## The Scorsese Club

by

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FADE IN:

INT. REX'S GARAGE - DAY

BANG! BANG! BANG!

BEN FLANAGAN(12), dressed in a tuxedo, wildly fires an M60 machine gun. The gun weighs about as much as he does.

CHUCK MILLS(13), dressed in fatigues with belts of ammunition wrapped around his body, acrobatically evades the bullets while returning fire with a shotgun.

DIMITRI SMOLOLVONAKOV(13), also in fatigues, throws a grenade at the action.

BOOM! Smoke smothers the room. When it clears, Ben and Chuck are on the ground, machine guns aimed at each other.

CHUCK

It's over, scumbag. Surrender.

BEN

Oh, well...uh...line?

REX(O.S.)

Cut!

REX MORGAN(13), a kid in a black beret, puts down his video camera and storms onto the scene.

The other guys remove their costumes:

Ben is fair skinned and slender.

Chuck is athletic, could bench press a mule.

Dimitri is tall, lanky, looks like a space cadet.

CARA, a golden retriever, lays off to the side. The white on her snout shows her age.

REX

No, no, NOOOOO!

Rex chucks his script across the room in aggravation, then kicks a fog machine that's set off to the side.

REX

You clearly haven't been doing your two hours of nightly required script reading. I expect that kind of dedication outta you!

(MORE)

REX (CONT'D)

Do you have any idea as to how much blood and sweat I've put into this?

Rex gets into Chuck's face.

REX

And you! How many times do I have to say it? You can't smile and you can't look at the camera!

CHUCK

Sorry.

REX

Uh huh. See I don't think you are.

CHUCK

But this story doesn't make sense, Rex. Why is Dimitri playing a weapons specialist yet he blows up the room while he's in it? How is the audience supposed to buy that?

REX

This is an art house film, dude! It doesn't have to make sense!

Rex points to a framed movie poster on the wall; SWITCHBLADE SEVEN. Its art includes explosions and guys with guns.

REX

Great direction makes great movies!
My dad knew it, my granddad knew
it, and I know it! It's inherited!

CHUCK

What was your dad's name again?

REX

Rexisis Galileo Morgan the third.

Chuck chuckles.

REX

Yeah. L-O-L. That's all you're good for, Mills. Why do you guys even bother coming over?

DIMITRI

Yeah, guys, the proof is in the pudding.

Rex drops his arms in bewilderment.

REX

I don't even know what to say to you anymore, Dimitri. I can't even understand what the heck you're saying half the time! You make about as much sense as a baked potato!

BEN

Relax, Rex! We just wanna have some fun.

REX

F-fun?! You think this is supposed to be fun? You think Scorsese has time for fun on any of his sets? Huh? Well, do ya? Huh? Huh? Do ya? Lemme tell you something, Flanagan; this is a business and if you wanna make it in Hollywood then you better shape up that half-deflated thing you call an outlook on life!

BEN

We're not going to Hollywood and I'm pretty sure you aren't either.

REX

Ben, could you and your poor attitude please step into my office for a second?

Confused, Ben simply takes a step forward. Rex yells.

REX

You're fired! All of you! Now get out! And take your dumb dog, too!

Chuck, Dimitri, and Ben with Cara exit the front door.

REX

You'll all be sorry for screwing around on my set! I'll have y'all blacklisted!

Dimitri peeks his head back inside.

DIMITRI

Can I use your bathroom?

REX

Get out!

Startled, Dimitri bumps his head as he slides back out.

## EXT. NEIGHBORHOOD STREET - NIGHT

The group walks along a quiet upper-middle class suburban street. Cara's on a leash.

BEN

His dad made the one movie like 15 years ago. He talks like he's the son of Spielberg or something.

CHUCK

I think your dad did way more than his dad did.

BEN

Proof is in the pudding. Right, D?

DIMITRI

Right, guys.

CHUCK

Dudes, I know we just got fired 'n all, but I think this could be cool. I mean, we don't need Rex to make our own movies anymore. And your dad might have some gnarly stuff like props somewhere, right?

BEN

He doesn't show me.

DIMITRI

Yeah, I've got a script, guys.

BEN

You? You write?

DIMITRI

Yeah. I posted it on this website for other people to read and it got pretty good reviews. I'll send you guys the link.

Dimitri sways off toward his house.

BEN

Dude, you wanna play some Zombie Hunter or something?

DIMITRI

Nah. I gotta help my grandpa with the attic. I'll see ya guys later. BEN&CHUCK

See ya.

Dimitri goes into the house. Ben, Cara, and Chuck stop in the middle of the street.

BEN

I didn't know he wrote.

CHUCK

Might not wanna encourage him. The script's a product of Dimitri's head, you know?

A car comes to a stop behind them. The ANGRY DRIVER squeezes the wheel.

BEN

Yeah, who knows what goes on in there?

CHUCK

Maybe Cara does.

They look at Cara, who stares off into space.

CHUCK

Cara...yoo-hoo. Dude, your dog's going deaf.

The angry driver grinds his teeth.

BEN

Yeah, I know. She's old but fast. You should seen her at the park-

HONK! The driver lays down the horn. Ben and Chuck look at him for a second then turn back to each other.

BEN

...so you wanna play Zombie Hunter?

CHUCK

Can't. Gotta do my book report. I'll see ya tomorrow.

BEN

How far are you?

CHUCK

On the book or the report?

Chuck heads off to his house. Ben stands there with Cara.

HONK! The driver lays down the horn again.

INT. FAMILY ROOM - NIGHT

Ben's father, STEVE(40), tall and athletic, barks on the phone. His desktop computer has an error message.

Ben's mom, JODIE(40), long auburn hair and pretty, reads a newspaper on the couch.

STEVE

I told you - the error doesn't let me start up at all so I can't even get to the control panel! I've got my whole database on there. Can you please help?

COMPUTER TECH (V.O.) Certainly. What's the problem?

STEVE

I just told you the problem!

COMPUTER TECH (V.O.) And what problem was that?

STEVE

The computer goes to an error screen whenever it starts up!

Jodie mimes taking deep breaths.

COMPUTER TECH (V.O.)

Maybe the electricity is out.

STEVE

Then how is it turning on?!

COMPUTER TECH (V.O.)

Magic! Muwahahaha!

Steve hangs up. Jodie gets up and rubs his back.

STEVE

I can't believe this! How does that company stay in business?!

JODIE

Steve, calm. Count down from ten.

Ben and Cara enter.

Oh hi.

They perk up at his presence.

STEVE

Ben! Hi!

JODIE

How was your day?

BEN

Bad. Rex fired us.

JODIE

Awe, why did he fire you?

BEN

Because his diaper was wet, I don't know. He called us all useless.

Jodie strokes his hair.

JODIE

Were you being useless, honey?

STEVE

You weren't mean to him, were you?

BEN

No. I'm always stuck acting in his stupid movies. He never asks me if I have any ideas or anything.

STEVE

Hm. That's about right.

JODIE

Well, I have something that may cheer you up.

Jodie presents him with a small package.

JODIE

Early birthday present from Grandma.

BEN

Oh! Gimme! Maybe it's a phone!

JODIE

Fat chance.

He rips into the card first.

"To a wonderful grandson. Have a radical 13th birthday...dude."

He drops the card in disgust.

BEN

Where's the money?

JODIE

Ben, money isn't everything.

BEN

Must be a killer gift!

Ben rips off the paper, recoils at the label. In big red letters: "Junior Business Card Holder - Just Like the Pros!"

BEN

The hell kind of gift is this?

JODIE

Language!

Jodie checks out the label.

JODIE

This is a wonderful gift!

Steve looks at the label, laughs under his breath.

BEN

See! Even he's laughing!

Jodie glares but then turns to an encouraging tone.

JODIE

You take this upstairs and go find a use for it! Dinner's at seven.

Ben mumbles as he exits. Cara follows.

BEN

Yeah, I can smash it on Rex's head.

INT. BEN'S ROOM - NIGHT

Typical young teen's room. Posters, toys, and sports equipment everywhere. Cara jumps onto the bed.

Ben sits in front of his laptop and tosses his gift across the room. He types away with intense focus.

BEN (V.O.)

Captain's Log - Today, after years of pent up hostility, Rex decided to go his own way and pursue his film efforts elsewhere. While I'm happy to be rid of his leash around my butt, I'm also worried-

An instant message pops up on the screen.

<Pork Skins>: eyyy ben! scriptsurf.com/tsc

BEN

Dang it, Dimitri.

<pooparoni\_and\_cheese>: hang on im writing a blog
<Pork Skins>: lolz o rly?

Ben minimizes the conversation and continues with his rant.

BEN (V.O.)

-I'm also worried that without his guidance and equipment I won't be able to film anymore. Am I even ready to direct on my own? Will my friends still hang around? While I'm not Mr. Popular, I-

A beep is heard. The instant message window from Dimitri blinks. Another beep. And another. And another.

Ben opens the window. Dimitri scrolls with gibberish.

BEN

Dang it, Dimitri!

He sighs, opens a new window and types. A page comes up with the poster and heading SWITCHBLADE SEVEN(1997).

In the crew section it reads "DIRECTED BY REXISIS G. MORGAN". Below that it reads "PRODUCED BY STEVE FLANAGAN" with a thumbnail photo of a younger Steve beside it.

EXT. SCHOOL - MORNING

Flutters of middle school students scurry to chat with their friends. Dimitri hits on TWO GIRLS at the same time.

BRUNETTE GIRL

Dimitri, I do not want to go out with you. You, sir, are strange.

DIMITRI

Nah, nah, nah, babe. Look, guys, I know what will change your minds.

Ben and Chuck are off to the side. Chuck plays on his phone.

CHUCK

Hey, check out what I texted Rex!

Chuck shows Ben the phone.

BEN

"Tell your mom I had a great time last night." What's the point?

CHUCK

I dunno. To bug him.

His phone vibrates. Their eyes burst open.

BEN

What's that mean?!

CHUCK

I think it's part of the female body but I'm not sure.

Dimitri sings upbeat in a deep voice. He shuffles his feet around and flails his arms in a bizarre dance form.

DIMITRI

We're no strangers to loooove... You know the rules and so do I...

Ben and Chuck watch in awe. The two girls try to cover up their laughter.

REDHEAD GIRL

Oh my God...

DIMITRI

Gotta make you understand Never gonna give you up Never gonna let you down Never gonna run around And desert yoooou!

Dimitri finishes with confidence, grins at the two of them.

DIMITRI

So, how about the both of you come with me to the movies on Saturday?

The Brunette slaps him across the face. The Redhead slaps him across the other side.

BRUNETTE GIRL

Get outta here, prune-face!

Dimitri walks over to the guys in defeat as the bell rings.

BEN

Smooth, D.

INT. ENGLISH CLASS - DAY

Balls of paper are thrown across the classroom from students not ready to start the day.

Ben, Chuck, and Dimitri enter at the same time as Rex.

REX

Hello Ben.

BEN

Hello Rex.

REX

How has your day been?

BEN

Simply splendid.

Rex cringes and then they sit on opposite sides of the room.

MR. SHIELDS(50s), big smile and balding, enters the room.

MR. SHIELDS

Stand up you bunch of communists!

The class stands and place their hands over their hearts. Mr. Shields proudly leads the Pledge.

MR. SHIELDS

I pledge allegiance to the Flag of the United States of America!

STUDENTS

And to the Republic for which it stands, one Nation under God, indivisible-

MR. SHIELDS

With liberty and justice for all!

Mr. Shields raises his fist.

MR. SHIELDS

Yeah! Power to the people, baby!

The class sits as he writes "BOOK REPORTS TODAY! YES!" on the whiteboard.

MR. SHIELDS

All right, brew crew, you know the drill. Let's see what you knuckleheads have been up to the past couple of weeks. Who wants to go first?

CHUCK

Mr. Shields, do we really have to do the reports today?

MR. SHIELDS

Is the Pope Catholic?

CHUCK

It's debatable, sir.

AARON(13), a deadpan tall kid, waves his hand.

MR. SHIELDS

All right, Aaron. Get us started.

Mr. Shields takes a seat in the back of the class. Aaron comes to the front with his book shielded from everyone.

AARON

Okay. I chose to read a very well known book for my report.

He turns the cover around.

AARON

It's called the Bible. It's this really cool anthology of adventure stories with heroes and villains and naked girls. My mom is always saying that I should follow the lessons of the Bible and now I see why because it's an action packed reading experience.

The class giggles.

AARON

AARON (CONT'D)

I shall not want. He maketh me lie down in green pastures-"

MR. SHIELDS

Aaron, sorry bud, but there's laws with church and school and stuff and just sit down. Good job.

AARON

Kay.

Aaron sits down. Ben raises his hand.

MR. SHIELDS

Ben, take us away.

Ben goes to the front of the class and presents.

BEN

I read a biography on George Lucas, the dude who made Star Wars.

A BUCK-TOOTHED NERD cheers.

BUCK TOOTH

Star Wars!

Ben's quiet for a second.

BEN

...yeah. Anyway, it talked about how he started out as basically a nothing and could barely fund his first movies back in the 60s. But it also talked about how he stuck with it and worked hard and eventually gave us three, not six, but three of the best movies of all time, not counting Indiana Jones. One quote that stood out to me he took from Mick Jagger: "Kick on the starter, give it all you got, you got to never, never, never stop." And that's it.

Mr. Shields leads a nice applause.

LATER

Dimitri presents. He shakes, voice cracks.

DIMITRI

The-the-no adults on the island is like when-when I was in Russ-Russia be-before I came here to my gragrandparents and I was in fost-foster homes because com-com-com-

The class giggles as he stutters.

