

Revisions:  
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**BILLY MADISON**

by

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&

Adam Sandler

Producer: Bob Simonds  
Director: Stephen Kessler

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\*

FADE IN:

A heraldic crest, topped by the name "Madison", shimmers against a pale blue background.

Ripples on the water reveal that the crest is painted at the bottom of a swimming pool.

1 EXT. POOL - LATE AFTERNOON

1

A semi-conscious BILLY MADISON, 27, drifts into frame on a floating lounge chair, obscuring the crest. He wears only a pair of ratty shorts, sunglasses and a golf hat. He draws a Smiley face on his chest and stomach with suntan lotion.

Lying on lounge chairs a couple of feet away are JACK, 29, and FRANK, 28, dressed similarly (but without hats). Next to them are empty glasses and a nearly empty pitcher of lime-green liquid. A few yards from them is a golf cart.

JACK

That cloud up there reminds me of my ex-girlfriend.

FRANK

That cloud's a fat skank?

Jack and Frank snicker. Billy rubs the suntan lotion into his chest, giggling.

BILLY

That tickles!

JACK

I'm horny, man.

FRANK

Don't say that, man, that's weird.

JACK

What do you mean?

FRANK

It's just creepy, man. Guys don't get horny -- girls get horny. Guys wanna...get a little.

JACK

I'm really horny, man.

FRANK

Shut up! Don't say that!

CONTINUED

1 CONTINUED

1

BILLY

(dreamily)

There's something important I was  
supposed to remember to do  
today....

JACK

Get hammered?

FRANK

You remembered to do that.

Jack and Frank snicker.

BILLY

No, something really important.  
Oh man, why did I drink so much?  
I can't remember...What's today?

FRANK

October?

BILLY

It's nudie magazine day!

Billy climbs from the pool and trots unsteadily to the golf  
cart. He gets in, and drives off.

2 EXT. OUTSIDE DRIVEWAY GATE - LATE AFTERNOON

2

The sound of tires on gravel is heard, the gate swings open, and Billy drives up to a large mailbox.

BILLY

Oh, boy, nudie magazine day....

POV - BILLY

The mailbox seems to be moving as Billy's unsteady hand reaches for the latch, finally grasping it and pulling the mailbox open.

He pulls out a handful of porno mags -- Fat Slobs, Everybody's Naked, Drunk Chicks, and Way too Hairy. Billy opens Drunk Chicks, and a really drunk girl in a bikini comes into hazy focus.

Billy peers over the top of the magazine. In the distance is seen the blurry image of a six-foot-tall PENGUIN waddling down the road and turning into Billy's driveway.

BILLY

Holy jeez, looky what we got here.

PETE, the elderly Haitian gardener, walks out of the driveway and sees Billy in the golf cart.

BILLY

That silly penguin is back again....

Pete's eyes widen in terrified realization.

PETE

No, Mr. Madison, there no penguin!  
You got too much sun today! There  
no penguin!

BILLY

It's too damn hot for a penguin  
to be just walking around here.  
I got to send him back to the  
South Pole.

PETE

No!!!

Billy stands on the gas pedal and screeches toward Pete.

ROCK MUSIC BLARES

CONTINUED

2 CONTINUED 2

CREDITS ROLL.

Billy speeds past Pete, down the driveway.

2A  
thru  
3

OMITTED

2A  
thru  
3  
\*

4 EXT. DRIVEWAY - LATE AFTERNOON 4

Billy is driving maniacally down the driveway through the majestic estate. He passes the elderly COOK, who is picking tomatoes in the garden.

BILLY

Come here, penguin, I ain't gonna hurt you.

POV - BILLY

The blurry penguin waddles furiously about 20 feet in front of the golf cart, turning its head around to get a look at its pursuer.

On Billy, chasing nothing.

COOK

He is after that damn penguin again. He got so much money, you think he'd buy a brain that works.

Pete runs up to Cook.

PETE

Mr. Madison get too much sun today.

COOK

Too much sun? Too many daiquiris!  
Ha! Ha! Ha!

Billy speeds along, whipping the steering wheel back and forth as he swerves all over the driveway.

POV - BILLY

The blurry penguin is now only about 10 feet in front of the cart.

ON BILLY

Several limos pull up the driveway. Billy drives crazily in front of them, cutting them off. He passes a LAWN GUY.

CONTINUED

4 CONTINUED

4

BILLY  
 Wheeeee!!! Call the zoo!!

5 EXT. POOL - DAY

5

Jack and Frank watch Billy driving in circles in front of the mansion.

JACK  
 You know, one day Billy's going to catch that penguin. \*

FRANK  
 But there's nothing there.

JACK  
 No, he's gonna catch it in his mind.

FRANK  
 Ohhhh.

6 EXT. FRONT DOOR - DAY

6

Billy stops the golf cart and staggers towards the house.

BILLY  
 All the people at the zoo are real nice, penguin. They'll treat you real respectable-like. There's nothing to worry about, you poor fella....

POV - BILLY

The penguin, blurrier than ever, is backing away waving his flippers as if to say "No, Don't!".

ON BILLY

Billy, arm outstretched, stumbles around seemingly aimlessly.

BILLY  
 Here I comes....

ROCK MUSIC FADES

CREDITS END.

Billy falls flat on his face. Six MEN IN SUITS see this. \*

CONTINUED

6 CONTINUED

6

The front door opens and JUANITA, 60, the big, cheerful housekeeper, rushes out.

JUANITA

Right this way, gentlemen. Mr. Madison is expecting you.

As the Men In Suits enter the house, Juanita picks up Billy. \*

7 INT. FOYER - DAY

7

Billy, holding his head in pain, walks towards a grand staircase. Juanita helps him along.

JUANITA

Now Billy, you know you shouldn't be pulling that crap in front of your father's business associates! What's wrong with you? Now you get yourself upstairs and get ready, dinner is in fifteen minutes.

BILLY

Sure, sure.

JUANITA

Don't "sure, sure" me, boy. This is a very important dinner. You best be there.

BILLY

I will. Thanks, Juanita.

Billy trudges up the stairs.

JUANITA

(yelling)

You gotta dress yourself up nice, too.

(to herself)

Oh, that boy is a fine piece of work all right. He's a fine piece of ass, though, too.

Juanita walks toward the kitchen, shaking her head.

8 INT. DINING ROOM - NIGHT

8

The Men In Suits stand by a large dinner table that has been set up for a lavish meal. Two men stand at the head of the table, ERIC GORDON, 31 and CARL ALPHONSE, 59. \*

CONTINUED

8 CONTINUED

8

Eric is in a black Armani suit, while Carl wears a Brooks Brothers suit that has seen better days.

ERIC

What's keeping him? I'm starving.

CARL

I ate some Triscuit crackers in the car. You should have had some.

ERIC

Maybe if you would have told me there were Triscuit crackers, I could have enjoyed them with you.

CARL

I'm sorry.

ERIC

Well, sorry doesn't put delicious Triscuit crackers in my stomach, does it, Carl?

BRIAN MADISON, 51, enters the dining room in a traditional grey suit. He is tall, handsome and clearly in charge. \*

BRIAN

(to the Men In Suits)

Fellas, I'm sorry to have kept you waiting. Have you guys met? Eric Gordon, our Senior VP of International Operations, and my special assistant, Carl Alphonse. \*

Everybody shakes hands.

BRIAN

Everybody have a seat.

The chair at the foot of the table is conspicuously empty.

CARL

Where's Billy?

CONTINUED



8 CONTINUED (2)

8

BRIAN

He'll be joining us in a few minutes.

ERIC

I'm sure you all will be very impressed.

9 INT. BILLY'S BATHROOM - NIGHT

9

Billy frolics in a foamy bubble bath. He works the shampoo and conditioner bottles like hand puppets.

BILLY

(as shampoo)

Shampoo is better! I go on first and clean the hair!

(as

conditioner)

Conditioner is better! I leave the hair silky and smooth!

(as shampoo)

Oh really, fool?

Shampoo and conditioner begin smashing against each other wildly.

10 INT. DINING ROOM - NIGHT

10

Soup has been served. Billy's chair is empty. Carl takes a sip of soup.

CARL

This soup is really good.

Everyone ignores him.

CARL

I like soup a lot.

Billy rushes in, freshly bathed, in sweat pants and a T-shirt. He glides into his seat and starts slurping his soup. Brian looks on, clearly disgusted with his son's outfit.

CARL

Howdy, Billy.

BILLY

Hey, Carl, what's up?

CARL

Oh, not much. Looks like you got a little sun today.

CONTINUED

10 CONTINUED

10

BILLY

You think so? I fell asleep for a couple of hours today by the pool.

ERIC

Did you fall asleep, or did you pass out?

BILLY

Ha! Ha! Ha! Shut up!

BRIAN

That's enough. You know, because of you taking your sweet-ass time coming down here, all these men are gonna miss their flights home tonight.

Billy points at one of the men.

BILLY

Hey, mustache can stay in my room.

BRIAN

Just eat your soup.

CARL

It's good soup.

Everyone resumes eating.

BRIAN

Well, I appreciate you all coming out here for this.... \*

As Brian talks, Eric points at Billy, then slyly mimes drinking and getting drunk. Only Billy and Carl see this. \*

BILLY

(howling,  
pointing at  
Eric)

Labaccotito! Eschneerby weerby  
labaccotito!

BRIAN

Aw, jeez, Billy, no gibberish tonight. I'm beggin' ya.

BILLY

Sorry, Daddy.

CONTINUED

10 CONTINUED (2)

10

BRIAN  
 (to everyone)  
 Tonight's a big night -- I've got  
 something I wanna say....

As Brian talks, Eric points to Billy and puts his  
 forefinger to his head and does the "crazy" sign. \*

BILLY  
 (melodramatically)  
 Roggadoobo! Geesh marma dingaydo!

Brian slams his hand on the table. The Men In Suits spill  
 soup all over themselves. \*

BRIAN  
 That's it, Billy. Get the hell  
 out of here.

Billy gets up and walks to the door, pointing at Eric.

BILLY  
 Boscanto! Fenopso! LABACCOTITO!

CARL  
 Nice talking to you, Billy.

BILLY  
 (amiably)  
 Crepusti, creposti.  
 (to Eric,  
 yelling)  
 LABACCOTITO!

Billy exits.

11 INT. FOYER - NIGHT

11

Juanita descends the stairs with a pile of towels. Billy  
 enters the foyer.

BILLY  
 How's it goin', Juanita!

JUANITA  
 That was a mighty short supper,  
 boy. You havin' troubles with  
 your father again?

Billy suddenly smiles, changes direction and heads toward  
 the front door.

CONTINUED

11 CONTINUED

11

JUANITA

Hey, what you doin' Smiley?  
You're not goin' no place till you  
tell me what happened with dinner.

BILLY

I'm going out with the boys,  
Juanita. See ya later.

JUANITA

Get your ass back here before  
I....

Billy walks out the front door and slams it behind him.

JUANITA

...before I squeeze it but good!  
Oh yeah, ass in my hands. I love  
it....

11A OMITTED

11A

12 EXT. HAMBURGER STAND - NIGHT

12

Billy, Jack and Frank sit on a picnic table next to a  
hamburger stand. Jack and Frank are drinking beers, while  
Billy has a Coke. Each removes the pickle from their  
burgers.

BILLY

One, two, three.

Billy, Jack and Frank hurl their pickles against the  
hamburger stand's window. They stick there.

FRANK

How come you ain't pounding any  
tonight, Billy?

BILLY

I don't know. I just don't feel  
like it, Frank. My dad was  
yelling at me.

