

THE SPECIAL DEFECTS DEPT.

by

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FADE IN:

SOME INNER SPACE

Sleek, agile, close quarters - two SPACE FIGHTERS twist and turn in a cosmic ballet - vying for ultimate domination.

The battle rages on with no clear victor, until we pull back to reveal that this is not the cold vacuum of space, but the crowded gymnasium of EAST CLAYTON HIGH SCHOOL.

INT. EAST CLAYTON HIGH SCHOOL - GYM - DAY

SUPER: "FALL, 1979"

The ships engaged in this mock battle are manipulated by two low-caste high schoolers. BEN WALDORF (16), a good looking kid who doesn't try; wardrobe by Goodwill, hair by accident.

Equally unpopular is WALTER CHONG, also sixteen - a Korean immigrant with coke-bottle glasses who just happens to be Ben's best friend.

Ben and Chong continue on with their interstellar battle, and haven't noticed the four musty JUDGES cradling clipboards before them.

A throat clears - Ben and Chong snap back to reality. They place their models down on the long table and hastily reorganize the display. Chong turns to Ben and takes a deep settling breath.

CHONG

Look at me Benjamin. Everythin'  
been leading to this moment, we got  
this okay. How do I look?

Ben glances at a hand-painted banner hanging over the double doors, it reads: "CLAYTON FALL FESTIVAL." He turns to Chong.

BEN

Like you could take on the world.  
What about me?

Chong brushes the chip crumbs from Ben's flared collar.

CHONG

Never better.

The friends turn and face the judges. Supremely confident, Chong smiles as the judges whisper amongst themselves. Without another word, they move on to the next table.

Chong deflates. Ben puts a hand on his friend's shoulder.

CHONG

That just great! Thought we had it  
this year Ben, really thought we  
had it.

The trim figure of PRINCIPAL VICKERS (40s) approaches through the crowd. He has the look of an everyman with his friendly face and well-tailored suit.

PRINCIPAL VICKERS

You know your problem, Waldorf?  
It's the same every year as I  
recall. They just don't believe  
this is the work of a sixteen year  
old kid.

Principal Vickers picks up one of the spaceships and admires the granular detail. Chong heaves his backpack onto his shoulders, looks to his wristwatch.

CHONG

Listen, I gotta go Benjamin, see  
you later, k?

Ben watches Chong slump from the gym. The principal hands the model back.

BEN

There's always next year, sir.

Principal Vickers curls a smile - it's obvious he has a soft spot for the underdog.

Ben shoots a glance over the principal's shoulder; four CUPCAKE GIRLS gloat back at him from a nearby table with their first-place ribbons.

EXT. BEN'S HOUSE - YARD - DAY

Ben drops his bike into the shrubs, a small bag of groceries nestles under one arm. He chances a quick glimpse at the rundown facade of his house.

A loud BARK shakes Ben from his moment. He pivots to see a friendly golden retriever, (WINSTON), in the next yard. His tail wags like a metronome.

BEN

Winston! What you doin' boy? You  
get out again?

Winston let's out another energized BARK.

EXT. HOLBROOK HOUSE - FRONTYARD - DAY

Ben hops the low hedge and kneels down to pet the friendly pooch. Winston hurries off in the direction of the...

BACKYARD

Ben looks around for the dog. His eyes settle on his elderly neighbor, MRS. HOLBROOK, poised on all fours at the bottom of her garden. Ben trods over. Mrs. Holbrook stabs at the dirt with a small hand trowel as Winston looks on.

BEN  
Mrs. Holbrook?

The old lady wipes her brow, keeps on digging.

BEN  
It's me Mrs. Holbrook, Ben.

MRS. HOLBROOK  
No time to talk, young man, the planes will be here soon. We must finish the shelter.

Ben frowns. The old lady smiles up at him.

BEN  
The war's over, Mrs. Holbrook.

Ben takes her gently by the arm.

BEN  
Let's get you back inside before you catch cold. Whaddya say?

Winston WOOFs in agreement. Confused and vulnerable, the old lady rises to her feet. Ben leads her back to the house.

INT. HOLBROOK HOUSE - LIVING ROOM - DAY

Mrs. Holbrook dozes in an armchair. Ben puts a blanket on her lap and watches her snooze.

INT. HOLBROOK HOUSE - KITCHEN - CONTINUOUS

Ben places his carton of milk and eggs into the old lady's spartan refrigerator. He turns to Winston.

BEN

Now you take good care of her and  
I'll buy you a hamburger  
later...you like that?

Winston paws the air.

BEN

Good boy, and make sure she takes  
her medicine.

Winston pants. Ben strokes his head.

INT. BEN'S HOUSE - KITCHEN - DAY

Ben clicks on a small black and white TV - a Flash Gordon rerun bursts into life. He crosses the room and opens the refrigerator; it's even more sparse than the old lady's.

Ben settles for a soda. He slides into a bench and watches the action unfold on the tube. A loud BELCH echoes down the hall. Ben turns to see his boozy POPS (40s), swaying towards him.

POPS

Hey kid.

Pops slumps into the opposite bench. He runs a hand over his five o'clock shadow. Whiskers BRISTLE.

POPS

Anythin' to eat?

Ben shakes his head. Pops scans the table and sees Ben's backpack, he makes a grab for the model.

POPS

This what they teachin' you kids  
these days?

Ben puts down his drink and attempts to retrieve the model. Pops holds it out of reach.

BEN

Dad, be careful, please.

A brief stand-off. Ben makes another sweep for the model. Pops butterfingers and the spaceship falls hard to the linoleum. Ben scrambles to the floor.

Crestfallen, Ben looks up at Pops as he gathers the broken pieces. Pops, no longer paying attention, helps himself to Ben's coke.

INT. BEN'S HOUSE - BEN'S ROOM - LATER

Dozens of models hang from the ceiling of the small room. Posters of science fiction B-movies and other fantasy artwork adorn the walls.

Ben, locked in concentration, glues the broken parts of his spaceship back together. Suddenly, the bedroom door swings open, Chong stands in the doorway.

CHONG

Father passed out again, let myself in.

Chong enters, he notices the swaying models.

CHONG

Wow! Made even more since last time.

Chong makes his way among the models, eying them with delight. Chong's eyes narrow, he wags a playful finger.

CHONG

You sure you make these? Don't look like work of sixteen year old kid to me.

BEN

Very funny, Chong.

Chong doubles up in hysterics.

CHONG

Today was a five-star poop parade, Benjamin. We need to figure out what we do wrong.

Chong looks over at Ben, still admiring his repair job.

CHONG

You listening, Benjamin?

Loud barking fills the air. Chong goes to the window.

CHONG  
Old ladies dog, goin' mental!

Ben stands and joins Chong. Winston can be seen scratching frantically at his back door below.

EXT. HOLBROOK HOUSE - BACKYARD - MOMENTS LATER

Ben cups his hands to the window.

BEN  
Mrs. Holbrook? You home?

No answer. Chong peers through the keyhole. He reels.

CHONG  
Smell like cabbage in there! Maybe she at bingo?

BEN  
I'm worried about her, Chong. She hasn't been herself lately.

Ben hurries around to the front of the house with Chong and Winston.

EXT. HOLBROOK HOUSE - FRONT YARD - CONTINUOUS

Ben squints through the window. He sees the lifeless legs of Mrs. Holbrook poking from behind the couch. He shoots a desperate look to Chong.

BEN  
Quick, go to the neighbors, call 911. Hurry!

Chong darts off. Ben reassures Winston.

BEN  
It's okay boy, help is on the way.

EXT. EMERGENCY ROOM - EVENING

Chong and Ben exit the busy hospital. Chong's father, CHONG SNR. greets them with a big smile. Winston sits at his feet, he sees Ben and rushes over.

BEN  
Easy boy! It's great to see you, too! Thanks for picking us up Mr  
(MORE)

BEN (cont'd)  
Chong, and for taking care of  
Winston.

CHONG SNR.  
Old lady lucky to be alive. Dog did  
good.

CHONG  
What gonna happen to dog now?

Chong looks to his father.

CHONG  
We take him! He cute, right Dad?

Chong Snr. ponders.

CHONG SNR.  
Sorry boy, would never work...Mrs.  
Chong too allergic. We take him to  
shelter.

Winston whimpers.

BEN  
Hey, no way! I guess he's comin'  
with me. We'll have to be sneaky  
though, Pops doesn't care too much  
for animals.

Winston barks his approval. The guys smile down at the dog.

EXT. EAST CLAYTON HIGH SCHOOL - BIKE PAVILION - DAY

Lunch hour. Ben and Chong meet with the rest of their  
friends.

Stoner dude, LAZER (17), sits in a lotus position on the  
floor. Nearby, is SLENDER EDWARD, also 17, an oddly tall  
former private-school student fallen on hard times. Add 'em  
all up, you might get three quarters of an extrovert.

Edward is busy setting out his cutlery as Lazer watches on.

LAZER  
All I'm sayin' dudes, is that  
chicks would be a whole lot hotter  
if they didn't poop, that's all.

Edward decants a juice box into a wine glass.

SLENDER EDWARD

Lazer, you're a very peculiar individual, I ever tell you that?

Lazer glances over his ubiquitous shades.

LAZER

Comin' from a guy who brings his own silverware to school.

Slender Edward fishes around in his blazer pocket and pulls out a small laminated card. On it are written the words: "over-familiarity breeds contempt." It's how he handles confrontation.

BEN

Guys, guys, we're getting way off track here.

Edward puts his card away, adjusts his silk cravat. Ben motions to Chong.

BEN

Our good friend here has called this meeting to discuss our plans for the future.

Ben pulls out a sketchpad from his backpack. He tosses it onto the bench. Lazer snatches it up.

BEN

Something I've been working on...new designs for the club.

Lazer turns the pages, admiring each new sketch before him. Futuristic spacecraft of all kinds fill the pages.

LAZER

These are seismic, dude.

Lazer tosses the pad to Edward and gives Ben a high five. Out of the corner of his eye he sees BRUTUS (18), Clayton High's star quarterback and team captain swaggering over with his JOCKS; beefy bros JOHNNY and TONY CARBONE (18).

LAZER

Don't want to slam your day dudes, but Brutus and the Jocks are headin' this way. Two o'clock!

The guys duck out of sight. Ben looks to Winston and presses a finger to his lips. Lazer chances a quick peek over the wall. The Jocks are now feet away, they stop to FLEX.

Johnny pulls out a comb and slicks back his hair. Tony tosses away his smoke, it arcs over into the pavilion and lands by Ben's feet. Brutus and the Jocks swagger on out of sight.

LAZER

Phew! All clear.

SIGHS of relief all around. Just as the tension melts, an alka-seltzer voice rends the air, stiffening their backs.

HAGULA (O.S.)

What's going on here?!

The guys spin on their heels to see MISS HAGSTROM, (50s) standing before them. Nicknamed HAGULA by the kids, she is Clayton High's wraith-like assistant principal on the perpetual prowl for fresh souls.

Hagula points to Winston with a bony finger. The poor dog cowers behind Ben.

HAGULA

You all know the school's policy on animals!

Hagula notices the cigarette butt, tossed over moments ago smoldering at Ben's feet.

HAGULA

You'll hang for this, Waldorf!

BEN

But miss --

HAGULA

Save it for the principal!

CHONG

It true miss, you gotta believe us!

HAGULA

To the principal's office at once.  
Follow me!

Ben looks to the supportive faces of his friends, silently rooting for him.

LAZER

Go get it over with, dude. We'll be right here.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - DAY

Ben stands tall in front of the principal. Hagula keeps guard nearby. Vickers wraps up a telephone call.

PRINCIPAL VICKERS  
That will be all, Miss Hagstrom.

Hagula, incensed at being excluded from proceedings, shoots Ben a scowl. She storms from the office.

BEN  
Sir, I swear I had nothing to do --

PRINCIPAL VICKERS  
Relax Ben.

BEN  
Hagula, I mean Miss Hagstrom --

PRINCIPAL VICKERS  
I know, it's okay. Take a seat.

Ben flops into a chair.

PRINCIPAL VICKERS  
I'm glad you came in today, Ben. I needed to speak with you.

Ben, intrigued, sits forward.

PRINCIPAL VICKERS  
This hobby of yours. This modeling you do. It's very impressive.

Vickers stands, paces.

PRINCIPAL VICKERS  
I might have some good news for you. One of the mobile classrooms over by the batting cages has become available. I was wondering if you and that little club of yours would like the use of it?

Flabbergasted, Ben breaks into a radiant smile.

PRINCIPAL VICKERS  
There's a little extra grant money floating around too. Could come in handy for some extra materials.

BEN

Sir, I don't know what to say...

Principal Vickers opens his drawer. He pulls out a key.

PRINCIPAL VICKERS

Just keep it clean, Waldorf. That's all I ask.

Energized by the good news, Ben stands.

BEN

You bet, sir! You bet! Thank you!

PRINCIPAL VICKERS

That will be all.

Ben backs out of the office, gesturing with gratitude. Principal Vickers CHUCKLES to himself with his good deed.

EXT. EAST CLAYTON HIGH SCHOOL - PARKING LOT - DAY

Chong and Edward eye a beat up old camper van sitting before them. A wing mirror hangs off, the bodywork is held together by duct tape and prayers.

The words: "STAN'S DEMON FEETUS" are airbrushed on the side in large colorful letters. The proud moniker of Lazer's garage band. Lazer flashes a megawatt smile.

LAZER

Well, whaddya think?

SLENDER EDWARD

Lazer, you do know that fetus only has one "E" right?

Lazer looks to his van, his smile drops.

LAZER

Man! You know how many lawns I had to mow to get that, dude?

Ben approaches. Lazer adjusts the wonky mirror.

LAZER

Ben, did you know fetus only has one E?

INT. LAZER'S VAN - TRAVELING

Chong leans in, struggling to talk over the 8-track.

CHONG

Got your note Ben. Am confused. You make it sound like something good happen to us today. Must be some mistake, eh?

BEN

You didn't misunderstand, Chong...something great did indeed happen.

CHONG

Hear that, Eddie?

SLENDER EDWARD

I am not in the mood for your practical jokes.

CHONG

It true, tell him Benjamin.

BEN

Our friend speaks the truth, Edward. As of now, we have procured ourselves a new clubhouse, effective immediately.

Edward's interest is piqued.

BEN

No more ducking Brutus and the Jocks. No more papers blowin' in the wind. Just a nice warm place to indulge the creative process. Things are lookin' up you guys.

SLENDER EDWARD

I don't know how you pulled that off Ben, but I am suitably impressed.

Lazer grinds the gears, lays on the HORN.

LAZER

Next stop, Waldorf residence.

Ben grabs his backpack, looks to his pals.

BEN

Don't forget, after school  
tomorrow. We got work to do.

EXT. BEN'S HOUSE - BACKYARD - DAY

Winston drops a ball at Ben's feet. Engrossed with his sketchpad, Ben tosses it away. Winston bounds off in excitement. A BARK rings out, Winston can't find the ball in the long grass.

Ben puts his sketchpad aside and joins Winston in the quest for the lost ball. He looks to the unkempt yard.

BEN

You tryin' to tell me something  
boy?

SLIGHTLY LATER

Ben yanks the cord to the old lawnmower, it doesn't want to start. Winston trots over to a gap in the fence.

BEN

Some help you are.

Winston, enthralled by something through the fence, wags his tail frantically. Ben joins the curious dog and they jostle for position. Ben's eyes focus in on a young woman.

Meet BEATRICE "BOOKSIE" SHOOSTER (15), a teen nerd's fantasy made flesh. Emo before her time, she rakes the leaves in her black overalls and knee-high striped socks. She is part Cyndie Lauper, part Molly Ringwald and all DYNAMITE.

Booksie bends - Ben is getting a REAL eyeful. Ben looks to Winston briefly, then back to the fence. Booksie is nowhere to be seen.

BEN

Where'd you go?

BOOKSIE (O.S.)

Hey purviss, up here...

Searching for the voice, Ben cranes upwards, a pile of dead leaves is dumped unceremoniously over his head.

Ben clears the leaves from his face. The girl hovers over him. She raises the rim of her black trilby, exposing her edgy good looks.

BEN  
I was just --

BOOKSIE  
-- about to register with the city?  
Since when was rakin' leaves a  
spectator sport?

BEN  
It's not like that. I --

BOOKSIE  
Relax kid, I'm just messin with ya.

Booksie blows into her bangs, kicks at a leaf pile.

BOOKSIE  
Personally, I find the fall leaves  
to be at their most beautiful when  
somebody else is pickin' them up.  
Hey...cute fur-baby.

BEN  
I'm takin' care of him, until Mrs.  
Holbrook comes home.

BOOKSIE  
About that, kid...

Ben frets. Winston whimpers.

BOOKSIE  
Relax, Gram's doin' fine. She's  
gone to the old folks home at  
Wilbury. Can't be by herself no  
more.

Ben sighs with relief.

