

DUDE

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FADE IN:

**EXT. SOUTHERN CALIFORNIA STREET - NIGHT - JUNE 2006**

A parked SUV. Sounds of a grinder, cigarette pack opening, paper ripping, licking, twisting, a lighter. Smoke billows. Dr. Dre's "The Next Episode" builds into its opening crescendo. As the beat drops, we cut into --

**INT. HOTBOXED CAR -- CONTINUOUS**

The dashboard and a cellphone glare illuminate the car. Gatorade bottles, blunt wrappers, soccer cleats, and cups litter the interior. A hand lowers the CD volume and a joint is passed. Four female voices start their own verses.

LILY

I'm like Sisyphus, I'm bound to  
push rock, other MCs are such  
jokes, I call them Knock Knock.

CHLOE

Your mom wears Crocs while she's  
sucking cock. I spit so hard you're  
gonna need a smock --

REBECCA

Horses wear shoes, but do horses  
wear socks?

AMELIA

Call me fucking Freddy cuz I got it  
on lock --

These are our four girls. The two in front are LILY WEIL, curly brown hair, type-a but more complex than that, absent father, powerful-yet-cool mother, always positive, the glue of the group, and CHLOE DANIELS, blonde, cool, funny, unsentimental, best friends with Lily since AYSO soccer.

The other girls are AMELIA BERGBAUM-GOLDSTEIN, ambiguously ethnic (half-asian, half-black, Jew) elegant yet clumsy, work-consumed parents who pay her too little attention and too much money, and REBECCA VOLLMER, a bigger girl with dirty blonde hair, philosophical, out-of-it, on scholarship, with parents who bust their asses to keep her there. The crew of four is very tight but the twosomes break off like this --

Lily and Chloe are in front, Rebecca and Amelia sit in back --

CHLOE

I spread dem legs wide like I'm  
mother-fucking Spock --

Chloe makes the Spock finger-spread hand sign --

REBECCA  
I'll work your organ like Johann  
Sebastian Bach.

AMELIA  
I smoke weed, don't fuck with rock.

LILY  
My flow's so regular like a  
motherfucking clock.

CHLOE  
Oh, fuck, it's almost 8. We should  
get in there --

The girls spray perfume as they get out of the car, revealing  
their prom get-ups. A limo waits outside of the house --

CUT TO:

**INT. PROM LIMO - MAY 2006**

The girls ride with four senior boys, in an assortment of  
ironic colored tuxes except THOMAS DANIELS, 18, Chloe's  
brother tall, blonde, handsome, who wears a classic black and  
white get-up. He's an all-star, smart, athletic, sweet --

The four girls sit along the back row. Lily turns to them --

LILY  
I love you, Dudes. I'm so happy my  
first prom's with you guys.

AMELIA  
And four senior guys...

REBECCA  
(snapping to)  
These guys go to our school?

CHLOE  
Thomas' minions.  
(a beat)  
But it's pretty cool they asked us.

The boys sit along the two seats facing each other,  
shotgunning bears. Thomas does it without spilling a drop.

LILY  
Okay you guys, picture! Wipe your  
mouths so you don't look like you  
have rabies!

The guys all pose together -- FLASH.

LILY (CONT'D)  
Now a sibling shot! For your  
parents.

CHLOE  
Ugh, you're worse than Uncle Jeff.

Chloe scoots next to Thomas. She gives the finger to the camera, then begrudgingly takes a nice shot.

THOMAS  
Now one of you girls.

The girls get together --

THOMAS (CONT'D)  
You all look very pretty.

Thomas scoots next to Lily as Chloe moves to grab a joint from the boys in the front.

CHLOE  
(to the boy)  
You roll Grandma joints -- all  
loose and saggy --

Lily turns to Thomas --

LILY  
Thanks for taking us. It means a  
lot.

THOMAS  
(looking at her)  
I could do worse.

**INT. PROM - A COUPLE HOURS LATER**

The limo crew dances to Yung Joc "It's Goin' Down" -- Lily and Chloe rap to each other --

LILY AND CHLOE  
'...Put it in the air, rep where ya  
stay, take a step back, blow the  
kush in their face...'

Lily fans herself, wipes the sweat from her forehead, mouths "I'm hot" as she moves outside. Chloe stays with Amelia and Rebecca on the dance floor.

Thomas leaves the bathroom as Lily moves to the door. He looks at her, holding his hands up in questioning. She nods to the door, he joins her as they move outside.

**EXT. ATHLETIC FIELDS - CONTINUOUS**

As they walk, Thomas brings out a joint, he nods to move under the bleachers. He sparks the joint. Mary J. Blige's "Be Without You" drifts out from the gym.

LILY

I thought I might asphyxiate from  
all that Axe body spray.

THOMAS

"Desperation" by Calvin Klein.

Lily takes the joint --

LILY

Are you sad? About leaving?

THOMAS

Not really. Are you?

LILY

A little. I mean we'll come visit  
you at school but, I'm just so  
happy we have another year. I can't  
imagine leaving this place.

THOMAS

I think if you do it right, it  
never really leaves you.

(a beat)

Sorry I just heard that and threw  
up in my own mouth.

LILY

No, it's sweet. I hope you're  
right.

Thomas looks at her, he leans in and kisses her. They become embroiled in a passionate make-out. Lily pulls away --

LILY (CONT'D)

Not here...

THOMAS

It's prom, we're under the  
bleachers. If not now, when?

LILY

It's just -- I mean what is this?  
What are we doing -- you leave in a  
couple months, and Clo --

THOMAS

(confident, unapologetic)  
Lil, this isn't a fling. It's  
serious, I don't want to hide. I  
love you.

They take each other in. Their first romantic "I love you" -- he's wanted to say it for years, she's wanted to hear it since they were kids. At that moment Chloe, Amelia, Rebecca, and Thomas' minions stumble out of Prom. They look around and spot Lily and Thomas, their smoke rising from under the bleachers --

CHLOE

(old man voice, yelling  
from across the field)

Hey! I smell what you kids are  
smokin!

Lily looks to Thomas --

LILY

We have to tell her.

CHLOE

Share with us! Then let's get some  
fucking double-doubles!

TIME CUT TO:

**INT. LILY'S CAR - NEXT NIGHT**

The girls sit in sweats, looking pretty out of it. They recap the last night's events --

CHLOE

Wait, what happened?

LILY

The Bouncer wouldn't let you in  
with your In n Out.

AMELIA

Which was unacceptable obviously.

LILY

So we hoisted you over the wall of  
the patio.

REBECCA

And that's when you landed in the  
cactus.

Chloe inspects her knee, covered in cactus pricks.

CHLOE

Dude, they're everywhere --  
(trails off)  
...it's like I was giving blowies  
in the desert all night --

REBECCA

Fuck, it's almost one. I have work  
in the morning --

AMELIA

My car's at Becks'.

LILY

Let's roll, Dude.

Lily turns up "Circles" by Crime Mobb --

**EXT. REBECCA'S HOUSE - 130AM**

Rebecca's house is a run-down, single-family home with a pink flamingo statue in the yard. Amelia's beat-up car is on the street. As Rebecca and Amelia get out --

AMELIA

Love you fools.

Amelia moves to her car. Rebecca waves from her door --

LILY

(to Chloe, in the car)  
To the homestead?

Chloe nods --

**EXT. CHLOE'S HOUSE - NEAR DAWN**

Lily and Chloe slowly drive down the street towards Chloe's house - Spanish, nothing fancy. Lily turns to Chloe --

LILY

Clo --

They spot Thomas, Chloe's brother, getting into his car.

CHLOE  
(out the window to Thomas)  
Shader-Mc-shaderson, where you  
going?

THOMAS  
Your mom's house.

LILY  
Lorraine's? That's tight.

CHLOE  
(talking about her mom)  
She a fine piece of ass.

Thomas smiles, takes in the girls. There's an excitement and nervousness in Lily's face that Chloe can't see --

THOMAS  
Can't believe school's in your  
hand's now. It's all downhill.

CHLOE  
Every year says that. And this  
bitch'll be president --  
(saccharine)  
So things will be extra special --

Lily rolls her eye's at Chloe, turns to Thomas, smiles --

LILY  
Well, Din Fun dinner tomorrow or  
something?

THOMAS  
Definitely.

LILY  
Gotta hit all the usual spots this  
summer before you head off --

Lily's face asks Thomas if now is the right time, but she instinctively starts to roll forward, taking Chloe home --

CHLOE  
Love you, creep face --

Lily still looks at Thomas, her eyes giving the words more weight --

LILY  
Love you Thom thom --

THOMAS  
Love you girls.

TIME CUT TO:

**INT. LILY'S BEDROOM - NEXT MORNING**

Lily sits up in bed, working on college essays. Her desk is covered with photos of the girls, from elementary school up, photos of her younger siblings, her mom, and a prom photo of Lily and Thomas. The phone rings, Lily reaches for it, but her mom, Jill, picks up from the other room. Lily can feel that something is wrong. Her hands move about the bed, organizing the papers, searching for something she cannot find, as if the action will stave off the bad news on the other end of the line. She hears her mother gasp.

TIME CUT TO:

**EXT. CHURCH ALLEYWAY - EARLY AFTERNOON**

Church bells --

Lily, Chloe, Amelia and Rebecca stand in the alleyway. The latter three smoking cigarettes. The church bells ring again. Lily, anticipating the need, hands Chloe perfume. Chloe spritzes herself.

**EXT. CHURCH ENTRANCE - CONTINUOUS**

Three heavily made-up mourning girls, including ALICIA, a frenemy from school, stand in a circle, one of them sobbing.

ALICIA  
Right after graduating high school,  
it's just so tragic...

Chloe, Lily, Amelia and Rebecca make their way to the procession. Two of the mourning girls try to approach Chloe --

ALICIA (CONT'D)  
Chloe, we're so sor --

Amelia steps in front of them as Lily ushers Chloe into the procession. An image from the program sits in front of the church -- "Thomas Daniels, 1988-2006. Forever in Our Hearts."

Lily drops Chloe with her parents, LORRAINE and BILL. Lorraine, tears flowing, touches Lily's face. Lily moves to the back of the line, Chloe grabs her hand to stay. Lily takes her place behind Chloe, still holding her hand.

TIME CUT TO:

**EXT. WEIL BACKYARD - EVENING**

Lily, Chloe, Amelia and Rebecca sit on pool chairs, cuddled in pairs, wearing their funeral attire. They hit a pipe --

CHLOE  
That was my first funeral.

All the girls nod. Chloe lays her head on Lily's shoulder --

LILY  
His, too.

A beat --

AMELIA  
I've been to one. My great Aunt Ida. She was living in a home where you pushed a button every morning to tell them you were alive.  
(exhaling a hit)  
She was old and took a bunch of pills and in her letter she wrote "PS: sorry I didn't push the button."

The girls laugh, the first audible laugh in a long time.

SMASH CUT TO:

OPENING CREDITS: DUDE

**INT. HOTBOXED CAR -- A YEAR LATER -- MAY 2007**

**EXT. PATH LESS TAKEN SCHOOL - CONTINUOUS**

Lily's car drives by the school's entrance -- CLOSE UP: "Path Less Taken School: Making All the Difference since 1971"

**INT. LILY'S CAR - CONTINUOUS**

The girls do a post-smoke protocol: eye-drops, breath-mints, perfume, airing out the car. They pull into Lily's spot.

AMELIA  
Shit, we're late for yoga --

Amelia and Rebecca run out of the car --

CHLOE  
Namast-gay!

LILY  
Clo -- you have your college meeting, yeah?

CHLOE  
Yeah, I should roll.

Chloe gets out, Lily takes one last look in the mirror.

**INT. PATH LESS TAKEN SCHOOL - FRONT OFFICE - AFTERNOON**

Hustle and bustle of a school office. Newspaper clippings on the wall: Lily and Chloe on the field "Girls Varsity Soccer's Got Balls: Captains Lily Weil and Chloe Daniels Lead Team to Championship" and "Cataracts Awareness Week Smokes Records."

A beautiful black receptionist, CHERYL, sits with acrylic nails that 'clack' as she slowly types.

CHERYL  
Lily Weil, Force of Nature -- get out of her way.

Lily smiles, moves to the Teacher's Lounge area and makes PROM flyers at the copier ---

GUY, a pear-shaped man with a ponytail, wearing a "I Love my Cockapoo" shirt and Vans, pours himself a cup of coffee --

GUY  
Hey, Lil.

LILY  
Top of the afternoon, Guy.

Guy looks at her again --

GUY  
Aren't you supposed to be in my class right now?

LILY  
Aren't you supposed to be in your class right now?

GUY  
This never happened.

LILY  
What never happened?

**EXT. TEACHER'S LOUNGE - FRONT OFFICE - CONTINUOUS**

Chloe emerges out of the "COLLEGE COUNSELOR" Office. A large woman, wearing chunky rings with a "Geraldine Ferraro" sign in her office, gives Chloe a hug she can't escape. Lily sees the goodbye and waits for Chloe, meeting in the hallway --

**INT. HALLWAY - CONTINUOUS**

Lily holds the flyers and two cups of coffee, she hands one to Chloe as they walk the Hall of Accolades -- "Most in Touch," "Deepest Connection." Lily wears a look of inquiry --

LILY  
How'd that go?

CHLOE  
(a beat)  
Waitlist should find out this week.  
She just keeps telling me to think  
positive thoughts.

LILY  
Sometimes I want to punch her in  
the third eye. It's the final  
countdown: only a matter of days  
before you know. I, for one, am  
shitting my brains out waiting --

CHLOE  
You eat too much salad.  
(a beat)  
If I don't get in, Santa Barbara  
wouldn't be the worst thing --

Lily shakes her head aggressively, the idea is preposterous --

CHLOE (CONT'D)  
Imagine how many times we've walked  
this hall thinking: three months,  
two months, two weeks...how the  
fuck did we get here?

LILY  
"Time has a terrible way of  
fleeting by..." My mom wrote that  
to me in a letter when I was 8.

Lily points toward the bathroom --

LILY (CONT'D)  
Gotta dump out.

The sign on the door doesn't have a man or a woman, just a  
rainbow colored question mark --

**EXT. ALLEYWAY - PATH LESS TAKEN SCHOOL**

The "Alleyway" -- the main thoroughfare of Path Less Taken School: a hodge-podge of kids sit, play guitar, and move to their cars at the end of the day --

Chloe and Lily walk, tailed by SAM, 18, black, tall, lanky, with dreads and JARED, 18, dark hair with blue puppy-dogs eyes, effortlessly handsome in a vintage tee and chucks.

JARED  
Wait a sec, girls!

Lily turns around --

LILY  
Sam, Jared, what's good?

SAM  
Create-a-party tomorrow at Carrie's  
-- need to spread the word.

Lily nods her head --

LILY  
I got you.

Lily gets on the stage, there's a sound system and mic -- she puts on Ice Cube's "It Was a Good Day." One audience member, a junior, NOAH, tall, hunky, is enwrapped by Lily --

LILY (CONT'D)  
Good afternoon fellow students! It was a good day at Path Less Taken High School, wasn't it? Cherish these days because we only have two weeks left: the big game, prom, graduation, a period of time mythologized by every movie, a period of time we've built up in our minds. We need to savor it!

POV Sam in the crowd, he turns to Chloe --

SAM  
So, prom -- You guys all going together?