There is a lull in the conversation. The pickles begin to  
slide down the window, starting the pickle race.

JACK

That was a great time around the  
pool today.

BILLY

We were passed out all day.

CONTINUED

12 CONTINUED

12

JACK

Well, if you want to get technical, yeah, we were passed out. But it was fun.

Another lull in the conversation.

BILLY

So, Jack, how did that job interview go?

JACK

Oh shit, it was today. Man, that's so funny, I totally forgot.

BILLY

Maybe if you call the guy and say your father died or something he'll reschedule you.

JACK

My father is dead.

BILLY

Oh, yeah. Sorry.

The pickles are almost at the bottom of the window. All three guys start screaming for their pickle to win. Billy's gets to the bottom first. \*

JACK

You win. Let me pay the tip.

Jack reaches into Billy's jacket pocket, grabs a fistful of cash, and throws it on the table.

BILLY

That's really nice of you to pay, Jack.

JACK

You're welcome.

FRANK

You want to light a bag of dogshit on Old Man Clemens' porch? \*

BILLY

Good idea. I think I saw some good shit over by the slide. \*

13 INT. BRIAN'S STUDY - NIGHT

13

BRIAN

Billy is not an idiot.

ERIC

I'm not saying he's an idiot --  
I just think he might not be  
mature enough to run a Fortune 500  
company.

BRIAN

Look, Eric, my late wife and I  
started this company with a  
fifteen-unit motel in  
Poughkeepsie. We built it into  
the Madison Empire, 650 hotels.  
And our dream was to one day hand  
over the operation to our only  
son....

CARL

You've always talked about doing  
that.

ERIC

Brian, it's not just about Billy  
-- it's about the 65,000 people  
who work for Madison Hotels. Once  
Billy has the hotel operator  
speaking gibberish, how long are  
those people going to have jobs?

Brian walks over to the window and looks out.

BRIAN

Ah, Billy. When are you gonna  
find whatever it is you're looking  
for?

14 EXT. CLEMENS' LAWN - NIGHT

14

We see Billy's FEET as they stand next to a big pile of  
dogcrap.

BILLY

Here's a nice fat one!

Jack shoves the shit into a brown paper bag with a stick.

JACK

Man, wait till Old Man Clemens  
realizes it's a bag of shit!

BILLY

He's gonna shit when he realizes  
it's shit! Who got the lighter?

CONTINUED

14 CONTINUED

14

Frank hands Billy a lighter. Billy runs up Clemens's walkway, places the paper bag on the welcome mat and lights it. He rings the doorbell, then bolts to where Jack and Frank are waiting. They giggle nervously.

BILLY  
(giggling)  
Old Man Clemens hates shit!

FRANK  
Look at that shit burn!

JACK  
Shhhh! Here he comes....

The porch light goes on. The front door opens, and CLEMENS, a disheveled old man in Jockey underwear and construction boots, crankily pokes his head out.

CLEMENS  
Who the hell is it? What do you want?

Clemens notices the flaming bag at his feet.

CLEMENS  
Judas Priest! Barbara, it's another one of those flaming bags!

BARBARA (O.S.)  
Don't put it out with your boots, Ted. It's a bag of poop again.

CLEMENS  
Don't tell me my business, devil woman.

Clemens begins frantically stamping on the bag. Billy, Jack and Frank are in hysterics.

CLEMENS  
Call the fire department! This one is out of control!

Clemens finally manages to stamp out the flames. As soon as he does, he begins sniffing as if smelling something odorous. Dawning realization creeps across his face.

CLEMENS  
It's poop again!

Billy, Jack and Frank are rolling on the sidewalk.

BILLY  
He called the shit "poop"!

CONTINUED

14 CONTINUED (2)

14

FRANK

Guys, this is why we were born. \*

Clemens has his left boot off, waving it wildly in the air.

CLEMENS

I'll get you damned kids for  
this!! You are gonna die!!!!

15 INT. FOYER - NIGHT

15

The front door opens and Billy walks in, chuckling. The  
foyer is dark but there is light coming from an adjoining  
room. A voice comes from the room.

BRIAN (O.S.)

Billy, come in here for a second.

BILLY

Tell you what -- let me just take  
my coat off, grab some raisin  
bran, watch TV for a few hours,  
and then I'll let you know whether  
I feel like coming in there.  
How's that grab ya?Brian strides out of the room into the foyer, grabs Billy  
by the arm, and hustles him roughly into the room.

16 INT. BRIAN'S STUDY - NIGHT

16

BILLY

(mumbling to  
himself)Just wanted some raisin  
bran...never hurt nobody.

BRIAN

Shut up. I have big news.

BILLY

Eric's pregnant? Congratulations,  
dippy!

Eric stares down Billy's offered handshake.

BILLY

All right. What's up?

CONTINUED



16 CONTINUED

16

BRIAN

I've had to face a hard truth tonight, Billy. As you well know, I'd been planning on leaving the hotel chain to you when I retire. But, now I realize that I've been deceiving myself by thinking you could handle that kind of responsibility.

\*

BILLY

(squirring)

Dad, do we have to do this with dipshit here?

\*

BRIAN

It's really my fault. You've grown up with every advantage. I bought you everything. Toys, cars, vacations, clothes....

\*

BILLY

Actually, I stole this shirt from Frank.

BRIAN

Whatever. Billy, I spoiled you -- that was my big mistake....

Billy proudly shows everyone that "Frank" is indeed written on the inside of his collar.

BRIAN

What are you, a damn moron? Can't you stop for two seconds? I'm trying to tell you that I'm retiring in June, and Eric, not you, is going to take over Madison Hotels.

BILLY

Huh?!?! Retire? You're only 51.

BRIAN

I've been working since I was 13. I want to enjoy myself a little. That's what tonight's dinner was about. I announced my retirement and I was going to announce that you were taking over.

BILLY

But how can you give the company to Eric? He's a phony piece of crap!

CONTINUED

16 CONTINUED (2)

16

BRIAN

Eric was making millions for this company while you were busy memorizing episodes of F Troop.

BILLY

Underrated show.

BRIAN

Look, what do you care, Billy? I'm doing you a favor. Now you don't ever have to get a job.

ERIC

Yeah...now you can sit around here all day, goofing off, sipping drinks, chasing invisible penguins....

BILLY

Is that it, Dad? Did the penguin tell you to do this?

ERIC

What an idiot.

CARL

Bill, I think your dad's right. The hotel business is a lot of work.

BILLY

I can work if I set my mind to it. I mean, school was a pain in the ass, but I graduated.

BRIAN

(embarrassed)

You graduated because I paid off your teachers so you'd get decent grades. I've regretted it every day since, but, at the time, I thought if you had good grades, you'd go to a good college, get straightened out...grow up.

BILLY

I don't believe that.

BRIAN

Well, what do you think? You think you were really an honor

(MORE)

CONTINUED

16 CONTINUED (3)

16

BRIAN (Cont'd)  
 student? Did you pull a lot of  
 late nights at the library? Do  
 you even know where the library  
 is?

Billy's stumped. Brian stands up.

BRIAN  
 Billy, c'mon. How could I ever  
 hand over this company to someone  
 who couldn't even get through  
 school on his own.

BILLY  
 I dunno. Don't even think about  
 it. Just hand it over.

BRIAN  
 Forget about it. End of story.  
 You better head off to bed --  
 you've got a long day of  
 daiquiris, Nintendo and jerk-off  
 magazines ahead of you.

Brian walks out the door. Billy is devastated. \*

CARL  
 It's probably for the best, Billy.

ERIC  
 (evil smirk)  
 Yep, the family name is in good  
 hands with me. In fact I'll bet  
 your mom is smiling down on us  
 right now, saying "fly like an  
 eagle, Eric, you're the son I  
 never had."

As he watches Eric cackle and flap his arms, a rage comes  
 over Billy. He chases after his father.

BILLY  
 Hey, Dad!

17 INT. FOYER - NIGHT

17 \*

Brian stops midway up the darkened stairs as Billy races  
 towards him. Eric and Carl follow.

BRIAN  
 What?

CONTINUED

17 CONTINUED

17

BILLY

Give me one more chance. I'll  
prove I can take over.

ERIC

(mocking)

One more chance! Please, Daddy,  
please.

BILLY

I'll do whatever it takes. I'll  
go back to high school and take  
the exams again. I'll get my  
diploma, all by myself, fair and  
square.

BRIAN

It wasn't just high school, Billy.  
Remember that spelling bee you won  
in first grade?

BILLY

Oh no, you didn't....

BRIAN

"Rock -- R-O-K."

BILLY

So, what's your point?

BRIAN

R-O-C-K! R-O-C-K!

BILLY

Damn, I still got that  
trophy...All right, you got it,  
first grade through twelfth, all  
over again.

ERIC

Give it a rest, Billy.

BILLY

I'll spend two weeks in each  
grade. I'll take the tests,  
re-graduate, prove to you that I'm  
not an idiot...and then I get  
Madison Hotels.

BRIAN

Do it all over again, no help from  
me, no messing around, no nothing?

BILLY

No nothing.

CONTINUED

17 CONTINUED (2)

17

BRIAN

That's some idea. You just think of that?

BILLY

Yeah, I did.

ERIC

(panicky)

Brian, don't you think the future of Madison and its 65,000 employees is too important to gamble on a game like this?

\*

BRIAN

No.

(to Billy)

You're on. Carl, you make the arrangements. You pass every grade before June 15th and you take over instead of Eric.

ERIC

Well, we should at least get this in writing.

\*

BRIAN

Have our attorneys draw it up. Enjoy the weekend, Billy, you start on Monday.

Brian climbs the stairs.

CARL

Give 'em hell, Bill.

ERIC

Nice try, asswipe, but you're just delaying the inevitable.

Carl and Eric exit. Billy stands alone. Slowly "Dancing Queen" is heard. Slowly, Billy begins to dance.

18  
thru  
19  
OMITTED

18  
thru  
19  
\*

20 INT. BEDROOM - NIGHT

20

Billy is sitting on his bed, in his pajamas, setting his alarm clock. The time set for wake up rolls backward -- 10:00, 9:30, 9:00....

BILLY

(in pain)

Oooooooo.

...8:30, 8:00, 7:30....

BILLY

No, no, no.

...7:00, 6:30, finally stopping at 6:00. Billy begins sobbing. There is a knock on the door. Brian pokes his head in.

BRIAN

Who's that bawlin' in here? That you, Billy?

Billy dries his eyes with the blanket as Brian enters.

BILLY

No, just the TV, Dad.

BRIAN

There's no TV in here, son.

BILLY

Well, um, it wasn't the TV exactly, it was that, uh, last week, I was watching TV, and Brian's Song came on, and I was just now thinking about TV, and then I thought about Brian's Song, so I started, uh, crying for a second.

BRIAN

Please, stop. You ready for tomorrow?

BILLY

No.

BRIAN

Sure you are. The school knows you're coming, you've got plenty of notebooks and pencils, Juanita fixed you a nice lunch....

CONTINUED

20 CONTINUED

20

BILLY

(interrupting)

Remember my fifteenth birthday,  
when you gave me a big party with  
a DJ and a pinata, and you hired  
Gene Shalit to give us rides  
around the house on his back?

BRIAN

Yeah, that was something.

BILLY

It was the greatest! I mean...  
Dad, I always thought we had this  
unspoken pact that you would go  
to work and build our future, and  
I would stay home and enjoy myself  
and have fun, and one day, you'd  
hand over the business, and I'd  
really appreciate it.

BRIAN

We didn't have an unspoken pact.

BILLY

Gee. You gotta admit, that would  
have been great.

BRIAN

Just go to bed; you have a big day  
tomorrow -- first grade.