BEN  
You're her granddaughter? How come  
I've never seen you 'round before?

BOOKSIE  
We live outta state. Dad's dragged  
us up here to get the house ready  
for market. Not much of a vacation  
I know, kinda hopin' for Prague.

Booksie offers her hand.

BOOKSIE

The name's Booksie. Never Bea and definitely never Beatrice, only my folks call me that.

BEN

Booksie? You live in a library or something?

BOOKSIE

Might as well. Digesting the written word is what I do.

Booksie holds up the rake.

BOOKSIE

Other hobbies include gardening, and by gardening, I mean reading. So what's your story?

BEN

Oh yeah, I'm Ben...Ben Waldorf. I live here.

Booksie scans the overgrown yard.

BOOKSIE

You don't say.

Ben gets to his feet and brushes himself off. Winston jumps up on the fence, presents his head to be patted.

BEN

Been doin' my best to keep him a secret from dad, he sleeps in my friends van mostly. He's technically yours now I guess.

BOOKSIE

The road is no place for a pooch. You're comin' with me, handsome. Grams will be thrilled to see him.

Winston pants at the pretty girl.

BEN

Remember boy, I'll be right here. You can visit whenever you want.

Ben raises the fence panel, Winston squeezes through. Booksie pulls out a book from her back pocket.

BOOKSIE

Now if you'll excuse me, it's mating season for this girl and her new paperback.

Ben nods.

BOOKSIE

Hey, you go to Clay right? Any way I could bum a ride to school tomorrow?

Ben attempts to talk, Booksie doesn't wait for a response.

BOOKSIE

Great! I'll be out front at eight. Oh and Ben, it's a dirty plug.

Confused, Ben eyes Booksie.

BOOKSIE

On your mower.

Ben gets it with a smile. Booksie shoots him a wink, leaves.

INT. LAZER'S VAN - TRAVELING - MORNING

The boys eye Booksie. There's a real human girl in the van sitting feet away! They nod politely back at her but can't hide their awkwardness.

The van pulls into the busy school parking lot. The doors open and everyone piles out. Booksie scans the small town high school.

BOOKSIE

The academic factory in all its glory.

BEN

If it's any consolation, we do have a great library.

Booksie brightens.

BOOKSIE

I'll be sure to check it out.

Booksie bats her eyelashes at the boys.

BOOKSIE

I take it I'm good for a ride home?

Chong elbows Ben.

BEN

Err, we kinda got this thing we do after school...

CHONG

Model club, keep us very busy.

BOOKSIE

Hey, I can wait. Beats dad pickin' me up in his sock and sandal requiem.

Booksie puppydogs the boys. They cave.

BOOKSIE

Alrighty! See you guys later.

Booksie adjusts the straps on her backpack and leaves. The boys come back to life. They throng around Ben.

CHONG

She super hot Ben!

LAZER

She is very easy on the eye, dude.

SLENDER EDWARD

They're both correct in their appraisals. She does have a certain girl next-door appeal.

Chong turns to Edward.

CHONG

Well, seeing she is actually girl next door, Eddie.

Edward fishes around in his pocket and pulls out his over-familiarity card. Ben watches Booksie melt into the crowd; even from a distance she stands out amongst the other kids. He turns to his pals and feigns nonchalance.

BEN

Really? I hadn't noticed.

CHONG

Oh, Ben hadn't noticed. Right!

Chong pokes Ben's ribs. The friends pull and prod at him.

INT. EAST CLAYTON HIGH SCHOOL - CAFETERIA - DAY

Booksie has made some new friends. Loudmouth BRANDI and snotty TRISH (both 16). Brandi sniffs her lunch and pushes it away. Booksie scans the busy cafeteria.

Ben, Chong, Edward and Lazer sit at a corner table, passing around magazines. Suddenly, Booksie's attention is diverted as Brutus strides in with his Jocks.

Hourglass cheerleader and homecoming queen, CRYSTAL DUKES (17) drapes herself around Brutus - so close they could share a bloodstream.

Booksie admires Brutus' tight denims, he's a stud for sure. Brutus looks over and catches Booksie's eye for a beat, before looking away.

BOOKSIE

He's beautiful, can I keep him?

Brandi leans in, her gum bubble POPS.

BRANDI

One thing you gotta know about Clay, sister, if you're gonna survive the popularchy --

TRISH

-- those two are King and Queen 'round here.

Time seems to slow as Brutus, Crystal and the Jocks file on through. They stop at Ben's table and signal for them to vacate. Chong protests, the Jocks haul him off his stool.

Booksie watches on as Ben tries to mediate a solution. Ben and his friends are given POWER-WEDGIES and sent on their way. They leave humiliated as Brutus and his entourage get comfortable at their new table.

BRANDI

The guy wearing his underwear as a hat is Ben Waldorf, those are his shadow people. I'd stay as far away from those perma-virgins as possible if I were you. Instant cred-shed, lady.

Booksie looks to Trish and Brandi, then back to Brutus, Crystal feeds him a fry.

INT. MOBILE CLASSROOM - DAY

The guys are busy making the dusty classroom their own. Chong sweeps up, Ben and Edward hang sci-fi posters on the walls. Lazer, feet up, pounds a burrito whilst tuning a small transistor radio.

LAZER

You know, for bein' in the middle of a pot epidemic, this town sure has some crappy music.

Edward struggles with the poster.

BEN

Left corner, down a little. That's it.

Edward adjusts the poster. Ben admires their work.

BEN

I was thinking. We could each have our own stations. One for sculpting, one for painting. We could even have one for electronics. Whaddya think?

CHONG

Right on! All we need now is cool name for new HQ. Wasn't this old chemistry room? What about - the lab?

The guys mull it over, it meets with everyone's approval.

BEN

The lab it is.

The door swings open. Booksie peeks in.

BOOKSIE

There you are.

Booksie pulls off her mittens and heads over to Lazer. She takes his burrito and sinks a deep bite before handing it back. Lazer shoots her a look.

BOOKSIE

We gonna be long?

BEN

Almost done.

SOME TIME LATER

Head resting on arm, Booksie closes her paperback and YAWNS.  
Chong, Edward and Ben still organize their equipment.

BOOKSIE

So, when you boys aren't touring  
with the circus, what else is there  
to do around here? Anywhere to get  
a good bite to eat? Be my treat...

Never one to turn down a free meal, Lazer grabs his jacket.

LAZER

We know just the place!

EXT. THE BURGER PIT - EVENING

Game night. The after-school hangout is a neon-hive of  
activity. Scores of teens wearing the team colors of the  
CLAYTON CLAYMORES mill around eating and socializing.

INT. LAZER'S VAN

A world weary WAITRESS with killer legs leans in and takes  
the orders on her roller skates.

WAITRESS

Five doubles and four large gulps.  
That'll be ten dollars.

LAZER

-- and a large cheeseburger...and  
hold the cheese.

The waitress fires Lazer a look.

WAITRESS

Right...sure hon, whatever you say.

Booksie hands over the cash. The waitress skates off.

CHONG

Hold cheese, every damn time!  
What's the point in ordering  
cheeseburger Lazer, if you're just  
gonna hold the cheese?

LAZER

You know, one day I'll make you all  
my world famous BBQ burger. Two

(MORE)

LAZER (cont'd)  
patties, grilled 'shrooms, onions  
and the secret ingredient I'm  
takin' with me to my grave.

SLENDER EDWARD  
It wouldn't happen to be BBQ sauce,  
would it?

Lazer throws up his arms.

LAZER  
Man! Who told you?

LATER

Lazer lets out a long BELCH. He fires up his 8-track.

LAZER  
Awwwight! Let me take you on a  
journey through space and time!

BEN  
We're gonna talk about the founding  
principles of rock music now,  
aren't we?

LAZER  
Dude, one thing about Sword of  
Damocles, that you're not quite  
gettin', is that they are, and  
always will be, a band's band.

SLENDER EDWARD  
Here we go.

Booksie, amused by these oddballs in her midst, takes a slug  
of cola.

BOOKSIE  
So, enlighten me Lazer, what the  
heck is a band's band?

LAZER  
Quite simple really -- music that  
bands themselves would listen to.  
They're totally a *band's band*.

A rockin' guitar riff fills the van. Lazer cranks it up. The  
guys grimace at the audacious decibels. Without warning, and  
completely out of character, Edward reaches over and ejects  
the tape. He tosses it from the passenger window.

LAZER

That was less than cool, man.

Unperturbed, Lazer reaches into the glove compartment and pulls out a SAME COPY of the 8-track tape. He fires it up and it picks up exactly where the other left off. Edward looks to the stunned faces staring back at him.

SLENDER EDWARD

I'm sorry you had to see that side of me.

LAZER

You should definitely go and get that, man, it's like only my fourth copy. It's called social responsibility, dude.

Edward sighs, reaches for the door.

EXT. THE BURGER PIT - PARKING LOT - CONTINUOUS

Slender Edward stands over the ejected tape, which has landed in front of a '71 Chevy full of drunken RIVAL FANS parked in the next stall. High beams kick on. Windows wind down. Edward is blinded.

INT. LAZER'S VAN

Ben and the guys notice Edward's plight and press their faces to the glass. Booksie looks to Ben, without a word, she hops from the van.

EXT. THE BURGER PIT - PARKING LOT - CONTINUOUS

Booksie approaches, kneels for the tape. WOLF WHISTLES ring out, doors swing open and the drunks spill out.

RIVAL FAN #1

Hey Elvira, bend over a little more when you do that, would ya?

Edward, still shell-shocked, looks on. The drunks gather round. One of them shoves Edward out of the way, they focus in on Booksie, ogling her gothic attire.

RIVAL FAN #3

You know Halloween isn't 'til next month right? Unless of course, you wanna bite my neck now?

Booksie attempts to push free, but the drunks surround her. The crowds at the drive-thru have started to notice. They point and stare.

INT. LAZER'S VAN - CONTINUOUS

Chong looks to Ben. Indecision fills the air. Ben looks back to the action outside. Suddenly, the crowd parts like the red sea, making way for Brutus and Crystal.

EXT. THE BURGER PIT - CONTINUOUS

Brutus sees the disturbance. He hands his jacket to Crystal.

CRYSTAL

Just leave it, Brutus.

Brutus, not listening, approaches Booksie. The rival fans square up to the beefy quarterback.

RIVAL FAN #2

Hey meatball, what's on your mind?

Without warning, Brutus shoves the guy backwards onto the hood of his car. Eyes flash in shock at the primal power on display.

The other two fans rush Brutus. He grabs their heads in his meathooks and cracks them together with a sickening THUD. They drop to the cement. Brutus dusts off his hands.

BRUTUS

How many times I gotta tell ya?  
This is our place.

Brutus turns to the guy still sprawled on the hood. He throws up his hands in resignation.

BRUTUS

Now get outta here...

Peeling himself off the car, the guy helps his buddies back to their vehicle. They fire up the ignition and screech from the burger pit. The home supporters, watching on, CHEER and APPLAUD.

Basking in the moment, Crystal struts over like a peacock and takes Brutus' arm. Booksie and Brutus lock gazes briefly before turning away.

EXT. BEN'S STREET - LATER

Ben and Booksie are deposited at curbside. Lazer's van pulls away in a cloud of smoke and horns.

BEN  
You sure you're okay?

BOOKSIE  
I don't want to talk about it.

BEN  
About that guy --

BOOKSIE  
I said I don't wanna talk about it.

Booksie chills.

BOOKSIE  
Look, it's still early, why don't you come in and meet the fam? I'm sure Winston would love to see you.

Ben glances at Booksie's homey place, then to his own house; shirtless Pops rages to himself in the window. Booksie pretends not to notice.

BEN  
Maybe some other time...

Ben, embarrassed by his father's antics, manages half a smile and leaves. Booksie watches him tromp the short distance back to his house.

Still waiting at curbside, Booksie watches Ben enter his living room. Pops flails wildly at him.

Seconds later, Ben emerges. Booksie steps into the shadows to conceal herself. She watches Ben scale the drainpipe onto the flat roof of his garage.

INT. THE LAB - DAY

Booksie lets out a long yawn. She puts her book down and glances at the clock. She eyes Edward and Chong, who huddle around Lazer's latest masterpiece.

Gone is the dusty old classroom of before. The lab has been transformed into an antiseptic, fully functioning workspace, housing all manner of handcrafted models and dioramas.

LAZER

It's a flock of Lava-wolves,  
closing in fast on their prey.

SLENDER EDWARD

I know what it is, Lazer, you don't  
have to tell me. You've definitely  
improved.

CHONG

No flock you idiot! Pack! Pack of  
wolves! But Eddie right, getting  
much better.

Booksie inspects her fingernails. The door opens and  
Principal Vickers enters. He looks around the lab, admiring  
the progress the club has made in such a short time.

PRINCIPAL VICKERS

I'm looking for Waldorf, is he  
around?

CHONG

Not in school today, sir.

PRINCIPAL VICKERS

Is he sick?

CHONG

No clue, just not in school.

Surprised, Principal Vickers glances over to Booksie.

PRINCIPAL VICKERS

Miss Shooster, I had no idea you  
were part of this little club.

BOOKSIE

They're my ride, sir.

The principal digs into his pocket, pulls out an envelope.

PRINCIPAL VICKERS

Would one of you give this to Ben,  
next time you see him?

A puzzled Chong takes the envelope from the principal.

PRINCIPAL VICKERS

Funds Mr. Chong, for this little  
enterprise of yours. Not much, I  
know, but every little helps I'm  
sure.

Truly grateful, Chong bows graciously.

PRINCIPAL VICKERS  
The news isn't all good, I'm  
afraid.

Booksie eyes Vickers.

PRINCIPAL VICKERS  
You might as well hear this too  
Miss Shooster. I know you'll only  
be here for a short while, but it  
concerns you as well.

Booksie heads over.

PRINCIPAL VICKERS  
The district, in their infinite  
wisdom, have decided to transfer me  
over to King's. The school has been  
failing for some time now and  
there's going to be a reshuffling  
of personnel.

Chong looks to Edward. Faces tighten.

PRINCIPAL VICKERS  
This shouldn't effect this endeavor  
of yours, and I'm sure any new  
principal worth his salt will be  
more than happy to continue  
supporting the arts.

Principal Vickers takes another look around the lab.

PRINCIPAL VICKERS  
Be sure to pass the news onto  
Waldorf. As you were.

Vickers leaves. Booksie looks to Chong.

BOOKSIE  
You guys look like you've had your  
wisdom teeth removed.

SLENDER EDWARD  
We have what you may dub an  
informal lease. Any administrative  
changes may jeopardize that  
arrangement.

Booksie pries the envelope from Chong's hand.

BOOKSIE  
I'll make sure Ben gets it.

INT. EAST CLAYTON HIGH SCHOOL - ASSEMBLY HALL - MORNING

Hagula scans the sea of faces.

HAGULA  
And this year's winner of the  
Lincoln Farish memorial scholarship  
is Macy Stanton. Macy, come up  
here.

Milquetoast MACY (16), crosses the stage. Elements of the crowd SNICKER as she trips over her feet. Macy approaches Hagula and takes her certificate. She shuffles back off stage to a small ripple of applause.

HAGULA  
Principal Vickers, I believe you  
have one more announcement to make?

Principal Vickers takes to the podium.

PRINCIPAL VICKERS  
Thank you. As some of you may know,  
tomorrow is going to be my last day  
here at Clayton High.

There are audible mumbles from the gathered student body.

PRINCIPAL VICKERS  
Due to events beyond my control, I  
am being assigned elsewhere. I want  
it known that I'm going to miss  
every one of you, my tenure here  
has been the most rewarding of my  
career.

Vickers scans the front row, who seem genuinely upset.

PRINCIPAL VICKERS  
With that in mind, please allow me  
to introduce you all to your new  
principal.

Vickers gestures off to the side of the stage.

PRINCIPAL VICKERS  
Please join me in extending a warm  
Clayton welcome to your new  
commander in chief, Principal  
Boggs.

Roly-poly BOGGS (50s), waddles over in his clip on tie and off the rack suit. Clearly out of breath from the short walk, he runs a hand through his greasy comb-over.

BOGGS

Good morning...

The microphone whistles out a bar of static.

BOGGS

I sure appreciate the kind words. I know how fondly you all think of my predecessor, and although we differ greatly in style, I think you will find me firm and fair in my approach.

Whispers can be heard. Boggs scans the crowd.

BOGGS

That will be enough.

The hall grows silent.

BOGGS

Over the next few weeks, you may encounter me on my travels, asking questions, and getting to know you all. Coming from a proud military tradition, I may not agree with the limp-wristed policies of my counterpart here, but I'll do my best to take under advisement any sensible suggestions you all may have.

Boggs tromps off stage with Hagula in tow. The students stand and file from the hall.

INT. EAST CLAYTON HIGH SCHOOL - LIBRARY - DAY

Booksie peruses the shelves, stopping occasionally to add another book to the growing pile under her arm. She notices a familiar face sitting at a corner table - the unlikely sight of Brutus studying by himself.

