

B.F.F.

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04/10/07

OVER BLACK:

We hear soft MOANING. The RUB of bedsheets. TITLES APPEAR:

B.F.F.

FADE UP TO:

A BED. We're directly above it. There's motion beneath the sheets. The thrusting kind. Two bodies, though one appears uninvolved (probably bored).

The grunt of a male CLIMAX. He THROWS OFF the covers to reveal --

A 14-YEAR-OLD BOY. Lily white ass. Cute, but skinny. Not a man yet. The "body" beneath him nothing but sheets and pillows. He ROLLS over --

Straddling his crotch is a TEDDY BEAR. The source of his pleasure. Yes, he was fucking his inanimate childhood friend.

CLOSE ON the boy. CLOSE ON the bear. He wears a permanent, stitched smile. OFF the sudden, jarring sound of an ALARM blaring --

SMASH CUT TO:

TITLE OVER BLACK.

FRESHMAN YEAR

INT. AARON'S BASEMENT BEDROOM - MORNING

The boy, AARON (14), turns off the alarm, grabs a bullet-pointed "To Do" list off the bedside table.

QUICK SHOTS:

-- "To Do" list. A pen crosses out "masturbate."

-- Aaron scrubs good and hard in the shower. Including behind his ears.

-- A pen crosses out "shower."

-- Aaron applies pimple cream to a tiny zit on his chin.

-- Crosses out "Retin-A."

-- Musses his hair, grabs freshly labeled schoolbooks, shoves a Pop-Tart into his mouth.

-- "hair" "books" "breakfast" all X-ed out.

-- He ties his last shoe. Grabs "To Do" list. We finally see how lengthy it is. This is one anal kid. Only one "to do" left.

-- CLOSE ON "pick up new girl."

A phone RINGS. Aaron picks up. This is BJ. We'll meet him soon.

BJ (V.O.)
Do you know how cool it is that you
already have a driver's license?

AARON
It's not cool. It's necessary. The bus
doesn't come out to my unincorporated
'burb so the DMV gave me a very specific,
very restricted *hardship* license.

BJ (V.O.)
It's a hardship to make me take the
yellow monster. Come get me.

AARON
It's a *limited* license. To school. To
home. Not to school, to "BJ's home." And
you're not even remotely on the way.

BJ (V.O.)
Oh, but you're fine driving a complete
stranger.

AARON
My mom volunteered me and I can't exactly
say no. It's her car.

BJ (V.O.)
I hope the new girl is a fat freak.

AARON
Bye, Beej.

Aaron SLAMS his phone shut.

EXT. CUL-DE-SAC - MORNING

Suburban development at its finest. The gray skies match the
color of the now-faded white picket fences.

Welcome to Omaha.

EXT. AARON'S HOUSE - MORNING

Aaron climbs behind the wheel of a rusting, '96 white Ford
Taurus. After a few strained WHIRRS, the engine ROARS to life.
Black exhaust spills from the tail-pipe.

INT. AARON'S CAR - CONTINUOUS

Aaron readjusts his rearview and side mirrors, finally puts the car in gear and --

EXT. CUL-DE-SAC - CONTINUOUS

-- backs out of the driveway (ever so carefully). He shifts gears, and drives DIRECTLY ACROSS the cul-de-sac to --

EXT. SARA'S HOUSE - CONTINUOUS

Aaron lightly taps on the HORN. Waits. Another tap. Still nothing. He finally LAYS on the horn when --

IN EPIC SLOW-MOTION (cue that porn-rock anthem)

he watches HER step through the door front door.

SARA (14)

A teenage Jenna Jameson in a miniskirt and tight white top that, defying physics, fits over her disturbingly ample breasts.

The breasts BOUNCE ever closer to Aaron's car. Attempting not to stare, Aaron focuses on Sara's gorgeous face. He smiles. Gives a geeky little wave.

Sara gets in. SLAMS the door. Aaron extends a nervous hand.

AARON

Hi, I'm --

SARA

Aaron. Yah, I know. I'm Sara.

She ignores his outstretched hand and digs into her bag for her Sidekick. An affronted Aaron puts the car in reverse.

INT. AARON'S CAR - DRIVING

Not a mile over 35 mph.

AARON

So, you like --

SARA

Shht!

Sara puts up a FINGER. Checks her Sidekick and GIGGLES. Aaron waits for her to finish. Then he makes another attempt.

AARON

When did you move from --

She puts away the Sidekick and dives into her make-up bag.

SARA
Where is my... found it!

She applies her lipstick, but the car LURCHES.

SARA
And if you could not brake just this
second?

Aaron eyes the STOP SIGN he's approaching.

AARON
Well I --

Sara reaches for the visor. Sees that --

SARA
You don't have a mirror?

She grabs her own.

SARA
(to herself)
How do I look?

Aaron glances at her sideways. With the pound of thick, dark make-up, she looks:

AARON
(to himself, low)
Like Satan's whore.

SARA
Just so it's crystal, we carpool
together, that's it. At school, we
separate or else people might think
you're my boyfriend. Or worse, my
brother.

AARON
Um, sure... Wait, why is brother worse?

SARA
(prattling on)
Point is, once I'm out of the car, we
don't speak to, look at, or acknowledge
each other in any way.

AARON
I'm the U.S., you're the Soviets.

SARA
Huh?

AARON
Ever hear of the Cold War?

SARA
You're such a nerd.

A new SONG comes on the radio. It's yet to be written, but it's similar to the one that's cemented in your memory as your ultimate high school song.

AARON
(cranks the volume)
I love this song.

SARA
(turns it down)
Of course you do. You live in Omaha. No offense.

EXT. OMAHA CENTRAL HIGH SCHOOL - ESTABLISHING

Built for the children of Boomers, it's two stories of functional concrete. A sign proclaims "CENTRAL" is: *HOME OF THE KNIGHTS!*

EXT. OMAHA CENTRAL HIGH SCHOOL - DAY

The Taurus pulls into every freshman boy's nightmare: a parking lot full of beefy, UPPERCLASSMEN GUYS.

INT. AARON'S CAR - CONTINUOUS

Aaron puts it in park. Grabs his bag from the back.

AARON
You need help finding --

SLAM! Sara's already bolted from the car. Aaron watches her tiny ass brush past the passenger window.

AARON
-- homeroom?

EXT. OMAHA CENTRAL HIGH SCHOOL - DAY

Sara marches confidently toward the entrance, past a group of HOT SENIOR GUYS who smile and nod as they check out --

An even SEXIER JUNIOR GIRL behind Sara.

ON Sara. GULP. A smidge of her confidence dissipates.

INT. OMAHA CENTRAL HIGH SCHOOL - DAY

The usual clamor of the first day of school. Aaron walks through the hall, head down, when he's startled by an ARM around his shoulder. The arm belongs to BENJAMIN JAMES, affectionately known as BJ (14). Aaron's best friend, and Omaha's horniest.

AARON

Hey, Beej.

BJ

Welcome to our glory days, my friend. The first homeroom of the next four years of our lives.

AARON

That's the most depressing thing I've ever heard.

BJ

By the way, you're forgiven for not picking me up. I sat next to Greg White who has half the Vivid collection on his iPod.

AARON

Happy for you.

BJ

How was the charity case?

They hear a CRASH. Aaron turns to see its source.

AARON

See for yourself.

BEHIND THEM, Sara bends over in her miniskirt and collects the contents of her bag, which have fallen all over the floor. Her skirt inches up, revealing just a hint of ass cheek.

BJ

It's moments like these that prove God is a man.

But he says it a little too loud. Sara turns and catches them.

SARA

(to BJ, pissed)

What are you looking at, dipshit?

BJ

A slut.

Aaron pulls BJ away we find a lipstick ROLLING down the hall. It's stopped by a gorgeous high-heeled foot. A well-manicured hand picks it up.

JAYDEN
Ohmygod! They only sell this at Barney's
in New York.

Sara picks herself up, coming face-to-face with JAYDEN (14), a dark-haired beauty with a fashion obsession.

SARA
(takes the lipstick)
What's your point?

JAYDEN
(checks Sara's feet)
Stuart Weitzmans instead of Payless.
(takes her in)
Black and white from head-to-toe.
(jaw drops)
You're from New York City?!

SARA
We just call it "the city."

Jayden LATCHES onto her.

JAYDEN
Ohmygod. Is it as awesome as it looks? Is
it really the center of the known
universe?
(opens the lipstick)
Can I try this on?

INT. GIRLS BATHROOM - DAY

Sara and Jayden share make-up in the kind of dirty bathroom you swear you'll never revisit after graduation.

JAYDEN
So I told him I'm going to high school
now. It's time to move on. I didn't want
to be tied down just because his stupid
ass flunked eighth grade.

SARA
I had a boyfriend back home. It was so
stupid. Relationships are completely
overrated, you know? Sex with one guy? We
aren't living in the '90s.

Jayden stares at her, eyes wide.

JAYDEN
Holy shit. You've... done... it?

SARA
Who hasn't?

JAYDEN
You have to tell me *everything*.

ON Sara, knowing she's made her first friend.

INT. CAFETERIA - DAY

Sara, Jayden, and group of equally hot freshman FASHIONISTAS pick at salads at a corner table in the overcrowded lunchroom.

A growing cacophony of WHISPERS takes us to the
CAFETERIA ENTRANCE,

where MAD MAX (14) and his three BUDDIES have just entered. They carry SUPER SOAKERS and pause in formation at the doors like a teenage renegade army.

JAYDEN
Shit.
(to the other girls)
Mad Max.

Max gets a purely insane glint in his eye as he leads the --

MAD MAX
CHARGE!

JAYDEN
Duck!

But it's too late. Mad Max and his friends have marked every female in a white t-shirt for 100 feet. They go kamikaze on the crowd, heading straight for:

SARA
Ack!

Max soaks her straight through that tiny white tee. At first, Sara is furious, but when she sees the SENIOR GUYS are into it, she switches into squealy girly mode, getting more attention.

Jayden notices and pops up over the table, putting herself directly in the line of fire. The other Fashionistas follow.

Aaron and BJ eye them from across the room.

BJ
(mouth agape)
I gotta tap one 'a those this year.

AARON
You tapping those would be like Max going to Harvard.

INT. AARON'S CAR - AFTERNOON

They drive in silence. Aaron's the first to break it.

SARA
What the fuck is wrong with you?

AARON
I was expecting you to interrupt me.
(off her silence)
Anyway, sucks what Max did.

SARA
Are you kidding? That guy's awesome.

AARON
Are *you* kidding? He's functionally retarded!

SARA
He's got high school figured out.

AARON
Max never figured out long division. You
think he understands --

SARA

She dives for her Sidekick. Aaron's annoyed.

AARON

SARA
Shht!

AARON
If you're going to ride in my car, you
have to at least be civil towards me.

SARA
(keeps Sidekicking)
I'm sorry, were you talking?

AARON
That's it.

He wrenches the wheel and pulls the car over. Reaches across and flings Sara's door open.

AARON
Enjoy your workout.

SARA
My first commandment: thou shalt not
confuse transportation with exercise.

She pulls her door shut with a SLAM!

SARA
Fine. You wanna talk? Let's talk about
how much it's gonna blow for you this
year.

AARON
It blows for all freshmen.

SARA
Wrong. See, freshman girls are freshmeat
girls. And while we go to all the best
parties, you freshman boys will be stuck
playing Grand Theft Auto with your left
while jerking off to late-night Skinemax
with your right.

AARON
(drives on)
I liked your Sidekick better.

SARA
(whips it back out)
Thank you.

SMASH CUT TO:

A GIANT TELEVISION SET

BANGER #1 blows off *BANGER #2's* head. We're --

INT. AARON'S BASEMENT - LATE NIGHT

Mountain Dew cans litter the floor as Aaron and BJ (loudly) play *Grand Theft Auto* in this private abode complete with separate entrance. It used to be his dad's rec room: wood-paneled, shag carpet, foosball table, mini bar.

They both wear black pants and their Dairy Queen uniform shirts, complete with name tags. Clearly just off-shift.

AARON
Boo-yah!

He tosses the controller. Done.

BJ
I'll be handling your ass like a tranny
making you my bottom in the next round.

Aaron does a brief victory dance, but sees it's 12:00 am.

AARON
You gotta go home. I have a bio test --

BJ
Dude! It's Friday night!

AARON
Technically it's Saturday now. And my
test is Monday. I have a schedule to-

BJ
You are such a nerd.

Aaron throws up his arms.

AARON
Why does everybody keep saying that?

BJ
'Cause it's the *truth*.

AARON
Not all of us are lucky enough to be a
legacy like you at that bastion of
intellectualism known as ITT Tech.

BJ
Says the grand GTA loser.

Aaron, always easily goaded by BJ, re-starts. BJ grabs a bong sitting beside the couch. Takes a hit and offers to Aaron.

AARON
(shakes his head "no")
All the easier to make you my PlayStation
whore.

BJ
(exhales his hit)
Speaking of whores. How's Driving Miss
Easy?

AARON
You know that cliche scene in slasher
films where the hero jumps into his car
to get away from the bad guy, only to
unknowingly drive away with the killer
lurking in the back seat, ready to slit
our hero's throat, spilling his blood
across the dashboard?

BJ
Yeah.

AARON
It's a lot like that.

BJ
Whatta cunt.

AARON
I hear they don't like it when you call
them that.

BJ
Pretty, mean and slutty. She's probably
got the herp, the syph, the clam or all
three.

AARON
It's just an act to get attention.

BJ
I don't know a lot of things that you
know Aar. I don't know when the Battle of
Gettysburg was --

AARON
July 1863.

BJ
Or the speed of sound --

AARON
340.29 meters per second.

BJ
Or who was president in 1895 --

AARON
Harrison. But he was elected in 1893.

BJ
But I do know sluts. And Sara Simmons?
She fucks. A lot.

AARON
Which you know because you're the Wilt
Chamberlain of Omaha?
(off his look)
You had sex with one girl, Beej. Uno.
After a night shift at the DQ. And it was
so good, she never called you again.

BJ
I never called *her* again.

AARON
After she had her number changed.

ON THE TV SCREEN. Banger #1 BLOWS off Banger #2's head.

AARON
Ouch! That hurts. Three in a row, fool.

BJ THROWS the controller in frustration. Gets up to go.

BJ
Manana night. We're crashing our first
high school party.

AARON
Pass. I've got to keep my --

BJ
Ditch the schedule. Trust me. First high
school party = first high school ass.

SMASH CUT TO:

ASS. ASS. ASS. The kind that bounces quarters. REVEAL WE'RE --

INT. HOUSE PARTY - NIGHT

NUBILE YOUNG GIRLS. Dancing on tables, couches, chairs --
anything that's a makeshift platform. But all this is viewed --

FROM OUTSIDE THE WINDOW by BJ and Aaron.

AARON
Do you have a plan to get us in?

BJ
Yes. Operation: "it's a big school."

AARON
We're freshmen.

BJ
If confronted, we're junior transfers.

AT THE FRONT DOOR

The guys are eyeballed by the SENIOR DOOR GUARDS, but they cruise on in with a newly arrived group of PARTIERS.