Brian tucks Billy in and kisses him on the forehead, then  
gets up and walks towards the door.

BILLY

Good night, Dad.

BRIAN

Good night, Billy.

Brian shuts off the light and exits.

21 INT. UPSTAIRS HALLWAY - NIGHT

21

Brian shuts Billy's door, Juanita walks up with two  
pillows.

JUANITA

Evenin', Mr. Madison. Just gonna  
give Billy these two fluffy  
pillows so he sleeps good tonight.

Brian blocks her path.

CONTINUED

21 CONTINUED

21

BRIAN

I know what you want to give Billy tonight, and you can forget about it, Juanita. He needs his rest.

JUANITA

(chuckling)

You got some imagination, Mr. Madison. Good night, now.

Juanita walks off to the left. Brian walks off to the right. After a while, Juanita creeps back and enters Billy's bedroom.

BILLY (O.S.)

Good night, Juanita!

Juanita, giggling, comes right back out.

22 EXT. MANSION - MORNING

22

The sun rises over the mansion. Birds chirp, sprinklers sprinkle. A bellow breaks the silence.

BILLY (O.S.)

Where's my stinkin' Snack Pack!!

23 INT. KITCHEN - MORNING

23

Billy has dumped the contents of a "Scooby Doo" lunch box on a counter -- a bologna sandwich, a banana, a Thermos, but no Snack Pack. Juanita ambles over.

JUANITA

You got a banana. You don't need no Snack Pack.

BILLY

I wanna Snack Pack. You know I like Snack Pack. Why can't you just give me a Snack Pack? \*

JUANITA

I thought I was your Snack Pack....

BILLY

What are you talking about?

JUANITA

Nothing.

Brian, shaving, in a shirt and tie, pokes his head in.

CONTINUED



23 CONTINUED

23

BRIAN

You're gonna miss the bus, Bill.

JUANITA

Yeah, you better get your beautiful ass up that driveway.

Billy crams the sandwich, banana and Thermos into the lunch box, and barges out the door, shaking his head.

BILLY

(muttering)

Gotta ride the school bus like a moron....

Off in the corner, we reveal the COOK reading Billy's Fat Slobs nudie magazine. He smiles broadly.

24 EXT. OUTSIDE MANSION GATE - MORNING

24

Billy is alone with his lunch box, pacing nervously by the roadside.

BILLY

(singing softly)

Oh, it's time to go back to school  
To prove to Dad that I'm not a fool  
I got my lunch packed up  
My sneakers tied tight  
I hope I don't get in a fight  
Oh, back to school, back to school  
back to school....

A bus appears in the distance. Billy straightens up and tries to act cool as it approaches.

BILLY

Well, here goes nothing.

The bus comes nearer, nearer... and zooms by.

25 EXT. PECTOR ELEMENTARY SCHOOL - MORNING

25

A Jaguar pulls up with Billy and Brian in it. Billy gets out. The Jaguar pulls away.

BILLY

Thanks, Dad!

In front of the school, two buses unload about 40 ELEMENTARY SCHOOLERS, who walk/run/skip into the building.

CONTINUED

25 CONTINUED

25

An attractive 26-year-old woman, VERONICA VAUGHN, is walking towards the school. Billy catches up and walks along with her.

BILLY  
Hey, how you doing?

VERONICA  
Fine.

BILLY  
Are you going to class today, too?

VERONICA  
I'll be going to class, to teach.  
How about you?

BILLY  
I'll be going to learn.

VERONICA  
You must be Billy Madison.

BILLY  
Yes, I am.

VERONICA  
Don't you think it's a little pathetic that just because of who your father is, you're getting to do school all over again?

BILLY  
Yes, I do.

VERONICA  
Well, as long as you know.

She walks ahead, leaving him alone.

BILLY  
Well, okay.

26 INT. FIRST-GRADE CLASSROOM - DAY

26

TWENTY-FOUR FIRST-GRADERS are running around, hooting and hollering, crying and laughing, whispering and screaming.

Billy shuffles in and stands in the doorway. He is ignored for a while. Finally, one kid runs up to him.

SCOTTY  
Hey, mister, guess what I had for breakfast!

CONTINUED

What? .BILLY

Beans! SCOTTY

Scotty begins making rapid-fire fart noises with his tongue while simultaneously making armpit farts, creating a symphony of fart noises, all while spinning round in circles. As Billy watches in amazement, MISS LIPPY, the first grade teacher, walks up behind him.

MISS LIPPY  
Scotty likes beans, don't you  
Scotty?

BILLY  
Oh, how ya doin', I'm ---

MISS LIPPY  
Let's involve the class.  
(to class)  
Quiet down, my special people.

The First-Graders slowly quiet down and sit cross-legged. Miss Lippy leads Billy to the front of the room.

MISS LIPPY  
.I want you all to say hello to our  
new friend, Billy.

FIRST-GRADERS  
(in unison)  
Hello, Billy.

MISS LIPPY  
Billy is going to be sharing our  
fun and learning with us for the  
next two weeks. Billy is very  
special, just like each and every  
one of you. So why don't we let  
Billy know that we all love him  
very much.

The First-Graders, led by Miss Lippy, all give Billy a giant group hug.

MISS LIPPY  
Billy, why don't you take a seat  
right up front here, and we can  
start story time.

Billy awkwardly sits down facing Miss Lippy.

TRICIA  
You got a misshaped head.

CONTINUED

26 CONTINUED (2)

26

BILLY

Yep, thanks.

Billy struggles to achieve a cross-legged seating position. Meanwhile, Miss Lippy opens up a book.

MISS LIPPY

"The Puppy Who Lost His Way, by Chrissy Taylor. One fine morning, a puppy popped his puppy paws out of his puppy-house. But this was no ordinary puppy..."

PAN TO:

The clock behind Miss Lippy, which reads 9:02, as she drones on.

MISS LIPPY (O.S.)

"...This puppy was the happiest puppy in the whole world. In fact, his name was Happy..."

FADE TO

The same clock, which now reads 9:49. Miss Lippy drones on. The First-Graders are all asleep. Billy, however, is enthralled.

MISS LIPPY

"...and Happy the puppy looked through the bushes, and there was the Little Boy. 'I can't believe you came back' cried the little boy, who was so happy to see Happy that he gave Happy a kiss on his wet little puppy-nose. The End."

BILLY

Whoa! Miss Lippy, the part I don't like is that the Little Boy gave up lookin' for Happy after an hour. He didn't put up posters or anything. He just sat on the porch like a goon and waited. Meanwhile, Happy's out there, clinging onto life by his little puppy-paws. That little boy's gotta think; you got a pet you got a responsibility. If your dog is lost, you don't look for an hour and then call it quits: you get your ass out there and you find that fucking dog.

CONTINUED

26 CONTINUED (3)

26

MISS LIPPY

I think it's time to play dodge ball.

27 EXT. PLAYGROUND - DAY

27

The first-graders pour out of the school onto the playground, hooting and hollering. Billy comes out last, somewhat tentatively. He is immediately smacked in the head with a dodge ball. A mean looking kid with a head of fiery red hair sneers at him. \*

FIRST GRADE O'DOYLE

You're out. O'Doyle rules.

Billy re-enters the school. The crowd laughs.

28 INT. FIRST-GRADE CLASSROOM - DAY

28

Miss Lippy is straightening up the classroom, listening to Jim Croce and eating the macaroni off a macaroni necklace, when Billy enters.

MISS LIPPY

Billy! What are you doing back?

BILLY.

I'm out.

MISS LIPPY

Well, that just means you stay off to the side until a new game starts.

BILLY

That's okay. I'm kinda tired anyway, so I'll just sit over there and color or something.

Miss Lippy grabs Billy's arm and gently escorts him to the door.

MISS LIPPY

Billy, dodge ball time is a special time -- not just for you boys and girls, but for Miss Lippy, too. So stay outside.

29 EXT. PLAYGROUND - DAY

29

Miss Lippy gently shoves Billy out the door and shuts it behind him. Suddenly, O'Doyle whizzes the dodge ball at Billy -- but he catches it. The First-Graders stare at Billy in awe.

CUT TO:

Billy chasing the First-Graders all over the playground.

30 INT. CLASSROOM - DAY

30

Miss Lippy hears an unusual amount of yelling, walks to the window and looks out.

31 EXT. PLAYGROUND - DAY

31

Billy is getting everybody out. O'Doyle trips and falls. The other First-Graders gather around Billy, who is astride the fallen O'Doyle.

O'DOYLE

No! Mister! Please!!

Billy raises the dodge ball above his head, a sick blood-lust in his eyes, preparing to strike the final blow.

BILLY

O'Doyle, I sacrifice your blood for my savior, Lucifer....

Miss Lippy sticks her head out the door.

MISS LIPPY

Lunchtime!

Billy drops the ball harmlessly, and the First-Graders and Billy run back inside.

32 INT. ELEMENTARY SCHOOL - CAFETERIA - DAY

32

Billy, Scotty and some other FIRST-GRADERS, sit at a tiny table, eating lunch. Billy pulls out his banana and looks at it dubiously. He then notices a nearby First-Grader is eating a Snack Pack.

BILLY

I bet that Snack Pack's good.

The First-Grader smiles and nods.

BILLY

Want to trade the rest of it for this banana?

CONTINUED

32 CONTINUED

32

The First-Grader smiles and shakes his head no.

BILLY

You know how badly I could beat you, right?

The First-Grader smiles and nods. Billy returns miserably to his lunch.

SCOTTY

Mortal Kombat on Saga Genesis is the best video game ever.

BILLY

I disagree. It's good, but Donkey Kong is the best ever.

SCOTTY

Donkey Kong sucks.

BILLY

You know something -- you suck.

33 INT. FIRST-GRADE CLASSROOM - LATER - DAY

33

The kids make snowmen with construction paper and paste. Billy observes how all the snowmen look pretty good except for his, which looks like a blob. Billy shrugs and puts some paste in his mouth. He makes sure no one is looking and ingests a bunch more.

34 EXT. FECTOR ELEMENTARY SCHOOL - DAY

34

Billy and the First-Graders walk out of the school towards the sidewalk, where three buses wait. Scotty veers to the left, where an ATTRACTIVE LADY, about 33, is standing.

BILLY

That's awful nice of you to pick up your little brother here at school.

ATTRACTIVE LADY

He's not my brother, he's my son.

BILLY

You gotta be kidding me.

SCOTTY

Mom, that's Billy. He's in my class. I heard he's retarded or something.

The Attractive Lady looks at Billy quizzically.

CONTINUED

34 CONTINUED

34

BILLY

Your son's mind is very creative.  
Maybe someday he'll make Mommy and  
Daddy a lot of money.

ATTRACTIVE LADY

(smiling)

Daddy's in prison -- he won't be  
home for a long time.

A BUS DRIVER honks his horn and waves to Billy, who frowns  
and starts backing away towards the bus.

BILLY

Well, I gotta get going. I'm  
riding the bus today, part of, uh,  
a new security program for the  
kids, um, Operation Safe Home...  
maybe I'll see ya later.

Miss Lippy runs out of the school towards Billy.

MISS LIPPY

Billy! You forgot your stuff!

Miss Lippy hands Billy the Scooby-Doo lunch box, the  
misshapen snowman and a macaroni necklace. Billy turns to  
explain to the Attractive Lady, but she is walking away.  
Billy runs angrily towards the bus with his stuff and gets  
on.

35 INT. KITCHEN - EVENING

35

Billy and Juanita are seated at a small table, eating Kraft  
Macaroni and Cheese with Kool-Aid.