DIMITRI

Com-com-communism s-s-sucks!

The bell rings. The students pack up.

MR. SHIELDS

Have a good day, amigos!

Students pack up and leave. Mr. Shields stops Ben, Chuck, Dimitri, and Rex as they head out.

MR. SHIELDS

Benjamin, Charles, Rexisis, D; got something here that may interest you. My cousin is a producer for one of the major studios and this year he's helping to put on a festival aimed for young filmmakers. With all this young talent emerging on the Internet, they wanna get 'em while they're young and he asked if I had any students who were into that kind of thing and I said "yeah, I got a couple buttheads that fit the description."

Ben and Rex exchange dirty looks again.

Mr. Shields hands the flier to Ben, who reads it.

BEN

The San Francisco 15-Minute Junior Film Festival. Top prize: VIP tour of Hollywood and...5000 dollars...

EXT. HALLWAY - SCHOOL - DAY

The four walk through swarms of students during passing.

REX

If you think I'm gonna ask you to be in my crew...

You couldn't win this.

REX

Ha. Typical. One less plebeian to think about.

BEN

What? You think we can't win?

REX

Benjamin, you suck at making movies. Your whole family sucks at making movies. My family has a history in the industry.

BEN

Your dad made one movie. One.

REX

And went out on top in flaming balls of glory, Ben! Movies are in my blood. My father, my grand-

CHUCK

What's your full name again?

REX

Shut up. I can just imagine D up there accepting an award: t-t-thank you, c-c-c-c-communists!

Dimitri smacks his head.

BEN

Oh yeah? Well, I bet we not only enter that festival but that we actaully place higher than you!

REX

Oh yeah? You wanna bet?

BEN

Yeah!

REX

Okay, okay. Loser has to do the other's math homework for a month!

Chuck and Dimitri look at each other.

BEN

Alright, you're on!

REX

Alright!

They shake hands, each one trying to squeeze the other's really hard. The bell rings. They release.

REX

You guys made the biggest mistake of your lives by not taking our stuff more seriously. Later days.

Rex bumps into Ben as he heads off.

BEN

You made the mistake, jerk...

EXT. LUNCH TABLE - SCHOOL - DAY

Chuck barks in Ben's face while Dimitri pulls out a large fajita from his lunch bag.

CHUCK

Are you crazy?! What were you thinking? He's gonna destroy us!

BEN

I don't know! He was getting in my face and I didn't like it.

CHUCK

He's got the camera, he's got the hi-tech editing software, he's got-

Dimitri picks through the fajita, takes out pieces of onion.

CHUCK

What the hell are you doing?

DIMITRI

Taking out the onions.

CHUCK

But the onions help give it its flavor.

DIMITRI

I don't think so. Onions are bad. Evil. I don't believe in them.

Chuck rolls his eyes.

CHUCK

Party at Ben's house!

BEN

What are you doing?

CHUCK

Getting you some new friends!

BEN

What's funny about that?

CHUCK

No one came over!

Ben fumes.

CHUCK

Okay, anyway. I never back down from a challenge, especially to Rex, so I'm with yea on this.

BEN

I think I made a mistake. None of our stuff is any good.

CHUCK

Well hold on. The way I see it is that we don't have any stuff. All of our stuff has been directed by Rex. I mean, you're always complaining how he never listens to any of your ideas and never lets you do anything! Maybe this is your opportunity to show your stuff! Plus it's a good way to make friends with the in crowd.

Ben strokes his non-existent goatee. He looks across the playground where Rex chats with some STUDENTS.

He and Ben again exchange dirty stares. Chuck pounds his fist on the table, causing Dimitri to jump an inch.

CHUCK

See! You see?

BEN

See what?

CHUCK

I see you staring at him! You wanna beat him! And you know what? We can show him that we're better! You can direct because you know what you're doing, Dimitri can do the technical stuff because he's weird like that, and I can star because I'm the best looking.

Ben thinks about this for a second.

BEN

I'm way better looking than you.

CHUCK

No, no, Ben, trust me.

BEN

No, no, no, you trust me.

Chuck pulls up his shirt sleeve and flexes his biceps.

CHUCK

Please.

DIMITRI

Guys, we don't have a camera or any equipment or even a crew!

Ben and Chuck simmer. A moment passes. Now Ben slams his hand on the table causing Dimitri to jump another inch.

BEN

We'll find a camera.

DIMITRI

How?

BEN

Some way. We'll make it happen. I actually feel inspired now. Rex never let us be ourselves, but now we can. Maybe my dad can help us. Maybe we can finally get into his trunk in the attic!

CHUCK

Now you're gettin' it!

DIMITRI

And a crew?

We'll find one.

DIMITRI

How about those guys?

Dimitri points across the playground to the BADFELLAS(all 13), a group of five punks with their hair slicked back and dressed in polo shirts with popped collars.

The group consists of their leader, GINO, a short kid with extra hair grease, his two bodyguards ERICK and DOMINIC, and TWO HENCHMEN whose faces can't yet be seen.

Ben gapes with horror.

BEN

The Badfellas? No!

DIMITRI

Why? They have connections.

BEN

No! Dimitri, they can give us nuclear wedgies. That's one step above atomic! That's where they actually pull the underwear over your head and back down to your feet! It's an art that only a few have been able to master since the beginning of time!

DIMITRI

I go commando.

BEN

...that's disgusting.

Ben shrivels his face.

EXT. BASEBALL FIELD - SCHOOL - DAY

A grass field with a backstop. The CLASS is in their P.E. uniforms of shorts and t-shirts.

Dimitri's at bat. Pitcher Aaron throws a spongeball underhand. Dimitri chops it back to him, runs to first.

Aaron launches the ball toward first but it smacks Dimitri in the back. From Aaron's grin, it was probably intentional.

The P.E. TEACHER, a nervous wreck with a bad comb-over, slams his clipboard on the ground.

P.E. TEACHER

Aaron, knock it off! I swear! D, throw was in time, you're out.

Dimitri returns to behind the backstop with Ben and Chuck.

DIMITRI

Commies! Damn commies!

Next to bat is OLIVER KEMP(13). He's pale with a barrage of freckles and a mischievous smile.

He whispers something to WALLACE(13), a jock with too much gel in his hair. The P.E. TEACHER knows something is up.

P.E. TEACHER

Oliver! Don't waste my time!

OLIVER

T won't.

Oliver bunts Aaron's pitch and takes off for third. He pulls his shirt over his head, revealing a smiley face drawn on his torso with his nipples as eyes.

OLIVER

**АННННННН!** 

P.E. TEACHER

The heck's the matter with you?!

He rounds second then heads for first. Aaron, ball in hand, takes aim and zings one right at Oliver's head.

WHACK! Oliver crashes to the ground. The students cheer but the teacher isn't amused.

P.E. TEACHER

Oliver, sit down! You just earned yourself an F for the day! I swear you're gonna be the death of me.

Oliver crawls next to Dimitri.

BEN

Dude...what was that?

Oliver speaks with a lisp due to his retainer.

OLIVER

Wallash shaid he'd pay me fifty bucksh if I did that.

Don't you already owe him like a grand for Dumguska?

CHUCK

He owes everyone money.

OLIVER

Yeah, including your mom. I'll get right on that.

DIMITRI

What's Dumquska?

BEN

Dumguska was named after that thing we learned about in science about that meteor in Russia a hundred years ago.

DIMITRI

Oh, Tunguska, guys.

BEN

Exactly. Before you moved here last year there was an event where every toilet in all twelve bathrooms on campus overflowed. That's cause this genius here flushed a cherry bomb and all of the pipes exploded.

Oliver proudly nods.

CHUCK

Yeah, and he would have gotten away with it but Wallace was there and got a picture of him in the act.

OLIVER

Yeah, sho I pay him a few bucksh here and there to keep him quiet.

BEN

What happens if you don't pay him?

OLIVER

Then I promished him my shtuff.

CHUCK

What shtuff?

OLIVER

My Playshtation, my Playboy shubshcription, my video camera...shtuff like that.

Ben perks up.

CHUCK

Shtuff like that. I shee.

OLIVER

Shut up!

INT. LOCKER ROOM - SCHOOL - DAY

Ben, Chuck, and Dimitri change into their street clothes.

BEN

Dude, I think we should ask Oliver to be in our crew!

CHUCK

That dork?

BEN

He's got a video camera!

CHUCK

Ben, look at the man. Go on. Look at him.

They look at the other end of the room where Oliver is whipped with shirts from a group of guys.

BEN

Come on! We should give him a chance! He may be the x-factor!

CHUCK

X-factor?! Him? The only thing he's a factor of is 0! The guy's a total turd burglar! Everyday he asks someone for lunch money or candy money or money to get those fire-popper thingies from the ice cream man and he never returns it! And let's not forget Dumguska! There weren't any toilets for a week! Everyone was just peeing everywhere! He's like a zit that won't pop...on your butt!

DIMITRI

Those are tough.

BEN

Be that as it may, but-

CHUCK

And not only that, but my friend Silly Billy-

BEN

Whoa. Silly Billy?

CHUCK

Yeah, terrible, I know. But he sits behind Rex in math and said that he's in talks with a new crew who know what they're doing. What does this guy know?

They look back to Oliver, who nails the P.E. Teacher with a water balloon and flees. The teacher pursues.

P.E. TEACHER

Oliver! That's it! That's it!

BEN

What if we just invited him over to talk? Get to know him.

CHUCK

Like an interview?

BEN

...that's an even better idea!

CHUCK

Yeah. Well, Ben, you're the director. If you think it's best. (shouts)
Party at Ben's house!

INT. ENTRYWAY - BEN'S HOUSE - DAY

Ben enters. Cara happily greets him. They head upstairs.

JODIE (O.S.)

Hi Ben! How was school?

BEN

School's school.

INT. BEN'S ROOM - DAY

Steve is on Ben's laptop. Ben and Cara enter.

BEN

Oh hi.

STEVE

Hey, sorry. I'll be off in a sec.

BEN

Computer still busted?

STEVE

Yeah, I don't know what its issue is. I just had to send out some e-mails to clients.

BEN

Wanna borrow my phone?

STEVE

You don't have a phone.

Ben grins.

STEVE

Nice try.

Cara picks up a tennis ball and gloms it.

BEN

We're gonna make a new movie.

STEVE

Oh yeah? With Rex?

BEN

No. We're done with Rex. We found another guy with a camera.

STEVE

Oh. I've got that old camera I did for interviews if you need it.

BEN

Do you think we can use some of the stuff in your old trunk?

STEVE

Uh...we'll see. I'm not sure the stuff in there would help-

Cara drops the slobbery ball on Ben's pillow.

Dude! Gross!

Steve closes his e-mail and stands up.

STEVE

It's all yours.

Cara jumps on the bed and gloms the ball some more. Ben gets on with her and tries to get it away.

STEVE

Can we talk about something?

Cara's tail wags in Ben's face.

BEN

Yo.

STEVE

Jodie!

Jodie enters.

STEVE

Ben, you've noticed that Cara's been a little hard on hearing lately, right?

Ben tries to pull the ball out of Cara's mouth.

JODIE

We took her to the vet today and the doctor said she's developing something that occurs in goldens as they get older. It's this thing called lymphoma-

Ben pulls hard. The ball pops out her mouth and zings across the room, crashes into models on his dresser.

BEN

We can just give her some vitamins, right? Like when she had that stomach thing?

STEVE

Unfortunately, there's no real cure for lymphoma. There's surgery and drugs out there for chemotherapy that can help but-

BEN

Well, we've gotta get 'em!

JODIE

It's all very expensive, hun. We're talking thousands.

Cara jumps off the bed, digs for the ball in a pile of toys.

STEVE

We're tied up against the wall here. The economy's trash and I haven't been able to make as many sales. Lately it's been next to nothing. If this new job I applied for comes through then-

BEN

She looks normal.

STEVE

It's early. She's okay for now. But she's on a timer.

Ben gazes off into space.

EXT. WOODS - DAY

Ben walks Cara into a lightly wooded area. They sit against a tree. She breaths in his face.

BEN

Dude, your breath stinks. That was pretty dumb of you to get sick. Why'd you go and do that?

He pets her, long and slow strokes.

He reaches into his pocket and pulls out the festival flier. He reads the prize text over and over, then, a smile.

BEN

Rock and roll!

INT. BEN'S ROOM - DAY

Ben shoves toys and papers off his desk, slips into a business suit, and tears the box for the Junior Business Card Holder open - seemingly all at the same time.

INT. BEN'S ROOM - LATER

The room is cleaned up. Small plants sit on his desk along with the Junior Business Card Holder and a bowl of fruit.

Ben, Chuck, and Dimitri sit in leather chairs dressed in business suits. Cara grinds up against them and sheds fur.

CHUCK

Dude! Dog! Get away! This is a rental. Gotta have it back to the tux shop by six.

BEN

Those are your church clothes.

CHUCK

Yeah, but saying it's a rental sounds soooo much cooler.

A knock on the door. Jodie pokes her head in.

JODIE

Ben, Mr. Kemp is here.

BEN

Thank you! Send him in!

She winks and exits. Chuck hands his phone to Ben.

CHUCK

Here, pretend you're talking.

BEN

What? Why?

CHUCK

Because you'll look cooler doing it you laxative! Talk!

Oliver enters as Ben bellows a hearty laugh on the phone.

BEN

Yes, yes, we'll discuss that at our next meeting. Alright, ta. (he "hangs up")

Mr. Kemp! Welcome! Have a seat!