INT. HOUSE PARTY - SAME - CONTINUOUS

AARON
Holy. Hell.

BJ
Toto, I don't think we're in middle school anymore.

ALCOHOL flows like a river, PARTIERS vie to take hits off a giant six-foot BONG, and if you pause the DVD and forward frame-by-frame, a case could be made for public sex in the b.g.

IN THE KITCHEN

Sara and Jayden accept mixed drinks from two SENIOR GUYS in varsity soccer jackets manning the makeshift bar.

SARA
Thanks.

She takes a sip, grimaces.

SARA
(to Jayden)
Don't they have Cosmos in Omaha?

JAYDEN
Biatch, be grateful it ain't Natty light.

Sara shrugs. Can't argue with that. Then she spots something.

SARA
Fuck. Me.

VARSITY SOCCER GUY
Really?

Sara watches Aaron uncomfortably try to blend in with the crowd. BJ heads his way with two bottles of beer, pausing to look up the skirt of a LEGGY GIRL dancing atop a table. Nods: "not bad."

Aaron CHUGS for the first time as he's met by --

SARA
I thought we agreed to something about Vietnam.

AARON
SO-viets. And we only agreed not to talk at school.

BJ
You're deluded if you think we're not going to show somewhere just because you're in attendance.

SARA
(ignores him)
So why are you here?

AARON
Same reason you are.

SARA
To hook up with the soccer team?

BJ
(to Aaron: "see?")
Uber-slut.

Suddenly, they hear the approach of high-pitched BEEPING.

PANICKED STONER
COPS!

The chaotic flight begins as everyone runs --

EXT. HOUSE PARTY - CONTINUOUS

-- only to find a MASSIVE TRUCK carrying a load of sand backing up onto the lawn. The Varsity Soccer Guy Sara was flirting with tries to stop it.

VARSITY SOCCER GUY
Hey! Stop! This is private property.

But the truck continues backing up.

VARSITY SOCCER GUY
You want me to call the cops?!

The truck passenger leans out, revealing it's --

MAD MAX
Do it. Tell them you've gotten 200 teens
drunk.
(beat, then shouts)
BEACH PARTY!

He pulls a lever and DUMPS all the sand on the front lawn.

VARSITY SOCCER GUY
(ready to pummel Max)
The hell? Get this thing off my --

But he freezes as he sees --

Girls SCREAM with delight.

Sara runs to join the party, tearing off her clothing revealing sexy black underwear. Girls' clothes fly in all direction. The music PUMPS. Half-naked bodies dance. The party rages on.

Varsity Soccer Guy raises a fist. Max flinches, expecting a hit.

VARSITY SOCCER GUY
Not bad. For a freshman.

Varsity Soccer Guy's fist is meant for "pounding." Max does.

MAD MAX
I've got 1,264 days 'til I turn 18. Until
then, call me Mr. Monopoly -- I've got a
get outta jail free card.

BACK ON THE PORCH, Aaron just watches, taking in his first high school party. A FAT GUY pukes behind him.

He goes to find BJ, who's dancing (or attempting to) on the lawn with two DRUNK JUNIORS who are way out of his league.

AARON
(over the music)
Hey. We gotta go. I have a track meet and
another DQ shift --

BJ
(pushes him off)
Go numb yourself with a beer so it
doesn't hurt when I pull the stick out of
your ass.

But Aaron's not budging. BJ pleads with him:

BJ
30 more minutes?

Aaron looks at his watch, which reads: 11 p.m.

CROSS FADE TO:

Aaron's watch. Now 1 a.m. He sits on a couch. Alone. His only company the THREE empty beer bottles in front of him.

AT A BATHROOM DOOR - MINUTES LATER

Aaron waits, clearly having to pee. He gives a polite knock (his second). Finally, DRUNK GUY emerges and Aaron darts

INSIDE THE BATHROOM - CONTINUOUS

AARON
(surprised)
Sorry. Thought it was empty.

MALE and FEMALE forms (blurred by a curtain) are in the shower together.

AARON
Um, kind of have to pee here.

They don't answer. And he doesn't pee, choosing to voyeurously stand there catching GLIMPSES of what's going on behind the curtain. An elbow. A leg. Naked skin. Is that a --

DRUNK GUY
What the fuck, perv?

Aaron freaks, only to freak more when he sees the companion is --

SARA
Get out of here, Aaron!

Aaron quickly SPRINTS out of frame to --

EXT. TRACK MEET - DAY

-- where Aaron SPRINTS into the continuous frame and crosses over a finish line. He's alone, so it looks like he won, until --

-- we notice the other COMPETITORS already catching their collective breath in front of him. Aaron was dead last.

Aaron looks into the stands, but only a HANDFUL of people are watching and he doesn't know any of them. He TRIPS and --

-- pitches forward, ready to collapse --

INT. DAIRY QUEEN - LATER

-- Aaron FALLS INTO FRAME, finishing his collapse. His head hits the counter. BJ sleeps standing up in the b.g.

EXT. SARA'S HOUSE - A MONTH LATER

Sara heads to Aaron's car, wearing autumn clothes.

INT. AARON'S CAR - DAY - CONTINUOUS

Sara SLAMS the door. The following conversation happens with no break, but between cuts their clothes will change, showing the passing seasons.

SARA

Go.

AARON

"Thanks for driving me to school, Aaron,
I really appreciate all the help you've
offered this year."

(beat)

"You're welcome, Sara. You're such a
pleasant carpooling companion."

INT. AARON'S CAR - DRIVING - WINTER

They both wear heavy coats as they whiz past bare trees.

SARA

Sarcasm won't get you into this size
zero.

AARON

You look like you're starving. Did they
have food in New York?

SARA

They had everything in New York.

INT. AARON'S CAR - DRIVING - EARLY SPRING

They wear raincoats and a March downpour comes down outside.

AARON

Do you miss it?

SARA

Not really. Schools in Manhattan don't
even have football teams. I couldn't be
Homecoming queen there.

AARON

Gasp. That would truly have been tragic.

SARA

I didn't figure you'd appreciate this.

AARON

Appreciate this what?

SARA

This awesomeness known as high school.
You're too busy studying.

AARON

Hey, I party.

SARA

You don't party, Aaron... You've been to
a party. One. Months ago.

AARON

Look, if I get the grades, I go Ivy. If I
go Ivy, I go on to a life filled with
"awesomeness." It's that simple.

SARA

Yeah, and you're gonna waste the next
four years waiting for it.

AARON

And you're gonna waste the next four
years in some drunken, drug-induced haze
focused on nothing but becoming prom
queen.

SARA

I'm getting a trio of homecoming, winter
formal and prom queen crowns, thank you
very much.

AARON

Great. You'll peak senior year and spend
the rest of your life expounding on
regrets. Enjoy that.

EXT. OMAHA CENTRAL HIGH SCHOOL - MAY

The Taurus pulls up. Trees are green again. The milling students
have that happy look that signals warm weather and the imminent
summer break.

Aaron pops out, in shorts and a t-shirt, and Sara in spring's-
here-so-I'm-wearing-almost-nothing. SLAM!

SARA
Ass-face.

AARON
You're the one with shit sprayed across
yours.

Aaron heads off... and when he's not looking, Sara takes out a compact and WIPES AWAY some of her excess make-up.

INT. OMAHA CENTRAL HIGH SCHOOL - HALLWAY - DAY

Sara catches up to Jayden and the other fashionistas.

JAYDEN
(sing-songy)
Project!

Jayden reveals a flyer she took off the wall:

Prom is May 5th! "A Knight Under the Sea." Tickets On Sale Now!

SARA
(determined)
Project.

Aaron and BJ brush past. We FOLLOW them through the halls.

BJ
The best time of the year --

They pass yet another group of giggling FEMALE STUDENTS.

BJ
(somewhat bitterly)
-- if you're a girl.

AARON
What's going on?

BJ
The most seminal of events in the life of
a young female homo sapiens: the Prom.

AARON
That's all?

BJ
"That's all?" THAT'S ALL?! My friend, if
you don't understand prom, you'll never
understand the mind of the teenage
vagina.

A random SLACKER STUDENT turns around.

SLACKER STUDENT
(laughs, probably stoned)
You said "vag."

BJ
I totally did.

They bump fists and BJ keeps walking with Aaron.

BJ
Think of it this way: each year is a new adventure for a girl on the hunt for a prom date.

He begins to narrate the action in the hallways like a nature channel documentary.

BJ
Freshman: Status symbol if you can get an invite. What they don't realize is their chances of being asked are directly related to the number of rumors circulating about how much head they like to give. Case and point --

He points to Sara and Jayden, who bend over (far more than necessary) to reveal lower-back HENNA TATOOS to the same varsity soccer guys they've been flirting with all year.

BJ then motions to a group of SOPHOMORE GIRLS who squeal with delight as their JUNIOR BOYFRIENDS shower them with gifts and get on bended knees to ask them to prom.

BJ
Sophomores: Their chances of going increase exponentially. Lots of them have junior boyfriends, and since all upperclassmen are invited to prom, it becomes a competition. Whose boyfriend will out-do on the "asking" part? A Tiffany blue box guarantees you'll get into her box prom night.

BJ pulls Aaron further down the hall.

BJ
Juniors: This is where it gets complicated. It's social suicide for an older girl to date a younger guy. Since their options are dwindling, the single ones pull out all the stops to make sure they're not left date-less.

He points to THREE JUNIOR BLONDES, each fighting for attention from of a CUTE SLACKER.

BJ

Then of course there are the Seniors:

BJ spins Aaron toward a group of BRUNETTE SENIOR GIRLS.

BJ

Zero hour. Most have already been to prom and have bad memories of "losing it" to some guy who's now pounding beers in Lincoln. They can't go with anyone younger, and worse, they know any senior guy they go with will be expecting to get laid: either because he's a man-whore or because he must be deflowered on prom night lest he graduate a complete loser. That leaves the female senior in an interesting predicament usually reserved for the male gender: It is better to screw a virgin or a slut?

The Senior Brunettes check out the sweetly PREPPY SENIOR GUYS of the debate team, then promptly take a look at the BEEFY HOTTIES of the football team. They sigh as the Beefy Hotties check out Sara and Jayden swinging by.

AARON

If you put this much thought into your actual classes, you'd have a 4.0.

A CATCHY POP-SONG LAUNCHES US INTO A MEGA-PROM MONTAGE:

-- Another raging high school party. Sara makes out with Varsity Soccer Guy against a wall. He pauses to ask her something. She shrieks "Yes!" and leaps on him.

-- Aaron gets cornered in the halls by a HEAVYSET GIRL. She asks him something. BJ mimes "no way!"... Aaron looks at the girl, doesn't want to embarrass her... finally, he smiles "yes." Heavyset Girl beams. Sara watches from down the hall... *who is this guy?*

-- DEPARTMENT STORE. In a dressing room, Jayden helps Sara try on a plethora of prom dresses. They're strewn all over the place. Not an ounce of floor is visible. Sara TEARS OFF the one she's wearing in disgust.

-- The Mall. Jayden and Sara exit the store triumphantly, breezing past a TUXEDO RENTAL SHOP store where --

-- Aaron is being fitted as he haplessly attempts to tie his own bow tie. BJ prattles on in the b.g.

-- CLOSE ON a series of hands awkwardly pinning corsages. Pricking themselves, breaking them, dropping them.

-- Sara sews the finishing touches on her prom dress herself.

-- Aaron CLIPS on a bow tie. Throws the one he was trying to tie in the trash.

-- Limo doors SLAM! SLAM! SLAM!

-- Liquor store. A limo pulls to the side. TUXEDO-ED GUY hops out, hands cash over to a HOMELESS MAN.

-- Homeless Man hands a BAG OF BOOZE through the open limo window. Keeps a bottle for himself.

-- CLOSE ON shot glasses held high for a toast, but the hands miss each other in the bumpy limo ride. Liquor spills and we spy Sara, who quickly refills her glass for another shot.

EXT. DOWNTOWN OMAHA RADISSION - ESTABLISHING

A flashing SIGN BOARD welcomes the "*Omaha Central High School Prom.*" (Yes, that's intentional.)

Limousines drop off guests, and then there's the occasional farm F-150 Supercab that pulls up to the valet stand.

INT. DOWNTOWN OMAHA RADISSION - NIGHT

Streamers. Lights. Cardboard cut-outs of mermaids and "Knights" riding sea horses. A kitschy prom, Midwestern style. The TEENAGE CROWD is already dancing.

Sara, in a backless dress and surprisingly tasteful make-up, enters on the arm of tuxedo-ed Varsity Soccer Guy. He holds the door open for her as she stumbles past, clearly drunk.

SARA
Such a gentleman.

Once inside, he covertly takes out a flask.

VARSITY SOCCER GUY
Want some more?

Not so gentlemanly now. Sara readily takes a swig. Then another.

SARA
(drunken battle call)
LET'S DANCE!

They get on the dance floor, only for Sara to realize Varsity Soccer Guy left all his moves on the field.

ON SARA's horrified face.

ON VARSITY SOCCER GUY'S spastically gyrating body parts.

Sara searches the room for help. Nobody. Until her eyes fall upon Aaron entering the room with Heavyset Girl.

Suddenly, Varsity Soccer Guy wraps his arms around Sara and begins to GRIND... like a German Shepard humping a chihuahua.

If looks could speak, Sara would be saying "kill me now," but at least she's not Aaron, who's pulled onto the floor to dance.

Yet Aaron looks to be having fun. He's happily (badly) dancing with his plus-sized date. Sara's baffled. She steals yet another shot from her date's flask.

The song ends. Aaron parts with his date for the moment.

Varsity Soccer Guy offers Sara more flask. She takes another swig, but then suddenly goes pale.

VARSITY SOCCER GUY
You okay?

And SPLAT! Goes the sound of the contents of Sara's stomach... spilling all over Varsity Soccer Guy's patent-leather shoes.

OFF his look of horror --

CUT TO:

INT. POST-PROM PARTY - NIGHT

Another suburban house. Another mound of gyrating ass. But it's late, and the CROWD, bow ties and dresses in various state of, well, undress, is starting to thin.

IN THE KITCHEN, Sara rifles through cabinets until she finds a bottle of PEPTO. She quickly unscrews the cap and chugs.

A tired Aaron leans on the counter beside her.

AARON
Sooooo. Little too much drinky-drinky
tonight?

SARA
I only had like two, maybe three, shots.
I just didn't eat the last two days so I
could fit into this dress.

AARON
 It is quite the slutfit.
 (beat, almost afraid to say:)
 I guess you'll be needing a ride home.

Aaron points AROUND THE CORNER to the --

LIVING ROOM,

where Varsity Soccer Guy is totally getting it on with Aaron's Heavyset Date.

SARA (PRE-LAP)
 That shithead!

REVEAL WE'RE:

INT. AARON'S CAR - DRIVING - NIGHT

Aaron takes home a sick, miserable Sara... She SMACKS the dash.

AARON
 What's he supposed to do when his jail
 bait, "freshmeat" of a date ended up too
 sick to function? He wanted to get laid.

SARA
 So did I!

AARON
 (razzing her)
 Oh, were you in love?

SARA
 Please. You *can't* fall in love in high
 school. We haven't even lived long enough
 to know what love is.

