflate anyone's ego.

BILLY
Why the hell not.
(off his reaction)
I mean, yes.

The boys CHEER. Pig-Tailed Girl glances over to Suzie, panicked. But Suzie's cool as an iceberg.

COACH MCGUIRE
Alright, then. Elections are next week.

EXT. PLAYGROUND - DAY

The boys rally around Billy by the bike racks. The attention is starting to get to him -- the smile is getting a little smug. Tom hangs back a bit, forgotten. Suzie stands near.

TOM
You'll never take him. He's too popular.

ANGLE ON Suzie. She knows it's true.

TITLE OVER: THE EIGHTH WORM

EXT. BEHIND A FENCE - DAY

We look through a knothole.

WEEZER
Spartacus, Rhombus, Barnaby Jones.
Barney is dead, we're eating his bones.

A gate opens and Weezer steps through. The gate shuts right as Tom gets to it. He KNOCKS.

HICKS (O.S.)
What's the password?

TOM
It's me.

HICKS (O.S.)
I know, but what's the password?

Tom gives his best cop-show kick to the gate. It blows open.

EXT. SOMEBODY'S BACK YARD - DAY

A canvas screen is set up, creating a "back stage" area. On the other side, a crowd of BOYS is gathered to watch the worm eating. Billy sneaks up behind Tom. SHOUTS in his ear.

TOM
(startled)
You're here. You're late.

Weezer peeks around the side of the screen.

WEEZER
Billy my man. Eating the worm!

They swap high-fives. The boys on the other side start up a
CHEER: Bill-EE! Bill-EE!

WEEZER
We on for Deathcrusher later?

BILLY
You got it.

Weezer goes back around.

TOM
I thought we were on for Deathcrusher.

BILLY
He's got Deathcrusher 2. The blood
flies at you in 3-D.

TOM
It's just, I thought we were going to
hang out.

BILLY
We are. Later.
(beat)
A lot of people want to be my friends.
(MORE)

BILLY (cont'd)
It's not fair if I just hang out with you.

Tom is hurt and bewildered.

TOM
A week ago everyone thought you were a dork. I was the only one who would hang out with you.

BILLY
I'm the one eating worms, not you. You're just sorta hanging on. You're one of those things that, you know, hangs on to other things.

Beat.

TOM
Not anymore.
(walking away)
They were wrong. You're not a dork. You're an asshole.

BILLY
Fine. Guess we're not friends anymore.

TOM
Fine.

BILLY
Fine!

TOM
FINE!

Billy walks around the blind, raising a CHEER from the gathered kids. We watch Billy's silhouette as he eats his worm. Another CHEER. We see the first chink in Tom's armor. He wipes away an angry tear before it really forms.

INT. LUNCHROOM - DAY

The boys crowd around Billy at the middle of the table, leaving Joe and Alan by themselves. Thus the cool end isn't so cool.

TOM
I got PB and marshmallow. Skippy and fluffy together again.

No one's paying attention. They're all wrapped up in a story Billy's telling. By the hand motions, it seems to involve a

machine gun. Tom hands the Cowlicked Kid back his sandwich. Suzie looks at Tom, then at Billy.

INT. HALLWAY - DAY

Coming out of the lunchroom, Billy and his admirers brush past Christine. Billy doesn't even look up at her.

We stay on Christine, nonplussed. Further down the hall, Billy whispers something to Weezer, who snickers. Christine hears it.

EXT. SOCCER FIELDS - DAY

Billy is picking his team. We PAN ALONG a line of boys, stopping on Tom.

BILLY

Hicks.

PAN OVER one more to reveal Hicks, who joins the team.

JOE

Jackson.

Tom goes over to Joe's team. Trades a glare with Billy.

EXT. FIELD - LATER

Snap. As quarterback, Joe scans for an open receiver. Passes, aiming for Tom. Billy plucks it out of the air, an interception. Tom tries to de-flag him, but Billy evades.

Only Joe stands between him and the end zone. A little shuck. A little jive. Billy gets around him. Touchdown.

Billy's team goes nuts, CHEERING, high fives all around. Tom watches from the distance.

COACH MCGUIRE

Nicely done, Mr. Forrester.

ANGLE ON Joe, betrayed. Billy brushes past him, cocky. Joe is seething.

EXT. SAINT-CLAIRE BACK YARD - DAY

Mr. Saint-Claire throws pine cones at squirrels, trying to videotape their falls. Leaning off the porch, Alan and Joe flood the dirt with a hose.

ALAN
I dunno. I don't see any worms.

JOE
You gotta look closer.
(beat)
Hey, Mr. Saint-Claire! Watch this!

Joe pushes Alan off the deck, SPLAT into the mud.

BLACK & WHITE VIDEO

In the instant-replay, the boys' heads are chopped off by bad framing.

NORMAL

MR. SAINT-CLAIRE
Alan, go change so he can do that again.

INT. SAINT-CLAIRE HALLWAY - DAY

While Alan changes clothes, Joe looks into Suzie's room. She's making election posters on the floor.

SUZIE
What do you want?

He shrugs, nothing.

JOE
I was just thinking.

SUZIE
I thought I smelled something.

JOE
We have a common enemy.

After a beat, she looks up from her markers.

INT. FORRESTER FRONT DOOR - NIGHT

Billy opens the door to reveal Suzie.

SUZIE
My parents and I are going to a
baseball game in the city tomorrow.
(MORE)

SUZIE (cont'd)
Alan isn't coming, so I was wondering
if maybe you'd like to come along.
Unless, like, you and Tom have plans.

BILLY
Tom and me aren't friends anymore.

SUZIE
Oh. So do you wanna come?

BILLY
Absolutely.

SUZIE
Perfect.

MUSIC rises as we kick into a zoomy, upbeat production number...

INT. RANGE ROVER - DAY

Billy rolls down his window, getting his first glimpse of a big East Coast city. A truck BELCHES exhaust into his face. Suzie LAUGHS.

EXT. THE BIG CITY - DAY

The Range Rover crosses a gargantuan bridge, heading into Metropolis.

INT. ART MUSEUM - DAY

Suzie and her mom tip their heads to admire an amazing painting. Billy plays with a really cool drinking fountain.

INT. SAKS FIFTH AVENUE - DAY

Suzie sprays Billy with a perfume tester. He gets her back. It erupts into warfare.

INT. SUBWAY - DAY

The crowd parts as Billy and Suzie find a place to stand. A nearby HOMELESS GUY chokes on their scent, waving a hand.

EXT. OUTSIDE A BALLPARK - DAY

Walking alongside a goofy TEAM MASCOT, Mr. Saint-Claire tries to trip it, getting the whole thing on videotape. The giant bird does a "you wanna piece of me?" It shoves Mr. Saint-Claire.

