

WINNER KILLS ALL

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INT. FRANKEN HOME -- RACHEL'S BEDROOM -- MORNING

The brutal aftermath of another all-night cram session --

Spent Monster Energy cans, savaged bottle of Adderall, thumb-slipped Nexus 7 tablet sits atop dog-eared textbooks, cracked-screen iPhone alarm ERUPTS, Marine Corps reveille ringtone.

RACHEL FRANKEN (17) pops to attention. She's the embodiment of the super smart and determined honors student you either admired or loathed in high school.

RACHEL (V.O.)

My name is Rachel Franken. Just to be up front with you, you're not going to like me much at the start of this story. I'm smart, I'm ambitious, I speak my mind. You might even call me a *bitch*. But I'll take it. Because bitches get *shit done*.

Whips on a cardigan, skirt, PIN: **"V" for Valedictorian.**

RACHEL (V.O.)

Okay, I do end up killing a few people later on, but you can't blame me *entirely* for that. I go to a really competitive high school...

STEADILY GRINDS a fresh No. 2 pencil down to a glistening razor's edge, offers it INTO CAMERA like a deadly weapon.

RACHEL (V.O.)

And competition brings out the worst in people.

She blows away the pencil shavings and suddenly WE'RE AT:

EXT. HIGH SCHOOL -- FRONT LAWN -- MORNING

FIRST BELL MAYHEM --

Classic mix of JOCKS, SKATERS, GEEKS, pouring in by car, bus, hybrid electric bike.

ON THE MARQUEE: **OFFICE DEPOT JOHN F. KENNEDY HIGH SCHOOL.**

RACHEL (V.O.)

Office Depot High. That's right. Our school actually sold their naming rights to a corporation. Welcome to America.

Red Bull-branded SCHOOL BUS barrels to a stop, DOORS SWING OPEN and unleash our girl Rachel --

She's the ultimate in NERD COOL, sauntering down the promenade, a Reservoir Dogs-style SLOW-MOTION STRUT.

RACHEL (V.O.)

At this school, academics is the only thing that matters. The smarter you are, the more *popular* you are. Just watch:

Football sails through the air, CRASHES into a table of UBER-GEEK BRAINIACS keeping the pocket-protector industry afloat.

POCKET PROTECTOR

The fuck?

OVERALLS

Damnit! My problem set!

MUSCLE-BOUND JOCK rushes to retrieve it, skinny-assed geek right in his face --

POCKET PROTECTOR

Hey, *dumbass*. See what you did?

Say what??? He did NOT just say that. And now Jock is bowing his head like a scolded puppy!

MUSCLED JOCK

My bad, fellas, I'm so sorry. I can be an idiot sometimes.

POCKET PROTECTOR

Get lost, meat-sack. You're boring me.

The poor fella slinks back to the table with the other jocks and cheerleaders, known as the EX-POPULARS, forever seething about their lowly status. Geeks high-five, busting jokes.

RACHEL (V.O.)

That's right. All your typical football fuckeroos, cheerleading *slores*, over-botoxed airheads -- they're at the *bottom* of the social totem pole, because here, status is determined entirely by your GPA. And Yours Truly is the H.B.I.C.

We're approaching the VALEDICTORIAN STATUE -- a bronze tribute to academic grandeur. On Rachel, reverent, inspired.

RACHEL (V.O.)
I'll admit, popularity has its
perks. But that's not what I'm
ultimately after...

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Scanning a row of portraits, framed with gilded rosewood,
each a valedictorian dating back to the 1960s. The last one is
empty, a plaque underneath: **Valedictorian 2019**. Rachel
caresses the smooth wood...

RACHEL (V.O.)
Valedictorian. This is what matters
most. But here, winning it is more
than just about bragging rights,
there's also some serious cash
involved in the form of a full-ride
scholarship to college. I have my
eyes on Princeton, and last I
checked, tuition ain't cheap.

From behind, CONNOR HODGE approaches, lacrosse stick poking
out of his backpack.

CONNOR
Hey, brainiac.

RACHEL
Hey, geekazoid.

SLOW-MO as he leans in for a kiss...

RACHEL (V.O.)
Connor Hodge -- the perfect
combination of genes and genius. I
have to admit, I didn't expect much
from him when we met, way back on
the first day of sophomore year...

RACHEL'S V.O. TAKES US TO:

INT. OFFICE DEPOT J.F.K. -- ENGLISH CLASS -- DAY (**FLASHBACK**)

First day. First period. Rachel is already in her seat ready
to go while the rest of class files in.

ENGLISH TEACHER
This semester we are focusing on
the Romantic era in literature.

CONNOR ENTERS, taking Rachel's full attention. He sits down
next to her.

RACHEL
I can go for some romance...

ENGLISH TEACHER
Great! Glad to see someone is
excited for what's to come.

HARD CUT TO:

INT. FRANKEN HOME - RACHEL'S BEDROOM -- AFTERNOON (**FLASHBACK**)

Rachel on top of Connor. FUCKING HIS BRAINS OUT.

RACHEL (V.O.)
He was the fun, occasional breather
from the valedictorian race. But
then, he surprised me...

CONNOR
(coming)
Aaaaahhhh!!!

INT. OFFICE DEPOT J.F.K. -- CALCULUS CLASS -- DAY (**FLASHBACK**)

Connor at the chalkboard, working through a math problem that
would give John Nash the runs.

RACHEL (V.O.)
Turns out, this beauty was also a
beast at school. Both of his
parents were valedictorians, so I
guess it's in his blood...

INT. OFFICE DEPOT J.F.K. -- EXAM ROOM -- DAY (**FLASHBACK**)

The entire class is taking a standardized test. Connor and
Rachel race to fill out their scantron sheet first.

RACHEL (V.O.)
He wasn't just the perfect
boyfriend, he was the perfect
competitor. Exactly what I needed
to keep pushing me on my quest to
be number one.

Done!

RACHEL

Done!

CONNOR

They exchange smiles.

RACHEL (V.O.)
But then something unexpected,
strange, and scary happened...

INT. OFFICE DEPOT J.F.K. -- ENGLISH CLASS -- DAY (**FLASHBACK**)

LATER IN THE SEMESTER -- Connor wrapping up a presentation on Mary Shelley's "Frankenstein".

CONNOR

Frankenstein shows what happens
when man selfishly believes he - or
she - can create life without God.
It's a critique of the egotistic
individualism that defined the
Romantic period. Thus, I'd argue
that Mary Shelley wasn't a Romantic
at all...

(as he eyes Rachel)
She was a radical.

SLOW PUSH IN on Rachel, head over heels --

RACHEL (V.O.)

I fell in love.

AND BACK TO:

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Connor and Rachel still making out. ANASTASIA RUNDGREN,
saunters by, a hippie ginger wearing a cowgirl hat. She throws
daggers at Rachel.

RACHEL

Can we help you?

ANASTASIA

I would say "get a room" but
considering how much energy this
school already wastes on heating
and air conditioning, it's more
efficient if you both stay in the
hallway while you attack the block.

(warmly)
Hey Connor...

CONNOR

Hey, Anastasia.

Anastasia pulls the lacrosse stick from his backpack --

ANASTASIA

The new lacrosse sticks I ordered
are in! Isn't it beautiful, with
the all-natural rawhide strings and
this thick, wooden shaft?

CONNOR

Uhh, yeah I guess... it's harder to handle than the plastic ones.

ANASTASIA

Please. I know you can handle anything, Connor.

RACHEL

Can you leave now?

ANASTASIA

See you at the game.

She takes off.

RACHEL

The only reason she manages the lacrosse team is to be close to you.

CONNOR

She doesn't like me like that.

RACHEL

Everyone likes you like that.

And it's true. Around the hallway we clock several swooning looks aimed at Connor -- from girls, boys, even faculty.

RACHEL

Meanwhile, everyone looks at me like I have a bunch of dead kittens tied to my backpack.

CONNOR

You can be a little intense.

RACHEL

What does that mean?

Shit. Connor backpedals --

CONNOR

I don't mean *intense* intense, I mean... you go hard, all the time. But that's why I love you. That's what I meant.

They kiss.

RACHEL

I have to rush to the lounge to pick up my calc book. See you at the pep rally?

CONNOR

Sure.

Rachel heads out. Off Connor, looking like has something more to say...

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Straight from the pages of Architectural Digest. Velvet Kagan sectionals surrounded by Gio Ponti club chairs, overused Green Mountain espresso machine...

Rachel finds her calculus book.

KARSTEN (O.S.)

Esscuse me, Miss Franken.

KARSTEN WEILHELM (35) interrupts, slender and bitch-faced. He speaks with a light Austrian accent.

KARSTEN

I must ask you to leave. You know the rules, no admittance into the Valedictorian Lounge unless you're a member of the *Top Ten*.

FREEZE ON KARSTEN:

RACHEL (V.O.)

Karsten Wilhelm, the Dean of Exceptional Scholars. As the dean, he runs what is known as the Top Ten...

This still image becomes part of the OFFICE DEPOT HIGH SCHOOL YEARBOOK. Page turns, taking us to a student group shot. Caption scribbles on: **THE TOP TEN**

RACHEL (V.O.)

It's a group that consists of the ten highest-ranking students in the class, afforded special privileges over the rest of the student body. We are the cream of the crop, the envy of the entire school. If you want to be valedictorian and are not in the Top Ten, you might as well give up.

Another page turns and WE'RE BACK TO:

RACHEL

What are you talking about,
Karsten? Of course I'm Top Ten.

KARSTEN

Someone didn't check the
valedictorian app this morning. The
latest rankings just came out, and
well, sweetie, I *hate* to be the one
to tell you this but... [savors it]
You got bumped.

RACHEL

Bumped? By whom?

Karsten motions towards the VALEDICTORIAN BOARD, an LED MEGA-
SCREEN displaying names and headshots of the TOP TEN. At
Number Ten, where Rachel used to be, is Connor.

RACHEL

Connor bumped me?

KARSTEN

(with soft eyes)

Yes, *the* Connor Hodge. Be still, my
heart.

RACHEL

This is impossible. Last week my
GPA was 0.0453 points ahead of his.

KARSTEN

Then came Miss Gonzalez's Feminist
Media Theory class. His midterm
grade got bumped to--

RACHEL

What, an A-plus? That's still not
enough to overtake me.

KARSTEN

Double-A.

RACHEL

A *Double-A*...?

KARSTEN

Did I burst your little bubble?

RACHEL

Shove it up your joy tunnel,
Karsten. What do you know anyway?

Karsten flashes his RING.

KARSTEN

I've been through all this before.
I went the distance.

RACHEL

That's a second-place ring.
(gleefully)
Who won that year again?

KARSTEN

Your mother didn't deserve it. I
worked hard and I should have
gotten the scholarship over her!

RACHEL

Look at you, while everyone else
went on to make something of
themselves, you stuck around like
an old, balding ghost haunting the
school... forever bitter about your
second place finish.

KARSTEN

It's worth it if I get to watch
your dreams get crushed, slowly, by
your own boyfriend no less.

Karsten holds out his hand expectantly.

RACHEL

My lounge key? Really?

Rachel, humiliated, pulls out her VALEDICTORIAN LOUNGE KEY and
forks it over. Karsten's hand still outstretched.

RACHEL

Oh my god. My pin too?

Rachel unfastens her pin. Karsten pries it out of her hands.

KARSTEN

Don't fret, Rachel. There's a
silver lining to everything.
(gives her a new pin)
Here you go!

Crappy faux-bronze pin: **Top Twenty. You did your best.**

INT. OFFICE DEPOT J.F.K. -- GYMNASIUM -- DAY

Full-throttle PEP RALLY, students CLAPPING, sneakers POUNDING the bleachers, remixed Beethoven's Ninth BUMPING as GNC-branded CHEERLEADERS dance with surgical precision, throwing out supplements into the crowd like candy.

PRINCIPAL HENRY MCCANN (late 30s), the ultimate corporate shill, grabs the mic like a fiery preacher at a tent revival.

PRINCIPAL MCCANN
How are all my scholars doing
today? LET. ME. HEAR. YOU.
(off their CHEERS)
And let's hear it for our mascot,
Ergo-Norman the office chair!

ERGO-NORMAN, oversized office chair mascot, high-fives him.

PRINCIPAL MCCANN
Before you leave, don't forget to
get your new discount rewards card
from Ergo-Norman, brought to you by
our friends at Office Depot. HOW.
AWESOME. IS. THAT?

FINDING RACHEL -- Smoking a bitter clove under the bleachers.

PRINCIPAL MCCANN
As the Principal of Office Depot
High School, I have one motto:
"BELIEVE, ACHIEVE..."

ENTIRE CROWD
"RECEIVE!"

PRINCIPAL MCCANN
Now let's meet the contenders for
Valedictorian, Class of 2019!

LIGHTS DIM. Introductions begin--

PRINCIPAL MCCANN
First off, straight from a A-plus
in Minority Revolution Tactics:
Lily Nazari!

Spotlight on LILY NAZARI as she makes her way to center stage.
Smart, rebellious, self-assured.

RACHEL (V.O.)
Lily -- the Persian punkster and
member of the Anti-Establishment
Junior League.
(MORE)

RACHEL (V.O.) (CONT'D)
Her Rachel Maddow haircut should
tell you what team she plays for.

PRINCIPAL MCCANN
No scholar works harder or smarter
than Tadd Pruitt!

TADD PRUITT, a sadistic, collar-popped, '80s teen movie
villain, only Black.

RACHEL (V.O.)
Tadd -- the scheming ass-kisser,
always petitioning the school board
to create classes only he's
eligible for.

Next three we see in rapid succession:

PRANAY ACHARYA (13), wheelchair-bound --

RACHEL (V.O.)
Pranay -- the tween paraplegic who
skipped like forty grades.

KRYSTAL JIMENEZ, budding Barbara Walters --

RACHEL (V.O.)
Krystal -- the reporter who still
thinks legitimate journalism is a
thing.

And Anastasia --

RACHEL (V.O.)
Anastasia -- the insufferable faux-
hippie you met earlier.

PRINCIPAL MCCANN
Our next three contenders are
absolutely vicious. You wouldn't
want to meet them in a dark corner
of the library...

JENNY ZHANG, poker-faced, rocking an Anna Sui micromini.

RACHEL (V.O.)
Jenny -- a Tarantino wet dream and
the Queen of Analytical Chemistry.

RUSTY LEE, neon hair, smug gaze, looks like a K-Pop star.

RACHEL (V.O.)
Rusty -- the leader of the
Moleskine Mafia.

HELEN TY, pimply and overwound.

RACHEL (V.O.)
And Helen -- product of the Tiger
Mom movement.

Settle on Rusty, Jenny, and Helen --

RACHEL (V.O.)
Together, they're known as the
Three Wise Asians. Loyal only to
their own, they know they're more
powerful together than apart.

PRINCIPAL MCCANN
And of course, no valedictorian pep
rally is complete without Charlotte
Fielding!

CHARLOTTE FIELDING, confident, ruthless, she sails to the
center of the arena.

RACHEL (V.O.)
Charlotte -- the Queen Bee and odds-
on favorite to take the crown this
year. Can anyone stop her?

Charlotte blows kisses to the cheering masses, spots Rachel,
shoots her a bitchy smirk.

PRINCIPAL MCCANN
And last, but not least, it's the
newest member of the Top Ten:
Connor Hodge!

RACHEL (V.O.)
Connor -- my boyfriend and now my
number one enemy. How could he do
this to me?
(a beat)
Had enough of this parade of
privilege? Yeah, me too.

INT. OFFICE DEPOT J.F.K. -- BATHROOM -- DAY

Rachel sits in the stall, taking a moment. Off screen we hear
the BATHROOM DOOR click open, then FOOTSTEPS approaching...

LILY (O.S.)
Xanax? Swiped it from mommy dearest
this morning.

Rachel exits.

LILY
Just trying to help a comrade out.

A beat. Then Rachel swipes the pill and pops it, washes it down with a Monster Energy drink.

LILY
I'm sorry, about everything. This must suck for you.

RACHEL
Everyone else seems to be enjoying the show.

LILY
Believe it or not, not everyone here is a heartless bastard... See you around.

Lily takes off, leaving Rachel to stew in her own juices.

EXT. MCDONALDS -- DRIVE-THRU -- NIGHT

Rachel pulls up to the MENU BOARD.

WALTER (THROUGH THE SPEAKER)
Welcome to McDonald's, want to try our Chocolate Southwestern Shake?

RACHEL
Daddy, it's me.

WALTER (SPEAKER)
Rachel? Baby, are you okay?

RACHEL
Can you talk?

WALTER (SPEAKER)
Sure, come around.

RACHEL
And can you make me a McFlurry please? And some chicken nuggets?

WALTER (SPEAKER)
What kind of sauce would you like?

RACHEL
All of them.

EXT. MCDONALDS -- PLAY AREA -- NIGHT -- LATER

WALTER FRANKEN, (mid 30s), boyish face, athletic but packing extra pounds. He maintains his dignity even while wearing a McDonald's uniform and bulky headset.