AARON
 Too easily confused with lust.

SARA
 Hormones will do that to you.

AARON
 I mean, what're the odds that in the
 entire planet, you find your so-called
 soulmate in a class of 250?

SARA
 I think high school sweethearts is just a
 nicer term for "no other options."

Aaron takes a second... do they actually agree on something?

AARON

Yep. No such thing as love in high school.

SARA

Definitely not.

AARON

I mean, what're you supposed to do after?

SARA

Well if you're *really* in love, you do college long distance --

AARON

-- and break up by October --

SARA

-- to get back together at Thanksgiving --

AARON

-- only to break up for good over Christmas break?

AARON/SARA

Bullshit.

They share a laugh.

AARON

Funny coming from a girl who appears to be completely guy obsessed.

SARA

I love guys, but they're good for only one thing.

Nope, she's back.

AARON

How patronizing.

SARA

Spoken like a true virgin.

AARON

How would *you* know?

SARA

Are you?

AARON
(defensive)
High school's too important to spend it
fucking around just trying to get fucked.

SARA
High school's too short not to.

AARON
I think you've probably done enough of
that this year.

SARA
And you've never done shit.

Aaron SNAPS:

AARON
How about you just say "thanks for the
ride" like you should have all year and I
won't throw you out at the next corner?

SARA
Please! Throw me out! I don't care!

Sara GRABS the wheel --

EXT. AARON'S CAR - CONTINUOUS

The car swerves erratically, eventually passing through a STOP
SIGN without so much as pausing.

A COP CAR parked in the shadows pops its CHERRY LIGHTS.

INT. AARON'S CAR - CONTINUOUS

Aaron and Sara see the flashers. Aaron freaks.

AARON
Shit! Shit! SHIT!

SARA
Just calm down and pull over.

Aaron obliges, but not without a good deal of panic.

AARON
Don't tell me to calm down! Even the
smallest ticket gets my hardship license
pulled, and then we're both fucked!

Sara SLAPS him. It has the desired effect: shock.

AARON
What was that --

SLAP again. And another. It stings. Tears form in his eyes.

SARA
Hold your breath as long as you can.

A police officer, OFFICER NORTON (40s) taps on the window.

SARA
(whispers to Aaron)
Trust me.

It CLICKS for Aaron. He doesn't wipe the tears running down his face and he cuts his breaths short as Sara leans over to LOWER his window.

INT./EXT. AARON'S CAR - CONTINUOUS

SARA
Officer...
(reads his badge)
...Norton. We are so sorry.

Aaron SNIFFS loudly, WIPES tears from his BRIGHT RED cheeks.

OFFICER NORTON
License and registration.

Aaron fumbles as he hands them over.

SARA
Sir, we just got the call about our grannie. Hospice is at the house. She's only got minutes left.

CLOSE ON Sara's hand SQUEEZING Aaron's crotch (but not in the good way). He lets out a pathetic CRY.

OFFICER NORTON
Jesus. Take a deep breath, son, and get it together. You can't drive and cry.

Aaron obeys and finally sucks in a breath.

AARON
Yes, sir. I'm so sorry.

The officer hands back the license and registration.

OFFICER NORTON
I want you to wait here a minute and
collect yourself. Grannie will hold on
for you, I promise.

SARA
Yessir. Thank you.
(to Aaron)
Think you can do this, bro'?

Aaron solemnly nods. Rolls up the window.

IN HIS REARVIEW MIRROR, the cop gets back in his car and drives off. A long beat. Then they scream out "Yeahs!" and "Woo-hoos!"

SARA
Uh-huh. You're a real cowboy, you pussy.
All I had to do was --

AARON
Enjoy it. 'Cause that's the last time
you'll ever feel me up, "sis'."

SARA
Please. You loved it.

AARON
Still. Thanks.

SARA
No problem. Thanks for the ride.

A kind beat... the first we've seen between these two.

Aaron puts the Taurus in REVERSE, pulls back into traffic when --

WHAM! CRASH! They get SLAMMED into by an approaching car. Aaron never even checked his mirrors.

They're spun around, but they're fine. Sadly, the car is not.

AARON
(stunned)
Guess I forgot to signal.

Slowly getting over the shock --

SARA
There goes your license.

Surprisingly, Aaron laughs. Sara laughs harder, the laughter builds until they're both laughing so hard, they're crying.

FADE TO BLACK:

TITLE OVER:

SOPHOMORE YEAR

EXT. OMAHA CENTRAL HIGH SCHOOL - DAY

A new Honda Civic pulls up. Sara and Aaron get out, but it's Sara who pops out the driver's side. Aaron is her passenger.

Sara is even prettier than last year, as she's toned down the make-up a smidge. Still trying, but less so. Aaron is beginning to fill out too, and as always, he's upset.

AARON

You almost hit that old lady on Oakwood!

SARA

Are you going to be like this all year?

AARON

Not if you kill us first.

INT. OMAHA CENTRAL HIGH SCHOOL - CONTINUOUS

Surprisingly, Aaron and Sara enter the front doors together.

SARA

35 is a suggestion.

AARON

No, a "suggestion" is: "You might want to think about masturbating in lieu of screwing half the football team." 35 is the legal speed limit.

SARA

Who says I don't?

BJ catches up to them.

BJ

Don't what?

SARA

Masturbate.

AARON

(to Sara)
I was kidding.

Jayden joins beside Sara.

JAYDEN
What are you guys talking about?

SARA
Autoeroticism.

JAYDEN
(to Sarah)
What's your favorite way to do it?

BJ
(to Jayden)
You're just doing that to get our
attention. And it's totally working.

SARA
Like we care about getting *your*
attention, shit-breath.

BJ glares and pulls Aaron away, but not before sneaking in a quick "breath test." STAY WITH Jayden and Sara.

JAYDEN
I do it under the faucet in the bathtub.

SARA
Hello, amateur. Try getting off in the
middle of Altmeyer's history class during
that Spartan wrestling video.

JAYDEN
("damn, girl")
I can only get off in public when I'm
wearing the jeans with the really thick
seam in the middle...

CATCH UP with Aaron and BJ.

BJ
Why do you hang out with her?

AARON
She's my ride. You wanna drive a half
hour out of your way to pick me up every
morning?

BJ
She walks around like she's the subject
of all teenage fantasy. And she's mean!

AARON
Aw... Did pwetty Sawa hurt widdle BJ's
feewings?

BJ

Mark it. 20th reunion, that girl will be
90 pounds overweight, on her third
divorce, and I'll be the one laughing.

A BELL rings, but it sounds strange, until we realize it's
actually the --

INT. OMAHA CENTRAL HIGH SCHOOL - HALLWAY - LATER

FIRE ALARM sounding off. STUDENTS gleefully cheer and the
TEACHERS shush them as they file out.

Sara and Aaron meet up coming from opposite classrooms.

SARA

"Yay!" Fire drill just delayed the
Shakespearean sonnet I forgot to
memorize.

AARON

"Boo!" We're stuck behind "Rasta-be
Reggie" in the drill.

He points to REGGIE ahead of them. That white kid we all knew
with greasy, disgusting, ankle-length dreadlocks.

SARA

I think he mops the floor after school
with those.

MAD MAX RACES between them, PRINCIPAL KIM in tow.

PRINCIPAL KIM

Maximillian Sladusky! Get back here!

Sara sees the distraction as an opportunity.

SARA

C'mon! Pit stop.

She quickly drags Aaron away into a --

INT. CLASSROOM - CONTINUOUS

Pulls him to the ground beneath the door window, out of sight.

AARON

Sara, I can't get detent--

SARA

(hand to his mouth)
Shhh!

They're huddled close together. Intimately close. ON Aaron, freaking as the sounds of the footsteps grow nearer. Sara eyeballs him: "chill."

ABOVE THEIR HEADS, we see a FIREMAN appear in the window.

FIREMAN
(checks the room)
Clear!

The footsteps grow fainter as the firemen head down the hall. Sara whips out two official looking "absence" passes.

AARON
Are those -- ?

ON Aaron. This so isn't him, but it so is Sara. And she's just made it very easy for him.

EXT. OMAHA CENTRAL HIGH SCHOOL - DAY

Sara lets out a yell as the Civic races out of the parking lot.

AARON (V.O.)
It's time you saw the other side of
Omaha.

SARA (V.O.)
What's that? A tour of all the Applebees?

MUSIC BLASTS FROM THE RADIO OVER:

EXT. MALCOLM X BIRTH SITE - DAY

Wearing backwards ball caps, Sara and Aaron stare at the sign marking the birthplace of Malcolm X. Aaron taps his chest, shoots a "black power" fist.

SARA
You're whiter than milk.

EXT. GERALD FORD'S CHILDHOOD HOME - DAY

The pair stand in a kiosk that showcases the former president's younger years. This time Sara taps her chest and shoots a "power" fist. Aaron quickly pulls her arm down.

AARON
Show some respect for --

SARA
Another dead guy. Can we please infuse
some life into this ditch day?

OFF Aaron's look --

EXT. OLD MARKET - DAY

A greasy Mexican food restaurant in the old-fashioned cobblestone marketplace. Sara holds up a "one more" finger and Aaron motions for her to "bring it."

They shove whole jalapenos in their already overstuffed mouths. They chew and chew, faces turning from red to purple to blue.

SARA
(breaks first, spits)
Mudafuckah!

She downs water straight from a pitcher of water as Aaron holds up victory arms.

EXT. JOSLYN CASTLE - DAY

Aaron drags Sara into the huge Scottish style castle.

INT. JOSLYN CASTLE - DAY

Sara and Aaron join a class of SECOND GRADERS on a guided school tour of the grounds.

EXT. JOSLYN CASTLE - SUNSET

Sara and Aaron are seven years old again as they play tag with the class of kids in the gardens outside.

INT. JOSLYN CASTLE - NIGHT

Sara and Aaron evade a SECURITY GUARD in one of the display bedrooms of antique furniture.

His flashlight misses them, and he heads off on his rounds.

Sara comes out from behind a grandfather clock and lies right down on the bed next to a sign: "DO NOT SIT ON FURNITURE."

She pats the bed for Aaron to join her and they stare out the window at the peaceful, twinkling lights of Omaha.

SARA
"Yay." What a perfect day.

AARON
"Boo." I had to spend it with you.

She playfully HITS him. He smiles at her. A beat longer than is comfortable.

INT. AARON'S BASEMENT - ANOTHER NIGHT

Aaron studies from a SAT prep book. BJ and Sara play GTA.

SARA

Enough already, Aar. You spend every free minute studying for a test that doesn't actually test anything other than how well you can take the test. Don't worry. You're going to nail it.

BJ

Just like that girl after hours at the DQ last month.

SARA

Wait. Seriously?!

AARON

(without looking up)

Hardly. It was nothing.

BJ

Hey, *that's* not nothing.

SARA

What's not?

AARON

It was just a

(almost mumbles)

Handjob...

(normal voice)

and I found it pointless. Why should I let a girl do something for me that I can do better myself?

SARA

What happened to "high school is too important to fuck around?"

AARON

It was *one* handjob! Why am I getting the third degree here?

SARA

Because getting jerked off in the Dairy Queen parking lot is a distinctly un-Aaron thing to do. Admit it: I'm *so* good for you. It was my influence that got you those five seconds of pleasure.

(back to the game)

BOO-YAH! I'm going home. Beat yo' boy's ass for the third game in a row.

BJ
(throws his controller)
I can't believe you invited that cunt
over here! Argh!

ON a stunned Aaron and Sara.

BJ
What?

Sara SLAMS her fist into BJ's arm. He screams!

SARA
We do NOT like it when you call us that.

AARON
(to BJ)
Told ya.'

SARA
I have to pee.

She goes to the bathroom. Aaron turns the VOLUME way up.

BJ
What's your problem?

AARON
(whispers)
I hate it when she does that here. I can
hear her.

BJ
Would you rather she golden shower all
over your Xbox?

SARA (O.S.)
(from the bathroom)
Aar, can you get me some more toilet
paper? I ran out.

Aaron squirms. Rushes to hand her one from the linen closet.

AARON
(to BJ)
The other day she asked for her phone.
It's just too weird.

BJ
(realizes)
Oh my god. Could you be more obvious?

AARON
Huh?

Sara exits the bathroom. SLAPS Aaron a "secret" high five.

AARON
Later, bitch.

SARA
(off BJ's look)
Yes, *that* you can call us.
(to Aaron)
See you in the morning.
(to BJ)
Don't think about erasing that high score. Beat by a girl, Beej. By a girl.

As soon as she's gone:

BJ
You want to fuck her!

AARON
I'm nauseous hearing you even suggest that.

BJ
The only people a straight guy doesn't think pees, craps or farts are the girls he's fantasizing about.

AARON
I don't think of her that way. She's like my sister.

BJ
Sure. The slutty *step-sister* you fantasize about. The personality bites, but the body is --

SMASH CUT TO:

INT. OMAHA CENTRAL HIGH SCHOOL - DAY

ECU ON Sara's TIGHT ASS walking down the hall in a miniskirt.

PULL BACK to reveal she's accompanied by Jayden and the rest of her sophomore fashionista FRIENDS.

JAYDEN
He lives in the basement? Do they lock him up at night?

SARA
It's more like his own personal bachelor pad.
(MORE)

SARA (cont'd)
It was his dad's 'til his mom got all
Midwestern wife-like and told him she
wanted to actually see him in his free
time. The place has Xbox. A pool table.
His own entrance. It's actually pretty
cool.

The prettiest of their fashionista friends, EMILY, smiles.

EMILY
Sounds like fun.

ANOREXIC FRIEND
If you're twelve.

They crack up as we --

ZOOM around the corner to find Aaron and BJ

BJ
Dude, you've gotta help me. I'm going to
fail AmLit.

AARON
I haven't taken AmLit.

BJ
Thousand bucks says you've already read
The Great Gatsby.

Aaron's silence is the answer.

BJ
Knew it! See you later.

Follow Aaron as he ROUNDS the corner straight into Sara's pack.
They both brighten up.

SARA
Hey!

AARON
Hi. Howzit?

SARA
Fine. Howzit witchoo?

AARON
Beej is driving me crazy. He's coming
over tonight so I can be his personal
Cliffs' Notes.

SARA
Boring.

AARON
Wanna come over and be my buffer?

SARA
Your fluffer?

All the GIRLS giggle. Aaron rolls his eyes.

AARON
Seriously.

SARA
Seriously. I'll be there at 10.

Aaron and the other girls head off. STAY with Sara and Jayden.

JAYDEN
'Cause God forbid *Saaron* should be apart
on a Friday night.
(off her look)
Your official celebrity nickname. Don't
think everyone hasn't noticed how
"Saaron" hang out together all the time.

SARA
Does sound better than "Aara."

JAYDEN
So... do I finally get to see Aaron's
basement?

INT. AARON'S BASEMENT BEDROOM - NIGHT

As Jayden kicks BJ's ass at GTA, Sara quizzes Aaron on his SAT vocabulary flashcards.

JAYDEN
Sucka!

BJ
Just wait 'til I get my gat back.

SARA
Altruism.

AARON
Selfless concern for others.

SARA
Narcissism.