Booksie approaches. With collar pulled up high in an attempt to hide his face, Brutus hasn't noticed her. He silently mouths words from a magazine.

BOOKSIE

Ya got a great setup here. Although personally, I think your Feng-shui section is in the wrong place.

The joke is wasted on the big guy. Booksie sits and puts her books to one side. She takes the magazine from Brutus who clearly isn't used to this level of impudence.

BOOKSIE

TV guide, huh?

Booksie tosses the TV guide aside, it falls open.

BOOKSIE

Listen, I never got to say thank you. For the other night I mean.

Brutus stands, takes his team jacket from the back of the chair. He turns to leave.

BOOKSIE

Let me guess, struggling with the grades? Coach puttin' unreasonable pressure on you to do better? I could help you with that if you like. I know you guys live for your quarterback honors.

BRUTUS

Listen, I don't know who you are and I don't care. You never saw me here, got it?

Booksie zips her mouth closed with a finger. Brutus leaves. The open TV guide catches Booksie's eye. She hones in on an advert in the personal section, it reads:

"WANTED: PROP MAKERS FOR SCI-FI MOVIE PROJECT. ONLY SERIOUS PARTIES NEED APPLY. CALL THE OFFICE OF HELTON CANE ON: 899-567-9086." Booksie's eyes narrow, the gears turn in her mind. She scribbles Ben's name on the ad and circles it.

EXT. BEN'S HOUSE - GARAGE - EVENING

Booksie pulls herself up onto the garage roof. Ben is lying on his back watching the stars come out.

BOOKSIE

This is where I resume the ongoing campaign to get you to come over.

Ben doesn't answer. Booksie implores.

BOOKSIE

Come on Benjy, Mom's been dyin' to thank you for takin' care of grams. She's been buggin' me to bring you over forever.

An awkward silence grows, Booksie changes tactics.

BOOKSIE

We got Atari --

Ben slowly pivots.

BEN

Yeah?

BOOKSIE

All the latest games --

Ben looks to Booksie.

BEN

Well, maybe for a little bit, what could it hurt?

INT. HOLBROOK HOUSE - KITCHEN - NIGHT

Ben pounds his dinner like he hasn't eaten in a month. Booksie's MOM, DAD and little sister POPPY (10) watch on. Booksie's mom offers up some second helpings - Ben BEAMS.

LATER

Booksie's mom collects the dishes. Booksie's dad casually leans over the table and pries Ben's jaw open.

BOOKSIE'S DAD

You know, that's a great set of teeth you got there, Ben.

BEN

Ankyou thir...

BOOKSIE'S DAD

You could do a lot worse than dentistry as a career, Ben. It's treated my family well. Something to think about.

Booksie's dad releases Ben's jaw. He rubs it in relief.

LATER STILL

Ben finally has his hands on the coveted Atari, he pulls and prods at the joystick. Booksie, curled up nearby, reads her book.

BEN

May I present to you the decade's  
high score, nobody's beating that.  
And on that bombshell, I better go.

BOOKSIE

But it's not even nine.

BEN

I got stuff to do, and it's a --

BOOKSIE

-- school night. Don't remind me.

Ben stands.

BEN

Thanks for tonight, Booksie. I  
really needed it.

BOOKSIE

Remember Ben, the offer still  
stands. You can crash here whenever  
you want.

Ben nods, he knows she means it. Ben makes his way to the front door. Booksie and Winston follow.

EXT. HOLBROOK HOUSE - NIGHT

Booksie watches Ben plod the short distance back to his house. Pops is raging to himself in the window again. Hurting for Ben, Booksie closes the door.

INT. BEN'S HOUSE - BEN'S ROOM - NIGHT

Ben finishes up his latest model. He hangs it on the ceiling with the others, they sway in the cool night air. Hypnotized by the swaying starships, Ben is transfixed.

## BEN'S DAYDREAM

Dressed in flight-suit and helmet, Commander Benjamin Waldorf of the legendary VOLMAR SQUADRON huddles in the cramped cockpit of his speeding fighter. He glances at his console - the enemy fighter centers in his sights.

Commander Waldorf struggles with the controls, trying to keep the enemy locked in the cross-hairs. His patience pays off, the target pulls into range.

Waldorf squeezes the triggers - twin photon lasers streak towards the enemy fighter. KABOOM! It doesn't stand a chance.

## INT. BEN'S HOUSE - BEN'S ROOM - CONTINUOUS

A loud BANG shakes Ben from his daydream. He hurries to the window. Ben sees Pops in the garden below, pointing a small pistol into the air. He races from his room.

## EXT. BEN'S HOUSE - FRONTYARD - CONTINUOUS

Ben eyes Pops through the heavy drizzle, spinning in circles and cursing at the heavens. Several NEIGHBORS keep an indiscreet watch from across the street.

A police car screeches up; two POLICE OFFICERS get out. One of the officers mumbles something into his radio, the other puts a hand on his sidearm.

BEN

Wait! It's just Grampa's old  
starter pistol!

The officer waves wildly at Ben.

OFFICER #1

Get back, kid!

Pops swaps stares with Ben, a tense moment passes. Pops drops the starter pistol, falls to his knees and sobs hysterically in the mud.

The cops rush over and gather Pops up. They escort him back to the patrol car. Ben, soaked to the skin, watches on as another vehicle pulls in, a female SOCIAL WORKER gets out.

SOCIAL WORKER

Ben? Benjamin Waldorf?

Ben, confused, eyes the woman.

SOCIAL WORKER

My name is Cassie, Cassie Myers,  
I'm from the department of social  
services.

BEN

Where are you taking my dad?

SOCIAL WORKER

Your father is being detained for  
his own safety, Ben. I know this is  
a lot to take in, but I'll do my  
best to answer any questions you  
may have.

Emerging through the rain, a breathless Booksie appears, she  
eyes the unfolding drama. Ben scans her stocking feet.

SOCIAL WORKER

Under state law, Ben, we can't  
leave you unsupervised out here.

Ben looks to Pops, stewing in the police car.

SOCIAL WORKER

Until we figure out our next move,  
I've arranged for you to go to St.  
John's, it's a hostel about ten  
miles from here.

BOOKSIE

He can stay with us, can't you Ben?  
My parents will sign whatever you  
need.

SOCIAL WORKER

I'm afraid it's not as simple as  
that, miss. The guardianship  
process must go through the courts.  
It takes time.

The social worker nods to the officers. They step forward.

OFFICER #2

Come now, young man...

Ben wipes the rain from his face, steps back.

SOCIAL WORKER

Ben, we have to do what's right.  
We'll have all this sorted out  
before you know it.

BEN

I ain't goin' to no hostel...

Ben catches Booksie's eye for a beat then takes off. An officer bolts after him. The social worker pinches the bridge of her nose.

SOCIAL WORKER

I really didn't want it to come to this.

The officer returns, clutching his sides.

OFFICER #1

He's gone, ducked into a neighbor's yard and hopped the fence. That kid can move.

The social worker turns to Booksie. She scans her feet.

SOCIAL WORKER

Remember, no one's got to be a hero. When he does surface, you have a moral obligation to inform us of his whereabouts.

Not listening, Booksie fires a long gaze down the street.

EXT. BEN'S STREET - NEXT EVENING

Booksie gathers up her backpack, hops from Lazer's van.

LAZER

If you hear anythin', you gotta let us know k?

BOOKSIE

Try not to worry. I'm sure he'll turn up soon.

LAZER

I just want everythin' back the way it was, things were all so different before they went and changed.

BOOKSIE

That's real deep, dude.

Booksie catches the typo on the side of the van.

BOOKSIE

Erm Lazer, you do realize that --

LAZER

Yeah, I know. Fetus only has one E,  
bummer. Hey, catch you later k.

Lazer slaps the van door, the van pulls away in a screech of tires. Booksie eyes Ben's house; a newly erected "FOR SALE" sign sits in the front yard.

Heading over to investigate, Booksie scans the sign briefly, then walks to the window. The house has been completely emptied of furniture.

Booksie turns to leave - a faint SNEEZE carries on the breeze. Dismissing it with a shake of her head, Booksie plods on. Another sneeze rings out, Booksie pivots.

Peering under the partially open garage door, Booksie scans the gloom. Nestling amongst the clutter is Ben, illuminated by the faint glow of a flashlight.

INT. GARAGE

Booksie squeezes under the door.

BOOKSIE

So this is where cockroaches go to  
die...

Ben drags his sleeve across his nose, doesn't respond. Booksie maneuvers her way between the clutter and drops down onto a crate next to him. She snatches the flashlight and trains it on him KGB style.

BOOKSIE

Where ya bin, Waldorf? Where ya  
bin, huh?

Ben squints. He leans over and takes back the flashlight.

BOOKSIE

The other humanoids are missing you  
Ben. They hardly work in the lab  
anymore, I think Lazer might be  
crashing there.

Ben doesn't talk. Booksie notices a small shrine next to him. Several photographs and other collectibles fill the space.

BOOKSIE

The name is Ben, right? Hobbies include model-making and giving up on people?

Booksie lays down some bait.

BOOKSIE

I've beaten all your high scores.

Ben's voice cracks into life.

BEN

Super Breakout?

BOOKSIE

Especially Super Breakout.

Ben mulls the bad news. Intrigued by the shrine, Booksie reaches over and picks up a limp BALLOON lying amongst the other items.

BOOKSIE

We makin' balloon animals now?

Ben gestures for the balloon, Booksie hands it back.

BOOKSIE

You know, for a guy who grew up without an effective male role model, you turned out okay Waldorf.

BEN

It wasn't always this way...

Ben arranges the balloon back in front of an old photograph of Pops in his younger days. He gazes off into space.

BEN (V.O.)

It was my twelfth birthday. My folks did their best to convince me to stay home, but I had a quiz that day and me being me, I decided to go in anyway. Mom told me she'd make up for it by picking me up after school and taking me to my favorite place, Dean's Arcade. She even fixed my favorite breakfast. I can still taste those homemade pancakes.

Ben looks to Booksie.

BEN

She never made it. She was killed by a drunk driver on her way over there. I waited forever outside those school gates, until a police officer finally picked me up and took me to the hospital. Dad was already waiting for me, a construction set resting on the seat next to him, still wrapped in shiny paper with a balloon tied to it. The officer said they were in Mom's car when the paramedics arrived.

Booksie looks to the balloon on the table.

BEN

I never played with the construction set much after that, but the balloon became more important to me than anything I owned. Just knowing it was filled with Mom's breath connected me to it in a way I can't explain.

Booksie leans in.

BEN

Over time, the balloon went down, it's what balloons do. But having it go down over time like that was complete therapy for me, like I wasn't losing her all at once, you know?

A crystalline jewel of pure emotion runs down Booksie's cheek. She lets it fall. Booksie pulls Ben in close.

BEN

I screwed up Booksie. I've let everyone down. They'll take away the lab for sure now, I just know it.

BOOKSIE

It'll all be there waiting for you, Ben. You just gotta show em' you're comin' back.

Booksie breaks off the hug. They share a smile.

BOOKSIE

Come on, let's get you cleaned up.

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - DAY

Chong is swapping baseball cards with his UNCLE CHENG (30s), Clayton High's easy-going janitor. Chong notices Ben and Booksie approach. A huge smile erupts on his face.

CHONG

Been so worried about you Benjamin!  
Wait till I tell Lazer and Eddie,  
they gonna be stoked!

Ben engages in a mock fight with Chong.

BEN

It's great to see you guys.

CHONG

You know I don't do well with  
change, Ben...been hell for me.

BOOKSIE

Where are the others?

CHONG

Lazer out with new girlfriend, no  
idea about Eddie. He took things  
real hard.

BEN

Poor guy. I know it hasn't been  
easy on him, adjusting to life in  
the public school system.

BOOKSIE

Then what are we waitin' for? Let's  
go get the gang back together!

Chong high fives Booksie, the friends turn to leave. A sour voice rings out, rooting them to the spot.

BOGGS (O.S.)

One moment!

Ben pivots, the portly frame of Boggs approaches.

BOGGS

My office, now.

Boggs turns on Uncle Cheng.

BOGGS

And you...if you want to remain  
gainfully employed here, I suggest  
you get back to work.

Cheng snaps to it. Ben looks to his friends.

BEN

You go, I'll catch you up.

Booksie shoots Ben a sympathetic smile, motions to Chong.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - DAY

Boggs fingers his pipe.

BOGGS

We'll skip the introductions, shall  
we? I suspect my reputation has  
preceded me.

Ben takes a look around. The office has undergone quite the  
makeover since Vickers' tenure. Ships in bottles and  
intricate topiary displays adorn the shelves and cabinets.

BOGGS

You're not the only one with a  
hobby around here.

Boggs taps his pipe. It is then we see it - the iridescent  
MARCH FINCH - a perfectly preserved bird of incredible  
natural beauty nesting on a clutch of eggs.

Boggs has transformed the unusual bird into an ornate  
ashtray, and it takes pride of place on his desk.

BOGGS

The glorious March Finch...only  
twelve mating pairs left in the  
world. It took my father and I  
three summers to track her down.  
She's the pride of my collection.

Boggs' eyes brim with memory. He looks up.

BOGGS

Let me get straight to the point,  
Waldorf. I don't like people like  
you. Thinking they can play by  
their own rules. A school runs on  
order boy, if we all took  
unauthorized absences, what would  
become of us?

BEN

I had some personal problems sir,  
my dad --

BOGGS

Your excuses cut no ice with me,  
Waldorf. I'm perfectly aware of  
what's going on with that  
never-do-well father of yours.

Ben's shoulders drop.

BOGGS

You must understand, I can't let  
you set a bad example for the  
others. Detention for a month, and  
there's also the matter of this  
little club of yours.

Ben's face tightens.

BOGGS

Until you can learn to be trusted  
around here, I'll be assigning Miss  
Hagstrom to supervise your little  
meetings from now on.

BEN

But sir...

BOGGS

She'll report back to me directly.  
Extra curricular activities are a  
privilege not a right, boy. You  
carry on flaunting my rules and  
you'll leave me with no alternative  
but to shut you down permanently.  
Dismissed.

INT. THE LAB - DAY

Ben and his friends remove the posters from the walls, the  
atmosphere is cold and sterile. Hagula watches on.

BEN

Do we have to take them all down?

HAGULA

They're a fire hazard. I want them  
removed immediately.

Lazer turns to Ben.

LAZER

This is worse than regular class.

The door swings open, Booksie appears.

BOOKSIE

How do you guys handle the cold  
'round here? I got a mini-glacier  
forming in my belly button.

Booksie notices Hagula. Her smile drops.

HAGULA

Take a seat Miss Shooster, and keep  
the noise down.

EXT. CLAYTON MUNICIPAL PARK - MORNING

Booksie inspects the boys like a drill instructor. They  
squint up at the sun and look totally out of place outside.

BOOKSIE

Today, happy girl is happy, and I'm  
imposing it on all of you. Any idea  
why I've brought you here this  
morning?

Before anyone can speak, Booksie gestures upward.

BOOKSIE

These are called ultra-violet rays,  
and we need them to maintain  
healthy skin and bones.

Lazer mumbles something inaudible.

BOOKSIE

Do you have anything to say mister?  
Straighten up, or do I have to get  
the jumper cables?

Lazer straightens. Booksie produces a frisbee.

BOOKSIE

We're makin' today our bitch.  
Morale has taken quite a hit lately  
so it's time to cast aside life's  
woes and have some good ol'  
fashioned R&R. Is everyone with me?

The boys murmur their compliance.

LATER

The guys toss the frisbee to each other with mixed results. Booksie, watching on from a blanket, lays out a hearty picnic. Ben and Lazer break from the group and join her.

LAZER

We gotta do something about this Boggs dude, karma is takin' way too long.

BEN

What do you have in mind?

LAZER

Ever heard of a whizz-disc?

Ben and Booksie swap quizzical looks.

LAZER

Oh, it's classic man! You take a leak on a dinner plate, then freeze it overnight. Next day you slide it under the door of your nemesis. It melts and stinks up the place! Whaddya think?!

Booksie tosses a chip to Winston.

BOOKSIE

We won't be indulging in any urine based vengeance, Lazer. Besides, we don't have that kind of bail money.

Booksie beckons to Chong and Eddie.

BOOKSIE

Lazer is right though. Boggs has to go, but we gotta do it clean, and send him back to the devil's farm from whence he came.

BEN/LAZER

Agreed.

Slender Edward looks to his hands.

SLENDER EDWARD

Remarkable, stress levels have decreased to tolerable levels.

CHONG

For sure! Was fun day.

BOOKSIE

We're not done yet, my little alfalfa sprouts. There's one more thing to do before we call it a day.

The guys crease their brows. Booksie looks over to four TEENAGE GIRLS struggling to fly a kite nearby.

CHONG

Nuh-uh! Oh no! Ask too much, came outside, had fun. Talking to girls, bridge too far!