EXT. BALLPARK - DAY

Mrs. Saint-Claire glares as someone drops peanuts on her. Billy

and Suzie try to start a wave. No one follows along, which is even better.

EXT. OUTSIDE WOMENS RESTROOM - DAY

Suzie stands in a long line, bouncing to hold it in. Billy waves her over to the men's side.

INT. MEN'S ROOM - DAY

Billy stands guard outside a stall, trying to look casual but tough.

EXT. THE DOCKS - DAY

Billy and Suzie snap at each other with fish heads on their fingers. Mrs. Saint-Claire gives them each a handi-wipe.

EXT. SEAFRONT CARNIVAL - NIGHT

Billy throws a baseball, missing a stack of bottles. Suzie throws and nails them. Again. Again. And again. Billy is humiliated but impressed.

For her prize, Suzie picks a wind-up monkey with cymbals. Gives it to Billy.

EXT. PARKING LOT - NIGHT

Everyone is exhausted. Everyone except Suzie.

SUZIE

Pleeeeeease? Can't we stay just a little longer?

MRS. SAINT-CLAIRE

It's already 10 o'clock.

SUZIE

(oddly desperate)
Just another half hour.

Her dad opens the car door, motions for her to plant some butt.

INT. BACK SEAT OF RANGE ROVER - NIGHT

Billy is out for the count. He falls over onto Suzie's shoulder. Suzie is wide awake, angst-ridden. She checks her watch.

INT. FORRESTER HOUSE - LATE NIGHT

Billy gives Christine a kiss as he trudges up the stairs. He sheds clothes on his ascent.

INT. BILLY'S BEDROOM - NIGHT

He switches off the light, climbs into bed. The clock reads 11:48. A beat. He bolts straight up in bed.

BILLY

The worm!

He digs the cooler out from under the bed, opening it to find a pool of icy water and no container. The worms are gone.

EXT. TOM'S HOUSE - NIGHT

Still in his pajamas, Billy BANGS on a window.

TITLE OVER: 11:51 p.m.

BILLY

Tom!

TOM (O.S.)

Down here!

Billy was banging on the wrong window altogether.

TOM

What's wrong? Feeling guilty?

BILLY

I forgot to eat my worm, and now they're gone. I only got eight minutes left!

CUT TO:

SPRINKLERS rise in the night. Billy and Tom scan the lawn with flashlights, soaked to the bone.

TITLE OVER: 11:55 p.m.

TOM

Got one! Bring the others!

EXT. A HOUSE - NIGHT

Billy races in through an unlocked back door.

INT. THE HOUSE - NIGHT

In a SINGLE SHOT, we follow Billy as he runs through the kitchen, the dining room, and the living room. At the foot of the stairs, we hear a cat SQUEAL, its tail stomped. Billy takes the steps two at a time.

On the second floor, Billy checks the doors. No. No. Yes! A big Star Trek poster. He bursts in, flicking on the lights.

BILLY
Gelman! Wake up! Emergency!

He shakes him. Gelman SCREAMS. He fumbles for his glasses on the nightstand. They fall under the bed.

GELMAN'S P.O.V. (way out of focus)

BILLY
It's Billy. Follow me!

He runs out of the room. Gelman hurries after him, SLAMMING into the door frame. He feels his way along the wall.

INT. TOM'S KITCHEN - NIGHT

Tom throws the worm in the microwave, where it sticks against the far side. SLAMS the door. Cranks it. The worm peels off the back, slowly inflating to 10 times its normal size.

EXT. ANOTHER HOUSE - NIGHT

The back door is locked. Racing alongside the house, Billy spots an open window.

BILLY
Give me a boost.

The blind Gelman is no help at all, always facing the wrong direction. Finally Billy forces Gelman up against the wall and over the windowsill. He crashes inside.

INT. A BEDROOM - NIGHT

In Gelmanscope, everything is blurry. Someone in the room is SNORING.

GELMAN
Weezer, that you?

EXT. SIDE OF HOUSE - NIGHT

BILLY

Hurry!

From the second story, a flashlight shines down. It's Weezer.

WEEZER

Billy?

INT. BEDROOM - NIGHT

Gelman finds the bed. Nudges the sleeping figure.

GELMAN

Weezer. Wake up! You gotta wake up!

He knocks over a lamp, finally succeeding in turning it on. On the bed, a giant BULL MASTIFF sits up. This is his room.

GELMAN

C'mon. Move!

GELMANSCOPE

An unidentifiable blurry blob sits on the bed. Gelman pushes it. It doesn't move. Gelman feels its head. Its ear. He leans close. A giant black eye comes into focus.

The dog BARKS. Gelman SCREAMS. The door flies open.

WEEZER

Daisy! Down!

The dog hunches down with a WHIMPER.

INT. TOM'S KITCHEN - NIGHT

Tom pulls the worm out of the microwave. It's too hot -- he has to pass it back from hand to hand.

TOM

Ow. Ow. Ow. Ow.

EXT. STREET - NIGHT

Tom races across the street to a third house. Billy, Gelman and Weezer are running up from different sides.

WEEZER
Doors are locked. Windows too.

Billy pushes the DOORBELL.

WEEZER
You didn't just do that.

GELMAN
Where are we?

Billy pushes the DOORBELL again and again.

WEEZER
We're going to die.

TITLE OVER: 11:58 p.m.

While the title's still on screen, it rolls over to 11:59. We hang for a moment.

TOM
(to Weezer)
Nice PJ's.

BILLY
(to Tom)
Sorry I was such a jerk.

TOM
We're cool.

They bump fists. The door opens. It's Coach McGuire, in boxers and a t-shirt. A bear awakened from hibernation. Billy, Tom and Weezer charge past him into the house. Gelman is left alone on the porch.

GELMAN
Guys?

INT. JOE'S BEDROOM - NIGHT

The door BURSTS open. The boys storm in, flipping on the lights. Joe and Alan scurry like roaches. Weezer barricades the door.

BILLY
Check the time. 11:59.

He leans into Joe's face as he eats the microwaved worm, swallowing just as the clock turns to midnight. Somewhere outside, the town clock is CHIMING, carillon bells ringing.

Joe pushes Billy away. At the door, POUNDING.

COACH (O.S.)

Joe! What is going on in there?

ALL THE BOYS

Nothing!

Coach McGuire forces the door open, squeezing Weezer against the wall. The boys smile like angels.

INT. CHURCH - DAY

We move among the pews, as the opening hymns play on the ORGAN. Families turn to see the Forresters take their seats.