AARON
A preoccupation with one's personal
importance. See also: Sara Simmons.

JAYDEN
Is this seriously the best way you can
think of spending a Friday night?

BJ
I know something that makes everything
more fun.

He pulls up a floor board and extracts a pocket bong and a bag
of weed.

JAYDEN
Nice.

AARON
(to BJ, angry)
You've been storing your shit here?

BJ
You expect me to keep it at my place?

SARA
Brilliant. Aaron's parents would *never*
worry about him doing drugs.

BJ
Thanks, Captain Obvious.

SARA
Shut up, Sergeant Shithead.

AARON
Children, enough.

SARA
(kidding)
C'mon Aaron, you're not cool unless you
do it...

BJ dangles the bag in front of him.

AARON
I learned it from watching you, Beej.

SARA
Trust us. It'll be fun.

BJ
(nods to Sara)
And it'll make hanging out with her much
more tolerable.

Aaron considers as we go --

CLOSE ON BJ lighting the bowl. His lips inside the tiny bong. The smoke weaving its way up to his lungs.

ON AARON. He reaches for it. They all grin the way people do the first time they get a friend stoned.

Aaron puts his lips to it. BJ starts to light it for him, but Aaron stops him.

AARON

You've been smoking in my basement since middle school and you think I don't know how to do this?

BJ hands over the lighter: "proceed."

Aaron does, but on his first inhale, he COUGHS. And keeps coughing and coughing... the kind of cough that makes your face turn red and your eyes tear as you heave big gulps of air.

Everyone laughs as we --

FADE TO:

AN HOUR LATER.

An extremely smoky basement, and an all-too-sober Aaron. The other three stare into space as Aaron fidgets.

AARON

(sighs)

I don't feel anything.

JAYDEN

Do you ever really, like, feel anything?
Like my face. I mean, unless I'm touching it, I'm not, like, feeling it.

BJ

(pokes his face)

Oh wow. I never realized that before.

SARA

(to Aaron)

You never get stoned on your first attempt. Just like girls never orgasm the first time they have sex.

JAYDEN

(stoned alarmed)

We don't?!

SARA

One and the same sweetie. When foreign substances enter your body, you have to relax before you can truly enjoy them. And that doesn't happen on round one.

JAYDEN

Is there any food down here?

Aaron opens the fridge in the mini-kitchen.

AARON

I have a Yoo-Hoo and half a Kit-Kat.

All three of them SCRAMBLE for the food as Aaron dodges them.

BJ

(triumphantly)

Got the Yoo-Hoo!

(chugs)

Sweet nectar of the gods.

Jayden and Sara split the remaining Kit-Kat.

JAYDEN

Oh wow. This is the best chocolate bar, ever. EVER.

Aaron just sits there, watching them.

SARA

This is so not fun for you, huh?

AARON

Not even a little.

SARA

Got any soda cans?

CUT TO:

A WALL CLOCK. It's now 1:00 a.m.

REVEAL a makeshift bong consisting of a soda can, a hollow Bic pen, some foil and a plastic bag.

AARON

You make a bong like a NASA engineer, but you're getting a 'D' in physics?

All watch in amazement as Sara puts on the finishing touches and lights her creation and inhales. Aaron follows and takes TWO huge hits. Coughs.

AARON
Nothing.

SARA
Wait for it.

CUT TO:

THE WALL CLOCK. It's 1:30 a.m.

Aaron still leans against the same wall. Stares into space.

AARON'S POV: All three friends are peering at him. They look distorted, faces melting, very Dali-esque. He hears their words long after their mouths move.

JAYDEN
Is he -- ?

BJ
I think so.

SARA
Yeah, he is.

AARON
How long have I been like this?

SARA
I'm not saying. It'll freak you out.

AARON
Am I stoned?

SARA
Only one way to tell.

AARON
How?

SARA
Get up and Moonwalk.

BACK TO SCENE: Aaron does. Badly. But in his mind, he's good.

SARA
Yah. You're definitely stoned.

BJ
You know, Sara, when I met you, I really
didn't like you.

SARA
Me neither.

BJ
You didn't like you?

SARA
I love me. I didn't like you.

BJ
I still don't like you. But I love that
you just got Aaron high.

Aaron bursts out laughing. Then Sara laughs. Then Jayden. And BJ. Every time they think they're done, it keeps going 'til they're all laughing so hard they can't stop.

EXT. TRACK MEET - DAY

RUNNERS cross the finish line. Aaron's far behind the main pack as he finishes, but there's a LONE RACER who comes in after him.

Sara CHEERS, has a water bottle waiting for him at the sideline.

SARA
(joins him)
Penultimate. Next to last. From the Latin. Paena ultima. Almost last.
(proud)
But not!

She holds up her hand for a high-five. Aaron smiles, hits it.

SPIN AWAY from them and keep spinning as in --

UBER-FAST-TIME-LAPSE, snow falls, then melts, trees blossom and it's spring again as we find --

EXT. OMAHA CENTRAL HIGH SCHOOL - DAY

Sara's Civic speeding into the parking lot. The pair storm out.

SARA
What's wrong with the way I drive?

AARON
Aside from how you stop, turn, park and change lanes? Nothing.

They run into BJ on their way in.

BJ
And how's Central's favorite old married couple this morning?

INT. OMAHA CENTRAL HIGH SCHOOL - SAME

AARON/SARA
Fine.

They part ways in a huff. BJ follows Aaron.

BJ
I don't think I tell you enough how great
you look in --

He pauses to see what Aaron is actually wearing.

BJ
-- taupe?

AARON
Whaddya need, Beej?

BJ rips a flyer off the wall:

Prom is May 7th -- "Hollywood Knights" -- Tickets on Sale Now!

AARON
Unless by some freak comic-book accident
you get dunked in a vat of toxic waste,
grow brains and skip a grade, you're
still a sophomore. Prom doesn't exist for
you.

BJ
Yet we're still going.

Aaron pushes past him. BJ catches up and they walk and talk.

AARON
I'm not. Enjoy your Mission: Implausible.
Alone.

BJ cuts Aaron off and punches him in the crotch (just hard
enough, the way guys "play" in a mos-def not homosexual way).

AARON
The fuck?!

BJ
Just verifying you have a pair. Don't you
get it? Prom is an alcohol and drug
fueled orgy. Half of those who go hook-up
with someone other than their date. We
will be the Others. And I already have
our ticket in.

He steers Aaron around the corner where two ALL-AMERICAN GIRLS are leaning against lockers and talking.

BJ

Ellie and Dannie. Straight-A students, volunteers at the Sunset Living retirement home, and, oh yeah, co-captains of the girls' field hockey team.

AARON

Beej...

(tries to phrase it)

I don't think Ellie and Dannie want to go with us. Rumor is they're not really interested in --

BJ

Cock? That's the point. But they're very interested in prom.

Dannie pulls a prom magazine from her backpack to show Ellie.

BJ

Unfortunately, this is Omaha. They want to go to prom together, but since they're not exactly "out" that's gonna be a problem. They need dates who will make their parents happy, but won't try to sleep with them.

He PUSHES Aaron in the direction of the girls.

BJ

And that's where we come in.

INT. OMAHA CENTRAL HIGH SCHOOL - HISTORY CLASS - DAY

Aaron and Sara whisper in their seats.

SARA

I can't believe you're going to prom and I'm not. I've been working two seniors and three juniors, and nothing. Do I have to put out more or something?

AARON

You ever think maybe the amount you put out could be the problem?

HISTORY TEACHER

Open your books to chapter 27, let's take a look at the map of secession.

Students open their books. The TEACHER turns on the OVERHEAD, and a mix of "AWWWS" and LAUGHS quickly fill the room.

CLOSE ON the overhead. There's no Civil War map, but a message:

HAVE A DATE FOR PROM YET, SARA? -- ROBBY

Sara lights up as the student in the seat in front of her, ROBBY BENTON, spins around with prom tickets in hand.

ROBBY BENTON
What do you say?

Sara SNATCHES the tickets, more interested in prom than in him.

SARA
Hell yes!

EXT. SUBURBAN HOUSE - SUNSET

BJ pulls up in his dad's Cadillac STS. He and Aaron hop out, looking snazzy in tuxedos with nifty tails.

AARON
Are you sure your dad's not gonna find out that we borrowed his car?

BJ
Yes. 'Sides, there was no way I was renting a limo for two chicks who won't blow me.

AARON
I know. I wasn't even sure about the corsage.

BJ
Eh. Makes it look real.

They KNOCK on the front door.

AARON
I still don't get why they don't just tell their --

Suddenly, the door is THROWN open by Dannie's ENORMOUS FATHER, still wearing his orange hunting gear (rifle around his shoulder) from earlier that day.

Dannie and Ellie, looking gorgeous and ready to go, stand nervously behind his hulking frame.

BJ
Don't understand what, Aar?

EXT. DOWNTOWN OMAHA SHERATON HOTEL - NIGHT

Another flashing SIGN BOARD welcomes the "*Omaha Central High School Prom.*"

A never-ending HUMMER LIMO pulls into the frame.

INT. HUMMER LIMO - SAME

Pounding music. Sara, Robby Benton, Jayden and her PARTY GUY date pound shots, though Sara sneakily pours hers out into the ice bucket. Jayden catches her.

SARA
(off Jayden's look)
I'm not looking to repeat last year's performance.

ROBBY BENTON
I need another Long Island.

PARTY GUY
More bang for the buck.

They each take a shot of vodka, then gin, then rum... vigorously shake their heads, mixing the drink in their mouths. These guys are already bombed, and Sara and Jayden are not happy.

ROBBY BENTON
I almost forgot, I got you this.

He pulls a crushed CORSAGE from under his butt.

SARA
Carnations.

ROBBY BENTON
I saw pretty flowers and thought of you.

SARA
You saw the cheapest, most common flower.
And thought of me.

They all pile out of the limo.

EXT. DOWNTOWN OMAHA SHERATON HOTEL - CONTINUOUS

Robby Benton drunkenly drools all over Sara.

ROBBY BENTON
You look fucking hot.

They go inside. BJ's Cadillac pulls into frame. The foursome hops out. BJ flips the keys to the valet.

DANNIE
Thanks, BJ.

ELLIE
We really can't express how much we appreciate this.

BJ
I can think of one way to express it.

DANNIE
We're not making out in front you.

BJ's head falls, but Dannie links her arm around his, then her other around Ellie, who links her free arm around Aaron's, as they head inside --

INT. DOWNTOWN OMAHA SHERATON - CONTINUOUS

The "Hollywood Knights" Prom. 1920s Hollywood glam theme. The girls wear slinky gowns and flapper outfits. The guys wear tuxedoes, some white, some black, some even with top hats.

Everyone is having a great time on the dance floor, until we zoom in on Sara and Jayden and their dates, who apparently need an additional buzz to get into it.

Party Guy pulls two BLUE DIAMOND PILLS from his pocket, hands one off to Robby Benton.

JAYDEN
Like your horny asses need pharmaceutical help.

PARTY GUY
But when you mix them with these --

He reveals two round WHITE PILLS with clover designs. Two nearby 'X'-ETTES eye them, hungrily.

Party Guy and Robby Benton pop their cocktail.

PARTY GUY
Mmm. *Sextasy...*

He goes in for a lustful kiss, but Jayden doesn't look into it.

'X'-ETTE #1
Mommy always said if you bring something to class, bring enough to share with everyone.

Party Guy smiles and slips them a couple of pills. He pulls Jayden close and grins up on her from behind.

ON Jayden feeling something hard in her ass.

JAYDEN
Ohmygod, stop. It's gonna take six hours
for you to get off.

She pushes him away.

'X'-ETTE #1
Her loss.

She and 'X'-ETTE #2 attack Party Guy together. Robby Benton stares on with envy.

SARA
(to Robby Benton)
Please, just go.

And he jumps into the melee, where the foursome pretty much has sex right on the dance floor. Sara and Jayden sneak off and watch alongside --

BJ
I usually have to PayPal to see this!

AARON
If this is Omaha I can't even imagine
what you were doing back in New York.

SARA
Omaha, New York, Houston, Wichita, Miami.
Whatever. The language of teenage
rebellion is universal.
(pulls Jayden)
We're hitting the bathroom. Time to break
the seal.

AARON
(squirms)
Things I don't need to know.

As they head off, Mad Max passes by with arms around the tiny waists of two SENIOR BEAUTIES.

MAD MAX
Wassup, boys?

BJ
Wassup --
(soon as he's gone, so jealous)
-- douche.

SARA (PRE-LAP)
No, seriously! It was the biggest one
I've seen so far.

INT. BATHROOM - LATER

The sounds of the prom can be heard outside the door. Two GIRLS "powder their noses" in a bathroom stall, and a half dozen re-apply their *actual* make-up in front of a mirror.

JAYDEN
(puts on lipstick)
How many have you seen?

Sara tries to count in her head.

SARA
I keep losing count.

They leave and head --

INT. DOWNTOWN OMAHA SHERATON HOTEL - MOMENTS LATER

-- back in the prom. They find Aaron and BJ.

AARON
Wanna go? This sucks.

SARA
Quick, take some Benadryl.

AARON
Why?

SARA
Your allergy to *fun* is breaking out.

BJ
(to Sara)
You're hysterical. Really.

JAYDEN
I gotta know, Sar. How big *was* it?

Sara closes one eye and sets her index fingers apart about a foot, then three-quarters of a foot, then back to a foot.

SARA
-ish.

AARON
'Cause you can always trust a drunken memory.

SARA
You would be jealous of Big Ben-ton.

AARON
Every guy's jealous of the *rumor*, but
there's no way Robby Benton passes the
Pringles test.

JAYDEN
Uh...

BJ
If the tip of your cock touches the
bottom of the can, it's a foot-long.

SARA
And you know this from personal
experience?

BJ
I don't even wish. Guy, girl, no matter
which hole it goes in, cock that big has
gotta hurt.

JAYDEN
(to BJ)
How big are you?

BJ
Exactly six inches.

SARA
How many Pringles is that?

JAYDEN
(to Aaron)
And you?

AARON
This is getting weird.

BJ
He's six and one-quarter inches.

AARON
And now it's officially weird.

SARA
Wow, that's... not bad.

BJ
Not bad?! It's a half-inch *above* average.

JAYDEN
And you know this because...?

BJ
1996 Journal of Urology study.
(off their looks)
I Wiki-d it.

JAYDEN
No, I mean, did you two break out rulers
and measure each other's swords?

BJ
Neeaaaaooo, but guys all measure and
share, just like you girls share about
your areolas.

SARA
Perfect quarters.

JAYDEN
Kind of puffy. And I'm not ashamed.

AARON
Nope. Nothing uncomfortable about this.

BJ
Why not? We're all friends.
(nods to Sara)
Except me and gutterslut.

SARA
(to BJ)
Regurgitated cum bubble.

BJ
-- that you *choked* on.

Sara's mouth opens, but she has nothing left to say.

SARA
(looks around)
You're right, Aar. This blows.

But then a new SONG comes on, the same song they heard in
Aaron's car during their first ride to school.

SARA
Oh, but I love this song!

AARON
You hate this song.

SARA
I heard it so many times in your car, it
finally grew on me.