Oliver sits across from his interviewers and takes a card. Written in red ink on cheap printing paper is "BEN. FILMMAKER. CALL FOR PHONE NUMBER."

Ben reads over a sheet of paper.

So, Mr. Kemp, my agent forwarded me your resume and I must say that we're most impressed with your qualifications. For example, it says here that you're in 7th grade.

OLIVER

Yeah. We have P.E. together.

BEN

Hm, interesting. And it also says you got a B- in Mr. Collins' math class? No easy task.

OLIVER

Yeah. I cheated on the teshts.

Ben puts the resume down and goes into his pitch.

BEN

Well, Oliver, we here at...

Ben turns his chair around, whispers to Chuck and Dimitri.

BEN

Fellas, what's our company name?

They all shrug. Ben turns back around.

BEN

...at Name To Be Decided Later Films, want you to be part of our most established filming crew.

OLIVER

Why?

Cara jumps onto the desk and snatches an apple, jumps down.

BEN

You got a lot of potential, man. I can see it all over you!

DIMITRI

And you have a camera!

Chuck smacks Dimitri. Ben fidgets.

BEN

...among other things.

OLIVER

My camera? That'sh what you want?

Well, you'd be playing a huge role in our company as well. A top investor!

OLIVER

Ehhh, I don't know. I heard Rex Morgan ish planning shome big Hollywood movie. Maybe I should check him out inshtead. You know hish dad made Shwitchblade Sheven?

CHUCK

You know whose dad <u>produced</u> Switchblade Seven?

Chuck points to Ben, who stands up and gets into a heartfelt speech-mode.

BEN

You see, the thing about Rex Morgan is...he's insane. Besides, Oliver, this isn't about making movies. Oh no. This is about standing up for what's right. This is about brotherhood. This is about taking our dreams and making them reality! This, Oliver, is about taking what's in our mind, putting it on paper and then turning that into a major motion picture! Oh yeah! This is what that's about!

Ben presents Oliver with the festival flier.

BEN

And you'll also get an equal share which may help to pay off Wallace until you graduate college.

The prize figure jumps out at Oliver.

OLIVER

Pssh, I'm in. Plush, guysh in the biz get lotsh of women.

CHUCK

Why don't you just admit to blowing up the toilets?

OLIVER

No! Wallash ish evil. I won't give him the shatishfaction!

DIMITRI

But other people know. Won't they figure out it's you anyway?

OLIVER

Hey, if they can't prove the crime, I ain't doin' the time.

A knock is heard on the door. Ben shouts.

BEN

Mom! Hold off my appointments!

Ben's sister, JOANNA(15), steps into the room. Oliver is instantly mesmerized by her; older woman.

JOANNA

Mom wants to know if your little friends want to stay for dinner.

BEN

Look, dear sister, as you can see I'm doing a lot of business right now and I'd appreciate it if you didn't barge on into my office until after rush hour. Okay?

Joanna laughs.

JOANNA

Yes sir, Mr. Big Shot! Sorry!

OLIVER

That'sh quite all right!

JOANNA

And you are?

OLIVER

Name'sh Oliver! Oliver Kemp!

JOANNA

Sup, Oliver. I'm Joanna.

Oliver falls into a trance as he stares into her eyes.

BEN

Okay, yes, thank you very much. Tell mom that we'll be staying for dinner and ask her to contact my clients' agents to make sure it's okay.

Joanna bursts out in laughter but Ben is clearly serious.

JOANNA

You mean ask mom to call their moms to make sure it's okay?

BEN

Precisely. Now be gone!

Joanna rolls her eyes then exits in a cloud of laughter.

OLIVER

What a babe! Holy cow! Dude, how old ish she?

BEN

Fifteen. She's in high school. She's out of your league. Forget it, pal.

Oliver evilly grins.

CHUCK

You know, we really do need a business name.

BEN

Yeah. Hmmm.

OLIVER

Man From Nantucket Picturesh!

CHUCK

Lol-lol-lolerz Productions!

DIMITRI

The Free Uwe Boll Movement!

Ben waves them off.

BEN

No. It needs to have a kick to it.

CHUCK

How about 21st Century Chuck?

DIMITRI

21st Century Chuck? Why not 21st Century Dimitri?

CHUCK

Well...21st Century Dimitri just sounds stupid, whereas 21st Century Chuck kinda makes you chuckle.

Oliver chuckles.

OLIVER

I quessh it doesh.

DIMITRI

I like it, guys.

OLIVER

Yeah, it'sh okay.

Ben holds his fist up with pride.

BEN

Fellas, we're now an official organization!

EXT. LUNCH TABLE - SCHOOL - DAY

Ben, Chuck, Dimitri, and Oliver sit at their table. Sheets of notebook paper are spread out. Chuck grabs one.

Buried in the papers is a page that reads "By Dimitri Smololovonakov."

CHUCK

Alright, I've got another idea. It's called "Tough Guy" and it's about this tough guy who goes around and beats anybody up who gets in his way.

BEN

Well, what's the plot?

CHUCK

Uh. Don't get in Tough Guy's way.

BEN

And I guess you're gonna be the one playing Tough Guy, right?

CHUCK

Well, yeah.

Wallace knocks on the table. Aaron is with him.

WALLACE

Hey, Oliver. C'mere a sec.

OLIVER

I'll be right back.

They lead Oliver across the playground.

That's the stupidest idea I've ever heard of.

OLIVER (O.S.)

AHHHH!

CHUCK

Told you he was bad news.

EXT. BEHIND HANDBALL WALL - SCHOOL - DAY

Aaron has Oliver pinned up against the handball wall. Wallace interrogates him.

WALLACE

Where's my money, Kemp?!

OLIVER

I'll get it to you!

WALLACE

Wrong answer! Aaron!

Aaron gives Oliver a wet willy. Oliver screams. Ben, Chuck, and Dimitri arrive on the scene.

BEN

What the heck are you guys doing?!

WALLACE

He owes me money! Aaron!

Aaron gives him another wet willy. Chuck and Dimitri laugh.

BEN

How much?

WALLACE

We had a deal for ten bucks a month and he's two months behind. Now, if you'd like me to snitch...

Wallace reveals a picture from his wallet. It's of Oliver, dumb grin and all, holding a cherry bomb over a toilet.

OLIVER

NO!

BEN

What if we make you a new deal?

Interested, Wallace nods to Aaron, who releases Oliver.

WALLACE

Yeah? What?

BEN

We're making a movie and we could use another guy. Come to our meeting this weekend and I'll pay you a fair share to rip up the picture. What do you say?

OLIVER

But that picture wash taken from hish phone. He'sh probably got it shaved on hish computer!

BEN

Well, if he tries to use that after we pay him then I'll tell the school that he knew about the toilets but didn't tell anyone.

WALLACE

Yeah? Well I'll tell that you also knew but didn't tell! So there!

BEN

I'll tell that you told that I told that you knew.

WALLACE

I'll tell that you told that you knew that I knew that you told that I knew when you knew.

BEN

WellIlltellthatyoutoldthatheknewwhe nIknewthatyoutoldthatIknewwhenyouju sttoldmethatyouknew.

They stare each other down, then Wallace smiles.

WALLACE

I like your style, Flanagan. I always thought you were a dork, but I guess you're alright. But I can't figure out why you're standing up for him? He's a bum.

BEN

I've just got a feeling.

Hesitant at first, Wallace shakes his hand.

We'll call you with the times.

Wallace and Aaron exit.

OLIVER

Thanksh, man.

EXT. LUNCH TABLE - SCHOOL - DAY

Ben, Chuck, Dimitri, and Oliver unpack their lunches and feast. That's when Rex, now in a polo with a popped collar, and a couple FRIENDS snobbishly walk over.

The friends are Badfella members NIXON(13), a kid with a tie, and JOSHUA(13), a kid with a thick mullet. Rex shuffles through the papers on the table.

REX

Brainstorming ideas are we? How sweet. How's that coming, Ben?

BEN

What do you guys want?

REX

I just wanted to introduce you to my new crew. On my right is my <u>new</u> friend, Nixon! His father has directed several Hollywood B movies such as "Forrest Gunk" and "The Empire Strikes Out."

CHUCK

And you take pride in that, Nixon?

NIXON

Ha! You fail at sarcasm.

CHUCK

That wasn't sarcasm but alright.

REX

And on my left is my <u>new</u> friend, Joshua! Joshua has won six awards for his acting in the children's theater!

CHUCK

Well, I guess that makes you a pansy, huh?

Joshua steps into Chuck's face and snarls like a rabid dog.

JOSHUA

GRRRRRRR!

Rex restrains Joshua and points.

REX

Look over there.

They look over to the bathrooms where Gino and the rest of the Badfellas are stationed.

REX

I made a deal with the 'Fellas. Mess with us, you mess with them.

BEN

How much are you paying them, Rex?

REX

A fair share of the prize money and Switchblade Seven memorabilia!

Gino knocks his fist on the head of a SHRIMPY KID.

GINO

Hello! Anybody home?

The guys watch with intent. Seconds later, the kid is slammed into a garbage can by the gang.

Ben and his friends are horrified.

REX

Exactly! So don't mess with us!

BEN

You can't just give away stuff from Switchblade! Especially to Gino!

REX

I can do whatever I want. I'm a hair to it. Muwahahahaha!

CHUCK

Yeah, well, we ain't backin' down.

REX

Oh good! Care to up the stakes?

BEN

To what?

REX

The losers have to run around the playground at lunch singing a girly pop song...in their underwear.

Rex and his guys laugh. Ben and his guys look nervous.

CHUCK

That's the best you got?

REX

What's the matter, Mills? Scared?

Dimitri nods.

BEN

We're not scared. You're on.

They shake on it, each boy squeezing really hard.

NIXON

Let's get out of here.

JOSHUA

Yeah, my underwear is going up my butt again. So long, pedestrians!

Rex and his gang leave with their noses high in the air.

EXT. BIKE CAGE - SCHOOL - DAY

SILLY BILLY(11), a freakishly short kid, unchains his bike and rolls it out to the playground.

EXT. PLAYGROUND - SCHOOL - DAY

He slips the chain into his backpack and prepares to ride off until a pair of hands grab the handlebars. It's Gino.

GINO

Yo. Nice bike you got there.

Silly Billy trembles. Gino's gang emerges behind him.

SILLY BILLY

Thank you, Mr. Sir.

GINO

I'll tell you what, kid. Let me have your bike and I won't beat today's hot lunch out of you.

Silly Billy looks at Erick and Dominic, then to Joshua and Nixon, who all tower over him.

SILLY BILLY

No. I'm going home.

Silly Billy tries to ride away, but he's dragged off his bike by the more powerful Erick.

GINO

Have it your way, Spud.

Erick gets Silly Billy in a headlock while Gino and Joshua dig through his backpack. They pull out his binder and rip papers out of it.

GINO

You did this to yourself, kid!

Silly Billy struggles in the headlock.

SILLY BILLY

Let me go!

ACROSS THE PLAYGROUND

Ben, Chuck, and Dimitri are headed to their route home.

CHUCK

What's wrong with the Millard Fillmore idea?

BEN

Nobody knows who Millard Fillmore is you bozo!

CHUCK

I do.

BEN

Yeah, because you're doing your history project on him!

CHUCK

He was a fascinating man, Ben!

They look ahead where Silly Billy is getting bullied.

BEN

Ugh. Not them.

CHUCK

Hey! That's Silly Billy!

Ben does a double take.

BEN

He's like two feet tall.

DIMITRI

You should help him.

BEN

What? No. Why?

DIMITRI

You're a major motion pelicula director now, dawg. You gotta be tough. You said that cool "kick on the starter" quote. Plus my grandpa says annoying the bad guys is what my folks used to do to the Commies before I was born. And you just got us into a whole bunch of trouble with 'em so what do ya got to lose?

Ben considers this. His face becomes determined.

BEN

That I did. Kick it. Men, onward!

They march over. Gino pulls pencils out of Silly Billy's backpack and snaps them.

GINO

You're mad at yourself, not at me!

Ben shouts with authority.

BEN

Hey!

Gino drops the backpack and points to himself in shock.

GINO

You talkin' to me?

BEN

Yeah. Leave him alone.

Gino casually approaches Ben, who gulps.

BEN

...please?

GINO

I know you. You're the guys that are competing with my buddy Rex, right? Think you can make movies?

Ben's lips tremble. He looks to Dimitri who holds up fists; renewed confidence.

BEN

You're damn right we can!

GINO

Yeah, right. You ain't winnin' nothin', kid, cause I'm gonna make sure Rex wins at whatever cost. Do the words executive producer mean anything to you?

BEN

Yeah, we'll see. In the meantime why don't you just leave him alone?

GINO

Well what's it to you, butthead?

Gino shoves Ben.

GINO

Gonna get your dad to ruin another studio?

Gino shoves him again. Chuck steps in and shoves Gino

CHUCK

Shut up! What's your dad ever done other than giving birth to you, you pizza-faced snot rocket?

Gino talks back with a poor Darth Vader impression.

GINO

Chuck! Leave these idiots and join me and together we can rule the school as mob leader and jock!

Chuck violently shoves Gino again.

CHUCK

I said shut up!

Erick releases Silly Billy and gets into the scuffle. Joshua gets behind Dimitri and gives him a wedgie.

DIMITRI

Whoa, quys!

Ben helps Chuck out with pushing Erick away, but they become overpowered when Nixon and Dominic get involved.

Dominic holds Ben in place while Gino pops his collar especially high and forms fists.

GINC

Hold him in place, boys! I'm about to float like a butterfly and sting like a bee!

Gino takes a few practice punches to warm up.