CHLOE  
(nods to Lily)  
Mein Fuhrer's orders...

SAM  
She used to 'pencil in' our playdates...  
(a beat)  
It's a shame. I look fine in a tux.

Sam's look suggests he's not given up, Chloe winks --

LILY  
(on the mic)  
Prom - May 18th, best night of your  
life! Buy your prom tickets! Also --  
party at Carrie's tomorrow night!

Lily points at Sam as she descends from the stage, he rolls  
his eyes at her. As she walks past Noah --

NOAH  
Hey Lily.

LILY  
Hey Noah --

Amelia and Rebecca walk up in make-shift yoga clothes but  
something catches Rebecca's eye --

REBECCA  
Backpack --

She runs off and gets deep in hair-twirling conversation with  
JOHN BEMIS, 24, the nerdy, elbow-patched teacher --

SAM  
Got to go find Jared a nice young  
prom date to take his virginity...

Jared punches Sam on the shoulder.

JARED  
Dude.

LILY  
Don't worry, J, at least you won't  
be blossoming into manhood in a  
Taco Bell parking lot with the help  
of your Dad's Zumba instructor.

Jared and Lily pound fists.

SAM  
Whatever, Beverly was gentle and  
informative and I have no regrets.

JARED  
See you fools tomorrow.

LILY  
Peace.

AMELIA  
(calls out)  
Rebecca! Let's go!

Rebecca trots over, the four move toward their cars. Lily and Chloe throw their backpacks in the car. A large brown bong wearing a red tie sits amongst the clutter.

CHLOE  
You should hide Donkey Bong better.

LILY  
We need him around. It's his last days of high school, too.

The girls move into their respective cars --

**INT. AMELIA'S CAR - DAY**

Amelia sucks down a cigarette while texting. She turns down The Fugees "Ready or Not" as her phone rings. Rebecca sits in the passenger seat, an unlit cigarette hangs from her mouth as she contemplates the world.

AMELIA  
Hello. Yeah, Father, how are you?  
(a beat)  
Divorce meeting tomorrow, remember?  
(into phone, yelling)  
Well, Dad, why don't you call her!?  
All right, Dad, See you TOMORROW.

Amelia throws her phone, lights the cigarette in Rebecca's mouth. Amelia's phone buzzes - Text from: Dad - "Your mother is a bitch." Amelia starts to type, Rebecca grabs it --

REBECCA  
Everything okay?

AMELIA  
You know what's fun? Planning two birthday dinners and two graduation dinners, I swear to fucking god I'm gonna have to have two weddings --

REBECCA  
But you'll get two blenders?

Amelia tosses her cigarette --

AMELIA  
What were you talking to Mr. Bemis about?

REBECCA  
I gave a great Kant Presentation -- then found this in my locker --

Rebecca pulls out a piece of notebook paper --

AMELIA  
"I KANT stand this KUNT."  
That's actually pretty clever.

Rebecca shoots her a look --

REBECCA  
Well, Mr. Bemis said my unpacking  
of Kant's third formulation of the  
categorical imperative was  
enlightened --

AMELIA  
He meant your unpacking of his  
dick.

Rebecca looks off, dreamily. Amelia pulls a fast turn --

REBECCA  
Woah, Tokyo Drift!

CUT TO:

**INT. DRUG DEALER'S APARTMENT - AFTERNOON**

BIFF, 20s, a mullet, stands in front of a row of packed bongs. Chloe steps up to the bong as Biff shows his weed jars, the bubbling of her hit underscores his weed 'menu' --

BIFF  
I got that that NorCal PurpSkerp,  
way danker nugs than the OG, Pluto  
Sativa, you'll feel like a trans-  
neptunian object, Stawberry Cough,  
or that Barrack O'bubba Kush I know  
you're political and shit --

CHLOE  
Get some Cough --

BIFF  
(sad)  
Your bro's favorite, too.

Chloe shakes her head and goes back to her hit --

LILY  
Quad Dinosaur and Eighth of Cough.  
Maybe a little sample salad of the  
rest, for your favorite stones?

Lily hands him a stack of cash.

BIFF  
 I'll throw in some oils and  
 Listerine strips. You'll dig.

Chloe exhales a huge cloud of smoke, enveloping Biff and  
 Lily. Biff is in awe of Chloe --

CUT TO:

**EXT. LILY'S BACKYARD - LATE AFTERNOON**

Lush green plants, cascading Bougainville. Four well-used  
 deck chairs sit poolside. The girls pass around a joint.

LILY  
 Okay -- Highs and lows?

They all stumble to recall their days --

LILY (CONT'D)  
 I'll go first -- high would have to  
 be prom-planning and, lows, well --  
 Only having two more weeks in high  
 school with you guys.

AMELIA  
 Becks' high was eye-fucking Mr.  
 Bemis for 30 full seconds --

Lily tries to high-five Rebecca, she's busy with a rebuttal --

REBECCA  
 And Amelia's high was pose banging  
 Aaron Jakes' in yoga.  
 (gets into cat/cow)  
 'How does this back arch look?'  
 (mimes a blow job)  
 'How bout this?'

Rebecca bows, Amelia shoots her a look --

LILY  
 Dude, Aaron Jakes? The sophomore  
 who wears the puka shell necklace?

CHLOE  
 Have his balls even dropped yet?

AMELIA  
 Yes --

CHLOE  
 Into your mouth?

AMELIA

Accidently. He could be fun for  
prom...

LILY

(suggestive)

Have you guys given any thought to  
going to prom together? Just the  
girls...

AMELIA

Eh, I want a real date. I mean, one  
with a penis.

LILY

(hopeful)

There'll be plenty of guys to  
satisfy us at After Prom.

AMELIA

Sorry, Slutty B. Anthony. This  
isn't just about girl power and  
getting laid. And if I recall, you  
had a prom date --

Lily gives a tense look to Amelia --

LILY

Ugh, fine, you guys are such girls.

Chloe exhales a hit --

CHLOE

(to Lily)

No, they're normal.

Rebecca holds the joint from its underbelly, smiling --

REBECCA

You think it's normal to invite Mr.  
Bemis to the graduation party here?

A frenzy of barking dogs -- JILL, 50s, Lily's mother, elegant  
in a perfectly tailored suit struts into the backyard --

JILL

What about a party here?

Rebecca drops the still-lit joint on the floor --

LILY

Graduation party. Don't worry, I'm  
planning the whole thing.

JILL

I'm sure you are -- how's  
Senioritis treating you girls?

LILY

School was great! Prom --

JILL

Who has a cigarette for me?

Amelia reaches into her pack and hands her one --

JILL (CONT'D)

This is a disgusting, terrible  
habit and I want you to quit.

Jill lights the cigarette, inhales, closes her eyes -- they  
stare at her coolness in awe -- she looks down at them --

JILL (CONT'D)

Little girls, not so little  
anymore.

Jill brushes back Lily's hair -- JAMES, 14, Lily's brother,  
brunette, some baby fat, in quasi-skater clothes, runs over --

JAMES

Yeah, now they're just a bunch of  
washed-up skanks.

LILY AND JILL

Excuse me?!

JAMES

Senior girls are washed up.

JILL

What does that make me?

JAMES

The most beautiful dinosaur I've  
ever seen.

James kisses his mom on the cheek.

JILL

I've got to get your sister -- give  
me some perfume --

Lily reaches in her purse and gives her mom the bottle --

LILY

She knows you smoke --

JILL

When you are a mother you'll understand the importance of keeping up appearances for your children -- and then slowly revealing all your flaws as they get old enough to handle it.

JAMES

I can't wait to be a mother.

Jill douses herself in perfume and leaves, James in tow. The girls resume the relaxed stance taken when an authority figure leaves inebriated teenagers --

**INT. LILY'S ROOM - LATER**

Lily sits amidst photos of the girls, elementary through high school, making a collage. Nate Dogg's "Never Leave me Alone" plays from Lily's computer. Jill, pajama-clad, bursts in --

JILL

I fucking hate Fox News. I fucking hate them. You know what I want to say to them: 'Blow me! Blo-ww me!'

Jill plops on Lily's bed and Lily laughs and shakes her head.

JILL (CONT'D)

Are you making a ransom note?

LILY

(refocused on cutting)  
It's for the girls.

Jill picks up a photo from elementary school --

JILL

Look at how cute you all are! It makes me sick.

(a beat)

And then how skanky you were.

LILY

Fifteen's rough.

JILL

How's everyone?

LILY

Good. Excited. Chloe's still waiting to hear from NYU, so that's a bummer.

(a beat)

(MORE)

LILY (CONT'D)

Speaking of which, you think you  
can make those calls to your guy at  
NYU, it's down to the wire.

JILL

Wasn't she feeling good about UCSB?

LILY

(pleasantly assured)

Us going to school together, near  
each other, it's part of the plan.

JILL

My little cruise director --  
'plans' don't -- it's just, people  
change, especially in college --

LILY

(prescriptive)

I think this obsession with college  
is unhealthy -- people treat high  
school like it's this waiting room  
for life. But it is life.

Jill's moved on, noticing a legal pad on the side table --

JILL

(reaching for it)

What's this you're writing?

LILY

(nodding to the pad)

For Clo. Tomorrow's Thomas'  
birthday - He'd be 19. I just want  
us to talk about it -- but I've got  
some nice things planned and --

JILL

Do you want to talk about it?

LILY

I'm...fine. But she's...so strong.  
I just want to be there for her.

Lily sighs, Jill strokes her hair back --

JILL

It'll be a hard day. I'll make sure  
to call Lorraine --

(a beat)

Now may I have some weed please?

**INT. CHLOE'S HOUSE - MORNING**

POV Chloe, walking downstairs, headphones in -- 2Pac's "I Ain't Mad at Cha." She pauses at the fridge -- a letter "UCSB Pre-Frosh Orientation Weekend - May 18th." Her DAD, tall, blonde, hands her breakfast. He's chipper in a sad way --

DAD  
Made it special for you today  
sweetheart.

She takes the food, pulls down her headphones.

CHLOE  
Sorry, what?

DAD  
You seen your mom?

Chloe moves to the hall as her dad returns to the dishes.

**INT. CHLOE'S HOUSE - THOMAS' BEDROOM - MORNING**

Chloe opens the door. It's untouched - a drum set, baseball trophies. Her mom, Lorraine lies quietly crying on his bed.

Chloe lies beside her mother. Lorraine wraps a tight arm around her. For a few moments, just silence and tears. Then --

LORRAINE  
I thought I might wash them today.

CHLOE  
You don't have to.

LORRAINE  
I know.

Chloe kisses her as she rises. Lorraine holds Chloe's hand --

CHLOE  
I gotta go to school now, ma.

LORRAINE  
I know.

**EXT. CHLOE'S HOUSE - MORNING**

Chloe walks to the mailbox. She opens it, spotting the edge of a large purple NYU envelope. As Lily walks the driveway, carrying coffee and flowers, Chloe slides the mail in her bag. Chloe meets Lily in front of Thomas' beat-up, rusty car.

CHLOE  
What's all this?

LILY  
Flowers for your parents. Coffee  
for you -- how you feeling?

CHLOE  
Fine, Dr. Phil, thanks.

LILY  
Dude, today's hard, it's okay to  
feel sad.

Chloe sips her coffee, looks her bag, eyeing the envelope --

LILY (CONT'D)  
Can we sit for a sec?

They sit on the steps, Lily pulls out the legal pad pages --

CHLOE  
Did you write me a poem?

LILY  
Sort of. It's bad, I just wanted to  
do -- Can I read you a little?

Chloe nods --

LILY (CONT'D)  
The leather had grown faded and  
wrinkled from no sunscreen. The  
speakers with something on the tips  
of their tongues, waiting for power  
to amplify sound.

Lily looks up at Chloe, then the driveway --

LILY (CONT'D)  
The lighters reminisced about being  
held, resigned to the lonely abyss  
between seats. When the wind blew  
the moonroof cringed, his smell  
escaping. The trimmers in the shed  
looked on, thinking selfishly that  
after years of neglect they might  
be of use, cutting off the vines  
that had grown on the rusty car.

CHLOE  
Lil --

LILY  
I'm almost finished --

CHLOE  
(shaking her head)  
I'm done. I don't care about what  
the 'trimmers' think. I don't want  
to hear some free association about  
my brother's car --

LILY  
I knew this was shitty. I just  
thought...maybe today --

CHLOE  
He wasn't here yesterday. He isn't  
going to be here tomorrow. Today  
isn't special.

LILY  
Yeah, of course, I'm so sorry.

Lily starts to put away the piece of writing --

CHLOE  
That's for me, right?

LILY  
Well...it was. But clearly --

CHLOE  
I want to read it, just not...now.

Chloe extends her hand. Lily reluctantly hands her the pages.

LILY  
We can stay in tonight, hang out.  
We don't have to go to Carrie's.

Chloe stands up and walks towards Lily's car --

CHLOE  
No, dude. I want to go out and get  
fucked up.

Lily follows behind her, walking quickly to meet her --

**INT. PRINCIPAL'S OFFICE - MORNING**

JERRY, 60s, tall, blonde shaggy hair, sits at his desk.  
Musical instruments and pictures of kids pepper his office.  
Lily walks in with the ease and comfort of habit --

LILY

Morning, Jerry, what's doin --

JERRY

Just dealing with --

Jerry motions a 'swing it like a helicopter' above his head --

JERRY (CONT'D)

-- helicopter parents --

(reading from the screen)

'Hi, I'm Tina Bound, parent of Sky  
Bound, I'm curious about where we  
should place value -- S.A.T.s,  
A.C.T.s, A.P.s, G.P.A.s, E.X.C.R.s'

LILY

How about they place value on their  
kid's happiness?

Lily takes a seat on his couch and pulls out her notebook.

JERRY

How you doing?

LILY

I'm great.

JERRY

You've seemed a little 'wound-up'  
lately?

LILY

Wound-up is my default. So I wanted  
to go over some things for prom  
before student council --

JERRY

Me too.

LILY

Tom from the tablecloth rentals  
place quit busting balls on prices?

JERRY

I want to talk about delegating.

Lily cringes at the word --

LILY

(crack addict like)

Don't do this to me, Jerry. It gets  
done faster and better when I do  
it. You know I'm good for it.

JERRY

You've got to share this process  
with Student Council. Especially  
Noah --'cause it looks like he'll  
be taking over next year.

As if having an allergic reaction to talk of the future --

LILY

(running out)

Next year? I don't live in the  
future! No day but today!

**INT. BIOLOGY ROOM - SCHOOL - DAY**

Chloe sits in a beanbag chair next to Sam. She stares off  
while Guy, the hippie science teacher, riffs.

GUY

My buddy was in jail at San  
Quentin. He was jonesing for some  
blow. In those days I had a pretty  
good arm. So I loaded up a tennis  
ball with grade A quality snow,  
hurled it over the wall. Worked  
great. Let's get these drug  
presentations started! PCP?

Sam tries to get Chloe's attention to make a joke, but she's  
somewhere else. She gets up, approaches Guy's desk --

CHLOE

I have to use the bathroom.

GUY

Can it wait?

CHLOE

You want blood on that beanbag?

He nods, not adjusting his volume to consider privacy --

GUY

Menstruation is a miracle, I'm  
jealous I can't experience it. Take  
your time.