BJ
I think it sucks.

JAYDEN
Seriously. Overplayed and sucks.

BJ
(intrigued)
But does it suck as much as say...
MySpace?

Jayden's jaw drops.

BJ
Why? Why do all you people love --

JAYDEN
-- Nothing sucks more than MySpace.

BJ offers an arm.

BJ
You wanna go *anywhere* but here?

JAYDEN
(takes it)
Sar, we'll be by the --

But Sara's not there. She's rockin' out on the dance floor with Aaron, keeping up as best he can with his white-man's-overbite.

INT. DOWNTOWN OMAHA SHERATON - LATER

Hot and sweaty, Sara and Aaron take a break to get some punch.

SARA
I wonder where --

Aaron's eyes open WIDE. He grabs Sara and points.

SARA
-- Beej and Jayden went?

ON BJ and Jayden, tongue dancing in the corner as they finish each other's thoughts.

BJ (between kisses) Ugly babies... Brain Freeze... Whole Foods...	JAYDEN (answers) Suck. Sucks. Hippies totally suck.
---	---

BJ
Do you...?

JAYDEN
(grins)
... suck? Maybe.

BACK WITH SARA AND AARON:

SARA
Saw that coming.

AARON
There goes our ride.

SARA (PRE-LAP)
Thanks, Mom.

INT./EXT. JEEP CHEROKEE - NIGHT

Sara and Aaron jump in the back seat. A quiet beat.

AARON
We keep ending up alone together at these
things.

SARA
I blame you.

AARON
Why?

SARA
Because it's more fun that way.

AARON
So you did have a good time?

SARA
Yeah. I did.

AARON
Next year, if we're both single, we
should go together.

SARA
Like, with each other?

AARON
It's just an "if."

SARA
(pauses)
Deal.

They shake on it as we --

FADE OUT.

TITLE OVER:

JUNIOR YEAR

EXT. DAIRY QUEEN - ESTABLISHING

A sweltering Indian Summer day.

INT. DAIRY QUEEN - DAY

Aaron mans the drive-thru window, glumly taking orders. His body filled out over the summer and he has a surprisingly full goatee.

BJ
(dips a cone)
Which do you think Jayden would like to
lick most? My dick dipped in chocolate,
caramel or strawberry?

AARON
Customers, idiot!

BJ hands off the cone to the DAUGHTER of an OFFENDED MOTHER.

BJ
Enjoy.

AARON (INTO MIC)
Welcome to Dairy Queen, would you like to
try one of our new green tea Blizzards?

SARA (OVER HEADSET)
No, but I would like to wax that schmutz
off your face.

AARON (INTO MIC)
Just pull around and take me home --

He watches BJ test the weight of the prep counter to see just how he could angle his member into the cone dip bins.

AARON (INTO MIC)
-- BJ's freaking me out more than usual.

SARA (OVER HEADSET)
Bring me something sweet first. I'm on
the rag and I need sugar.

AARON (INTO MIC)
TMI.

CUT TO:

EXT. RANDOM HOUSE PARTY - NIGHT

The first party of the new school year, but STUDENTS drink as if
it were their last. Ever.

BJ pounds a beer on the porch.

JAYDEN
Would you slow down? If you get whisky
dick --

BJ
(pulls her close)
-- then I'll be able to go at least two
hours without a break.

JAYDEN
Bring it.

They tongue dance. Sara spies the arriving Aaron and --

SARA
(latches onto him)
Thank God you're here.

BJ
Glad to see you finally made it. I'm five
beers in. Time to catch up.

AARON
You know it only takes one to get me
drunk, then I'm outtie.

SARA
I'll grab us some.

Sara and Jayden head over to the keg. BJ stares down Aaron.

BJ
How 'bout you stuff one mouth with your
schlong and then I'll let you leave.

AARON
 You're never too young for therapy, Beej.
 Jayden's taking care of you. Why do you
 care if I get laid?

BJ
 Because the grass is always greener. I'm
 coupled-off with Jayden, and even though
 she did the freakiest thing with some
 Legos and a jar of olives last night, I
 have to live out the remainder of my non-
 Jayden fantasies through you.

Aaron's eye catches Sara at the keg, heavily flirting with two HIPSTER STUDS. She throws him a wave.

AARON
 Fine. Be my wingman.

BJ
 I'm your grenade jumper.

A SERIES OF SHOTS SET TO SMOOTH OPERATOR TYPE MUSIC:

-- BJ distracts the homely FRIEND as Aaron chats up a SEVEN. Aaron and Seven CLINK bottles and CHUG, but Aaron's bottle suds up and overflows, so he tries to catch it in his mouth. Denied.

-- BJ points out another, but Aaron's ready to retreat. BJ slaps another cup of liquid courage into his hand, makes him drink.

-- Aaron chats up a VARIETY OF GIRLS. With each new girl, a new drink in hand. Sara takes notice of him making the rounds.

-- A drunk Aaron sits before a SKANKY DRUNK CHICK, who gives him a public lap dance. She quickly uses up the few sexy moves she has in favor of drunken, embarrassing ones.

-- Sara watches, decides to intervene. She cuts across the room and DRAGS a familiar girl, Emily, away from her conversation.

SARA
 (pulls Aaron away)
 Aaron, you've met Emily...

AARON
 Yeah. We had bio together last year.

Aaron smiles at Emily, who returns it.

SARA
 You two should get to know each other.
 (whispers to Emily, leaving)
 Don't be gentle with him.

INT. CHILD'S BEDROOM - LATER

Pink and frilly kiddie bed, currently occupied by Aaron and Emily, heavily making out. Muffled MUSIC tells us we're still at the party.

Aaron FUMBLES with Emily's bra. Emily, charmed by the effort, reaches around and POPS it open herself, revealing small-but-perfect B-cup boobies.

Emily unbuttons Aaron's pants, shimmies on top of him. Suddenly, Aaron has a freak-out moment, and slips out from under her.

AARON
Whoa. Uh... sorry... I just... wow. This
is embarrassing.

EMILY
Are you a virgin?

AARON
(beat)
Yeah.

EMILY
Me too.

They share a smile.

AARON
I really, I mean *really* want to do this.
And I'm sure you're going to leave this
room and tell all your friends how *not* a
man I am, but I was kind of hoping my
first time would be --

EMILY
Special?

AARON
Yeah... I guess.
(beat)
God it just sounds so fucking lame --

EMILY
It's not.

AARON
-- to want more than a drunken... thing.

She brightens. Looks at him lovingly: "maybe he *does* want more."

EMILY
Let's wait.

AARON
But in the meantime we could...

She jumps back on top of him and they make-out.

INT. OMAHA CENTRAL HIGH SCHOOL - DAY

Aaron and BJ walk and talk during passing period.

AARON
-- and then we hooked-up.

BJ
Awesome! You finally lost it!

AARON
What?

BJ
You just said you hooked-up.

AARON
We did.

BJ
So you fucked her.

AARON
(confused)
Is that what "hooked-up" means now?

BJ
Since like five years ago.

AARON
Are bases still the same?

BJ
Yes.

AARON
In that case, let me try this again.
Pretty sure we got to second, then we
passed out together.

BJ
Lame. You gonna hook-up again?

AARON
You mean, for the first time?

BJ
Whatever.

AARON
I dunno --

Suddenly, Emily appears, playfully takes Aaron's arm in hers.

EMILY
What's my boyfriend talking about?

Without catching Emily's eye, BJ mouths "Boyfriend?" Aaron shrugs: "I dunno."

AARON
Uhhh, nothing.

EMILY
You wanna hang out after school?

AARON
Sure?

EMILY
Great. I'll meet you out front.

She gives him a quick KISS before dashing off. BJ SLAPS his boy on the back.

BJ
Seriously? And you're still --

SMASH CUT TO:

INT. LOCKER ROOM - DAY

SARA
-- a virgin? Please. Trey Hartly told me there was no friction there.

Sara, Emily, Jayden and the fashionistas apply make-up and dry off in a steamy locker room set built for teen movies. Tiny towels? Check. Underwear? Check. Random naked girls passing back and forth in the b.g. Check.

JAYDEN
So?

SARA
So if you're a virgin you're gonna be tighter than Aaron's asshole.
("whoops," to Emily)
No offense.

ANOREXIC FRIEND
That's not true. It didn't even hurt the first time Justin and I did it.

SARA

That's because you're on the equestrian team. Everyone knows that.

EMILY

So it does or doesn't hurt?

SARA

Wait. Tell me you're not a virgin, too.

EMILY

Well...

SARA

Exactly how far have you gone?

EMILY

In bases?

SARA

If that's as much detail as you can give, sure.

EMILY

Second?

SARA

WHAT?!

JAYDEN

Sar, play nice.

SARA

I am. Emily, why didn't you come to me sooner?

EMILY

I don't know. How hard can third base be?

SARA

Pay attention. This is your most important class of the day.

Sara rifles through her gym bag and finds the perfect tool:

CLOSE ON a blow pop. She unwraps it.

SARA

Okay. Once he's hard...

Jayden and Emily giggle.

SARA
(stern)
Enough!

They shut up. Sara places her tongue on the pop.

SARA
You're going to focus on the tip. That's where most of his sensation is. You'll take your dominant hand... you're a lefty, right? I mean, correct?

Emily, fascinated by this display, nods "yes."

SARA
Okay, so with your left hand, you stroke. With your tongue, you're going to flick the tip, just like this.

Sara demonstrates. The ENTIRE LOCKER ROOM is beginning to notice and crowds around for the lesson.

SARA
Then you're going to lick around it. Like this.

Some of the girls "ooh" and nod agreement.

SARA
The deep throat is something you want to save for last. No teeth, extra saliva. When he's good and hot, and you'll know when, you want to really suck it.

EMILY
So when do I blow?

SARA
You don't.

EMILY
Then why isn't it called a "suck job?"

SARA
Good question. And I have no good answer.

EMILY
What happens when he... you know...

JAYDEN
"Comes."

SARA

If you're a champ, you'll swallow it.
They like that. If you really feel the
need to spit, do it somewhere privately
and quickly like the bathroom. And
seriously? Try not to get it on anything.
It stains.

JAYDEN

They don't teach you *that* in health
class.

INT. CLASSROOM - DAY

The distinctive CLICK of a slide projector. We'll never see the slides, only the increasingly disgusted looks on the faces of the STUDENTS.

Aaron, BJ, Jayden and Sara sit together.

HEALTH TEACHER

This slide is of a man with untreated
genital herpes on the head of his penis.

ON Sara, filing her nails. This totally doesn't freak her out.

HEALTH TEACHER

If you hear nothing else, hear this:
Statistically, while they only represent
25% of the ever-sexually active
population, 15-to-24-year olds acquire
nearly one-half of all new STDs.

BJ, Aaron and Jayden shoot Sara a look.

SARA

I don't have a disease, assholes.

CLICK.

HEALTH TEACHER

This is a woman whose syphilis, a curable
STD, is mimicking genital herpes.

ON Jayden and BJ. Horrified. They hold hands.

HEALTH TEACHER

Another statistic: 3% of teens ages 15 to
19 have HIV. Let me break that down for
you: statistically, one person in this
room has HIV, an incurable STD.

JAYDEN
(to herself)
Monogamy is totally underrated.

CLICK.

HEALTH TEACHER
And this is a man with simultaneous
chlamydia, syphilis, herpes and genital
warts.

The audience GASPS. Some might throw up.

HEALTH TEACHER
Almost looks like a second face growing
there, no?

Aaron goes ghostly white.

CLICK. The Health Teacher checks his notes, perplexed.

HEALTH TEACHER
This is... well it's not in my notes, but
it seems to be what a perfectly healthy
penis should look like.

MAD MAX
Perfectly healthy? That sucker's seven
inches flaccid!

HEALTH TEACHER
(flustered)
It's hard to measure from a photo --

He CLICKS the slide trigger over and over, but apparently the
SAME PICTURE keeps replacing itself. The students go hysterical.

MAD MAX
The hell it is. I took that picture last
week. You need me to prove it?

He stands, ready to unzip and drop his drawers.

HEALTH TEACHER
NO!... proof is needed Mr. Sladusky.

SARA
(re: the photo)
Bet that passes the Pringles test.

CUT TO:

THE END OF CLASS

Scared students file out the room.

HEALTH TEACHER
I suggest each of you take some of these.
It's not just your health, it's the
health of your partner.

BJ
Don't have to ask me twice.

He grabs an ARMFUL of CONDOMS from a bowl, and shoves a strip of them into Aaron's jeans' pocket.

INT. AARON'S BASEMENT - LATER THAT DAY

Back from school, Aaron flops down on his bed. He pulls the condoms from his pocket; stares at them for several beats. He rips one free, studies the back.

AARON
(reads)
1) Use only latex condoms. Lambskin provides no protection from STDs.
2) Use a new condom before foreplay and before the penis gets near any body opening.

Beat. He's got that "curiosity killed the cat" look in his eyes. CAMERA stays at chest level.

He looks around, as if someone might be watching. It's his room, so of course no one is.

The ZIP of him undoing his pants. The SHUFFLE of him pulling them down.

AARON
3) Tear the package carefully. Never bite or use scissors.

He EVER-SO-SLOWLY rips it and GENTLY pulls out the condom, holding it as if it might disintegrate at any moment.

With the other hand, he pieces the wrapper back together to continue reading.

AARON
4) If you are not circumcised, pull back the foreskin. 5) Put on a condom when the penis is erect.

He checks below, not quite there. He CLOSES his eyes and we see his body ever so slightly shake for several beats, then --

AARON

5) Squeeze the tip gently so no air is trapped inside.

(beat)

The tip of my - ?... oh. The condom.

(reads)

Be sure the rolled up ring is on the outside.

He complies. Stares at what it looks like.

AARON

6) After ejaculation, hold the condom close to the base of the penis and carefully withdraw.

7) Immediately throw away used condoms.

A beat. He closes his eyes, lays back, and starts pumping away.

AARON (PRE-LAP)

Crescendo!

INT. THE 'MENT - ANOTHER NIGHT

SARA

"A progressive increase in loudness or intensity. A climax."

ON Aaron.

AARON

Correct.

(next card)

Prestidigitator.

SARA

"One who performs magic."

AARON

As in you must be a prestidigitator to actually know this. How 'bout...

(new card)

Acrimonious.

SARA

"Angry and bitter," as in your attitude towards me lately. What up with that?

AARON

Just trying to help you bone up on these.

SARA
Boning's never a problem.

AARON
Stop. Please.

SARA
Aaron, if you're gonna continue to be my friend... or BJ's or Jayden's even, you can't be such a prude.

AARON
I'm not! Ask Emily.

SARA
I did, and she told me she's never even given you a blowjob.

AARON
That doesn't mean anything.

Sara starts to gather her books. Can't find her notes.

SARA
Fine.
(beat)
Where are my Huck Finn notes?

AARON
Those were notes? Sorry, I threw them away. They had doodles all over them.

Sara goes to the trash can to find them.

SARA
Anyway, do you really like her?

AARON
Emily? I guess. Sure.

SARA
She's not wasting your precious years of life-prep.

AARON
No. She's... great.