BILLY

So I'm doing pretty well with this  
lady, and then my teacher comes  
by and blocks me. Listen to me  
-- "my teacher" -- this whole  
thing is too weird.

JUANITA

It's only been one day. Give it  
a chance.

BILLY

Well, it's not the hardest thing  
I've ever done. I just feel kind  
of silly, that's all.

CONTINUED



35 CONTINUED

35

JUANITA

You shouldn't worry so much about what other people think. Just do what you gotta do. You hear me? Six months of this and you'll own the company. I work all damn day.

BILLY

Yeah, I guess you're right.

Billy spills a forkload of macaroni onto his lap.

BILLY

Aw, crap, I got food on my pants.

Juanita leans towards Billy and drops to her knees.

JUANITA

Let me lick that off for you....

Billy stands up abruptly and backs away.

BILLY

(laughing)

Get out of here, Juanita! \*

35A EXT. MANSION LAWN - DAY

35A

It is a sunny, quiet morning on the Madison estate. Pete is planting some marigolds. He waves to Billy, who drives by on the golf cart.

PETE

Have a good day at school, Mr. Madison.

TILT DOWN to reveal he is reading She-male Fiesta magazine.

36 INT. FIRST-GRADE CLASSROOM - DAY

36

Miss Lippy is calling attendance.

MISS LIPPY

Tricia Labonte.

TRICIA

Here!

MISS LIPPY

Scotty Logan.

SCOTTY

Here!

CONTINUED

36 CONTINUED

36

MISS LIPPY

Billy Madison.

Billy makes a fart noise with his palms and mouth, and the class breaks up. Billy laughs a little too hard.

37 OMITTED

37

38 INT. BATHROOM - DAY

38

Billy is aghast at the tiny urinals. He tries to squat down so he can use one, but he falls on his back. In the corner a JANITOR watches cautiously.

38A EXT. HALLWAY - DAY

38A

Billy runs into Veronica outside the bathroom as she walks by.

BILLY

Hey look at all this milk. You want some milk?

VERONICA

That milk belongs to that  
classroom.

BILLY

They don't have to know. It could be our milk.

VERONICA

No, thanks.

Veronica walks away, as the Janitor exits the bathroom.

BILLY

C'mon, have some milk! Makes the bones thicker, stronger.

VERONICA

You know, the strongest bone in your body is the skull. And yours seems to be thick enough already.

BILLY

Now that wasn't very nice.

(to Janitor)

How about you, sideburns? You want some milk?

Janitor quickly shuffles off, muttering....

CONTINUED

38A CONTINUED

38A

JANITOR

(mumbling)

Rather have a beer...uh, maybe two,  
uh, icy cold with a pretzel, yes,  
a pretzel.

38B INT. FIRST-GRADE CLASSROOM, LATER - DAY

38B

Billy and the First-Graders lay on the rug, napping. Billy drools profusely.

39 INT. CLASSROOM - LATE AFTERNOON

39

Billy is clapping the erasers. Widen to reveal Miss Lippy is smearing paste out of a jar onto her face.

40 INT. CLASSROOM

40

Billy finishes coloring a picture and hands it to Miss Lippy.

BILLY

I colored the duck blue, because  
I had never seen a blue duck  
before, and, to be honest with  
you, I wanted to see a blue duck.

MISS LIPPY

Well, it's an excellent blue duck.  
A plus.

(makes a note  
in grade book)

Congratulations. You just passed  
the first grade.

BILLY

That's great Miss Lippy. What do  
you think about that, Mr. Blue  
Duck?

(in duck voice)

That's quack-tastic!

41 INT. CLASSROOM - DAY

41

The First-Graders are sitting on the rug, facing forward. Brian, Eric and Carl sit off to the side. A very emotional Billy stands in a cap and gown.

CONTINUED

41 CONTINUED

41

MISS LIPPY

...and although we are very happy that Billy is moving on to the second grade, we are kind of sad, too, since we are going to miss him very much. But it's okay to be sad, because even though Billy was only here for two weeks...he has become a part of our family.

Billy hugs Miss Lippy, a little too long and too tight, then turns back to the class.

BILLY

I love you guys!

42 EXT. REAR LAWN - DAY

42

The backyard is decorated lavishly. Tables are laden with hot dogs, hamburgers, French fries, corn on the cob, and apple pie. Pete helps First-Graders on a pony. \*

Scotty whacks a pinata, which splits open, spilling watches on the ground. Scotty picks one up.

SCOTTY

Rolex! \*

Miss Lippy is in the pool talking to Juanita. Ice sculptures of a unicorn and a dragon slowly melt. A clown on stilts is walking amid the crowd. Eric and a Third-Grader are in the lead in a three-legged race when the third grader trips and falls; Eric marches on, dragging his partner to victory. Carl and Frank are manning the barbecue. In the middle of everything, Billy stands with Jack. \*

JACK

Wow. When I graduated first grade, all my father did was tell me to get a job. Hey, you wanna feed that donkey some beer? Get it all messed up?

BILLY

Maybe later.

JACK

I'll go put some beer in a bucket.

Jack heads off as Brian joins Billy.

CONTINUED

42 CONTINUED

42

BRIAN

Hey there, Mr. Graduate. How's  
it goin'?

BILLY

This is going to be gravy. I'm  
one-twelfth of the way there  
already.

CONTINUED

42 CONTINUED

42

BRIAN

Don't count your chickens,  
hotshot. Listen, I'll be in  
London on business for a while.  
You're gonna be on your own.

BILLY

London, eh? I hear France is  
beautiful this time of year.

BRIAN

Uh, yeah. Anyways, keep up the  
good work.

Suddenly, the pony BRAYS loudly and the clown falls over,  
smashing into the concrete near the pool. Everyone laughs.

THE CLOWN, unconscious. Blood starts trickling from his  
mouth.

43 INT. ERIC'S OFFICE - DAY

43

Eric is sitting behind his desk. The office is very  
modern, very black, lots of marble and leather. Rollo the  
Janitor stands in front of the desk holding his mop.

ERIC

So, he passed first grade and he's  
moved on to second. Whoop dee  
doe. Any more information, Rollo?

JANITOR

Uh, yeah. Okay. Billy likes to  
drink soda, Miss Lippy's car is  
green and my repeated requests for  
a new mop are being ignored.

ERIC

Interesting. Could you do me one  
more favor -- get the hell out of  
my office.

JANITOR

All right.

The Janitor exits. A buzzer sounds. Eric pushes a button.

ERIC

Yes?

SECRETARY (O.S.)

Mr. Madison is on line one. He's  
calling in from London.

CONTINUED

43 CONTINUED

43

ERIC

Tell him I'm out to lunch.

Eric spins around in his chair and looks at a chart he has of Billy's progress. He moves a cut-out of Billy to the box marked "SECOND GRADE".

ERIC

Billy Madison. That buffoon won't even make it through elementary school. But just in case, I think it's time I came up with a plan to make sure he doesn't graduate. A little "graduation" insurance, if you will. Heh, heh, heh...

(mimicking a conversation)

"Hello, Allstate, I'd like to buy some insurance!" -- "What kind of insurance?" -- "Why, graduation insurance!" -- "What do you mean, graduation insurance?" -- "Insurance that Billy's not going to graduate!" -- "That's the stupidest thing I've ever heard. We don't carry that kind of insurance." -- "Well, who asked you, anyways?" -- "You did!" -- "Why you dirty pigs!" -- "I'm calling the police!" -- "You better call an ambulance while you're at it!"....

SECRETARY (O.S.)

Uh, Mr. Gordon, your intercom is still on.

ERIC

Dammit!

Eric punches the intercom button.

Zoom in on chart with Billy figure in second grade.

44  
thru  
45

OMITTED

44  
thru  
45

46

INT. SECOND-GRADE CLASSROOM - DAY

46

The Second-Grade TEACHER, an old woman, stands in front of her class.

CONTINUED

46 CONTINUED

46

TEACHER

And now, there's just two students left.

Billy and a small girl, SECOND GRADER #1.

TEACHER

Bath.

SECOND-GRADER #1

Bath, B-A-T-H, bath.

TEACHER

Correct.

BILLY

Aw, come on. Bath, that's so easy. Why don't you just give her the trophy now?

TEACHER

Cheese.

BILLY

Cheese, C-H-E-E-S-E, cheese.

TEACHER

Correct. Couch.

SECOND GRADER #1

Um, C-O-W-S-H.

TEACHER

I'm sorry, that's not it. Billy, spell this one correctly and you pass second grade.

Billy looks at the Teacher plaintively.

BILLY

C? Couch...Kuh...Kuh....

The Teacher nods.

BILLY

O?

The Teacher nods again.

BILLY

R....

The Teacher frowns.

CONTINUED



46 CONTINUED (2)

46

BILLY

R...you going to the mall later?  
That's what I was asking.

TEACHER

No, I'm not going to the mall.  
Keep spelling, mister.

BILLY

U...C...H?

The Teacher smiles. Billy drops to his knees.

BILLY

Allelujah!

46A EXT. MANSION LAWN - DAY

46A

The second grade graduation party. A knight sits on horseback. (We will shoot this when we shoot first grade party). Billy and his second grade friends are running through some sprinklers, screaming and laughing. Although the kids don't stop running, one Second-Grader jumps on a sprinkler like it's a bidet and has a great old time. Carl and Eric walk nearby, watching. \*

ERIC

Is he gonna have a party every  
time he passes a grade?

CARL

I believe that is the plan.

ERIC

Spoiled snot. Let me ask you  
something, Carl. You started  
here, what, twenty-five years ago?  
Night bellboy at the Philadelphia  
Madison? After all your hard  
work, how would you feel about  
working for some punk kid like  
Billy?

CARL

It could be worse.

Carl walks away. \*

ERIC

Yeah, it could be worse, pal.

(imitating  
Carl)

"Eric, what are you doing? You're  
half my age. Please put that

(MORE)

CONTINUED

46A CONTINUED

46A

ERIC (Cont'd)  
 crowbar down. Oh sweet Lord, what  
 have I done to deserve this.  
 Aaaaaah!!!"

Eric is maniacally smacking the air with an imaginary  
 crowbar.

47  
 thru  
 49

OMITTED

47  
 thru  
 49

50 INT. THIRD-GRADE CLASSROOM - DAY

50

Billy and a bunch of Third-Graders sit very quietly,  
 waiting for their teacher.

BILLY  
 Man, I'm so nervous! First and  
 second grade were easy, but social  
 studies, division...This is gonna  
 be tough!

The Third-Grader just stares slack-jawed at Billy. Billy  
 turns around and addresses the third-grader on the other  
 side. This is ERNIE.

BILLY  
 Man, I'm so nervous! First and  
 second grade were easy, but social  
 studies, division...This is gonna  
 be tough!

ERNIE  
 Relax, dude.

Veronica enters the room, smoking as ever.

BILLY  
 Jackpot.

VERONICA  
 Good morning, class. We're going  
 to start today by reading together  
 a short story entitled "My Sister  
 Fanny".....

The class titters at the "fanny" reference.

VERONICA  
 (sharply)  
 Quiet!

CONTINUED

50 CONTINUED

50

The titters cease immediately.

VERONICA

So please open up your Reading is  
Fun books to page sixty-nine....

CONTINUED

BILLY  
Hee! Hee! Hee!

VERONICA  
(glaring)  
Class, say hello to Billy Madison.

THIRD-GRADERS  
Hello, Billy Madison.

VERONICA  
Billy is a nuisance. He will be  
gone in two weeks. I apologize  
for this inconvenience.

BILLY  
(muttering)  
What's up her butt?

VERONICA  
What was that, Billy?