SLENDER EDWARD

Miss Shooster, there's things you need to understand, we're far more interesting as individuals when you don't get to know us.

BOOKSIE

This might hit you right between the eyeballs, but talking to girls ain't some arcane science. Follow my three step program and it'll be a breeze. Where's your sporting blood?

Edward glances over to the girls.

SLENDER EDWARD

The solution to their problem seems simple enough.

CHONG

Right! Basic aerodynamics. We tell them to face into wind and problem solved. Then we go home.

BOOKSIE

Boys, the kite is immaterial, it's the cahonies that are key here. Just go up there and introduce yourselves.

Winston BARKS. The boys swallow hard.

BOOKSIE

Now Jackets off! Untuck those shirts...and Eddie, lose that neckerchief.

SLENDER EDWARD

It's a cravat, thank you Miss  
Shooster...Harvey and Mayfield.

BOOKSIE

For the purpose of this exercise,  
it's gotta go. Now make momma  
proud. I want you all back here  
before the street lights come on.

Booksie picks up the frisbee and tosses it away, it sails on  
the breeze and lands over by the girls' feet.

BOOKSIE

Now go get those sexy dolls!

Booksie watches the guys lumber over. She smiles to herself  
and gets comfortable for the show.

LATER

The kite soars. Booksie watches the boys teach the girls  
some new tricks. After several farewell handshakes, the boys  
head back over. Booksie sits up to greet them.

BOOKSIE

Well?

A brief pause. The guys erupt into ENDZONE DANCES. Chong  
waves a small scrap of paper above his head.

BOOKSIE

Get the heck off this Earth!

CHONG

It true! She gave me her number!

Chong BEAMS wildly. The guys slap him on the back as he  
stares proudly at the phone number in his hand.

EXT. THE LAB - DAY

Lazer, Chong, Edward and Winston sit on the wooden steps to  
the lab. A MAINTENANCE GUY removes a toolbox from his truck  
as Hagula and Boggs watch on. Ben and Booksie approach.

BOOKSIE

What's goin' on?

Boggs looks to Lazer.

BOGGS

Are you going to tell them boy, or  
am I?

BOOKSIE

What are you up to, Boggs?

HAGULA

That's Principal Boggs to you.

The maintenance guy changes the lock to the lab.

BOGGS

Sheltering an animal on school  
grounds is in direct violation of  
policy. When Miss Hagstrom was  
forced to eject the beast, your  
friend here took it upon himself to  
lock her out as well.

Booksie stifles a chuckle.

BOGGS

Thus comes to an end your little  
after-school folly. We tried to  
work with you Waldorf, we really  
did. You never gave us a chance.  
Let this be a lesson to all of you.

Boggs smirks at Ben, puts out his hand.

BOGGS

You have something of mine?

Crestfallen, Ben digs into his pocket and fishes out the key  
to the lab. He hands it over to Boggs, who butterfingers it  
on purpose. The key drops to the ground.

BOGGS

Well? Pick it up...

Ben kneels, picks up the key. He places it into Boggs' hand.

BOGGS

I hope you can find renewal in all  
this, Waldorf. I really do.

Smug and vile, Boggs waddles away. Hagula follows.

LAZER

I'm sorry dudes. Principal chowder  
went from zero to overload in three  
seconds. I just don't like leavin'

(MORE)

LAZER (cont'd)  
the pooch out in the cold that's  
all.

Winston licks Lazer's face.

BOOKSIE  
He was just lookin' for an excuse  
to shut us down, Lazer. It was just  
a matter of time.

BEN  
Why does nothing ever work out for  
us? Just once, if they could only  
see the merit in what we're doing  
here.

SLENDER EDWARD  
Maybe we should try and reason with  
him? This is getting out of hand.

BOOKSIE  
We don't negotiate with terrorists.

The guys eye Booksie. She shoots them a smile.

BOOKSIE  
Dry your eyes, boys. So we lost  
this round. If old Boggs thinks he  
can just waltz in here and cut us  
off at the knees, he's gotta know  
he can't expect calm.

INT. EAST CLAYTON HIGH SCHOOL - LIBRARY - DAY

Booksie gathers up a stack of homemade flyers from the  
library's clunky mimeograph. Ben takes one.

BEN  
Gotta admit Booksie, these turned  
out great. I still don't see how  
entering some competition will get  
Boggs off our backs though.

BOOKSIE  
Not just any competition, Ben. The  
state fair.

Ben searches Booksie's face for more info.

BOOKSIE

Think about it. If we drum up enough publicity around our intention to win state fair next year, Boggs will have no chance of shuttin' us down.

Ben clicks his fingers.

BEN

I'll get on it right away.

Booksie grins. Brutus skulks in, teasing his collar in a futile attempt to hide his identity.

BOOKSIE

I won't be long.

Ben questions Booksie's motives with a narrowing of the eyes. He leaves the library carrying the stack of flyers. Booksie approaches Brutus.

BRUTUS

What you doin' here?

BOOKSIE

You know, people write books, I read 'em. It's working out pretty good.

An awkward second passes.

BOOKSIE

Well, you keep up the good work.

Booksie adjusts her backpack. Brutus turns.

BRUTUS

Did you mean what you said? About helping me I mean?

Booksie is taken aback.

BOOKSIE

Sure.

Booksie pulls a pen from her hair, hands it to Brutus.

BOOKSIE

Here, give me your address.

Brutus shuffles. Booksie urges with a smile.

BOOKSIE

Give me your coordinates, you big  
ox.

Booksie connects the dots, takes back her pen.

BOOKSIE

You can't write, can you?

Brutus shakes his head, looks to his boots.

BOOKSIE

Well, we're gonna change all that.

INT. HOLBROOK HOUSE - KITCHEN - DAY

Ben pokes his head inside the backdoor.

BEN

Booksie, you home?

No reply. Ben heads for the...

LIVING ROOM

The house appears empty.

BEN

Anyone?

Suddenly, Booksie, Poppy and her parents burst from behind  
the furniture blowing kazoos.

BOOKSIE/POPPY/PARENTS

Surprise!

Ben is caught off guard. Booksie slaps a party hat on him.

BEN

What we celebrating?

POPPY

Tell him Dad!

BOOKSIE'S DAD

We got some good news today Ben, we  
thought you might appreciate it.

BOOKSIE'S MOM

Last month, at the urging of young  
Beatrice here, we filed for a

(MORE)

BOOKSIE'S MOM (cont'd)  
temporary guardianship order. Well,  
we got the paperwork back today,  
it's all final.

BOOKSIE  
That's right Benjy. No more looking  
over your shoulder, no more  
sleeping in Lazer's van. You can  
relax for a while.

Ben's eyes mist up. Poppy hugs his legs.

BOOKSIE'S MOM  
I've already made up the spare  
room...with a little help from miss  
Poppy here.

POPPY  
Can I show him mom, can I?

Ben beams down at the excited young girl.

INT. HOLBROOK HOUSE - DINING ROOM - LATER

Booksie's parents dance to "VOLARE" in the living room. Ben  
watches them through the arch. Poppy dances nearby with  
Winston. Booksie appears with dessert.

BOOKSIE  
I thought we'd finish strong with  
some ice cream. Now's not the time  
to be calorifically responsible.

Ben takes a spoon, digs in.

BEN  
I posted all the flyers.

BOOKSIE  
Great work. It's just a matter of  
time 'til Boggs sees them. In the  
meantime, we gotta get busy in the  
lab.

BEN  
Level with me Booksie, why are you  
doing this? By the time state fair  
rolls around, you'll already be  
gone.

BOOKSIE

It's the principal of the thing  
Benjy. Standing up for what's right  
in the face of tyranny.

BEN

I guess you're right. (Beat) Thanks  
for my party, I had a great time.

Booksie's eyes flash with mischief.

BOOKSIE

The folks are goin' out of town  
next week. How 'bout we celebrate  
with a *real* party?

BEN

What could possibly go wrong?

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - DAY

Boggs and Hagula patrol the busy corridor, kids duck out of  
their way as they hurry to class.

BOGGS

Slow down, no running in the halls!

Boggs sucks the lunch from his teeth.

BOGGS

No sense of discipline you see,  
Miss Hagstrom. A good stint in the  
army is what they need, do them the  
world of good.

Something catches Boggs' eye up ahead. Booksie is surrounded  
by several MEMBERS of the school newspaper. Boggs and Hagula  
approach. Booksie hands Boggs a flyer, his face grows dark.

BOOKSIE

You wanna play blackjack Boggs? We  
got the winning hand right here.

Boggs silently fumes, veins in his forehead throb. Booksie  
puts out her hand.

BOOKSIE

Key please...

Boggs fishes the key from his pocket and hands it to  
Booksie. The school newspaper SNAPS a photo. Boggs storms  
off. Hagula follows him like a pet harpy.

HAGULA

What is it?

BOGGS

A problem Miss Hagstrom, that's what!

Boggs hands the flyer to Hagula.

HAGULA

With the board behind them, they'll never agree to pulling their club now.

BOGGS

I'm perfectly aware of that.

Boggs snatches the flyer back, he crumples it up.

BOGGS

So that's how they want to play it.

INT. THE LAB - DAY

The lab is back in full swing, the atmosphere is carefree once more. Everyone is busy at their workstations transforming Ben's new designs into reality.

LAZER

No more Hagula! And tellin' the board Winston is our emotional support animal, mythical dude!

Booksie smiles down at Winston, gnawing a bone at her feet.

BOOKSIE

I've been thinking guys, we could really use a name for this little venture of ours.

Chong looks over, strokes his chin.

CHONG

What about...Clayton Craft Club?

Booksie mulls, dismisses.

BOOKSIE

Not punchy enough.

SLENDER EDWARD  
Models, Miniatures and Magic?

Booksie shakes her head, still no good.

BEN  
How about...the Special Defects  
Department?

The others ponder. They slowly nod their approval.

LAZER  
Oh that's good, man...that's real  
good. For a bunch of guys that  
never fit in anywhere, it's  
perfect!

Booksie digs around in her backpack. She pulls out her  
Polaroid camera.

BOOKSIE  
The Special Defects Department it  
is! Okay my august men, my  
wonderful rebels, gather 'round.

The guys leave their stations and huddle together. Winston  
maneuvers himself proudly to the front. Booksie sets the  
timer and hurries back over.

A bright FLASH illuminates the lab. Booksie pulls the photo  
from the camera and watches it develop in her hand. The  
Special Defects Department admire their first group photo.

INT. HOLBROOK HOUSE - LIVING ROOM - NIGHT

One hundred hormonal GHOULS and GHOSTS rock out to Stan's  
Demon Fetus, who make their public debut at Booksie's  
Halloween bash.

Booksie, wearing a 1960's PAN AM flight attendant's uniform,  
scans the heaving room. She turns to Ben and the guys,  
dressed as THE BEATLES and looking totally out of place in  
the corner.

BOOKSIE  
Watch the party fouls tonight boys.  
I'm putting a gagging order on  
dorking and any dorking related  
behavior. Chong, I noticed kite  
girl is here, why don't you ask her  
to dance?

Chong beams, puffs out his chest. He looks over to the girl he met in the park earlier. She smiles shyly back at him.

SLENDER EDWARD

That might be unwise, Miss Shooster. Chong's particular style of dance has best been described as grand mal on a rope bridge.

Chong reaches over and digs into Edward's pocket. He pulls out the over-familiarity card and holds it aloft. Edward snatches it back. Booksie CHUCKLES.

From the corner of his eye, Ben sees Brutus and Crystal enter, carrying six packs and dressed as Frankenstein and his bride.

BEN

That's great. Who invited those guys?

BOOKSIE

Relax, Ben...it'll be fine. Take a deep breath and try to enjoy yourself for once. Looks like we're runnin' low on snacks, be right back.

BEN

Please don't be long, Booksie. We can't die alone.

Booksie leaves.

SLENDER EDWARD

You think we have it bad, spare a thought for Cheng, he's working late tonight.

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - NIGHT

Uncle Cheng, with portable vacuum on his back, sweeps the deserted hallway. He approaches Boggs' office with a look of dread.

INT. HOLBROOK HOUSE - NOOK - LATER

Booksie is alone, she twists and jerks to the music whilst refilling a bowl with pretzels. Brutus, still wearing his Frankenstein mask, appears in the doorway, he watches her groove.

Booksie notices Frankenstein. Beyond embarrassed, she gathers herself. Brutus yanks off his mask. He pulls a book from his jacket and hands it to Booksie.

BOOKSIE

Well? What did you think?

BRUTUS

It was great. You were right, the main guy was totally me.

BOOKSIE

Told ya. Speakin' of great, your short story was seriously on-brand.

BRUTUS

You're just sayin' that.

BOOKSIE

For reals dude. Was it true, about you wanting to be a marine biologist?

Brutus nods, they share a moment. Crystal enters.

CRYSTAL

Let's split Brutus, this is lame. A bunch of us are goin' to Lou's.

Crystal Dukes picks up on the vibes. She looks to Booksie.

CRYSTAL

What's goin' on here?

Before Brutus can respond, Crystal storms off.

BRUTUS

Crystal wait up. It's not what it looks like.

Brutus looks to Booksie for a beat.

BRUTUS

She gets kinda jealous. I better go.

Booksie shoots an understanding smile.

EXT. HOLBROOK HOUSE - YARD - CONTINUOUS

Johnny and Tony Carbone extort some candy from a couple of young KIDS trick or treating. Crystal barrels past, followed by Brutus, hot on her heels.

BRUTUS

Hey Crystal, hold up!

CRYSTAL

Don't play me for a fool, Brutus. I saw the way you were lookin' at her.

Brutus tosses his Frankenstein mask into the shrubs and hurries on after Crystal. Tony looks to the mask and shares a knowing look with Johnny.

INT. HOLBROOK HOUSE - LIVING ROOM - CONTINUOUS

Stan's Demon Feetus debut one of their slow numbers, it's going down well with the teens. Couples in tight clinches slowdance, Chong and Kite girl are among them.

Kite girl breaks from the clinch and pulls Chong across the room. Chong beams over to Ben and Edward as the girl leads him upstairs by the hand.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - NIGHT

Uncle Cheng puts on his headphones and fires up his portable radio. He runs a quick rag over the desk, stopping to eye a photograph of Boggs in his military uniform.

Turning to leave, Cheng's vacuum cleaner clips Boggs' prized March Finch. A nervous second passes, the finch teeters on the edge of the desk briefly, before tumbling to the floor.

Uncle Cheng, still oblivious, pushes his cart from the office, leaving Boggs' beloved finch in pieces on the floor.

INT. HOLBROOK HOUSE - LIVING ROOM - NIGHT

Booksie approaches Ben and Edward.

BOOKSIE

Havin' fun boys?

Slender Edward shoots a puzzled look.

SLENDER EDWARD

I don't believe so Miss Shooster,  
but I will keep you apprised if the  
situation changes.

Tony and Johnny Carbone enter, squeezing a few butts as they draw near. Tony stares at Ben and Edward.

TONY

Well, if it isn't the hole patrol.

Booksie jabs Tony with a sharp finger.

BOOKSIE

Casual cruelty ain't cute, son.

Tony scoffs. He motions to Johnny and they head back into the throng. Booksie holds up the book Brutus returned earlier.

BOOKSIE

One more thing to take care  
of...and when I return, I expect a  
dance Benjy.

Booksie exits through the crowd. From across the room, Tony and Johnny watch her leave.

JOHNNY

You ever make it with a girl like  
that, Tony?

Tony pulls out the Frankenstein mask from his jacket and looks to Booksie's Polaroid camera, resting on a nearby side-table.

TONY

Give me five minutes to get  
cozy...and remember, I want  
pictures, Johnny.

Tony and Johnny knock their beers together.

INT. HOLBROOK HOUSE - BOOKSIE'S ROOM - NIGHT

Booksie, lit only by the hall light, kneels at her bookcase. The door opens, Frankenstein peers in. Surprised, Booksie looks up.

BOOKSIE

That was quick, you guys get  
everythin' smoothed out?

Frankenstein shakes his head. He enters and closes the door. Booksie shoots him a sympathetic smile.

BOOKSIE

Don't worry, I'm sure you guys will work it out.

Frankenstein, cast in shadow, kneels beside Booksie. He rests his head on her shoulder. Booksie attempts to stand.

BOOKSIE

Whaddya say we get back, huh?

Frankenstein restrains her. Booksie attempts to stand once more, her face reveals the effort of will. Frankenstein pulls her back in.

LANDING

Johnny Carbone tiptoes up the last of the stairs, passing a young couple making out. He scans the upper level - his eyes settle on a door ahead.

INT. HOLBROOK HOUSE - BOOKSIE'S ROOM - CONTINUOUS

Booksie and Tony continue their struggle. Tony breathes hard, pressing his masked face into Booksie's neck. He grabs Booksie's leg, his hand creeps up her thigh.