WALTER
You're the hardest working person I know. You'll get that scholarship.

RACHEL
And if I don't? How am I going to afford Princeton without the money?

WALTER
I'll get another job if I have to.

RACHEL
You already work two--

She's interrupted by CRACKLING on Walter's headset.

WALTER
Sorry, sweetie. Let me get this...
(into the headset)
Hello, welcome to McDonald's.
(to Rachel)
Rachel, I'm not worried about it. You'll figure it out. You always do. Stay strong, kiddo.

Walter's words of encouragement ring hollow.

WALTER
(into headset)
Large fries with that?
(to Rachel)
You gonna be okay, Rayche?

RACHEL
Yeah, sure. Thanks.

WALTER
That's great... that'll be seven fifty-two, at the window.

Rachel, confused for a second. Walter points to his headset.

INT. FRANKEN HOME -- RACHEL'S BEDROOM -- NIGHT

Rachel stands at the foot of her bed, scanning the remnants of her academic life: the note cards, the splayed textbooks, the Keurig machine tucked between the bed frame and dresser.

We hear CONNOR'S BMW pulling up to her driveway.

AT THE WINDOW --

RACHEL

I can't do this right now.

CONNOR

Listen, Rayche... I wanted to tell you before you found out but... I swear, it wasn't my intention to overtake you in the rankings. Do you believe me?

RACHEL

I don't know what to believe... except for the fact that I made a big mistake.

CONNOR

No, what we have is real.

RACHEL

I know... that was the mistake. I took my eye off the prize and let myself fall in love with you -- goddamnit! I was an idiot to let it get this far!

CONNOR

I told him, I told my father everything... how I don't want to be valedictorian like him... I just want you, Rachel.

Off Rachel, moved by this, despite herself.

EXT./INT. FINGERFUCK LANE -- CONNOR'S BMW -- NIGHT

Teen hangout spot overlooking the city. Connor's beamer pulls to a stop.

RACHEL

Fingerfuck Lane? How romantic.

They sit in silence for a beat.

RACHEL

I can't believe you did it.

CONNOR

Honestly, neither can I.

RACHEL
So... now what?

CONNOR
Can't we start over? Go back to how
it used to be? Like yesterday?

RACHEL
You really don't want to be
valedictorian? Like *really* really?

CONNOR
I'll fail every test, flunk every
class, I'll make sure I don't even
finish in the Top One-Hundred...
but only if you take me back.

INT. CONNOR'S BMW -- NIGHT -- LATER

Back on the road, Rachel behind the wheel, driving too fast.

RACHEL
Fuck yeah!

CONNOR
I should have never let you drive
my beamer.

RACHEL
What is this? A five-series?

CONNOR
Seven-series.

RACHEL
Oh my God, you and your perfectly
charmed existence. Your life is
like a Vampire Weekend song.

CONNOR
Did we not just talk about my
control-freak of a father?

RACHEL
At least your dad actually cares
about how you do in school. Mine?
He's just... there. He provides
shelter, meals, an allowance.
Beyond that, it's like: *Later,*
Rachel. Good luck with your life!

CONNOR
I'll never treat you that way. You
are my Number One.

A beat. Rachel smiles. She grabs Connor's hand and brings it down BETWEEN HER LEGS.

CONNOR
Does that feel good?

RACHEL
For God and Country... Geronimo!

Rachel getting off, not paying attention to the road.

RACHEL
Faster...

BMW picks up speed, the GAUGE reads 40...45...50...

CONNOR
Slow down.

RACHEL
No fucking way! Faster!

CONNOR
I mean the car. Slow down!

EXT. MOUNTAIN ROAD -- NIGHT

The wheels LOCK, Rachel LOSES CONTROL of the car, SLAMS into a guardrail. AIR BAGS RELEASE.

BACK INSIDE THE BMW --

EERIE SILENCE. A dazed Rachel comes to. Turns towards the empty passenger seat --

RACHEL
Connor?

She exits and spots Connor, on the ground, his lacrosse stick JAMMED THROUGH HIS CHEST.

RACHEL
Oh my God!

He's ABOUT TO EXPIRE...

CONNOR
(weakly)
I'll never know what I got on my SATs...

Rachel's heart beating LOUDER AND LOUDER...

She PASSES OUT. The screen CUTS TO BLACK.

OVER BLACK --

We hear the ROAR of audience.

PRINCIPAL MCCANN (V.O.)
Please welcome your contenders for
valedictorian!

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT (**DREAM**)

The screen BLURRY, but we can make out cheering crowds,
confetti, a bright spotlight...

In clearer focus, we see the banner:

2019 VALEDICTORIAN CEREMONY

Rachel and the rest of the Top Ten are herded on stage, like
cattle. In fact, Rachel looks over to her right and sees a COW
next to her. The cow steps onto a CONVEYOR BELT, heading for
the slaughter.

PRINCIPAL MCCANN (V.O.)
The time has come to announce your
winner. The 2019 valedictorian
is... Connor!

CROWD ERUPTS. Connor is pulled towards the front of the stage.

RACHEL'S POV: Connor is SILHOUETTED by the massive stage
lights. He turns back towards Rachel, but his face is darkened
and obscured.

RACHEL
No! I was supposed to win. It was
supposed to be me!

PRINCIPAL MCCANN
Sorry, kid. It's not meant to be.

He pulls out a large ELECTRIC PROD and shocks her with it.
Rachel falls forward onto the conveyor belt. It takes her
upwards, above the stage, the crowds, until the entire
ceremony is just a fading scene in the distance, surrounded by
darkness...

INT. HOSPITAL -- INTENSIVE CARE UNIT -- NIGHT

iPhone alarm ERUPTS, Marine Corps reveille ringtone, Rachel
pops to attention, buzzed and bandaged head, four-inch gash
across her cheek, eye patch.

RACHEL
(looking around)
Where's my skirt?

Walter rushes to her side.

RACHEL
Daddy, have you seen my tote?

WALTER
Rachel, do you know where you are?

Rachel realizes she's not in her room. Her memory fuzzy--

RACHEL
Connor? Is he okay?

WALTER
He's not. He... passed away.

WAIT. Did she hear that right? Then... IT ALL COMES BACK TO HER. Rachel's gaze darkens.

WALTER
I'm so sorry, honey... I wish none
of this was true... it's, it's...
not fair.

RACHEL
Do his parents know?

WALTER
They know.

RACHEL
Everyone's gonna be so devastated
tomorrow morning.

WALTER
Rachel, the accident happened three
days ago. You've been out ever
since.

RACHEL
WHAT?! Three days ago? You mean,
I've missed *three days* of school?
Oh my God! I have to get dressed. I
need to be in class.

WALTER
Rachel, slow down.

RACHEL
I just need to get back to school,
and everything will be okay. It'll
be fine, it'll be fine...

She catches her REFLECTION in the mirror, doesn't recognize herself.

RACHEL
Who is that?

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

SCHOOL DOORS SWING OPEN --

SLOW-MO SHOT as Rachel enters, hobbling down the hallway. Clearly in no condition to be back at school, and yet here she is, fielding stares from leering classmates and faculty, including HAL FONTANA, the Phys Ed Instructor --

HAL
Toldja she'd be back this early.
Now pay up.

Principal McCann hands him cash.

INT. OFFICE DEPOT J.F.K. -- PRINCIPAL'S OFFICE -- DAY

Clean. Minimalist. Expensive. Looks more like an Italian showroom than of a principal's office. Rachel, sitting, facing a caramel latte-swiggling McCann.

PRINCIPAL MCCANN
Your sad little face hurts my soul
right now. Here, have a Kleenex.

Slides over a box of Kleenex, making sure the logo faces forward.

PRINCIPAL MCCANN
What can we do to make this better?

RACHEL
It'd be great if I can get an
extension on some projects--

PRINCIPAL MCCANN
Of course, of course! Listen, I'm
here for you. *I am.*

Hands her a document full of legalese--

PRINCIPAL MCCANN (CONT'D)
I just need you to sign this little
thingy here stating we had this
talk, you were advised, you feel
better, and that we're done here.

Whips out the phone, scrolling through e-mails--

PRINCIPAL MCCANN (CONT'D)
It's just this little technical
thing for the school board, you
understand?

RACHEL
Of course.

PRINCIPAL MCCANN
That's what I love about you,
Rochelle, so strong, put-together.
That's like your trademark, when
you think about it, "the fierce
girl who takes no prisoners."
(then)
What brand of feminine hygiene
products do you use?

RACHEL
Excuse me?

PRINCIPAL MCCANN
Tampax? Playtex? I know money's
tight at home. I can get you a
sponsorship. You have to think
about your *brand*. Colleges today
don't want some Plain Jane with
Straight A's. They want *rock stars*,
students with an edge, a message...

McCann continues to prattle on, Rachel nodding, zoning out,
the RINGING in her ears growing LOUDER and LOUDER until...

STAFFERS rush in, breaking the spell. McCann jumps to his
feet, ushers Rachel out of the office.

PRINCIPAL MCCANN
Circle back with me later. We'll
talk specifics.
(then)
I know this is hard time for you
with Connor's passing. He was a
great kid. Whatever you need, I'm
here for you. My door is always
open.

He turns around, SHUTS THE DOOR.

INT. OFFICE DEPOT J.F.K. -- AP PHYSICS CLASS -- DAY

Rachel. trying to focus on her reading but can't. Looking to her right, an empty seat. CONNOR'S SEAT. A somber beat. THEN--

CLASSROOM DOOR SWINGS OPEN -- Charlotte sails in, springy blonde hair bounces rhythmically. MRS. HORSCHULTZ (60s), twitchy, two-pack-a-day Golden Girl with a sandpaper voice, greets her.

MRS. HORSCHULTZ
Can I help you?

CHARLOTTE
Don't mind me, Mrs. Horschultz.
Please continue with your lesson.

Charlotte casually takes a seat next to Rachel.

CHARLOTTE
How are you holding up, Franks?
What you're going through must be
really, *really* tough.

RACHEL
I've missed three pop quizzes,
missed the calc midterm, the finale
of Drag Race--

CHARLOTTE
Cajun Fried won. I was livid.

RACHEL
I'm out of the Top Ten, and Connor
is -- why are you even here? I bet
you wish I bit it too.

Charlotte pulls out a packet.

CHARLOTTE
These are all of my calculus notes
from last week, printed and
meticulously organized.
(off Rachel's suspicion)
Can't I help a friend in need?

RACHEL
We're friends?

CHARLOTTE
We're *competitors* -- that's even
better than being friends.
(MORE)

CHARLOTTE (CONT'D)

Our kind, we thrive on this. It's what separates us from the rest of these B-plus-scoring, CliffsNotes-reading, Cornell-attending mouth-breathers.

(then)

Everything that's happened... it sucks. It just does. I'm sorry. But there's only one person I know that can bounce back from all this, Rachel, and that's you.

She hands over the packet full of notes.

CHARLOTTE

So let's get back to it.

Rachel takes the packet and thumbs through it as Charlotte grabs her purse, about to make her way out--

CHARLOTTE

Come by the lounge at lunch. Karsten's holding a service for Connor, despite the fact that he was in the Top Ten for literally five seconds.

RACHEL

You're going to make an exception for me, a lowly Top Twenty?

CHARLOTTE

Lawlz! Don't you get it? His death bumped you back into the Top Ten.

Rachel cringes at the morbid irony.

CHARLOTTE

Funny how that works, right? Boyfriend kicks it and you're right back on the charts... Good work.

Charlotte sails off.

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Rachel enters, all eyes on her. Unsure where to sit. Lily offers her a spot next to her.

MARJORIE REYNOLDS (30s), school counselor, takes her position in front of the group. Youthful, unpretentious. She's well-meaning but still getting used to her new role.

MARJORIE

I just want to let you guys know
that as your school counselor I am
here for you. This is a difficult
time and I know you all must be
devastated.

Cut to the Top Ten, BLANK FACES staring back at her.

MARJORIE

So... please come see me if you
want to talk about your feelings.

Principal McCann near the front of the room--

PRINCIPAL MCCANN

No one has suffered more than our
dearest Rachel. Sweetie, would you
like to say a few words in Connor's
memory?

Rachel approaches, surveys the room, Top Ten busy texting and
scrolling through Instagram.

RACHEL

I don't really know what to say...
I loved Connor. He was a true
scholar in every sense of the word.
(then)
I know this moment is bigger than
just me. We all lost him. And while
we may mourn the life that he
would've had, I want us to look
back and celebrate the life he
actually lived.

Looking out onto the Top Ten -- her speech is thawing their
cold, brittle hearts.

RACHEL

Because it was a truly great life.

CONNOR (V.O.)

*The life I lived? You mean all
measly seventeen years?*

Rachel PAUSES. *What the fuck was that?*

RACHEL

Connor brought out the best in all
of us.

CONNOR (V.O.)
*O-M-G, that is such bullshit, and
 you know it.*

QUICK ONE-EIGHTY SPIN REVEALS DEAD CONNOR HODGE--

Devilish smirk on his face, smoking a fattie, BLOODIED
 LACROSSE STICK still lodged in his chest. Rachel, paralyzed,
 is anyone else seeing this?

NOPE. ONLY RACHEL CAN SEE HIM.

CONNOR
 They couldn't give an extra credit
 fuck about me, Ray.

She tries to shake him off...

RACHEL
 He inspired us to be a better
 scholar... A better person...

CONNOR
 Enough with this saccharine
 bullshit. It's unbecoming.

LILY
 Rachel?

RACHEL
 I'm fine.

CONNOR
 Fine? Really? You're having visions
 of your dead boyfriend. And he's
talking to you. That's like the
 very definition of not fine.

RACHEL
 And well we all know Connor is
 still with us *in spirit*. I think
 it's best for the valedictorian
 community to *move on* from this
 tragedy and continue on our path.

CONNOR
 Beautiful, so beautiful. I'd cry if
 my tear ducts worked.

RACHEL
 Enough, asshat!

Heads spin, the group staring at her. *Bitch has lost it.*

PRINCIPAL MCCANN

Thank you for those words, Rachel.

Karsten pulls out his phone and taps a button.

CONNOR'S PHOTO FADES TO BLACK.

KARSTEN

(in German; subtitled)

*Goodbye to the only seventeen-year
old I ever loved.*

Rachel takes a seat, Connor jumps in right next to her.

RACHEL

(sotto)

You're not real, you're not real...
What are you?

CONNOR

Consider me the Adam of your
labours.

RACHEL

You're quoting Frankenstein?

CONNOR

Aww! Babe, you remember. That's our
book.

RACHEL

Why are you here?

CONNOR

You asked for a sign, well here it
is! My accident, my *death*, was the
sign you've been waiting for. I
kicked the bucket and now you're
back in the Top Ten, and only a few
more "accidents" away from the top.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- MOMENTS LATER

Rachel moving quickly, Connor right behind.

RACHEL

You're crazy. Or, I'm crazy. I
don't know...

CONNOR

Think about it. McCann described
you as the fierce girl that takes
no prisoners. It all makes sense.

(MORE)

CONNOR (CONT'D)
*This is your brand. This is your
 message. Own it.*

EXT. OFFICE DEPOT J.F.K. -- ARCHERY RANGE -- DAY

Rachel, scraggly gym clothes, BOW AND ARROW at the ready.

CONNOR
 And now that boytoy is out of the
 way, the path to Number One is much
 clearer. Get me? Finish what you
 started.

Rachel considering as she FIRES -- SWOOSH -- she hits the
 target.

INT. OFFICE DEPOT J.F.K. -- ROBOTICS CLASS -- DAY

Battlebot Design Competition. Rachel remote controls a Roomba-
 sized HAMMERBOT around the combat cage, SLEDGE HAMMERS mounted
 on the sides.

RACHEL (V.O.)
 I admit, dead boyfriends can be
 very persuasive. Connor's right,
 everyone has an edge but me.

URNS TO HELEN and her small, sleek, unassuming iBOT... This
 should be easy. But before Rachel can make her move, the iBot
 Freon's the shit out of the Hammerbot, freezing it solid.

RACHEL (V.O.)
 Take Helen -- incredible
 intelligence and adaptability,
 you'll never see her coming.

INT. OFFICE DEPOT J.F.K. -- AP PHYSICS CLASS -- DAY

Pranay uses a custom-made robotic arm to work out a physics
 problem on the board.

RACHEL (V.O.)
 Pranay, raw talent and the sympathy
 factor gives him an edge.

INT. OFFICE DEPOT J.F.K. -- ABSTRACT ART CLASS -- DAY

Rusty blindfolded, CLASSMATES spin him around, he picks up a
 PAINTBALL GUN, fires multiple rounds onto a BLANK CANVAS.

STU
 What is it?

RUSTY
A widowed bear.

RACHEL (V.O.)
Rusty, King of Subjective Studies.

INT. OFFICE DEPOT J.F.K. -- LIBRARY -- DAY

Charlotte, surrounded by her Dream Team of academic tutors,
including famed statistician NATE SILVER.