(a beat)

Okay, who's up? Angel dust?

**EXT. BIOLOGY ROOM - SCHOOL - DAY**

Chloe past the bathroom, out the doors that lead outside.

**EXT. ATHLETIC FIELDS - SCHOOL - DAY**

Chloe approaches a bench. She sits, running her fingers over a plaque "In loving memory of Thomas Daniels, 1988-2006." She takes out her flip cell phone, and puts it on speaker --

THOMAS' VOICE

Yo, Clo, still at Lil's? Swinging by to get you girls in thirty. But I'm only driving you to this party if you dress like nuns. K. Love you. Call you when I'm outside.

Chloe pushes play again --

THOMAS' VOICE (CONT'D)

Yo, Clo. You still at Lil's? --

**EXT. STUDENT COUNCIL - DAY**

Students file in as Lily makes some notes outside the classroom. A shadow blocks her light -- it's Noah --

NOAH

Man, am I excited to hear what's in store for Prom --

Lily smirks at him, gathers her stuff, stands up. Noah looks like Thomas, but with blue eye. His muscular arms protrude out of his T-shirt, she trails up to his luscious lips --

NOAH (CONT'D)

We ought to get in there.

**INT. STUDENT COUNCIL - DAY**

Lily stands in front, students sit at desks, Jerry plays harmonica in the back. On the board is 'Senior Send Off Sports Bonanza' and 'PROM.'

LILY

So, Jerry'll give an announcement, then it'll be girls soccer, led by yours truly, boys soccer, though I object to that order. Okay? Onto PROM. No more of too-cool-for-school shit. The real question is: are you cool enough for school?

She's lost her audience --

LILY (CONT'D)

I need your guys' help on this.  
Noah, check rates at these catering  
companies. Make sure we got a deal?

Lily hands him a piece of paper --

LILY (CONT'D)

Try Alphonso at Cafe Food. Call if  
you need help, or I can just do it.

Jerry's harmonica crescendos as he shoots a look at Lily --

JERRY

Noah -- do you have some agenda  
items you'd like to address?

Noah walks to the front of the class, standing next to Lily --  
He motions to the seat. Lily rolls her eyes and sits --

NOAH

There's a lot to do for Prom, but  
the important thing is your date.

Noah pulls a ukulele from desk. He plays Oasis "Wonderwall" --

LILY

What's going on?

Noah's singing Marvin Gaye's Sexual Healing -- a mash up.  
Lily cringes. The SC kids are harmonizing --

NOAH

(singing)

...and when I get that feeling, I  
want sexual healing...

A kid pulls out a stand-up bass, playing Wonderwall...

NOAH (CONT'D)

And maybeeee, you're gonna wanna  
prom date me, after all, I'm kind  
of cute and tall...

LILY

(camp counselor-y)

Okay, wow -- that was great!

NOAH

Lily, will you be my prom date?

LILY  
(to the whole group)  
Maybe you guys should perform at  
prom! Scheduling email coming  
tonight! Meeting adjourned.

The kids pack up, happy with their performance. Jerry  
harmonicas out of the room. Noah stares at Lily --

NOAH  
I know I'm no Heath Ledger, but --

LILY  
Prom is my prom date -- and it  
should be yours, too.

Lily marches out of the room, leaving a dejected Noah.

**EXT. BASEBALL FIELD - SCHOOL - DAY**

Chloe lays on the bench, eyes closed. Sam approaches carrying  
two backpacks. He sets Chloe's down.

SAM  
Took the liberty.

Chloe sits up in a daze.

CHLOE  
Class already over?

SAM  
Excellent presentation. I want to  
sherm my face off.

He sits down beside her.

CHLOE  
How'd you know I was out here?

SAM  
You weren't in the bathroom, or  
Lil's car. Hard day?

Chloe half nods. She pulls Thomas' pipe out of her backpack.  
He smiles and pulls out a small stash. They pack the pipe --

SAM (CONT'D)  
To Thomas, who showed us you could  
be smart, athletic, and high all at  
the same time.

A genuine laugh escapes Chloe as Sam passes her the pipe.

SAM (CONT'D)  
Where's Lily?

CHLOE  
You know...saving the world, one  
prom at a time.

He half laughs, takes another hit. He's nervous --

SAM  
Speaking of prom...

Chloe tries not to smile --

SAM (CONT'D)  
I was worried you might think I was  
just fucking around earlier --

She shakes her head.

CHLOE  
Except shit -- well, I might have  
this prefrosh thing that weekend.

SAM  
(playing it cool)  
Oh, that's chill.

Chloe shakes her head solemnly, with confusion --

CHLOE  
I haven't decided if I'm going. But  
if I don't, I'd love to go to prom  
with you.

Chloe gets a call - "Lily."

CHLOE (CONT'D)  
Yo.  
(a beat)  
Be right there.

As Chloe answers -- TLC's "Creep" comes on -- POV Bird's Eye - Chloe and Sam walk toward Lily's car, past the Alley, where the PLT Dance Troupe performs -- they wear the silk pajamas and do the dance from the 'Creep' video.

**INT. LILY'S CAR - AFTERNOON**

Lily and Chloe wait for Rebecca down the street --

LILY  
...I mean, Dude, a ukulele mash-up!? Have some self-respect!

CHLOE

He planned the whole thing though --  
pretty fucking cute.

LILY

He should have spent his time  
planning Prom instead of that pussy-  
ass way of asking me.

CHLOE

So you're not gonna go with him?

LILY

(overcompensating)

Um, excuse me, I'm not going to  
Prom with that twink.

CHLOE

Most girls would kill to have a guy  
ask them like that.

(a beat, quiet)

Just because he's not Thomas...

Lily takes Chloe's hand, about to speak, as Rebecca gets in.

REBECCA

I just had a serious Craft moment.

LILY

(getting it together)

You play "Light as a feather, stiff  
as a board"? I love that game --

Lily puts the car in drive --

REBECCA

So I'm sitting in the library...

FLASH CUT TO:

**INT. LIBRARY - PATH LESS TAKEN - DAY**

Rebecca sits at a desk studying. A kid takes a pile of books  
from a shelf -- he makes a pillow with them and begins  
snoring. Rebecca rolls her eyes. Then, Mr. Bemis walks in to  
"Mrs. Robinson." His sweater vest has croissant flakes on it -  
- this make Rebecca tingle. He approaches her table --

MR. BEMIS

Hey Rebecca --

He picks up a book "Kant's Critique of Pure Reason."

MR. BEMIS (CONT'D)  
Some light reading I see.

Rebecca blushes --

REBECCA  
Just don't want to get off my game.

MR. BEMIS  
Sometimes in life, there is no  
reason. And there's nothing pure  
about it.

Rebecca begins to sweat --

REBECCA  
What're you doing here?

MR. BEMIS  
Took over some library shifts.  
Really trying to finish my  
terrarium -- spider stuff is  
weirdly expensive.

Mr. Bemis winks as he sits. He applies return card sleeves to the inside of books seductively, staring at her. Each slam of his palm to flatten the sticky side's a thrust deep in her heart, building to a climax with the snoring kid. Rebecca's ready to be overtaken by pleasure. She moves to the bathroom.

**INT. BATHROOM - CONTINUOUS**

Rebecca closes the door, looks under the stall, puts her hand down her pants and starts masturbating --

FLASH SHOTS - Rebecca's Fantasy -- Mr. Bemis, shirtless, with a small patch of chest hair, throwing papers up around him -- Kant makes it rain from a stack of hundreds next to Notorious B.I.G. INTERCUT with Rebecca's nearly O face --

She slams the plastic door of the stall and breathes deeply. She sighs and shakes her head, pulling up her pants. She exits the stall and washes her hands -- A GOTH GIRL, 17, exits the stall next to her, staring at her in the mirror.

GOTH GIRL  
Hey.

REBECCA  
(small talky, embarrassed)  
What's up? Warm enough for you?

GOTH GIRL  
 You ever masturbated to completion  
 next to a total stranger before?

Rebecca considers her --

REBECCA  
 Have you?

GOTH GIRL  
 Only on Tuesdays.

The Goth Girl shakes out her hands --

GOTH GIRL (CONT'D)  
 Bemis is hot, but in my fantasy  
 it's Gore Vidal and Trent Reznor.

She adjusts her black mesh arm warmers, exits a shocked  
 Rebecca.

FLASH CUT TO:

**EXT. AMELIA'S HOUSE - EVENING**

Amelia's Audi's in the driveway, a gold Corolla's parked out  
 front. Lily pulls up blasting "I Get Around" by 2Pac.

CHLOE (O.C.)  
 So she just knew you were  
 masturbating?

REBECCA (O.C.)  
 She knew who I was fantasizing  
 about...

The girls get out of the car --

LILY  
 Masturbating a great burst of  
 energy. A caffeine shot for women.  
 Totally focuses and relaxes you.

CHLOE  
 I'm never holding your hand again.

**INT. AMELIA'S HOUSE - CONTINUOUS**

The girls enter an echoing white hallway. A green apple  
 Magritte hangs on the wall. ROSA, 40s, the house-keeper,  
 works in the kitchen --

LILY/GIRLS  
 Hey Rosa!

ROSA  
Ello, bellas! Want some prosciutto?

LILY  
No thanks, we brought you an iced  
coffee.

Lily hands her the iced coffee, Rosa looks at it strangely.

ROSA  
Oh, thank you.

Rosa takes the iced coffee and puts it in the microwave. On the fridge is a photo of all the girls dressed as Spice Girls from 5th grade Halloween - Rosa is dressed as Scary Spice. The girls move towards Amelia's room.

TIME CUT TO:

**INT. AMELIA'S ROOM - NIGHT**

Destiny's Child blasts. Chloe straightens her hair, Amelia applies make-up. Rebecca, in grannie panties, a bra, and Dunks, decides between dresses. Amelia gets a text.

AMELIA  
If you sent a sexy pic, and you get  
back "O period K period" what do  
you respond?

Lily grabs the phone from her --

LILY  
Aaron Jakes is a douche.

REBECCA  
Have you seen him again?

AMELIA  
I've only gone over to his house,  
late night, a few times. Young boy  
throw down. They do what you say.

LILY  
Yeah, unless they turn you down.

Amelia shoots her a look --

LILY (CONT'D)  
You're too good to even give him  
the chance.

CHLOE

Like Ice Berg Slim said: 'You can't need the pussy.'

AMELIA

Who's Ice Berg Slim?

LILY

A great American writer and renowned pimp.

AMELIA

Sounds like a type of diet salad.

REBECCA

So how'd the meeting go, Meils?

AMELIA

Divorce stuff sucks but it's just my Dad has all this money and refuses to give Rosa benefits. Then I see him and he gives me this.

She holds up a beautiful diamond bracelet.

AMELIA (CONT'D)

What kind of values do you have?

She tears up. The girls move into that protective group tableau brought upon by the presence of a friend's tears.

REBECCA

You should explain to him why it upsets you --

CHLOE

No, you can't. He's a dick. Might as well just enjoy the perks.

LILY

Just protect yourself from internalizing his shit, you can't --

CHLOE, REBECCA, AMELIA

'Derive self-worth from the behavior of others.'

CHLOE

We know, miss 'One Day at A Time.'

LILY

As the daughter of an absent father you learn a thing or two about self-esteem issues...

CHLOE  
Always the right catchphrase to  
explain it all away...

Lily and Chloe have a 'low-blow?-Sorry-I'm-not-Sorry' look exchange.

AMELIA  
I'm fine. It's all good, what is it  
Lil, 'good problems to have?'

Lily nods her head and puts her arm around Chloe --

LILY  
So, I have a little something --

Lily reaches into her massive purse and brings a single slice of carrot cake from the coffee shop with a candle --

LILY (CONT'D)  
It's Thomas' favorite. I thought  
it'd be nice to celebrate him...

Lily lights the candle, starts humming "Happy Birthday" --

LILY (CONT'D)  
(under her breath)  
Happy Birthday Dear Thomas...

The song ends. The flame dances. Lily holds it toward Chloe --

CHLOE  
Am I supposed to make a wish?

Lily shrugs, at a loss for words.

CHLOE (CONT'D)  
Fine. I wish he were still alive.

Chloe blows out the candle. Rebecca, breaking the awkwardness, takes a bite of cake.

REBECCA  
(full mouthed)  
To Thomas.

ROSA (O.S.)  
Taxi's here, bellas!

AMELIA  
All right then, let's put on some  
slutty dresses and get fucked up.

**INT. HUGE MANSION - NIGHT**

Juelz Santana "There it Go" blasts. The girls strut in.

**EXT. HUGE MANSION - BACKYARD - CONTINUOUS**

The girls survey the party -- a massive yard punctuated by a tennis court. They pour shots from a make shift bar --

LILY

(intense, to Chloe)

Let's get schwatsy faced! Want to take a shot? Or huff some glue?

CHLOE

Dude --

LILY

Bath salts? I'll get weird.

Lily puts her arm around Chloe to appraise the party --

CHLOE

I'm really all right. Go do rounds.

Amelia eyes a circle of skater pot-heads on the grass --

AMELIA

Let's grab that blunt from those Travises.

(to the boys)

Travis!

(a beat)

Alf doll incoming --

The girls move off, as CARRIE, tiny, very Jewish, walks up --

CARRIE

Are you having fun? You think I should make more bagel bites?

Carrie's holding a tray with two lonely bagel bites.

LILY

No such thing as too many Bagel Bites. I'll help you.

Carrie smiles, willing to allow her house to be destroyed for the brief interlude of acceptance. Lily follows her, looking off toward Chloe --

**INT. KITCHEN - LATER**

Lily and Carrie arrange bagel bites. A GIRL pukes in a vase of flowers -- Carrie's oblivious. The girl wipes her mouth.

LILY  
Beautiful discreet yuke, girl.

PUKING GIRL  
Not my first time at the rodeo.

Carrie puts the tray in the oven.

CARRIE  
15 minutes.

LILY  
Great, I'll lap and meet ya back.

Carrie beams as Lily wanders away.

CARRIE  
Friends...

**INT. LIBRARY - CONTINUOUS**

A kid 'plays' "Mario," the waiting Mario character jumps in his 'idle' stance. Lily notices MIKE, 18, tall, in a Catcher Varsity jacket perusing titles while waiting for the bathroom. From his periphery, he sees her watching --

MIKE  
A lot of Wagner biographies.

LILY  
Opera fans --

MIKE  
(still looking at books)  
Or anti-Semites --

Lily laughs. Mike just notices he's talking to a hot girl.

LILY  
You go to Catcher? What a bummer.

MIKE  
You a Path girl? I'm surprised you had time to come here between yoga and burning sage practice --

Mike's turn for the bathroom --

LILY  
Enjoy yourself.

Mike begrudgingly leaves her. A noise from the loft above --

NOAH  
(from the loft above)  
Pssst, Madame President --

Lily sighs, and climbs the ladder to the loft, Aaliyah's "Are You That Somebody?" plays on Noah's phone --

LILY  
Were you just waiting up  
here...with Aaliyah? Which  
admittedly means a lot --

NOAH  
I have an apology joint for you.

LILY  
What? No I should apologize, I was  
a bitch earlier, it was sweet --

NOAH  
I was excited, most guys look so  
cool on the uke. I didn't mean to  
embarrass you.