Sara DIGS through the trash, finding what she's looking for.

SARA
Then why are you still a --
JESUHCHRISALLAHMOSES!

She JUMPS! Hanging from the her notes is --

AARON'S USED CONDOM.

At first he's mortified, then feigns smugness: "Still a what?"

CUT TO:

AN ERUPTION OF FOAM! Reveal we're --

INT. MAX'S HOUSE PARTY - NIGHT

Aaron wipes the beer that's exploded all over him from a can. A bored BJ and Jayden are with him, a more bored Sara joins.

SARA
This party --

BJ/JAYDEN
Sucks.

SARA
So freshman year.
(miffed)
Hunt Reynolds hasn't checked me out once.

Across the room we spot hunky HUNT REYNOLDS (17) in a varsity jacket shotgunning beers with his TEAMMATES.

AARON
You've settled on the quarterback? Jesus, why not complete the cliche and join the cheerleading squad?

EMILY (O.S.)
Hey, guys.

She sidles up next to Aaron.

EMILY
Doesn't this party rock?!

AARON
Yeah. You not drinking?

EMILY
Getting a fresh one now. You want anything, sweetie?

AARON
Uh. No, thanks.

She heads off.

SARA
I've got it!

BJ
The clap? Not exactly breaking news.

SARA
Jay, give me your hair bands.

JAYDEN
(pulls them out)
Why?

SARA
Because these are gonna make this party
cool, and hopefully give me and Hunt some
time together.

She pulls the bands from her own pony tail.

BASEMENT DOOR - A MINUTE LATER

SARA
(announcing)
-- let me warn, enter at ye' own risk.
But once you're in the dungeon, you're
there... to stay.

BJ and Jayden follow several STUDENTS down, but many nervous
others stand around. Hunt's in. Sara winks at him as he heads
downstairs.

SARA
Last call, last call. Any other takers?

EMILY
(grabs Aaron's hand)
Come on, it'll be fun.

AARON
I don't know.

SARA
(spots them)
You two. Get down there.

AARON
Okay, gimme a sec.

Emily follows Sara downstairs. Aaron snags a BOTTLE OF TEQUILA
and brings it into the --

INT. PARTY BASEMENT - MOMENTS LATER

A dozen or so daring partiers are seated in a giant circle. Sara
grandly steps out into the middle, holds up an empty BOTTLE.

BJ
(jeers)
Sixth grade!

Sara lays the bottle on the ground and marches over to BJ. Plucks the ball cap from his head. She opens a closed fist to reveal FIVE COLORED HAIR BANDS.

SARA

Yellow is for french kissing. Green is for over the shirt. Blue is for under the shirt, hands or mouth, your choice. Purple is oral, please be willing to give and receive, and black? All. The. Way. If you're not game, I'm giving you five, four, three, two --

A couple of LAST MINUTE CHICKENS scramble for the stairs. Aaron SWIGS THREE SHOTS from the bottle of tequila he snagged.

SARA

-- one. Let's begin.

She spins the bottle. After it stops:

AARON

Spin again.

EMILY (O.S.)

Why?

REVEAL the bottle has landed on her. Every pair of male eyes opens WIDE. BJ elbows Aaron -- "shut up."

BJ

Why oh why didn't it land on Jayden?

Emily draws green. She and Sara lean in closer, closer, closer...

And feel each other up. Emily's are significantly smaller than Sara's.

SARA

A perfect handful.

A series of quick cuts... the bottle spinning, hands drawing colored bands, Aaron takes another shot, lips kissing, hands groping. A familiar Ten spins and gets Mad Max...

Max pulls green, brings her to the middle of the circle and TWEAKS her nipple. Everyone laughs when she TWEAKS his back.

MAD MAX
OW!

Hunt spins. Lands on Sara.

SARA
I am so popular tonight.

Sara pulls the purple band. The pair grins devilishly. They head to the closet.

PUSH IN on Aaron, eyes glued to the closet door as we --

TIME LAPSE TO:

Aaron, snapping out of it as Sara and Hunt emerge. The crowd cheers for them.

MAD MAX
Who did who?

Sara makes a big show of licking her lips.

Aaron is nauseous. It could be at what Sara just did, or it could be the tequila hitting. His stomach emits a loud RUMBLE.

SARA
My turn.

The bottle goes round and round until it stops at --

AARON. He pales. Sara holds out the hat to him as he pulls the...

YELLOW BAND. Sara smiles, leans over and

KISSES AARON. Soft, slow, sweet.

It takes Aaron a second to collect himself after that. He spins and once again it lands back on Emily. She reaches into the hat and draws...

BLACK.

VARIOUS
Woo-hoo! There we go! Yah-baby!

ON Aaron: paling. ON Emily: giddy. ON Sara: a slight flinch.

Emily takes Aaron by the hand.

BJ
Play safe, buddy.

He hands over a condom and Aaron is pulled into --

INT. BASEMENT CLOSET - CONTINUOUS

A crowded space. The dim light of a low-watt bulb.

EMILY
You ready for this?

Aaron's silent.

AARON
I... guess so.

EMILY
Then come here.

She pulls him close, hand diving down his pants. And that's when it HITS him.

ON Aaron: his face turns three different colors and then --

INT. PARTY BASEMENT - CONTINUOUS

A SCREAMING Emily races out the closet, arms across a vomit-splattered chest.

JAYDEN
Was that -- ?

BJ
If it was, that's the world's biggest load ever.

INT. AARON'S BASEMENT - LATE NIGHT

BJ and Sara carry the ill Aaron into his room. They drop him on the bed and put a small plastic trash can next to him.

BJ
You can go now. I don't need to be spending any more time with you than necessary.

SARA
What happened to him in there?

BJ
Apparently alcohol and the stress of semi-publicly losing it in a basement closet don't mix.

SARA
What? They've had sex before.

BJ
Maybe with Teddy for practice.

ANGLE on Teddy (Aaron's bear) in the corner. He looks worn.

SARA
You go. I'll stay and keep an eye on him.
I kind of owe him.
(off BJ's look)
Freshman prom... forget it.

BJ
Fine. The beer shits are comin' and I
really prefer my own bathroom.

SARA
Things I don't need to imagine. Ever.

BJ leaves. At that moment, Aaron GRABS the plastic trash can and HURLS into it. Sara sits next to him on the bed patting his back. A good friend.

When he stops, he lies down in the fetal position. He's unaware that Sara is curled up beside him, watching him sleep.

INT. AARON'S BASEMENT - THE NEXT MORNING

A pale, hungover Aaron wakes to the SLAM of the back door. Sara's just returned (in last night's clothes) with a bag of --

SARA
Bacon, egg and cheese. Coffee. Hash
browns. Best McHangover cure ever.

AARON
You're a McAngel.

He ravenously grabs the bag. She joins him on the bed.

INT. AARON'S BASEMENT - LATER

McD's wrappers are strewn all over. Aaron and Sara are curled up on the bed watching a re-run of *When Harry Met Sally*.

SARA
I hate watching this on TBS. They always
take out the orgasm scene in the deli.

AARON
Plus it takes like four hours to watch a
two-hour movie.

SARA
Do you think it's true?

AARON
What?

SARA
That guys and girls really can't be
friends?

AARON
'Course not. We're friends. Right?

SARA
Yeah.

She CLICKS off the television and pointedly asks him:

SARA
You're still a virgin, huh?

Aaron nearly chokes on a hash brown.

AARON
Yeah.

SARA
Why'd you let me think you weren't?

AARON
Technically, I didn't say I wasn't.

SARA
But you didn't correct me either.

AARON
Look, it's not because you're... you.

SARA
Are you sure? Sex is my default topic.

AARON
Oh, I know. And BJ and Jayden are going
at it like chipmunks on Viagra.

SARA
(beat)
Are you gay?

AARON
No!
(beat, calmer)
I mean, you know I'm not.

SARA
Are you, like, asexual? Do you even want
to have sex?

AARON
Of course. Eventually.

SARA
Why! Especially when Emily's dying to
lose it to you.

AARON
Given what I did to her last night,
that's not happening any time soon. It's
fine. I've still got a T1 line, a giant
jar of Vaseline and a krillion pages of
porn waiting to be discovered.

SARA
See? There's the problem.

AARON
(blows his top)
No! The problem is HIV, STDs, pregnancy.
Do I really need cauliflower growing on
my balls with a baby due on prom night?
Call me crazy, but I'd rather wait and
meet a girl who's actually worth my time.

SARA
Do you mean "love?" 'Cause that ain't
gonna happen in high school.

AARON
Agreed.

SARA
So?

AARON
So... maybe I'll find her in college.

Sara's head falls.

SARA
Bad idea. Because you will suck the first
time. Everyone does. So get past the
virgin block and practice the sex, 'cause
when it's finally time to do it with the
one you think you --
(can barely say it)
-- "love," she's gonna wanna do it with a
pro. If you're lucky, she'll be one too,
and that's how you get fireworks.

Aaron rubs his head.

AARON
 I know I must be hung over when your
 theories start to make sense.

Sara holds his hand. Stares deep into his eyes.

SARA
 I can help you make it up to Emily...

Aaron's still skeptical.

SARA
 You start by planning the perfect
 evening.

She slides closer to him and seductively begins to set the tone.

SARA
 You'll bring her back here. Light
 candles. Put on some music.

She turns on the TV to the music channels, finds a good tune.

SARA
 (pulls Aaron to his feet)
 You'll hold her, maybe dance. Playfully.
 (she dances with him)
 Then you'll kiss her soft mouth, and lay
 little kisses down her neck. You'll
 unbutton her blouse and kiss down her
 body. You'll nibble on her right breast.
 Then her left. Making her tiny nipples
 hard. Slowly make your way to the bed.
 Lie her down. She'll kiss you. Roughly.
 You'll take off your shirt. Your pants.
 You'll help her with hers. She's good and
 wet. And then --

AARON
 (quickly steps away)
 I get it. Thank you. My stomach's not
 right all of a sudden. I think you'd
 better go.

SARA
 You sure? I could run out and get you
 Pepto.

AARON
 Really. I'm fine.

Sara leans in and pulls him into a good-bye hug.

CLOSE ON Sara. What is that? Down. There.

CLOSE ON Aaron. Mortified.

They break apart. Aaron quickly sits on the bed, covers up.

AARON

It's not because of you. It's because we
were talking about sex. That's all. Okay?
Don't feel weird about it.

SARA

I won't.
(totally weirded out)
See ya' later.

And she leaves. Aaron collapses back on the bed, complete with
PUP TENT he's pitched in his pants.

INT. OMAHA CENTRAL HIGH SCHOOL - DAY

Aaron finishes breaking up with Emily.

EMILY

Wait. You puked on me.

AARON

I'm sorry --

EMILY

And now you're breaking up with me right
before prom?

AARON

I know the timing's not great.

Emily BURSTS INTO TEARS and runs off. Aaron feels like an ass.

A happy-feet BJ runs up and throws an arm around Aaron.

AARON

If you start singing "It's the Most
Wonderful Time of the Year" I will stab
your left nut.

BJ points to a flyer behind him.

BJ

Our first prom, buddy!

AARON

I went the last two years.

BJ

But those weren't our proms. We have
ownership over this one.

(MORE)

BJ (cont'd)
And now that you're single again, the entire female population of Central will do all sorts of dirty, naughty deeds to be your plus one.

AARON
I don't need dirty deeds. Sara and I still have our "thing."

BJ
Your cliche go-as-friends-if-we're-both-single thing? I think there's a cock in your "thing."

AARON
That's "kink."

BJ
No. Cock. As in Hunt. He asked her yesterday.

Across the hall, Hunt has an arm around Sara, who laughs at what is no doubt a bad joke.

ON Aaron. Definitely trying not to look bummed.

INT. AARON'S BASEMENT - DAY

BJ and Aaron play video games. BJs phone rings. He picks it up without stopping.

BJ (ON PHONE)
Hey baby.

INT. SARA'S CAR - DRIVING - INTERCUT

JAYDEN (ON PHONE)
You want to share a limo with Sara and Hunt?

BJ
No. Do you?

JAYDEN
Yes.

BJ
I thought we'd go with Aaron.

JAYDEN
He's going stag right?

BJ
Yeah.

JAYDEN
There's an extra seat. Just invite him along.

BJ
(to Aaron)
You wanna share a limo with Jayd' and me?

AARON
Whatever.

BJ
(back into the phone)
Sold.

EXT. AARON'S HOUSE - SUNSET

Aaron waits in his tux as a GIGANTIC stretch limo pulls up.

INT. LIMO - CONTINUOUS

Aaron gets in to find not only Jayden, but Sara and Hunt.

AARON
Oh. Hey.

Sara laughs at something Hunt whispers in her ear.

SARA
Hey.

Sara, Jayden and Hunt gossip amongst themselves.

AARON
(whispers to BJ)
I thought it was just gonna be you and Jayden.

BJ
I didn't mention they were coming?

Aaron glares at him, but it's too late now.

BJ
(under his breath)
I'm not any happier about it than you.

EXT. DOWNTOWN OMAHA HYATT - NIGHT

A lit placard welcomes the: "Omaha Central High School Prom"

INT. DOWNTOWN OMAHA HYATT - NIGHT

A banner reads: *Knights of the Round Table*. It's an Arthurian, medieval theme, complete with armor-clad waiters.

FIND Aaron, standing alone. Emily and HER DATE pass by him. She glares. Aaron spins away to see Sara and Hunt dancing on the floor. Sara gives Hunt the one-minute sign and heads to --

SARA
(out of breath)
Hey!

AARON
Hey.

An awkward silence.

SARA
Is our friendlationship in trouble?

AARON
I hope not.
(beat)
It's probably just me being an idiot. Can we forget about that... hug?

SARA
What hug?

AARON
("phew")
Thank you.
(beat)
Want to dance?

She takes his hand and they hit the floor. Aaron's skills have improved and they are having a great time, but Sara watches Hunt dance with another HOTIE across the room. Narrows her eyes.

EXT. POST-PROM PARTY - LATER

Max and his numerous dates do shots on the trampoline out back.

MAD MAX
24 shots for 2400, baby!

INT. POST-PROM PARTY - CONTINUOUS

Aaron and Sara watch Max through the window.

AARON
I can't believe that ass-clown scored higher on the SAT than me.

SARA
By ten points, Aar. Hell year's over. Try
to enjoy it.

AARON
I enjoy knowing I'm almost out of here.

SARA
(not really hearing him)
Have you seen Hunt?

AARON
Nope. Maybe you and I will be sharing the
limo home after all.

HUNT (O.S.)
Sara.

ON Aaron: "Dammit."

SARA
Hey! Where have you been?

HUNT
Spare bedroom just opened up.

SARA
Finally!

Sara kisses Aaron on the cheek.

SARA
We'll chat later, cool?

And she's off.

INT. POST-PROM PARTY - MORNING

A door SLAMS upstairs. Aaron wakes up in the middle of the living room floor, one of many PASSED-OUT partiers. He spies Sara and Hunt coming down the stairs laughing. They leave.

EXT. SIDEWALK - LATER

A bitter Aaron leaves the party house and walks home. Alone.

FADE TO BLACK.