NATE SILVER
You're slacking on your probability
drills. Motherfucker up, Fielding!

RACHEL (V.O.)
Charlotte, her money might just buy
her the crown.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

UPS GUY delivers boxes of Playtex tampons to Rachel's locker.

RACHEL (V.O.)
My brand. My message. Everyone will
hear it loud and clear.

INT. OFFICE-DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Rachel at the front of the board, Connor by her side. PUSH IN
on a photo of Anastasia, currently ranked #1.

CONNOR
It'll be a marketing campaign to
die for.

EXT. OFFICE DEPOT J.F.K. -- ROOFTOP MACROBIOTICS CLASS -- DAY

Rachel trowels her sad little plot as Anastasia makes her way
over, dressed in a Navajo poncho.

ANASTASIA
Rachel, how are you doing? Have you
seen your grief counselor yet? If
you need a healing massage later,
let me know. I'm licensed.
Anastasia is *always* here to help.

FREEZE ON HER FAKE-ASS SMILE. GRAPHIC COMES UP --

ANASTASIA RUNDGREN
GPA: 4.9255
EXTRACURRICULAR ACTIVITIES:
Sustainloganic Farming (Founder)

Hydroponic Cannabis for Dogs (President)
 National Hacky-Sack Team (Captain)
SCHOOL OF CHOICE:
 Reed College

Anastasia surveys Rachel's garden --

ANASTASIA
 You know, Rachel, marigolds are
 just darling. But do you really
 think they're going to cure hunger?

RACHEL
 I didn't realize we were feeding
 the hungry with our school gardens.

ANASTASIA
 Every little bit helps... Sometimes
 I wish the world was as enlightened
 as I am.

Rachel nods respectfully.

RACHEL (V.O.)
 Anastasia must die.

INT. OFFICE DEPOT J.F.K. -- GOVERNMENT CLASS -- DAY

Rachel isn't paying attention to the lecture. Instead she's
 locked in on Anastasia, seated a few rows in front of her.

RACHEL (V.O.)
 The question is: how do I do it?

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rachel is on Ana's footsteps, stalking her from behind.

RACHEL (V.O.)
 Maybe I just go for the jugular,
 literally.

Rachel pulls the trowel from her backpack and slits her
throat. This BLOODY FANTASY jolts us back to:

GOVERNMENT CLASS --

Rachel snaps out of it.

RACHEL (V.O.)
 Okay, that was a bit much.

EXT. OFFICE DEPOT J.F.K. -- FRONT LAWN -- AFTERNOON

A stormy afternoon. Class lets out and students make a run for their cars.

EXT. OFFICE DEPOT J.F.K. -- LACROSSE FIELD -- AFTERNOON

Under a heated tent, away from the rain, Principal McCann and SHERIFF NEAL (40s) watch lacrosse practice.

RACHEL (V.O.)
No matter what I do, I have to make
it look like an accident, so I
don't have the Sheriff on my tail.

IN THE BLEACHERS --

Anastasia is pacing watching practice --

Suddenly the hooked end of an UMBRELLA emerges from the gap in between the seats and YANKS HER FORWARD --

Anastasia tumbles over the stands, BREAKS HER NECK -- *SNAAPP!*

SMASH CUT BACK TO REALITY:

EXT. OFFICE DEPOT J.F.K. -- LACROSSE FIELD -- AFTERNOON

Rachel and Connor are watching Anastasia from a distance.

CONNOR
Stock. Stock. *Stooooock*. You've seen
too many movies. Think! How would
you really do this?

RACHEL (V.O.)
Evil Connor is right. I'm thinking
too broadly. In order to take out
Anastasia, I have to grow close to
her, find out what makes her tick.
And then use that against her...

INT. OFFICE DEPOT J.F.K. -- CHEMISTRY LAB -- DAY

Rachel enters, finds Anastasia sitting alone near the front of class. She slides in to the seat next to her --

RACHEL
Need a partner?

ANASTASIA
(wary)
Sure.

RACHEL (V.O.)
Honestly, worming my way into her
life wasn't that difficult...

INT. OFFICE DEPOT J.F.K. -- CAFETERIA -- DAY

Rachel finds a seat next to Anastasia.

RACHEL
Hey.

ANASTASIA
Hey.

RACHEL (V.O.)
Ana is like all of us. We don't
want to be alone, even even if it
means hanging out with people we
don't like...

EXT. OFFICE DEPOT J.F.K. -- ROOFTOP GARDEN -- DAY

Ana shows Rachel the various mushrooms growing in her plot.

RACHEL (V.O.)
Eventually, we started tolerating
each other. And I learned some new
things about her.

ANASTASIA
These go great in a vegan chili.

RACHEL
And they're safe?

ANASTASIA
Totally. I eat wild mushrooms all
the time.
(a beat)
Would you... maybe like to go
foraging with me this weekend?

On Rachel, smiling --

RACHEL (V.O.)
My patience had finally paid off. I
had my *in*.

INT. FRANKEN HOME -- RACHEL'S BEDROOM -- NIGHT

Rachel on her wheezing, five year-old MacBook. She Googles
"foraging", "mushrooms", "poisonous mushrooms." Finds what
she's looking for--

RACHEL
(reading)
Scleroderma citrinum.

Pulls out her phone. Shoots her a text: **So excited about 2morrow!**

EXT. CITY OUTSKIRTS -- WOODED AREA -- DAY

Rachel foraging with Anastasia, spots the mushroom she's looking for, compares it to the image on her phone.

RACHEL (V.O.)
My plan was in motion. Only one
step was left... execute.

INT. THE RUNDGREN HOUSE -- KITCHEN -- DAY

Rachel cutting vegetables, SHARP BLADE slicing through the peppers. Anastasia opens the self-cooling ice box.

ANASTASIA
Any other salad requests?

RACHEL
Nope. I got what I need.

Rachel pulls out a small bag of puffy, white mushrooms.

RACHEL
Check these out.

ANASTASIA
Let me see... Oh, good pick. The
giant puffball! You can tell by the
smooth tip.

RACHEL
It's safe, right?

ANASTASIA
Oh yeah. I eat those all the time.

RACHEL
I am, like, totally clueless when
it comes to mushrooms. What would I
do without you, Ana?

Rachel stuffs the safe mushrooms into her pocket, swaps them with the poisonous version. CONNOR APPEARS, dressed like a burned out Haight-Ashbury leftover. His eyes light up.

CONNOR
 Hippie Corn Flakes, definitely not
 heart-healthy.

Rachel cuts them up, gently sets the knife down, her heart
 POUNDING, Anastasia's salad bowl waiting to be topped off. For
 Rachel, this is the moment. There's no turning back. Looking
 at the salad bowl. SHE HESITATES...

CONNOR
 Ray-Ray, what are you doing? Put
 the shrooms in the bowl and let's
 get rid of this Tom's of Maine
 calendar girl.

Anastasia's tiny ALBINO POMERANIAN scampers in.

ANASTASIA
 Oh, Oaknut! You came to join us for
 lunch, didja?

Rachel scoops up the mushrooms, slides them into a bowl.

RACHEL
 Your salad is ready.

Anastasia takes the bowl, eats a piece of spinach, an olive, a
 cherry tomato. REACHING FOR A MUSHROOM--

ANASTASIA
 Oaknut, your eyes are watering at
 the sight of this mushroom. You
 hungry boy? You want it?

RACHEL
 Wait! Are you sure you should be
 feeding that to him? I mean, what
 dog likes mushrooms?

Tosses the mushroom back in the salad.

ANASTASIA
 Actually, I'll just give him the
 entire salad. They never fill me
 up, anyway.

Sets the bowl down in front of Oaknut, he tears into it.

ANASTASIA
 I have pork chops in the fridge.

RACHEL
 Pork chops? But you're a vegan.

ANASTASIA
(shrugs)
It's Saturday.

Oaknut, grumbling, not looking so hot.

RACHEL
Oh no, what did I do...

She scoops him up and darts outside.

EXT. THE RUNDGREN HOUSE -- PATIO -- DAY

Rachel pries open Oaknut's mouth, sticks her finger down his slimy throat.

RACHEL
This better work on dogs!

SPLAT! Dog vomit all over Rachel's shirt.

ANASTASIA
(approaching)
What the heck is going on?

Rachel on the verge of tears. She has a sudden and violent change of heart--

RACHEL
Oh shit, Ana! I made a mistake! A huge mistake! When we went out this morning I brought back a bunch of poisonous mushrooms to kill you with. I put them in your salad hoping you would eat them. But then you gave them to Oaknut.

ANASTASIA
Poisonous mushrooms in my salad?
You have a sick sense of humor.

Rachel notices the salad bowl in Anastasia's hand, completely empty. SHE ATE THE ENTIRE THING.

ANASTASIA
I guess I should throw up too then?
Too bad. I've been on a lemon cleanse for the past three days.
Nothing in my system, Girlie.
(then)
You want a Fanta?

HARD CUT TO--

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

The Valedictorian Board. ANASTASIA'S PHOTO FADES TO BLACK.

RACHEL (V.O.)

Killing someone for the first time
is a lot like losing your
virginity. It's painful, sometimes
bloody, and you feel like shit
about it immediately afterwards.
But then something happens. All
those icky feelings melt away, and
soon you start looking forward to
your next roll in the hay.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rachel checks her phone. An alert from the VALEDICTORIAN APP.
It reads: **New number one to be announced soon.**

EXT. OFFICE DEPOT J.F.K. -- ROOFTOP GARDEN -- DAY

Rachel and the Top Ten surround Anastasia's garden plot,
joined by various HIPPIES, HACKY-SACKERS, FACULTY. It's a
MEMORIAL SERVICE, led by Ana's guru, SWAMI RATHA (late 50s).

SWAMI RATHA

(gibberish)

Ohhkkk, ummm, neeeya, neeya, omm...
Rest in peeeace.

HIPPIE

Now to release Ana's spirit animal.

Reveal a CAGED POSSUM, hissing, agitated. The crowd takes a
step back as the possum is released, takes a piss in the
garden, and scurries off.

LILY

Does this mean two more weeks of
winter?

MARJORIE

I want everyone to pause for a
moment of healing and take a deep
breath.

(she takes a breath)

Now tell me, what's the first thing
that comes to mind when you think
of Anastasia?

JENNY

Body odor.

A beat.

MARJORIE
That's it? Nothing else?

CHARLOTTE
The memorial is over, Miss
Reynolds. All the official fucks
have been given.

TADD
Rest in peace, hot hippie chick.

MARJORIE
Maybe you guys can text me your
feelings? You all have my number.
Don't be afraid to reach out...

The group disperses. Lily catches up with a Rachel.

LILY
There's only one thing that makes
me feel better during times like
these: boba tea. Wanna grab some?

RACHEL
I'm fine.

LILY
Wanna do... anything? Scream? Cry?
Sulk?

Watching the Top Ten as they head through the rooftop door.

LILY
First Connor, now Anastasia. We're
dropping like flies here.

CHARLOTTE
Watch out Lily, you might be next.
(wink to Rachel)
See you ladies at Tadd's party?

LILY
I'll be there.

CHARLOTTE
Just remember, it's always good to
take a break from studying... or
whatever else you may be up to
these days.

As she moves off, Rachel questions how much Charlotte knows.

RACHEL
She's the next Number One, right?

LILY
Easily.

RACHEL
(devilish grin)
Good.

CLOSE ON CHARLOTTE --

CHARLOTTE FIELDING

GPA: 4.9240

EXTRACURRICULAR ACTIVITIES:

Equine Cancer Foundation (President)
Valedictorian Veterans Fund (Founder)
Feminist Bodybuilders Society (President)

SCHOOL OF CHOICE:

Harvard

INT. FRANKEN & FRIENDS AUTO SHOP -- FRONT OFFICE -- NIGHT

Rachel at the desk, her nose deep into her chem book, trying to stay focused. But all she can think about is Charlotte...

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT (**DAYDREAM**)

It's Charlotte, on stage, cameras flashing. She's wearing a crown and sash that reads **MISS VALEDICTORIAN**. She speaks directly to camera --

CHARLOTTE
And I didn't even have to murder
anyone. I'm just that good.

REVERSE ANGLE TO RACHEL --

RACHEL
What about me? I deserve it too!

Rachel is standing on the conveyor belt from her nightmare. It moves her backwards.

CHARLOTTE
The only thing you deserve is a
metal bolt in the head.

RACHEL
A what?

FROM FRAME LEFT -- a large, rusty CATTLE GUN appears and shoots Rachel in the temple. The force sends us BACK TO:

INT. FRANKEN & FRIENDS AUTO SHOP -- FRONT OFFICE -- NIGHT

Rachel snaps out of her daydream.

Her PHONE BUZZES with a text from LILY: **U going to Tadd's tonight? My band is playing.**

Walter walks in.

WALTER

Has Mrs. Stone called about the Spider? If she does, tell her the passenger-side airbag doesn't work.

RACHEL

(reading to herself)
Explain why tertiary alcohols have greater reactivity with hydrogen halides than secondary alcohols...

WALTER

Rayche, are you listening?

RACHEL

I'm trying to finish this chapter.

WALTER

Can we talk for a moment?

Rachel looks up at him expectantly.

WALTER

I think you should go see that counselor at the school. It will be good for you.

RACHEL

What would be good for me is if I can focus on my work.

WALTER

Hey, I'm trying here, Rachel.

Walter senses he's only making things worse.

Another text from Lily: **Hope 2 see u there. :)**

EXT. TADD'S HOUSE -- LAWN -- NIGHT

Full on HOUSE PARTY, line to get in, Rachel ain't worried, a simple nod to the BOUNCER and she's in like Kardashian. The Ex-Populars in line throwing shade as she passes...

HEAD CHEERLEADER
Are you serious? We're
cheerleaders!

MUSCLED JOCK
We're tired of being treated like
second-class citizens!

INT. TADD'S HOUSE -- DEN -- NIGHT

Nicki Minaj blaring, PARTY NERDS dancing, awkward but
hilarious, they don't give a shit. Tadd, blitzed, rocking a
PLATINUM PIMP RING, approaches--

TADD
Rachel, Babysaurus! You know, I'm a
total sub. Which means you and I...

RACHEL
Ha! I'd rather blow the Jolly Green
Giant.

INT. TADD'S HOUSE -- KITCHEN -- NIGHT

BARTENDER taking orders as Rachel enters--

RACHEL
Marie Curie, on the rocks.

Lily enters, guitar in hand, trailed by her BANDMATES.

LILY
You made it! We're about to go on
stage. See you out there?

RACHEL
For sure.

A moment passes between them. Rachel, not sure what she's
feeling, but it intrigues her.

INT. TADD'S HOUSE -- DEN -- NIGHT -- MOMENTS LATER

Rachel checks the valedictorian app for new updates.

CHARLOTTE
(approaching)
Rachel at a Tadd soirée? You know
the library is open until midnight
on Thursdays?

RACHEL

Everyone needs a break from the rat race once in a while, even if we aren't the predestined Number One.

CHARLOTTE

Who me? Please. Got an A-minus on the Chem quiz. I bombed the last question.

RACHEL

Since when do you choke?

CHARLOTTE

Since when do you care?

Rachel catches a flash of insecurity on Charlotte's face.

RACHEL

The stress, it's getting to you too. I can tell.

CHARLOTTE

If you're looking for a new top dog, look elsewhere. My number isn't up, not this week at least.

EXT. TADD'S HOUSE -- BACKYARD -- NIGHT

Lily and her band, ripping through a Faith No More cover.

LILY

(singing)

*We care a lot about the welfare of
all you boys and girls.
We care a lot about you people cuz
we're out to save the world. Yeah!*

EXT. TADD'S HOUSE -- PATIO VIP SECTION -- NIGHT

Behind the velvet rope, Top Ten sitting around the fire pit.

PRANAY

It doesn't make any sense.

HELEN

Anastasia was very knowledgeable about mushrooms.

JENNY

That's because she did so many of them.

KRYSTAL
 Maybe now the bomb threats to the
 biology lab will stop.

Rachel rushes in--

RACHEL
 (to Pranay)
 A-minus in Chem! Charlotte got an A-
 minus on the Chem quiz. What does
 that mean for the rankings?

Pranay runs the numbers on his phone.

PRANAY
 If that's true, then the next
 Number One is... Rusty!

SCREAMS from the crowd, Top Ten rushes to the edge of the
 patio to get a look at the commotion.

EXT. TADD'S HOUSE -- BACKYARD -- NIGHT

It's Rusty, climbing an ELECTRIC PYLON, almost fifty feet in
 the air. Top Ten join the NERVOUS CROWD below.

JENNY
 He's gone full-on *crasian*.

TADD
 My mom is going to be so pissed if
 he lands in her gardenias.
 (to Rusty)
 Bro, don't splat on the gardenias!

RUSTY
 (in Korean)
Goodbye heartless world!

STEPS OFF THE EDGE... FREE-FALLING...

CROWD CRIES IN HORROR.