LILY  
I'm just not that kind of girl. And  
I already have dates...

NOAH  
I thought Prom was your date?

Noah sparks the joint --

LILY  
I think the girls and I might go  
together.

NOAH  
But who would they dance with  
during slow songs? You'll be  
running shit.

Lily thinks about Prom with Thomas, inhaling, contemplating --

NOAH (CONT'D)  
...I thought it might be nice for  
you to have someone to give you  
their jacket if you got cold...

LILY  
 (to herself)  
 Fuck, I'm a bitch.  
 (to Noah)  
 That would be nice, you are nice, I  
 just have a lot to do and --

Noah lays a deep passionate kiss on her --

NOAH  
 I'm not that nice...

LILY  
 Woah. That was --

Noah shushes her, and starts kissing her neck -- he's good. Lily closes her eyes, cranes her neck, the female sign for openness to further touching.

NOAH  
 You're a very powerful woman, but  
 you aren't very good at letting  
 people help you...

Her chest heaves as he traces her breasts with his  
 fingertips. He lays deep kiss on her, biting her lip --

LILY  
 Damn, tiger.

He slowly takes off his shirt, revealing impeccable abs --

LILY (CONT'D)  
 (Chris Farley voice)  
 The Spanish Armada...

He kisses her again as he takes off her shirt, they kiss --

LILY (CONT'D)  
 (snapping to)  
 Hold your horses. We got puking and  
 people and a party goin on, I'm  
here with my girls and there are  
 bagel bites in the oven!

NOAH  
 Well, I, uh...

He tries to kiss her, she moves away.

LILY  
 I don't hook up at night. It's  
 dark, you're probably drunk -- I  
 could be anyone to you.  
 (MORE)

LILY (CONT'D)  
 If you want to do this, come over  
 in the afternoon. It's my preferred  
 hook-up time -- better lighting.

She puts her number is his phone and adjusts her bra, as he  
 stares at her. She runs her fingers through his hair, his  
 eyes roll back. She climbs down, smiling as she disappears --

CUT TO:

**INT. BEDROOM - MANSION - CONTINUOUS**

Nas' "It Ain't Hard to Tell" plays as Amelia, Rebecca, and  
 Chloe sit next to Sam, Jared, 15 other kids passing an  
 inflated trash bag from a vaporizer. They're all tipsy, Chloe  
 moreso, but hides it well. Sam talks to Jared, but his hand  
 creeps over to hold Chloe's, the girls notice --

REBECCA  
 (re Sam and Chloe)  
 Prom king and queen material. If  
 that was still a thing.

AMELIA  
 (nodding to Aaron)  
 Meanwhile my only hope is over  
 there getting mouth chlamydia.

AARON JAKES, 16, makes out with a BLONDE GIRL, 15 --

CHLOE  
 Don't worry about that tiny  
 Tinkerbell cunt!

The vaporizer bag is passed to Amelia, she takes a big hit --

AMELIA  
 Better smoke all the west coast  
 weed we can now. That east coast  
 bud is some schwag-ass shit.

REBECCA  
 Yeah, but also I feel like we'll be  
 doing cool, brooding, winter drugs -  
 - like opium.

Chloe sits up, drunk, pensive --

AMELIA  
 What's up?

CHLOE  
 I need to tell you guys something --  
 I...got into NYU.

They throw their arms up in celebration - Chloe wilts.

REBECCA  
Clo - that's great! What's wrong?

CHLOE  
I'm not sure I want to be in New York. I think I want to go to UCSB. I can be close to my mom...

AMELIA  
Have you talked to Lil?

Chloe shrugs sadly. The girls are about to continue their line of questioning as Lily opens the door. Sam's put his arms around Chloe, who nuzzles into him, seemingly unaware of the intense PDA. Lily approaches them --

AMELIA (CONT'D)  
(to Lily, distracting)  
They attached a trash bag to a Volcano. It's amazing.

Lily takes a big inhale from the inflated bag. She passes it.

AMELIA (CONT'D)  
What happened to your lip?

LILY  
Younger boy throwdown.

REBECCA  
You fought a little boy?

Lily gives a 'sort-of' gesture, takes in the Chloe/Sam scene.

LILY  
I miss something?

Amelia and Rebecca shrug nervously. Rebecca stands up.

REBECCA  
Something feels bad in my vagina.

She leaves, walking funny, Lily's focused on Chloe, thinking she's just drunk, not wanting her to embarrass herself --

LILY  
(louder, to Chloe)  
I know I said that stuff about bath salts and getting weird, but maybe you're getting a little too weird?

Chloe turns to Lily, Sam interjects --

SAM  
 (drunk, proud)  
 Nothing weird about hanging with  
 your prom date - am I right?

Lily looks at Chloe skeptically. Sam, only half-aware --

SAM (CONT'D)  
 Who has bath salts? That shit's not  
 cool, but maybe I could be down.

KID AT PARTY (O.S.)  
 COPS! Cops with dogs!!

Everyone scrambles, picking up various paraphernalia. The girls move down the hall, towards the back stairs.

LILY  
 Becks! Where's Becks??

**INT. BATHROOM - CONTINUOUS**

Rebecca sits on the toilet, lets out a little fart, her stream begins. She pulls out her tampon. She's about to put in a new one -- confusion registers. She pulls out another tampon -- she's disgusted.

From the door on the other side of the bathroom, Amelia, Lily and Chloe stumble in like the three stooges --

LILY  
 Becks! Thank god we found you!  
 Cops! There are cops here!

REBECCA  
 I just pulled out two tampons.

LILY  
 Gross, dude.

CHLOE  
 How long were they in there? Were  
 there a bunch of strings?

AMELIA  
 (laughing)  
 Like a loom! Like a modern day  
 Penelope fending off suitors!

LILY  
 Come on, we gotta roll!

Rebecca pulls up her pants and the girls exit --

**INT. HUGE MANSION - CONTINUOUS**

A steady stream of drunk kids file out past two COPS --

COP #1

Get a move on. No more necking and blowing and huffing and fracking..?  
Is that what they call it?

COP #2

Yeah, well actually fracking's a really big problem in the Midwest.  
No more fragle-rocking in here!  
(whispers)  
My daughter loved that show.  
(yells)  
Everybody get the fuck out!

COP #1

Where are their parents? Or at least a housekeeper?

COP #2

These kids today have no supervision. No one's even home to tell them they look loaded when they walk in at 5am.  
(diagnosis)  
They're entitled, the surroundings reinforce their entitlement --

Lily, Amelia, Rebecca and Chloe are the last ones to leave.  
The Cops shines a light on their faces --

COP #1

Where you ladies going?

Rebecca looks scared, Chloe steps to the front, brazen --

CHLOE

My friend Rebecca here had two tampons inside her, and it was quite a struggle to get them out.

LILY

Maybe you have daughters? And you know how difficult tampons can be?

Cop #1 looks at Cop #2 --

COP #2

My daughter just turned 13. I spent an hour yelling "Just stick it up there" through the bathroom door.  
(MORE)

COP #2 (CONT'D)

Tampons.

(a beat)

Go ahead, girls, be safe.

LILY

Thank you, Officers.

The girls head out -- Lily turns back --

LILY (CONT'D)

There's a book called It's  
Perfectly Normal. Explains  
everything from Tampons to  
discharge. Check it out.

Lily winks at the Cops --

COP #1

That's the most times I've heard  
the word tampon. Ever.

**EXT. LILY'S BACKYARD - DAY**

Chloe, Rebecca sit in the sunshine. They wear bras to tan,  
Frank at their feet. Lily brings out coffees and croissants --  
Amelia follows her --

LILY

Croissants to soak up the poison  
rotting in your stomachs?

REBECCA

Mr. Bemis loves croissants...

AMELIA

I feel like your period is  
punctuated by two huge dumps, one  
at the beginning, one at the end.

Rebecca snaps out her agreement --

AMELIA (CONT'D)

Glad I won't get the curse at prom.

Lily sits next to Chloe, stroking back her hair --

LILY

Which you are going to with Sam,  
apparently? Subtle ditch, Judas.

Chloe puts her hand up to cover Lily's face --

CHLOE

Your face. I can't. Not now. Too hungover. Where's the tree?

AMELIA

I think we're Treeless in Seattle.

CHLOE

Not even One Tree Hill?

LILY

Nothing. All I've got is these weird weed Listerine strips.

REBECCA

Do those even work?

Lily takes the strips from her purse, hands them out.

LILY

We'll either have really fresh breath or be really high.

TIME CUT TO:

**EXT. LILY'S BACKYARD - AFTERNOON**

The empty containers of Listerine strips lay open, the girls in the throws of a deep trip. Amelia and Rebecca lie on pool floats in bras. Lily and Chloe sit, their feet in the pool.

LILY

I Am Legend is how it'll happen.  
Someone'll invent a cure for cancer  
and the vaccine'll make everyone a  
zombie brain-eater.

REBECCA

(a la Ron Burgundy)  
I am....Legend?

CHLOE

Okay: Would you rather have penises  
for fingers or vaginas for ears?

AMELIA

Do the fingers get hard?

CHLOE

Mm, yes.

AMELIA

You control when they get hard?

CHLOE

Pretty much your standard penises --

AMELIA

So unplanned wood isn't out of the question --

LILY

But you're stuck with half a chubby or can you whack off your fingers so you don't look like you have midget chode hands -- because that would be embarrassing.

REBECCA

You guys are such chauvinists: what about Ms. Vagina ears?

CHLOE

'Dude, what's wrong, you're bleeding out your ears.' 'No, it's just that time of the month.'

LILY

Gives ear plugs a whole new meaning.

CHLOE

Yeah, tampons.

REBECCA

With dick fingers you couldn't wear rings, but with vagina ears, earrings could be nice decoration.

LILY

What if you had dick fingers and vagina ears?

Lily leans her on her hand, miming inserting a penis finger into her vagina ear -- her eyes roll back in pleasure --

LILY (CONT'D)

I literally fucked my brains out -- Now I've got brains coming out my nose, jizz in my head, and I've still got to cook dinner. I'm thinking Hamburger Helper.

Olivia walks outside with Stella the dog. The girls cheer --

GIRLS

Liv! What's up! How are you?

Olivia's unaccustomed to the enthusiastic welcome. She sits --

OLIVIA  
I'm doing well. You all look tired.

REBECCA  
Couldn't be better, thanks --

AMELIA  
Liv, liv -- you're in sixth grade?

OLIVIA  
Yeah.

AMELIA  
Oh, sixth grade!

CHLOE  
The best fucking year!

OLIVIA  
I hope not.

Stella's sniffing at the Listerine strips - sticking out her tongue and picking up a few strips. She sneezes --

OLIVIA (CONT'D)  
No, Stella, no. Lil, I think Stella finished your breath strips.

Lily perks up -- Olivia picks up the empty containers.

LILY  
Oh no. Steeeeellllaaaaa!

OLIVIA  
You guys really like fresh breath.

Chloe looks Stella deep in the eyes and pets her --

CHLOE  
You're about to go on a journey.

OLIVIA  
Journey to where?

Chloe looks at Lily --

LILY  
Like the Native American Journey stuff you do in Sixth Grade.

OLIVIA

I hate that stuff. Our teachers  
give us these stupid names: Wet  
Beaver or Morning Wood --

Lily stares Stella deep in the eyes, Frank sits next to her --

LILY

How you feeling girl?

STELLA THE DOG

Tripping balls. Huge, sweaty balls.

Stella lifts up one foot to move, sways a little. Her eyes  
are totally bloodshot. Her tongue hangs out of her mouth.

FRANK THE DOG

You're gonna get through this.  
We're just a bunch of people who  
love ya like crazy.

LILY

(whispering)

Her breathe smells like someone  
hotboxed a toothpaste factory.

They all crack up -- except Lily, who's stern and concerned.

CHLOE

It might not seem funny to you now,  
but it really is.

Chloe gets a text -- she sighs --

CHLOE (CONT'D)

It's my mom. Something about the  
car, I got to roll --

LILY

I'll come over later?

CHLOE

Dude, you have to deal with this.

TIME CUT TO:

**INT. KITCHEN - AMELIA'S HOUSE - MORNING**

Amelia sits on the counter with OJ and a Champagne bottle.

AMELIA

(operatic singing)

Glug, glug, glug, in my glass, then  
my stomach and I will piss you out!

Rosa, the house-keeper, enters --

ROSA  
No school Miss Amelia? More cramps?

AMELIA  
No, Rosa, my great-grandmother  
passed away. My mom BBM'ed me.

ROSA  
Dios mio. I'm sorry.

AMELIA  
Yeah, me too. I mean, she was a  
real bitch, but it's still sad.

Amelia finishes her glass, reflects --

AMELIA (CONT'D)  
Do people just keep dying Rosa?

ROSA  
I'm afraid they do. That's why you  
must live fully everyday.

Amelia contemplates her glass --

AMELIA  
Do you live fully everyday? Here?

ROSA  
Our circumstances may be different  
'Melia, but time is the secret  
subject of both our stories.

Rosa approaches Amelia and places her finger on her lips --

ROSA (CONT'D)  
But we must never say its name --

AMELIA  
(a beat)  
You're right, fuck Aaron Jakes.

Amelia hugs Rosa tightly --

TIME CUT TO:

**EXT. SCHOOL ALLEY WAY - DAY**

Lily stands behind a table under a banner "PROM TICKETS" --  
kids approach sporadically -- Noah stands at the other end of  
the Alley, selling tickets, waving at Lily --

LILY

Prom tickets! Biggest event of high school! Just \$15!

Sam stands besides her, under a makeshift sign - "After Party Tickets" -- the line is much longer. Sam looks at his phone --

SAM

Oh. You want tickets? \$40 a piece.

Lily shakes her head at him --

LILY

This is bullshit -- why do they all want your tickets?

SAM

After Party's more important than prom. Prom's an excuse for girls to get fancy dresses and fake tans.

Sam sees he's hurt Lily's feelings --

SAM (CONT'D)

And to make memories in a beautiful atmosphere expertly created by dedicated student council members.

She rolls her eyes --

SAM (CONT'D)

You care too much. They smell it.

LILY

Wanting people to have a good time and be happy is a bad thing?

SAM

No -- it's just that letting people have a good time is better.

Lily considers Sam, after a beat.

LILY

(a little pissed)

It's fine that you asked Chloe to Prom, but you should have talked to me first. What about bro code?

SAM

I'm sorry. I didn't want to upset --

LILY

Whatever, it's cool, man. I mean, I  
guess if she won't go with me,  
you're the next best thing...

SAM

We good?

They 'bro hug,' Amelia stumbles over to them --

LILY

Meils, you okay?

AMELIA

Came to give that little shit a  
piece of my mind.

SAM

(Midnight Express)

Oh, Billy.

AMELIA

No, not Billy - Aaron Jakes. You  
know the little taint-troll?

LILY

I got to take this one home --

Lily gets a text from 'Liv: SOS pick me up!'

LILY (CONT'D)

Shit, we got to get Liv.

**INT. LILY'S CAR - CONTINUOUS**

Lily and Amelia see Olivia crying on the curb. Amelia  
struggles into the backseat, Olivia gets in the front.

LILY

Liv, what's going on?

Lily starts to drive them home --

OLIVIA

(sobbing)

I got in trouble because James  
wrote something really gross in my  
paper on governments!

LILY

What?