Booksie reaches down and grabs Tony's hand, she crushes his fingers - Tony WINCES bad. Booksie yanks at the mask, Tony Carbone's sweaty face leers back at her.

TONY

You broke my finger!

Booksie squeezes harder. Tony grimaces.

BOOKSIE

You're two seconds away from getting a free, no hassle vasectomy, pal.

LANDING

Johnny readies himself outside the door. He looks to the camera, turns the handle and bursts in.

## SPARE BEDROOM

Chong, confused at the unauthorized entry, cups his junk. Kite girl pulls the blankets under her chin. Johnny, realizing he got the wrong room, decides to preserve the moment anyway. CLICK! Chong flips out.

CHONG

This private room! What you think you're doing?!

Johnny laughs at the spectacle, backs out slowly.

## LANDING

Chong, incensed, follows Johnny out.

CHONG

Give me photograph!

All eyes on Chong still covering his modesty. His outburst is attracting party-goers from the lower levels. Ben appears through the throng, followed by Edward.

BEN

Chong? what's going on?!

The red mist rises.

CHONG

Sexual pervert...taking pictures!

JOHNNY

Shut your mouth, calculus.

Johnny shoves Chong. Ben and Edward rush to his aid, shocking themselves. They surround Johnny with a steely resolve.

At that moment, Booksie's bedroom door opens. Tony rushes out, wearing the Frankenstein mask and nursing his hand. He bolts for the stairs.

Johnny crams the photo into his jacket pocket and tosses the camera at Ben.

JOHNNY

We won't forget about this, you're dead, all of yous!

Johnny legs it after Tony, HOWLING like a moron. Booksie appears in the doorway seconds later, buttoning her blouse.

BOOKSIE  
Party's over kids.

EXT. BEN'S HOUSE - GARAGE - LATER

Booksie pulls herself onto the moonlit roof.

BEN  
What is it with you and that guy  
Booksie? Is it the towering  
intellect, the scalpel wit? Oh  
wait, he just looks good in a pair  
of Levis.

BOOKSIE  
Watch the sharp edges, Benjy.

BEN  
Chong is getting assaulted and all  
you're concerned with is getting  
busy with king rat.

BOOKSIE  
For your information, that wasn't  
Brutus. Mankind needn't worry, I'm  
still a hundred and six percent  
single.

Ben scans Booksie's face.

BOOKSIE  
I forgive you Ben, I know you've  
got a lot goin' on at the moment.  
Just know I'm here for you, k?

BEN  
Were you here for me the night they  
took Pops away? I know it was you,  
Booksie...who called the cops.

Ben glares.

BEN  
You do know that when Pops gets out  
of wherever it is they sent him,  
he's gonna have nowhere to go  
right? He's just gonna slip back  
into his old ways and I'm goin' to  
lose what little family I have  
left.

BOOKSIE

It couldn't go on like that Ben,  
not anymore...

Ben, burdened by events, turns his back on Booksie. With sad eyes, she lowers herself from the roof.

INT. EAST CLAYTON HIGH SCHOOL - CAFETERIA - DAY

The guys tease Chong. He watches on in horror as several YOUNG GIRLS sitting at a nearby table pass around the Polaroid of him from the party.

SLENDER EDWARD

I hear the juniors are paying a  
buck each to take it home for the  
weekend.

CHONG

Not funny, Eddie.

LAZER

Try to look on the bright side,  
dude. It'll be so worn out soon you  
won't be able to tell who it is.

Edward high fives Lazer. Chong SIGHS.

CHONG

Where Benjamin at? At least he show  
some maturity.

INT. HOLBROOK HOUSE - LANDING - DAY

Ben collects the sea of plastic cups from last night's party and stuffs them into a garbage bag.

BOOKSIE (O.S.)

I would like toast, with peanut  
butter and bananas.

Ben enters Booksie's room.

BOOKSIE'S ROOM

Booksie YAWNS with a stretch.

BOOKSIE

Three slices - just be grateful I'm  
makin' you part of my mornin'

(MORE)

BOOKSIE (cont'd)  
routine. Still wanna draw a chalk  
outline around me?

Ben manages a smile.

BOOSKIE  
Did everyone make it home okay?

BEN  
Eddie was the last to leave.  
Somebody drew a female reproductive  
system on his forehead. I didn't  
have the heart to tell him.

Booksie sits up.

BEN  
I take it we're not going to school  
today?

BOOKSIE  
Nah, I'm not feelin' it...besides,  
my hair hurts.

Reaching under her pillow, Booksie pulls out two bus  
tickets. She hands them to Ben. Puzzled, he scans them  
briefly. The tumblers click into place.

BEN  
Now wait just a minute!

BOOKSIE  
He'll be nervous too, Ben.

BEN  
No way! I'm not ready, Booksie.

BOOKSIE  
Look, when we first met, I wasn't  
entirely honest with you. I said  
the reason we didn't get to see  
Grams a whole lot was because we  
lived outta state. Although that  
was partly true, the real reason  
was after Grampa died, Dad and  
Grams lost touch, over stupid stuff  
mainly.

Ben flops down on Booksie's bed.

BOOKSIE

What I'm trying to get at is, we must never leave it 'til it's too late, Ben.

Booksie looks to the tickets in Ben's hand.

BOOKSIE

Maybe two damaged people can make each other whole again?

INT. INNER CITY REHAB - POP'S ROOM - DAY

The sun streams in through the blinds. Pops removes two cans of soda from the mini-fridge, hands them to Ben and Booksie. Pops transformation is nothing short of remarkable - clean shaven with a haircut, he's even gained a few pounds.

POPS

It's great to see you, Ben.

Pops glances at Booksie.

POPS

You never mentioned anythin' about a girlfriend.

BEN

We're just friends, Pop.

POPS

Right. So what's been goin' on? Tell your old Pops everythin'.

BEN

School's been keepin' us real busy. We got ourselves a new principal.

BOOKSIE

He's a little ball of hate, all wrapped up in a big barf bow.

Pops chuckles. Ben looks to Booksie.

BEN

Now Booksie, we gotta give him a chance...I'm sure old Boggs will find his groove soon enough.

POPS

I hear ya. Had a few of those in my time. Wait, did you just say Boggs? What does this guy look like?

BEN

Kinda short, walks with a waddle.

Pops slaps his knee.

POPS

That is Boggs! Old Emery Boggs. No way!

BOOKSIE

You know him?

POPS

Know him? After high school, a bunch of us enlisted in the service. He begged us to take him along, so finally we gave in. Was always screwin' things up and holdin' back the squad. Seems like that guy hit menopause before he even hit puberty.

Ben and Booksie listen close.

POPS

We got real tired of being punished for all his mistakes, so a bunch of the guys taped him to his locker. He struggled so damn hard the locker fell forward and smashed up his face real bad. I went to see him in the hospital a few times, but he was always asleep when I got there.

BOOKSIE

That might explain the bitter bone.

BEN

So he was never in the army?

POPS

Hell no! Didn't even make it through basic. His flat feet got him in the end.

Pops beams.

POPS

Sure is nice to see you, Ben.

INT. THE LAB - DAY

Booksie crosses off another item from the blackboard.

BOOKSIE

We're almost done boys, just two more astro-jets and a captain's shuttle. All your hard work is payin' off.

Suddenly, the door opens with an ominous CREAK. Boggs looms in the doorway. Winston growls low. Boggs stalks the lab, scowling at the work being done.

Boggs stops at Ben's workstation. Subdued, solemn, the friends eye him in silence. Boggs digs into his pocket and pulls out the remnants of his broken March Finch. He cradles the pieces briefly, then drops them onto the desk.

BOGGS

It's personal this time, Waldorf. I just want you to know that.

Boggs leaves. The air hangs heavy with his vapors. The guys look to Ben.

BEN

I didn't break his damn ashtray...

CHONG

He not listening anymore, Ben.

BOOKSIE

He was never listening.

Slender Edward straightens his cravat.

SLENDER EDWARD

Well, we're about to go head to head with the most ruthless principal the district has ever thrown at us. Any bets?

Booksie looks up.

BOOKSIE

Ben...my money's on Ben.

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - DAY

Johnny Carbone takes a drink from the water fountain and straightens himself out. He approaches the principal's door and looks through the frosted glass.

With all the sex appeal of a ruptured colostomy bag, two figures embrace inside.

HAGULA (O.S.)

Oh, Emery!

Johnny enters. Hagula and Boggs quickly separate.

BOGGS

Did no one ever teach you to knock, boy?!

JOHNNY

You wanted to see me, sir?

BOGGS

Yes, sit down.

Johnny drops into a chair.

BOGGS

I've just got off the telephone with Coach Renfield. He's concerned about morale in the locker room, grades are slipping, what's going on down there?

JOHNNY

It's just a little bad blood sir, nothin' to worry about.

BOGGS

I won't tolerate petty in-fighting in my school Carbone, it's an important season for the Claymores, we're shooting for state championships this year. You guys do it on your dime, not mine.

JOHNNY

Look, I'll level with you, sir. My brother has been buttin' heads with the cap lately. I've been gettin' caught in the middle. I'll have a word with him about it.

BOGGS

Make sure you do. That will be all.

Johnny leaves. Boggs turns to Hagula.

BOGGS

With all these hormones running around, it's a wonder this place functions at all. Stupid jocks.

Boggs looks to the empty space on his desk where his beloved March Finch used to sit.

BOGGS

Why can't it be Waldorf sweating it off in here? He hasn't put a foot wrong in weeks.

Boggs turns to Hagula.

BOGGS

What do we know about this little falling out of theirs?

HAGULA

Only that Brutelli has been trying to better himself lately. Got some grand ideas he can escape the mill when he fails to graduate.

Boggs scoffs.

HAGULA

This brother of Carbone's sounds like a real hothead, crossing him like that.

Boggs fingers his pipe. His eyes widen.

BOGGS

That's it...

Hagula looks to Boggs.

BOGGS

The solution to our problem, Miss Hagstrom! Don't you see? In the words of Philip of Macedon - a great ancestor of mine - we must divide and conquer! What are you waiting for? Get Carbone's brother in here at once.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - LATER

Tony Carbone slouches before Boggs and Hagula. Hagula hands him a cup of coffee - he doesn't know what is happening.

TONY

Hey, if this is about the girl's locker room --

Boggs rises from his chair, paces.

BOGGS

You know what I like about you, Carbone? You have the spark of Zeus. I know a real go-getter when I see one.

Tony, still confused, takes a gulp of coffee.

BOGGS

What I'm trying to get at Carbone, is I'm perfectly cognizant the pressures top flight competition can have on an athlete, being an avid sportsman myself.

HAGULA

It can't be easy, knowing your captain is spending more time among the books than focusing on his duty to the team. Word travels fast around here.

Tony's eyes fire.

TONY

See, this is what I'm talkin' about! I've been tryin' to tell em'.

Tony nurses his coffee cup. Hagula gives him a refill. Uncle Cheng enters, pushing his cart. Boggs whirls on him.

BOGGS

Not now, man!

Uncle Cheng backs out of the office, Boggs resumes.

BOGGS

We wanted to reassure you Carbone, that you're not the only one with concerns. I've spoken with the coach and he agrees that Brutelli

(MORE)

BOGGS (cont'd)  
could indeed benefit from a long  
rest.

Tony leans in.

BOGGS  
That leaves us with the difficult  
task of choosing his successor.

Boggs lets his words hang in the air.

BOGGS  
You wouldn't know anyone who'd be  
interested now? Team captain is a  
lofty position, not everyone is cut  
out for the role, despite the many  
perks it can bring.

Tony clamors, points to himself.

TONY  
What 'bout me?

Boggs smirks to Hagula. A silence grows.

BOGGS  
I don't think we need look any  
further, Miss Hagstrom. Young  
Carbone here would make an  
excellent choice.

Hagula nods in agreement.

HAGULA  
I'll make the call at once.

Tony BEAMS.

BOGGS  
Oh and boy, before you go, there is  
another small matter. Perhaps you  
might do something for me?

INT. THE LAB - EVENING

The friends are hard at work. A KNOCK thumps on the door.

BOOKSIE  
State your business!

The pizza DELIVERY GUY responds.

DELIVERY GUY (O.S.)

Got your order. Six pepperonis and  
a large crazy bread.

Booksie opens the door. She takes the food and crams some bills into the guy's hand. The delivery guy looks in awe over Booksie's shoulder.

And impressed he should be. The mobile classroom is fast becoming the town's unofficial sci-fi and fantasy museum, brimming with all manner of starships and creatures.

INT. THE LAB - LATER

Empty pizza boxes litter the desks. Ben hands Booksie his model spaceship, she places it in a box and tapes it up.

BOOKSIE

That's officially the last one. We  
have everythin' we need guys!

BEN

It's a pity Lazer can't be here to  
see this. Where is he anyway?

BOOKSIE

Planning a birthday surprise for  
that girlfriend of his. Even  
borrowed my camera to capture the  
moment. So cute.

CHONG

It midnight, can we go home now?

BOOKSIE

You've earned your freedom here  
today. Go, be among your people.

The gang stand and stretch, Winston barks.

SLENDER EDWARD

Don't worry Winston, we won't  
forget the lights.

EXT. EAST CLAYTON HIGH SCHOOL - PARKING LOT - NIGHT

Thunderheads gather on the horizon. Distant flashes of lightning illuminate the night sky.

Lazer leads his blindfolded girlfriend, JUANITA (17), over to his van. It's been given a new sober paint-job, and even has a white picket fence running along the roof. Lazer removes the blindfold, Juanita breaks into a big smile.

Lazer slides open the door; gone are the orange carpets and gaudy decor. A neutral interior glints back at them. Juanita beams some more. Lazer helps her inside.

INT. LAZER'S VAN - CONTINUOUS

Juanita takes a look around. Lazer has set the table for a romantic dinner, a candle completes the mood. She pulls him in close, gives him a quick smooch.

Juanita can't wait for dinner, she blows out the candle and pushes Lazer back onto the bunk bed, things are getting passionate.

EXT. LAZER'S VAN - CONTINUOUS

Two shadowy figures creep up to Lazer's van. Tony Carbone unscrews Lazer's gas cap, Crystal Dukes, wearing Tony's team jacket, hands him an empty liquor bottle. They share a wry smile as they siphon the gas.

INT. LAZER'S VAN - CONTINUOUS

Oblivious to what's going on outside, the two lovers romp. Lazer rolls over onto Booksie's camera -- it SNAPS a quick shot which we can't quite make out yet.

EXT. THE LAB - LATER

Crystal pops in a stick of gum, her eyes flash with malice.

CRYSTAL

That's it, baby! We'll show 'em,  
we'll show 'em all.

Tony looks to Crystal for a beat, then splashes the gasoline around the base of the mobile classroom. Tony digs into his pocket and pulls out a box of matches. He hands them to Crystal.

Crystal takes a match and strikes it. She watches the match flicker in her fingertips briefly, then tosses it away. WHOOSH! The lab bursts into flames.

In an instant the lab is consumed in a huge fireball. Windows smash from the heat, the rising flames ROAR. Tony and Crystal look on mesmerized. Crystal kisses Tony.

Crystal breaks off the kiss and laughs with primal lust. The two figures slink away as the lab lights up the night.

INT. HOLBROOK HOUSE - KITCHEN - MORNING

Ben and Booksie sit at the table. Booksie's mom prepares breakfast. Poppy reaches for the coffee-pot, without looking up from his newspaper, dad swats her hand away. The phone RINGS, Booksie's mom answers.

BOOKSIE'S MOM  
Hello? Yes, I'll accept the charges.

Booksie's mom hands the phone to Booksie.

BOOKSIE'S MOM  
Somebody called Lazer.

Booksie presses the receiver to her ear.

BOOKSIE  
Slow down Lazer, you're doin' ninety in the left lane. Try complete sentences.

Booksie drops the phone, it dangles on its cord.

BOOKSIE  
We gotta go, right away.

EXT. THE LAB - MORNING

Booksie, Ben, Edward and Lazer eye the smoldering ruins of the lab. It is completely destroyed. Edward's legs buckle. Ben drops to his knees, Winston WHIMPERS.

LAZER  
All that work, man, gone! Weeks of round the clock slog...up in smoke!

SLENDER EDWARD  
How could this have happened?  
Lazer, you unplugged your soldering iron right?

LAZER

Don't blame me, dude...what about your heat gun? You're always leaving that thing on.

SLENDER EDWARD

I resent your claims, Lazer. My safety record is second to none.

BOOKSIE

Will you guys just quit it?!

Booksie looks over to Boggs' office window in the distance.

BOOKSIE

We all know what happened, it doesn't take Sherlock the Holmes to figure it out.

SLENDER EDWARD

Are you insinuating nefarious forces were at work here?

BEN

Look, let's just take a step back. What matters most is nobody got hurt. It's been a rough morning and we all need a breath. Then we figure out where we go from here.

LAZER

Where we go from here? We've reached the end of the paved road, man. We're done, dude, done!