Suddenly, METALLIC WINGS spring forth from his custom-made
 backpack. Rusty glides effortlessly to the ground. Krystal
 rushes up, recording the entire thing with her phone.

KRYSTAL
 Got it! This is going on my
 Instagram *right now*.

Another piece of performance art. The crowd APPLAUDS, Rusty
 takes a bow, PROMOTERS hand out flyers--

RUSTY
Please honor me by attending my
next show.

RACHEL (V.O.)
So, Korean Andy Warhol is the new
Number One? Perfect.

FREEZE ON RUSTY'S CHEESY GRIN--

RUSTY LEE
GPA: 4.9235
EXTRACURRICULAR ACTIVITIES:
Korean Artists for the Eradication of HPV (President)
Drawing For Freedom: Prison Art Society (President)
Reverse Gender Theatre Club (Artistic Director)
SCHOOL OF CHOICE:
Juilliard

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rusty breezing down the corridor, pink scarf, neon-blue hair,
Elvis Costello glasses. Rachel catches up to him--

RACHEL
Congrats on Number One. Must be a
moral victory for you, since we all
know you don't need the money.

RUSTY
What is "moral victory"?

RACHEL
Now, how about stepping aside and
letting those who actually need the
scholarship money a chance to win?

RUSTY
How do you say properly in English,
"fuck off"?

Rusty turns the corner. Rachel has THAT LOOK.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- DAY

**LARGE BANNER: CONCEIVED IN FIRE, BORN WITHOUT FREEDOM: A
Journey by Rusty Lee. Brought to you by Zippo.**

WORKERS on stage, building an elaborate multi-tiered art
installation. FOUR LARGE GLASS BOXES stacked, one on top of
the other, Rusty and his chichi CREATIVE DIRECTOR overseeing.

CREATIVE DIRECTOR
You emerge from the trap door
below. The flames shoot the minute
you step into each box, as you
climb your way to the top.

RUSTY
All the way to *freedom*.

FINDING RACHEL -- Back of the auditorium, watching along with
Connor. They exchange knowing looks.

INT. OFFICE DEPOT J.F.K. -- ABSTRACT ART CLASS -- AFTERNOON

Rachel and Connor looking over the BLUEPRINTS for Rusty's
performance piece.

RACHEL (V.O.)
It wasn't hard to figure out
Rusty's plan. He's not foolish
enough to use real fire, so he
recruited the best chemist he knows
to help create the illusion.

INT. OFFICE DEPOT J.F.K. -- CHEMISTRY LAB -- DAY

Rusty and Jenny, holding a flamethrower at a whimpering Helen.
SWOOOSH!!! They light her up. She's unharmed.

Rachel, peering through the glass on the door.

RACHEL (V.O.)
All I have to do is switch out
Jenny's concoction with the real
thing, and then sit back and enjoy
the show.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT

RUSTY'S BIG SHOW. FULL HOUSE. Rachel, front row seat, nursing
a bag of Raisinets, joined by Connor, wearing a turtleneck,
floppy beret, coke bottle glasses.

STAGE RIGHT -- Rusty and the Director.

CREATIVE DIRECTOR
Just think about how this will look
on your Juilliard application.

LIGHTS DIM. THE PERFORMANCE BEGINS.

ON STAGE -- Karsten prowling, dressed like an evil monk, pulls
a lever -- *TRAP DOOR OPENS* -- Rusty emerges, covered in FAKE
AMNIOTIC FLUID, naked except for a COCK SOCK.

STAGE RIGHT -- McCann speaks into the mic, his voice REVERBED TO DEATH, making him sound God-like and ridiculous:

PRINCIPAL MCCANN
In the beginning, we are conceived
in flames.

FIRST BOX -- Flames shoot out, crowd GASPS, Rusty charges on.

CONNOR
Guess it wasn't that much flame.

PRINCIPAL MCCANN (O.S.)
We enter the Birth Canal of Fire.
Struggling to see the path through
the smoke.

SECOND BOX -- More flames, no sweat.

RACHEL
The fuck? He should be toast.

PRINCIPAL MCCANN (O.S.)
We penetrate the Womb of Ashes. Our
will for self-identity cauterized.

THIRD BOX -- The smoke thick, Rusty struggling to see.

RACHEL
The fake amniotic fluid. It must be
flame retardant.

PRINCIPAL MCCANN (O.S.)
And then we are birthed by flame.

FOURTH BOX -- Rusty triumphant. The performance complete.

CONNOR
Good thing we have backup plan.

Rusty presses against the top of the box, doesn't open, to his horror, the box is LOCKED.

RACHEL
Two-dollar Master lock from Amazon.

Rusty, succumbing to the smoke.

RACHEL
Overnight shipping is a savior for
those last-minute plans.

HE COLLAPSES.

STANDING OVATION.

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

On the Valedictorian Board. RUSTY'S PHOTO FADES TO BLACK.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

TRACKING SHOT -- Worried students at their lockers, WHISPERS bouncing from one to the other--

STUDENTS (V.O.)

*Did you hear?... Our school is
cursed... Number One means your
number is up... Who's next?*

SETTLE on a MAKESHIFT MEMORIAL, candles, photos of the dead, their eyes scratched out, a pair of a DEVIL HORNS sharpied on Anastasia's head.

FINDING MARJORIE, catching up with McCann--

MARJORIE

Principal McCann, the parents keep calling! They want to know what we're doing about the latest tragedy.

PRINCIPAL MCCANN

Put the flag at half-staff.

MARJORIE

It's already at half-staff after the last death.

PRINCIPAL MCCANN

Then take it down all the way.

INT. OFFICE DEPOT J.F.K. -- FACULTY CONFERENCE ROOM -- DAY

Tense faculty meeting. McCann at the head of the table, surrounded by Marjorie, Karsten, various staff members --

PRINCIPAL MCCANN

Curse? There is no such thing as a curse. This is just a series of unfortunate events.

OFFICE DEPOT REP

Speaking for Office Depot, I can say without hesitation that our company does not look lightly upon dead students.

More debate among the staff. Marjorie can't take it anymore--

MARJORIE

I don't believe in a curse either,
but I do think the pressure of the
valedictorian race is a factor in
these accidents. Our students are
taking too many risks.

PRINCIPAL MCCANN

The kids are pros, Marjorie. They
can handle more than you think.

MARJORIE

How many more have to die before we
do something about this?

KARSTEN

And what exactly does the neophyte
school counselor suggest?

MARJORIE

I think we should call the race
off, at least until we figure out
what's going on.

Long beat. Dead silence. Glances exchanged--

EVERYONE ERUPTS IN LAUGHTER.

MARJORIE

I'm being serious here!

PRINCIPAL MCCANN

Let's not overreact. We can't panic
every time a scholar bites the
bullet. It's a streak of bad luck,
that's all. Deaths come in threes.

Flips open a fresh box of donuts--

PRINCIPAL MCCANN

Now, who wants to be the first try
the new Strawberry Cheesecake Donut
from Dunkin' Donuts?

FINDING DUNKIN' DONUTS REP -- Sitting in the corner, clears
her throat.

PRINCIPAL MCCANN

Sorry, I meant the Strawberry
Cheesecakalicious Donut. I swear,
it's scrumptious.

INT. OFFICE DEPOT J.F.K. -- MARJORIE'S OFFICE -- DAY

On Marjorie, thousand-yard stare, still reeling from that faculty meeting.

WALTER (O.S.)
Excuse me, Miss Reynolds?

She snaps back to it, facing Walter, sitting across from her. We've caught them mid-conversation --

MARJORIE
I'm sorry, so sorry. Please continue, Mr. Franken.

WALTER
I just don't know what to say to Rachel. Where do I even start?

MARJORIE
Believe me, I've tried talking to her. She's tough, but she's vulnerable. Rachel has built these protective walls around her. And with the valedictorian race bearing down, those walls are getting higher and higher.

WALTER
I can understand that...

MARJORIE
Reach out to her. Make an effort. She'll notice that. She'll respond.

WALTER
Sometimes it feels like we don't speak the same language.

MARJORIE
You played football here right?

WALTER
All-American. Captain of the team.

MARJORIE
You must've felt a lot of pressure in that position? Did that cause any stress?

WALTER
Not at all. Those were good times.

MARJORIE

What about when Rachel was born?
You were young, still a senior in
high school. That must've been a
lot to deal with.

Walter really wants to change the subject--

WALTER

Can you or can you not help me with
my little girl?

MARJORIE

Communication is a two-way street
and right now, you and Rachel are
on opposite roads. Before you can
have a healthy dialogue, you need
to find common ground.

Off Walter, considering Marjorie's words.

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN HALLWAY -- DAY

Rachel walks down the corridor, admiring valedictorians that
came before, pausing at: **Nicole Spears, 1999**. Her reverent
mood changes to something more somber. Looking at the photo of
Nicole, Rachel wishes she could speak directly to her.

LILY

(approaching)

You always stop at that one.

A solemn beat.

LILY

If you don't want to talk about it--

RACHEL

That's my mother, Nicole.
Valedictorian, class of 1999.

LILY

You're a legacy? I never knew.

RACHEL

She died when I was three.

LILY

I'm sorry.

Lily leans in closer to read the plaque. Rachel can feel her
breath on her neck. A sudden JOLT shoots through her body.

ON THE PLAQUE, underneath Nicole's name: **Princeton University**.

LILY
Princeton, that explains why you're
the only Top Tenner that wants to
stay in Jersey.

RACHEL
I figured that, if I followed in
her footsteps, maybe I'd get to
know her a little bit better.

The two of them stand in silence, admiring the photo.

INT. OFFICE DEPOT J.F.K. -- BATHROOM STALL -- DAY

Connor, arms folded, not happy.

CONNOR
You can't be serious! You're not
actually falling for that Pussy
Riot reject, are you?

Rachel, confused, trying to make sense of what's happening in
her heart.

RACHEL
I can't help it. Everything's so
much *easier* when she's around.
There's no pretense, no
competition.

CONNOR
Gimme a break, Ray-Ray. She's not
in the Top Ten for shits and
giggles. She's a *player*. This is
game. She's in it to win it.

Connor kneels, grabs her hand gently--

CONNOR
You know you can clam-slam all you
want when you get to Princeton. But
for now, stick to the plan and keep
focused.
(then)
There's still a lot of work left to
do, know what I mean?

Off Rachel, her gaze darkens as she considers these words.

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Rachel enters to find the Top Ten, standing in front of the
Board. The mood is quiet, almost somber.

JENNY

I can't believe Rusty is gone.

PRANAY

He died doing what he loved the most.

LILY

Being a pretentious idiot.

HELEN

Just because you didn't take the time to get to know him doesn't mean he wasn't special. Yeah, he had his faults, but we all do.

JENNY

Rusty was a good person deep down... deep, deep, deep down.

Rachel scans the group. It's clear this is taking a toll on the them. Karsten enters, iPhone in hand.

KARSTEN

Alright, scholars, time to find out who's next... Number One, I mean.

Valedictorian Board flickers to life. Images of the Top Ten SCROLL DOWN the main screen, like a slot machine, slowly winding down. Top Ten watching, absorbed, apprehensive--

PRANAY

Good luck, everyone.

KRYSTAL

I'm not scared.

TADD

Neither am I.

The scrolling stops on Tadd, he GASPS in horror.

CLICKS OVER. SETTLES ON HELEN TY.

KARSTEN

Congratulations, Helen.

The color drains from Helen's face. FREEZE ON HER EXPRESSION--

GRAPHIC: HELEN TY

GPA:

4.9200

EXTRACURRICULAR ACTIVITIES:

Asian Art & Archery Club (Creative Director)

RAND Corporation Robotics Society (President)
 Baroque Violin Enthusiasts (Founder)
SCHOOL OF CHOICE:
 Stanford

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

MORNING MADNESS. Over-caffeinated STUDENTS going to and fro, barely room to breathe, but they part like the Red Sea for one girl, one very short, very scared Filipina girl--

Helen, walking the Green Mile, bewildered as kids scurry towards the exits at the sight of her.

HELEN

Hi... Good morning... Hi... How are you doing... What's up...

NO ONE RESPONDS. She spots Jenny. Her one true friend. She can count on her!

HELEN

Can you believe this? I'm *persona non grata* around here.

(ignored)

Hello? Jenny? You're acting like I'm invisible.

JENNY

Listen, Helen, I've really enjoyed being friends with you for the past nine years, but it's time we go our separate ways. Good luck out there.

Finding Rachel, at her locker with Connor, they watch as Helen moves along, a leper among the colony.

CONNOR

Hello Kitty, Jenny just threw her under the Megabus. Wanna brainstorm kills before fifth period?

RACHEL

Not right now, Connor.

CONNOR

I'm thinking of doing something with magnets. Or maybe an out-of-control BattleBot that turns on its owner?

RACHEL

Seriously, can't you just leave me alone for like one day?

FINDING KARSTEN -- Watching Rachel as she talks to herself.
His bleached blonde brow furrows.

INT. OFFICE DEPOT J.F.K. -- CHAMBER PRACTICE ROOM -- DAY

Helen at the conductor's podium, setting up her pages, looks out to the room...

NOT A SOUL PRESENT. Except for one confused-looking OBOE-PLAYER. BZZZ! He gets a text, grabs his instrument and scurries the hell out. *

INT. OFFICE DEPOT J.F.K. -- AP PSYCHOLOGY -- DAY

Helen, focused, choleric, furiously filling out her ANSWER SHEET. The led tip of her pencil ground down to a nub.

INT. OFFICE-DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Door swings open, Helen marches in, test in hand. She SLAMS the paper down on Karsten's desk.

HELEN

I'm out!

ON HELEN'S TEST -- A big, red, Sharpied "F" on top.

KARSTEN

What is this?

HELEN

That's an "F". For *fuck* you, the race, the entire goddamn system. Becoming valedictorian isn't worth dying over.

KARSTEN

Now think about this for a minute--

HELEN

That "F" plus my Incomplete in Bio should be enough to knock me out of the Top Ten. I'd be surprised if I'm still in the Top Twenty.

Helen turns to the Top Ten, sitting nearby--

HELEN

Good luck surviving the semester, bitches.

She saunters off.

INT. OFFICE DEPOT J.F.K. -- PRINCIPAL'S OFFICE -- DAY

Quickly approaching is the town SHERIFF and his DEPUTY.

PRINCIPAL MCCANN
 Sheriff Neal, can I help you?

SHERIFF NEAL
 I'm getting calls from worried
 parents, McCann. Truancy is up.
 Grades are down. What are you doing
 about this?

PRINCIPAL MCCANN
 It's all under control. The kids
 are just letting off some steam.

SHERIFF NEAL
 My youngest is a sophomore. And you
 know what she told me last night
 over dinner? She said: *Dad, I don't*
want to be valedictorian anymore.
 (choking up)
 How can a father respond to that?

PRINCIPAL MCCANN
 Oh God, I'm so sorry Sheriff.

SHERIFF NEAL
 I need my princess to believe in
 our system again. Fix this.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT

FRANTIC PTA MEETING. Shouting matches breaking out. Faculty,
 on stage, unsure how to respond. Marjorie takes the mic--

MARJORIE
 I know everyone is concerned.
 Believe me, we care about the
 safety of your children.

OBESE MOTHER
 What about my kid's grades? These
 accidents are stressing her out.

FIDGETY DAD
 How is my son supposed to get into
 Brown with a B on his transcript?

FINDING RACHEL AND HER FATHER -- At the back of the crowded
 auditorium.

WALTER

Three kids dead and all they care
about are grade point averages.

ON STAGE -- Marjorie baffled, looking to McCann for a life
preserver, none coming.

MARJORIE

Listen, there is an epidemic going
around school, and it's taking the
lives of our students.

(then)

What if we do what McKinley High
does and recognize every kid with a
GPA of 4.0 or above? Or what if we
didn't award valedictorian at all?

HUGE, AIR-SUCKING GASP from the audience. The parents aren't
having this at all.

MARJORIE

This would relieve a lot of
pressure on the student body.

RED-HEADED MOTHER

That's the most ridiculous thing
I've ever heard!

THICK DAD

Get off the stage!

MARJORIE

This race isn't more important than
the lives of your children!

OLD MAN

The race is an institution.

FIERY APPLAUSE.

ON RACHEL AND WALTER --

WALTER

Marjorie's right. We should get rid
of the whole valedictorian system.

Rachel, hurt by this.

ON STAGE -- Marjorie booed, McCann swoops in, takes the mic.

PRINCIPAL MCCANN

Now what do y'all think about that?
Call off the valedictorian race?

(MORE)

PRINCIPAL MCCANN (CONT'D)
The one thing that has defined this
town for over sixty years?

CROWD
Hell no!

PRINCIPAL MCCANN
What are we going to do, go back to
raising money through bake sales?

CROWD
Hell no!

PRINCIPAL MCCANN
Are we really going to dismantle
what makes our school district the
most desirable in New Jersey? That
keeps our property values going
through the roof?

CROWD
Hell no!

PRINCIPAL MCCANN
That's what we must say, as a
school, as a community, as a
people... Hell No!