OLIVIA

James, he must of, gone on the computer when it was up --

LILY

What'd it say?

Olivia looks at her --

OLIVIA

In the paragraph on oligarchies it said, "I like to sneak in and watch my dad take showers."

Lily bursts into laughter --

OLIVIA (CONT'D)

It's not funny!

Lily strokes her hair back, Olivia shakes off her hand. Amelia, stretched out in the back, makes drunk-girl noises.

OLIVIA (CONT'D)

He's so mean -- it really hurts me.

Amelia shoots up for a second --

AMELIA

Yeah, Aaron Jakes just can't keep doing this to so many good women.

Lily signals to ignore her, Amelia collapses back down --

LILY

Older brothers are gonna make fun of you. But by doing that, they make the world a less scary place. When people are shitty to you, it'll roll off your back --

OLIVIA

You don't have an older brother.

LILY

Thomas was like an older brother --

OLIVIA

He loved you and showed it --

LILY

But he gave Chloe hell and isn't she the strongest person you know?

Olivia takes in the comparison --

LILY (CONT'D)  
James still sees you as a kid.  
Soon, you'll become friends.  
(a beat)  
And you have to admit, 'I like to  
sneak in and watch my dad take  
showers' is pretty funny -

Amelia pops up --

AMELIA  
I DO NOT! That was one time! OKAY?!  
Who told you guys about that?

Olivia and Lily laugh together, Lily pulls in the driveway --

LILY  
Liv, I'll meet you inside. I'll  
talk to James, okay?

Olivia heads inside. Amelia climbs in front, head first.

AMELIA  
Fuck, I want some froyo.

Lily looks at Amelia, still drunk --

LILY  
Meils, do you think we're fucked up  
because of our fucked up  
relationships with our dads?

AMELIA  
You don't have a relationship with  
your dad.

LILY  
You know what I mean.

AMELIA  
Everybody's dad screws them up.  
When I see my dad, it's like fuck  
you. But I still want to see him.

LILY  
I never expected anything from my  
dad, so I've never felt let down. I  
can't, I don't want to rely on a  
man. I have you guys.

AMELIA  
Eventually someone'll be worth  
relying on, until then, we still  
need to get laid...right?

Lily nods and smiles -- they pull up to Amelia's house --

LILY  
See you at the game?

AMELIA  
Better bet your wooden nickel.

LILY  
Have Rosa drive you, yeah?

Amelia nods --

AMELIA  
Rosa's reliable.

Amelia gets out of the car --

AMELIA (CONT'D)  
Love you.

LILY  
Love you, too.

**INT. JAMES' ROOM - WEIL HOUSE - EVENING**

The sounds of "Call of Duty" blast from the TV. James sits, transfixed. Lily enters, he doesn't lookup from the screen --

LILY  
Dickwad, can we talk for a second?

James does not look at her --

LILY (CONT'D)  
Your little essay addition. You have anything to say about that?

James lifts up his ass cheek and lets out a massive fart --

LILY (CONT'D)  
Ughh. That's repulsive.

The second wave of smell hits her.

LILY (CONT'D)  
Dear god, it smells like you ate tuna salad off Ke\$ha's asshole --

James cracks a smile but doesn't look at her -- she leans down and rips the game console cord from the wall.

JAMES

You know how many other peoples' games you just ruined? Abdul's going to be so pissed at me.

LILY

Cry me a fucking river, Leroy Jenkins -- this is serious.

JAMES

Why? It was a stupid joke. She isn't going to get in trouble --

LILY

You need to talk to her -- she needs you. We're the only other people in the world who know what we've been through --

James listens --

LILY (CONT'D)

And soon your friends are going to want to bang her and if you aren't nice to her, she'll probably do it.

James punches her arm --

JAMES

Don't talk about my baby sister fucking guys --

LILY

You talked about her peep-holeing her dad, in writing, to her teacher.

JAMES

It's even funnier, because we don't have a dad.

They laugh together. Lily gets a text from "Noah: Want to hang out a little before the big game?" Lily turns to leave.

JAMES (CONT'D)

Where you going?

Lily grabs "Leaves of Grass" from the shelf, hurling it --

LILY

Read a book --

## INT. LILY'S GUEST HOUSE - CONTINUOUS

Lily leads Noah into the sun-drenched Spanish hut. As she closes the door --

LILY  
How was your day?

Lily gets undressed under his answer --

NOAH  
Ken was a dick in Academic Journal.  
There's this freshman girl who does  
wear some pretty risque stuff, but  
he makes these weirdo comments  
about it, it's just schevvy --

LILY  
Some of these young male teachers --  
they leave high school and graduate  
college and come right back to high  
school and they just don't know how  
to handle themselves around  
burgeoning young women --

By this point she's in her bra and underwear, the afternoon light illuminating her golden skin --

NOAH  
You are very, burgeoning...

LILY  
I'll talk to him. If he has an  
issue he should have a female  
counselor speak with her.

Noah hasn't heard a word she's said --

LILY (CONT'D)  
You'd have missed all this in the  
dark, drunken stupor of a party.

He playfully throws her on the bed and lovingly kisses her all over, from her toes, up her shins and thighs, her hips, stomach. She takes off her bra, he kisses the curvature of her breast, runs his fingertips along it --

NOAH  
I swear to god there's a secret  
code to the universe in the angle  
of that curve, it's too perfect --

LILY  
Fibonacci's tit --

Noah kisses her neck as he slides his hand down to the top of her underwear --

NOAH  
May I take these off?

LILY  
Yes, so hot that you asked.

Noah starts fingering her, then moves to go down on her. As a few seconds, her eyes start to roll back --

LILY (CONT'D)  
(to herself)  
Fuck me.

NOAH  
Ay, ay, captain.

Lily laughs, spins him around so he lays on his back --

LILY  
First, reciprocity --

We can see Noah's face and torso and the top of Lily's bobbing head. He's going crazy --

LILY (CONT'D)  
(pausing for a moment)  
Look no hands!

She throws her hands up as her head keeps moving. He laughs. Lily reaches for a condom from the drawer --

NOAH  
Prepared --

As she puts it on him --

LILY  
Would you prefer a dental dam?

NOAH  
Do I have something in my teeth?

LILY  
No -- a --

NOAH  
I was kidding.

He kisses her passionately as he slides inside her --

CUT TO:

**INT. AUDI - AFTERNOON**

Noah shifts gears to "My Boo" by Ghost Town DJs, Lily rummages through her soccer bag in the back --

NOAH  
Man, Afternoon Delight is the best.  
(a beat)  
You are amazing --

He moves to hold Lily's hand, she scoots it away nonchalantly, grabbing her shin guards from her bag --

LILY  
Yeah, that was awesome. Now I'll have so much energy for the game.

NOAH  
Very utilitarian of you --  
(a beat)  
So I was thinking, some night, you might want to come over, have dinner with my parents, hang out.

Lily takes a deep breath, sighs, and takes Noah in --

LILY  
I'd love to meet your parents as a mentor, guidance figure in your life -- but they'll like me, you'll like that, and start liking me, that's bad news for everyone --

NOAH  
I already like you. I don't want to date you, you're leaving soon, and my crazy-ex would kill me and you --

LILY  
The skinny one from Catcher?

NOAH  
Yeah, Annie. You're playing her tonight. Be careful, she got wind of this and she's pissed.

LILY  
She farted and she pissed herself?  
Sounds like I can handle her.  
(a beat)  
Maybe we can talk about this later?  
Thanks for coming over.

She kisses him on the cheek. Noah is flummoxed as he watches her cross the field --

**EXT. SOCCER FIELD - DUSK**

The field lights switch on as Lily exits the car. Green turf glimmers under their glare. Lily runs along the field to the locker room, her cleats clacking against the concrete.

TIME CUT TO:

**EXT. SOCCER FIELD - CONTINUOUS**

Jerry runs out to the field and grabs the mic --

JERRY

The Senior-Send-Off: a reunion of every seasons' teams to challenge our rival Catcher, a chance to work toward a collective goal as the isolation of the modern world suffocates our souls. Seniors thank you for your time and love.

Jerry drops the mic, walks off the field. The captains, Lily and Chloe, and ANNIE, skinny blonde, meet the REF for the coin toss. The girl's shake hands -- Annie has spit in hers --

REF

Now we want a good clean game --

ANNIE

Might be tough with these messy skanks --

CHLOE

Excuse me?

REF

Call it.

The Ref flips the coin --

LILY

Heads.

ANNIE

You would.

CHLOE

What does that even mean?

REF

Heads it is.

LILY  
We'll take kick off.

Lily and Chloe run off, as does Annie --

CHLOE  
(re Annie)  
Is Chloe gonna have to choke a  
bitch?

LILY  
Let's choke them with our balls --

Chloe laughs. Lily and Chloe set up for their kick-off play.

LILY (CONT'D)  
Last time! Leave it all out there!

The whistle blows.

**EXT. SOCCER FIELD - NIGHT**

Montage: building plays, Chloe and Lily mark Catcher girls.

CHLOE  
(into the ear of her mark)  
Why don't you want to hold my hand?

LILY  
(singing to her mark)  
IIieIII, will always love youuu...

Chloe reaches her hand behind her mark --

CHLOE  
And that's my finger up your butt --

The Catcher girl pushes her down, the Ref's whistle blows --

CHLOE (CONT'D)  
(from the ground)  
After everything we had together...

Chloe sets up to take a free kick. It's perfectly timed for Lily to get a header, landing the ball in the net. Cheers erupt. The girls huddle -- Lily and Chloe in the center --

LILY  
Nailed it.

CHLOE  
What can I say, I give great head.

**EXT. SOCCER FIELD - CONTINUOUS**

Annie marks Lily, stepping hard on her toe --

ANNIE

You know he was over at my house  
last night --

Lily takes her in, trying to focus on the play --

LILY

Well, I'm a sharer --

ANNIE

Stay away from him, cock goblin.

Annie makes runs to goal, slide-tackling the goalie, scoring.  
As she gets up, Annie kicks the goalie in the stomach.

ANNIE (CONT'D)

(sarcastic)

Whoops, my bad.

The Catcher girls celebrate with a chest bump. Lily goes over  
to check on her goalie --

GOALIE

She cleated me in the ovaries --

LILY

Your kids'll be soccer players!

Lily runs off --

GOALIE

Or have Downs Syndrome.

Lily runs as the ball goes out of play. She looks at the  
clock, 45 seconds left, 1-1 game. Lily takes the throw-in.

Lily throws into Chloe, she heads it back. Lily's one on one  
with Annie, dribbling up the sideline. Lily Maradona's, Annie  
falls trying to keep up. An "ohhh" from the crowd --

Lily speeds to goal, Chloe's at dead center. Lily drops the  
ball at Chloe's feet, runs past her. Chloe fakes a shot,  
sending the goalie flying -- she taps it to Lily who chips it  
over the goalie's head. The crowd goes wild --

ANGLE ON -- Amelia and Rebecca, drunk soccer hooligans --

AMELIA AND REBECCA

Ole! Ole! Ole! Lil-y! Chl-oe!

ANGLE ON -- The field celebration. The Path Less Taken girls dance and cheer. Lily grabs Chloe and hugs her tight --

**EXT. WILD PARTY - NIGHT**

A hundred kids surround a lit pool. Smoke rises from each seating nook. Montell Jordan's "This is How We Do It" plays. Rebecca talks to a football player --

REBECCA

It's interesting your favorite movie's the Matrix, some say it was loosely based on Jean Baudrillard's Simulacra and Simulation -- though he himself refuted the comparison --

Amelia sits next to Aaron Jakes, playfully stroking his hair while humoring RONNIE, 17, a Ke\$ha-like, tattooed girl --

RONNIE

I just think you should be able to see your tattoos. That's why I don't get a face tattoo --

Aaron and Amelia exchange a look --

RONNIE (CONT'D)

Why I got this --

Ronnie displays a "CLASSY" tattooed inside her bottom lip.

AARON JAKES

That's very...artistic?

AMELIA

I get it.

RONNIE

I take irony really seriously.

**INT. WILD PARTY - LIVING ROOM - CONTINUOUS**

Chloe and Lily move inside. Noah and Annie scream at each other in the corner --

CHLOE

I can't believe what a raging bitch Noah's ex is --

Lily hides the embarrassment and jealousy she feels --

LILY

Guys like crazy girls. I can't get involved with that shit.

CHLOE

But he's sweet, Lil, might even  
make a good prom date...

LILY

I'm not playing "The Boy is Mine"  
the last week of my senior year.

Sam grabs Chloe's hand, signals to Jared to steal Rebecca  
from the football player and Amelia from Aaron Jakes --

SAM

You guys were amazing out there.

CHLOE

You know that moment when you know  
you aren't gonna be a professional  
athlete? I had mine tonight.

SAM

That moment comes later for black  
people, but yes, I get it.

Amelia and Rebecca join. Sam pulls out six Ecstasy tablets.

SAM (CONT'D)

Celebratory roll?

JARED

Drink plenty of water!

They pop the pills.

**INT. WILD PARTY - DANCE FLOOR - LATER**

They dance hard to "Grindin'" by Clipse. Chloe grabs Lily,  
miming "water." They walk to the kitchen.

**INT. WILD PARTY - KITCHEN - CONTINUOUS**

Lily takes a Brita from the fridge and pours it directly in  
her mouth, Chloe opens her mouth and Lily tries to aim the  
water, spilling a lot on Chloe's shirt --

CHLOE

That's amazing. On. my. skin.

LILY

It tastes like butter.

They catch their breath together, Chloe appraises Lily --

CHLOE

Shit, Lil, I need to tell you something.

LILY

You're gay? Called it!

CHLOE

There's this prefrosh thing at UCSB, it's this weekend.

LILY

It's prom - so fuck that, right?

Lily goes to give Chloe a high five -- Chloe looks dismayed --

CHLOE

I think I'm gonna go.

LILY

Why? You're not going there.

(a beat)

You're going to get into NYU.

CHLOE

I don't know if that's necessarily true, I mean so many people apply, and I don't know if I 100% want to go there.

LILY

What?

CHLOE

I just, I don't know what I want. And you're so sure of what you want for me or for us. Maybe it would be better if we had some time apart --

Lily stumbles back, losing her breath again. Sam approaches --

SAM

The kitchen is not tight. Too confined. So it's too tight. Too much granite -- let's dance?

CHLOE

(to Lily)

Dude, I'm sorry.

(Chloe holds Lily's face)

I love you, okay? So much - let's not fuck up our trip, talk about this tomorrow?

Lily communicates enough assuredness with her eyes for Chloe to move to the dance floor with Sam. Then, Lily breaks, shuffling to the bathroom, cutting a girl.

**INT. BATHROOM - CONTINUOUS**

Lily slams the door. She's looks at herself in the mirror, her eyes dilated like an animé character's --

LILY

She wants to be on her own. She's beyond all this now, beyond high school, beyond prom, beyond you.

(a beat)

No! You can't give up, explain how you feel, how you're going to make it work. When you said forever you meant it. This is your soulmate. You can't let her get away.

KID IN BATHTUB

That was beautiful.

Lily jumps --

LILY

Shit! I didn't see you there.

KID IN BATHTUB

I pissed myself. It was kind of warm. Now I'm here. Feels...right.