MOUSY WOMAN

Broke into three houses, running up and down the stairs like some kind of wild gang.

GELMAN'S MOTHER

They're from California. Los Angeles. For all I know, the boy may be a "Crip." Or a "Blood."

FEATHERY HAT WOMAN

And the mother's the principal, if you can believe that.

A woman whispers in Mrs. Saint-Claire's ear. She looks at Christine, evil schemes hatching. Suzie looks over at Billy. He stares coldly.

INT. CHURCH LOBBY - DAY

Suzie cuts through the crowd, following Billy. Tom and Weezer block her way like Secret Service agents.

EXT. BACK YARD - DAY

Billy takes out the trash, sorting the recycling into bins. He feels someone watching him. It's Suzie. She hands him the styrofoam container.

SUZIE

I found them in our refrigerator. I didn't take them. Either Alan or Joe did.

Billy fingers through the dirt, scooping out a few small worms and Big Charley. They're all okay. He puts the lid back and on and starts walking to the house.

SUZIE

Billy, I didn't mean to screw things up for you. I didn't have a choice.

BILLY

Sure you did. You could, (A) Jerk me over, or (B) Not jerk me over.

SUZIE

You don't understand how important this election is. To me.

BILLY

Or, (C) Jerk me over then pretend like it's not really your fault. Guess what. It is.

He leaves and goes inside.

INT. KITCHEN - DAY

Christine hangs up the phone. Billy comes in through the back door.

CHRISTINE

Billy, what were you doing last night?

BILLY

(innocently)
When?

He holds the container out of sight behind the doorframe.

CHRISTINE

Say, midnight? Were you running through Gelman's house and the McGuires?

Mitch comes in from the living room, feels the tension and tries to duck back out. But he's spotted. Christine waves him over.

CHRISTINE

Mrs. Gelman just called. Billy and his friends broke into three houses last night after midnight.

BILLY

It was before midnight.

CHRISTINE
Why were you doing this?

BILLY
We were just screwing around.
(pre-emptively)
I'm really sorry I did it and I'm
taking responsibility for my actions
and it won't happen again.

Christine is unimpressed.

BILLY
Is that it?

CHRISTINE
Sure. Go to your room.

BILLY
But I just apologized.

CHRISTINE
That's not a get-out-of-jail-free card.

BILLY
But I got stuff to do with the guys.

CHRISTINE
Tough. You're grounded.

BILLY
But there's something I have to do.

MITCH
You heard your mom. Scoot.

Disbelieving this horrible injustice, Billy walks off, rage building. Finally he turns.

BILLY
It's not fair! You wouldn't be doing
this if you were anyone else's mom.
You're just covering your butt because
you're the principal.

MOM
No Billy. At school I'm the principal.
Here I'm just your mom.

BILLY
I wish you weren't my mom.

He lets it sting for a second, then charges up the stairs.

MITCH
Billy, get back here!

A door SLAMS on the second floor. Christine keeps Mitch from going after him. He calms.

MITCH
He didn't mean that.

CHRISTINE
Yes he did.

INT. BILLY'S ROOM - DAY

A KNOCK at the door. Billy opens it a crack.

MITCH
Apologize to your mom.

BILLY
No. And by the way, thanks for all your help.

MITCH
You screwed up. You ride the bus, you pay the fare.

BILLY
I'm a political prisoner.

MITCH
Action. Consequences. Think about it. And make up with your mom.

Billy shuts the door.

INT. MASTER BEDROOM - DAY

Mitch helps Christine make the bed. They lay out the comforter.

MITCH
It's not centered. You have more on your side.

CHRISTINE
That's intentional. You steal and horde all the covers on your side. Therefore I make the bed with more covers on my side, so that I at least have a fighting chance.

MITCH
That's clever.

CHRISTINE
I'm a clever gal.

As she tucks the comforter in, he tugs it loose. She pulls it back, but he yanks it again. A tug of war ensues, Mitch finally pulling her onto the bed. As they wrestle, he wraps her up in the comforter. Then...

CHRISTINE
What was that?

Both stop for a second, looking up. There are CLOMPING NOISES on the roof.

MITCH
Squirrels.

CHRISTINE
Squirrels?

MITCH
Gathering nuts for a long, cold winter.

CHRISTINE
Good idea. Clever squirrels.

Mitch pushes her back down on the bed.

EXT. OUTSIDE THE HOUSE - DAY

We RISE alongside the house, past the windows to the roof, where four boys are hunched around the chimney. Hicks has his binoculars out. Tom has a fishing pole, slowly letting out line down the chimney.

DESCENDING THE SHAFT

TITLE OVER: THE THIRTEENTH WORM

INT. LIVING ROOM - DAY

Billy looks up into the fireplace as a hook lowers into view, a breaded worm attached as bait. He unhooks it. On the mantelpiece, a videocamera is set up. He pushes RECORD.

ON VIDEOTAPE

Sunday, 4:09 p.m.

BILLY

This tape is to prove that I, Billy Forrester, am eating my worm, and nobody and nothing is gonna stop me.

He downs it. We PULL BACK, revealing a TV screen. We are...

INT. JOE'S FAMILY ROOM - DAY

In the darkened room, Joe is watching the worm eating on videotape. He ejects the cassette and trashes it, cracking the case and pulling out the insides.

EXT. STREET - DAY

A mean dog charges the fence as Billy rides past, heading for school. The dog YIPES as it hits the end of its chain. Suzie pedals to catch up with Billy, both headed to school.

SUZIE

(cheery)

Hey Billy. All ready for the field trip?

His glare could freeze lava. Suzie slows, watching as Billy rides away.

EXT. SCHOOL PARKING LOT - DAY

As the busses pull up, a campaign of glances and whispers. Suzie looks around self-consciously. Everyone is talking about her. Gretchen catches her eye, but quickly looks away.

Tom waves Billy over. With his finger to his lips, he pulls a next-generation Gameboy from his shirt.

BILLY

What is that?

TOM

It's the Ultraboy. My uncle got it in Japan. It won't be here for six months.

Billy hits a button and it BEEPS loudly. Tom tucks it away before anyone sees.

BILLY

If my mom sees it, she'll take it.

TOM

Duh.

AT THE BUSESSES

CHRISTINE

(to the class)

There are two busses. Whichever one you take is the one you come back in, understood? Now I'll be in this bus, and Mrs. Johannsen will be in the other.

There's a stampede heading for Mrs. Johannsen's bus. Only the Cowlicked Kid willingly gets onto Christine's bus.

INT. MRS. JOHANNSEN'S BUS / DRIVING - DAY

The boys crowd around Gelman as he plays the Ultraboy.