CROWD
Hell no!

PRINCIPAL MCCANN
HELL NO!

CROWD
HELL NO!

PRINCIPAL MCCANN
The race, forever! Valedictorians,
forever!

WILD APPLAUSE. Audience fired up like a bloodlusting mob.
McCann eyes the Sheriff. He nods back in approval.

Ergo-Norman mascot and the SCHOOL BAND rush on stage to fuel
the passion even more.

Off Marjorie, surveying the crowd. She's never felt more
powerless... and hopeless.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT -- LATER

Post-meeting, the crowd dispersing, Rachel and Walter head
out, passing Marjorie, bitterly tearing up to the side.

WALTER

(to Rachel)

Hold on for a moment... Miss Reynolds, are you okay?

MARJORIE

I thought if I could convince the parents that the system was putting lives in danger, then it wouldn't matter what the faculty thought... Turns out, they're even worse.

Another round of tears from Marjorie. Walter hugs her, and Rachel cannot help but react... *Why is he there for Marjorie and never there for me?*

She takes off.

WALTER

Rachel, where are you going?

EXT./INT. WALTER'S TOYOTA CELICA -- NIGHT -- LATER

Walter and Rachel, stuck in parking lot traffic, CLIK-CLAK of the turn signal, the silence loaded.

WALTER

I need to take the car tonight, working a double shift and the buses stop running at one.

(no response)

Those parents are something else.

RACHEL

At least they care if their kids get into an Ivy League.

Walter, taken aback.

WALTER

I'm sorry if I can't afford all the private tutors and college coaches your heart desires. But good parenting is more than just paying for S.A.T. prep courses.

RACHEL

It's not about that, Dad. When's the last time you asked me how I did on a quiz, or an essay? Do you even look at my report card before you sign it? *You don't care.*

WALTER

What I care about is your happiness.

RACHEL

Then show me! Show me that you care!

A heavy silence between father and daughter as they pass through the school entrance. Along the fence, a series of flowers and candles, a MEMORIAL to the fallen.

INT. OFFICE DEPOT J.F.K. -- LIBRARY -- DAY

Rachel sails through the double doors, heads towards the center table, where Charlotte, Jenny, and Tadd hold court for their usual calculus study group.

CHARLOTTE

You're late.

Rachel drops her bag and walks past them. Her eyes set on Lily sitting at a corner table, sketching on her iPad.

CHARLOTTE

Hello, Rachel?

Approaching Lily--

RACHEL

Do you like me?

LILY

Is this a prank?

RACHEL

It's a question, and I need an answer. Do you like me?

By now, the entire library is watching them. Lily steels herself and stands up to face Rachel.

LILY

Yeah. I do. Do you?

That's all Rachel needed to hear. Deep breath, she moves in closer and LANDS A KISS. Lily, surprised, then delighted.

QUE MAKEOUT SESSION. The school bursts into applause. Tadd whoops and hollers. A soft beat as the two girls stare into each other's eyes.

RACHEL

That was...

LILY
...pretty rad.

MUSIC RISING, total riot grrrl rock (Le Tigre, Bikini Kill) as we GO INTO A SERIES OF SHOTS:

INT. TADD'S HOUSE -- NIGHT

Another one of Tadd's raging HOUSE PARTIES. We weave through the crowd to find Rachel and Lily, free-spirited, maybe a little drunk, dancing together in the center of the room.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rachel and Lily breeze down the hallway, clocking dumbfounded looks from their classmen. Rachel doesn't give a fuck. She throws a handful of Playtex tampons at them.

Passing Connor, giving her a WTF look.

INT. FRANKEN HOME -- LIVING ROOM -- NIGHT

Rachel and Lily, snacking on red vines, watching "Pump Up The Volume." She runs a finger across the back of Rachel's neck.

Walter, sitting in the barcalounger next to them, notices.

INT. FRANKEN HOME -- RACHEL'S BEDROOM -- NIGHT

The MUSIC FADES as we come upon a quiet moment--

Rachel and Lily lay in bed, side by side. Neither speaks a word... they simply look right into each other's eyes... communicating on a different wavelength.

END MONTAGE SEQUENCE.

EXT. OFFICE DEPOT J.F.K. -- FOOTBALL FIELD -- EARLY MORNING

CHK, CHK, the rhythmic whirl of the morning SPRINKLERS. SCHOOL GARDENER running the lawn mower across the immaculate field. The dewy, fresh cut smell has a calming effect on Rachel, sitting by herself on the bleachers.

Helen approaching, dark sunglasses, sits a few steps down, faces the other way. For a couple beats, neither says a word.

RACHEL
How did you do it? How did you get
out for good?

HELEN
That's why you called me so early?
You want advice?

RACHEL

It's not advice for me, *duh*. I'm just... curious. Failing out was a great move, a real political statement. I'm sure you wrote about it in your college essay.

HELEN

I already got into Stanford. Early decision. I did it for me.

A quiet beat.

HELEN

Ever since preschool, my parents have instilled in me the importance of academics. My entire life, I've listened to them. And what has it gotten me? Chronic ulcers and a generalized anxiety disorder.

RACHEL

It also got you Stanford.

HELEN

I still want to be valedictorian, Rachel. I'd kill for it, but I'm not going to die for it.

Helen stands up, flattens out the wrinkles in her skirt. Grabs her book bag--

HELEN

For what it's worth, I hope you win.

Rachel, pondering all this.

TIME SPEEDS UP. The sun shoots up high above the sky, the DRONE of traffic rising, CHIRPY STUDENT VOICES echo all around. SCHOOL BELL RINGS.

We're OFF TO THE RACES--

INT. OFFICE-DEPOT J.F.K. -- HALLWAY -- DAY

On the Top Ten, MARCHING down the hallway--

KRYSTAL

Any bets on who the new Number One is now that Helen dropped out?

CHARLOTTE

Do not mention her name again or
I'll punch you in the larynx.

We find Rachel and Lily in the back of the brigade, holding hands, happily in their own little love bubble.

TADD

She made a mockery of the system.

JENNY

The same system that fed her for
seventeen years.

Lily can't help but react to this--

LILY

You mean the same system that
oppressed her for seventeen years.

PRANAY

Perhaps Helen's trying to show us a
new path to educational
enlightenment? Maybe it's not all
about grades and being Number One.

Everyone stops in their tracks. Takes a moment...

THEY LOSE THEIR SHIT. Funniest thing anyone's said all day!
But Rachel isn't laughing. Her earlier conversation with Helen
reverberates in her head.

AS THEY TURN THE CORNER --

The Ex-Populars, in their ratty football jerseys and dated
cheerleading uniforms, suddenly appear, standing in their way,
arms crossed.

HEAD CHEERLEADER

You nerds can't rule the school
forever. It goes against the
natural social order.

MUSCLED JOCK

Yeah! We're supposed to be on top,
just like God intended.

Pranay motions like he's about to throw a punch, Jock cowers.

HEAD CHEERLEADER

Don't worry, the valedictorian
curse will take them all out soon.
And once they're gone, we'll be
back on top.

Charlotte steps up, meets her nose to nose.

CHARLOTTE
Over my dead body, glitter bitch.

HEAD CHEERLEADER
So be it.

As they head out, Jock locks eyes with Rachel --

MUSCLED JOCK
You should be ashamed. Your dad was
a *legend* at this school.

Off Rachel, bewildered by this statement.

INT. OFFICE-DEPOT J.F.K. -- VALEDICTORIAN LOUNGE

The Top Ten standing in front of the Valedictorian Board.
Karsten, heavy bags under his eyes, fires up the app on his
phone he uses to control the board --

KARSTEN
Let's just get this over with, it's
been a long week and I'm starting
to break out from the stress. The
new Number One is...

ON THE BOARD... SCROLLING THROUGH THE HEADSHOTS...

LILY IS THE NEW NUMBER ONE.

LILY
Sweet. Bring it.
(sees Rachel's concern)
Don't worry, I'm an Atheist. I
don't believe in curses.

Rachel gripped with fear, she instinctively grabs Lily's hand.

INT. BIG HO'S BOBA SHOP -- DAY

The high school hangout/study spot. Rachel is on the couch,
watching Lily and her band set up for their gig. Connor flops
down next to Rachel, dressed as a Van Halen roadie.

CONNOR
I love the rock 'n' roll lifestyle.
So fun, so heedless. No wonder
musicians die young.
(nods towards Lily)
So obviously, this is gonna be some
kind of overdose situation.
(MORE)

CONNOR (CONT'D)
 Heroin, cocaine, blue M&Ms... There
 are so many options!

Guitar check from Lily.

LILY
 We're Lily & the Vaj-onauts. You
 ready to fucking rock Big Ho's?
 Three, two, one...

The begin playing a soft, elegaic, cover of Rage Against the Machine's "Sleep Now in the Fire". Rachel remains completely smitten by her.

CONNOR
 I'm not here to kill your vibe, but
 you're gonna have to choose: either
 love or valedictorian.

His words cut through. Off Rachel, ill at ease.

INT. OFFICE DEPOT J.F.K. -- FACULTY LOUNGE -- DAY

Marjorie makes her way through the faculty lounge, smiling curtly, avoiding eye contact. She's still licking her wounds from the disastrous PTA meeting.

At the Xerox machine she picks up a stack of papers: her freshly printed RESUMES. Counting them off, she realizes one is missing...

MRS. HORSCHULTZ
 Looking for this?

Marjorie reaches for it, but Horschultz snaps it back at the last second.

MRS. HORSCHULTZ
 At some point you either buy in or
 push away from the table.

Marjorie snatches it from her. As she heads out, Marjorie hears a RISING COMMOTION coming from an adjacent room...

INT. OFFICE DEPOT J.F.K. -- CASINO ROOM -- MOMENTS LATER

A tricked-out, Vegas-style Members Only club. Names and pics of the Top Ten spanning casino-style ODDS BOARDS.

Around the center table, faculty leaning over a computer screen, including HAL FONTANA (40s), the Phys Ed instructor--

HAL

So many changes in the Top Ten, the system is working overtime!

DRIVERS ED INSTRUCTOR

The handicaps keep changing.

Marjorie, turning the screen towards her, reviews the ALGORITHM computing the ever-changing odds of who will win.

MARJORIE

You're betting on who wins valedictorian?

HAL

Oh, yeah! And not just that. SATs, ACTs, English quizzes, biology exams... it ain't the Kentucky Derby, but you can make some real coin. For valedictorian my money was on Rusty. As the saying goes, "When in doubt, bet on the Korean". It sucks when your prized horse takes a bullet in the head, but, whaddaya gonna do? Them's the breaks.

(hands her a ticket)

What's your wager?

INT. OFFICE DEPOT J.F.K. -- FACULTY LOUNGE -- MOMENTS LATER

Marjorie exits the Casino Room, resume copies in hand...

She drops them into the paper shredder.

INT. OFFICE DEPOT J.F.K. -- LIBRARY -- DAY

Rachel drags Lily towards a darkened, far-off corner of the library, where the old Kennedy High yearbooks live. Scanning the volumes, she finds what she's looking for...

RACHEL

My parents' senior yearbook.

Rachel cracks it open, flipping through the pages, lands on the SUPERLATIVES section. Her mother listed multiple times...

LILY

(reading them off)

Nicole Spears: Most Likely to Succeed, Most Involved, Most Intelligent. Most Likely to Rule the World... wow, boss much?

RACHEL
Yeah, if she wasn't my mother I'd
totally hate her.

LILY
What are you looking for?

RACHEL
This...

Coming upon the ATHLETICS SECTION, points to her father,
awarded the "Athlete of the Year."

RACHEL
Look at all this recognition my dad
got. He was the best football
player Kennedy had ever seen.

Lily reads over her shoulder...

LILY
Full ride scholarship to USC? Wow.

RACHEL
He never went.

LILY
Why?

Rachel turns to the PROM SECTION. Finds the photo of her
parents hesitantly smiling for the cameras. We see Walter's
hand placed over Nicole's belly.

RACHEL
(realizing)
Because of me. That's why. He gave
up his scholarship, his dream, to
take care of me while...

LILY
Your mom went to Princeton.

RACHEL
He loved her that much. He
sacrificed his future for her's.

Off the photo of Nicole and Walter.

INT. OFFICE DEPOT J.F.K. -- PRINCIPAL'S OFFICE -- AFTERNOON

Marjorie intercepts McCann just as he's leaving--

MARJORIE

The teachers are betting on who wins valedictorian. Did you know about it?

PRINCIPAL MCCANN

Oh yeah. I put some money on that Rachel girl. She's been tearing through the competition lately.

MARJORIE

Are you serious? You're the Principal of this school. It's unethical, illegal even.

McCann retakes his seat, legs crossed, hands placed calmly on his lap, like a therapist seeing an unruly patient.

PRINCIPAL MCCANN

What do you have against us, Miss Reynolds? Can't you see we're making lives better? Our kids are going to the top schools.

MARJORIE

Yeah, when they're not being buried six feet under.

McCann's gaze darkens. His chipper fratboy energy fading...

PRINCIPAL MCCANN

I know it's hard to believe, but there was a time when we were like the rest of America's public high schools: broken, underfunded, *useless*. But then I came in, and I turned it all around. I busted my ass wooing the corporate sponsors. I was the one making the deals. I brought in the *money*, honey. And now, look at us. We're the richest school in the entire state.

MARJORIE

And the most morally bankrupt.

A beat on McCann. Like he's about to explode. THEN--

A HEARTY LAUGH.

PRINCIPAL MCCANN

You're a blast, Marjorie! What are you doing this weekend?

(MORE)

PRINCIPAL MCCANN (CONT'D)
 It just so happens I have two
 tickets to Monster Jam. They're
 sponsoring our next Battlebot Fest.
 You down?

Marjorie, flabbergasted.

PRINCIPAL MCCANN
 No? Well we can do something else,
 something you like. Let's see, what
 do white women over thirty like to
 do... vertical wine tasting? Great
 Gatsby theme party?
 (then)
 Got it! Savage Garden Reunion Tour.
 They're coming next month.

MARJORIE
 You are officially the worst person
 I have ever met.

PRINCIPAL MCCANN
 You'll come around, Marge. Soon
 enough. They always do.

MARJORIE
 I'll *never* be like any of you.

BZZZ! Marjorie's phone goes off, SAVAGE GARDEN RINGTONE -- "I
 Want You" blaring from the tinny speakers. She scrambles to
 shut it off before McCann recognizes it. Too late.

PRINCIPAL MCCANN
 See you tomorrow, Miss Reynolds.

She stomps off.

INT. FRANKEN HOME -- RACHEL'S BEDROOM -- AFTERNOON

CLOSE ON RACHEL: breathing HEAVY, sweat collects on her brow.

RACHEL
 I don't know if I can do this.

FACING LILY -- heart racing fast.

LILY
 This is the only way to know for
 sure, Rachel.

RACHEL
 (muttering)
 Oh god oh god...

LILY

Do it.

CLOSE ON an envelope sitting on the bed. It's from the PRINCETON UNIVERSITY ADMISSIONS DEPT. Lily scoops it up slowly, almost reverently, as she offers it to Rachel.

LILY

Do it now.

Rachel tears into the envelope. Her eyes skim the first few sentences. We register a hint of something -- is it relief? Disappointment?

RACHEL

I did it. I got in... I got in!

LILY

Yes! I knew it!

The two girls embrace, tumbling back onto the bed as Rachel tosses the admittance letter into the air.

RACHEL

I didn't have any doubts... okay, maybe some.

LILY

Your dad is going to be so happy when he hears.

RACHEL

Especially when he hears how much tuition is.

LILY

That's what scholarships are for.

RACHEL

It's not enough. I can't be a burden to him anymore, like I've been my whole life. Besides, I don't think he'd care either way.

LILY

No, I am *not* co-hosting another one of your pity parties. You need to nut up and tell your dad about this. It's important. Who knows, his reply might surprise you.

WALTER (PRE-LAP)

Absolutely not. I forbid it, Rachel Franken. I absolutely forbid it.

WE REVEAL:

INT. MCDONALDS RESTAURANT -- COUNTER -- DAY

Walter stands at the counter facing Rachel, who has a completed McDonald's application in her hand.

WALTER

No daughter of mine is going to
work at McDonald's.

RACHEL

It's time I carry my own weight.

Walter, not quite believing it at first. But the certainty in Rachel's voice convinces him.

WALTER

Welcome to the Golden Arches.

INT. MCDONALDS RESTAURANT -- COUNTER -- NIGHT

Rachel, newly employed, uniformed and wearing a headset, chatting with Lily.

LILY

In spite of my moral objections to
you working in an industry that
exploits its workers, I have to
admit, you look good in red.

Looking over at Walter --

LILY

Your dad took the news well...
about Princeton?

RACHEL

Oh... yeah, he did.

LILY

You didn't tell him?

RACHEL

I can't do it. Not after everything
he's given up.

LILY

Rachel...

RACHEL

It's my life, Lily.

A heavy beat. Lily backs off.

LILY

You know what, you're right. It is
your life. You do you. See you at
school.