TITLE OVER:

SENIOR YEAR

CUE an angry rock anthem. It plays over --

A SERIES OF SHOTS:

-- Aaron pulls his new (used) shitbox car into the school parking lot. Down the row, Hunt parks his brand-new Escalade and Sara hops out of the passenger seat.

-- Aaron's locker. BJ does a drum roll on the door.

BJ

Let's make it one to remember. The final year of the best --

AARON

(SLAMS the locker)

Shut the fuck up.

-- The DQ. Jayden and BJ suck face while Aaron is forced to serve up cold treats to Hunt and Sara.

-- Aaron flips through several A.P. test prep books in his basement. He looks to the door hoping Sara will burst through, but she doesn't.

-- A party. A CUTE GIRL is all over Aaron, but he can't take his eyes off Sara, who's grinding with Hunt across the way.

-- The cafeteria. Aaron's filling out a Yale application. Sara swings by, steals a tater, and then heads over to Hunt at Max's table.

-- The track. Aaron's the anchor on the 4X200 relay and comes from behind to win the race! He looks to the stands where BJ and Jayden cheer for him, but Sara's nowhere to be found.

-- Sara and Aaron leave school together. Say tepid "see ya' laters." Aaron gets in his car. Sara runs to Hunt's open arms.

-- Winter. Post Office. Aaron flips through his completed college applications. This is everything he's been working for. He hands them over to the clerk, crosses both sets of fingers.

FADE TO BLACK:

Then FOOTSTEPS, a SCRAPING sound, and a sudden FLASH OF LIGHT. A GIANT HAND reaches in towards us and --

EXT. MAIL BOX - CONTINUOUS

Aaron pulls out the day's mail, but every piece falls to the ground save the lone letter his fingers have kept a grip on.

The return address reads: **YALE UNIVERSITY**

CLOSE ON his eyes as we hear him RIPPING open the letter, then:

ULTRA WIDE SHOT. Aaron is just a small speck against the entire street and cul-de-sac.

But it's impossible to miss his spastic gyrations of excitement.

EXT. THE BIGGEST HOUSE PARTY YET - NIGHT

And the most bacchanal party we've seen. These STUDENTS are --

DRUNK FUCK
College bound, baby!

BJ
(under his breath)
-- Community.

DRUNK FUCK does his twelfth keg stand of the night. His FRIENDS cheer him on and everyone looks to be having a grand time.

SARA (O.S.)
I'm sorry.

Aaron instantly lights up even more.

AARON
For what?

SARA
For being an ass this year. I missed you.

AARON
You're not an ass. We've both just
been... busy.

SARA
Nebraska's gonna miss you, but not as
much as I will.

She pulls a gift bag from behind her back. A surprised Aaron pulls out a sweatshirt emblazoned with: YALE.

SARA
I bought it before you even applied. Like
there was ever a question.

AARON
Thank you.

He hugs her. Whatever distance that's been between them instantly disappears.

AARON
And..?

SARA
Top choice: Arizona State.

AARON
Number one party school. How very Sara
Simmons.

SARA
Without you I don't think I'd have gotten
into any school. The SAT prep, the study
buddy, the whole "cutting class every day
is not a good idea." You're a great
friend, Aaron. My best friend.

Those words -- "best friend" -- slam into Aaron like a truck.

SARA
What's wrong?

AARON
My biggest regret in high school is going
to be what happened to us this year.

SARA
Mine, too.

AARON
It just hit me.
(off her look)
We'll be going from across the street to
across the country.

And that reality hits Sara, too. But this time, she hugs him,
holding him close.

SARA
Won't change a thing.

It's sweet, but it confuses the hell out of Aaron -- "What is
this?" Sara finally lets go. Grabs two Jello shots from a tray.

SARA
(a toast)
To you. Never would have graduated
without you.

AARON
And to you. Never would have enjoyed it
without you.

They tip cups and drink.

AARON
So are you and Hunt all geared up to be
grand prom queen and king?

Before she can answer, Sara's interrupted by Jayden.

JAYDEN
Tell me it's a lie. That the gossip
whores are playing some cruel joke.

SARA
It's the truth. But I'm okay with it.

AARON
Little help here?

SARA
That prom queen and king thing isn't
going to happen.

AARON
You and Hunt broke up?

SARA
I ended it today. What were we gonna do?
Try college long distance --

AARON
(jumping in)
-- and break up by October --

SARA
-- to get back together at Thanksgiving --

AARON
-- only to break up for good over
Christmas break?

AARON/SARA
Bullshit!

They crack up. Jayden's very annoyed.

JAYDEN
But why before the prom? You were a lock.

SARA
(winks)
And now you and BJ are.

ON Jayden, realizing she is!

SARA
Just say "thank you."

JAYDEN
(hugs her)
You will always be my queen!

Jayden takes off to tell BJ the good news.

AARON
You want to get out of here?

SARA
(smiles)
I'll get my jacket.

INT. THE BIGGEST HOUSE PARTY YET - HALLWAY - MOMENTS LATER

Sara walks down the hall to the coat room. Opens the door. Flicks on the light.

INT. THE BIGGEST HOUSE PARTY YET - BEDROOM - CONTINUOUS
On top of a mound of coats, a muscular male ass belonging to --

SARA
HUNT?!

He's the meat in the middle of an Anorexic Friend and Bulimic Friend sandwich.

Mortified, Sara YANKS her coat out from under them and BOLTS.

INT. THE BIGGEST HOUSE PARTY YET - MOMENTS LATER

Sara RUNS through the house, fighting back tears. Aaron spots her through the crowd and tries to follow.

EXT. THE BIGGEST HOUSE PARTY YET - CONTINUOUS

But when he gets outside, there's such a big crowd gathered on the lawn, he's lost her.

INT./EXT. AARON'S (NEW) SHITBOX CAR - DRIVING

Various suburban streets. Aaron searches for Sara, but she's nowhere to be found. He tries her (again) on his cell, but --

SARA'S VOICEMAIL
Hey, it's Sara. You're a 'tard if you don't know what to do.

BEEP.

AARON (ON PHONE)
Hi, it's me. I've been looking for you for two hours.
(MORE)

AARON (ON PHONE) (cont'd)
So it's cool if you don't want to talk,
but please call me back okay? I'm worried
about you.

INT. AARON'S BASEMENT - LATER

A distressed Aaron comes through the back door. He sits on the edge of his bed, but JUMPS when he hears the toilet FLUSH.

AARON
Sara?

A beat, and the door opens. Sara steps out, more composed, but it's clear the tears have been flowing.

AARON
I heard at the party. Hunt's an asshole.
(beat)
Is there anything I can do?

She shakes her head. But the water works start all over again. The pathetic weepy kind where your face turns sweaty and purple and you can't breathe through the snot.

ON AARON. He does the one thing really good friends know to do instinctively when all hell has broken loose in your life. He wraps his arms around her and just holds her.

But these are really good friends of the opposite sex. With a very long history.

Sara's crying calms. Aaron looks at her. The tough, trash-talking Sara, so vulnerable at this moment. Their faces move closer. Cheeks brush. Eyes practically screaming: "Do it."

So they kiss. First the sixth grade, spin-the-bottle kind. Then, a long, slow, deep, soft, wet Kevin-Costner-in-Bull-Durham kiss.

THEY ATTACK EACH OTHER...

...as if have four years of pubescent orgasm have been building up inside.

Aaron's got her shirt off in half a second, then easily unsnaps her bra with a one-handed move.

SARA
Where'd that come from?

AARON
When you always stop at second, you tend
to --

Sara lets her bra drop. And there they are.

AARON
Is it wrong to say I've been fantasizing
about those since the day I met you?

Sara likes that. She shakes her head "no."

They dive back in. Aaron's clothes come off, and suddenly they both become clumsy. Inept.

Aaron's elbow connects with Sara's head. THUNK!

SARA
Ow!

AARON
Sorry!

They become a tangle of arms and legs shimmying under covers.

AARON
Ready?

Sara nods. She reaches over and turns out the light.

We hear the fumbling of a drawer and the RIP of the condom wrapper. There's movement under the covers and then a soft moan, almost a gasp, from Sara.

AARON
Sorry. Does that hurt? I've never --

SARA
I know.

We hear more moving. Then kissing. Moaning. As they keep at it, it seems not so bad for a first time.

INT. AARON'S BASEMENT - MORNING

The most awkward morning ever. Naked and in bed with your best friend.

Aaron and Sara lie side-by-side, staring up at the ceiling.

AARON
So... did...

SARA
Yeah...

AARON
Was I... any good?

SARA
(caught off guard)
Yeah... Yes. You were great.

Sara sits up, keeps the sheet over her bare body, uncomfortable even though he's already seen her naked. Her hand searches the floor for her clothes.

As she does, the sheets move, and Aaron notices that --

AARON
Whoa. Are you okay? You're bleeding.

SARA
Oh, shit.
(blushes)
I think I just got my period. That's so embarrassing.

AARON
That's. Strange. I thought you had it last week.

Sara's eyebrows go up -- "Why would you...?"

AARON
I just... know you. Even when we're not speaking.

SARA
Am I really that big of a bitch when I'm on the rag?

AARON
I plead the fifth.

Sara hesitates to say anything else. Stares at the floor. Looks anywhere but at Aaron.

ON Aaron. Processing exactly what's happened here. It hits him.

AARON
Holy shit. Sara --

She still won't meet his gaze.

AARON
Are you -- were you -- ?

Silence.

AARON

Look at me.

(beat, calm)

Were you a virgin?

She nods. He has no idea what to say, so he just hugs her. She likes it. Hugs him back.

AARON

(confused)

But you always... I mean... you and Hunt were together an entire year...

SARA

And I thought I would with him, but I just couldn't. Kept thinking it was the night, and then I'd freak out. I guess he got sick of blow jobs.

AARON

(realizes)

So he dumped you.

SARA

For a threesome with my friends.

AARON

Then why... me?

SARA

I don't know. Maybe with you I knew it would be more than --

AARON

-- just a drunken thing.

He smiles warmly. Sara can see the emotion in his eyes... and it scares her. So she LAUGHS. Too hard. Too loud.

SARA

I thought I was the girl here!

AARON

Sara, don't.

SARA

Actually I was going to say with you I knew it would be easy. No pressure.

AARON

Why are you so intent on ruining this?

SARA

How could I ruin something that billions
of humans have done for millions of
years?

AARON

For once, drop the fucking act.

She quickly slips on her clothes.

SARA

What are you getting so upset about? You
should be thanking me. You're over the
virgin thing, and now you can look at sex
as what it really is. Fun. A great
release. A natural expression of
mammalian hormonal surges.

AARON

Just stop. You're clearly not a sexpert.

SARA

I felt *bad* for you, okay?! I mean it's
one thing for a girl to go to college a
virgin, but for a guy? Eek. You're my
best friend. I couldn't let that happen.

(she takes his hands)

But see, now we're *both* over the hump.
And it was *nice* to do it with my best
friend.

ON Aaron. That. Was. It. He throws her hands off.

AARON

Wow, well, it's *nice* to know after all
this time that your definition of "best
friend" includes lies and deliberate
deception.

SARA

When did I ever lie to you?

AARON

Oh, I dunno. Try the last *four fucking*
years!

SARA

It wasn't like that.

AARON

You're right, because we were never best
friends.

This is the one thing Sara can't handle. And he knows it.

SARA
That's not true.

AARON
You played me like everyone else in school, letting us all believe you were the grand slut.

SARA
I didn't think you were everyone. I thought you were... Oh shit --
(she starts to cry)
What does it matter? It's good to know that's what everyone thought. Including you.

AARON
Never showed me otherwise.

SARA
Fuck you.

AARON
Been there. Done that.

She grabs her stuff and BOLTS.

INT. OMAHA CENTRAL HIGH SCHOOL - DAY

Prom posters abound:

Prom is May 3rd! -- A Knight of Elegance -- Tickets on sale now!

STONER GUY
I just think it's time we explore our options, while we have the time --

PREPPY GAL
I'm accepted to college, so I should really only see college guys now --

JOCK BOY
We got six weeks of school left and there's six names on my list, babe. It's nothing personal.

SLAP! Jock Boy's face gets a sting delivered by his now EX-GIRLFRIEND. Aaron watches from across the hall.

JAYDEN (O.S.)
It's happening all over school.

AARON
What is?

Aaron finds Jayden with BJ.

JAYDEN
Senior break-ups. The Hunt and Sara split started a movement. Everyone's making "final fuck lists."

BJ
Kind of a premature *cummencement*.

JAYDEN
Grow up.

AARON
(a little sad)
Guess I completed mine.

That's when Sara rounds the corner. She locks eyes with Aaron, does a 180 and marches back off.

Jayden sees the exchange, instantly knows what's up. She PUNCHES Aaron in the shoulder. Hard.

AARON
Ouch!

JAYDEN
What did you do?

BJ
Why does it have to be his fault?

JAYDEN
Because he's got a penis!

AARON
I didn't --

But he's cut short by the sound of DOZENS OF CELL PHONES going off at the same time. Every student in the hall grabs theirs.

BJ
Got a text.

AARON
Me, too.

JAYDEN
HOLY HELL?!

SMASH CUT TO:

INT. CHURCH - DAY

A huge crowd of STUDENTS and TEACHERS sits in the pew, crying. A COFFIN rests at the front of the room. The MINISTER blathers on about the meaning(lessness) of life. BJ sniffles. Wipes a tear.

BJ
It's okay to cry, you know.

AARON
I can't. I'm still in shock. How this could happen --

OTHER SIDE OF THE ROOM. Intercut the conversation with Sara.

SARA
-- to Mad Max? He was --

AARON
-- a colossal idiot, sure, but --

SARA
-- everyone loved him.

Two PUNK STUDENTS in front SHUSH her. They tune into the --

MINISTER
-- after he passed out in fifth period dodgeball.

A NERD pipes up:

NERDY KID
For academic credit! Which he petitioned for on our behalf.

His NERDY FRIENDS murmur agreements.

MINISTER
Fifth period dodgeball for *academic* credit. Few knew of Maximillian's heart condition, but he knew, and he lived each day knowing the truth -- that it could be his last.

(somber beat)
I've been told Maximillian's last words were: "I never went to prison." They were symbolic of --

AARON
(under his breath)
Does detention count?

BJ
 Max loved detention, bro. That place was like a Buddhist monastery for him. And he was head monk.

MINISTER
 -- and now we'd like to open the floor to Maximillians's family and friends to share a few words.

HALF THE CONGREGATION RISES. Forms a line. We see snippets as each takes the front of the room:

SMART GIRL
 He stole the book I needed for my thesis from the public library. That's a felony in some states!

BURLY TOUGH GUY
 He changed my tire when I didn't know how to. And it was five below outside.

HIPPIE GAL
 He was a lover not a fighter. So gentle.

CUT BACK TO THE PEWS:

JAYDEN
 This is... so... weird.

SARA
 (sadly)
 It's a seminal high school moment. Everyone experiences the dead kid. I mean, I thought he'd have died by doing a keg stand and base jumping off the First National building, but the outcome is still the same. A shitty tragedy.

PAST HER on the other side of the room we see -- AARON, staring directly at her.