WEEZER

(taking it)

Don't bogart the bytes.

GELMAN

How do I get past the second gate?

TOM

I dunno. The instructions are in Japanese.

Billy looks up from the huddle to see Suzie looking over at him. He turns away.

EXT. FOREST CLEARING - DAY

Christine SNEEZES into a kleenex, which blows apart with the impact. Eyes watering, nose dripping -- she has hayfever of epic proportions.

RANGER TOKAMATSU gathers the group near a babbling stream.

RANGER TOKAMATSU

Rockwell National Forest is home to over 3,000 different species, everything from fish to insects, mammals to birds.

JOE

You got worms?

Some TITTING in the class.

RANGER TOKAMATSU

We've got at least five different species of annelid here. Now the thing to keep in mind about an ecosystem like this...

As he keeps talking, we push to the back of the group, where Billy, Tom and Gelman serve as a shield around Hicks as he plays the Ultraboy. Weezer is helping...

WEEZER

Shoot the frog! Shoot the frog!

Christine looks over. Weezer's on the hot seat.

WEEZER

I saw a frog. Over there. Shoot! It's gone.

EXT. FURTHER ON THE HIKE - DAY

Out of kleenex, Christine grabs a leaf to blow her nose. Ranger Tokamatsu offers her a bunch of blue flowers.

RANGER TOKAMATSU

Haricot narcissum. It's a natural remedy for allergies. That's why you don't see bees with sniffles.

She takes the flowers. The ranger kneels down to pick some more.

RANGER TOKAMATSU

When the first settlers came through her, they called it sneeze-wort. The Indians had a different name for it in each season.

Half-convinced and desperate, Christine eats a bloom. As she chews, we see it's incredibly bitter. She forces herself to swallow.

RANGER TOKAMATSU

(getting up)

Now crush the petals and rub them under your nose.

A beat. Christine smiles.

EXT. TRAIL - DAY

As Billy is tying his boot, the class gets ahead of him. A shadow falls across him -- Joe. It's just them.

JOE

Even if you do win, you'll still be a loser. You'll just be King Loser.

Billy looks him dead in the eye.

JOE

(hand to ear)

I think I hear your mommy calling.
"Billy! Billy, don't get so far behind."

Billy tries to go around him, but Joe grabs his hat.

JOE

C'mon, grab it. Doncha want it?
Doncha?

Billy makes no effort to grab it. Frustrated, Joe tosses it down the hill to the riverbank.

BILLY

Y'know what, Joe? I used to be jealous of you, but I'm not anymore. I mean, you're bigger, and faster, and probably smarter. But I'm just better.

Billy starts down the hill to retrieve his hat.

EXT. BACK WITH THE CLASS - DAY

Joe catches up with the line. Suzie watches him suspiciously.

SUZIE

Where's Billy?

JOE

Fishing.

Suzie stops, letting the line pass her. She turns and heads back down the path.

UP AHEAD

The young hikers pass a "trail closed" barrier, which blocks an old path. Joe slows, stops. Thinking. He grabs Alan by the belt, holding him back until the rest of the kids are far ahead.

Joe grabs one end of the barrier, nods to Alan. Confused, Alan

SUZIE

If you don't mean it, it doesn't count.

Billy shrugs, whatever.

EXT. SOMEWHERE ELSE ON TRAIL - LATER

At a pace just short of jogging, Billy and Suzie try to catch up with the group. But the class is nowhere to be seen.

BILLY

Stop following me!

SUZIE

I'm not. I'm following the path.

She hurries ahead of Billy. Fine with him.

After a beat...

SUZIE

Shouldn't we be seeing them?

BILLY

They're probably over the hill.
Besides, they can't leave without us.

EXT. PARKING LOT - DAY

Kids pile onto the two busses. Weezer, Hicks, Tom and Gelman continue to wrestle over the Ultraboy, trying to keep it hidden from Christine.

INT. THE FIRST BUS - DAY

By far the rowdier bus. Mrs. Johannsen is working her way down a clipboard of names.

MRS. JOHANNSEN

Everybody quiet down please. Please!

If anything, they get louder. Alan and Joe are sitting in the back.

MRS. JOHANNSEN

Gretchen DeMarco?

GRETCHEN

Here!

MRS. JOHANNSSEN
Billy Forrester?

JOE
Yo!

She checks Billy's name off her list, reads the next. Nobody noticed the voice was wrong. But now the moment of truth...

MRS. JOHANNSSEN
Suzie Saint-Claire.

ALAN
(as Suzie)
Here.

His voice is eerily perfect. No one bats an eye. Joe smirks victoriously.

INT. THE SECOND BUS - DAY

Mrs. Johanssen hands off her clipboard to Christine.

MRS. JOHANNSSEN
I got all mine, present and accounted for.

Blowing her nose, Christine checks the clipboard. She counts heads last time. It all matches up. She tries to look into the second bus, where the kids are swarming all over.

CHRISTINE
Okay, let's go.

EXT. PARKING LOT - DAY

The two busses leave Rockwell National Forest.

EXT. FOREST - DAY

Billy and Suzie are still running.

SUZIE
Where's the trail?

BILLY
It's here. Right here, see?

Well, no, she doesn't. But she follows him anyway.

LATER, ELSEWHERE

It's now clear there really is no trail.

SUZIE
 (suddenly)
 Wait. Wait! I have a compass. It's
 in my survival kit.

She digs it out of her backpack, orienting herself.

SUZIE
 (pointing)
 North is that way.

BILLY
 Which way do we want to be?

A beat.

SUZIE
 I don't know.

It's only now they realize just how lost they are, alone in a dark forest of towering trees.

EXT. SCHOOL PARKING LOT - DAY

Overhead, thunder RUMBLES. The first big spots of rain fall. Mitch waits under an umbrella with Katie as KIDS empty out of the first bus. He spots Tom, waves.

TOM
 They're on the other bus.

Christine gets off the second bus. The Cowlicked Kid pokes her in the leg.

COWLICKED KID
 Bye.

CHRISTINE
 (smiling)
 Bye. Don't forget to check for ticks.

The Cowlicked Kid dashes away, dorky with love.

MITCH
 You're cheating on me, aren't you?

CHRISTINE
 He's too much man for me. Where's
 Billy?

MITCH
I thought he was on your bus.

INT. RANGE ROVER - DAY

Alan gets in, chewing on the cord of his hooded sweatshirt.

MRS. SAINT-CLAIRE
Where's your sister?

ALAN
I dunno.

EXT. BIKE RACKS - DAY

Christine walks up behind Tom and the gang, who don't have time to hide the Ultraboy.

CHRISTINE
Was Billy on your bus?