Lily exits. On Walter, waiting until she's gone before
approaching Rachel.

WALTER

Everything okay with Lily?
(off Rachel's silence)
You don't have to hide anything
from me. She's a sweet girl, she
makes you happy. I see that...
that's all that matters to me.

A moment passes between them. Rachel wants to tell him about
Princeton...

RACHEL

Dad, there's something I should
tell you--

She's cut off by a SMOKE ALARM.

WALTER

The fries are on fire again!

Walter runs to the deep fryer. Rachel turns around, finds
Karsten at the counter, smug look on his face, getting a kick
out of this.

KARSTEN

Now, what would the school sponsors
think if they saw one of the Top
Ten flipping burgers in some grease
pit with her woeful father?

RACHEL

Can I take your order, Mr.
Wielhelm?

KARSTEN

What, no snappy comeback? That's
not the Rachel I know.

WALTER

Is something wrong?

RACHEL

Nothing's wrong. Thanks.

KARSTEN

(leaning in; whispered)
You think you're so smooth, don't
you? Passing off your dirty little
deeds as mere accidents?

Rachel quickly pulls off her headset, lest anyone overhears.

KARSTEN

I know you're behind them, Rachel.
All I have to do is find hard
proof, and once I do, the only
place you'll be taking orders is in
the Rikers Island commissary.

Karsten swipes an apple pie from the counter and saunters off.

EXT. OFFICE DEPOT J.F.K. -- ROOFTOP GARDEN -- NIGHT

Rachel and Lily, stumbling about in Anastasia's garden.

RACHEL

I'm sorry I lied to you. Please
accept this drink as an expression
of my sincere regret.

Rachel passes Lily a bottle of Jack. Lily drinks.

LILY

And I'm sorry I pressured you, so
please also accept this drink as an
expression of *my* sincere regret.

Rachel takes a swig.

RACHEL

This is like a really mature talk.

LILY

Fuck yeah it is.

Rachel, looking out upon the school, her mind wandering...

LILY

You're thinking about it again.

Lily takes Rachel's hand, leads her to the roof's edge.

LILY

Don't you see what McCann is doing?
The race is a scheme for him and
his cronies to bring in more money
and install massage chairs in the
faculty lounge. It's corrupt.
It isn't normal.

EXT. OFFICE DEPOT J.F.K. -- BREEZEWAY -- NIGHT -- SAME

Karsten spots them teetering on the edge of the roof.

KARSTEN

She's going for Lily!

Grabs his phone and dials--

KARSTEN

Hello? Campus Police, I need you at
the gymnasium right now. A lesbian
is about to be murdered!

EXT. OFFICE DEPOT J.F.K. -- ROOFTOP GARDEN -- NIGHT

RACHEL

I don't know what to do. This is
the way it's been. It's not going
to change.

LILY

The system can change, but it's the
people who need to change first.
(then)
The revolution starts with the
individual.

Motions towards her shirt, an image of Kirk Douglas.

LILY

Just like Spartacus, see? Say it
with me, 'I am Rachel!'

RACHEL

(soft)
I am Rachel.

LILY

I. Am. Rachel.

RACHEL

I am Rachel! I am Rachel! I AM
RACHEL!

LILY
You are so fucking hot right now!

Lily takes her down to the ground, pins her, kisses her.

LILY
I learned that move from Minority
Revolution Tactics.

Rachel flips her around, gets on top.

RACHEL
I learned that from Hunger Games.

Karsten BURSTS THROUGH the rooftop door brandishing a GUN.

KARSTEN
Put your hands up, Rachel Franken!

Lily and Rachel back on their feet...

KARSTEN
One more move and I'll shoot!

LILY
You can't threaten her like that.
She's a lesbian now, so this is
technically a hate crime.

RACHEL
I said I wanted to remain
unlabeled.

LILY
For how long?

RACHEL
As long as I want to be.

Karsten, frustrated that he's being ignored--

KARSTEN
Excuse me?! She's dangerous! She
killed my beloved Connor, and Rusty
and Anastasia... and she's going to
kill you too!
(locks in on Rachel)
But now I got this crazy bitch
cornered.

LILY
Oh, so now we're throwing the B-
word around? Awesome.
(MORE)

LILY (CONT'D)
 You know what Karsten, why don't
 you take your white male privilege
 and run back to Daddy McCann.

KARSTEN SHAKING.... FINGER ON THE TRIGGER...

LILY
 Face it, you're just another pawn
 in the valedictorian system.

Rachel grabs Lily's hand, Karsten reacts, FIRES THE GUN, just
 misses her. Lily LUNGES for the pistol--

RACHEL
 Stop!

Karsten staggers back, falling to the ground, aiming high.
 BOOM! LILY TAKES IT IN THE CHEST. Between Spartacus' eyes.

RACHEL
 Lily!

CAMPUS POLICE burst onto the rooftop, Lily falls to the
 ground, Karsten holding the smoking gun.

CAMPUS POLICE OFFICER
 Drop your weapon!

Karsten WHIPS AROUND instinctively, gun aimed at the cops.
 BOOM! BOOM! BOOM! Three shots right in the gut.

KARSTEN DEAD BEFORE HE HITS THE GROUND.

Rachel holds an expiring Lily as police move in.

LILY
 Is it true? Did you kill them?

RACHEL
 Things got so out of hand... This
 isn't what I wanted... I wish I
 could take it all back.

LILY
 (death-rattled)
Viva la revolución.

LILY DIES.

On Rachel, crouched over her lifeless body. Unstuck from
 reality, her VISION NARROWS, blurs at the edges, approaching
 cops sound TINNY AND DISTANT.

RACHEL (PRE-LAP)
It was me. I I killed them all...

INT. DOWNTOWN POLICE STATION -- INTERROGATION ROOM -- NIGHT

On Rachel, in the middle of a tearful CONFESSION. Sheriff Neal listens closely --

RACHEL
It started after Connor's accident.
I wasn't in a good place. I was
lost. I was afraid and *desperate*.
After getting back in the Top Ten,
I felt like I had no choice.

WIDER ON THE ROOM -- this is the SWANKIEST interrogation room you've ever seen. All steel and glass. Espresso machine and muffins. This police department is indeed well funded.

RACHEL
My first target was Anastasia Rundgren, because why not start with number one? I fed her poisonous mushrooms and almost killed her dog. Oaknut doesn't deserve that! And neither did Anastasia. Then, I turned my attention to the next number one: Rusty Lee. He was easier to kill because I hated him so much. I thought I could get away with it all, and I was getting away with it. But after seeing Lily die in my arms... I realized the universe is going to punish me no matter what I do.

She breaks down.

RACHEL
Arrest me. Throw me in the electric chair. I don't care anymore! I don't care!

On Sheriff Neal, still processing everything he's just heard.

SHERIFF NEAL
No one else put you up to this? You acted alone?

RACHEL
It was all me.

SHERIFF NEAL
Give me a moment.

As he exits, we PAN OVER TO CONNOR, sitting on Rachel's right.

CONNOR
What are you thinking, Ray-Ray? You can't do this. They're going to put you away for life!

RACHEL
It's done. My conscience is clear.

Sheriff Neal enters with an EVIDENCE BAG.

SHERIFF NEAL
Karsten Weillhelm, the Dean of Exceptional Scholars. He had quite the imagination. Guess what we found in his apartment: a bunch of fan fiction about him winning the valedictorian race. He even wrote a comic book called "Die Valedictorian." "Die"! D-I-E.

RACHEL
"Die" is just German for--

SHERIFF NEAL
He kept dossiers on everyone in the Top Ten. His entire world revolved around the program. He was obsessed with it. No wonder he stuck around after all these years... that sick German bastard.

RACHEL
Wait, what are you trying to say?

SHERIFF NEAL
Rachel, you're a good girl. A shining star in this community. Right now you're feeling hurt, confused, and it's causing you to say things you don't mean.

RACHEL
It's all true!

SHERIFF NEAL
What Karsten did to the Top Ten is hard to believe. Your mind is trying to make sense of it all.
(MORE)

SHERIFF NEAL (CONT'D)
But trust us when we say we found
our guy. It was Karsten.

RACHEL
No! It was me! I did it!

SHERIFF NEAL
I've already called your father.
He's coming to pick you up. Now,
let's keep what you said between
us. No one else needs to know.
Understand?

On Rachel, her gaze darkens. The Sheriff is not going to
accept her confession.

Connor reappears, devilish smile on his face.

RAQUEL
I understand.

CONNOR
I understand.

Rachel's gaze drift towards the evidence bag, inside is
Karsten's BLOOD-STAINED VALEDICTORIAN RING.

CUT TO BLACK.

INT. FRANKEN & FRIENDS AUTO SHOP -- NIGHT

Rachel enters, keys in hand, turns on the garage lights, finds
Mrs. Stone's Alfa Romeo Spider.

EXT./INT. MOUNTAIN ROAD -- THE SPIDER -- NIGHT

Rachel behind the wheel, Connor riding shotgun, zipping along
the mountain pass.

CONNOR
Slow down, Ray-Ray. The overlook
isn't going anywhere.

Rachel locked in on the road like a Formula 1 racer.

RACHEL
No one believes me. No one *listens*
to what I have to say.

CONNOR
Is this about Miss Bikini Kill?
Jesus, Rachel, how did you think
that was gonna end?

RACHEL

This is where it ends. Right now.
I'm done with valedictorian, and
I'm done with you.

CONNOR

What are you talking about?

RACHEL

I'm Frankenstein, and you're my
monster. My selfishness brought you
into this world, and now I have to
take you out.

She floors it. The car's going too fast --

CONNOR

You'll kill us both!

RACHEL

Good luck with that passenger-side
airbag.

CONNOR

Wait, this is Mrs. Stone's Spider!
The airbag doesn't work--

RACHEL SWERVES RIGHT INTO A TREE -- Connor flies through the windshield. Rachel saved by the driver-side airbag.

EXT. MOUNTAIN ROAD -- NIGHT

Rachel exits the car, dazed but unhurt, looking for Connor.

HE HAS DISAPPEARED FOR GOOD.

She pulls out the VALEDICTORIAN PIN and tosses it into the
fiery wreckage. SLOW DISSOLVE TO:

INT. FRANKEN HOME -- RACHEL'S BEDROOM -- MORNING

iPhone alarm ERUPTS, Boyz II Men ringtone, "End of the Road".
Rachel stirs, awakens slowly like from a dream.

INT. FRANKEN HOME -- KITCHEN -- DAY

Walter making eggs and toast. Rachel comes down the stairs.

WALTER

Good morning. This came for you.

He hands her an envelope from NEW JERSEY CITY UNIVERSITY. A
sticker emblazoned on top reads: **WELCOME!**

WALTER
Did you hear from Princeton yet?

RACHEL
I didn't get in.

WALTER
I'm sorry, honey.

RACHEL
It's okay. This works just fine for me. Honestly, it does.

She kisses her father on the cheek.

RACHEL
Thanks, Daddy.

WALTER
For what?

RACHEL
For everything.

Walter, not sure what to make of this, but he'll take it.

INT. OFFICE DEPOT J.F.K. -- MARJORIE'S OFFICE -- DAY

Marjorie picking at a Chobani, as Principal McCann glides in, followed by his assistant.

PRINCIPAL MCCANN
Miss Reynolds, you've been promoted. Grab your stuff and move into the Valedictorian Lounge.

MARJORIE
Excuse me?

PRINCIPAL MCCANN
You're my new Dean of Exceptional Scholars.
(to Assistant)
How long until the builders come?

MCCANN'S ASSISTANT
Ten minutes.

PRINCIPAL MCCANN
You have ten minutes before they tear down this wall to expand the faculty gym.

MARJORIE

So you just assumed I would accept the position?

HIGH-HORSE TIME, Marjorie saddles up--

MARJORIE

Well, guess what, *no deal*. I refuse to participate in a corrupt system that puts innocent lives in danger. I'm staying right here, right where I'm needed the most.

PRINCIPAL MCCANN

This position has been eliminated.

MARJORIE

What?!

MCCANN'S ASSISTANT

Budget cuts.

PRINCIPAL MCCANN

So you can pack your things and vacate the premises.

MCCANN'S ASSISTANT

Ten minutes.

Assistant sails off.

MARJORIE

You couldn't buy me out, so you just pushed me out instead.

PRINCIPAL MCCANN

Tell you what, I'll leave the Dean position open until Finals Week. If you don't want it by then, I'll offer it to someone else. Deal?

Off Marjorie, speechless.

INT. OFFICE-DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

Rachel steps into the lounge to find the remaining Top Ten already there. They suddenly burst into APPLAUSE.

RACHEL

What's going on?

JENNY

Sweet move.

CHARLOTTE
Your timing is impeccable.

Rachel turns towards the Board, SHE IS NOW NUMBER ONE.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rachel, walking down the corridor to CHEERS.

RACHEL (V.O.)
Is it coincidence, or karma? I get
over being Number One, and now I *am*
Number One. Maybe I righted all the
wrongs. Maybe this is my reward...
I'll take it.

FINDING MARJORIE -- still raw from her interaction with
McCann, realizing the cause of the commotion. She looks at
Rachel, revered by the student body.

Off Marjorie, forming a plan...

INT. BIG HO'S BOBA SHOP -- DAY

Marjorie has cornered Rachel, trying to sell her the plan:

MARJORIE
No one else cares. There's only one
possibility, one group left to try
to get on our side to make this
work: the *students*.

Rachel willfully ignores her.

MARJORIE
I saw it in the hallway this
morning. You're a leader at this
school. You can make a difference.
You can change the system. Let's do
it together.

RACHEL
I have to study. Finals week.

MARJORIE
Finals? There are more important
things going on right now.
(off Rachel's silence)
You're still gunning for
valedictorian, aren't you? After
everything that's happened?

Rachel, defiant, takes off.

INT./EXT. SCHOOL PARKING LOT -- RACHEL'S CAR -- AFTERNOON
 Rachel in her car, turns the ignition, the engine SPUTTERS.

RACHEL
 Come on...

Reaches for the hood release--

SWWAK! AN ARROW PIERCES THE WINDSHIELD.

The tip less than an inch from Rachel's face, she gets out of her car, looks around. The lot is empty.

EXT. OFFICE DEPOT J.F.K. -- BREEZEWAY -- MOMENTS LATER

Rachel, arrow in hand, not another soul in sight.

PHONE BUZZES. ANONYMOUS TEXT MESSAGE: **So close**

Rachel texts back: **Who is this?**

THE REPLY: **Going 2 finish what u started**

Thanks for the incontinence

A beat.

I mean "inspiration"

Stupid auto correct

Rachel suddenly feels weak --

RACHEL
 Finish what I started?

RACHEL (V.O.)
 At first, I thought this was a
 joke. Something to scare me off...
 Turns out, I was dead wrong.

EXT. OFFICE DEPOT J.F.K. -- FACULTY PARKING LOT -- DAY

A silver BattleBot cruises across the empty lot, a tiny Jolly Roger flag pinned to its side.

ACROSS THE LOT -- we spot a shadowy figure handling the bot via remote control. We can't see a face, but they're wearing a pair of BLACK GLOVES.

The bot slides underneath the DRIVERS ED vehicle, a Nissan Sentra. Tiny CIRCULAR SAW pops out and cuts the brake pipes.

EXT. OFFICE DEPOT J.F.K. -- DRIVER'S ED COURSE -- DAY

Charlotte tackling an obstacle course in the Sentra, whipping around the cones with ease. DRIVING INSTRUCTOR rides shotgun.

DRIVERS ED INSTRUCTOR
Very good. Now slow down.

Charlotte presses the brakes. Nothing happens.

CHARLOTTE
I can't!

DRIVERS ED INSTRUCTOR
What do you mean?

CHARLOTTE
The brakes aren't working!

The Sentra picks up speed on a downhill slope. Instructor looks at the DASHBOARD, the speedometer is rocketing up.

DRIVERS ED INSTRUCTOR
What's happening?

CHARLOTTE
I don't know, but I refuse to die
in a Sentra!

BARRELING THROUGH A FENCE -- narrowly missing a group of
CROQUET-PLAYING BLONDES.

Car heads right for a tree... CRRRAKK! In the eerie, silent aftermath we hear Rachel's voice:

RACHEL (V.O.)
Someone's trying to pick up where I
left off, except this time they're
targeting the Top Ten.

EXT. OFFICE DEPOT J.F.K. -- FRONT LAWN -- DAY

The usual morning mayhem now replaced with hushed, tense anxiety. Rachel sprints towards the entrance.

MUSIC RISING, SERIES OF SHOTS:

INT. OFFICE DEPOT J.F.K. -- CHEMISTRY LAB STORAGE -- DAY

Spotting Black Gloves switching the labels on the highly volatile chemicals stored inside...