BILLY  
I said, "Reading is good." Can  
we please start the story now?

VERONICA  
(to a kid)  
Kyle, you may begin.

KYLE  
Once...the...there...was... once  
there was a g-g-girl...who....

Billy is trying to stifle a chuckle as he elbows Ernie.

BILLY  
Kid can't even read.

ERNIE  
(whispering)  
Cut it out, dude, you're gonna get  
us in trouble.

BILLY  
T-t-t-t-t-today, Junior!

Billy laughs. The rest of the class is shocked and silent.  
Veronica grabs Billy by the ear and yanks him out of the  
room.

Veronica holds Billy's ear as she marches down the hall.

CONTINUED

51 CONTINUED

51

BILLY

Ow! You're tearing my ear off!

VERONICA

Making fun of a little kid? For trying to read? Are you a psycho? Do you have a soul?

BILLY

I'm sorry, I can't hear you. I've been physically abused in this ear.

VERONICA

You keep your mouth shut for next two weeks or I will fail you -- end of story.

Veronica marches back into the classroom.

BILLY

(mumbling)

Ooo...so hot, so hot, Miss Vaughn, wanna touch the hiney, so hot....

\*

51A INT. LOCKER ROOM - DAY

51A

A bunch of third-graders changing for gym class, most in underwear or less (this is implied, not shot). They are all having fun, laughing, except for Ernie, who keeps to himself. Billy struts in, naked and proud. The young boys stare in awe and respect.

A small, skinny boy enters after Billy, also naked. Everyone's attention immediately goes to the boy. Billy quickly puts on his underwear.

51B INT. GYM - DAY

51B

Kids are doing various gym things. We pan a row of Third-Graders doing chin-ups. We come to Billy, also doing chin-ups, until he notices Ernie, who is just hanging there, unable to do even one. Billy starts to just hang also, to make Ernie feel more comfortable.

BILLY

You good at these?

ERNIE

I'm not good at any of this dopey crap.

BILLY

Me neither. You just dangle here?

CONTINUED

51B CONTINUED

51B

ERNIE

Yup. That's what I do.

BILLY

How long are you gonna dangle here?

ERNIE

(a beat)

I'm done.

Ernie drops off the bar, out of frame.

BILLY

I'm coming with you.

Billy drops off the bar. Now they're both walking away from camera.

ERNIE

You ever think about burning, like, buildings, or people?

BILLY

Naw, burning people, that'll get you in trouble. You know what's good? Burning shit.

ERNIE

But shit doesn't scream.

BILLY

Well, you got me there.

52 INT. KITCHEN - DAY

52

Billy and Juanita sit at the table while she makes him a sandwich.

BILLY

So it turns out that girlie I've been chasing for the past month is my third grade teacher, and first thing she does is throw me out of class.

JUANITA

Maybe she felt she had to make an example of you to avoid problems later on. Or maybe she has something up her ass.

CONTINUED

52 CONTINUED

52

BILLY  
That's what I said. I mean, I  
don't wanna let my dad down, but  
this stupid school stuff is  
getting old already.

JUANITA  
Poor Billy.

BILLY  
I'm so depressed.

JUANITA  
Do you want me to take my shirt  
off?

BILLY  
No, thank you.

JUANITA  
Okay, baby, but remember the  
offer's on the table.

BILLY  
Hey, you know what would cheer me  
up?

JUANITA  
What?

BILLY  
Kickball!

53 EXT. REAR LAWN - DAY

53

A basic kickball field has been set up on the lawn.  
Various servants are playing (or attempting to play)  
wearing their formal servant's uniforms. A BUTLER in  
bow-tie and tails is umpiring.

Pete is pitching. The Chauffeur is playing first base.  
The Cook is up at the plate. Billy is cheering him on.

BILLY  
All right, everybody, last inning  
and we're all tied up. C'mon,  
Randolph, start us off with a  
homer!

COOK  
My name is Rudolf.

CONTINUED

BILLY

That's right it is. Good for you for remembering. C'mon, kick it out there! Put your weight behind it!

Pete rolls the ball in and the Cook blasts a pop fly into the outfield, which is caught.

BILLY

Nice try, Randy. Way to boot it. Who's up next?

PETE

I think you are, Mr. Madison.

BILLY

Well, all right! Time to do a little damage!

Billy steps up to the plate. Pete rolls it in. Billy kicks a slow dribbler to short -- an easy play. But the cute MAID playing short bobbles it, and lobs a weak throw to first. Billy barrels into the chauffeur, knocking him out cold.

PETE

You killed the chauffeur!

BILLY

He was blocking the bag!  
(squeezes the  
chauffeur's  
leg)

Hey, wake up. Anybody in there?  
Hello?

(to the Maid)

Hey, Bucky Dent, come over here  
and play first.

Billy drags the chauffeur off the field as the Maid trots over.

BILLY

All right, Juanita, you're up!  
Smack a homer!

JUANITA

This one's goin' to the moon,  
baby!

The Maid arrives at first, and Billy notices how cute she is.

CONTINUED



53 CONTINUED (2)

53

BILLY

Wow, you are beautiful. You new here?

MAID

Why thank you, yes I am new. I started Monday.

BILLY

And already playing kickball? What a good sport you are! You know, the last maid used to wash my underwear while it was still on me.

The Maid laughs. Juanita blasts one into the outfield.

BILLY

Oops, gotta go!

An elderly housekeeper drops the ball. Billy goes on to third, Juanita stops at first.

MAID

(to Juanita)

Mr. Madison is very charming.

JUANITA

You better watch your ass, honey. I see you talking to that boy again and I'll throw you out a window -- you heard me.

Billy is taking a decent lead off third.

Pete pitches it in to the Lawn Guy, who kicks it to first. The Maid throws it weakly to home, where Pete is covering the bag. Billy and the ball arrive at the same time.

BUTLER

Um...he is out.

Billy jumps up and confronts the Butler.

BILLY

Out?! Are you kidding me?

BUTLER

I think you were out.

BILLY

You "think"?! Well, I "think" you're gonna die!!!

Billy attacks the Butler. Everyone rushes over to separate them.

53A INT. CLASSROOM - DAY

53A

ZOOM IN to reveal what is in Billy's notebook: a decent rendering of the cover of "Led Zeppelin II" and Billy's current project, a nude Veronica with a speech balloon reading "DO ME BILLY"....

VERONICA (O.S.)

Billy Madison?

Billy's reverie is interrupted.

BILLY

Huh?

VERONICA

Would you like to try writing some words in cursive on the blackboard?

BILLY

Uh, sure.

Billy saunters up to the front of the classroom.

VERONICA

How about "dugout"?

Billy slowly writes the word "dugout" on the blackboard.

VERONICA

Okay, good. How about "stadium"?

Billy chuckles as he writes the word "stadium" on the blackboard.

BILLY

There, s-t-a-d-i-u-m, stadium. \*  
Any more brain busters?

VERONICA

"Rizzuto."

Billy turns around and begins writing -- R, I -- then he stops. Billy does not know how to write the letter "z" in script.

BILLY

Z...z...z....

After a long pause, Billy draws two things that look like "r," finishes the word and throws the chalk down.

VERONICA

Rirruto?

CONTINUED

53A CONTINUED

53A

BILLY

Those are z's!

VERONICA

They look like r's to me.

BILLY

That's not fair! Rizzuto's not  
a word, it's a guy! That's  
cheating!

VERONICA

Okay. Would you like to try the  
word "buzz"?

The class laughs at Billy. He starts crying and runs out.

BILLY

(yelling)

I hate cursive, and I hate all of  
you. I'm never coming back to  
school! Never! \*

53B INT. BEDROOM - MORNING

53B

Billy is lying in bed. Juanita removes a thermometer from  
his mouth and reads it.

BILLY

(dramatically)

I swear to God I'm sick.

JUANITA

If you're staying in bed all day,  
I'm coming in with you.

BILLY

All right, I'll go to school.

53C INT. THIRD-GRADE CLASSROOM - DAY

53C

The teacher hasn't arrived yet. Kids are laughing and  
talking, and in front, a kid with fiery red hair, PETEY  
O'DOYLE, is stuffing another kid into a garbage can. Billy  
sees this from his desk.

O'DOYLE

O'Doyle rules.

BILLY

(to Ernie)

What's going on?

CONTINUED

53C CONTINUED

53C

ERNIE

Teacher missing.

The principal, MAX ANDERSON, enters. He is a pudgy, bespectacled, unthreatening-looking man.

MAX

Please take your seats.

BILLY

Who's that?

ERNIE

Principal Anderson. \*

MAX

As you can see, Miss Vaughn is not feeling well today, so I'll be taking her place. But don't get your hopes up, because I plan on teaching, and I hope you plan on learning. Now, who can tell me where we are in your social studies book?...Excuse me, Michael, what is that in your hand? Bring that note to me.

BILLY AND KIDS

Ooooo....

The child hands Max the note.

MAX

Let's see what couldn't wait till after class.

(reading)

'We're so lucky to have Principal Anderson substituting.'

(smiles)

'Now we have the privilege of staring at his fat ass all day long. That tub of lard gets out of breath just waving good-bye to his mother. If I were him, I would walk my fat ass right into some oncoming traffic.'

(closing note)

As I was saying, what page are we on in the social studies book?

53D EXT. POOLSIDE -- DAY

53D

Jack and Frank relaxing by the pool. Suddenly....

CONTINUED

53D CONTINUED

53D

FRANK

Oh, man, Billy, I just thought of  
the funniest thing! Billy!  
Where's Billy?

JACK

He's in school, man.

FRANK

Oh, yeah. I miss Billy.

53E INT. THIRD-GRADE CLASSROOM - DAY

53E

Billy opens his tiny desk and sees a pile of Valentine envelopes. He opens one. It reads: "Be my Valentine, Billy. Love, Jennifer." He looks up and JENNIFER, a Third-Grader, is staring at him dreamily. Billy opens another one; it is a Valentine that reads: "Be mine. Susan". He looks up and SUSAN, another Third-Grader, is staring at him dreamily. Billy opens another one; it is a Valentine that reads: "I want you, Billy. Principal Anderson". Billy looks up and Max is staring at him amorously.

Billy looks down. The card continues "P.S. I'm horny".  
Billy looks up and Max is slowly nodding.

53F INT. KITCHEN - DAY

53F

Billy and Ernie eat a wide array of snacks.

BILLY

You know, I don't want to sound  
like a weirdo, but I kind of  
missed Miss Vaughn today.

ERNIE

Why, do you like her or something?

BILLY

No. Why, did she say she liked  
me?

ERNIE

Not to me.

BILLY

Well, let's find out. Hand me  
that phone. \*

CUT TO:

Ernie on phone. Billy is standing eagerly nearby.

CONTINUED

53F CONTINUED

53F

ERNIE

Hello, is this Miss Vaughn?...It's Ernie from class...Fine. How are you feeling? That's good....

BILLY

(whispering)

Ask her if she has a boyfriend.

ERNIE

Hey, Miss Vaughn, do you have a boyfriend?...

(to Billy)

No.

BILLY

Ask her if she likes anybody from class like, more than a friend?

ERNIE

And, do you, um, like anybody in class, like, more than a friend...uh-huh...uh-huh.

Ernie shakes his head no. Billy's getting excited. \*

BILLY

Ask her if she would ever go out with anybody from class.

ERNIE

No.

BILLY

(urgently)

Ya killing me, man. \*

ERNIE

Miss Vaughn, would you ever go out with anybody from class?...Uh-huh...uh-huh....

Billy, unable to control himself, runs over and picks up the extention.

VERONICA (V.O.)