TOM
I don't think so.

The other boys shake their heads.

EXT. BY THE BUS - DAY

Mrs. Johannsen looks through the clipboard one more time. Mitch takes it away from her.

MITCH
Was he on the bus or not?

MRS. JOHANNSEN
I don't know. I don't know what he looks like.

Mrs. Saint-Claire comes up from behind.

MRS. SAINT-CLAIRE
Where is Suzie? Suzie Saint-Claire.

Christine returns from the bike racks.

CHRISTINE
(to Mitch)
He wasn't on the bus.

MRS. SAINT-CLAIRE
Where is my daughter!

A CRACK of thunder carries us back to...

EXT. THE FOREST - DAY

A treeful of crows fly off. It's just starting to drizzle.

Suzie blows a shrill plastic WHISTLE. Counting to five, she blows again.

BILLY
Would you stop that!

SUZIE
It's so the rescue team can find us.

She BLOWS again.

BILLY
What we oughta do is build traps to catch rabbits.

SUZIE
Why?

BILLY
Duh. For food.

SUZIE
I have a Power Bar. I'll split it with you.

She digs it out of the pack. Billy takes the whole kit from her and start rooting through it. It's very complete: bandaids, fishing line, a lightstick -- everything but...

BILLY
You don't have any matches.

SUZIE
Alan has a way of finding matches.

BILLY
What kind of crappy survival kit doesn't have matches?

SUZIE
(taking it back)
My survival kit.

EXT. FOREST - NIGHT

It's now raining steadily.

Kneeling in the rain, Billy has built a perfect campfire, minus the flame. He strikes rocks together, over and over. Not even a spark.

Sitting in the root hollow of a giant tree, Suzie neatly unfolds her foil emergency blanket. Still striking his rocks, Billy watches, wet and annoyed.

Suzie tucks the blanket in around her, snug as a bug in a rug. She cracks the lightstick and shakes it. It glows warmly.

Billy finally abandons his fire. Swallowing his pride, he walks over to Suzie.

BILLY

I'm sorry I made fun of your survival kit.

SUZIE

Do you accept my apology?

BILLY

Yes. And I'm not just saying it.

SUZIE

Then I accept yours.

She scoots over to make room for him under the blanket. Once he's settled, she hands him the plastic whistle. He wipes it off and blows.

EXT. ROCKWELL FOREST PARKING LOT - NIGHT

Now crowded with sherriff's vehicles, a second news van just pulling in. Jumping from a pickup truck, search dogs HOWL and sniff. High-powered FLASHLIGHTS catch the rain.

MEN and WOMEN in ponchos gather around a canopy set up as home base.

CONSTABLE JACKSON

We're going to divide into teams of three and fan out. Now, each team will have a radio and a GPS, so we'll know what you covered.

Christine WHACKS her flashlight to get it working. Mitch trades

her his.

BY A NEWS VAN

Mrs. Saint-Claire is dragging her husband by the arm as he attempts to get a videotape out of his camera. She SNAPS for him to give her the tape.

MRS. SAINT-CLAIRE
Excuse me. You! Reporter.

INT. JACKSON HOUSE - NIGHT

Tom sits right in front of the TV.

TOM
It's on!

On the couch, Katie slouches on Tom's grandmother as they watch the news.

REPORTER
...where almost fifty searchers have gathered to look for two children who became separated from a school field trip.

ON SCREEN

video of Billy and Suzie at the ballpark.

Katie rushes to the screen, putting her hands on her brother's face.

INT. WEEZER'S HOUSE - NIGHT

He's watching too.

WEEZER
C'mon man.

INT. ANOTHER HOUSE - NIGHT

In his PJ's, the Cowlicked Kid peers through the staircase to the TV in the living room.

INT. JOE'S HOUSE - NIGHT

Alan looks over to Joe, who is reading Sports Illustrated.

EXT. DEEP IN THE FOREST - NIGHT

Coach McGuire leads a team to the left. We can hear a HELICOPTER in the distance.

COACH MCGUIRE
Billy! Suzie!

ELSEWHERE

Mitch leads a team to the right. The HELICOPTER is getting closer.

MITCH
Billy! Suzie!

ELSEWHERE

Christine waits impatiently while Ranger Tokamatsu radios in their position. The helicopter flies overhead, its searchlight blinding.

EXT. FOREST / TREE TRUNK NICHE - NIGHT

Quiet here. Suzie looks into Billy's worm container.

BILLY
That's Big Charley. He's for last.

SUZIE
What's this one's name?

BILLY
I dunno. Number 14. He's the one I'm supposed to eat today.

She offers it to him, go ahead.

BILLY
Joe has to see me eat it. That's the rule.

SUZIE
Why do boys always make so many rules for things?

BILLY
If you don't have rules, how do you know who won?

He puts the container back in his bag.

SUZIE

If it means anything, I always knew you'd finish the bet, no matter who tried to stop you. Even me.

A beat.

BILLY

You're not going to like kiss me or something.

SUZIE

No.

BILLY

Good. That would be gross.

Very faintly first, but there -- that SOUND.

BILLY

It's a helicopter!

SUZIE

How do you know?

BILLY

I'm from Los Angeles. That's a helicopter.

He grabs the shiny blanket and starts waving it around wildly, trying to catch the helicopter's attention. Suzie joins him, waving her arms and SHOUTING in the rain.

Finally the searchlight hits them, and holds. They do a happy and idiotic dance.

EXT. PARKING LOT - NIGHT

Mitch and Christine are pacing when Billy comes out of the shadows ahead of his rescue party. Mitch drops his coffee to run and grab him, carrying him upside down.

CHRISTINE

(upside down)

Are you alright?

Billy nods.

A LITTLE LATER

The sheriffs are collecting radios, striking base. Mitch is

shaking each and every person's hand.

With a blanket and cup of cocoa, Billy sits with his mom. At the far side of the parking lot, the Saint-Claire's are being interviewed by a TV station.

BILLY
Mom, what time is it?

CHRISTINE
Eleven fifty-five.

She gets up to thank Ranger Tokamatsu, who is leaving. Billy stands, takes his backpack.

He starts walking towards the news van...

TITLE OVER BLACK: THE FOURTEENTH WORM

We return to Billy, still walking this way. In the foreground...

MRS. SAINT-CLAIRE
I held out hope, because all you can do is hope. You hope and you pray.

BILLY
(interrupting)
Are you on live?

The Reporter ignores him. The CAMERAMAN motions for him to get out of the shot.

SUZIE
This is Billy. He was with me.

Suddenly he's worth talking to. Mrs. Saint-Claire is appalled.

REPORTER
You're Billy Forrester.