INT. OFFICE DEPOT J.F.K. -- CHEMISTRY LAB -- DAY

Students pouring and mixing chemicals, Jenny grabs a beaker, throws it into her bubbling concoction. The brew starts to BUBBLE UNEXPECTEDLY. Jenny's eyes widen in fear, she quickly takes the mixture and tosses it outside --

EXPLOSION SHATTERS THE LAB WINDOWS. Confetti of glass falling onto the lawn below.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- SILKS CLASS -- DAY

Tadd and two RAIL-THIN GIRLS in Aerial Silks class. All three suspended above the stage without a safety harness, spinning and performing acrobatics on a long piece of fabric.

ON THE CATWALK -- it's Black Gloves, this time with a pair of scissors, CUTTING AWAY the silk.

CRRRACK! Tadd's fabric breaks free from the ceiling, falls twenty feet to the ground.

TADD

Owww!

RACHEL (V.O.)

Everyone had to take extreme measures to protect themselves...

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

PRANAY FLIES PAST -- His wheelchair turned into a full-fledged POPEMOBILE, encased in BULLETPROOF GLASS.

FINDING JENNY -- Sporting a Hazmat suit. A FRESHMAN walks alongside her with a Geiger counter.

TADD AND KRYSTAL -- he's hobbling along with one crutch and a PENIS CAST. She's brandishing a taser, ready to zap any asshole that dares come near her.

Rachel watching this go down, not surprised by the extreme measures everyone's taking. She spots Charlotte, from behind, striding down the corridor--

RACHEL

Hey Charlotte, wait up!

The Blond turns around, looks like Charlotte, dresses like Charlotte...

IT'S NOT CHARLOTTE.

Stone-faced RUSSIAN BODY DOUBLE pulls out a switchblade.

RUSKIE
 (thick Russian accent)
 Who are you and what do you want?

Rachel spots another DOUBLE at the other end of the hallway,
 and yet another standing near her locker.

RACHEL
 I've officially lost my mind.

CHARLOTTE (O.S.)
 I think that happened a while ago.

THE REAL CHARLOTTE APPEARS, waves off the doppelganger.

CHARLOTTE
 What do you think? They look like
 me, walk like me... not as pretty,
 but not bad for such short notice.

RACHEL
 Body doubles? This is a bit much,
 even for you.

CHARLOTTE
 They're political decoys. Lots of
 famous people used them, Roosevelt,
 Truman...

RACHEL
 Hitler, Bin Laden...

CHARLOTTE
 I know it lacks serious chill, but
 I can't leave anything to chance.
 It's Finals Week and I intend to
 survive.

RACHEL
 That's our Charlotte, never giving
 up on Number One.

Those odious Jocks and Cheerleaders stride past, smug-as-fuck
 smiles plastered on their faces.

CHARLOTTE
 We're a dying breed, Rachel. It
 won't matter who's Number One, but
 the last one standing.
 (to the Doubles)
 Split up!

The Army of Blonds take off in different directions as Rachel quickly surveys the CROWDED HALLWAY, filled with angsty students side-eyeing their peers with suspicion.

RACHEL
Things are only getting worse...

INT. OFFICE DEPOT J.F.K. -- GOVERNMENT CLASS -- DAY

CLOSE ON: WALL CLOCK. Minute hand crosses the twelve --

GOV TEACHER
You may start. Good luck.

SLOW-MO SHOTS: Test booklets fly open... pencils scanning the questions... circling and starring key phrases... Rachel begins to fill in her scantron. But something is off. The bubbles have already been filled in: it spells out: **U R NEXT**

RACHEL
(closing her eyes)
Focus. Focus, Rachel.

Eyes snap open. The scantron is back to normal.

She reviews the first question --

QUESTION 1:
Which of the following is true of a presidential veto of a piece of legislation?

- A) It is rarely overridden by Congress.
- B) It is not binding unless supported by the cabinet.
- C) It can only be sustained on revenue bills.
- D) It is automatically reviewed by the Supreme Court.

Rachel considers the question for a brief moment. But when she looks down at the page, the question has changed:

QUESTION 1:
What are you going to do now, Frankenstein?

- A) Drop out.
- B) Transfer schools.
- C) Kill myself.
- D) Pretend nothing is wrong.

Rachel answers "D".

PAN TO THE RIGHT -- Connor seated next to her.

CONNOR
Self-denial. Always a wise choice.

Rachel moves to the next question:

QUESTION 2:**Who's death do you feel most guilty about?**

- A) Connor.
- B) Anastasia.
- C) Rusty.
- D) Lily.

She answers "D".

PAN TO THE LEFT -- Lily is seated. Her Spartacus shirt red with blood.

LILY

That's right. Rachel is and will always be Team Lily.

CONNOR

No way, I'm her one true love.

LILY

Not anymore. Hashtag: See You Later.

CONNOR

Hashtag: C U Next Tuesday.

ON ANASTASIA AND RUSTY -- they're seated behind Rachel.

ANASTASIA

The death you should feel most guilty about is mine. I was going to be a state senator. I know. They show you your future when you die.

RUSTY

I was going to be the next Bong Joon-ho... of mobile media advertising.

CONNOR

I was going to be a patent lawyer. Not sexy, but someone has to do it.

Rachel buries her face in her hands.

RACHEL

I don't know who I want anymore. Nothing makes sense!

CONNOR

Just win, Rachel.

RUSTY

For us.

ANASTASIA
Don't let our deaths be in vain.

LILY
Rachel, you know what you want. You
just have to admit it to yourself.

A beat.

LILY
Answer the next question. It's
worth extra credit.

QUESTION 3:
How true is this statement:
"I still want to be valedictorian."
A) Very true.
B) Somewhat true.
C) Not true.

Rachel closes her eyes, takes a DEEP BREATH. She fills in her
answer... it's "C".

Connor, Anastasia, and Rusty disappear. Only Lily remains.

LILY
Congratulations. You passed.

INT. BIG HO'S BOBA SHOP -- DAY

Rachel sails in, passing two frail TAIWANESE SECURITY GUARDS.
She tosses the ARROW onto Marjorie's table. Takes a seat.

MARJORIE
What's this?

RACHEL
"The revolution starts with the
individual."

MARJORIE
Che Guevara?

RACHEL
Lily Nazari.

A beat as Marjorie realizes what this means.

MARJORIE
I didn't think you'd come around.

RACHEL
Does McCann still have the Dean
position hanging over your head?

MARJORIE

Yes. Why?

Off Rachel, forming her plan...

INT. OFFICE DEPOT J.F.K. -- PRINCIPAL'S OFFICE -- DAY

CLIK-CLAK, CLIK-CLAK, Marjorie's heels ECHO as she marches into McCann's office, stopped by a trio of overzealous JUNIOR ROTC OFFICERS bodyguarding him.

PRINCIPAL MCCANN

She's harmless. Let her through.

MARJORIE

Dean of Exceptional Scholars, when can I start?

INT. OFFICE DEPOT J.F.K. -- VALEDICTORIAN LOUNGE -- DAY

A party for Marjorie, the new Dean of Exceptional Scholars. Guests pass through a METAL DETECTOR and join McCann and the Top Ten as they sip champagne, munch on canapés. Marjorie and Rachel exchange knowing looks.

RACHEL (V.O.)

It was an unholy alliance. Marjorie, installed as the new Dean, and me, in the trenches. The perfect, two-pronged attack to bring down the system.

INT. OFFICE DEPOT J.F.K. -- THE COMMONS -- DAY

We spot Rachel, going from table to table, furtively handing out a petition that reads: **Keep Grades Private. Sign Now!** One by one, students sign it.

RACHEL (V.O.)

First and most important order of business, get every student to agree that their grades are confidential, and not fodder for class rankings and gambling-crazed teachers. Without the numbers, they're powerless.

INT. SCHOOL BOARD -- CHAMBERS -- DAY

Rachel drops all 1,215 signatures on the Superintendent's desk. He doesn't look pleased.

INT. OFFICE DEPOT J.F.K. -- HALLWAY -- DAY

Rachel and Marjorie, nearly knocked to the floor by Charlotte's RUSSIAN BLOND ARMY.

RACHEL (V.O.)
Second, set the tone. Kill them
with kindness, and not by, you
know, actually killing them.

Rachel wants to retaliate, but gets a grip.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- DAY

CLOSE ON A BANNER, reads: **VALEDICTORIAN CEREMONY**. Marjorie supervising the CREW setting up for the big event as POLICE OFFICERS guide bomb-sniffing dogs around the perimeter.

RACHEL (V.O.)
Third, pray to the Powers That Be
that good will win out in the end.

Rachel approaches--

RACHEL
No word from the board?

MARJORIE
None.

RACHEL
It has to be approved, right? We
got all the signatures we needed.

AUDITORIUM DOORS SWING OPEN -- McCann marches in, beelines right for Marjorie and Rachel.

PRINCIPAL MCCANN
If it isn't Norma Rae and her
little apprentice. Good job trying
to get that private grades motion
passed, but sorry no dice.

Pulls out the signature list--

PRINCIPAL MCCANN
Turns out, you need two-thirds
support from the student body and
the faculty.

He tears it to shreds.

MARJORIE

Faculty signatures? That was never part of the rules.

PRINCIPAL MCCANN

It was since half an hour ago, when I snuck it in *right before* your motion came to a vote.

(then)

Marjorie, I must ask you to leave the premises again, immediately. You're fired. So, so fired.

The JUNIOR ROTCs suddenly appear and forcibly remove Marjorie. As she's being led away--

MARJORIE

Rachel, don't give up. You can do this. Remember what Lily said: the revolution starts with the individual!

PRINCIPAL MCCANN

"The revolution starts with the individual"? That's such a great line. The people at Gillette are going to love that.

(turns to Rachel)

As for you, I would expel you right now if I didn't have ten thousand riding on you winning the whole thing. Don't let papa down.

With that, McCann exits. Off Rachel, her expression shifts from apparent shock to a knowing smile. She turns to Tadd, on stage, recording this whole confrontation with his phone...

EXT. MCDONALDS RESTAURANT -- PLAY AREA -- NIGHT

Rachel gathers the Top Ten to watch Tadd's VIDEO of her encounter with Principal McCann.

RACHEL

McCann and the administration don't have our backs. They never have. Their goal is to maintain the status quo at all costs, while ignoring us completely. But that's going to end at the Valedictorian Ceremony. They will hear us loud and clear when we speak together. Because this isn't McCann's school. This isn't Office Depot's school. This is our school.

Behind Rachel stands Marjorie and Walter, beaming with pride. The Top Ten's coming around, except for Charlotte. She turns to address the group.

CHARLOTTE

Are we actually doing this?
Literally the day before we find
out who wins we're going to abandon
what we're here for? What we've
worked towards our entire lives?

TADD

I don't want to die.

CHARLOTTE

And I don't want to be forgotten.

This resonates with the group. Rachel can sense she needs to double down.

RACHEL

Connor...

She turns to Jenny --

RACHEL

Rusty...

Turns to Tadd --

RACHEL

Anastasia...

TADD

(mournfully)
So hot.

RACHEL

Lily...

(then)

How many more do we have to
sacrifice? I know the toll this is
taking on everyone. I see it in
your faces. I see it in myself,
everyday. We've all done things
we're not proud of. God knows I
have. But I'm trying to make things
right, and I need your help. If we
pull this off, we'll be heroes. We
won't be forgotten, we'll be
immortalized.

Now *this* speaks to the Top Ten, loud and clear.

PRANAY
Count me in.

KRYSTAL
Me too.

TADD
I'm down.

JENNY
Sure.

Everyone turns to Charlotte, still standing her ground.

RACHEL
Come on Charlotte, you have the
rest of your life to be a horrible
person. Help us leave this school
better than we found it.

A beat.

CHARLOTTE
Fine, whatever.

EXT. MCDONALDS RESTAURANT -- PARKING LOT -- NIGHT

The meeting wrapped. Rachel addresses the group as they hop
into their cars and speed off.

RACHEL
I'll send out a group text tomorrow
with specifics.

CHARLOTTE
If we're gonna mutiny we should at
least look good doing it. How about
mani-pedies at my place before the
ceremony?

RACHEL
I'll be there.

Rachel hops into Walter's car...

INT. WALTER'S TOYOTA CELICA -- NIGHT -- CONTINUOUS

WALTER
That was quite a speech. I'm sure
Princeton would love to have a
leader like you on their campus.

Walter pulls out the Princeton admissions letter.

WALTER

I know I'm always working, but I find time to take out the trash every once in a while. Why didn't you tell me?

Rachel, conflicted, not sure how to respond.

WALTER

Don't do that, don't be like me and just sweep things under the rug.

RACHEL

At least you admit it now.

WALTER

I'm working on it. It takes time, but I'm trying here.

RACHEL

I didn't tell you about Princeton because it's expensive and I don't want to be a burden anymore...

WALTER

Rachel, you will never be a burden to me. Not in a million years.

RACHEL

What about USC? What about that football scholarship you gave up?

WALTER

I didn't give up anything. In fact, I got *everything* I ever wanted when you were born. So did Nicole...

Her name catches in Walter's throat.

RACHEL

You said her name. I've never heard you say her name before.

Walter, deep breath, composing himself.

WALTER

After she passed away... It was just me and you. I had no one to talk to so... I just didn't talk about it. After a while, that just became normal. That became *easy*: not talking.

(then)

(MORE)

WALTER (CONT'D)

I see so much of her in you, which
is why it's so hard sometimes...
I know it's something I need to
work on. So how about we work on
that together? Communication,
finding common ground, two-way
streets, the whole shebang.

Off Rachel, smiling, this she can work with.

EXT. THE FIELDING MANOR -- DRIVEWAY -- AFTERNOON

Charlotte pulls up in her hot pink Tesla Roadster, Rachel
riding shotgun. Family MEGA-MANSION looking like Barbie's
Dream House, glistening in the afternoon light.

RACHEL

Jesus Christ. I knew you were rich,
but not *bitch rich*.

INT. THE FIELDING MANOR -- BATHROOM -- DAY

This is more LUXE SPA than bathroom. Rachel and Charlotte,
towel-wrapped, their feet and hands soaking in a warm water.

RACHEL

I'm starting to feel woozy.

CHARLOTTE

Hydrate.

Charlotte takes a sip from her water bottle. Rachel looks to
her right for her bottle, but doesn't have one.

LATER, AT THE MIRROR:

An Exfoliation Station: body scrub, hand lotion, baby oil.
Rachel has no idea what to put on or how much.

CHARLOTTE

Apply liberally. Especially over
the palms and fingers.

INT. THE FIELDING MANOR -- CHARLOTTE'S ROOM -- DAY

BUTLER brings the two glasses of juice to the girls. Charlotte
hands one to Rachel.

CHARLOTTE

Rocket greens. You'll need it.
Drink up.

There's something in Charlotte's tone that makes Rachel
hesitant. She puts the glass down without drinking.

RACHEL
Shouldn't we start getting dressed?

The butler excuses himself, LOCKS THE DOOR behind him.

CHARLOTTE
Rachel, did you actually think I'd go along with your little protest? Karsten was right, you are fifty shades of crazy. Tell me, how many people did you have to kill to get this far? Four? Five?

RACHEL
What are you talking about?

CHARLOTTE
Humor me, Rachel, how would you do it? How would you take me out?

Rachel confused, plays along...

RACHEL
I could pour Drano in your coffee?

CHARLOTTE
Yawn. "Heathers" already did it.

RACHEL
Or poison you more slowly, like slipping small doses of antifreeze in your Gatorade.

CHARLOTTE
That's pretty good.

RACHEL
Thank you.

Charlotte walks over to her closet, grabs a SEQUINED BELT.

CHARLOTTE
That's all you have?

RACHEL
I'm out of ideas.

CHARLOTTE
I have one --

CHARLOTTE STRIKES! Wraps the belt around Rachel's throat, brings her down HARD to the ground.

CHARLOTTE

I'm not going down like a little bitch, Rachel. Not like Connor, Rusty, Anastasia...

Rachel's hand reaching for the hair dryer, but can't get a good grip. Her fingers are too slippery from the baby oil.

CHARLOTTE

I suspected that you were the one that snapped and started killing everyone. That's why I told Karsten to keep an eye on you. At first, when it seemed like you wanted to win valedictorian, I was like, "okay I get that, you do you". But now that you actively want to bring it down? Sorry, babe. I can't sit on the sidelines any longer.

Rachel finally grips the tray and KNOCKS CHARLOTTE on the side of the head. She grabs an APPLICATOR GUN and fires off a stream of hot Swarovski crystals.

They bounce off Charlotte harmlessly.

RACHEL

I thought that would hurt more.

CHARLOTTE

Valedictorian is a sacred institution. It's been around since before we were born, and will remain long after you're gone.

Charlotte yanks on the sheepskin rug Rachel stands on, sending her to the ground. She POUNCES on top of her.

CHARLOTTE

Your reign of terror ends here.

Charlotte speaks into her SMART WATCH, paging her bodyguards--

CHARLOTTE

The beaver is down. I repeat, the beaver is down.

(to Rachel)

Hope you enjoy your time in federal. But don't worry, this country pays three times more per prisoner than per student, you'll be well taken care of.

(to the bodyguards)

Yo, babushkas, where are you?