So you see Ernie, I'm a grown-up. And grown-ups like to go out with other grown-ups. Not people who look like grown-ups, but act like they're five years old.

ERNIE

Yeah.

CONTINUED

53F CONTINUED (2)

53F

VERONICA

Something for both you guys to think about. Bye-bye.

Click.

BILLY

How'd she know I was on the phone?

ERNIE

She heard you wheezing with excitement.

54 INT. SCHOOL BUS - MOVING - DAY

54

The third grade is going on a field trip. A fat BUS DRIVER with bushy sideburns, is at the wheel. Veronica is in the front seat, reading. Two Third-Graders, DAN and Kyle, are having a conversation. Ernie listens in.

KYLE

I dare you to throw your sandwich at the bus driver.

DAN

No way, man.

KYLE

What, are you afraid of getting in trouble?

DAN

No, I'm afraid that if I throw my sandwich, I won't have anything to eat, crapwads.

Ernie turns to Billy, who is sitting next to him. Billy is munching on a sandwich from his huge lunch bag, looking out the window, excited about the trip.

ERNIE

Billy, can I have some sandwiches?

BILLY

Sure!

Ernie takes two, and leans back to Dan.

ERNIE

Hey, I've got two sandwiches here -- you can take your pick. I've got roast beef, or perhaps you'd prefer the...chicken.

CONTINUED

54 CONTINUED

54

Dan frowns grimly, then suddenly grabs a sandwich and throws it at the Bus Driver, striking him in the back of the head.

Hey!

BUS DRIVER

CONTINUED



54 CONTINUED (2)

54

VERONICA

Who threw that?

BUS DRIVER

I'll turn this damn bus around;  
that'll end your precious field  
trip pretty damn quick, eh?

BILLY

(to Dan)

Hey, I'm trying to score points  
with the teacher today. Don't  
screw it up. \*

DAN

I dare you to touch her boobs. \*

BILLY

Touch her boobs? That's assault,  
brother.

(pause)

You double dare me?

Dan nods yes. Billy gets up and walks to the front of the  
bus.

BILLY

(to Veronica)

How much longer till we get there?  
I have to go to the bathroom.

VERONICA

About ten minutes.

As the bus makes a turn, Billy "stumbles" onto Veronica's  
lap, nicking her breast with the back of his hand in the  
process.

BILLY

Oh, jeez, sorry about that, Miss  
Vaughan. Guy drives like an  
animal.

BUS DRIVER

Huh?

Billy manages to stand up.

VERONICA

That's all right, Billy. Why  
don't you go back to your seat  
now:....

BILLY

Okay.

CONTINUED

54 CONTINUED (2)

54

VERONICA

I double dare you.

BILLY

(stammering)

But I...accident...no  
daring...mistake...falling...  
tit....

VERONICA

Go sit down now.

BILLY

Yes.

55 OMITTED

55

55A EXT. COLONIAL VILLAGE - DAY

55A

A TOUR GUIDE in early-American garb, leads the third grade  
on a tour of a colonial era house. Billy and Veronica walk  
together at the back of the group.

TOUR GUIDE

What is a horseshoe? What does  
a horseshoe do? Are there  
horsesocks? Is anyone listening  
to me?

The Tour Guide drones on.

BILLY

I can't believe you could hear us  
from the front of the bus.  
Anyways, I'm sorry about what  
happened. I've been trying hard  
to be good lately.

VERONICA

Well, you're not the first kid  
I've had who got a dare like that.  
I try not to hold you to a higher  
standard than the rest of the  
kids, although maybe I should --  
you are, what, forty?

BILLY

Thirty-eight. It's just that the  
kids kind of all look up to me,  
and I didn't want them to think  
I was a big coward.

CONTINUED

55A CONTINUED

55A

VERONICA

Well, what do you care? Today's  
your last day in third grade.  
Next week you'll have another  
bunch of kids to impress, another  
teacher to annoy.

BILLY

I don't want to annoy another  
teacher, I want to annoy you.

Kyle runs up with Dan.

KYLE

Miss Vaughan! All our lunches are  
missing!

DAN

Somebody must have snuck on the  
bus and took them.

VERONICA

Who would steal thirty bagged  
lunches?

QUICK INSERT: EXT. PARKING LOT - DAY

The Bus Driver hides behind a building surrounded by paper  
bags and lunch pails, noisily gobbling sandwiches.

BACK TO SCENE

TOUR GUIDE

I'll tell you what got to those  
lunches -- the sasquatch.

Veronica shakes her head.

VERONICA

Well that's it. I guess we'll  
have to head back to school.  
Everybody get back on the bus.

The kids start filing towards the parking lot. Billy  
spots Ernie off by himself, facing the wall. \*

BILLY

(to Veronica)

Hang on a sec. I'll be right  
back.

Billy walks over to Ernie.

CONTINUED

55A CONTINUED (2)

55A

BILLY  
Hey, Ernie, what's up?

ERNIE  
Nothin'.

BILLY  
You falling in love with this wall? \*

ERNIE  
(whispering)  
I had an accident.

BILLY  
Uh-oh. There it is. Oh, jeez.  
(pause)  
Sit tight for a minute, buddy.

Billy walks over to a water fountain. Veronica watches him closely as he furtively splashes water onto his crotch. Billy walks over towards Veronica, and Kyle notices the stain on Billy's pants.

KYLE  
Hey, look everybody. Billy peed his pants.

The Third-Graders stare at Billy in stunned silence.

BILLY  
Of course I peed my pants.  
Everybody my age pees their pants.  
It's the coolest.

KYLE  
Really?

BILLY  
Sure. You ain't cool unless you pee your pants.

DAN  
Wow.

Ernie slowly turns around. Kyle notices the stain on Ernie's pants.

KYLE  
(impressed)  
Hey, man, Ernie peed his pants too!

Ernie nods. Kyle gives Ernie a high-five.

CONTINUED

55A CONTINUED (3)

55A

KYLE

All right!

The kids slap Ernie on the back. Veronica smiles at Billy.

TOUR GUIDE

If peeing your pants is cool,  
consider me Miles Davis.

56 EXT. PARKING LOT - DAY

56

The class is leaving the Colonial Village. First, we see some little girls. They are followed by the boys, who come out all fired up, high-fiving, excited. We see why: all the boys' pants are wet in the front. The Bus Driver and Billy walk as Veronica rounds up the stragglers.

BUS DRIVER

That Veronica Vaughan is some piece of ass. I can tell you from experience, dude, if you know what I mean.

BILLY

No, you can't.

BUS DRIVER

Well, I mean, not me personally, but a guy I know, him and her got it on. Hooowee!

BILLY

No, they didn't.

BUS DRIVER

Well, just imagine what it would be like if it did happen, right?  
(pause)

Hey, can I come to your party?

BILLY

No.

BUS DRIVER

Alright.

57 EXT. MANSION LAWN - DAY

57

Another graduation party is in full swing. A hundred First, Second and Third-Graders romp around gaily. A rock group churns out an overly dramatic ballad. \*

CONTINUED

57 CONTINUED

57

## ROCK SINGER

Billy passed the third grade,  
and everything's goin' his waaaay,  
Oh, passing third grade,  
It's Billy Madison's Daaaay.

\*

Ernie plays tetherball with Pete. Maids twirl jumprope  
for little girls. Miss Lippy sits under a tree with Frank,  
drinking beer.

\*

CONTINUED

57 CONTINUED (2)

57

FRANK

You drinking?

MISS LIPPY

Uh, yeah. Mr. Anderson is watching the kids.

FRANK

I'm wasted. You wasted?

MISS LIPPY

I've got a little buzz.

FRANK

Well, I'm wasted. Are you gonna get wasted?

MISS LIPPY

I think I'll just buzz for a while.

FRANK

And then get wasted, right?

MISS LIPPY

Yeah, I guess so.

FRANK

Great.

Billy trots over to Jack, who is smiling insanely as he mercilessly sprays a giggling Second-Grader at close range with a garden hose. Billy grabs the hose.

Billy notices Veronica in the distance, walking up the driveway, holding a present and looking sheepish.

BILLY AND JACK

(together)

Flizoo!

BILLY

(pointing at  
Veronica)

Look! She came!

JACK

(pointing the  
other way)

Look! She came too!!

It is the Attractive Lady from first grade. She is squatting down, wiping Scotty's nose with a tissue. She notices Billy's stare, and erotically wipes the tissue down

CONTINUED

57 CONTINUED (3)

57

her neck to her ample chest. Billy looks back at Veronica, then back at the Attractive Lady, who is now seductively wiping the tissue around her face.

BILLY

(to Jack)

The mucus queen is yours. \*

Billy runs to Veronica. She presents the gift to Billy, who shakes it dramatically before tearing it open. Somewhere in the piles of decoy newspaper, he finds a bunch of Snack Packs.

BILLY

Snack Packs! That's so cool.

58 EXT. POOL - DAY

58

Carl and Eric watch Billy as they munch hot-dogs.

CARL

You know, Billy was just a little spoiled, but his father has him on the right track now.

ERIC

(mouth full of  
hot dogs)

He's on track, all right -- and headed straight down the toilet.

Eric cackles wildly, choking briefly on a half-chewed hot dog fragment. Carl slaps him on the back.

CARL

Easy! So you still don't think he's going to make it.

ERIC

(directly to  
Carl)

Carl, baby, trust me -- I know he's not going to make it.

Eric chuckles. Carl, looking worried, gets up and walks away.

ERIC

Who will help me destroy Billy Madison? Who?

CUT TO:

CONTINUED



58 CONTINUED

58

Frank, a giant cheeseburger on his head, leading a parade of kids.

CUT TO:

Eric shaking his head.

CUT TO:

Max, slow motion, splashing around in shallow section of pool.

CUT TO:

Eric grinning maniacally.

59 EXT. MANSION LAWN - TWILIGHT

59

The crowd has thinned out. Parents in station wagons and mini-vans pick up stragglers. The place is a mess, but the Gardeners, the Maid and some HELPERS, led by Juanita, have begun the cleanup. Billy and Veronica walk slowly through the rubble.

VERONICA

That was really sweet the way you helped Ernie out of that mess yesterday. He's usually kind of on his own.

BILLY

He would have done the same for me.

VERONICA

So what's it like being back in school? \*

BILLY

I dunno. I kind of feel like an idiot sometimes. Although I am an idiot, so it kind of works out. \*

Billy and Veronica walk around the side of the house.

VERONICA

Is it just you and your dad in there?

CONTINUED

59 CONTINUED

59

BILLY

Not really. I mean, there's Juanita and maids and butlers and stuff, and people who work for my father are always over, and my friends stay over even when I don't ask them to.

VERONICA

Sounds like a hotel.

BILLY

It kind of is; it can be distracting. That's why I moved out here.

Billy points to a swank-looking sheik's tent pitched in the huge backyard.

60 INT. TENT - TWILIGHT

60

It's a fancy tent filled with all the high tech amenities of home. It is decorated with the table of elements, a picture of Shakespeare, various sheets with mathematical formulas on them, etc. and dominated by a huge poster of Albert Einstein. Books and papers are everywhere. Fascinated, Veronica pokes around.

BILLY

This is where I've been spending all my time lately.

Veronica opens the door to the porta-potty bathroom in the corner, which is covered with Playboy centerfolds. Billy rushes over and shuts the door.

BILLY

Those come with the tent.

Veronica continues to poke around, picking up a book.

VERONICA

"Anna Karenina?" I don't think we're up to that one yet.

BILLY

I can understand nine words in that book now.

VERONICA

So, it's the last day of third grade and you've got the teacher alone in your tent. What do you wanna do?