Ben scans the catatonic faces of his pals.

BEN

First thing we do is tell Chong, he should know as soon as possible.

INT. THE BURGER PIT - MORNING

Ben, Booksie, Edward and Lazer sit in a booth. The diner is empty, the jukebox is silent. Lazer scans the menu.

LAZER

Fries or onions rings? It all comes down to these two basic questions.

BOOKSIE

Lazer, how can you think of your stomach at a time like this?

LAZER

Booksie, I can't figure you out, you're takin' this worse than any of us.

Chong enters, he ambles over.

LAZER

Uh oh. Here he comes.

Chong, in good spirits, slides into the booth.

CHONG

What up you guys?

Chong grabs a menu. Ben eyes his best friend.

BEN

Something happened Chong, last night at the lab. Something bad.

CHONG

We gonna order or what?

LAZER

Chong, you gotta listen up, man.

SLENDER EDWARD

Lazer, let Ben handle this.

Chong casts the menu aside with an impish grin.

CHONG

Is that all you got to say? For moment there, thought you were gonna tell me lab burnt down takin' everythin' with it.

The guys swap stares.

BEN

You know? But we've lost everything Chong, it's gone.

CHONG

It sucks about lab guys, really does, but all not lost!

SLENDER EDWARD

I think his engrams have reversed.

CHONG

Listen! Uncle Cheng doing rounds last night. Bogg breath was scheming with Hagula...overheard whole evil plan to sabotage our work. Later, Uncle waited for school to get out and snuck back into office. He swap out all Boggs' stuff with ours!

The information hits home.

BEN

Wait, so let me get this straight. You're saying that what went up in smoke last night was all Boggs' stuff?

Chong nods wildly. Hope grows in Ben's eyes.

BEN

Then where's our stuff?

CHONG

I show you! I show you!

INT. EAST CLAYTON HIGH SCHOOL - JANITOR'S CLOSET - MORNING

Chong opens the door with Uncle Cheng's keys. The group rush into the cluttered utility room. In the corner sits a large cardboard box, Ben tears into it.

CHONG

Uncle grabbed what he could, didn't have much time.

BEN

We're missing a ton of things, but it looks like most of the ships are still intact.

Ben looks up at Booksie.

BEN

We can rescue something from this after all. It's great news Booksie, the state fair is still on.

Booksie, forlorn, doesn't respond.

BEN

Booksie?

BOOKSIE

Listen guys, there isn't any state fair. There never was.

Booksie leaves, confusion fills the air, the boys follow her out.

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - CONTINUOUS

Ben catches up to Booksie.

BEN

Okay, start talkin' Booksie.

Booksie reaches into the hatband of her trilby and pulls out Helton Cane's ad. She hands it to Ben. He reads it then passes it around.

SLENDER EDWARD

H-H-H-Helton, Helton Cane?!

BOOKSIE

I'm not sure whether he spells it with four H's or five...but yes, that's him, you know him?

SLENDER EDWARD

Know him? He's the B-movie king of Alamogordo. Who could forget Martian Gargoyles from the Void. No one's heard from him in years.

BOOKSIE

Well, it looks like he's back -- and hungry for more.

CHONG

Why you lie to us, Booksie?

BOOKSIE

It wasn't really a lie, Chong. Replace state fair with visionary director seeking to break new ground on a project that's never been tried before, and it wasn't too far out of whack. Besides, you guys have so much built-in fear of success, you never would have gone for it.

LAZER

Whoa, let me play catch up here.  
All this time we've been workin' on  
stuff for a new space flick? That's  
far out, man!

BEN

We can still do it, it's not too  
late!

BOOKSIE

What's left in that box won't be  
enough, Ben. Helton gave out very  
specific instructions.

CHONG

Then we make more! Tell us what you  
need and we start now, right guys?

BOOKSIE

They need to be on Helton's desk  
first thing tomorrow. I was gonna  
ship everything off today then tell  
you. Was gonna be a surprise.

The reality sinks in. Booksie scans the vacant faces.

BOOKSIE

Not only is the lab gone, we'd  
never have enough time to get  
everything ready. We just gotta  
accept we flew too close to the sun  
on this one. I'm sorry for gettin'  
you guys involved.

Slender Edward hands the ad back to Booksie. She scrunches  
it up and tosses it to the trashcan. It misses and rolls  
under Boggs' office door. The guys leave.

EXT. THE LAB - MORNING

Boggs kicks at the charred remains of the lab.

BOGGS

That damned idiot, Carbone! I said  
smash a few windows, make a few  
things disappear, not burn the  
place to the ground!

Hagula runs her hand through Boggs' comb-over.

HAGULA

Calm yourself, Emery. What's done  
is done. That band of hoodlums have  
been shut down once and for all,  
that's all that matters.

Boggs takes cold comfort in the words. He notices something  
in the ashes. A melted ship in a bottle smolders back at  
him, he recognizes it as one of his own. Boggs clenches his  
fists and throws back his head.

BOGGS

Waldooooorf!

INT. HOLBROOK HOUSE - LIVING ROOM - EVENING

Locked in concentration, Ben wiggles the joystick, the  
videogame BLEEPs back at him. Booksie and Poppy watch on.

BOOKSIE

Just face it Benjy, you're never  
gonna beat me.

BEN

Just fifty points more, your reign  
of terror is over.

Booksie's parents enter. Winston gets up to greet them. He  
nudges Ben and he fumbles the joystick - the game is over.  
Poppy GIGGLES, Booksie sticks out her tongue.

BOOKSIE

Sorry, sometimes I forget my face  
is on the outside.

BEN

Dangit Winston!

BOOKSIE'S DAD

Poppy honey, let's go. Movie starts  
in half an hour.

Poppy hurries off the couch.

BOOKSIE'S DAD

Ben, I ever tell you you have great  
teeth?

BEN

Only every time I bump into you,  
sir.

Booksie's dad holds out a book on dental anatomy.

BOOKSIE'S DAD

I want you to take a look at this,  
son, and think about what I said.  
There's a whole lot worse out there  
for a bright young man like  
yourself.

Booksie takes the book from her dad. Her family leave.

BEN

Sure nice of your old man, thinking  
of my future like that.

BOOKSIE

You do have cute teefs, Benjy. I  
ever tell you that?

Ben scowls back in mock indignation. He flashes his  
pearly-whites and gestures for the book.

BOOKSIE

Nothing wrong with those babies. No  
false teeth for you anytime soon.

Ben fingers the pages. Suddenly, the smile drops from his  
face. The book falls to the floor.

BOOKSIE

Ben?

BEN

False teeth...

Booksie gives Ben one of those looks.

BEN

False teeth - dentures - don't you  
get it, Booksie? You're a genius!

BOOKSIE

I am?

INT. HOLBROOK HOUSE - BOX ROOM - CONTINUOUS

Booksie helps Ben scan the shelves of a small bookcase. She  
pulls out a selection of her dad's old college books.

Ben leafs through the pages. He casts the book aside.  
Booksie hands him another. He files through it.

BEN

Here! The big ticket item...just what we need.

Booksie kneels. Ben pokes at the page.

BEN

Alginate powder. When mixed with water it forms a thick paste which can be used to make molds. Dentists use it all the time to make false teeth.

BOOKSIE

But we're not making false teeth.

BEN

No silly, don't you see? Using these same principles, we take the models we already have, combine them with some of my stuff from home and we can produce as many as we like.

BOOKSIE

So let me get this straight, Benjamin. We gotta acquire ourselves a butt-load of dental supplies at eight o' clock in the evening. Work through the night getting everything ready with no lab this time...then drive to Helton Cane's ranch which is over three hours away?

A smile blossoms on Ben's face. Booksie is seduced.

BOOKSIE

That's the most ridiculous idea I've ever heard. Give me five minutes to get ready!

Booksie slaps Ben on the back.

BOOKSIE

Put on your positive pants and let's go rally the squad. I'll look up dental supply stores in the area.

BEN

There is the small matter of how we're gonna pay for all this stuff.

BOOKSIE

I've done the mathematical Benjy  
and we're gonna be fine. You just  
leave that to me.

INT. HOLBROOK HOUSE - KITCHEN - SLIGHTLY LATER

Ben reaches for his jacket. Booksie hangs up the phone.

BOOKSIE

Lazer and Chong are inbound,  
touchdown in sixty seconds.

Booksie rummages through her dad's overcoat.

BOOKSIE

I know he keeps a spare in here  
somewhere.

Earlier than planned, Booksie's family return. Booksie, hand  
still in her father's coat, smiles awkwardly.

BOOKSIE

You guys are back early.

BOOKSIE'S DAD

Mom wasn't feeling well, we think  
it was the prawn cocktail.

BOOKSIE'S MOM

It wasn't the prawn cocktail.

BOOKSIE'S DAD

(to Ben)

It was the prawn cocktail.

Poppy hurries over to the TV and turns on the video game.  
Booksie removes her hand from her dad's coat.

BOOKSIE'S DAD

Find what you're looking for?

BOOKSIE

Erm, that pic of Grams, the new  
one...Ben wanted to see it.

Booksie's dad smiles and pulls out his wallet. He opens it,  
revealing a photograph of his elderly mother hugging a much  
OLDER MAN. He shows it to Ben.

BEN

Wow, she looks great. Who's the  
guy?

BOOKSIE'S MOM

Her new boyfriend.

BOOKSIE'S DAD

Dwight - a sprightly ninety five.

Booksie gestures for the wallet, she eyes the photo.

BOOKSIE

Grams likes to be the only one in  
the relationship with her own hips.

Booksie sneaks a credit card from her dad's wallet and  
pushes it up her sleeve. She hands it back.

BOOKSIE'S MOM

You guys going somewhere?

BOOKSIE

We thought some night air sounded  
good. Didn't we Ben?

Ben is caught off-guard. Booksie elbows him.

BEN

Oh yeah, refreshing night air.

BOOKSIE'S DAD

Well, don't you kids stay up too  
late.

Booksie and Ben shuffle from the room, Winston follows.

INT. LAZER'S VAN - NIGHT

Lazer pulls up outside Slender Edward's house and lays on  
the horn. Booksie admires the van's new interior.

BOOKSIE

Love what you've done with the  
place, Lazer.

Edward pulls open the door and clambers inside. He has on a  
mud face-mask and dressing gown over silk pajamas.

SLENDER EDWARD

Please feel free to deploy one of  
your generic put-downs.

BEN

No time for that now Eddie, duty calls. We have ourselves a new mission brief, how to get the upper hand on Boggs. You with us?

SLENDER EDWARD

You know I believe in you guys, I always have.

The gang smile.

SLENDER EDWARD

But I also believed in the tooth-fairy once, so don't get too enthused.

EXT. DOWNTOWN RETAIL ZONE - DENTAL SUPPLY WAREHOUSE - NIGHT

Lazer's van swings into the empty parking lot. Winston jumps out, followed by the others.

CHONG

Don't know about this. We're breaking at least a dozen by-laws right now, not to mention Eddie's curfew.

BEN

Dig deep people, the end will justify the means.

The guys tiptoe over to the main entrance. A large padlock secures the door.

SLENDER EDWARD

Please, allow me.

Edward removes his cravat pin. After some tinkering with the lock, it clicks open. Astounded, the guys look on.

SLENDER EDWARD

One of the few benefits of having Mr. Lazer here as an associate.

BOOKSIE

Eddie, if I could reach up there, I'd kiss you right now! You're still goin' on my naughty list 'til further notice.

Edward pushes open the door, revealing the cavernous warehouse interior. The aisles stretch on forever and are laden with all manner of orthodontic supplies. He motions to the gang.

INT. DENTAL SUPPLY WAREHOUSE - CONTINUOUS

Booksie fires up the switches, banks of overhead lights flicker into life.

BOOKSIE

Delta squad - you're with me.  
Chong, Lazer, Eddie, synchronize  
watches. Meet us back here in  
twenty minutes - oh, and good luck.

Edward, Lazer and Chong nod in unison. The teams split up.

INT./EXT. GOLF CART - TRAVELING - CONTINUOUS

A golf cart zips around the bend. Intrepid REGINALD DEVEREAUX (70), semi-retired security guard and all-round paragon of efficiency listens to his funnies on the radio.

Reg chuckles along with the canned laughter. Something up ahead catches his eye, his molten glare fixes on Lazer's van.

INT. DENTAL SUPPLY WAREHOUSE - CONTINUOUS

The door opens with a slow CREAK. Shiny regulation boots step forward. With nightstick at the ready, Reg is ready for action.

INT. WAREHOUSE OFFICE - CONTINUOUS

Booksie sits at the desk. She runs her dad's credit card, looks over to Ben.

BOOKSIE

There, paid in full. Now let's go  
find the others.

INT. WAREHOUSE - CONTINUOUS

Edward and Chong heave the supplies onto a cart. Lazer fumbles a box of utensils, the loud CLATTER echoes around the warehouse walls.

CHONG

You makin' enough noise right now?

SLENDER EDWARD

Perhaps you could incorporate some harmonica or cymbals on your knees?

Lazer shoots Edward a look over his shades.

CHONG

Enough you guys. Let's go.

Chong and Lazer ready the cart. Lazer looks around.

LAZER

Wait a minute, where's the pooch?

The guys rubberneck, no sign of Winston. Edward shrugs.

CHONG

Well go find him, Eddie!

Edward lets out a long SIGH, skulks off.

DEEP IN THE WAREHOUSE

Winston stands on his back legs, straining for something high up on a shelf. Edward appears.

SLENDER EDWARD

There you are.

Winston doesn't acknowledge.

SLENDER EDWARD

Winston, your cooperation would be greatly appreciated, we have to go.

The distracted dog still doesn't respond. Edward slinks over. High up on the shelf is a large pair of model teeth, the kind dentists display in their office.

SLENDER EDWARD

You want these?

Winston wags his tail. Edward hands him the teeth, he clamps them in his jaws like a bone. Edward leaves with Winston.

## WAREHOUSE

Winston and Edward rejoin Chong and Lazer.

CHONG

What took you?

Before Edward can reply, a loud clomping of boots fills the air. The guys FREEZE. Edward fires a concerned look to Chong. Chong fires a concerned look to Lazer. The footsteps are getting closer.

Reg stops and surveys the area with a steely countenance. He approaches the end of the aisle and peeks around the corner.

All clear. Reg chances a glance in the opposite direction, still nothing. Reg relaxes. Suddenly, out of nowhere, the cart WHIZZES by, with Chong, Edward, Lazer and Winston holding on tight.

LAZER

Later dude!

Reg reels backwards. He looks to the cart, and locks eyes with Edward in his face-mask and Winston grinning back with a mouthful of over-sized teeth. He shakes his head in a quick blur.

The cart races off, Reg pants after it. Up ahead, Booksie and Ben notice the approaching chaos. They exchange incredulous looks.

Lazer propels the cart onward, skater style, it hurtles towards Ben and Booksie.

LAZER

Somebody order a taxi?!

Ben and Booksie steel themselves. The cart races by and they jump on. It barrels down the aisle and bursts through the exit. WHEEZING Reg breaks off his pursuit.

EXT. DENTAL SUPPLY WAREHOUSE - MOMENTS LATER

The guys hurry their supplies into Lazer's van.

BEN

That's everything, start her up.

Lazer fires up the ignition. The guys swap relieved smiles. Out of nowhere, a golf cart zips out in front, blocking them in. Reginald Devereaux always gets his man.

INT. LAZER'S VAN

Lazer bangs the steering wheel in frustration and throws himself back into his seat. The guys watch Reg approach.

REG  
Everybody out!

EXT. LAZER'S VAN

The guys line up. Reg inspects them up and down.

REG  
Today's life lesson kids...Reginald  
Devereraux always get's his man.

Reg points to slender Edward.

REG  
You there, spindles...open her up.

Edward slumps to the rear of the van, followed by Reg. He opens up the vehicle. Ben and the rest gather around.

REG  
Well, well. What do we have here?

Reg steps forward. He prods at the alginate sacks.

CHONG  
We pay for everything!

Reg holsters his nightstick.

REG  
Sure you did. I ain't buyin' it  
buckos...not even on double coupon  
day.

Reg leans in and tears open the sack of alginate. The white powder gleams back at him.

REG  
Well, I'll be damned. They'll make  
me sarge for this.

BEN  
That's not what it looks like --

REG  
Stealin' to fund your habits no  
doubt? It all makes sense now.

Booksie steps forward.

BOOKSIE

What can we say Reggie boy? You caught us fair and square. What you got right there is prime Peruvian marching powder -- Colombian flake, fresh off the boat.

REG

I knew it!

The guys shoot desperate looks to Booksie.

BOOKSIE

Only one way to be sure though.

REG

Don't tell me how it works! I watch the crime stories!

Reg licks a finger and dips it into the alginate. He runs it over his gums. Unsure, he samples another mouthful.

Reg licks his lips -- something is wrong -- the powder, combined with his saliva is causing the alginate to set. Reg attempts to pry his mouth open, his hand gets stuck.