Lily moves out of the bathroom --

**INT. WILD PARTY - KITCHEN - CONTINUOUS**

Lily searches the party for Chloe -- Amelia whisper-flirts with Aaron Jakes on a chaise lounge, Rebecca sits on a football player's lap on the other side of the yard, Chloe makes out with Sam on the dance floor --

Lily touches her chest, feeling her heart beating so loud someone else could hear it. Ginuwine's "My Pony" plays. Mike, in Catcher gear, finishes a shot, appraises her state --

MIKE

Hey, you okay?

LILY

(eyes closed)

My heart's going to explode.

MIKE

What did you eat today? What hurts?

Her eyes open, recognizing Mike from the library at Carrie's.

LILY

I feel a physical pain in my chest,  
a raging fire in my stomach and a  
desire to kill someone and die at  
the same time.

MIKE

Are you allergic to gluten?

Lily cracks a smile --

MIKE (CONT'D)

I believe we've met. I'm Mike, from  
the Library...

Lily nods, he puts out his hand --

LILY

Lily.

(a beat)

Sorry for having a P.A.

Off Mike's blank stare --

LILY (CONT'D)

Panic attack.

MIKE

You don't have to say sorry for  
anything.

Lily stares him down, questioning his line --

MIKE (CONT'D)

Shit. Every time my friend says  
that it sounds so cool.

LILY

Every time?

MIKE

Girls apologize a lot.

(a beat, rambling)

Not that they should. It's just  
part of culture and gender norms...

(another beat)

Well - whatever you are upset  
about, I'm sure it's not worth it --

Lily doesn't respond to the platitude --

MIKE (CONT'D)  
Or maybe it is...

Mike takes another shot as Lily surveys the party once more, all of her girls in the throws of all-consuming passion, Noah and Annie are close-talking in the corner. She turns back to Mike making deep eye contact with him --

LILY  
All the gin joints in all the towns  
in the world, you walked into mine.

MIKE  
I think this is the beginning of a  
beautiful friendship...

LILY  
Do you maybe want to get some fresh  
air? Or go upstairs --

MIKE  
Yes.

She takes his hand --

**INT. WILD PARTY - BEDROOM - NIGHT**

Lily and Mike enter the dark room and make out against the back of the door. He throws her on the bed. Mike puts his wallet, cell phone and condoms on the bedside table.

LILY  
(through his kisses)  
I hope those are for a balloon  
party. We're not having sex.

Mike, holds her hands above her head, kisses her neck --

MIKE  
You're so sexy --

The white of her eyes glow as she feels if she likes it or not. He takes off her dress, kissing her body down her stomach and her hips - he goes down on her -- her eyes close in embarrassment and attempted pleasure --

MIKE (CONT'D)  
You're so wet --

After a few moments, Mike's back on top of her, planting a heavy kiss -- then, he's inside of her -

LILY  
No. That was tricky, come on, stop.

She halfheartedly tries to push him off -- contemplating the choice between struggling and resigning. Mike kisses her deeply -- his writhing, sweaty body overpowering her --

MIKE  
I'm almost finished, I'm gonna cum.

He lets out a sigh of satisfaction, falling onto her. She turns her head, finally able to breathe. Lily pushes him off, he rolls over, placated. Lily sits on the edge of the bed --

MIKE (CONT'D)  
Wow, that was amazing.

LILY  
Can I have my dress?

Mike hands her the dress, she sits with her back toward him.

MIKE  
Don't you want to cuddle?

Lily puts on her dress --

MIKE (CONT'D)  
(mocking)  
I feel so used.

Tears have welled in Lily's eyes, she sniffles -- Lily walks with her hand between her legs to the bathroom.

MIKE (CONT'D)  
I was kidding!

**INT. BATHROOM - CONTINUOUS**

Lily turns on the sink, sits on the toilet, pees, and wipes. She squints her eyes, trying to wrap her head around what just happened -- she flushes --

**INT. WILD PARTY - BERDOOM - CONTINUOUS**

Lily opens the bathroom door --

MIKE  
(embarrassed)  
Sorry it happened so fast...

Lily shakes her head, moves to the door --

MIKE (CONT'D)  
Hold on, wait!

**INT. WILD PARTY - NIGHT**

Lily stumbles out of the bedroom, wandering past people who look like people she knows, but none of them are her friends. Rejoining the party, Lily tries to hold it together --

**INT. WILD PARTY - DANCE FLOOR - CONTINUOUS**

Lily moves onto the dance floor, searching for her girls. She ducks down, spending a moment in the sea of legs, taking a deep breath. She lifts her face, rubbing her closed eyes.

**INT. TREEHOUSE - CONTINUOUS**

Chloe, Rebecca, Sam and Jared smoke in the lavish treehouse -- chandeliers, marble floors, glass windows --

REBECCA

This is like the Real Housewives of the Keebler Elves --

**INT. WILD PARTY - CONTINUOUS**

Lily's near panic. Alicia, frenemy from school, stops her --

ALICIA

You look really bad Lil - what's going on?

LILY

You seen Chloe, or Amelia or Becks?

ALICIA

I'm pretty sure they left. I saw them all walking outside. They didn't tell you?

Lily looks at her skeptically, tears in her eyes -- Lily walks away, Alicia hair flips away. Lily's looks at her phone -- dead. She moves to a phone in the kitchen.

**EXT. WILD PARTY - LATER**

Lily sits outside the mansion, crying. "Sapphire's Cab", a blue taxi, pulls up -- Souls of Mischief "Cab Fare" plays.

**INT. SAPPHIRE'S CAB - CONTINUOUS**

SAPPHIRE, a big woman (man in drag), drives. She wears a poker dealer's visor. Her car's covered with hula women --

SAPPHIRE

(turning to the backseat)

Pork dumpling, how ya doin?

Lily looks at the interior, covered in a glowing blue light --

LILY  
(pointing to the light)  
Wow, this is...sapphire, I get it.

SAPPHIRE  
Yep, Sapphire, because of my  
insanely blue eyes.

Lily takes in Sapphire's clearly mud brown eyes, and the seriousness of the driver's assertion -- she moves on --

LILY  
I'm headed to Moreno St.

Sapphire puts the cab in drive --

SAPPHIRE  
You have sad eyes, little deer.  
Who's wounded you in the woods?

Lily lets herself be vulnerable in the safe space of the cab.

LILY  
My friends ditched me and things  
got out of control with this guy.

SAPPHIRE  
You want me to call the cops? Or  
I've got a crow bar in the back --

LILY  
No, I mean, it was fine until, it  
wasn't. It happened fast, I wanted  
to get down but I didn't want --

SAPPHIRE  
The whole salami in your sandwich?

LILY  
(tearing up)  
I was trying to distract myself. I  
thought I made it clear...

SAPPHIRE  
There's no excuse for whatever this  
prick did, but you can't trust the  
world to understand you the way you  
understand yourself.

Lily bursts into sobbing tears --

SAPPHIRE (CONT'D)  
I didn't mean to over step. That  
wasn't a you're-wearing-a-short-  
skirt-and-asking-for-it thing.

LILY  
No, it's good advice. I just, don't  
know what I understand anymore.  
(a beat)  
The person I love most is leaving.

SAPPHIRE  
Motherfuckin' Love: even as he  
caresses your tenderest branches  
that quiver in the sun, he shakes  
your roots that cling to the earth.

LILY  
That's pretty.

SAPPHIRE  
A Lebanese guy wrote it. I fucked  
it up, but it means love's a bitch.

LILY  
A real bitch.

SAPPHIRE  
You've had a hard night. Cry it  
out, throw an egg against the wall.  
(a beat)  
But if you want this guy handled,  
on either side of the law --

Sapphire pulls up at the house, she hands Lily a card --

SAPPHIRE (CONT'D)  
Call me -- if you need anything.

**INT. WEIL HOUSE - KITCHEN - MORNING**

Lily drinks coffee. Jill enters, distracted by the newspaper.

JILL  
Morning baby. Where the girls?

LILY  
Guest house. After they stumbled in  
at 5am. We didn't go home together.

JILL  
You okay?

LILY

No. I don't know. Rough night.

JILL

I have good news. I spoke to Dan: Chloe's in. Waitlist people found out last week. He said she should've heard by now --

LILY

So she's in?

JILL

He said they'd spoke to all the deans about commitments from kids --

LILY

So she knows?

Lily, distraught and confused, moves to the backyard --

**EXT. LILY'S BACKYARD - EARLY AFTERNOON**

Lily sits on a lounge chair, staring forward, quietly stewing in anger. Rebecca and Chloe stumble out of the back house --

REBECCA

My face hurts.

They sit on the lounge chair next to Lily.

CHLOE

Sorry about the leaving confusion - we couldn't find you, then Alicia the Cunt said you'd already left --

Amelia walks out, sits, and covers her face with a sweater --

LILY

Yeah, what the fuck happened?

CHLOE

You left the dance floor - we were in the treehouse, then we couldn't find you, your phone was dead --

AMELIA

What happened to you? Or shall I say, who?

Lily resigns to the anger and sadness building within her --

LILY

Last night was really fucked up.

AMELIA

Yeah, we were really fucked up.

LILY

No, I mean, you guys were fucked up to me. I left for one minute and you were all paired off --

(a beat, to Chloe)

Guess you wanted to get it in with Sam now, since you won't have the chance at prom --

AMELIA

You guys aren't going together?

LILY

Oh, you haven't told them?

CHLOE

Why are you acting like this?

LILY

I'm trying to be honest. Chloe's not going to prom. She has orientation at UCSB. Where she's going, for college, instead of NYU.

Amelia and Rebecca are silent, before one of them can cover --

LILY (CONT'D)

Wait, you guys knew?

REBECCA

Had a feeling?

AMELIA

(playing dumb)

You got into NYU?!

CHLOE

I hadn't heard from NYU, UCSB was feeling like the smart thing to do, maybe the thing I want to do.

LILY

You hadn't heard? And now you know, right? And you didn't tell me?!

CHLOE

I was waiting until after Prom, I didn't want to ruin anything --

LILY

Ruin anything? Well, nice going,  
what about our  fucking  lives?!

CHLOE

This is  good  for us.

LILY

Yeah, let's all be alone, that's a  great  way to go through life. Last night was a little metaphor for college. You're fucked up and confused, feeling all sorts of new sensations, and then you're in a dark room with a huge, sweaty guy on you and none of your friends will care because none of them will be there and you'll be absolutely fucking on your own.

CHLOE

What  happened  to you last night?

AMELIA

Yeah,  what  went on with this dude?

LILY

He was goal-oriented, it was shitty, I'm fine, but then you ditched me and that's not fine!

CHLOE

You went with some dude. Without telling us. Your phone was dead. We  aren't  going to be there all the time.  You  have to protect yourself.

The logic of Lily's anger and sadness begins to break down --

LILY

Easy for you to say, you're turning your back on us. We were there for you! What do you think you're going to find some new better friends?

CHLOE

I owe you so I can't make friends?

LILY

No, it's just...I mean, how could you really be close with someone who didn't know Thomas?!

CHLOE

Are you listening to yourself? I  
can't be friends with anyone who  
didn't know my dead brother?

(a beat)

My brother didn't die so we could  
all be best friends forever.

REBECCA

We can all still be best friends.

LILY

She's fucking up the whole friend  
ecosystem! I'm the glue, but  
without Clo, your boy crazy ass  
will be with some dude and Becks'  
head'll be in the clouds --

REBECCA

My head is in the clouds because  
I'm thinking about real things,  
like paying for college and loans  
and shit that's never even crossed  
your mind!

AMELIA

I'm boy crazy? Boys have made you  
fucking insane!

LILY

What?

AMELIA

You don't have a dad and you don't  
deal! The boy you're in love with  
dies. Your sex positive attitude is  
cover for being a slut! You're  
terrified of being alone so you try  
and control us, well, Clo, mostly --

They are silent for a moment --

AMELIA (CONT'D)

Sorry for the truth bomb, but, my  
therapist and I talked about it.

REBECCA

(snapping to)

All the men you've ever loved have  
left you.

(a beat)

Too real?

LILY

I'm not trying to psychoanalyse myself right now! This is supposed to be the greatest time in our lives and instead of savoring it and being together everyone's obsessed with moving on and lying about it.

CHLOE

Lil, we're trying to be realistic. You've been so nuts with all your plans, it's like our lives have been one continuous fucking pep rally run by a dictator of fun. You can't blame me for not wanting to sign up for another four years of that. How'd you even know?

LILY

My mom knows an admissions officer. I had her check when I thought you still hadn't heard --

CHLOE

I never asked you to do that.

LILY

You don't have to ask your best friend to be there for you, they're just there.

Lily gets up --

LILY (CONT'D)

I'm outta here.

AMELIA

This is your house.

LILY

Make yourselves at fucking home.

REBECCA

This might be a bad time to say this but I have a coffee date with a potential roommate for school next year. Can one of you drive me?

Lily storms off, Chloe follows after her --

EXT. WEIL SIDEYARD - CONTINUOUS

Lily stomps away, crying. Chloe grabs her shoulders --

CHLOE

What is going on with you?

LILY

I can't believe you don't want to go to school with me -- I can't believe you lied about it!

CHLOE

Really, Lil? You can't believe it? This is bullshit. You are too smart to be this pathetic. And I didn't lie, I just -- well, we all have to keep some stuff secret, right, Lil? To protect the people we love --

LILY

You clearly don't understand --

CHLOE

No, you don't understand Lily. All your cherishing every moment and prom and college and your weird memorials -- since Thomas died, you've gone into overdrive -- it's fucking oppressive.

LILY

Sorry I wanted to make senior year special and go to college with my best friends. This terrible thing happened, I'm just trying to get us through it, make it better.

CHLOE

Yes, this terrible thing happened but that doesn't mean everything else has to be fucking peachy keen. Beck's still has to worry about money, Meils' parents still suck, your dad is still gone, I still have to deal with the gaping fucking hole in my family. Life is hard and keeps being hard --

LILY

I know life is fucking hard, Clo. I just try not to dwell on it. This has all been rough for me, too.

(breaking down)

And when I try to talk to you --

CHLOE

I know, Lil, but, our shit is  
different, we're different --

LILY

Yeah, well, I miss him, too.

CHLOE

Yeah, well, sometimes you don't get  
to tell me that. Jesus, Lil he's  
not your brother!

A beat as Lily takes in the ever-present, underlying, truth --

LILY

You're right, I'm not blood. But he  
was...something else for me.

CHLOE

(harsh)

Dude -- whatever you thought he  
was, your boyfriend or your dad, he  
was actually my brother.

LILY

Dude. I know.

Chloe almost snaps out of her anger --

LILY (CONT'D)

And I was trying to make this time  
special, make our future special,  
because I don't know what I would  
do without you --

CHLOE

I can't with this psycho girlfriend  
act. This isn't you and I know it.

Chloe moves towards the backyard. Off Lily, distraught --

CUT TO:

**INT. LILY'S CAR - CONTINUOUS**

Lily listens to Erykah Badu's "Bag Lady," as she drives past  
the places that comprise their lives -- school, their houses.

**INT. LILY'S CAR - CONTINUOUS**

Lily pulls up to a stop sign -- on the opposite corner is a  
coffee shop. Rebecca sits outside with her POTENTIAL ROOMMATE  
-- they laugh and seem particularly happy and at ease.