CONTINUED

BILLY

(muttering)

I can think of three things I wanna do; one would involve some butter and, uh, a mailbox, two would require you to wear a traditional Haitian voodoo dress, and three would require some more butter, and uh, the mailbox again.

Veronica touches Billy's cheek. There is a rustle at the tent flap.

CARL (O.S.)

Billy? Bill, are you in there?

BILLY

(Spanish  
accent)

Me clean-up tent. Billy no here.

(to Veronica)

It's Carl. He works for my father.

(accent)

Billy far away. He no here for long time, he....

WIDEN SHOT to reveal that Carl has entered and is standing right next to Billy.

BILLY

Carl, this is Veronica, my teacher. Veronica, Carl.

Carl and Veronica shake hands.

CARL

Pleased to meet you. Bill, I think Eric is up to something.

VERONICA

Who's Eric?

BILLY

He works for my father, too. He gets the business if I screw up. He's a douche bag.

CARL

He made some menacing comments earlier today, then he did that little weasel laugh he does -- you know, "heh, heh, heh." I'm sure he has something up his sleeve.

CONTINUED

60 CONTINUED (2)

60

BILLY

Okay Carl, keep your eyes open. There's really nothing I can do except to wait for him to make his move. Thanks, buddy.

CARL

I'll get right on it. Oh, and one more thing.

BILLY

What?

CARL

I'm horny.

60A EXT. MAX'S HOUSE - NIGHT

60A

A silver Ferrari pulls up in front of a modest house. Eric gets out and walks to the front steps. Max is visible through the living room window -- he has big stereo headphones on, and is gyrating wildly to the music. Eric sneers in disgust and raps on the window.

ERIC

Hello? Hello?

Max, stunned and flustered, throws the headphones off and shuts the blinds. After a few seconds, he appears at the door, cool and collected.

MAX

Can I help you?

ERIC

My name is Eric Gordon, senior vice president of Madison Hotels. \*

MAX

What, did I win a free vacation or something?

Max guffaws goofily.

ERIC

In a manner of speaking, yes, you did. I'm going to level with you. It is in my interest that Billy Madison not succeed in what he's trying to do, and I want your help.

CONTINUED

60A CONTINUED

60A

MAX

What the hell are you talking about? I'd never betray my principles as an educator!

\*

ERIC

For your assistance, I will give you a million dollars, that car parked over there, and a free hotel room whenever and wherever you want one. How's that sound?

MAX

How's that sound? You must have rocks in your head! You better get your butt off my property before I call Smokey Bear and have you arrested! Scram!

\*

\*

ERIC

You just screwed with the wrong guy, pal. Billy Madison will fail!

\*

Eric stalks off.

MAX

You suck! You suck!  
(to himself)  
That guy sucks.

BEGIN MUSICAL MONTAGE:

QUICK INSERT: Eric angrily moves Billy cut-out to Fourth Grade.

\*

61 INT. FOURTH-GRADE CLASSROOM - DAY

61

Closeup on a piece of notebook paper. Pan down to reveal what is written on it, a phrase at a time: "HATE FOURTH GRADE", "MISS THIRD GRADE", "FOURTH GRADE TEACHER = UGLY, VERONICA = PRETTY", "WANT TO TAKE NAP", "WANT TO KICK FOURTH GRADE TEACHER IN HEAD", "REMEMBER TO WEAR STEEL-TIPPED BOOTS TOMORROW". Pull back to reveal it is Billy writing in his notebook, while the FOURTH-GRADE TEACHER lectures the class.

CUT TO:

QUICK INSERT

Eric moves slightly-defaced Billy cut-out to Fifth Grade.

62 EXT. PLAYGROUND - DAY 62

Billy is in gym class, playing basketball. Billy grabs the ball roughly from a short, nervous-looking FIFTH-GRADER, scores immediately, and gets right in the Fifth-Grader's face.

CUT TO:

QUICK INSERT

Eric moves defaced Billy cut-out to Sixth Grade.

63 INT. SIXTH-GRADE CLASSROOM - DAY 63

The school nurse is checking a line of Sixth-Graders for head lice. Billy furtively dumps a cup full of rice on his head. Billy reaches the front of the line, and the school nurse is permanently traumatized.

CUT TO:

64 INT. ERIC'S OFFICE - DAY 64

Eric is seated at his desk in his office looking at some blueprints with an ARCHITECT. They read "GORDON HOTELS - CHAIRMAN'S OFFICE". Eric writes "STATUE OF ME" in the middle of the planned office. The Architect looks at Eric quizzically, so Eric points to the nude statue of himself in the corner. Eric then picks up the phone, listens, slams it down and moves the severely-defaced Billy cut-out to Seventh Grade.

65 INT. BILLY'S TENT - NIGHT 65

Billy is studying. He pulls out an 8x10 photo of Veronica and kisses her likeness gently on the cheek. He pauses, then begins making out with the picture.

65A INT. ERIC'S OFFICE - DAY 65A

Eric moves Billy cut-out to Eighth Grade.

MUSIC FADES - MONTAGE ENDS

66 INT. ELEMENTARY SCHOOL CAFETERIA - DAY 66

Billy is at a table full of his elementary school friends.

ERNIE

Hey, Billy, you wanna play soccer with us after school?

CONTINUED

66 CONTINUED

66

Billy attacks one of the five Sloppy Joes on his plate, greasy chop meat dribbling down his shirt.

BILLY

Man, I wish I could, but I got my final exam Friday. I'll play next week.

DAN

You'll be in ninth grade next week.

KYLE

Yeah, high school.

BILLY

(excited)

Holy jeez, that's right!

Billy wipes his nose, getting chop meat all over his face.

ERNIE

You're not gonna wanna hang around with a bunch of dumb elementary school kids like us anymore.

BILLY

Sure I will. I'll come back here all the time.

DAN

Yeah...to see your girlfriend.

In unison, the kids make an "ooooo" noise.

BILLY

At least I got a girlfriend -- not like Big Daddy over there.

Billy points to the first-grader who refused to surrender his Snack Pack, eating nearby.

BILLY

You got a girlfriend?

The first-grader shakes his head no.

BILLY

You ever have a girlfriend?

The first-grader shakes his head no.

BILLY

Do you want a girlfriend?

The first-grader nods yes.

CONTINUED

66 CONTINUED (2)

66

BILLY

I'll be your girlfriend.

The first-grader shakes his head no.

Suddenly, the shadow of the Lunch Lady falls over the table.

The Lunch Lady is a brutal woman of about 55. Six-foot tall, 200 pounds, with jet-black hair (in a hair net) and minimal teeth.

LUNCH LADY

Here, have some more Sloppy Joes.

The Lunch Lady dumps five more mashed-up Sloppy Joes on Billy's tray.

LUNCH LADY

Heh-heh. I made 'em extra sloppy for ya. I know hows you kids likes 'em sloppy. Heh-heh.

BILLY

I'm gonna miss you guys.

67 EXT. POOL - DAY

67

Another mansion party is in full swing -- 150 kids are running around screaming. Two jet skis are racing around in the pool. Max Anderson tries in vain to mount an inflatable lobster raft, only to be buffeted by Jet Ski waves. The butler goes down a Slip and Slide. Juanita, Jack, Frank and some Eighth-Graders play "Spin the Bottle." Juanita wins, and chases a Third-Grader around the pool. \*

68 INT. KITCHEN - DAY

68

Eric watches the scene through the sliding glass door of the kitchen. Max enters in goofy swim trunks, sopping wet.

MAX

Excuse me, do you know where the bathroom -- Hey, it's you!

ERIC

Hey, it's me! Second door to the right.

Max shuffles off in that direction.

CONTINUED



68 CONTINUED

68

ERIC  
Hey, Tubby, how about a little  
bathroom reading? I have the  
August 1983 issue of Wrestling  
World here.

CONTINUED

68 CONTINUED (2)

68

Eric picks up a magazine off the kitchen counter and waves it. Max stops dead in his tracks and slowly turns around.

ERIC

There's a great article in here about a wrestler called the Revolting Blob. Gee, you know something -- he kind of looks like-somebody I know. Hmm....

MAX

Where did you get that?

ERIC

Oh, I have a subscription...

(reading)

Gee, this Revolting Blob was kind of a bad guy. He threw one opponent out of the ring and hit a bunch of senior citizens. One night he cut off all of Ironman McGee's hair -- and smoked it. Boy, this wacko looks familiar....

MAX

(panicky)

What the hell do I care about some stupid, phony wrestler guy....

ERIC

(lowering the magazine)

My God: in June of 1983 he sat on some guy's head and killed him.

MAX

It was just a stunt! He was supposed to pinch my leg if he was short of breath!

ERIC

With this guy so busy sitting on people's heads and everything, I wonder when he found time to get his teaching degree....

MAX

You can't do this to me. Those kids are my whole world.

ERIC

So you wouldn't want anything to happen that would make them think less of you, right? Max, are you ready to cooperate with me?

CONTINUED

68 CONTINUED (3)

68

Max hesitates, then slowly nods his head.

ERIC

Then Madison Hotels is as good as mine!

\*

69 EXT. KNIBB HIGH SCHOOL - MORNING

69

An odd assortment of HIGH-SCHOOLERS -- potheads, preppies, jocks -- mills around the front of the high school. An orange 1979 Camaro rolls slowly into the parking lot, Cheap Trick's "Dream Police" blaring through the open windows. A lot of the high-schoolers laugh or roll their eyes. The Camaro stops, and Billy gets out, the stereo still blaring.

Billy, wearing a denim jacket over an "REO Speedwagon" T-shirt, proudly leans back against the car and begins "hanging out." Now all the high-schoolers are snickering and jeering. Billy looks shocked and hurt; a bell rings, and everyone begins shuffling inside. Billy turns off the stereo.

70 INT. HIGH SCHOOL HALLWAY - DAY

70

The crowds in the hallway are rapidly dispersing as high-schoolers enter classrooms before the next bell rings. Billy is carrying about ten heavy textbooks as he searches for his locker. His "heys" to passing students go unacknowledged. He approaches a group of POTHEADS.

BILLY

Hey, fellas, you got any idea where locker 1125 would be?

POTHEAD

Yeah, man...hey. You're the dude with all that loot, right?

BILLY

Yeah, that's me. Locker 1125, anybody?

POTHEAD

(pointing)

Yeah, man, it's right on the other side of that thing....

Another Pothead knocks Billy's armload of books to the floor. The Potheads laugh and wander away.

71 INT. CHEMISTRY LAB - DAY

71

The chemistry teacher, MR. OBLASKI, is lecturing his class.  
Billy is sitting near the back.

CONTINUED

71 CONTINUED

71

OBLASKI

So, chlorophyll chemically alters  
air molecules, causing....

BILLY

Chlorophyll? More like  
BORE-O-phyll!

Billy cracks himself up. No one else even smiles. The kid  
sitting next to him gets up and moves away.

CUT TO:

72 INT. HIGH SCHOOL CAFETERIA - DAY

72

Billy sits by himself, staring in horror at the sheaf of  
papers spread before him. It is homework -- molecular  
diagramming, calculus equations, text in Spanish, a passage  
from Paradise Lost. A huge, red-haired NINTH-GRADE O'DOYLE  
walks by, casually dumping a bowl of vanilla pudding on  
Billy's head as he passes.

BILLY

How's it going, O'Doyle? Thanks.  
Thank you. Catch you later.

Two losers take a seat across from Billy. One, ROD, wears  
a velour shirt and dark blue, unwashed Wranglers; the  
other, PAUL, looks like John Turturro in a stiff white  
Oxford and corduroys.

ROD

(to Billy)

Wait 'til they start with the  
wedgies.