That's when a set of hands pulls Dominic away and shoves Nixon aside.

Ben and Chuck look up to their savior - DEREK(14), an eighth grade jock.

DEREK

Gino, why do you always get your goons to pick on kids half their sizes?

Joshua gets into Derek's face.

JOSHUA

What's it to you, bub?

DEREK

Who's this fruit?

JOSHUA

Peters. Joshua Peters.

Derek grabs Joshua by the back of his pants and gives him a wedgie over to a trash can, shoves him in.

DEREK

Nice to meet you, Joshua Peters.

Derek turns back to Gino and his gang.

DEREK

What's gonna happen, huh?

Gino holds his hand up and calmly speaks. No fight today.

GINO

Let's go, boys.

Gino and his gang help Joshua out of the trash and step off campus. Gino points back to them.

GINO

You're all dead men.

They leave. Ben and his crew blow a sigh of relief.

BEN

Thanks, dude.

DEREK

Yeah, no problem. I saw what you did, man. Standing up to Gino and his boys like that. They coulda killed you.

BEN

They would have if you hadn't come.

DEREK

Probably.

BEN

My friend, I have a business proposal for you. We could use a head of security on our movie sets and I was just wondering...

DEREK

You make movies?

BEN

Yes, Benjamin J. Flanagan, major movie director.

Ben shakes his hand and gives him a business card.

BEN

I've made several big blockbusters, but what we're working on now is so big that it doesn't even exist yet.

DEREK

That's pretty cool, man. I wouldn't mind helping you out if that's what you're asking.

BEN

That's what we like to hear!

DEREK

Let me know when you need me.

BEN

Will do, buddy!

Derek heads off. Ben walks over to Silly Billy.

BEN

You okay, kid?

SILLY BILLY

Are you gonna beat them, sir?

Ben surveys the area. He looks kind of like an action hero.

BEN

Maybe, kid. Maybe.

INT. BEN'S ROOM - DAY

A plastic camcorder case is opened. A hi-tech video camera is inside. It's got a wide lens, an arsenal of buttons, and a mounted microphone. Looks real professional.

Ben, Chuck, Oliver, Dimitri, Wallace, Aaron, Derek, and Cara circle around it.

OLIVER

My camera. My dad ushed it for hish job before they got a new one sho he gave it to me. Night vishion, 10 hour battery, HD resholution, and a 12x optical zoom. Top of the line.

BEN

Is 12x optical good?

OLIVER

Well, I'm able to clearly shee the girl acrossh the shtreet when she changesh sho, yeah, pretty good.

Ben checks off stuff on a sheet of paper.

BEN

Sweet, so, crew, camera...now we just need an idea.

CHUCK

I've got one. How about we make a video of you trying to ask a girl out?

BEN

How about we make a video of you trying to ask a guy out?

CHUCK

Touche.

WALLACE

How about a road comedy?

DEREK

How about we make something to put on the Internets?

BEN

The Internets aren't a guarantee. Festivals are a good way to separate ourselves. I mean, you don't see M. Night Shyamalan uploading his films trying to make an extra buck.

CHUCK

Maybe he should.

DIMITRI

What about a cooking show, guys?

OLIVER

I have an idea. Okay, it'sh about an American sholdier who hash to kill Kim Jong-il before he takesh over the world.

DIMITRI

Commies!

CHUCK

Dude, he died.

OLIVER

He'll be a zombie! Beshidesh, I'm down for anything ash long ash we're filmin' here.

BEN

Oliver, I swear, if you hit on my sister-

**DEREK** 

Is she hot?

OLTVER

Dude, she'sh sho hot.

WALLACE

Hey, when do we get paid?

BEN

Well, when we win.

WALLACE

Win? I'm on commission?

Ben hands Wallace the flier.

BEN

Uh, I don't really know what that means but just look at the prize money. Is this something you really wanna walk away from?

Wallace nods approval.

BEN

Now, while our resources are limited, I believe that we do have the tools to satisfy. Our only obstacle is beating Rex!

DIMITRI

Yeah, guys. We have to find a way to beat him!

Joanna enters the room, shocked at the number of quys.

JOANNA

Ben, do we have any...holy...when did you make some more friends?

All of the guys are mesmerized by Joanna's beauty.

CHUCK

See guys. This is Ben's sister.

Oliver leans against the dresser, tries to be cool.

OLIVER

Hi there.

JOANNA

Hi. Olive, right?

OLIVER

Oliver, but you can call me Olive. Sho, I've sheemed to have losht my phone number. May I have yoursh?

Aaron leaps up and kicks Oliver hard in the shin. WHAM!

AARON

Dork!

Oliver grabs his leg in pain and screams at Aaron. The two of them wrestle on the ground. Joanna rolls her eyes and exits.

OLIVER

You fathead!

Derek and Wallace separate Oliver and Aaron.

 ${\tt BEN}$ 

Guys! We have to brainstorm!

AARON

Hey! What if we made a movie about why Ben's sister is a total babe!

BEN

Hey! What if we didn't?

DEREK

She is pretty hot, though.

OLIVER

Yeah. Have you guysh sheen Ben'sh mom? She'sh pretty shmokin', too!

Ben puts his hands on his head.

BEN

Oh my God!

CHUCK

Now that you mention it, Ben's mom  $\underline{is}$  pretty hot.

BEN

Dude!

OLIVER

Yeah! Joanna'sh hot. Mrs. Flanagan'sh hot. What went wrong with you, Ben?

BEN

Okay! Enough! Let's focus! What can we do here?

EXT. WOODS - DAY

Ben, complete with a black beret, surveys the area. Dimitri works the camera. The others await direction.

BEN

All right, gang, let's try this on for size...

LATER

Everyone is dressed in karate uniforms. Chuck screams at the top of his lungs and lunges a wooden sword at Oliver. Derek and Wallace engage in a wooden sword fight of their own.

LATER

BEN

...it's the future...long distance space travel is possible...but on one mission, something goes horribly wrong...

LATER

Oliver kicks and screams while sprawled out on the ground. Aaron kneels and grabs his leg. Oliver reaches out to Cara.

OLIVER

Cara! Help! He'sh going to eat me! He'sh a cannibal!

Aaron opens his mouth and inches it closer to Oliver's calf.

LATER

BEN

...and then they're trapped on...the Planet of the Apes from Another Planet!

LATER

Chuck, dressed in futuristic attire, drops the blast shield on his helmet. He emerges from behind a tree and runs.

Derek and Wallace, also dressed in futuristic attire, fire their laser pointing guns.

LATER

Oliver continues to reach to Cara.

OLIVER

Help! Cara! Pleashe!

Cara wags her tail and barks. It's all a game to her.

OLIVER

Don't bark you dumb dog! Attack him! He'sh gonna eat me!

Now Aaron's mouth is really close to Oliver's calf. Oliver notices this and goes out of character.

OLIVER

Aaron, you're gettin' a little closhe there, aren't you, bud?

With his mouth wide open, Aaron grins and gets closer. Now Oliver panics.

OLIVER

Holy! Help! Please! Help!

LATER

Chuck runs through an aisle of trees. Derek emerges from behind one and shoots Chuck with his laser. Chuck crashes into him and the two tumble to the ground.

LATER

Cara barks. Aaron gets closer.

OLIVER

**АННИНИНИНИНИ!** 

INT. FAMILY ROOM - NIGHT

Ben and Chuck watch the footage on the TV. The camera is hooked up on the side.

BEN (V.O.)

Dude, he actually bit him!

The video stops.

BEN

Well, it's a start.

CHUCK

That made me wanna pee. B-R-B.

BEN

Good luck.

Chuck exits. Jodie and Steve emerge from the kitchen, each with a hand carrying a cake. Jodie whistles.

Ben turns around.

JODIE

Happy birthday, hun!

BEN

My birthday isn't until tomorrow!

JODIE

We know. Your father has what they're calling an "intensive interview session" tomorrow where he meets with different people at what may be his new company so he'll be gone all day.

STEVE

We just wanted to have a lil' thing with you tonight and give you this.

Steve hands him a rectangular box. Ben rips into it.

BEN

A phone?! Muwahahaha!

Inside is a used clapperboard. The production label reads SWITCHBLADE SEVEN. Ben's ecstatic and snaps it a few times.

BEN

Whoa! You're giving me this?!

STEVE

I figure you can do more with it than I can right now.

Ben claps it a few times and accidentally whacks his fingers.

BEN

Ow. This is great!

Cara puts her snout between the board and stick. Ben lightly claps it. She gets into a play stance.

STEVE

Ben, we're sorry we couldn't give you anything major this year. When things pick back up we promise we'll make it up to you.

BEN

How is she?

Chuck exits the bathroom, blows a sigh of relief.

She's as good as she can be. She's still a good candidate for chemo.

CHUCK

Who? Your mom?

STEVE

What? No. Cara.

CHUCK

Oh. Charlie had chemo also. Helped him for a while.

JODIE

Charlie was a great dog, too.

CHUCK

Yeah. Dude, maybe if we win we can, like, pay to fix her. Make her like that bionic dog on TV!

Ben smiles with a touch of awkwardness.

BEN

It could work. But dude, check this out!

Ben shows Chuck the board. He's ecstatic too.

CHUCK

Whoa! Was this from the attic? They let you keep this?

BEN

Yeah!

CHUCK

I was talking to your dad.

Steve smiles.

STEVE

Yeah, we divied things up at the end. I got props, the board...

Ben whacks Chuck's fingers with the clapper.

JODIE

How's your movie coming?

CHUCK

It sucks.

BEN

Chuck, no. It's just a masterpiece that hasn't happened yet.

CHUCK

Yeah, and my "D" in math is just an "A" in progress, right?

BEN

That's a good way to look at it.

STEVE

Remember something, guys; you're at the age where you don't have to take this too seriously. Just have fun with it.

Ben twitches at that; he does take this seriously.

INT. ATTIC - DAY

Dimly-lit room. Aaron holds out the clapperboard.

AARON

Star Wars Episode 7, The Return of Vader. Scene 1 of a few.

He slams the stick down on his finger.

AARON

Ow. Action!

Chuck and Ben on scene in costumes resembling Luke and Han.

CHUCK

The Force will be with you. Always.

BEN

I've just got a bad feeling, Han. It's like he's back...

Derek bursts into the room dressed all in black, complete with a sock pulled over his head. He speaks in a very deep voice, doing his best to impersonate Darth Vader.

DEREK

Daddy's home!

BEN

Vader! Bring it!

They grab baseball bats and fence while making the signature lightsaber sounds.

They duel until Derek takes a wide swing and knocks a tower of boxes over.

The boxes nearly topple Oliver, who slips away before they crash onto a table of power tools.

A hammer flings up from the impact, zips by Dimitri's eye to its final insertion on the wall.

AARON(O.S.)

Cut!

The aggravated actors drop their "weapons."

AARON

Okay. My mistake. Bad idea.

Another tower of boxes collapses.

BEN

You okay, D?

Dimitri casually shrugs.

DIMITRI

It's dark in here, guys. The camera's having trouble seeing you.

BEN

Hmmm. We need some of those lights that you can put on the ceiling.

DIMITRI

Ceiling lights?

BEN

...that's an even better idea!

CHUCK

Hey, look!

Chuck kneels next to a trunk labeled SILVER STREAK STUDIOS.

CHUCK

Maybe there's some in here!

AARON

Hey, yeah! Let's see what your dad's got!

BEN

He doesn't like anyone going through that stuff. See the lock?

The trunk has a heavy duty lock on it. Cara sniffs it.

CHUCK

Come on, Ben. He gave you the clapper. He's practically inviting you to check this out.

BEN

I've asked but he says no. C'mon, we can figure out another way to get lights.

OLIVER

What's your guy'sh movie budget?

INT. BEN'S ROOM - DAY

Ben smashes open his piggy bank with a hammer and counts up the money inside.

CHUCK

Those do open from the bottom...

BEN

Seven, eight--

CHUCK

You're pretty poor, dude.

BEN

Nine, ten-

CHUCK

Seven, eleven, eighty-one!

BEN

Fourteen - guys, count your money!

The guys reach into their pockets and pull out their spare change and crumbled up dollar bills. Wallace doesn't budge.

BEI

Okay. I've got eighteen dollars.

CHUCK

Uh. 14 cents.

AARON

Four seventy-five.

DEREK

I have five bucks total.

They put their money in a pile.

Dimitri fumbles with a pile of crap. His dollar bills are stuck together with wads of gum and other gunk. He puts the bills in the pile one by one.

DIMITRI

Nine, ten, eleven-

He accidentally rips the last bill.

DIMITRI

Uh. Ten.

He puts one of the dollar halves in the pile.

DIMITRI

Ten-fifty.

Cara walks over and licks up the gunk.

BEN

So, that gives us about forty dollars, thirty goes to the entry fee, and that leaves ten bucks. What can we get with that?

OLIVER

A night with your mom? Looolz.

Ben glares. Wallace crosses his arms.

BEN

What about you?

WALLACE

You didn't say anything about me giving you any money.

BEN

I think we gotta spend money to make money, Wallace.

WALLACE

I vote we crack open that trunk.

The guys seem high on that idea but Ben waves it off.

BEN

Nope. Not happening.

Wallace points to Oliver.

WALLACE

Well then as long as that schmo owes me money, I ain't puttin' in nothin'. Unless...

BEN

Unless what?

WALLACE

Unless I get collateral.

BEN

Collat!-...what's that?

WALLACE

I'll put in money, but I want something of his that I'll hold onto until he pays me back.

OLIVER

Um. What do you want?

Wallace evilly grins.