BILLY
Yes I am. And I'm eating a worm.

The fourteenth worm squiggles in his fingers, raw and dirty and very much alive. He eats it whole, chewing four times and swallowing. He opens his mouth wide so the TV audience can see he did it.

INT. TOM'S HOUSE - NIGHT

Tom CHEERS.

INT. WEEZER'S HOUSE - NIGHT

Weezer CLAPS, big blubbery tears coming.

INT. COWLICKED KID'S HOUSE - NIGHT

COWLICKED KID

Yes!

INT. JOE'S HOUSE - NIGHT

Joe turns the TV off.

INT. CAR / PARKING LOT - NIGHT

Mitch talks to Billy over the seat.

MITCH

So you made a bet to eat worms?

BILLY

Fifteen worms in fifteen days. And you wouldn't believe all the crap Joe pulled. I showed 'em no one and nothing was gonna stop me.

Mitch isn't as proud as Billy hoped.

BILLY

I mean, it all worked out great in the end.

Through the windows, we see Mrs. Saint-Claire yelling at Christine. We can't hear what's being shouted, but it's not hard to imagine.

Christine is walking to the car, not fighting back. That just makes Mrs. Saint-Claire angrier. As Christine opens the door...

MRS. SAINT-CLAIRE

(shouting)

After tomorrow, you won't have a job!

Christine shuts the door, pretending that didn't happen. Billy looks at Mitch looking at Christine.

CHRISTINE

(mock chipper)

Let's go home.

INT. HALLWAY / BILLY'S ROOM - NIGHT

In his pajamas, Billy leans out the doorway. His parents' door is open a crack. He can hear them TALKING inside.

INT. MASTER BEDROOM - NIGHT

Billy's parents are getting ready for bed.

MITCH

You don't honestly think she can get you fired?

CHRISTINE

Okay. First you have the Boston Tea Party happening in Billy's class. Then I lose two kids on a field trip -- two kids, including my own son. Then to top it off, my kid eats a live worm on television. I don't come across looking especially responsible.

She shuts the hallway door.

INT. HALLWAY - NIGHT

After a beat, Billy shuts his door.

INT. BILLY'S ROOM - NIGHT

Billy sleeps fitfully, tossing and turning. We HEAR a helicopter WHOOSHING past outside. Radio CHATTER. The ground RUMBLES. Awakened, Billy climbs out of bed, looks out the window --

EXT. FRONT OF THE HOUSE - NIGHT

Jeeps and Humvees line the streets. SOLDIERS scatter. A tank SMASHES through the neighbor's picket fence. Searchlights criss-cross the night sky.

In his pajamas, Billy walks amid the troops as marines string coils of barbed wire across the street. A Patton-like General barks orders into a walkie-talkie.

BILLY

What's going on?

GENERAL

We've got a level three annelid intruder. Looks like a big one.

A BLIP moves closer on a radar screen. A squint-eyed SCIENTIST studies the printout.

SCIENTIST

It's female, no question. It doesn't make sense. The only reason she'd rise is if someone consumed one of her young.

GENERAL

Dear God. What kind of fool would eat a worm?

JOE (O.S.)

He did it!

SPIN to see Joe and Alan, both in camouflage.

JOE

We told him not to.

ALAN

He wouldn't believe us.

An EXPLOSION in the distance. The pavement buckles as something giant plows a tunnel up from under the street.

SCIENTIST

It's centering on the boy.

GENERAL

For the love of God, run!

Billy turns and flees --

OVER FENCES --

through dark BACK ALLEYS --

ACROSS THE PLAYGROUND --

INT. SCHOOL HALLWAY - NIGHT

Empty and echoey. Panicked, Billy tries classroom doors. Locked. Locked. Locked.

We HEAR a monstrous BELLOW as the beast slithers down the adjoining hallway. We see its reflection in the trophy case.

Finally, an unlocked door.

INT. CLASSROOM - NIGHT

Billy SLAMS the door shut, tripping over the desks in the near-darkness. He climbs up on the counter by the outside window.

Through the narrow window in the door, we see a glistening brown form slide past, segment after segment, seemingly endless. It must fill the entire hall. Finally it passes.

INT. HALLWAY - NIGHT

Billy pokes his head out. At the end of the hall, he sees Christine BANGING on doors, panicked, looking for him.

CHRISTINE

Billy?

She checks in a window. Behind her rises a six-foot circular mouth, jagged teeth glinting. The worm has returned.

BILLY

MOM! NO!

But it's too late. We stay on Billy as he watches his mom get swallowed.

INT. BILLY'S ROOM - NIGHT

Billy sits bolt upright in bed, shaking. Catches his breath.

INT. BATHROOM - NIGHT

Billy sits down on the floor, jiggling the handle on the toilet. Katie looks in from the hallway, dragging Mr. Bobo.

BILLY

Go away Katie. Amscray.

She comes in, still staring at him.

BILLY

You don't know it yet, but I've screwed up everything. Without even trying.

Katie hands him the sock monkey and hugs him. She walks back out, leaving Billy alone in his quandary.

INT. KITCHEN - DAY

Rinsing his bowl in the sink, Billy watches his mom leave for work.

INT. BILLY'S ROOM - DAY

Wearing one shoe, searching for the other. Lying on the floor, he looks under the bed. He finds the shoe, and also the toy monkey Suzie won for him. He winds it up, watching it SMASH its cymbals.

INT. BIKE RACKS - DAY

Walking down the row, the boys silently clap for him. The Cowlicked Kid practices taking his bike in and out of its soon-to-be home.

As Joe arrives, the Kid moves his bike. But he's not hurrying.

INT. CLASSROOM - DAY

The girls crowd around the once Miss Overholser, newly returned. They all admire her gorgeous ring.

INT. LUNCHROOM - DAY

Tom waves Billy over to sit with him. On her side of the table, Suzie is telling the girls about her night, complete with thunder and raining fingers. She catches Billy's eye.

INT. 7-ELEVEN - DAY

Weezer inhales an electric blue Slurpee. He suddenly stops slurping, his forehead quivering. Nose crinkling. He CRIES OUT at the onset of a catastrophic brain freeze.

TOM

(ignoring Weezer)

You know they're having some big
parents meeting tonight.

BILLY

Yeah.

TOM

It's perfect. While they're at that,
we're gonna meet at 7:30 on the
playground for the last worm.

Paying for his candybar, Billy nods half-heartedly. Gelman
makes an amazing find among the magazines...

GELMAN

Spider Marine versus Swamp Rat.
Limited edition.

BILLY

That's forty bucks.

GELMAN

I have the money. Least, I'll have it
tomorrow.