The friends can't look away. Reg, now bug-eyed, uses his other hand to pry his fingers from his mouth, it gets stuck in the setting alginate too! Booksie pats his head.

BOOKSIE

Awww, they're cute when they're still small.

Reg yanks his hand. Alginate goop drips from his nose.

BOOKSIE

Let's get out of here. It's been a blast Reggie, but we gotta bail.

Booksie motions to the boys. Lazer and Chong push the golf cart out of the way. Everyone piles in and they screech off, leaving Reg struggling in the rear-view.

INT. HOLBROOK HOUSE - GARAGE - NIGHT

Ben and the gang make the finishing touches transforming Booksie's garage into a rudimentary workshop.

BEN

It's no lab, but it'll have to do.

Booksie turns to her friends.

BOOKSIE

What we're about to do here has never been attempted before in the history of ever. If there's anybody who isn't up to the task, they should speak up now.

The friends remain silent. Ben smiles proudly. He digs into the bag of alginate and takes a powdery handful.

BEN

This is it, the stuff that's gonna make it all possible.

Ben drops the powder into a bowl of water, gives it a quick stir. Booksie takes the bowl from Ben and studies the thick pink paste.

BOOKSIE

Looks like clown diarrhea. Okay modern dentistry, let's do this, we ride at dawn.

LAZER

Just one more thing!

Lazer reaches out and clicks on a nearby cassette recorder. Sweet velvet rock from his beloved SWORD OF DAMOCLES bounces off the walls.

MONTAGE

- Ben shows Booksie how it all works. He plunges her hand into the alginate paste and reveals the end product - a perfect replica of her hand.
- Booksie's face is completely smothered in alginate, she has straws up her nose to help her breathe. Ben hands her a life-cast of her own face. She is amazed.
- Chong pulls spaceship after spaceship from the molds. He hands them over to Lazer for painting.
- Edward, with matchsticks holding his eyes open, installs electronics. Engines and cockpits glow with colored lights.
- Winston is busy running errands, taking bags of chips and soda over to the guys.

- Ben nods off briefly, Booksie shakes him awake and crams a doughnut into his mouth.

- The counters are now brimming with a plethora of incredible creations; space stations, fighters, creatures.

- Booksie labels the growing collection and packs them away in boxes. She squints at the morning sun peeping through the small garage window.

BACK TO SCENE - MORNING

The guys stretch. They admire the fruits of their labors.

BOOKSIE

Holy sore girl parts...I'm beat.

Booksie looks to the guys.

BOOKSIE

Who's ready for a kick-ass road trip? Destination amazing!

INT. LAZER'S VAN - MORNING

Lazer turns the key, the van sputters into life.

LAZER

Gotta make a quick stop, promised my girl I'd bring her along.

BOOKSIE

We're cuttin' it real fine here, Lazer.

Lazer nods, adjusts his mirror. The van screeches off.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - MORNING

Boggs opens his office door. He spies Helton Cane's ad on the floor which Booksie tossed away earlier. He kneels and picks it up. Hagula's bony legs appear before him.

HAGULA

I just got off the phone with the district office, they got the fire-chief's report. They know the fire was started deliberately, Emery. They want answers.

Boggs eyes Hagula's wrinkled stockings for a beat then stands. He unravels the ad and cocks an eyebrow.

BOGGS

Then we'll just have to give them some. The minute Waldorf and his goons turn up, send them to me. I have an appointment with the superintendent in ten minutes and I intend to give him a show.

EXT. EAST CLAYTON HIGH SCHOOL - PARKING LOT - MORNING

Lazer ties his shoe, looks to his friends in the van.

LAZER

Give me five minutes.

Lazer darts off towards the school entrance.

INT. EAST CLAYTON HIGH SCHOOL - HALLWAY - MORNING

Peering through the classroom window, Lazer beckons wildly. Juanita appears, she pecks him on the cheek.

LAZER

Got everythin'?

Juanita nods. They turn to leave.

HAGULA (O.S.)

One moment!

Lazer and Juanita spin on their heels. The gaunt face of Hagula leers back at them.

HAGULA

And where do you think you're going?

Lazer cups Juanita's pregnant paunch.

LAZER

She's not feelin' well, I'm takin her to the docs.

HAGULA

In that case, you will need a release. Come with me.

Lazer takes Juanita by the arm.

LAZER

We don't have time for this.

Juanita resists.

JUANITA

Won't take long. We sign, we go...please Lazer.

Lazer caves. They follow Hagula to the principal's office.

INT. EAST CLAYTON HIGH SCHOOL - PRINCIPAL'S OFFICE - MORNING

Lazer and Juanita enter. Hagula locks the door - the trap is sprung. Lazer stares over at Boggs and the superintendent.

BOGGS

Take a seat...mister? I don't think I've had the pleasure.

LAZER

It's Lazer, just Lazer.

Boggs glances to the superintendent, gestures.

BOGGS

Superintendent, I give you one of the co-conspirators in our recent misfortunes. If instinct serves me well, I suspect the others will be along shortly.

SUPERINTENDENT

I must commend you on your diligence, Emery. The district is keen to draw a line under this whole episode.

INT. LAZER'S VAN - PARKING LOT - CONTINUOUS

Booksie grabs Chong's wrist, checks his watch. Edward gnaws on his fingernails.

BOOKSIE

We can't just sit here, let's go see what's keepin' him.

Winston barks with excitement. Ben pats his head.

BEN

You wait here boy, we won't be long. You gotta guard the van, k?

Winston pants. The guys pile out.

INT. EAST CLAYTON HIGH SCHOOL - HALL - MORNING

Ben, Booksie, Edward and Chong creep down the corridor. Up ahead, Uncle Cheng empties a trash can. They bee-line for him.

CHONG

Uncle, seen Lazer 'round here?

Uncle Cheng points to the principal's office.

UNCLE CHENG

Stuck in there with Boggs. From sound of things, not goin' too well.

The gang frown. Ben motions.

EXT. PRINCIPAL'S OFFICE - CONTINUOUS

Ben presses his ear to the door. Raised voices can be heard.

INT. PRINCIPAL'S OFFICE - CONTINUOUS

The superintendent implores Lazer.

SUPERINTENDENT

Mr. Lazer, I ask you again. Assist us with our inquiries and I'll ensure this whole unfortunate business unfolds more smoothly for you.

Boggs leans in.

BOGGS

Eye witnesses confirm your vehicle was spotted on school grounds on the night of the fire. What do you have to say for yourself?

LAZER

Listen to what you're sayin' man. Why would we burn down our own clubhouse?

BOGGS

Elementary really. You wanted to drum up more sympathy for yourselves whilst alienating me in the process.

Lazer SIGHS.

BOGGS

We've given you ample opportunity to confess your sins. You leave me with no choice but to suspend you for the rest of the school year.

Lazer frets, he looks to Juanita.

LAZER

Dude, no! I got responsibilities now! I need that diploma man!

BOGGS

Then tell me what I want to hear...

EXT. PRINCIPAL'S OFFICE - CONTINUOUS

Ben strains at the door. His friends look on.

CHONG

Well?! What goin' on in there?

BEN

They're tryin' to pin everything on me but Lazer ain't talkin'. Boggs is makin' damn sure he ain't gonna graduate though.

Ben looks to a payphone on the wall.

BEN

It's time to execute order three eleven and call in the cavalry. Who's got a quarter?

INT. PRINCIPAL'S OFFICE - CONTINUOUS

All eyes on Lazer.

SUPERINTENDENT

I'm giving you one last chance.

Lazer glances at Hagula, her eyes seer into him.

HAGULA

Answer him.

Suddenly, the office door bursts open. Boggs and Hagula pivot. Uncle Cheng kneels at the lock with his keys. Ben and the gang stand firm in the doorway.

BEN

Back off Boggs, leave him alone.

Juanita and Lazer stand. They hurry over to their friends. Chong eyes her pregnant belly.

CHONG

Lazer out to be a dad! Look guys!

The friends hug Juanita. A moment of warmth among the hostilities.

BOGGS

I must commend you on the loyalty of your friends, Waldorf. Even in the face of such adversity, they never leave your side.

BOOKSIE

We don't need this Ben, let's get out of here.

Boggs is oddly calm.

BOGGS

I wonder if your little band of delinquents will feel so smug when I sign the paperwork ordering all of their expulsions? Truancy? Recalcitrance? Destruction of private property?

Ben steps forward. He eyes his tormentor.

BEN

I know what happened Boggs - between you and my dad, he told me everything. There's no need to punish them, take it out on me if you have to.

Boggs smirks. Hagula hands him the paperwork.

CHONG

Wait, can't do that! Eddie up for scholarship, Lazer need that diploma!

BOGGS

You should have thought of that  
before you crossed Emery Boggs.  
Punks like you are why I'll never  
retire.

Boggs sneers.

BOGGS

I wouldn't worry about your future  
Waldorf, because you don't have  
one. Just like that useless father  
of yours.

Chong cocks back his fist and rushes at Boggs, it takes all  
of Ben's strength to hold him back.

BEN

Chong no! That's exactly what he  
wants.

Chong composes himself. Boggs looks to the superintendent,  
who is genuinely shocked at the unfolding events.

BOGGS

You see Superintendent? The hurdles  
I find myself up against?

Boggs readies his pen - the friends grit their teeth.  
Suddenly, a familiar voice parts the air.

VOICE (O.S.)

We won't be expelling anybody here  
today...

Heads swing, the welcome sight of Principal Vickers stands  
in the doorway. Ben's face lights up.

PRINCIPAL VICKERS

This has gone far enough.

Vickers strides in.

BEN

It's great to see you, sir!

PRINCIPAL VICKERS

I got here as soon as I could, Ben.

Boggs puts down his pen, he leers at Vickers.

BOGGS

Must I remind you that I run things around here now?

SUPERINTENDENT

We're dealing with a very sensitive situation here, Mr. Vickers. I suggest you come back at a more convenient time.

PRINCIPAL VICKERS

I'm perfectly aware of that, sir. I have some information which may shed new light on your investigation.

Principal Vickers gestures to the door.

PRINCIPAL VICKERS

Miss Dukes, please come in.

The dejected frame of Crystal Dukes appears in the doorway. Boggs' face drains of color. Hagula's smirk dies.

PRINCIPAL VICKERS

I'm afraid Miss Dukes here couldn't keep her little secrets to herself. She boasted of her recent exploits to several of the cheerleaders over at King's. Apparently, she claims Boggs put them up to the whole thing.

Crystal scoffs, plays with her hair.

CRYSTAL

Dunno what you're talkin' about. I was outta town that night.

Boggs chimes in.

BOGGS

The idle gossip of an air-headed strumpet? You really must do better Vickers.

SUPERINTENDENT

I'm afraid Emery is right, Mr. Vickers. We're gonna need more than that.

Juanita looks over to Crystal, something is sparking a recollection in her. She digs around in her purse and pulls out the Polaroid taken earlier when she and Lazer were frolicking in the van.

Juanita waves the picture, points to Crystal.

JUANITA

It her! It her!

Lazer takes the picture from Juanita. It clearly shows Crystal and Tony siphoning gas from Lazer's van with a liquor bottle on the night of the fire.

LAZER

Snuggles, where'd ya get this?

JUANITA

In camera!

Vickers gestures for the photo, Lazer hands it over.

PRINCIPAL VICKERS

Out of town, huh? I think this picture paints a different story. Next time you siphon gas madam, I suggest you do it from a vehicle that isn't getting lived in at the time.

Boggs' eyes burn into Crystal Dukes.

BOGGS

You fool!

Uncle Cheng pipes up.

UNCLE CHENG

Count me in as witness too! I heard all your schemes!

CHONG

You screwed Boggs...screwed!

PRINCIPAL VICKERS

I'm sure the police will be very interested to see if that rather unique looking gas can matches the one found at the scene. They'll want to speak with you too, Hagstrom. Dereliction of duty, gross misconduct. Quite the rap sheet.

Hagula's cheeks pucker. Boggs flops back into his chair. The superintendent stands.

SUPERINTENDENT

Emery Boggs, in light of the new evidence presented here today, I see no alternative but to suspend you forthwith. In the meantime, I am installing Mr. Vickers as interim principal at East Clayton High.

Vickers turns to Ben with his characteristic warm smile.

PRINCIPAL VICKERS

Mr. Waldorf, I believe you have somewhere to be? I'll take it from here.

Ben BEAMS, Booksie punches the air.

BOOKSIE

Great to have you back, sir!

EXT. EAST CLAYTON HIGH SCHOOL - PARKING LOT - MORNING

Ben, Booksie and the gang file from the school.

BOOKSIE

That was awesome!

CHONG

Double awesome! Don't think we'll be hearing from Boggs in a while.

Chong looks at his watch.

CHONG

Uh oh! Better hurry, we runnin' out of time!

The guys hustle to the van. Lazer is the first to notice - all of his tires have been let down.

LAZER

That's just great man! Just great!

CHONG

Damn Carbone! How they like it if I run over their football?

SLENDER EDWARD  
You don't have a license, Chong.

CHONG  
Don't have car either!

Booksie glances across the parking lot. Brutus kicks at the flat tires of his motorcycle. He pads over.

BRUTUS  
You too eh? I've had about as much  
as I can take from those guys.

A COP CAR pulls into the grounds. Booksie scans it.

BOOKSIE  
I have a feeling Carbone won't be  
bothering us for much longer.

Brutus looks to the doleful faces around him, then to Booksie, she points to the boxes in Lazer's van.

BOOKSIE  
We had to be somewhere, like  
yesterday. We're all takin' it  
pretty hard.

Half a beat passes. A spark flashes in Brutus' eyes.

BRUTUS  
Grab your stuff and come with me, I  
got an idea.

Ben stirs, Chong restrains him.

CHONG  
Ben, what you doing? It Brutus man.

BEN  
Take a look around Chong, we don't  
have many options left.

Chong silently agrees. The friends move away.

EXT. SOUTH EAST PARKING LOT - CONTINUOUS

Brutus leads the guys over to the Claymore's TEAM BUS. He feels around under the wheel arch and pulls out a key.

BRUTUS  
Get in.

INT. TEAM BUS - MORNING

The friends find their seats and get comfortable. The cop car seen arriving earlier now leaves the school. Boggs, Hagula and Tony Carbone sweat it off in the backseat. Wild CHEERS break out.

Pockets of students in the parking lot, arriving late to class, also notice Boggs' plight and burst into jubilant celebrations.

CHONG

Don't forget to write Bogg breath!

SLENDER EDWARD

It is highly unlikely he would forget such a basic skill, Chong.

Chong looks to Edward, deadpanning back at him.

CHONG

I freakin' love you Eddie, I ever tell you that?!

INT./EXT. TEAM BUS - TRAVELING - DAY

The team bus buzzes down the highway. Booksie leans from the window, the wind whips at her hair.

INT. CLAYTON POLICE STATION - EVENING

Boggs' fingerprints are taken, his mugshot is snapped. The DESK SERGEANT glowers back at him, motions to a payphone.

DESK SERGEANT

One call, and make it snappy.

A wry smile grows across Boggs' face, he pulls out the ad from his pocket and scans Helton Cane's number.

EXT. THE HILLS - HELTON CANE'S RANCH - EVENING

Ben takes a breath, looks to the sprawling ranch before him, it's the only abode for miles. He rings the bell.

No answer. Brutus steps forward and thumps on the door with a closed fist. Stirring can be heard within, the heavy oak door opens.

A well put together woman in her thirties peers back at them. Helton Cane's personal assistant, MISS HENDRICKS, eyes the motley crew before her.

MISS HENDRICKS  
(British accent)  
May I help you?

Ben clears his throat.

BEN  
We're here to see Helton, I mean  
Mr. Cane.

MISS HENDRICKS  
And do you have an appointment?

BEN  
It's about the ad, for the movie,  
we have some things for him.

Ben gestures to his friends, they hold out the boxes and smile back awkwardly. Miss Hendricks frowns.

MISS HENDRICKS  
I'm afraid the deadline for  
submissions has passed. Now if  
you'll excuse me...

Miss Hendricks closes the door. Winston barks.

BEN  
Please mam, we've come a long way.  
We just ask you take a quick look.

A hot second passes, the door opens. Miss Hendricks looks into Ben's honest face.

MISS HENDRICKS  
Give me your sample and wait here.

Lazer hands over a box, the door closes. Ben and Chong glance at each other nervously.

LAZER  
Ten bucks she's callin' the cops.

A brief moment passes. The door reopens.

MISS HENDRICKS  
This is most irregular. Follow me,  
the dog will have to stay here.

Before Miss Hendricks can object, Winston and the gang bundle past her. She sighs.

INT. HELTON CANE'S RANCH - HALLWAY - EVENING

Ben paces. He eyes the framed movie posters on the wall.

BEN  
My hands are sweating.

BOOKSIE  
Will you chill please? We made it  
through and delivered the bomb,  
everything's gonna be fine.