WALLACE

Your retainer.

OLIVER

What?! I need thish! My teeth will shift without it!

BEN

Wallace, come on...

WALLACE

I'm not getting stiffed by this guy again. Not even for an Oscar.

Everyone looks to Oliver, who stands up and paces.

OLIVER

Nope! Not doin' it! Shcrew that.

CHUCK

Then why don't you just admit to blowing up the toilets? Don't you have any pride?

OLIVER

No! I don't!

WALLACE

He just seems to love giving me money!

Wallace pulls the picture out of his wallet, shows it off.

CHUCK

Is that still on your phone?

WALLACE

I printed it. I don't trust technology. Cheap manufacturing, you know? When I blackmail someone I want the real thing, baby!

CHUCK

Whatever. Kemp, take one for the team, man. It'll all work out.

OLIVER

Look, shteroid boy, I shaid no!

Oliver sits back down and fumes. Chuck whispers in his ear.

CHUCK

Joanna! Rawr!

Oliver fumes some more.

CHUCK

Chicks dig businessmen. Or if you don't get us the money, then maybe I'll move in on her! Can you imagine us making out? Oh man-

Oliver stands up and shoves Chuck.

OLIVER

You'll never get her, Millsh.

Oliver spits his retainer to the ground. His lisp vanishes.

OLIVER

There's your retainer.

Wallace picks it up, sniffs it, adds a twenty to the pile. Everyone stares at him. Did he really just do that?

INT. MALL - DAY

The whole crew struts through a busy mall, trying their best to look like big shots.

BEN

Remember, we're famous directors looking for new talent.

DIMITRI

Maybe we can pick up some chicks here, guys.

OLIVER

Ben, your sister should work at Victoria's Secret.

BEN

Dude, seriously...

OLIVER

Hey, better get ushed to it, pal. I'm already planning how I'm gonna ashk her out.

BEN

You're not asking her out.

DEREK

Can I ask her out?

BEN

No! No one is asking her out! In fact, new company policy: anybody who asks Joanna out will get their faces eaten by Dimitri.

Dimitri sadistically grins.

DEREK

But what if Dimitri asks her out? He can't just eat his own face. It's not possible.

CHUCK

Yeah, care to explain that, Ben?

Ben rubs his temples.

BEN

You guys are like diarrhea.

CHUCK

I know what'll cheer you up...
 (shouts)

Party at Ben's house!

BEN

(shouts)

Party at Chuck's house!

Across the walkway, Joshua and Nixon spot their rivals and hide behind a plant as Ben and Chuck continue to shout.

INT. GINO'S GARAGE - DAY

Joshua and Nixon blab to Gino and the gang. The garage is decorated with leather chairs, a pool table, and a bar.

NIXON

We followed them to this light shop where they bought something but we couldn't tell what it was.

GINO

...lights?

JOSHUA

Yeah! That was it!

Rex stands beside Gino, who has a lollipop in his mouth.

REX

So they actually think they can play with the big boys, huh? Gino, what should we do?

GINO

Forgetaboutit, Rex. Our film will be worlds better than theirs.

Rex walks over to a trunk of props. It's also labeled SILVER STREAK STUDIOS. He pulls out a replica machine gun.

REX

I hate those guys. If I had my way I wouldn't even let them into San Francisco just so when we win their ugly faces won't be there to put a damper on things.

He pulls the trigger, emitting realistic gun fire sounds.

GINO

Wanna crush their hopes, spirits, and dreams, huh? That's cool. You got a history with 'em, don't ya?

Rex returns the gun to the trunk. Also lining the walls is a fog machine, lights, and C-stands.

REX

Our dads worked together. My dad directed Switchblade and got to keep all this stuff here. But Ben's dad wouldn't give him any more work so that's why he only has the one big credit to his name.

(MORE)

REX (CONT'D)

I've always wanted to make movies as a way to follow in his footsteps, but those guys never cared. They just used me for the props. Could care less about my ideas or what we could film.

GINO

Well, lemme tell you something, bud; we'll make sure you win. Us Italians are all about family and we want you to follow in your fatha's footsteps. And if those guys become an issue...

Gino grabs a replica pistol from the trunk.

GINO

...then they'll be road kill. Capice? Muwahahahahahaha!

They all evilly laugh in unison. Rex turns on the fog machine, clouding everything up.

As the fog clears, their laughs die down until they're nothing more than few mutters. Awkward.

INT. BEN'S ROOM - DAY

The gang hangs out while Dimitri assembles the ceiling lights. Oliver runs his fingers along his teeth.

OLIVER

My teeth feel so naked.

BEN

Awe, just relax, Olive.

OLIVER

Oliver! Not Olive! I'm not a pitted fruit, thank you very much!

CHUCK

You didn't seem to mind when Joanna called you Olive.

OLIVER

Well, she is my future wife. Ben and I are practically relatives right now.

BEN

Yeah, a cold day in h-

Aaron bursts into the room, nearly decapitating Cara. He's got a briefcase with him.

AARON

Guys! I have the coolest thing!

Aaron opens the briefcase and passes around sheets of paper with movie posters on them. Then he holds up one that has the Switchblade Seven poster printed on it.

BEN

Raiders of the Lost Fart, Crouching Dimitri, Hidden Fly, Chuck Kong...what is all this?

AARON

Well, we need a cool poster for our movie so I studied your dad's poster online and put together a few samples of my work!

The Raiders poster features Ben's face on Harrison Ford's body. It looks pretty legit.

OLIVER

Where'd you get Ben's picture for this poster?

AARON

Oh, that was easy. I just followed you guys around with a camera for a few days.

OLIVER

You did what?

AARON

What do you guys think?

Chuck's got the "Chuck Kong" poster.

CHUCK

Is this what I'm gonna look like with facial hair?

DIMITRI

These are pretty cool, guys. I am a true ninja. Fight the power!

WALLACE

How come your dad doesn't have a real poster for the movie?

BEN

I'm not sure. Might be one in the trunk. But these aren't bad.

AARON

Oh! And here's one for Oliver!

Aaron passes the poster to Oliver.

OLIVER

Oliver Pants Off? What the-

His eyes burst open, drops the poster like a hot potato.

OLIVER

Dude, what the hell?!

Laughter from the guys, but Oliver turns bright red.

OLIVER

Aaron, I'm gonna kick-

DIMITRI

The way you yelled there reminded me of Hitler from one of those YouTube reaction videos.

More laughter. Oliver shakes from anger, about to explode.

OLIVER

Hitler. I remind you of Hitler?...

More laughter. Dimitri holds his finger beneath his nose and yells in German. Steam blows out of Oliver's ears.

OLIVER

That's it! I've had it! You guys suck! Ever since I started hanging out with you chumps I've lost my retainer, everyone knows about the cherry bombs, I've had to wear a dress, vampire boy over there bit me, I have to sing a girly pop song in my underwear if we lose, and now Lenin over here says I remind him of Hitler cause he's just so frickin' funny!

DIMITRI

Lennon had some good songs, guys.

OLIVER

Lenin! Not Lennon! You cockroach!

Chuck pulls out his phone.

CHUCK

I think I've got a pic of Joanna on here. Maybe that'll calm you down.

BEN

Dude, what?

CHUCK

She's hot, Ben. I'm sorry.

DEREK

Oliver, we all get crazy some-

OLIVER

Dude, no, I don't even know what your name is so just shut up.

Oliver picks up his camera and heads for the door.

BEN

Dude! Where are you going?

OLIVER

I'm done with this! Switchblade Seven? Pssh. More like Switchblade Shut Up!

Oliver exits.

BEN

I think we went too far.

CHUCK

Yeah, Ben. How could you?

BEN

How could I what?

CHUCK

I dunno. I just figure the director takes the blame.

BEN

Well, Joseph Stalin over here was the one comparing him to Hitler!

DIMITRI

Those are funny videos, guys! I'm just going with the flowing!

Ben turns to Aaron.

BEN

And you! What have you even brought to this movie? Why are you here?

CHUCK

Yeah, what are you anyway? Like, Wallace's assistant or something?

WALLACE

Yeah, he's my assistant. So what? We're here on business.

AARON

Yeah, I'm here on business.

Ben rubs his head.

BEN

Dude, our camera just walked out. We've got nothing now. Nothing!

**AARON** 

Chuck's phone has a camera.

BEN

No, only newbs and Daniel Tosh use phones as cinematic tools.

Tensions calm down in a few seconds of silence.

BEN

You're like the Grover Dill of assistants.

DIMITRI

24 hours of A Christmas Story, guys.

INT. GINO'S GARAGE - DAY

Gray drapes cover the furniture. Rex dances like a ballerina while Gino and his gang work the camera/lights.

GINO

Cut! Yo, Rex! This is retarded!

REX

It's called art, dude!

GINO

No, it's called retarded and I won't have any of it!

REX

Gino, who's the professional filmmaker here?

GINO

You are but look-

REX

No, no. Just trust me. I've been in this business a long time. Nobody believed my dad knew what he was doing but he still made it big. Don't worry, man. I promise you victory. Capice?

Gino smiles and pats Rex's back.

GINO

Rex, ma' man. You the man. Just one iddy biddy little thing...

Gino puts his finger in Rex's face.

GINO

Don't you ever say "capice" again!

INT. BEN'S ROOM - DAY

Steve opens a gigantic camera case and pulls out a mammoth direct-to-VHS video camera. This thing's a tank.

He gently places it on the desk. The wood strains beneath the weight. Steve gets the adapter and plugs it in.

STEVE

Our interns used it on a lot of shoots and interviews. It's been sittin' up there for years. Still works, though.

Dimitri browses through some of the VHS tapes still in the case. One of the labels is "R. Morgan Interview."

DIMITRI

Hey, an interview with Rex's dad. Can we watch this, Mr. Flanagan?

Steve slips in and takes the tapes.

STEVE

I'd prefer it if you didn't. Or at least let me watch it first.

Steve stands up.

STEVE

Everything cool?

BEN

Cool! Yeah!

Steve ruffles Ben's hair.

STEVE

Go get 'em.

He exits. Chuck picks up the camera and attempts to hold it in position but the weight is too much for him.

He stumbles around and then drops it. WHAM! Horrified, Ben tries to pick it up but struggles as well.

BEN

Careful! What are you doing?

CHUCK

That thing's too heavy. Where's the real camera your dad was using?

BEN

He was a producer. He didn't use a camera.

CHUCK

Let's check out the attic and try to get into that trunk.

BEN

No! That's my dad's stuff.

CHUCK

C'mon. It's just been sittin' there for years. Let's put it to good use!

BEN

No! He doesn't want us fooling around with it!

CHUCK

I don't get it. Why's your dad so secretive about it? He doesn't even have a poster of Switchblade.

Ben's getting fed up.

BEN

I don't know. He just doesn't like getting too into it.

CHUCK

Maybe we can blackmail Oliver and then pay your dad to tell us.

Ben grinds his teeth.

BEN

Unbelievable. Seriously, do you guys even wanna win this or not?

CHUCK

Dude, chill. What's wrong?

BEN

I'm pissed off! Nothing's getting done! Everyone's just goofing off!

CHUCK

Are you upset about Cara?

DIMITRI

What's wrong with Cara?

CHUCK

She's sick.

DIMITRI

Maybe you should get some medicine.

Ben loses it.

BEN

I know I should get some medicine! That's what I'm trying to do!

CHUCK

You're afraid to lose her, huh? It's okay, Ben. I know what it's like. But fear leads to anger. Anger leads to hate. Hate leads to the dark side.

BEN

Wha...this isn't Star Wars!

CHUCK

It's true, though. My sister told me that when Charlie died last year.

(MORE)

CHUCK (CONT'D)

I mean, if you're just angry about everything then this movie has no chance.

BEN

You don't know what you're talking about. Just quit it.

Chuck gets to his feet and heads for the exit.

CHUCK

All right. Whatever. Later, Rex.

BEN

Fine! We don't need you!

## MONTAGE

- A) Dimitri and Ben work together to hold the camera as they follow Wallace and Derek in a stealth sequence.
- B) Dimitri wraps the exposed tape around its shell in a feeble attempt to fix it.
- C) Wallace and Derek trip over Cara and then crash into Dimitri and Ben. Everyone falls down.

END MONTAGE

INT. BEN'S ROOM - DAY

Ben lays on his bed, draws on a sheet of paper. He uses Cara as a foot rest. Her breathing is slow. Steve enters.

STEVE

How's it goin'?

BEN

Eh.

STEVE

Watcha got there?

Ben shows him the paper. It's a rough sketch of a poster called SWITCHBLADE EIGHT with a "DIRECTED BY BENJAMIN J. FLANAGAN" caption.

STEVE

A sequel. Rex always hated them.

Steve points to the character on the page with slicked back hair and big sunglasses.

Who's this?

BEN

Jack Nicholson.

STEVE

Ha. I see it now.

BEN

Why'd you stop making movies?

Steve exhales.

STEVE

It's like I told you; it's a hard business. A lot of different people you gotta work with and you gotta get along with 'em otherwise you're gonna have problems.

BEN

I know...I've learned.

Ben looks especially bummed.

STEVE

Let's go.

INT. ATTIC - DAY

Steve unlocks the trunk and opens it. Random props and other documents are inside.

BEN

Whoooooa.

A couple broken replica guns, pictures, scripts. Ben unrolls a poster; it's the actual Switchblade Seven poster.

BEN

So you do have one.

STEVE

Yeah. I just assume not look at it. Too many not great memories.

BEN

Really? I thought making movies was supposed to be fun.