He looks to Tom, who shoots him a deadly look. Billy looks to
Tom.

TOM

Okay. We didn't want to tell you
because we thought it might jinx you.
Sorta like how you made the bet with
Joe, some of us made little side bets
of our own.

BILLY

You bet on me?

TOM

Mostly. Some people bet against you.

Billy is reeling.

GELMAN

If you finish, Joe owes me thirty and
Hicks owes me twenty.

Billy looks to Hicks, farther back at the newstand. He tries to
hide.

BILLY

(to Tom)

How much did you bet?

TOM

Altogether? Ninety for, twenty
against.

(off reaction)

I was just covering the spread.

Weezer's brain thaws, popping back to consciousness. He begins slurping again.

INT. KITCHEN - NIGHT

Katie is standing by the cabinets, crying for no particular reason.

BILLY

Dad, do you think if...

Katie suddenly starts WAILING as only two year-olds can. Mitch picks her up, but it doesn't help. He calls upstairs...

MITCH

Honey, we gotta go now or we're going to be late.

He walks off with Katie, trying to calm her. Billy is left alone in his quandary.

INT. GYMNASIUM - NIGHT

At the podium, a SQUEAK.

MRS. SAINT-CLAIRE

If we could get started. Everyone please take a seat.

A crowd of PARENTS mills about, slowly coming to their chairs. Mitch and Christine are there, along with Katie. Overwhelmingly frustrated, Christine starts to get up to go for the podium, but Mitch holds her back.

Mrs. Saint-Claire is at a table with six SCHOOL BOARD MEMBERS. She relies on her note-cards.

MRS. SAINT-CLAIRE

Parents, friends, distinguished members of the school board, I want to thank you all for coming here tonight. I'm sure most of you are probably aware of the difficulties this school has been having over the past two weeks, and are probably concerned. Lord knows I was. But I remind you, we're not here to point fingers or to find fault. Instead of being negative, we need to be positive. And I'm sure once we are positive, we'll know what has to be done.

INT. FOYER - NIGHT

Billy zips up his jacket. The clock reads 7:20.

INT. COWLICKED KID'S HOUSE - NIGHT

While his SISTER makes out with SOME GUY on the couch, the Kid sneaks out.

INT. SAINT-CLAIRE HOUSE - NIGHT

Alan and Suzie leave at the same time, but certainly not together.

EXT. PLAYGROUND - NIGHT

An autumn wind sweeps through a lone elm, swaying against the night sky. Swings dangle like pendulums.

Softly at first, we hear DRUMS. Faces emerge from the darkness at the edge of the playground: Suzie and Alan. Gretchen. The Cowlicked Kid, walking his bike. They are all gathering.

As the drums grow LOUDER, we see the source. Hicks and Weezer are banging on the playground slide, working up a good beat.

Gelman slowly turns the merry-go-round. Billy sits at the dead center, blindfolded.

As the kids gather, we see the whole class has come to bear witness. Tom holds the worm container. Joe stands alone.

At Tom's signal, Gelman stops. Billy removes his blindfold. Gets up, woozy. He starts walking toward the group. As the SLIDE-DRUMMING becomes thunderous, we enter SLOW MOTION...

Tom digs Big Charley out of the dirt. Billy walks. Gelman leads a silent cheer of "Bil-EE! Bil-EE!" The Cowlicked Kid smiles in anticipation.

BILLY (V.O.)

In this strange and forbidding world,
one creature walks alone.

Suzie watches him, her expression harder to read. Billy walks.

BILLY (V.O.)

He follows a compass only he can see,
to a place he does not know.

Mitch is walking right behind him, talking into his ear.

MITCH

Action. Consequences. Think about it.

Billy blinks and Mitch vanishes. Still walking, he looks across the crowd of CHEERING kids. Christine is among them.

CHRISTINE

Sometimes doing the right thing means being a dork.

He focusses only on Tom, holding the worm, a few steps away. But then Tom changes into the Cook.

BILLY (V.O.)

What do you do when there's two right things to do?

COOK

That's the hardest part. Deciding what's more important.

Billy takes the worm from him. All sound goes away. We just hear Billy's BREATH, his HEARTBEAT. He holds the wriggling worm in his hand, looking across a sea of frozen faces. Time has stopped.

ANOTHER VOICE

Hey. Hey! Kid!

Billy looks down at his hand. Big Charley is standing up, talking to him.

BIG CHARLEY

Are you gonna eat me or what? I been waiting fifteen days, and lemme tell ya, that's a long time for a worm. Look at me. What'd'I gotta live for? Nothin! I live in dirt! But this. This is my one chance at history, baby. I got a name! Me and Jimminy Cricket. Only bugs with names.

(leaning closer)

Kid, we got a common destiny. I'm pleadin' with ya. Eat me!

BILLY

I can't.

Like that, the spell is broken. We're out of Billyvision.

TOM

What do you mean you can't?

BILLY

I can't until I know my mom is okay.
This is my fault and I have to fix it.

He pockets the worm.

GELMAN

Why?

BILLY

Because I have a code.

He starts toward the school, alone. The Cowlicked Kid is shocked and crushed.

GELMAN

What the hell is a code?

Only Suzie understands.

INT. GYMNASIUM - NIGHT

Pulling out a file, Mrs. Saint-Claire continues her prosecution.

MRS. SAINT-CLAIRE

So far I've focussed on professional
issues: her lackluster discipline,
poor communication skills, gross
irresponsibility...

One of the board members, a NEBBISHY GUY, is shaking his pen to get it to write. Mrs. Saint-Claire hands him hers.

MRS. SAINT-CLAIRE

(leaning close)

Poor communication, gross
irresponsibility.

He writes that down. She smiles. Christine rolls her eyes.

MRS. SAINT-CLAIRE

But to really understand the problem,
we need to look at the issue of
personal character. What kind of
person is Christine Forrester? What
kind of mother is she?

Christine can't take any more. She stands.

CHRISTINE

Stop.

MRS. SAINT-CLAIRE

What kind of mother allows her son to eat worms?

CHRISTINE

You can question my credentials as teacher or a principal, but don't you ever question my ability to be a mother.

Mrs. Saint-Claire smiles to herself. There's a dead space, a silence filled with SQUEAKING chairs and nervous RUSTLING. An ECHO as the gymnasium doors open.

It's Billy. He's spooked by how many people there are, but starts to cross to the podium.

MRS. SAINT-CLAIRE

The prodigal son returns.

CHRISTINE

Billy, what are you doing here?

BILLY

Don't worry. I got it all figured out.

Mitch covers his eyes. At the podium, he motions for Mrs. Saint-Claire to step aside. With a "would-you-look-at-this," she does.