CUT TO:

INT. THE FIELDING MANOR -- GUEST ROOM -- DAY

The two body doubles, rifling through Charlotte's shopping bags, trying on her latest purchases. Oblivious to the fight.

RUSKIE 1
(in Russian)
Cheap American clothes.

RUSKIE 2
(trying on a skirt)
What do you think? Cut too low?

BACK TO:

INT. THE FIELDING MANOR -- CHARLOTTE'S ROOM -- DAY

CHARLOTTE
(calling her bodyguards)
I'm not fucking around here...
Dammit, I knew I should have paid
more for the Romanian set.

RACHEL
Maybe you can pay for my car
repairs, asshole. New windshields
are expensive.

CHARLOTTE
I didn't shoot that arrow at you.
When I go after someone, I come
right from the front.

Rachel senses an opportunity --

RACHEL
So do I.

BOOM! SHE KICKS CHARLOTTE RIGHT IN THE VAGINA.

CHARLOTTE
(keels over)
Owww! My juicebox!

RACHEL
The last place left you have any
feeling.

Rachel on her feet, grabs a TRX BAND hanging from Charlotte's bed post.

MOMENTS LATER --

On Charlotte, tied to her bed. Immobilized.

CHARLOTTE

You may succeed, but just so you know, life is basically one long valedictorian race. You're either a winner, or you're a loser. And you, Rachel Franken, are destined to be a loser! A loser!

Rachel opens the bedroom door to find the FRIGHTENED HAIRDRESSER listening in.

RACHEL

Can you fix me up before the ceremony?

EXT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- ENTRANCE -- NIGHT

Banner reads: **2019 VALEDICTORIAN CEREMONY.**

A jaunty, cheerful scene as a large crowd has gathered for the festivities. FOOD TRUCKS are parked outside, selling gourmet hot dogs and Korean fusion.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT

A hired BRAND GIRL sports the BLEACHER REACHER PRO, a tricked-out T-shirt gun, launches a medium pink tee into the audience.

On the sidelines -- Marjorie flinches as each shot is fired.

HOUSE LIGHTS DIM. AUDIENCE ROARS! McCann struts out on stage.

PRINCIPAL MCCANN

How are you doing tonight, Office Depot High? LET. ME. HEAR. YOU! And let's hear it for your TOP TEN!

CAMERAS FLASH --

TOP TEN ENTER STAGE RIGHT to Fleetwood Mac's "Don't Stop". Jenny, Pranay, Tadd, Krystal... Rachel rushes up the steps to join them at their seats.

They look out onto the ADORING CROWD...

JENNY

I'm going to miss this.

RACHEL

We're all in, right?

They are.

Rachel spots Walter. He shoots her a smile. Couldn't be more proud of her.

INT. OFFICE DEPOT J.F.K. -- PARKING LOT -- NIGHT

A car pulls up. We don't get a clear view of what kind of car, or who's driving...

All we see are BLACK BOOTS and those familiar BLACK GLOVES.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- LATER

A performance of "Over the Rainbow" from Wizard of Oz, but with a male in the Dorothy role, he wears red Converse kicks instead of slippers.

SONG ENDS. McCann pulls out an envelope from his jacket pocket and takes the mic.

PRINCIPAL MCCANN

In my hand, I have the third place results. Drum roll please... The scholar just finishing out of the top two is... Charlotte Fielding!

SPOTLIGHT on Charlotte's empty chair.

PRINCIPAL MCCANN

Where is she?

RACHEL

Charlotte's having... issues.

PRINCIPAL MCCANN

Oooh, is it that time of the month again? Is it ragtime? Is she doing a little two-step?

He does a little jitterbuggy dance.

Rachel walks up to the mic.

RACHEL

I will speak on Charlotte's behalf. Actually, I'll speak on behalf of the entire student body. For too long we've lived in an environment that fosters unhealthy competition. That pits students against students...

(looking to the Top Ten)
friends against friends.

(MORE)

RACHEL (CONT'D)

The valedictorian race is a poison that has gripped our community and poisoned our educational system.

(turns to McCann)

It happened slowly at first: your perverted approach seeped into the water. You blinded us with corporate pep rallies and branded lunches, lulled us into a false sense of security.

(to the crowd)

We went along with it. We normalized it. And as one by one we dropped like flies, we ignored it, or worse, explained it away, always toeing the party line. Until a few of us, and then a lot us, decided it was time to wake up.

She holds up the signed signatures she collected earlier.

RACHEL

Tonight, we are awake. Tonight, we *take back our school!*

A few HECKLES and BOOS rising from the parents in the crowd.

PRINCIPAL MCCANN

Alright, you've had your fun. Now hand the mic over.

He tries to take the mic, but Rachel dodges.

RACHEL

No longer will we participate in a system that puts our young minds and bodies at risk.

PRINCIPAL MCCANN

I said gimme the damn mic!

The burly Jocks leap on stage and block McCann's path. Rachel nods to the Head Cheerleader, who's now in cohorts with her. The Top Ten rise and stand side by side with Rachel.

RACHEL

We say "No" to valedictorian and
"Yes" to us. End valedictorianism.
(chanting)
End it now! End it now!

More BOOS.

DISGRUNTLED PARENT
Get her off the stage!

HORRIFIED MOTHER
She's a disgrace!

Horrified Mother's DAUGHTER leaps from her chair --

DAUGHTER
Shut up mother and let her speak!

The Top Ten join in on the chanting --

THE TOP TEN
End it now! End it now!

The WAVE OF PROTEST spreads among the students in the crowd,
to the dismay of parents and faculty.

Marjorie, beaming at the sight of this.

In the crowd, it is PARENT VERSUS CHILD, all bitter words,
tears, and finger-pointing. Meanwhile, the chant only grows
louder as more students join in. Their camera phones out,
streaming live on Facebook, Twitter, Snapchat etc.

STUDENTS
End it now! End it now!

Suddenly -- FIRE ALARM GOES OFF.

ON RACHEL -- bewildered, the alarm wasn't a part of the plan.

McCann finds a position at center stage, back turned to the
audience, facing Rachel and the protesters.

PRINCIPAL MCCANN
I should have expelled you when I
had a chance.

He's standing right underneath the Wizard of Oz PROP HOUSE,
hanging from the rafters...

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- BACKSTAGE -- SAME

Black Gloves has her hand on the winch that operates the
rigging for the prop house...

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- SAME

PRINCIPAL MCCANN

I own this school, children. You're
nothing but bundles of taxpayer
money, walking line items that can
be replaced like that!

He snaps his fingers --

SAME: Black Gloves cuts the rope to the prop house --

CRRRAKK!!! It comes CRASHING DOWN on McCann, taking him out.

TADD

The curse is back on!

ALL HELL BREAKS LOOSE. Audience STAMPEDES towards the exits.
In the maelstrom, we spot a CHIA PET BATTLEBOT moving towards
stage left, controlled by Black Gloves.

Suddenly, FLAMETHROWING CANNONS activate... SWOOSH! It knocks
Rachel to the ground.

ON WALTER, pushing through the crowd to get to his daughter.

WALTER

Rachel?! Rachel?!

He's pushed back by the mob, can't get to her.

ON MARJORIE, trying to direct everyone to safety. Catches a
glimpse of Black Gloves, just off stage, remote control in
hand, controlling the battlebot.

MARJORIE

Hey!

Black Gloves disappears behind the stage curtains, Marjorie
chasing him towards...

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- BACKSTAGE -- NIGHT

Passing behind the heavy curtain, Marjorie finds herself in a
darkened corner of the backstage area. It's a TENSE MOMENT.

MARJORIE

Who's back here?

Suddenly, she's struck with a BLOW TO THE BACK OF THE HEAD.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT

ON STAGE, another blast from the flame-throwing CHIA PET, this time THE STAGE CURTAINS IGNITE.

AROUND THE AUDITORIUM -- Sprinklers kick in, the ground becomes a slippery mess. Now Rachel is confronted by the bot.

RACHEL
Get out of my way.

ANOTHER BLAST OF FLAMES. Rachel is knocked to the ground. The bot's head SPLITS OPEN and reveals a BUZZSAW. It lurches forward, the spinning blade INCHES from Rachel's face--

SHE THROWS A RIGHT HOOK. SENDS THE CHIA PET FLYING.

RACHEL
Nice design, but needs a more
stabilized core.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- BACKSTAGE -- NIGHT

Rachel, limping, finds Marjorie on the ground, not moving.

RACHEL
Marjorie, are you okay?

We hear FOOSTEPS CLOSING IN.

PAN UP TO REVEAL -- HELEN, with a CROSSBOW aimed right at Rachel. She is Black Gloves.

RACHEL
Helen? What are you doing?

HELEN
Didn't you get my texts? I'm
finishing what you started.
Charlotte told me to keep an eye on
you, and once I became Number One I
knew it was only a matter of time
before you'd come for me. So I took
myself out of the running. Eleventh
place, out of sight, out of mind.

Rachel slowly backs away, trying to find an escape, but Helen has her cornered.

HELEN
All I had to do was sit back and
watch you take out the rest of
these fuckers, and then, at the
end, take you out, and voilà!
(MORE)

HELEN (CONT'D)

I'd be Number One. But then you grew a conscience and changed your mind. So I had to pivot, and pick up where you left off.

RACHEL

Take it from me, Helen. There is more to life than being Number One. You don't have to kill for it.

HELEN

That's hilarious coming from you. Did you forget? You're a murderer!

RACHEL

You know, "murderer" is such a hateful word.

HELEN

I'm already this far into it, might as well go the whole hog.

RACHEL

But you already are valedictorian. See, I bombed my final test, which means you're ahead of me in the standings now. Just let me grab my phone, okay? I'll show you...

(reaching for her phone)

My GPA at the start of the week was 4.9259. I scored a perfect in Spanish... ninety-nine in Calc... totally bombed Physics, sixty-five.

Helen whips out her phone too--

HELEN

Let me double check. You using your phone's calculator or the valedictorian app?

RACHEL

The calculator. The app hasn't been updated since Karsten died.

HELEN

Sucks. I guess he was useful in some capacity.

Helen steps past a downed Marjorie, who is STILL ALIVE. Quietly, Marjorie gets to her knees, searching for a weapon...

HELEN
 Okay, so, I got hundreds in
 Archery, duh, Chemistry, East Asian
 Philosophy, Robotics.

Marjorie reaches for a Wizard of Oz PROP AXE.

RACHEL
 Ooh, you almost got me with that
 killer Chia Pet by the way. *Loved*
 the design on that thing.

HELEN
 Thank you!
 (runs the numbers)
 Holy shit. You're right, I'm ahead
 of you now. Oh well, I'm still
 gonna kill you.

Marjorie, makes her move, DRIVES THE AXE INTO HELEN'S BACK. It
 breaks apart easily.

HELEN
 That's the Tin Man's axe, idiot.

MARJORIE
 Run Rachel!

Helen and Marjorie struggle with the crossbow. SWOOSH!
 Marjorie takes an arrow in the shoulder.

HELEN
 You know, Miss Reynolds, I find it
 highly ironic that they named you
 Dean of Exceptional Scholars, when
 there is nothing remotely
 exceptional about you.

WHIRRR! CHIA PET ATTACKS! Helen raises her hand--

HELEN
 Initiate voice command. Ignore
 remote controls. Power down.

The bot shuts down.

HELEN
 Good one, Rachel. Now, come out,
 come out wherever you are.

FINDING RACHEL -- Hiding, her eyes drift up towards the
 rafters, several large, heavy SANDBAGS dangle above Helen.

Helen aims the crossbow at Marjorie--

HELEN
Show yourself, or Miss Teach for
America gets it.

Rachel poised with the T-shirt.

RACHEL
Hey Helen, ever heard of the phrase
"death by marketing"?

Rachel AIMS UP, towards the sandbags -- BOOM! THE BAGS COME
CRASHING DOWN ON HELEN. KILLING HER. As the dust settles,
Rachel helps Marjorie to her feet.

MARJORIE
I think I'm gonna need some
personal time off after this...
She just snapped, didn't she?

RACHEL
This race will do that to you.

INT. OFFICE DEPOT J.F.K. -- AUDITORIUM -- NIGHT

COMPLETE DISASTER, flooded, debris everywhere, stage curtains
smoldering. Rachel helps a limping Marjorie across the stage--

RACHEL
Valedictorian, we never found out
who won.

In the rubble, they spot the waterlogged envelope.

RACHEL
Should I?

MARJORIE
Go ahead.

PRANAY (O.C.)
Wait for me!

PRANAY -- Crawling across the stage on his elbows like a slug,
making his way towards center stage.

JENNY -- Dazed, emerges from the seats.

TADD -- Limping, slowly makes his way to the podium.

The Top Ten gather. Rachel reaches for the envelope... IT'S
BURNT TO A CRISP. A moment as they eye each other --

TADD
Clearly that's a "T". I won.

JENNY

Sorry asshole, I'm seeing a "J".

The group squabbles. VOICES SLOWLY FADE as we PULL BACK...

RACHEL (V.O.)

In the end, it didn't matter who won. After a flurry of lawsuits, the school settled and gave us all the title of valedictorian.

WE CUT TO NEWS REPORTS on the events --

RACHEL (V.O.)

The recordings from the ceremony went viral, and soon the story of a New Jersey high school corrupted by corporate greed sparked a wave of outrage all over the United States.

SOCIAL MEDIA FEEDS -- Office Depot High trending with an avalanche of angry Tweets and Facebooks diatribes.

EXT. KENNEDY HIGH -- MAIN ENTRANCE -- DAY

On the lawn, TWO TRIBES of students face each other: the Geeks and the Ex-Populars. Each group sends out their emissaries: the Pocket Protector and the Muscled Jock, formerly at odds in the opening scene... this time, they shake hands.

VALEDICTORIAN STATUE -- rope wrapped around it, the two groups work together to bring it down. CHEERS ERUPT!

RACHEL (V.O.)

Office Depot responded by dropping their sponsorship completely.

Nearby a BONFIRE, Ergo-Norman mascot outfit goes up in flames. PAN UP to the SCHOOL MARQUEE, where WORKERS remove "OFFICE DEPOT", leaving just **JOHN F. KENNEDY HIGH SCHOOL**.

INT. KENNEDY HIGH -- THE LOUNGE -- DAY

CARPENTERS redoing the Valedictorian Lounge, now just "The Lounge" and open to all students. The once mighty Valedictorian Board is broken down and stashed into boxes.

RACHEL (V.O.)

The dominos began to fall, with brand after brand following suit and pulling up stakes. The school coffers dried up faster than a menopausal eskimo, and the allure of valedictorian evaporated...

INT. KENNEDY HIGH -- CASINO ROOM -- DAY

Movers breaking down the LED TVs, carrying away the plush tables. Marjorie and Rachel stands to the side, supervising.

RACHEL (V.O.)
Along with the cottage industry
that sprung up around it.

INT. KENNEDY HIGH -- PRINCIPAL'S OFFICE -- DAY

Principal McCann in crutches, clearing out his office.

RACHEL (V.O.)
Principal McCann was fired for
being a major douchebag. Last I
heard, he was planning a run for
office.

EXT. KENNEDY HIGH -- FOOTBALL FIELD -- NIGHT

GRADUATION CEREMONY. All the pomp and circumstance, grads in their cap and gowns, parents with camera phones at the ready.

RACHEL (V.O.)
The revolution had finally arrived.

ON STAGE -- Rachel and the rest of the Top Ten take a bow.
Banner comes down:

Congrats to the *Surviving Class* of 2019!

FADE TO BLACK.

OVER BLACK: **PRINCETON UNIVERSITY. THREE MONTHS LATER.**

EXT. PRINCETON UNIVERSITY -- FORBES HALL -- COURTYARD -- DAY

MOVE-IN DAY. Bouncing FRESHMAN carrying Target-branded boxes, as their PARENTS wheel in IKEA furniture behind them.

INT. PRINCETON UNIVERSITY -- FORBES HALL -- DORM ROOM -- DAY

Walter helps Rachel move into her new dorm room. Her roommate, OLIVIA MEEKS (18), eagerly awaits. She's Rachel Version 1.0, majorly overwound, hair pulled back in a severe ponytail, manic smile on her face.

OLIVIA
Oh my God, you're Rachel Franken!
Good to meet you! I'm Olivia Meeks.

RACHEL

Uh, hey...

OLIVIA

I know everything about you and what happened at your school. And now you're my roommate! Lucky me!

WALTER

I'm gonna grab a few more boxes.

Walter leaves. Olivia busts out a leather-bound NOTEBOOK and a gleaming, sharp FELT-TIP PEN.

OLIVIA

So tell me everything, Rachel. I want to know *all* about you.

RACHEL

I think I'm gonna help my dad. Be right back.

Rachel exits. Olivia continues unpacking her suitcases, sets the notebook on her dresser. CLOSE ON NOTEBOOK, reads:

Olivia's Road to the Dean's List. Rule #1:

KNOW THY ENEMY.

SLAM TO BLACK.