It can be. But Switchblade lost our studio a lot of money and we never recovered. A year or two later we were out of business. That's why I went into sales. Rex's dad, though, kept making pitches to me but there wasn't anything I could do for him.

Ben opens a photo album to an old picture of Steve and REX'S DAD on a movie set.

BEN

And then he died.

Steve examines the picture.

STEVE

He had a lot of personal issues, too. Alcohol, drugs. The truth is I never knew which Rex would show up on any particular day. I don't know if your buddy knows the whole story of his dad yet. Probably not, but I'm trusting you not to tell him. He'll find out on his own if he doesn't already know.

BEN

He's not my buddy.

STEVE

He's a different kind of kid, I'll give you that. But you guys have been buddies for years. This'll all blow over. The thing you need to remember is that he never had someone to tell him these stories. His mom I know keeps out a lot of details so Rex's perception is that his father was a great director and passed on in the passion of it all.

BEN

But he wasn't?

STEVE

Eh. I think Rex is a better director than his father.

BEN

So...torn pictures, papers, broken props. This is nothing but junk!

Exactly! It's all junk. Garbage and bad memories. You're beyond all the trash in here.

BEN

I thought there would be, like, equipment and weapons and stuff.

STEVE

You don't need guns or explosions or flash to make a good movie. You need heart. Switchblade had no heart. That's why it failed. We thought guns and cool special effects were the answer but there was no story. Your movie's gotta come from inside, as cliche and cheesy as that sounds.

BEN

That would have made a good character development line.

STEVE

Yeah, too bad Switchblade didn't have any of that either.

Ben hands the poster back.

STEVE

Just remember, bud; you're at the age where you don't have to take things too seriously. You and Rex both. Enjoy it.

The trunk is closed.

EXT. LUNCH TABLE - SCHOOL - DAY

Ben and Dimitri eat by themselves. Wallace and Aaron join them. Aaron pulls Oliver's retainer out of his mouth.

WALLACE

Yo-yo, I got da dough.

AARON

Yo-yo, Wallace's got da dough.

WALLACE

We've still got a deal, Flanagan. No money, no retainer.

Wallace opens up his lunch bag and bites into his sandwich.

BEN

Dude, what's Oliver's deal? Why would he rather pay you all this money than just admit it?

WALLACE

He's afraid that if the school finds out, they'll make his parents pay for the toilets and they don't make much of da dough so...

BEN

What do his parents do? He's got that great camera...

WALLACE

Well, before his dad got fired he had a pretty good corporate gig with blowing whistles or something and his mom, I think, works, like, ten hour shifts in a restaurant.

BEN

Then why do you give him such a hard time to pay you?

WALLACE

Cause he's stupid enough to pay it. He's a bum.

BEN

He's not a bum. He's been alright.

Ben peers over to the Badfellas lunch area. Rex is there.

BEN

I'll be right back.

EXT. BADFELLAS LUNCH AREA - SCHOOL - DAY

Ben walks to the table. The 'Fellas rise from their seats.

REX

What do you want?

BEN

I just wanted to talk to you.

REX

Yeah? And?

I thought maybe we could call a truce. I had an idea for a movie, sort of a sequel to Switchblade.

REX

My dad never did sequels.

BEN

Maybe he wanted to. Maybe we can do it in his honor.

Rex chuckles.

REX

That's sad. Half your crew has walked out so you come over here and beg for forgiveness. You want out of the bet, too?

BEN

I'm not begging, I just-

REX

I've heard enough. Boys...

Joshua and Nixon lift Ben up and shove him into a wheeled garbage can, then kick it back toward his own table.

EXT. LUNCH TABLE - SCHOOL - DAY

The garbage stops at the table. Dimitri and Wallace help their friend out. Derek comes over.

DEREK

I saw that. Should we beat 'em up?

Ben wipes trash off of him.

BEN

I don't care about them.

DIMITRI

We'll get 'em in the contest.

BEN

We can't beat them.

DIMITRI

Why do you say that?

Ben takes a seat, defeated.

I thought I wanted to make movies just for fun but as we've gotten more serious I've realized it's hard work. Now I know why Rex always had a pear up his butt. It's a tough town, man.

DIMITRI

You wanna help Cara, too.

BEN

Like an actor, D. That was my motivation. I thought I could help my family out. Be the hero, y'know?

DIMITRI

Yeah, but you can't always be scared of that. Remember before Chuck's dog died? He snuck him into Trent's math class and he pooped all over the floor.

WALLACE

I remember that.

DIMITRI

He spent as much time as he could with Charlie cause he knew what was gonna happen. You gotta enjoy it now while you got it.

BEN

Well, you've never lost-

Ben stops in his tracks. Dimitri raises an eyebrow.

BEN

When was the last time you saw 'em?

DIMITRI

I don't even remember. No one knows where they went. Not even my grandfolks. I want to make this pelicula for them wherever they are. If we get famous, maybe they'll find me.

BEN

I'm not sure they'll be any reward for future films, Dimitri.

DIMITRI

Well, so what? This is fun! I think that's what you forgot. It's not about the Robert De Niro. I mean, the extra pork skins would be nice. My grandfolks had nothin' growin' up with the Commies. I know that you wanna use your prize for Cara. I wanna help, too.

WALLACE

It's gonna be tough finishing without a good camera.

DIMITRI

We direct it. It don't direct us.

BEN

Do you guys still wanna make movies after this?

They all nod as one.

DEREK

Yeah. But we've gotta finish this one first.

Ben suspiciously looks at Wallace.

BEN

And you?

WALLACE

My interest is peaked, Flanagan.

Ben nods, determined.

BEN

...we gotta get the crew back.

EXT. TANBARK PIT - SCHOOL - DAY

Chuck is in stealth mode, crouched behind a SIXTH GRADER. Ben suspiciously approaches him.

Chuck grins and then pulls the kid's pants down, revealing cartoon underwear. The kid falls to his knees and cries.

BEN

How's it going?

CHUCK

Great! I've pantsed six kids today!

Looks fun!

CHUCK

It is! Wanna help?

BEN

Yeah...look, about the other day...I've been taking things too seriously for the wrong reasons and I shouldn't. Tell your sister...you were right.

CHUCK

...dude, this isn't Star Wars.

BEN

Loooolz.

Ben playfully punches Chuck's arm. Chuck punches him back.

EXT. BADFELLAS LUNCH AREA - SCHOOL - DAY

Ben and Chuck creep up to the Badfellas in stealth mode, where Rex addresses his peers from the head of the table.

REX

Nixon, the soundtrack you guys developed is hauntingly effective. Kudos to you!

GINO

Yes, Kudos. Kudos to the 'Fellas, kudos to our film, and kudos to our inevitable impending victory!

Gino bobs his head back and evilly laughs.

Chuck crouches behind Rex. Ben crouches behind Gino.

Simultaneously they pull their pants down in one easy swoop!

REX

You butt rockets!

Ben grabs a sandwich and smears it on Gino's shirt, then the two of them run away in triumph.

The Badfellas prepare for a chase, but Gino holds them back.

GTNO

Easy, boys. We'll have our chance.

INT. BEN'S ROOM - NIGHT

Ben chats on the phone while Dimitri skims through a copy of his forgotten script.

BEN

Yeah, I invited him. He'll be over in about twenty...Sounds good. See you then...Lolz.

He hangs up.

DIMITRI

They're coming?

BEN

Yeah, Kemp will be here in twenty and Chuck will be here after he's done with dinner.

DIMITRI

Coolio.

Silence.

BEN

You never get mad, do you?

DIMITRI

I practice Zen, Ben.

Dimitri turns a page in his script.

BEN

What's that?

DIMITRI

My script.

BEN

Oh. The one I never read.

DIMITRI

Yeah. It's okay.

Ben shakes his head, sits down on a chair.

BEN

I'm sorry. I should have read it.

DIMITRI

You still can.

Ben takes the script. His eyes open in amazement as he flips through the perfectly formatted 20 page document.

BEN

Holy cow! When did you learn to write like this?

DIMITRI

I have a lot of spare time.

BEN

D, this is incredible! It's perfectly formatted and everything! What's this about?

DIMITRI

Stuff.

BEN

Thanks. What stuff?

DIMITRI

You and me and the guys and our attempts to make a movie and all the stuff we go through. Might make a good flick.

Ben checks out the title; "The Scorsese Club."

BEN

The Scorsese Club. This is brilliant! I just wish we could do this now. I mean, it's original, good story, it doesn't require a huge payroll—

DIMITRI

We can still do it.

EXT. WOODS - NIGHT

As the sun sets over their "film set," Ben, Chuck, Dimitri, and Oliver all sit around a boulder to contemplate.

BEN

Thanks for coming, Oliver. We owe you an apology.

Oliver reveals his front teeth, which have begun to shift over each other. The guys squint in disgust.

Yeah, about that. I'll get your retainer back from Wallace tomorrow. But we're sorry.

OLIVER

It's coo. I just don't want my family to know about the toilets. If the school were to make them pay then they'll murder me. We don't have much of the cash, so...

CHUCK

Why did you even do it?

OLIVER

It was funny.

BEN

Money's not everything. If anything, I think the things you don't have make you appreciate what you do have a little more.

DIMITRI

I'm poor too, guys.

BEN

But come on, gang! We can't let this bring us down! All we've been through has opened my eyes. There's always gonna be speed bumps in life. So what if you hit one too fast? You gotta just make your way over it and keep going! Don't stop. Never ever! I mean, does anyone really wanna sing in their underwear? We gotta keep going!

The guys nod their heads.

CHUCK

So what do we do, Mr. Director Man?

BEN

Well, up until now all we've had are scenes without a story. But now, my friends, we have a plan and an idea and a secret weapon...Dimitri!

INT. KITCHEN - DAY

Ben, Chuck, Dimitri, and Oliver sit around the kitchen table with the script and storyboards laid out.

BEN

It's amazing that our horrible raw footage is actually gonna come in handy.

CHUCK

Raw is good?

BEN

Raw is fresh.

## MONTAGE

- A) The entire gang acts out a dramatic scene.
- B) Wallace returns the retainer to Oliver.
- C) Ben smacks the clapper on his fingers.

BEN

Son of a-

- D) Ben and Oliver capture video into a computer
- E) Rex and Gino edit their movie on a computer
- F) Oliver flirts with Joanna, who slaps him in the face.

END MONTAGE

INT. KITCHEN - DAY

The phone rings. Steve answers. Jodie's at the table.

STEVE

Hello...yes, Mr. Adams...today?
Really?...is that so?...My wife?
 (holds phone down)
He wants to meet you!

JODIE

What, are you ashamed of me or something?

STEVE

(smiles, holds phone up)
Sounds good. We'll see you there!

Steve hangs up the phone and speaks with excitement.

STEVE

The other applicant for the job flaked out! My potential future boss wants to have dinner with us tonight! Like, soon!

Jodie stands up and they happily bounce up and down.

JODIE

He wants to give you the job!

EXT. DRIVEWAY - DAY

Steve and Jodie load into their SUV, drive away. A PAIR OF EYES watches their every move from across the street.

INT. BEN'S ROOM - DAY

Ben, Chuck, and Dimitri huddle around the laptop. Oliver plays tug-of-war with Cara and his sweater.

OLIVER

Give me the shweater you dumb dog!

Cara releases. Oliver crashes into a pile of toys.

CHUCK

When I was a kid I used to think that Cast was actually an actor in every movie ever.

OLIVER

You musht have been a shtupid kid!

BEN

Now we need some opening credits.

CHUCK

21st Century Chuck Presents...

DING DONG! The doorbell rings. Ben heads for the exit.

INT. ENTRYWAY - BEN'S HOUSE - DAY

Ben opens the door to be greeted by Gino and the Badfellas sans Rex.

Chuck, Dimitri, and Oliver watch from upstairs.

GINO

Afternoon, Flanagan.

BEN

What do you want, Gino?

GINO

Special orders from Rex. He took great offense to your stunt the other day and wants your studio to go the way of his old man's.

BEN

And where is Rex?

GINO

Finishing the final cut of our film. It's a masterpiece.

BEN

Well ours is, too.

GINO

Really? We'll see about that.

Gino attempts to go upstairs but is pushed back by Ben.

BEN

Gino, you don't want to mess with me right now, dude. I'm tired, I haven't slept-

GINO

Look at this, boys! The baby is tired! Waaaaaah!

They all do a snort-like laugh.

Gino tries once more to get inside but is pushed back again. Now things are serious.

GINO

If you touch me one more time,
I swear I'm gonna-

Ben suddenly shoves Gino to the ground.

GINO

Boys! Attack the naysayer!

The gang charges. Ben bolts for the upstairs, where the other guys run into his room.

INT. BEN'S ROOM - DAY

Ben dashes in and slams and locks the door behind him. The guys search the room for protection.

Chuck picks up a hockey stick that leans against a wall.

Dimitri takes a baseball bat.

Oliver picks up a foam dart gun.

Ben pulls a squirt gun from out of his closet.

INT. HALLWAY - BEN'S HOUSE - DAY

The Badfellas circle around the door.

JOSHUA

Before we go in...let's kick down the door!

GINO

Oh yeah, and get in serious trouble? I got a better idea.

Gino pulls out a lock pick and goes to work. Joshua and Nixon bang on the door.

INT. BEN'S ROOM - DAY

The guys have their gear in ready position, set for an epic battle. Dimitri takes a practice swing. Ben pumps his gun.

The knob jitters from Gino's work. The pounds get louder.

The door swings open. Joshua bursts into the room pounding his chest and screeches like a manic monkey.

JOSHUA

YEEEEE-ARRRRRR!

BEN

Freedom!