LILY

How adorable. 'College is going to be so great! None of our old friends to hold us back...'

The car behind Lily honks -- a few times --

LILY (CONT'D)

'We can totally reinvent ourselves as sloppy skanks who don't need anyone and gain 15 pounds!'

A siren blares -- a cop pulls out from the line of cars formed behind her. Lily looks in her rearview mirror.

LILY (CONT'D)

Shit buckets!

Lily pulls over on the side street, the cop behind her. She grabs her license as the cop approaches her window.

COP #1

What was going on back there?

LILY

Sorry, I was distracted.

COP #1

Texting?

LILY

Thinking.

COP #1

Well, you can't just stay still, you have to go, move forward --

LILY

I know.

COP #1

There are other people who have places to go, you can't stop them.

LILY

I know.

COP #1

There is life happening all around you and you can't control it by stopping wherever you please and deciding everyone's just going to have to fall in line --

LILY  
I get it! Fuck!

The Cop looks her in the eyes, red from crying. He looks in the back of her car, spotting Donkey Bong in the back --

COP #1  
Have you been smoking young lady?

LILY  
No.

COP #1  
What's that bong?

LILY  
That's a sculpture I made in ceramics at school, where I'm Student Body President. I'm a good kid, I've just got a lot of my mind. I'm graduating and --

COP #1  
You're headed to college --

LILY  
Yeah, Columbia in New York --

COP #1  
Oh, as opposed to the country? I'm sure Columbia would be pretty unhappy about a future student being arrested for possession --

LILY  
What?

COP #1  
I mean are you fucking crazy? Driving around with a bong in your back seat? Who do you think you are, Willie Nelson? Even he got arrested for weed --

LILY  
Are you arresting me?

The Cop eyes her -- her face morphs through every configuration of crying, watching her fate play out --

COP #1  
I'm not ruining your life forever.

LILY  
Oh thank god.

COP #1  
I might just fuck it up for the  
next week or so.

**EXT. WEIL HOUSE FRONT DOOR - CONTINUOUS**

Lily and the Cop, who holds the bong, stand in front of Jill.

COP #1  
She was waiting at a stoplight for  
a few minutes, day-dreaming. I  
spotted this in the back. I know  
she's a bright girl with a big  
future, she told me all about it,  
figured I'd let you handle it.

JILL  
Thanks so much, Officer. I can't  
believe my daughter would act like  
such a brazen idiot. Thanks for  
your understanding.

COP #1  
We're all just figuring it out.

The Cop hands Jill the bong, tips his hat, and leaves.

JILL  
Follow me.

**EXT. WEIL BACKYARD - EVENING**

Jill pulls Lily behind a shrub. Jill takes a hit, covering  
the bong, hands it to Lily.

JILL  
(with smoke in her lungs)  
Take it.

Lily stares at her, confused --

JILL (CONT'D)  
Now smash it.

LILY  
What?

JILL  
(getting angrier)  
You have to smash it.

LILY

No! It's Donkey Bong, he's been with us for all of high school. Thomas smoked out of it!

JILL

(pissed)

You can't sentimentalize your way out of this! You might be Student Body President but you're still a fuck-up teenager! Smash it!

LILY

I wasn't smoking! I was sad driving!

(off Jill's confusion)

Rebecca was with her new roommate, Clo's not going to NYU, she hates me, she's ditching prom for the orientation of her new life.

JILL

Well, then, you need to be supportive of her choices!

LILY

But what if her choices are wrong?

JILL

(almost shaking her)

Lil, thinking you know what's best for other people is the beginning of socialism or fascism. Either way, it ends badly. Now learn your lesson and smash your bong!

Lily takes the bong, closes her eyes and smashes the bong into hundreds of pieces. Jill storms off --

JILL (CONT'D)

I'm so mad I could fucking spit!

**INT. LILY'S CAR - LATER**

Lily sits in her car by herself, crying. She types out a text to Chloe "Where are you?!"

Lily tries Chloe -- voicemail -- (from The Next Episode) "HeyeyEYeyYY...You've reached Chloe...smoke weed everyday."

She tries Amelia -- voicemail -- "Hi, this is Amelia, I never check my messages so don't bother leaving one."

She tries Rebecca -- voicemail -- "You've reached Rebecca,  
I'm not at home, leave your message, leave it at the tone --"

She dials another number --

ROSA (O.S.)  
This is Rosa at Bergbaum-Goldstein  
Residence number one.

LILY  
Hi, Rosa, is Chloe over there?

ROSA  
(confused)  
Chloe, Miss Rebecca, Miss Amelia --  
upstairs. Where are you?

Lily hangs up, confused and upset -- she gets a call --

LILY  
Hello?

CALLER (O.S.)  
I have one "Prom Best Night of Your  
Life" Banner and four "C.A.R.L.  
Best Friends Forever" frames ready  
for pick up?

TIME CUT TO:

**INT. LILY'S BEDROOM - LATER**

She lays out prom dresses. The C.A.R.L. Frames sit next to  
them. She cries. A knock, James enters.

JAMES  
What're you doing?

LILY  
Figuring out what to wear to prom.

JAMES  
A paper bag should do...  
(looks at the dresses)  
Oh, you mean on your body...

Lily tears up, James touches her back, she shrugs it off --

JAMES (CONT'D)  
Jesus. Are you on your period?

Lily stares daggers at him --

LILY  
(through tears)  
Yes...

JAMES  
I think actual steam just came out  
of your ears --  
(congratulatory)  
You're leaking out of every  
orifice!

Lily half-smiles. James puts on a dress --

LILY  
Don't, you're going to stretch it --

JAMES  
My slender boyish figure is the  
stuff trannies dream of. Talk --

LILY  
Mom thinks I'm an entitled idiot --  
which is true. And my friends might  
hate me or at least strongly  
dislike me, which makes sense,  
because I've really sucked lately.

JAMES  
Well, Mom will get over it. Yes,  
you are a freak, but you've always  
been like that. Maybe with your  
power pussy posse you've been a bit  
'BFF for ever and ever' this year  
but you're expiration dating.

(a beat)  
You taught me that, remember? That  
camp dude, summer was ending, he  
was all "You're so hot, no one  
could ever give me handys the way  
you do, we're gonna Gchat all the  
time?" When you know it's ending,  
you try and hold onto it, things  
get weird waiting it out.

James has the dress on -- it looks pretty good.

LILY  
How'd you get so wise?

JAMES  
(facetious)  
I'm surrounded by brilliant women.  
(a beat)  
You gotta get in a new mindset.

LILY  
Like an emotional pre-game.

JAMES  
Or just live your life. Sometimes  
you got to feel shitty and be  
alone, even if it conflicts with  
Lisa Frank's laminated calendar of  
Life events.

(a beat)  
Dad left the day before the  
Disneyland trip. We didn't go. That  
shit's gonna fuck me up for the  
rest of my life.  
(picks up the frames)  
Also "C.A.R.L. Forever?" What are  
you a gay trucker?

Lily smiles, takes the frame, curls up in a ball --

JAMES (CONT'D)  
I'll leave you to wallow now.

Lily sits on the bed, looking at the frames. She opens her computer, puts in a CD, creates a new playlist "Cali Chloe."

TIME CUT TO:

**EXT. ALLEYWAY - LATE MORNING**

Lily files receipts in a binder. Noah approaches her --

NOAH  
Need any help Madame President?

He places his hand on her shoulder. She snaps back at him --

LILY  
Don't touch me.

Noah backs away --

NOAH  
(cautious)  
Couldn't find you at the party,  
wanted to congratulate you --

Lily turns to him --

LILY  
Little vicious, huh?

NOAH  
What?

LILY

You and Annie are still involved?  
Don't you think that's hurtful --  
moving on in front of her face?

NOAH

Annie and I have a bond, her being  
crazy stops us from having a  
relationship -- we aren't together.  
I like spending time with you, I  
care about you --

LILY

I don't want to be that girl. You  
aren't worth it to me.

The dagger-like comment registers on Noah's face.

NOAH

Yeah, you made that clear when you  
banged-and-dashed -- you couldn't  
turn me down fast enough --

LILY

Clearly, because you were shoving  
your tongue down your anorexic ex's  
throat a few hours later --

NOAH

I wanted to be with you and now  
you're jealous?

LILY

Please, don't flatter yourself.

NOAH

You know, for someone who's so  
nice, you're kind of a bitch...

Noah's shocked at his dropping of a truth bomb. Lily gets up.

NOAH (CONT'D)

And for all your generosity, you're  
pretty selfish.

In awe of his own honesty --

NOAH (CONT'D)

And for all your confidence, you're  
actually really fucking scared.

Noah storms off --

**INT. LILY'S CAR - CONTINUOUS**

Lily sits in her spot. Sam knocks, sees Lily's upset --

SAM  
Hey, what's wrong?

LILY  
Everything. Prom shit. What's up?

SAM  
It's stupid, but Chloe's favorite color, for her corsage...

LILY  
She's not going --

SAM  
(bummed)  
Oh, so she's going to the prefrosh orientation thing?

LILY  
'Course you knew.

SAM  
I, well, she mentioned something --

LILY  
I've got to get confetti.

Lily starts to pull out, she looks at a sad Sam --

LILY (CONT'D)  
It's green, for what's it's worth.

**INT. PARTY CITY - DAY**

Lily wanders the aisles, past a flailing blow-up man.

LILY  
I know how you feel --

TIME CUT TO:

**EXT. LARGE GYMNASIUM - AFTERNOON**

Lily, with the help of some maintenance crew unfurls a huge red carpet nearly the length of the street. She nods "thank you" and stands over it alone.

**EXT. CHLOE'S HOUSE - EARLY EVENING**

Chloe approaches Amelia's car, borrowed for the weekend. Thomas' car is gone, Chloe glances at the spot where it used to be before noticing a green rose corsage on the windshield, a note "In case you change your mind -- Sam." Chloe grabs the corsage and throws her bag in the car, missing the letter that Lily has placed in the passenger's seat.

**INT. LOCKER ROOM - EVENING**

Lily does her make-up in the locker room mirror -- the inside of her make-up box is plastered with pictures of the girls -- Mary J. Blige's "Be Without You" blasts on the speakers -- she sings to herself, sadly and out of tune.

**INT. AMELIA'S HOUSE - BATHROOM - EVENING**

Amelia applies eyeliner as Rosa straightens her hair -- she also listens to "Be Without You" -- she calls Rebecca --

**INT. REBECCA'S HOUSE - BEDROOM - EVENING**

Rebecca reads "The Journals of Soren Kierkegaard". Her phone rings -- Amelia. She silences it, types a message to Mr. Bemis: "'People understand me so little that they do not even understand when I complain of being misunderstood.' HE GETS ME." Her phone buzzes - Text from Mr. Bemis: "What is it that turns the words of the simple person into wisdom? It is love. See you at Prom? I'm chaperoning." Rebecca gets dressed.

**INT. GYMNASIUM - EVENING**

A perfectly updated version of a 1950's prom. Lily sighs --

**EXT. PROM - EVENING**

Limos pull up. The red carpet is a sea of tight dresses, up-dos, rented tuxes. A CROONER, 40s, sings Sam Cooke's "You Send Me." Couples pose for pictures. Annie and Noah walk, Noah searching for Lily. They move toward the entrance --

TIME CUT TO:

**INT. AMELIA'S CAR (CHLOE DRIVING) - EVENING**

Chloe drives up the coast, heading towards Santa Barbara. A car stops short in front of her, she slams on the brakes. All her stuff (and Amelia's litter) flies forward --

CHLOE  
Motherfucker!

Chloe reaches to grab her overturned bag, when she sees the letter from Lily. She opens it to find a CD. She pops it in.

LILY (O.S.)

Hey Clo. I made you a mix. All Cali themed songs to get you psyched for school. Santa Barbara don't know what's hittin' it.

"California Love" plays as Chloe tears up. She looks ahead of her at the setting sun and in her rearview mirror. She pulls a fast U-turn, her wheels screeching.

CUT TO:

**INT. PROM - NIGHT**

Tables are full of chattering kids and half eaten plates. "California Love" blares over a crowded dance floor.

Pac concedes to "Ain't No Way" by Aretha Franklin, kids couples off for their obligatory prom slow dance. The DJ lowers the music and speak-sings over the song --

DJ

Ladies and Gents, take a look at the people you've spent the last four years with. Take a moment to be grateful for being together. Soon you'll all be off living your own lives and this world will be a distant memory...

Lily stands in a corner, apathetic, watching the dancing couples, searching for a shred of nostalgia or sentimentality.

Noah and Annie dance into her view, and a wave of jealousy comes over Lily. Then, Mike and Alicia dance by, Mike winking at Lily. Lily walk-runs from the dance floor --

**INT. GIRLS BATHROOM - PROM - CONTINUOUS**

Lily moves into a stall. She takes out her phone, looks at a photo of the four girls at last year's prom, with Thomas. She steels herself, puts the phone away. Four YOUNGER GIRLS file into the bathroom, Lily peeks at them from under the stall --

GIRL 1

Can't believe we're at Prom.

Girl 2 dabs her underarms with paper towels.

GIRL 3  
Thank god we all got invited.

GIRL 4  
Thank god we have three left.

The young girls take sips out of a flask. Inside the stall, Lily rolls her eyes, flushes.

GIRL 1  
I need to be way more drunk.

As Girl 2 chugs, Lily walks out --

LILY  
Slow your roll, the night is long.

Girl 2 nearly spits up, as Lily is a known senior --

GIRL 3  
(agreeing with Lily)  
Yeah, I'll kill you if you puke on  
my dress.

LILY  
Buddy system at the after party --  
and not the holding-each-other-up  
buddy system -- don't be that girl,  
don't let each other get there.

Lily cleans her smeared makeup --

GIRL 1  
You okay?

LILY  
No. Life is full of misery,  
loneliness and suffering and it's  
all over much to soon.

GIRL 4  
(hands Lily the flask)  
Whiskey?

Lily takes the flask, downs it. The girls are in awe.

LILY  
You'll understand when you're  
older. Be safe tonight.

Lily walks out of the bathroom --

CUT TO:

**INT. PROM - CONTINUOUS**

Lily walks past the Prom scene, out the doors --

**EXT. ATHLETIC FIELDS - CONTINUOUS**

Lily walks towards the benches. As it zooms out, her figure gets smaller and smaller in the distance.

In the foreground, a white limo pulls up. Five figures emerge.

**EXT. PROM - CONTINUOUS**

Jared and Aaron Jakes get out first, helping Rebecca and Amelia climb down. Sam gets out, looking fine in his tux.

**INT. PROM - CONTINUOUS**

The five strut in -- Sam hoping to find Chloe, Amelia and Aaron Jakes heading for the dance floor, Rebecca heading to the chip table, subtly searching for Mr. Bemis, leaving Jared in the dust.

Sam turns to Jared after he's scanned the room --

SAM  
(nodding to the bathroom)  
Keep an eye out for Chloe.

Jared nods, then watches Rebecca as she tries to seductively eat a Twizzler.

**INT. BATHROOM - CONTINUOUS**

Sam stands at the urinal. Mike enters and stands next to him.

MIKE  
Hey dude.

SAM  
Hey.

MIKE  
Path Less Taken girls are a blast.  
So liberated and open minded.

Sam makes a vomiting face to his other side --

MIKE (CONT'D)  
You know what's up with Lily?