Booksie helps Juanita into a chair.

BOOKSIE  
I'm so excited for you Juanita, you  
must be very excited.

Juanita nods shyly. Lazer checks his pockets.

LAZER  
I nearly forgot!

Lazer pulls out some tootsie rolls and hands them out.

LAZER  
Couldn't afford cigars.

Miss Hendricks appears.

MISS HENDRICKS  
Mr. Cane will see you now.

INT. HELTON CANE'S OFFICE - CONTINUOUS

The gang stand before HELTON CANE, a thickset, bearded man in his mid 50's. He eats supper at his desk. Ben ogles the plush wood paneled room as the growing silence looms.

Helton finishes his meal and puts the plate down for Winston, who trots over and laps at the gravy. Helton scans the box before him. Still he doesn't talk.

Pulling out several model spacecraft, Helton inspects them one by one. His face gives nothing away. The group wait for a sign - anything. Ben can't bear it any longer.

BEN

There's a switch on that  
freighter...under the fuel tank.

Helton fires up the electronics, the model comes to life in his hand. He adjusts the folding wings, shakes his head.

HELTON CANE

Amazing...

The friends let out an audible GASP of relief. Booksie beams. Even Brutus' heart skipped a beat.

HELTON CANE

I won't lie to you. These are head  
and shoulders above anything I've  
seen so far.

Cane swivels in his seat and points to a large poster on the wall behind him. The colorful letters spell out: "SPACE WARP!" Ben admires the artwork.

HELTON CANE

What I'm working on here has never  
been attempted before, at least not  
on the scale I intend.

Helton faces forward. He looks to the faces beaming back at him, clinging on to his every word.

HELTON CANE

Based on what I've seen here today,  
I would be very interested in  
pursuing a creative partnership. I  
not only need miniatures you  
understand, but a wide variety of  
practical props as well.

The group listen closely.

HELTON CANE

I'm also trialling a new system, I  
call it green screen, it will allow  
for far more elaborate scene  
composition. You guys think you can  
wrap your heads around that?

Ben looks to Edward, who nods back enthusiastically.

BEN

Absolutely, sir!

Miss Hendricks enters. She walks over to Cane and whispers low into his ear. Helton's face clouds up. He turns to Ben.

HELTON CANE  
How old are you, kid?

Puzzled, Ben looks to Booksie, then back at Cane.

BEN  
Sixteen sir...why?

Helton sighs. He looks at the models on his desk and starts packing them up. Slender Edward looks to Lazer, who looks to Chong.

BEN  
Sir?

HELTON CANE  
We just received a rather troubling phone call, from someone concerned we were exploiting children over here.

CHONG  
Boggs!

HELTON CANE  
Do you realize how many child labor laws I'd be breaking by employing you guys? Quite a few I'd imagine.

The gravity of the situation sinks in. Ben is distraught.

HELTON CANE  
I really thought you were freshmen. I'm sorry, but my hands are tied.

Cane looks at the box of models.

HELTON CANE  
Damn shame. When you guys get a little older, give me a call, okay?

Ben can't believe what he's hearing. Helton Cane hands the box of models over, the gang slump slowly from the room.

INT. HELTON CANE'S RANCH - HALLWAY - CONTINUOUS

Chong beats his head against the door-frame.

BRUTUS  
Man, that was rough.

Booksie, on the verge of tears, looks over to her guys. Ben is catatonic, Chong is self-inducing a brain injury and Edward rocks himself back and forth on the floor.

Booksie glances over to Lazer. Juanita is prodding him in the ribs and badgering him in Spanish. Lazer scowls back. Juanita babbles some more unintelligible words. Confused, Brutus looks to Booksie.

BRUTUS

What's that all about?

Booksie strains to listen.

BOOKSIE

Something about -- being too old --  
I can't quite make it out.

Booksie and Brutus head over. Juanita slugs Lazer again.

BOOKSIE

Guys, guys...take it easy. Juanita,  
I know this is a lot to take in,  
but you can't go upsetting yourself  
like this.

Juanita pokes Lazer hard.

JUANITA

Tell her, Eugene, you tell her now!

Ben, Chong and Edward look over.

CHONG

Eugene? You called Eugene?!

BOOKSIE

Yeah "Eugene", you better speak up.

LAZER

Okay, okay! Look, I bin kinda held  
back these last few years...I never  
claim to be the main brain round  
here, ya know?

Ben, Chong and Edward stand, they slump over.

BEN

What are you sayin' Lazer? You're  
not really seventeen?

LAZER

Look, can we just go now?

CHONG

You not getting it, Lazer!

LAZER

I totally get it, man! You guys just won't let it go. It's bad enough we lost our big chance, now you gotta embarrass me too?

Booksie puts her arm around Lazer.

BOOKSIE

You're eighteen dude...

Ben leans in.

BEN

Old enough to sign a legal contract...

Lazer's lightbulb comes on. The group mob him.

INT. HELTON CANE'S OFFICE - CONTINUOUS

Helton's office door swings open. The gang stand in the doorway like western outlaws. Helton Cane glances up from his work.

HELTON CANE

Forget something?

With no words, the gang push Lazer back into the office. He digs around for his driving license and puts it on Cane's desk. Helton puts on his spectacles and studies the I.D.

HELTON CANE

Well, this changes everything.  
Ready to make some history?

Double high-fives and fist bumps all around.

EXT. HELTON CANE'S RANCH - DRIVEWAY - EVENING

Ben holds up a check, the gang gather round.

BEN

I've never seen so many zeros.

Chong gestures for the check, Ben hands it over. Chong stares at it in rapture.

BOOKSIE

We're still splittin' everything straight down the middle, right? Seventy/thirty?

CHONG

Yeah right, ha ha! You good Booksie!

BEN

Now the real work begins. We gotta rent some space...get situated.

Brutus pats Ben on the back. He turns to face the big guy.

BEN

Thanks for everything man, I mean it.

They exchange a cool handshake. Booksie and Ben pause as the others drift on ahead. Booksie smiles, adjusts Ben's collar.

BOOKSIE

You know, it just occurred to me. I've never known a Benjamin before. Plenty of Steves, a John here and there, but never a Benjamin.

Ben smiles.

BEN

You've been a cast iron friend, Booksie.

BOOKSIE

Stick around long enough and I'll make you believe you can do anythin'.

Ben rolls his eyes at the cheese. He could dip his nachos in that one.

BOOKSIE

I'm gonna miss you Ben. Damn these emotional highs.

Ben and Booksie share a moment. The guys gather round. Booksie consumes them in the mother of all hugs.

EXT. LOS ANGELES - GRAND AVENUE - EVENING

SUPER: "THE GLORIOUS EVENING - TWO YEARS LATER"

Close up on a pair of scuffed shoes treading the sidewalk. They attempt a quick polish on the back of tuxedo pants. Another pair of shoes appears, then three, then four.

Joining them, a pair of black converse high tops and a set of dog paws. Booksie raises the rim of her black trilby.

BOOKSIE

Bin awhile.

Ice cool, Ben nods.

BOOKSIE

You grew out your hair...

Booksie pinches Ben's cheek.

BOOKSIE

And attempted a beard.

Ben looks to Booksie's flowing curls.

BEN

So did you...not the beard I mean.

Ben flusters. The guys drop their pretense and crash into each others arms. Winston mobs Ben with mad licks. Ben looks Booksie up and down in her little black dress.

BOOKSIE

What's wrong?

BEN

Nothing. Just not used to seeing you in a dress, that's all.

Booksie scans the boys in their tuxes, all pastel ruffles and bow ties.

BOOKSIE

Don't get used to it, Benjy.

Winston BARKS, drawing attention to his own bow tie and white collar.

BEN

You look great too, Winston.

Winston pants, Chong beams.

CHONG

Getting one to fit Eddie, not so  
easy!

Slender Edward pulls out his over-familiarity card. Booksie smiles, she's missed these guys. Firing a glance across the street, Booksie eyes a movie theater; a long line stretches around the block.

BOOKSIE

I can't believe it's still in  
theaters.

LAZER

It's breakin' records all over the  
country.

BOOKSIE

Which country?

CHONG

Pick one! Toy-line and comic books  
comin' soon!

Booksie glances into a store window; several TVs beam various clips of Helton Cane doing publicity interviews on popular talk shows. An action packed trailer for SPACE WARP! shows on another.

BOOKSIE

Can you believe this? What a story!  
I smell a New York Times  
bestselling beach read.

Booksie turns to the guys.

BOOKSIE

What you gonna do now?

BEN

The offers keep flooding in. We're  
still weighing up all our options.  
You know, we're gonna need a  
manager...

Booksie looks to Ben, he's dead serious.

BOOKSIE

That reminds me...whatever happened  
to Boggs?

CHONG

Last we heard, been sent away --  
indefinitely.

LAZER

Wherever it is they dump toxic  
waste.

BOOKSIE

He's a man of great convictions  
alright. Mostly felonies and class  
A misdemeanors. Bet he's rockin'  
that orange jumpsuit.

The guys chuckle.

BEN

Turns out he was suspended from  
teaching in three other states.  
Shouldn't have been anywhere near a  
classroom.

CHONG

Even more good news! Ben rented dad  
new condo, he got part-time job,  
doin' great now!

Booksie delights at the news. She shoots a long glance down  
the street, an imposing building looms up ahead - it's  
obvious something on a very grand scale is taking place.

Crowds gather outside, limos pull up and people dressed to  
the nines spill out.

BOOKSIE

You guys ready? Let's do this.

EXT. GRAND AVENUE - ALHAMBRA THEATER - EVENING

Ben and the gang jostle towards the theater entrance through  
the shimmering gowns and tuxedos. Flash bulbs POP from the  
gathered press. People notice Winston in his bow tie and  
point and smile.

BOOKSIE

Look at this place! That dame is  
wearing half of South Africa's  
mineral deposits around her neck.

Still rubbernecking, the friends bump into a burly DOORMAN  
blocking their path. They crane upwards at the sour face  
staring down at them. Ben steadies himself on a velvet rope  
and fumbles through his tuxedo pockets.

BEN  
Chong, tell me you have the  
tickets?

Chong pats himself down, shakes his head.

CHONG  
Thought Lazer had them.

LAZER  
Don't look at me, dude!

The doorman grows impatient.

DOORMAN  
Okay kids, you've had your fun.  
Prom's down the street - and take  
the mutt with you.

BEN  
But...

DOORMAN  
You heard me junior, beat it!

The doorman puts a meaty hand on Ben's shoulder and pushes him away. Winston barks.

CHONG  
Hey! Don't touch him!

Ben and the gang backpedal into the crowd. Jewelry CLANKS, people REACT. They retreat back to the curb.

SOME TIME LATER

In full on mope-mode, the friends sit and sulk. The crowds have gone, the avenue is empty. Ben stands and dusts himself off.

BEN  
We haven't come all this way to  
give up now. We're just gonna have  
to find another way in.

CHONG  
You crazy, Ben.

Booksie perks up. She adjusts her dress.

BOOKSIE

Show me a red-blooded man that  
knows what he wants! You heard him!

EXT. ALHAMBRA THEATER - ALLEYWAY - CONTINUOUS

Shadows dance on the wall. Ben leads his friends to the rear of the theater. He stops at a fire exit and runs his hands over the door. Without warning, he shoulders it hard.

Ben rams it again, and again, looks painful. The sturdy door holds firm. Chong takes off his jacket, hands it to Edward.

CHONG

Never thought I say this, where  
Brutus when you need him?

Chong joins Ben, they barge at the door together as the rest watch on. Lazer looks to Booksie, he too joins in. All three shoulder the door. Winston pants on eagerly.

The door is bowing under the pressure. Booksie looks to Edward. In an unspoken acknowledgment they answer the call and join Ben and the guys.

BEN

Right, on three. One...two...three!

The door bursts open. The swell of MUSIC and APPLAUSE rushes out into the night air. The gang look to the scene before them with slack jaws.

The majestic hall is a sea of red velvet and humanity. Crystal chandeliers sparkle overhead. The mezzanine balcony keeps a dizzying watch over a deep stage below.

Hundreds of celebrities and moguls applaud as a grand orchestra blasts its sweeping fanfare. Ben looks to his friends, they nod to each other and step inside.

INT. ALHAMBRA THEATER - CONTINUOUS

Resembling latecomers at a matinee, the gang excuse themselves as they tiptoe through the rows. Winston makes his way between legs.

BEN

Sorry...coming though.

CHONG  
Benjamin, what we do?!

BEN  
I don't know! find a seat...

Chong smiles awkwardly at the faces staring back at him.

SLENDER EDWARD  
There aren't any seats Ben. This  
isn't the school cafeteria. Any  
more bright ideas?

Members of the audience are getting visibly frustrated at the disruption. GRUMBLES fill the air. Booksie points. From their elevated position at the back of the hall, they see distant figures on stage.

BOOKSIE  
Look! It's Helton!

The guys squint over. SECURITY GUARDS are gathering in the aisles. Looking more like secret service agents, they mumble into their sleeves.

SLENDER EDWARD  
We got trouble.

LAZER  
Yeah dude, and they look pretty  
pissed.

BEN  
Split up, head for the stage. We  
have to make it to Helton, it's our  
only chance.

The gang look to the approaching guards shuffling up the row towards them, they hurry away in the opposite direction.

The guards pursue the friends around the packed theater, house lights go up, illuminating the fleeting figures. Sections of the audience are now standing, straining to get a better view of the action.

A guard closes in fast on Ben, makes a mad lunge, Winston trips him. Ben hurries on, Helton Cane can be seen onstage talking with the HOST, laden down with gold statuettes.

Ben zones in on another guard heading towards him from the other direction. He waves frantically at Helton as security closes in.

The rest of the Special Defects Department are rounded up. Security grabs them by their collars, even Winston. They lead them from the hall.

Helton Cane notices the chaos and double-takes down to Ben. The guards haul him away. BOOS and HECKLES fill the air. Helton grabs the microphone.

HELTON CANE

Now wait just a minute, those kids  
are with me...

The guards continue to drag the friends from the hall, the boos are getting louder. More audience members get to their feet. Television cameras swing over to cover the action.

Helton Cane hands his awards to the host and adjusts the microphone.

HELTON CANE

I said those kids are with me!

The security guards stop, one by one the friends are released. Ben straightens his collar to ripples of applause.

HELTON CANE

Yes even the dog...get up here  
Winston.

Bursts of energized applause ring out as Winston is released. He pads down the aisle in his little bow tie and joins the others. They gather at the base of the stage. Helton smiles down.

HELTON CANE

Well, what are you waiting for?

INT. ALHAMBRA THEATER - MAIN STAGE - CONTINUOUS

The gang clamber up on stage, the glitz and the glamor surrounds them. The host addresses Ben.

HOST

Quite the entrance, young man.

The host turns to Helton Cane.

HOST

You know these guys?

HELTON CANE

Know them? These are my kids.

The friends surround Helton and rubberneck as they try to take it all in. A giant screen behind them erupts with clips of Space Warp! Lazer leans into the mic.

LAZER

You're like the nicest people ever.

The huge audience swells. Helton removes the mic from its stand and moves amongst Ben and his friends.

HELTON CANE

You know, back when this little movie of mine was just a seed in a small corner of my mind, I was faced with the difficult task of how to make it all a reality. Not really knowing what to do, I placed an ad in the paper hoping for the best. I must have interviewed over three hundred people.

Helton catches Ben's eye, puts a paternal arm around him.

HELTON CANE

Little did I know then, that a group of high school kids and their pet dog would steal my heart and help propel Space Warp into the phenomena it is today. Ladies and gentlemen, I give you...Ben, Booksie, Walter, Edward, Lazer and Winston. The Special Defects Department!

Instant applause. Cameras FLASH from all four corners of the cavernous hall. Helton Cane hands Ben the award.

HELTON CANE

I believe this is yours, young man. Winner for best special effects in a major motion picture...

Ben takes the award. The orchestra bursts into life, the audience gets to their feet.

INT. POP'S PLACE - CONTINUOUS

Pops, glued to the tube, sits on the edge of his seat. He drags a sleeve across his tear strewn face.

POPS  
I love you kid.

INT. ALHAMBRA THEATER - MAIN STAGE - CONTINUOUS

Streamers drift down. The world slows to a crawl. Ben and Booksie ogle the magic, sandwiched in tight by the blurred figures celebrating around them. They turn to each other.

BEN  
I might have a massive crush on  
you.

BOOKSIE  
I never would have guessed.

Booksie takes Ben's hand and they share a long gaze. Suddenly, the world around them restores to normal - music and noise flood back in. Edward turns to Booksie.

SLENDER EDWARD  
Miss Shooster, you asked me once if  
I was ever experiencing a good  
time. I do believe I'm having one  
now.

Ben and Booksie throw back their heads. With Helton looking on proudly, the friends grab the golden statuette in Ben's hand and thrust it towards the sky in a triumphant act of unity.

FADE OUT:

THE END