Ben fires water off at Joshua and soaks him. Gino and company storm in and a bunch of wrestling matches ensue.

Gino works his way through the battle and spots the laptop on Ben's desk.

Chuck pulls up the back of Joshua's pants using the toe of his hockey stick and gives him a massive wedgie.

Erick gets Oliver in a headlock and gives him a noogie.

Gino grabs the laptop and bolts out the door. Ben shoves Nixon aside and chases after him.

INT. ENTRYWAY - BEN'S HOUSE - DAY

Gino sails down the stairs and opens the front door, but Ben comes crashing down and slams it shut.

GINO

You'll have to do better than that!

Gino runs into the kitchen with Ben hot on his tail.

EXT. BACKYARD - DAY

Gino runs into the back, where he finds himself trapped. Ben confronts him. Gino holds the laptop over his head.

GINO

Don't come a step closer.

BEN

Please! Don't! You don't wanna win like this do you?

GINO

... yeah. I really think I do.

BEN

Oh. Can I please have it back?

GINO

You know, Flanagan, people like you really tick me off.

BEN

Why?

GINO

Because you're a rodent. A scab. A loser. You know it and I know it. Hangin' out with the same group of zeros everyday-

Ben smugly grins. Gino's ticked.

GINO

What are you smilin' at, jerk?

You're sweating. You push everyone around at school and they just take it. But we're not. You can't push us to the ground anymore so now you're getting desperate. You're at the end of your line.

GINO

Pssh. I push everyone around cause I'm better than them. That's why I'm doing this; to prove that I'm better. And now I'm gonna prove that I'm especially better than you. You like Britney Spears?

Gino prepares to smash the laptop.

BEN

Well, there's something I know that you don't, Gino.

GINO

And what's that, Nostradamus?

BEN

My dog is about to bite your ass off.

Gino looks behind him where Cara viciously snarls. Gino lowers the laptop, terrified.

GINO

Whoa. Good dog. Don't wanna hurt Big Gino.

Ben's right hand is in the air.

GINO

Good dog. Easy! Yo, Flanagan, is your dog deaf or somethin'?

BEN

Heh, well, yeah...

Gino's eyes bulge open.

BEN

All I have to do is lower my hand. The question you gotta ask yourself is "do I feel lucky today?" Well, do ya, punk?

Both gangs emerge from the house in a big scuffle. For some reason Chuck's shirt is gone. Joshua's underwear is pulled over his head. They all stop and stare at the showdown.

BEN

Give me the computer, Gino.

Gino passes the laptop over to Ben.

BEN

Thank you. The side gate is right beside you. Beat it. All of you.

Gino's gang scurries over to the gate and opens it up. Gino points back to Ben.

GINO

This ain't over, Flanagan. I got a poodle at home that barks at golden retrievers every time I walk her-

Ben socks Gino right in the face. Gino crashes into his gang members and looks back at Ben in disbelief.

GINO

Let's blow this joint, boys!

Ben angrily stares until they exit. He then collapses to the ground and rubs his hand in pain.

BEN

Ow! Ow! Ow!

The guys walk over. Chuck pats Ben's shoulder.

CHUCK

First time punching someone, huh? Yeah, I remember my first time. It left a pain in my fingers for five days. Of course, the kid had braces so, ya know. The second punch was a lot easier-

Chuck goes off in a ramble while Ben pets his dog.

BEN

Good girl.

INT. BEN'S ROOM - NIGHT

Ben is wide awake. He admires his business card.

EXT. DRIVEWAY - MORNING

Steve loads several pieces of baggage into the SUV while Chuck and Oliver argue.

CHUCK

How much junk did you bring? You pack like a woman!

OLIVER

I just brought enough shtuff sho I'd be shafe!

CHUCK

You brought like six pairs of socks! We'll only be gone for the weekend!

OLIVER

What if I shtep in shome mud or shomething? Huh? Then what? I guessh I could jusht walk around with muddy feet the resht of the time like you would, right?

Steve takes a break.

STEVE

Kid, you pack like a woman.

Chuck smiles. Ben, Dimitri, Jodie, Joanna, and Cara exit the house. Aaron walks down the street holding a poster board.

AARON

Sup guys? As you requested-

He shows off the poster; a full-size print of "The Scorsese Club," with Ben, Chuck, Dimitri, and Oliver in suits and sunglasses with serious gangsta faces.

Ben holds a DVD copy of their movie next to the poster.

BEN

Whoa. Nice job, dude! We'd invite you but, yeah, no more room.

AARON

It's okay. I'll be ballin' with Wallace and Derek tonight so let us know how it goes.

Ben shakes hands with him.

Will do, Aaron. Thanks.

Aaron looks directly at Oliver with a warm smile.

AARON

Good luck, Kemp.

Steve and Jodie kiss goodbye.

STEVE

You're sure you don't wanna come?

JODIE

I should keep an eye on the old lady.

They look at Cara; she looks a bit out of it.

STEVE

Gents! On we go!

EXT. FREEWAY - DAY

The SUV cruises steadily along the freeway. The guys wave to cars that pass them by.

EXT. GOLDEN GATE BRIDGE - DAY

The San Francisco fog smothers the bridge as they make their way closer to the City by the Bay.

EXT. ORION POST THEATER COMPLEX - DAY

The five guys arrive at the doors of the theater. It looks straight out of the 60s. They're all excited.

BEN

Look at this! It's huge!

DIMITRI

Guys! Guys! Ahhhh!

CHUCK

Opening night! World premiere! Box office smash!

Two young teens, MERLIN and KATE, stop by and hand Chuck a shirt. It reads PASSION OF THE CHRIST 2: MARY STRIKES BACK.

MERLIN

Hi! Stop by this evening for the screening of the Passion of the Christ 2!

KATE

Yeah! Mary kicks some serious butt! It'll make people change their lives like the first one!

Merlin hands Chuck a "Passion" T-shirt.

MERLIN

Compliments of Jesus Lives Entertainment.

CHUCK

Can I have one more?

Merlin hands him one more and then he and Kate enter the building. Ben questionably looks at him; what the heck?

CHUCK

For Aaron.

EXT. ORION POST THEATER COMPLEX - NIGHT

The boys strut up to the main entrance with Steve close behind. They're all in sharp suits and then some.

Chuck wears sunglasses and chats on his phone. Dimitri has a top hat and cane but wears out of place tennis shoes.

DIMITRI

Big pimpin' movie stars, guys!

OLIVER

We're dresshed the part, too!

Oliver's fancy bow-tie spins.

INT. LOBBY - NIGHT

The place is packed with young teens, parents, and suits. Ben shakes hands with a random 13 year old BOY.

BEN

Benjamin J. Flanagan, big movie director. Nice to meet you!

Ben moves further into the theater where he snatches a paper and pen out of a WOMAN'S hand and scribbles his autograph.

Here you go, ma'am!

Steve admires the theater and whispers to himself.

STEVE

My son the director...

A hand grabs Ben's shoulder; it's a sharply dressed Mr. Shields, suit and tie.

BEN

Mr. Shields!

MR. SHIELDS

Ben! Glad you made it!

BEN

What are you doing here?

MR. SHIELDS

Someone's gotta host this joint!

Mr. Shields hands Ben a schedule and heads off.

CHUCK

Oh my God...

Chatting with others is NIKKI, 30s, sexy dress.

BEN

Nikki Chambers, model for-

OLIVER

Victoria'sh Shecret.

Chuck snaps a pic with his phone. Ben opens the brochure.

BEN

She's on the judging panel.

Dozens of movie titles are listed with their screening times and locations. He spots The Scorsese Club on the page.

BEN

8 PM, gang. Two hours to scope out the competition.

INT. THEATER 12 - NIGHT

A theater with about 50 seats but holding half. The gang sits in back. Chuck stumbles; his sunglasses are still on.

Can you actually see in those?

CHUCK

Dude, real stars never take their shades off.

Ben will buy that, slips his own shades on.

Dimitri follows suit, puts on a pair of cardboard 3D glasses.

Mr. Shields runs into the theater and acrobatically leaps around down in front. Must be high on caffeine.

MR. SHIELDS WOOOOOOO! YEAH!

The audience cheers as he calms down. The guys are stunned.

MR. SHIELDS

Seriously, the film's description told me to enter this way. So! What drives you? What gets you up in the morning? This next film out of Pasadena examines an adult world through the eyes of a child. Mark Dennison and Cori Lewis present "Through My Eyes."

The lights dim and the film starts. The opening shot takes place atop a skyscraper. A GIRL rides her bike along the top and leaps into the air to a neighboring building.

Ben and Chuck look at each other, mouths wide open.

## MONTAGE

- A) A flick with a KID strutting through the downtown of a large city.
- B) A film shot in sepia tone with characters in dated costumes.
- C) A lively audience engages in a flick that features kids singing and dancing.

INT. THEATER 3 - NIGHT

Another film is underway. ATILLA(13) aims a gun at BERT(13) in an alley.

ATILLA

I knew you'd be back to finish the job. Killed my brother, tried to kill me. My scars are my memory.

BERT

Yeah, and now to finish the job!

Atilla and Bert duke it out. Their choreography is top notch.

The film finishes up as Atilla guns down Bert with a realistic gunshot sound effect.

ATILLA

Hasta la vista, sucka.

The film fades out to the credit "THE SCRATCH REVENGE - A FILM BY ATILLA BALAZAR AND BERT FLIRT."

BEN

Bert Flirt?

INT. LOBBY - NIGHT

The four guys stand there in bewilderment. A BOY from the musical sings for the people at the snack bar.

BEN

I didn't realize these movies were gonna be so good.

CHUCK

Yeah. Maybe you were onto something about taking things more seriously. Or maybe Rex was.

Ben fidgets and pulls out the schedule.

BEN

Well, let's find out.

INT. THEATER 10 - NIGHT

A packed house. Rex chats with people in the audience. Ben and company sit in the back.

Mr. Shields enters and goes to the front of the theater.

MR. SHIELDS

Greetings. If you had to name the three most important things in your life, what would they be?

(MORE)

MR. SHIELDS (CONT'D)

Don't answer that; it's rhetorical. But our next picture, "The Love That I Lost," examines human nature and its tendencies to chase after dreams that can't come true while ignoring what really matters. Brought to you by Badfellas Productions out of San Carlos, "The Love That I Lost" by Rexisis G. Morgan the Fourth, Gino Mussolini Benidelli, Joshua Jerusalem Peters, and...Richard Nixon.

The lights dim. The film rolls. A melodic piano tune plays in the background over a montage of gray drapes.

Rex dances into the scene with passionate ballet moves and spreads his fingers to caress the drapes.

REX (V.O.)

I have lost it. I need it back.

THE LOVE THAT I LOST - LATER

Rex and Joshua sit at a table in a dark room.

JOSHUA

Tell me: is it worth it? All the madness? All the insanity?

REX

It's worth it. I believe in it.

THE LOVE THAT I LOST - LATER

BOOM! Rex walks through an explosion as if it weren't there.

REX (V.O.)

Chasing dreams that can't come true is what they say. But I'll find it. It's what I love.

A MOTHER and FATHER look on in sadness as Rex passes by.

THE LOVE THAT I LOST - LATER

Rex stands at a grave. The headstone belongs to Rexesis G. Morgan the Third.

JOSHUA (V.O.)

Tell me: is it worth it? All the madness? All the insanity?

Rex solemnly looks at the camera and the picture fades out.

The crowd stands as one to thunderously applaud. Rex bows.

Ben is stunned stiff. His eyes bulge out.

EXT. LOBBY - NIGHT

The crowds exit. Ben and his group sluggishly make their way through until Rex and his boys cut them off.

REX

Hey, was your film the one that got that huge standing ovation? Oh wait, no, that was mine!

Rex sarcastically laughs.

CHUCK

Your film sucked and you know it.

REX

Charles, your insults are as dense as your brain.
 (to Dimitri)
Nice shoes, D.

Ben's had enough. He's clearly frustrated.

BEN

Rex, why don't you just back off? We've got a pretty damn good movie going up soon, too.

REX

Oh! Whoa! Them are fightin' words, Flanagan! Just get ready to lose, losers! I'll be pickin' out a good song for Monday!

Joshua bobs his head in front of them as the Fellas leave.

CHUCK

I lied. Their movie was actually pretty good.

BEN

Yeah. It was really frickin' good.

OLIVER

I'm wearing boxersh on Monday.

DIMITRI

Maybe we should color code, guys.

Dude! Our movie hasn't even screened yet!

CHUCK

Got one more inspirational speech in you?

The others are visibly nervous.

BEN

Yeah, I do! We can still win this. We can still get our paychecks, dang it! I look at you guys and I see the best damn crew any 13 year old ever assembled in the history of the universe. Whether we were fighting each other or fighting the Fellas we still made it here. Now, we've got a movie premiering in a few minutes. Do you guys wanna continue talking about underwear or do you wanna see where all of your hard work has gone? It's showtime!

INT. LONG HALLWAY - NIGHT

The crew marches down a hallway. A crowd is with them.

They arrive outside theater 7. An easel is by the door with a full size print of their poster.

INT. THEATER 7 - NIGHT

It's another packed house. The Badfellas are down in front. Ben and his guys take seats toward the back.

Mr. Shields runs down the aisle to the front of the theater.

MR. SHIELDS

HEY. What's the hardest part about making a film? A good crew? A script? Equipment? Unfortunately the characters in this next film don't have any of those. Out of San Carlos, the team of 21st Century Chuck...