BJ
 Dude. You're zoning.

But his gaze never leaves Sara.

AARON
 High school meant something to Max.

The way he says it, it's like a personal breakthrough. As if Max has put the pieces of some cosmic puzzle together for him.

BJ
High school meant *everything* to Max.

Sensing him, Sara looks over and LOCK EYES with Aaron for a brief second. But there are no looks of anger traded here... just regret. Sara's the first to turn away.

AARON
I don't want this to have just been the four years I spent getting into college.

A LONG beat.

BJ
It wasn't. It was you and me and Jayden and, yeah --
(hard to admit)
-- even Sara. It was the DQ and GTA and thousands of hours lost in your basement. It was cutting class, mocking wannabes, smoking pot and dirty spin the bottle. It was puking 'til our nuts hurt, then doing it again the next weekend because we could. It was skipping curfew. Cruising around with no destination and then driving 200 miles at midnight to Kansas City because we had a hankering for good BBQ. It was cheating on tests, well, not you, brown-noser. But it was being dead-fucking tired together, screaming together, laughing together, 24/7...

BJ stands and wipes a tear. Gets himself together as PALLBEARERS carry Max's casket past them.

BJ
Max made the most of this ride. So why don't you honor his memory, shut your fucking yapper, and make the most of yours.

AARON
How's that?

BJ
You're *in love* with your best friend, dude.
(off Aaron's look)
And that's not me. Go make it right.

ON Aaron. No ironic comeback this time.

A SERIES OF SHOTS (all of students we've come to recognize):

-- A row of department store mirrors, each with a GIRL in front modeling a prom dress. Jayden, alone, takes a picture of herself in the mirror with her cellphone. Pix-messages What do u think? to:

-- Sara looks at the picture on her phone, texts back: I don't care

-- Flower shop. THREE GUYS agonize over the abundance of corsages to choose from.

-- Various shots of GUYS and GALS getting dressed to the nines.

-- The same Guys and Gals, in a big group, pose for pictures in front of unseen parents.

-- A fancy (for Omaha) restaurant. Table after table is full of laughing PROM-GOERS.

INT. SARA'S ROOM - NIGHT

Sara lies on her bed, staring at the ceiling, listening to her iPod stereo. Her phone rings.

SARA (ON PHONE)
I told you I'm not going.

EXT. LIMO - INTERCUT

Jayden, phone to her ear, pins a corsage on BJ.

JAYDEN (ON PHONE)
Put on one of the twenty sexy Sar-ations
hanging in your closet and get your
skinny ass ready. I will not let the last
few weeks ruin my prom like my cheap-ass
date is trying to.

BJ
(jumps - OUCH!)
Son of a bitch!

Jayden's pricked him with the corsage needle.

JAYDEN
That's what you get, skimping on the
limo. I think my mom took this to her
prom.

PULL BACK to reveal the FULL LIMOUSINE. A fly ride. In 1975.

BJ
I told you it was the last one.

JAYDEN
(pricks him again)
So you're a lazy cheap-ass!
(into phone)
Ten minutes, Sar. Be ready.

SARA
Save your gas. I'm not going.

BJ snatches the phone.

BJ (ON PHONE)
She said ten minutes! I wasted enough of
high school hanging out with you -- don't
make me wait, woman!

Jayden grabs the phone back from him.

JAYDEN (ON PHONE)
Make it four for four, babe. It's my
memory, too. You have to be a part of it.

CLICK. End on Sarah, considering.

INT./EXT. SARA'S HOUSE - TEN MINUTES LATER

DING-DONG. Sara (only she could get ready and look this fabulous
this fast) opens the door to find --

AARON
We promised each other if we didn't have
dates, we'd go to prom together.

He holds out a corsage. A tense beat. Sara thinks. Then:

SLAM!

She's not having any of this. BJ and Jayden hang out the limo
sunroof looking dejected, but Aaron marches into --

INT. SARA'S HOUSE - CONTINUOUS

AARON
Sara!

A second SLAM! Aaron hears it and goes to the
BATHROOM DOOR.

AARON
Sara, come out, please?

Nothing.

AARON
You can't stay in there all night.

Or maybe she can.

AARON
Then I'll just come in. I've handed you your phone, toilet paper and even tampons before, so you know I'm not bluffing.

But the look on his face screams: "I'm bluffing."

AARON
I'll really do it.

He gives her one last beat...

AARON
Here we go.

A deep breath, and he grabs the door knob. TWISTS.

It's locked.

AARON
("oh")
Fine. We'll do it like this.

His forehead falls against the door, resigned.

AARON
Do you know I change my shirt at least three times before you pick me up? Do you know I get a strange rush out of the idiotic way you change lanes on the freeway, knowing if you kill us, at least I'll die with you? Do you know I memorize your schedule every semester so I can try to walk down the same hall you're walking through between classes, just so I can get these stupid butterflies in my stomach and say "'hi?" That I know which brand of shampoo you use, and what shade of lipstick you wear? Pantene and Passion fruit. That I like who I am with you more than with anybody else? That you force me to do things that I would never do on my own. We were both wrong, Sara, because no matter how long you refuse to speak to me, I will always and forever be I-can't-stop-thinking-about-you-all-the-time in love with you. My best friend.

He breathes a sigh of relief. It's finally been put out there. But his heart jumps when he hears the CLICK of the lock and --

HOUSE KEEPER
(too loud)
Señor, Aaron? ¿Qué usted está haciendo?

She puts down her mop and pops off her headphones.

AARON
(face falls)
Hi, Lupe. I was just leaving.

FROM THE UPSTAIRS LANDING,

we see Aaron exit out the front door. SWING OVER TO --

SARA, sitting against the wall around the corner, knees to her chest. She heard everything.

A FLASH OF WHITE LIGHT takes us to:

EXT. DOWNTOWN OMAHA DOUBLETREE HOTEL - NIGHT

The final sign: "Welcome Omaha Central High School Prom!"

INT. DOWNTOWN OMAHA DOUBLETREE HOTEL - NIGHT

HAPPY COUPLE poses in front of a faux-lavish backdrop. They plaster on smiles for the camera. FLASH.

Another couple. FLASH. And another. FLASH.

Nothing cynical in these photos, just happy memories being made. BJ and Jayden step in for their photo.

BJ
Have I told you how gorgeous you look
tonight?

JAYDEN
(beat)
And the jackass comment that follows...

BJ
(pulls her close)
Not tonight.

JAYDEN
(smiles)
You're looking pretty handsome yourself.

The FLASH takes us to --

THE MOST BEAUTIFUL PROM YET.

The one you wanted yours to be.

A banner hangs over the ballroom: *A Knight of Elegance -- dedicated to Mad Max Sladusky, 1989-2007.*

Everyone dances together until the DJ switches it to --

BJ
Ugh, four years and this song still --

JAYDEN
-- sucks. Let's take a break.

They move off the dance floor and join up with a mopey --

AARON
This was our song.

Indeed, it's the classic high school anthem we've heard before.

BJ
Then go find a girl that has taste in
music, will ya'?

WHACK! goes Jayden's fist into his shoulder.

BJ
My boy's done everything he could and she
broke his heart.

INT. SARA'S ROOM - SAME

Sara lies on her bed in her prom dress. Fuming at her own stubbornness. Her iPod randomly switches to the next song -- the same classic high school anthem.

SARA
Fine. Fine. Fine. Fine!

She JUMPS up and out to --

EXT. PEACEFUL ROAD - NIGHT

Crickets chirp. A small RABBIT carefully inches toward the pavement, looking to cross. It FREEZES in terror as a familiar Civic RACES by in a blur.

INT. DOWNTOWN OMAHA DOUBLETREE - SAME

A pathetic Aaron sits alone. Eats bad prom cake.

EMILY (O.S.)
Hey, Aaron.

AARON
Hi. How are you?

She sits next to him.

EMILY
Been better. You here alone?

AARON
I am. That stag guy.

EMILY
Then I'm that stag gal.
(off his look)
My date, this college guy, bailed last minute.

AARON
Now he'll never have a chance to throw-up on you.

EMILY
(laughs)
And then break up with me only weeks before prom.

AARON
That was a dick move. I'm sorry.

EMILY
You were in love with someone else. I get it. Guess that didn't work out, huh?

AARON
Nope.

EMILY
I could keep a grudge until we graduate, but that would be, what, like five more minutes?

AARON
(smiles)
You want to dance?

Emily nods, and they hit the floor.

INT. SARA'S CAR - DRIVING - SAME

Sara's flooring it. The speedometer inches past 60 mph.

EXT. ROAD - SAME

The Civic rockets past a 30 mph speed limit sign.

INT. SARA'S CAR - DRIVING

CHERRY LIGHTS spin in Sara's rear-view mirror.

EXT. ROAD SIDE - NIGHT

We trail the uniformed officer to the Civic to find --

SARA. Bent over the wheel bawling. A river of tears.

OFFICER NORTON(O.S.)

And which grandmother died tonight, Sara?
Was it your third or fourth? I've lost
count.

SARA

You got me, Officer Norton. I'm sorry.
But it's just --

OFFICER NORTON

License and registration.

SARA

(hands them over)
Please! Just give me a ticket and let me
go.

OFFICER NORTON

And what's the rush tonight?

SARA

Aaron. I have to find him. I have to get
to prom and find him because... I'm in
love with him and he has no idea and
that's the rush.

OFFICER NORTON

Whoa. That sounds way too hormonal to be
bullshit.

(off her look)
I have a teenage daughter.

Officer Norton hands back the license and registration.

OFFICER NORTON

Follow me.

INT. DOWNTOWN OMAHA DOUBLETREE - SAME

Aaron and Emily dirty dance, both working up a sweat.

EMILY
You don't have a room do you?

AARON
I do. For me and... yeah, I do.

EMILY
(whispers into his ear)
Wanna pick-up where we left off last
year?

ACROSS THE DANCE FLOOR

JAYDEN
Oh, no.

She and BJ watch Aaron and Emily head for the elevators.

BJ
Can you really deny him a rebound?

EXT. DOWNTOWN OMAHA DOUBLETREE - NIGHT

Officer Norton's police cruiser escorts Sara's car to the front.

INT. DOWNTOWN OMAHA DOUBLETREE HOTEL - CONTINUOUS

Sara BURSTS through the doors into the ballroom and spots BJ and Jayden on the dance floor.

SARA
Where's Aaron?

BJ
Nuh-uh, too late. He apologized and you
shot him down, so this time you lose,
sucka.

Jayden PUNCHES him in the arm again.

BJ
Ow! This is her fault.

SARA
Too late for what?

JAYDEN
He went upstairs with Emily.

SARA
Which room?

BJ
Nothing you do will make me give him up.

That's when Sara GRABS Jayden and sucks face with her, gropes Jayden's breast. BJ's jaw drops.

SARA
Fantasy fulfilled?

BJ
Room 516.

And she's off.

VARIOUS SHOTS - INTERCUT

-- Sara runs to the elevator and PUNCHES the button.

SARA
C'mon, c'mon.

-- Aaron unbuttons his tuxedo shit.

-- Sara is in the elevator. She gets stuck on Floor 2 when a YOUNG COUPLE gets on and hits "Floor 3."

SARA
'Cause it's *that* hard to walk up one flight?!

-- Aaron's shoes are kicked off his feet.

-- The elevator doors open and Sara runs down the hallway to Room 516. BANGS on the door.

SARA
Aaron! Aaron open up. I know you're with Emily. But I have to talk to you.

(waits, BANGS again)
Okay, I deserve this. I'll do it your way.

(beat, to the door)
I'm sorry. I've been so busy focusing on the present, that for the first time I'm looking back, and I'm realizing that I've been in love with you, for pretty much the last four years. And I know we always thought that was bullshit, it was the only thing we ever agreed on. But we were wrong. I wish I could be like you and see the future, but I can't. And I don't care how much you plan, but you never planned for this: People *do* fall in love in high school. We did. So please tell me it's not too late for us to realize that.

She waits a long, excruciating beat. Nothing. A single tear, and she turns to leave.

AARON (O.S.)
Sara?

She turns back --

And her face falls. Aaron's standing there in the open doorway:
IN A TOWEL.

SARA
I'm... sorry...

She runs away down the hall as the tears start flowing. But Aaron RUSHES after her:

AARON
Sara!

Sara gets to the --

INT. OPEN ELEVATOR - CONTINUOUS

-- and hits the button. She closes her eyes, heart crushed, as the doors start to close -- But not before Aaron leaps inside.

SARA
What are you -- ?

But she doesn't get to finish her question, as Aaron presses his lips against her, a 1940s-movie-violins-playing kind of kiss and they melt into each other's arms.

SARA
What about Emily?

AARON
I didn't.

Sara motions to his towel.

AARON
I was taking a shower. I had some anger to dance off.

SARA
But why not?

AARON
Because it wasn't right with her. It never was. She wasn't... you.

SARA
I was scared.

AARON
So was I. But not because you made me think about the future, but because you made me care about today.
(beat)
So let's finally do this. You and me.
Today.

He pulls her close and kisses her again.

SARA
(breathless)
And tomorrow?

He kisses her once more, and they keep going, and going until --
DING! The doors slide open to --

INT. LOBBY - SAME

Jayden and BJ in Prom King and Queen sashes and crowns.

JAYDEN
Ohmygod, you are SO B.F.F.

BJ
(shaking his head)
Best friend fuckers.

Sara and Aaron break their kiss to find themselves face-to-face with a sea of PROM-GOERS waiting for the elevator...

JAYDEN
We'll wait for the next one.

She reaches in and hits the "DOORS CLOSE" button.

BJ
We're good people.

JAYDEN
We definitely don't suck.

FADE TO BLACK.

Silence.

But listening closer, we hear the rising sounds of... heavy breathing?

Suddenly, a FLASH of blinding light and we're --

INT. HOTEL ROOM - NIGHT

The covers have been thrown off our breathless couple.

SARA
It really is true. You don't orgasm the first time.

She wipes the sweat from her forehead.

SARA
But *that* was amazing.

AARON
I heard it only gets better.

SARA
We could test the theory.

She YANKS him close and they disappear back under the covers.

FADE TO:

INT. AIRPORT - DAY

Aaron and Sara kiss, bags at each of their sides.

SARA
I thought everyone breaks up at Thanksgiving.

AARON
We're not everyone.

SARA
Just seven more semesters to go.

He kisses her again, frisky.

AARON
But only four more weeks 'til Christmas break.

SARA
Down boy.

He takes his bags.

AARON
(starts to go)
Call you soon as I land!

SARA
You better!

He heads off, but then races back INTO FRAME for one last kiss.

INT. AIRPLANE - MINUTES LATER

Aaron finds his seat. A beat and a sigh. Then his pants BUZZ. He grabs his Sidekick.

1 new text He accepts it. boo! miss u alrdy

He quickly texts back:

yay! theres alwys fone sex

A beat later, his Sidekick buzzes again.

or... ever heard of sexting?

ON Aaron: "huh?" Another buzz.

You have 1 new photo message

He hits "OK." Turns the phone sideways. Must be some picture. His eyes BUG OUT with excitement.

We hear the RUSH of a plane taking off and --

SMASH CUT TO BLACK.

THE END