BILLY

My name is Billy Forrester and I gotta explain. This whole thing started fifteen days ago because I didn't want everyone to think I was a dork, when really I was a dork for caring what everyone thought. Anyway, I made this bet to eat fifteen worms in fifteen days. She didn't know anything about it. And if you think you know everything your kids do, then you're just stupid.

Not exactly winning over the crowd.

BILLY

I guess my point...

All heads turn as the DOORS open again. It's Suzie. Mrs. Saint-Claire is alarmed.

Behind Suzie, it's Tom. And Weezer, Hicks, Gelman -- the whole class comes in. Parents start BUZZING.

BILLY

I guess my point is this is a kid thing and you're trying to treat it like it's a grown up thing and it's not. I mean, we were the ones who screwed up the classroom, and Suzie and I were the ones who got lost. So if you're gonna blame somebody, you gotta blame us. Blame me. My mom taught me to take responsibility for my actions, and that's what I'm gonna do.

He pulls Big Charley out of his pocket, sets it down. The worm wriggles around on the table.

BILLY

This is the fifteenth worm. And as much junk as I went through to eat the first fourteen, I'd give it all up for her. She's my mom, and I love her. But she's also a damn good principal, and you'd be stupid to get rid of her just because her kid eats worms.

TOM

Damn right.

WEEZER

Woo-hoo!

BILLY

Oh. That's it.

Angle on Christine. As bad as this is, she can't help but be a little proud. She waves Billy over.

MRS. SAINT-CLAIRE

Well.

CHRISTINE

(low)

Billy, I really appreciate what you're trying to do. But you don't have to give up the bet for me.

BILLY

I want to.

ANGLE ON Mrs. Saint-Claire, basking in the glory of her victory. She's about to speak when Coach McGuire stands up.

COACH MCGUIRE

I'd just like to say, I love my kid.
And one day, I hope he learns what
Billy Forrester did, because let me
tell you. As a parent, I could never
be prouder.

CONSTABLE JACKSON

You said it.

WOMAN IN THE AUDIENCE

Half the time, I don't know what my
kids are up to. You just hope they
have a sense of what's right and what's
wrong.

MAN IN AUDIENCE

(pointing to Christine)

If you could help me teach my kids
that, I would double your salary.

TOM'S GRANDMOTHER

All in favor of seeing this kid eat his
worm?

Hands go up in the audience, a few at first, then more. And
more. It's almost unanimous. The kids CHEER. Joe slinks back
against the wall.

Mrs. Saint-Claire stares in disbelief. Weezer starts a low
cheer: "Bill-EE. Bill-EE."

BILLY

(to his parents)

Can I?

Mitch and Christine nod. Billy walks back to the front.

He takes Big Charley, tosses it up in the air. Catches it in
his mouth, swallowing him whole. The kids CHEER wildly,
swarming the podium. Weezer is in tears. Hicks pats him on the
back.

GELMAN

I wish I had a code.

COUNCILMEMBER

Meeting adjourned.

He BANGS the gavel. Gretchen hugs Christine from behind. The
Cowlicked Kid brushes past Joe. They lock stares.

COWLICKED KID

See you at the bike racks.

The crowd parts to reveal Suzie. Billy offers her a hand.

BILLY

Thanks, man.

She takes his hand, then jerks him in for a big kiss right on the lips. The boys are shocked.

SUZIE

Way to go, Billy Forrester.

Billy stares straight ahead, dumbfounded and horrified. Mitch nudges Christine -- that's my kid.

INT. CLASSROOM - DAY

The once Miss Overholser unfolds the last ballot. On the chalkboard, she circles Suzie's name. The class CHEERS. Billy and Suzie share a smile.

EXT. FRONT OF HOUSE - DAY

Katie runs across the lawn, crashing into another TODDLER. Mitch chases after them. There are four other YOUNGSTERS playing on the lawn. MOVE PAST Mitch to reveal a sign: "Forrester Day Care Center."

INT. CHRISTINE'S OFFICE - DAY

Kicking back with some Snapple, Christine and Mother Jackson LAUGH their heads off. Mother Jackson fans herself. Then they both start laughing harder.

INT. CAFETERIA - DAY

In the lunch line, Billy takes his tacos.

BILLY

We still on for Nintendo?

THE COOK

You got it.

AT THE LUNCH TABLE

Billy sits in his new seat, surveying his kingdom. Joe and Alan are banished to the center, where Alan is downing sugar packets.

The Cowlicked Kid walks up.

COWLICKED KID
Move it or lose it.

Joe slides down to make room. Weezer pulls the top on his Coke can, but the tab rips off. Gretchen takes the can from him and bites into it with her braces. Weezer is impressed.

WEEZER
Wanna see what I can do with that
Jello?

All is well in the fifth grade.

Tom leans close.

TOM
We gotta start thinking about the
future. What else would you be willing
to eat?

FADE OUT.

AFTER MAIN CREDITS

INT. TV STUDIO - DAY [VIDEO]

THEME MUSIC plays. BOB SAGET is wearing a tuxedo.

BOB SAGET
And now to announce our grand prize
winner! Drum roll, please.

A snare drum rolls down the steps. The audience LAUGHS robotically.

BOB SAGET
I knew that would happen.

CUT TO:

INT. SAINT-CLAIRE HOUSE - DAY [VIDEO]

With no makeup and hair in curlers, Mrs. Saint-Claire gathers dirty laundry while talking on the cordless phone. Sets the basket at the top of the stairs, tucks a kleenex in her sleeve.

MRS. SAINT-CLAIRE

If that [BEEP!] thinks she can take
over the school, she doesn't know who
she's dealing with.

(yelling)

Alan, what did you get on this shirt!

Alan runs past, hair in soapy spikes. Makes dinosaur NOISES.

MRS. SAINT-CLAIRE

(to camera)

Henry, put that [BEEP!]-ing thing down.

(to phone)

So help me I'll break her legs.

She heads for the stairs, tripping over the laundry basket.
Reaches for the railing. Misses.

She CRASHES down the stairs, bouncing fifteen times, coming to
rest on the landing. Looking up, she's SMACKED by the laundry
basket. Rolls the rest of the way down the stairs.

INT. TV STUDIO - DAY [VIDEO]

The audience LAUGHS. A FAT WOMAN goes into hysterics. Bob
Saget kneels down next to Mr. Saint-Claire with a check.

BOB SAGET

I hope this makes for a merry
Christmas. You've already had a great
fall!

The audience ROARS. We PAN OVER to Mrs. Saint-Claire in a full-
body cast. She bares her teeth. But she's not really smiling.

FADE OUT.