(crowd chuckles)
Kinda makes you chuckle...anyway,
Benjamin J. Flanagan, Charles M.
Mills, Dimitri P.
(MORE)

MR. SHIELDS (CONT'D)

some-really-long-last-name-I'venever-been-able-to-pronounce, and
Oliver S. Kemp present "The
Scorsese Club."

Chuck nudges Ben. They both put their sunglasses back on.

The opening credits run followed by a group sequence with Ben directing an action scene.

BEN

Cut! This isn't working!

CHUCK

Yeah, I'm not feeling too much adventure here.

BEN

We just need one half decent idea!

DIMITRI

One word, guys: Bootlegging!

THE SCORSESE CLUB - LATER

Ben and Chuck stand before an electronics store CASHIER.

BEN

Good day. We're major filmmakers looking to purchase films to inspire our minds with radically obscure ideas and I see that you have quite a movie collection here. I went online and found a list of the top 10 most in-your-face films and was wondering if you had any.

Ben hands the list to the cashier.

CASHIER

Blood Sucking Freaks, Cannibal Holocaust...120 Days of Sodomy?! Do you even know what that means?

THE SCORSESE CLUB - LATER

"The Return of Vader" scene plays which stirs up laughter from the audience. Oliver is on-screen in a dress and wig.

DEREK

Daddy's Home!

More laughter as Ben and Derek duke it out on screen.

OLIVER

Be careful, my love!

CHUCK

You know he's your brother, right?

AARON

Cut! This is getting gross.

Oliver throws his wig at Aaron.

OLIVER

You think?!

More laughter from the audience.

THE SCORSESE CLUB - LATER

Ben, Chuck, Dimitri, and Oliver sit around a table. Their acting is pretty good here.

BEN

Guys, are we even gonna be friends after this? I mean, yeah, now we're hanging out with each other, but when this movie is all said and done will we still be buds?

CHUCK

Biz partners can still be pals.

THE SCORSESE CLUB - LATER

Ben lectures his crew in an inspirational speech.

BEN

Come on, gang! We can't give up!
Did Martin Scorsese give up after
he missed out on the Oscar five
straight times? Did he give up when
Christ made his last temptation?
Did he give up when "Bringing Out
the Dead" flopped at the box
office? No! He stuck with it!

THE SCORSESE CLUB - FINAL SCENE

The gang turns in a finished copy of their film to Jodie, who is dressed like a serious businesswoman.

We don't know if it's exactly what your studio wanted, but it's close.

JODIE

Thank you, boys.

Ben turns around and walks off down the street as slow, dramatic music starts up. With one more heroic look up the street, the film fades out.

Warm applause breaks out. The guys exchange handshakes.

The audience piles out.

Steve applauds. His cell phone rings, call from "HOME".

INT. LOBBY - NIGHT

A few people here and there. Steve answers the call.

STEVE

What's up?

INTERCUT - BEN'S HOUSE/LOBBY

JODIE

Cara's not doing too good.

STEVE

Oooh. What's the matter?

JODIE

She can't stand up and she's not breathing right.

STEVE

Are there new growths?

JODIE

I'm not sure. Might be the same one pushing on her insides.

STEVE

Well what are you thinking here?

JODIE

Something needs to be done tonight. If they can work on her, great, but if not...I think she's in pain.

Steve shuts his eyes.

STEVE

Ben just had his premiere.

JODIE

How'd it go?

STEVE

Good. Went good. The awards aren't until tomorrow.

JODIE

Well I don't know what to tell you. I called Dr. Lancaster and he said we can bring her in but we don't know what the diagnosis is gonna be and if we can't do anything to help her...you know...

STEVE

Yeah. Yeah, I know.

INT. LOBBY - LATER

Chuck, Dimitri, and Oliver wait in line at the snack bar.

Steve kneels by Ben. He's already delivered the news.

BEN

How long does she have?

STEVE

We don't know. They're gonna bring her into Lancaster's but after that we don't know what'll happen. He may be able to do a procedure to help her but if not-

BEN

Then this might be her last night.

STEVE

Might be, pal. I know your awards are tomorrow so I didn't know if you guys wanted to stay or head back. It's your call.

Ben takes deep breaths. Everything spins. Steve hugs him.

BEN

What about...them?

STEVE

They're part of it, too.

What if they don't want to leave? We wanted to win this for her. They award the money tomorrow...to get her those drugs. To get her-

Steve firmly grabs his shoulders.

STEVE

Ben, Ben! That was your plan? To win and pay for her treatment?

BEN

It was. And they wanted it, too.

STEVE

Kid, there's no way your mother and I would let you pay for it.

BEN

What? But it's my money.

STEVE

Right, it's your money. All yours. Cara's issue is an adult problem. Let us worry about it. We'll find a way. But what have I been telling you? You're 13! Enjoy these years. You shouldn't want to win because of a situation like Cara's, you should want to win because these are the best days of your life. Don't hold yourself against a wall. Besides, I got the job.

Ben perks up.

BEN

Well that's good news.

STEVE

It is!

BEN

We also made a bet with Rex that if he placed ahead of us we'd have to run around school singing a girly pop song in our underwear.

STEVE

Oh. Well...can't help you there, pal.

(MORE)

STEVE (CONT'D)

You know, when Rex's dad kept bringing me ideas after the studio had failed I was never straight with him. I always said "yeah, maybe" and kept his hopes up. That's why he kept coming back. I couldn't just be firm with him. Maybe this is your chance to be straight with your friends. You may be surprised.

Chuck, Dimitri, and Oliver return, each with a hot dog topped with all sorts of gunk.

OLIVER

I'll pay you back, D. I shwear.

DIMITRI

Yeah, right. It's on me, guys.

They all sense the solemn tone.

DIMITRI

What's going on, yo?

BEN

Cara's not doing good. She might not make it through the night.

Like a freight train.

OLIVER

We got awardsh comin' up, though.

BEN

I know.

CHUCK

We've worked so hard to get here.

BEN

I know.

DIMITRI

What do you wanna do?

BEN

It's a great movie. But I wanna know what you guys think.

They look at one another. An awkward silence until:

CHUCK

I think you should go. That's what I would do if I were you.

Ben nods. Onto Dimitri. He thinks for a second.

DIMITRI

Standing up there with a trophy would make my parents proud wherever they are, guys. But wherever they may be, I think my work alone made them proud.

Ben nods. Oliver bites his lip.

OLIVER

They give the cash out tomorrow, guysh! Come on! I could pay off Wallash! It could be over!...
(sighs)

But you gotta do what you gotta do. Maybe I should, too.

BEN

Let's go home.

STEVE

I'll bring the car 'round front.

Steve exits. Rex, Gino, Joshua, and Nixon march over.

REX

Ben, Ben, Ben. Bravo. Really impressive stuff with the directing and the acting. I didn't know you had it in you. But what's this I hear about you leaving?

BEN

Cara's sick. We gotta go.

Rex actually looks remorseful. Nixon sarcastically groans.

NIXON

Awwww...Cara's your sister, right?

BEN

Doq.

Gino nervously fidgets.

REX

You're still gonna be at the awards, right?

I'll see ya Monday.

The team heads for the exit. Rex's smug is gone.

GINO

Forgetaboutthem.

INT. SUV - NIGHT

Quiet ride. Ben looks out the window, the others are asleep.

INT. WAITING ROOM - VET'S OFFICE - NIGHT

Ben and Steve enter. Jodie and Joanna are there. Other than that it's empty. They all embrace.

EXT. SAN FRANCISCO - DAY/NIGHT

The sun rises and sets over the City by the Bay.

INT. MAIN CHAMBER - ORION POST THEATER COMPLEX - NIGHT

Mr. Shields is on stage with the panel of TEN JUDGES including super model Nikki. They address the huge crowd.

NIKKI

First we'd like to say that the entries this year were just fantastic and you all should be proud of yourselves.

INT. WAITING ROOM - VET'S OFFICE - NIGHT

The tired family waits. Their eyes are baggy.

FAT JUDGE (V.O.)

You guys didn't do us any favors by making your movies so dang good, so our decision was a hard one. But after extensive debates, we came to a winner. This year's Best Picture is like no other we've ever had. It was different in all aspects of creativity and execution and had a great uniqueness to it.

Ben reads one of his business cards over and over.

BAD HAIRCUT JUDGE (V.O.)

Third place in this year's competition goes to the comedy "The Scorsese Club" by Benjamin J. Flanagan, Charles M. Mills, Oliver S. Kemp, and Dimitri P. Schm-blah-blah-ooga-booga of 21st Century Chuck.

DR. LANCASTER(40s), in a white coat, exits the exam area.

FAT JUDGE (V.O.)
Second place in this year's
competition goes to the
fantasy/comedy "Runnin' with Van
Halen," by Christie McCoy and
Brandon Beedmont of Riverside North
Productions. Congrats!

The Flanagan's eagerly stand up.

NIKKI (V.O.)

And the winner of the 2012 San Francisco 15-Minute Junior Film Festival is...

Dr. Lancaster delivers the news. They all blow a massive sigh of relief.

NIKKI (V.O.)

"The Scratch Revenge" by Atilla Balazar and Bert Flirt of Lunar Blue Productions! Come on up, boys!

INT. MAIN CHAMBER - ORION POST THEATER COMPLEX - NIGHT

The "Scratch" crew, lead by BERT FLIRT, dash up to the stage and celebrate.

BERT

Yeah! All right!

Rex, Gino, and their gang sit in anger and fume.

INT. SURGERY RECOVERY - NIGHT

Cara rests on a table, her belly fur shaved off. Fresh stitches go up and down her torso.

INT. MAIN CHAMBER - ORION POST THEATER COMPLEX - NIGHT

Upon arrival, each boy receives a trophy from Nikki.

Bert drops the trophy and attempts to open mouth kiss her but is angrily shoved away.

NIKKI

Pervert!

BERT

Come on, babe! Yeah!

Security rushes onto stage. Bert dodges them and break dances, much to the audience's amusement.

INT. SURGERY RECOVERY - NIGHT

Ben puts his hand on Cara's paw. She ever so slightly raises it. He smiles.

EXT. ORION POST THEATER COMPLEX - NIGHT

The applicants gather outside to congratulate each other.

Gino, Joshua, and Nixon confront Rex.

GINO

You said we'd win! You promised we'd win! You really think we're gonna do that singing bullcrap? Hell no! You're takin' the fall all on your own, bro! Don't you ever hang out with us again, you lil' pot-faced twerp!

They each shove Rex aside until he stands all alone.

EXT. BACKYARD - DAY

A banner is taped up which reads "CONGRATULATIONS 21ST CENTURY CHUCK!" Ben's family, his crew, and PARENTS of the crew members are there.

A stack of presents rests on a table. Chuck and Aaron are in their "Passion" T-shirts.

Oliver arrives on the scene. His clothes are filthy.

BEN

Dude! How'd it go?

OLIVER

They jush t made me clean a couple bathroomsh! That'sh it!

Oliver holds up the cherry bomb picture and rips it apart.

Ben sees someone at the other side of the yard: Rex. They meet halfway.

REX

Alright, here I am. What did you want? Wanna embarrass me or something? I'll do the underwear thing next week, but you wanna rub it in? Go ahead. I'm ready.

Ben holds out his hand.

BEN

Thanks for coming. Congratulations on your movie.

Hesitant at first, Rex shakes his hand.

REX

Thanks, Ben. You too.

Everyone circles around a cake which reads "HAPPY 13 YEARS AND ONE MONTH, BEN!" Cara rests off to the side.

Jodie walks over to her son and kisses his head.

JODIE

Happy birthday, hun. Again.

Ben slams his hand on the table to get everyone's attention.

BEN

Thanks everyone for coming. Honestly, a few weeks ago I wouldn't have thunk this was possible...but look at all of this. We didn't win...but I'd say third place ain't half bad either.

STEVE

Can we expect a sequel any time soon?

BEN

Well, I don't know about that.

CHUCK

Hey, Ben...what <u>is</u> next for us?

FADE TO BLACK

SUPER: ONE MONTH LATER

FADE IN:

EXT. STREET - DAY

SUPER: 21ST CENTURY CHUCK PRESENTS

Ben struts down his neighborhood street in a black leather jacket and beanie.

SUPER: BENJAMIN J. FLANAGAN IS

As he walks by the camera...

SUPER: SHAFT

INT. OFFICE - DAY

He walks into a business office. Steve and a SUIT walk in the background.

DIMITRI (V.O.)

Yo! We're on!

They do a double take and then hit the floor. Chuck, dressed in "gangsta" clothes, walks beside Ben.

CHUCK

Yo Shaft! What's hangin', g? I told you I be back, foo!

BEN

Yo, who delivers six times out of ten?

CHUCK

You man! But dawg, I need some shiz you know?

BEN

Aight, don't trip.

Oliver jumps out of nowhere and snatches Ben's wallet from his pants. Ben casually turns around and points to Oliver.

BEN

Stop!

Oliver turns around.

OLIVER

You talkin' to me? I shaid are you talkin' to me?

Ben reveals a pistol and exaggeratedly points it at Oliver. Oliver summons his own pistol and does the same.

A stand-off for a second until Ben rolls on the ground, fires a shot into Oliver, complete with a bullet sound effect.

He then turns to the camera and fires once more.

FADE TO BLACK.

ROLL END CREDITS

DING DONG!

FADE IN:

EXT. BEN'S HOUSE - NIGHT

Ben opens the front door to a group of PARTY CRASHERS. The group of wild hair-colored twenty-somethings are equipped with beer kegs and boom boxes over their shoulders.

PARTY CRASHER
Yo, is this where the party's at?

Ben slams the door shut.

FINAL FADE.

THE END