Sam shoots a look at Mike -- Mike shakes out his dick --

MIKE (CONT'D)  
Hot brunette? Anyone got dibs?

SAM  
No man -- are you --

MIKE  
Trying to hit it again? Yeah.

SAM  
*Again?*

MIKE  
We were both fucked up last time.

SAM  
I don't think tonight's your night.

MIKE  
She a Daria chick? Sad chick? She  
seemed upset last time too...

Sam looks away, thinking about Lily. Mike fears he's come off  
as too sensitive -- trying to re-establish his bro status --

MIKE (CONT'D)  
But you know, you do little --  
(flicks his tongue)  
A little neck kissing, they always  
end up liking it.

SAM  
(snapping to)  
Look man, back off Lily... and all  
my Path girls for that matter.

MIKE  
Oh what, you own them? Isn't that a  
little culturally insensitive -- to  
them and to you.

Mike walks away from the urinal. Sam stares at him, stunned --

**INT. GYMNASIUM - CONTINUOUS**

Rebecca sways by herself, practicing her robot -- she looks  
across the dance floor, Mr. Bemis also practices his robot --  
they meet eyes and smile. He approaches --

MR. BEMIS  
You look beautiful.

REBECCA  
Thanks.

MR. BEMIS  
How's your date?

REBECCA  
A formality.  
(a beat)  
We were gonna go just the girls  
but...things changed.

MR. BEMIS  
What is it that endures when  
everything is changed? It is love.

REBECCA  
Kierkegaard. A poet, that guy.

He stares at her deeply --

MR. BEMIS  
Tell them your love won't change.  
You only get so many chances.

They hold eyes for a moment --

REBECCA  
Would you like to come to our  
graduation party? It's at Lily's --

MR. BEMIS  
I'll be there.

Rebecca smiles and moves into the crowd to find Amelia as --

Chloe runs in, keys in hand, corsage on wrist, searching for  
Lily. Sam hurries out of the bathroom, also trying to find  
Lily -- nearly running into Chloe.

SAM  
You came?

CHLOE  
Lily made me a mix.

SAM  
What? Yeah, I was looking for her,  
that dude Mike said some real shady  
shit about her --

CHLOE  
What?

SAM

About whatever went down with them,  
it just made me want to punch him,  
I don't know -- but I haven't seen  
her all night.

Chloe scans the room quickly, then runs outside.

**EXT. ATHLETIC FIELDS - CONTINUOUS**

Lily lays on the bench with Thomas' plaque. She drunkenly sings "Be Without You."

LILY

(crying, singing)

'...And I'll be waiting up until  
you get home...'

CHLOE (O.C.)

...Because I can't be without you  
babyyy...

Lily stares in disbelief at Chloe --

LILY

You came back?

CHLOE

Sick party.

LILY

Ah, fuck that noise.

Lily sits up. Chloe stares at her, a little shocked --

LILY (CONT'D)

It just --

CHLOE

Wasn't what you planned?

LILY

Wasn't us.

(a drunken beat)

'That fuckhead Mike was in there --

CHLOE

Yeah, he said some weird shit to  
Sam --

LILY

(a little drunken,  
rationalizing)

(MORE)

LILY (CONT'D)

I fucked up, it fucked me up, but in the grand scheme of things, it isn't a big --

CHLOE

(frustrated)

Lil, there's no grief spectrum. What went down with him?

LILY

I said no, it was like he just didn't hear me. I felt so out of control. It shook me. I think it made me realize how fucked up I am.

(whispers, 'yikes' face)

Noah and I had slept together earlier that day and it was really nice. Now he's here with that skank. But I was a bitch to him --

CHLOE

I'm so sorry, Lil --

LILY

No, I'm sorry. I think I'm so fucking well-adjusted, but I'm this Stepford wife control freak.

(a beat)

But you, this place, are my everything. Anticipating leaving -- it's made me spiral out.

CHLOE

And Thomas' birthday, and Prom...

Lily swallows this --

LILY

I'm really sorry for being intense about Thomas. I wanted to be sad together, but our shit is totally different. Sometimes you just don't want to talk and he's not my brother, I was just in love with him --

Lily stops, shocked at the escaped truth. After a beat --

CHLOE

And he was in love with you, too, Lil. I know. About everything. I'm not blind, and -- he'd written me a letter. I found it in his room a couple days after...

Lily nearly gasps, clutching at the hole in her chest that just grew bigger. She tries to pull herself together --

CHLOE (CONT'D)  
 Lil, it's going to hurt forever.  
 It's part of who we are now.  
 (a beat)  
 But thinking about what *is*, what *was*, is sad enough, I can't take on mourning what could have been.

Lily swallows this. Chloe brushes away a rare tear and takes Lily's hand.

CHLOE (CONT'D)  
 And you got to stop worrying about what *might* be. Whatever is it, wherever we are, we'll still be us.  
 (a beat)  
 You're my life partner.  
 (a la *Brokeback*)  
 I can't quit you.

Chloe envelops her. They laugh/cry together for a moment --

CHLOE (CONT'D)  
 I'm sorry about your prom.

LILY  
 You are my prom.

CUT TO:

**INT. PROM - NIGHT**

Amelia sits on a chair next to Rebecca, watching Aaron Jakes making out with another girl. Rebecca texts with Mr. Bemis "Mr. Bemis: What's a fart that sounds and smells like nothing?...A Sartre." Rebecca laughs.

AMELIA  
 I hate boys.

REBECCA  
 We're ready for men.

AMELIA  
 No, right now what I need is my Dudes. Where the fuck is Lily?

REBECCA  
 Yeah, I wish Clo were here.

Sam approaches.

SAM

Hey -- I think there's something  
waiting for you out in the fields.

Amelia and Rebecca look at each other --

**EXT. ATHLETIC FIELDS - CONTINUOUS**

Lily and Chloe walk out towards the waiting limos, as they  
see Rebecca and Amelia approach.

AMELIA

Oh hey skank faces, where ya been?

LILY

Growing up.

AMELIA

Nice of you to show, Daniels.

CHLOE

I couldn't miss Prom.

REBECCA

This is how it's supposed to be.

LILY

Guys, I'm sorry for being a psycho.

AMELIA

It's okay, you're like the  
obsessive boyfriend I never had.

REBECCA

What is never changed even though  
everything is changed? It is love.

LILY

I don't know what's gonna happen,  
but knowing I have you guys, that's  
pretty fucking good.

They group hug as Jared's White Limo pulls up -- Sapphire is  
driving. Sam and Jared walk out from the Prom.

SAM

Let's blow this joint.

LILY

Yeah Prom sucks. It's all about  
After Prom.

CUT TO:

## INT. AFTER PROM -- NIGHT

A huge empty factory space, filled with strobe lights and drugged kids. The girls, with Sam and Jared in tow, enter as Juveniles "Back that Ass Up" plays. The girls go buck wild -- bumping and grinding with each other. After a few moments Mike comes up and tries to grind with Lily, she turns around, a look of disgust on her face --

MIKE  
Heeeeey. Remember me?

CHLOE  
No fucking way.

Chloe dance-punches Mike in the stomach, he bends over in debilitating pain. Chloe dance-knees him in the balls.

CHLOE (CONT'D)  
(to Mike on the ground)  
No means no. Go fuck your-self.

Lily's in awe. Chloe shakes out her hand as Sam runs over --

SAM  
That was awesome --

CHLOE  
I need ice --

The four girls follow Sam to an ice machine. As they walk Lily sees Noah and Annie screaming at each other, and Annie running out of the door. A frazzled Noah turns into Lily --

NOAH  
Shit, sorry.

LILY  
Hey.

NOAH  
(drunk, confessional)  
She's mad that I have a phone...?  
We're over. Shouldn't have brought  
her. I'm sorry for everything. I've  
been such a dick.

LILY  
I've also been dick-like.  
Dickishness recognized and  
forgiven?

They shake hands. Chloe returns with ice taped to her hand, Amelia, Rebecca and Sam in tow. Chloe grabs Lily's other hand as they head back to the dance floor, Lily toting Noah --

Fat Man Scoop's "Be Faithful" plays. They form a Soul Train Dance Line. Sam and Chloe go, at the end they make-out.

Lily does the cry baby, Noah writhes with Channing Tatum like moves, everyone's impressed. Noah looks to Lily for approval.

LILY (CONT'D)  
God you're hot for a nerd.

-- Lily and Noah make out. Then four girls do the last walk down the Soul Train line --

TIME CUT TO:

**EXT. AFTER PROM -- DAWN**

The girls wait for their cab. Sam comes out --

SAM  
Last ones to leave, my classy gals.

CHLOE  
We were savoring every moment.

Chloe winks at Lily. Sam wraps his arms around Chloe --

SAM  
You have a ride?

LILY  
I called Sapphire --

AMELIA  
(to Rebecca)  
Girl. Your shoes?

Rebecca looks down at her dirty, bare feet.

REBECCA  
Shucks.

Amelia signals for her to get piggy-back. Chloe holds Lily, Rebecca's on Amelia's back, the ragtag bunch together, staring at the rising sun. Sapphire arrives. They pile in as Sam pulls out his Iphone.

SAM  
Wait! One for the grandkids!

He holds up his phone while they pose. FLASH.

TIME CUT TO:

**EXT. WEIL BACKYARD - AFTERNOON**

POV The shattered bong -- the four girls stand over it --

CHLOE

You Smashed brothers Donkey Bong?!

AMELIA

Donkey Bong, there through high school, life, death, proms, SATs, when we only had a little weed but wanted to get really high --

REBECCA

You'll be buried next to your brethren, Jon Bong Jovi, Sean Bongery, Bong Connery, and "Ceci n'est pas une Pipe."

LILY

You will be missed.

They bury his remnants under dirt. The girls move to sit in the same pool chairs --

CHLOE

Now what the fuck do we do?

LILY

I have to finish my grad speech but I almost don't give a fuck...?

AMELIA

I love hearing you apathetic and uninterested. It's hot.

CHLOE

What do you have so far?

LILY

I've been writing in notes on my phone...

Lily adjusts herself a little and clears her throat.

LILY (CONT'D)

I've tried to put a name on what I'm feeling. It has to do with fear: of the unknown, of change.

(MORE)

LILY (CONT'D)

It's wrapped up in memory, and being in the places that have contained your life. It has the sense of too-soon nostalgia -- as if I deeply long for what's right in front of me.

TIME CUT TO:

**EXT. FILED - DAY**

Lily stands in front of her class in cap and gowns. In the audience are the girls' families, Noah, teachers --

LILY

Then a friend said it: loss. Is that what I'm feeling, what it means to grow up? Being aware of how time's lost, your growing familiarity with and acceptance of the pain of its losses?

**EXT. WEIL BACKYARD - GRADUATION PARTY - EVENING**

Lily's V.O. continues over the four families. Rebecca sits with her parents, taking pictures. Amelia with her mom, cool in a blazer and two iPhones, her father, Jew fro, stuffing his face with brisket, and Rosa, full of joy and wearing Amelia's diamond bracelet. Chloe sits between Lorraine and Bill, both smiling. Lily with Jill, James, Olivia.

LILY (V.O.)

Growing up is understanding what eases that pain: friendship. A bond fused by tears and traumas and hours logged in the same cars and in front of the same T.V.s. All of our memories are wrapped up in each other. That's the greatest gift this place has given us, it's part of the loss we experience today. But a poet gave a better definition of loss, what loss can be if we approach it right. "The process whereby pain of the past in its pastness may be converted into the future tense of joy."

The backyard, once a mere smoking sanctuary, is filled with a communal joy. The village and the children it has raised.

Mr. Bemis, walks in holding flowers -- Rebecca jumps up --

REBECCA  
Mr. Bemis!

MR. BEMIS  
Call me Immanuel.

This sends shivers down Rebecca's spine --

REBECCA  
Immanuel, I'm so glad you came.

MR. BEMIS  
What am I going to do without you?  
You're the reason I come to school.

REBECCA  
Me too. For you.

MR. BEMIS  
I know it's wrong.

REBECCA  
I'm 18. I'm graduated.

MR. BEMIS  
I'm 24. With the emotional maturity  
of a 20 year old.

REBECCA  
We'll find our way with it.

Rebecca takes Mr. Bemis' hand and brings him to meet her mom.  
On the other side of the backyard, Amelia's parents bicker.  
Amelia rolls her eyes, walks to the dessert table --

Noah walks in. Lily jumps up to greet him.

NOAH  
Congrats. Your speech was epic.

LILY  
Thanks. I'm so glad you came.  
(a beat)  
Still on for dinner next week?

NOAH  
You kidding? My mom's already  
basting the brisket.

Jill motions for Lily to come take photos with the family.  
Noah gives her a sweet kiss --

NOAH (CONT'D)  
Go photo. I'll be by the brownies.

Lily poses with James and Olivia. Amelia, Rebecca, and Chloe walk up from the desert table --

AMELIA

We have a problem - Rosa served the very special brownies I made for our private after party.

LILY

What?

CHLOE

How much weed's in them?

AMELIA

Just an ounce, or two...

CHLOE

DUDE.

AMELIA

I thought we deserved...to be really, really high.

Rosa comes up to them --

ROSA

My head is big as the universe and smallest pin, but in the good way.

Rosa pats them on the head. The girls survey the drugged party. James approaches, holding the "C.A.R.L. Frames."

JAMES

So I have a little something...

The frames have the photo Sam took from After Prom in them --

CHLOE

These are perfect.

REBECCA

C.A.R.L. sounds like a computer who'll lead the overthrow of humans -- I love it.

AMELIA

(seductively)

Yeah, thanks James.

LILY

I thought you said these were creepy, gay-trucker status?

JAMES  
So I contradict myself, I am large,  
I contain multitudes.

CHLOE  
Yeah multitudes of dicks.

Chloe hugs James. Sam and Jared walk in. James points to the frames, winks at Sam. Sam notices the "odd" tone of the party -- looks at the girls.

SAM  
What's going on?

REBECCA  
Amelia dosed the party with  
brownies.

AMELIA  
Unintentionally.

They take stock of everyone's extreme highness. The girls look at each other, Chloe motions "Let's get out of here" and for Lily to grab her keys. Chloe turns to Sam --

CHLOE  
Cover for us a minute?

She kisses him as the four girls make their way out front --

CUT TO:

**INT./EXT. LILY'S CAR - AFTERNOON**

Lily cars crests the top of a lookout. It peers down into a canyon and a small sliver of ocean. As they reach the peak they see Thomas' rusty car, with some plants around it.

LILY  
Clo --

CHLOE  
The day of the Mighty Mighty Dogs  
Stoned, when my mom was freaking,  
it's 'cause they were towing the  
car, getting rid of it. I bribed  
the tow guy to bring it here,  
instead of the scrap yard.

LILY  
To his favorite spot --

REBECCA  
So kids can smoke and contemplate.

AMELIA  
And homeless people can live in it.

Lily hits Amelia --

AMELIA (CONT'D)  
James can make out with guys in it.

LILY  
It'll be our place --

CHLOE  
Whatever it is, it's not a *was*  
anymore.  
(a beat)  
Future tense of joy, right, Lil?

The girls sit on the hood, sparking their last joint of high school. Chloe puts her arm around Lily, as they look out into the future. Dr.Dre "The Next Episode" rises to its crescendo.