PAUL

Yeah, you oughta start cutting  
your underwear before you get to  
school so it rips easier.

BILLY

Thanks. Who are you?

ROD

We're the guys everybody used to  
pick on before you started here.

BILLY

They're not picking on me ---  
they're just giving me a hard time  
'cause I'm the new guy. It's  
just-a little first-day hazing.

CONTINUED

72 CONTINUED

72

PAUL

What are you, in, like, a loser denial or something? \*

ROD

I had a bad case of loser denial myself -- until the lacrosse team stuck a parking cone up my ass at the pep rally.

BILLY

Loser? Hey, I'm no loser. I was the king of this high school, man: a hundred friends, a million parties, a different girl every night. You guys are losers, not me.

Billy gets up and leaves. Rod and Paul shake their heads. Ninth-Grader O'Doyle trips Billy, who hits the ground hard.

BILLY

(getting up)  
Sorry. My mistake.

Billy exits.

73 INT. THIRD-GRADE CLASSROOM - DAY

73

Veronica is with her class when there is a knock at the door.

VERONICA

And that's what a prime number is.

Billy enters. The Third-Graders go nuts.

BILLY

I have study hall fourth period, so I shot down here to say hello.

KYLE

How do you like high school, Billy?

BILLY

(fake smile)

It's great! I'm learning so much, and everybody's so nice, it's just great.

ERNIE

I can't wait till I go to high school.

CONTINUED

73 CONTINUED

73

Billy grabs Ernie by the shoulders and shakes him.

BILLY

(too serious)

Don't you say that! Don't you ever say that! Stay here -- stay here as long as you can. For the love of God, cherish it!

VERONICA

Dan, why don't you try reading out loud for a minute?

Dan begins reading aloud as Veronica leads Billy out.

74 INT. ELEMENTARY SCHOOL HALLWAY - DAY

74

Dan can still be heard inside as Billy and Veronica talk quietly in the hall.

BILLY

I don't understand it. Ten years ago, high school was the greatest. I had so much fun.

VERONICA

Well, you had a little too much fun, or you wouldn't have to do it again.

BILLY

I know, and I'm trying, but the classes are so hard. And everybody's so nasty to me, it's incredible. They treat me like I'm a goof.

VERONICA

Concentrate on the academics. That's what you're there for. Eight more weeks and you're all set.

BILLY

Good idea. You're so smart.

Billy kisses Veronica noisily on the cheek, then heads down the hall.

BILLY

Gotta run!

CONTINUED

74 CONTINUED

74

VERONICA

Billy, wait! It doesn't feel so great to be called a loser, does it?

BILLY

Not at all. Why?

VERONICA

I was just thinking that maybe the first time you were in high school, you weren't as nice as you could have been to some kids who you thought were "losers."

BILLY

I hear what you're saying. So smart!

Billy runs off.

75 INT. BEDROOM - NIGHT

75

Billy has a telephone book open on his bed and is dialing a number.

INTERCUT PHONE CONVERSATION

76 INT. MC GRATH'S APARTMENT - NIGHT

76

A seedy apartment. A phone is ringing. MC GRATH, a gangly, balding guy of about 28, is sitting on his bed. He answers the phone.

MC GRATH

Hello?

BILLY

Yeah, is this Danny McGrath?

MC GRATH

Yeah.

BILLY

The Danny McGrath who graduated from Knibb High School in 1984?

MC GRATH

Uh, yeah. Who's this?

CONTINUED



76 CONTINUED

76

BILLY

This is Billy Madison. I'm not sure if you remember me, but I went to high school with you. I kind of gave you a hard time back then, and did some things that I thought were funny at the time, but that now I realize were just mean and stupid. So I'd like to apologize, and hope you forgive me.

MC GRATH

Um, sure. Don't worry about it, no problem.

BILLY

Wow, great. Well, I'm sorry, and maybe we can get together and have a few beers some time.

MC GRATH

Sure, I'd like that.

BILLY

Well, I'll see ya around.

MC GRATH

Okay, 'bye.

Billy hangs up the phone, and lays back on his bed, satisfied.

McGrath hangs up and leans over to a piece of paper taped to the wall. On the paper is a list headed "PEOPLE TO KILL", followed by a dozen names. About halfway down the list, McGrath finds the name "Billy Madison" and crosses it out. Then he puts on some lipstick and lies down.

77 EXT. HIGH SCHOOL - DAY

77

Billy approaches Rod and Paul.

BILLY

Hey, fellas. What's shakin'?

ROD AND PAUL

(together)

Uh, nothing. We gotta go.

BILLY

Hold on a second. I'm sorry I said you guys were losers.

\*

CONTINUED

77 CONTINUED

77

ROD

We are.

BILLY

No you're not. Anyways, I want you to come over and hang out with me and some of my friends tonight.

PAUL

Wow. The Madison mansion.

ROD

But...Uh...I don't know. We don't know any of your friends.

BILLY

Come on, it'll be a blast. If you say no, I'm gonna have to invite two different losers.

ROD

I guess we oughta come then.

BILLY

And bring some girls.

(a beat)

Just kidding.

78 EXT. MANSION SIDE LAWN - LATE AFTERNOON

78

Frank, Jack, Rod and Paul watch as Billy drives a golf cart blindfolded. He steers towards a set of huge bowling pins. He CRASHES into the pins, sending them scattering.

FRANK

He'll never pick up that 7-10 split.

JACK

I think if he gets the cart sideways he can.

Some GROUNDKEEPERS pull the fallen pins from the melee, clearing the way for Billy's second run. Brian appears on the patio.

BRIAN

Billy! I'm back!

Billy hops out of the cart and walks toward his dad. Frank and Jack turn their attention to Rod and Paul.

CONTINUED

78 CONTINUED

78

JACK

So...You're Billy's new "high school" friends.

ROD

I guess so, yeah.

FRANK

We've been hanging out with Billy a long time, you know.

PAUL

That's uh, great.

JACK

(threatened)

We're real close, the three of us. We've seen other friends of Billy's come and go, but we've always been real tight with him.

FRANK

"The Three Musketeers."

Paul and Rod look at each other, nervous.

79 EXT. BACK PATIO - LATE AFTERNOON

79

Brian greets Billy by the back door.

BILLY

Dad, you're back early!

BRIAN

I missed ya, kid. How's high school? Things going good?

BILLY

Things are going great. Look, my new friends are hanging out with my old friends.

Billy waves to the guys.

80 EXT. MANSION LAWN - NIGHT

80

The guys wave back, Jack and Frank having grabbed Rod and Paul, respectively, by their throats.

FRANK

Does Billy call you assholes every day?

\*

CONTINUED

80 CONTINUED

80

PAUL

No.

JACK

(confrontational)

Oh, he calls us every day. Never misses a day. It's like every time I pick up the phone, it's Billy.

FRANK

Damn straight, every damn time.

BILLY

(from patio)

Come on inside, guys! My favorite show is on!

81 INT. DEN - NIGHT

81

Later that night, Billy, Brian, Jack, Frank, Paul and Rod are seated in the den, watching TV and eating pizza.

SITCOM MAN (O.S.)

So Mom found my stepladder, we got Elmo back from the circus, and we all learned a little lesson about responsibility. Looks to me like everything's back to normal!

Finally we see the TV. A SITCOM DOG stares at the camera.

SITCOM DOG (ON TV)

Speak for yourself, moron!

FREEZE FRAME: SITCOM CREDITS. Jack and Frank are doubled up with laughter. A NEWSMAN'S VOICE is heard from the TV.

NEWSMAN (O.S.)

Next, on News Nine -- A shocking story of power and corruption involving a hotel tycoon: how his twenty-seven-year-old millionaire son cheated his way through elementary school. Stay tuned!

BRIAN

What the hell?

FRANK

Maybe it's somebody else...

Everyone looks at Frank like he's an idiot.

CONTINUED

81 CONTINUED

81

ON TELEVISION - INT. ELEMENTARY SCHOOL HALLWAY - DAY

A podium set up in the hallway. The sound of cameras clicking furiously is heard as Max gives a speech.

MAX

Hello? My name is Max Anderson, and I am the principal at Polly Fector Elementary School. Recently, a young man named William Madison was enrolled there. During that time, Mr. Madison was disruptive and, on top of that, he drove his car on the lawn, and ruined the grass. He also hit me with a two-by-four in the face and was not deserving of promotion. The only reason he passed was that he offered me a bribe of \$5,000, which I regrettably accepted.

(looking up)

I'm sorry, Billy.

Max, shaken, descends quickly from the podium...

NEWSMAN (O.S.)

That was Principal Max Anderson ---

BACK TO SCENE

Everyone in the living room is stunned and silent.

BILLY

Dad, he's lying.

BRIAN

Billy, you made a fool out of me. And you broke my heart.

BILLY

Dad, come on, I....

BRIAN

You're embarrassing both of us, Billy. This was a mistake from the beginning.

Eric pokes his head in the door.

ERIC

Brian, I just brought some interim forecasts for... Hey, why's everybody so glum?

CONTINUED

81 CONTINUED (2)

81

BILLY

You seriously don't believe me,  
Dad?

BRIAN

Right. I seriously don't believe  
you. Deal's off. The company  
goes to Eric.

ERIC

Wow. Good news for me.

Brian and Eric walk out of the room.

BILLY

I can't believe this is happening  
right now.

JACK

So, uh, you wanna go golfing  
tomorrow?

A Snapple bottle goes flying at Jack from Billy's  
direction, narrowly missing him. Jack and Frank scurry  
out.

ROD

What are you gonna do? You gonna  
come to class on Monday?

BILLY

Wouldn't make much sense, would  
it?

PAUL

Guess not. See you later.

Rod and Paul stand up, walk away.

BILLY

(muttering)

Stupid idea in the first place....

Juanita walks in from another door and sits down next to  
Billy. Billy puts his head on her shoulder and begins  
singing emotionally.

BILLY

(singing)

Back to school, back school, to prove...  
to Dad...that I'm not...a...fool.

82 INT. BEDROOM - MORNING 82

Billy is wide awake in his bedroom. The clock ticks from 6:29 to 6:30 and the alarm goes off. Billy reaches over and turns it off.

83 INT. BEDROOM - AFTERNOON 83

Billy is still wide awake. The clock reads 12:38. He sits up, holds his head in his hands for a few seconds, then stands up and walks out of the room.

84 EXT. POOLSIDE - MORNING 84

Jack lounges in a lawn chair as Frank urinates on a poolside tree. Billy walks up to the pool with a carton of O.J. and dangles his feet in the water. Frank finishes peeing and walks over.

FRANK

Yo, I'm sorry, but I really had to.

BILLY

Forget about it, Whizzy. \*

JACK

To hell with that orange juice shit. Here, have a brew.

Jack throws Billy a beer, which he catches and opens. Billy takes a long slug.

FRANK

Bill, that's too bad about what happened with the school thing, but it might be a blessing in disguise.

JACK

Yeah, it sounds to me like that hotel stuff was just a lot of work: you know, like meetings, and faxes, and charts and stuff.

FRANK

I hate charts.

JACK

We really missed you. Hanging out's no fun without Billy.

CONTINUED

84 CONTINUED

84

FRANK

Like, even the menus at fast-food places are kind of like charts, and when I look at them, I'm like, too much.

Billy looks off into the distance, then downs his beer.

BILLY

Boys, I do believe I need another.

BEGIN musical montage

84A EXT. TENT - DAY

84A

Billy, with difficulty, rolls a keg into the tent. Stay on tent. Billy comes out staggering, easily carrying the empty keg in one hand.

CUT TO:

85 INT. BILLY'S BEDROOM - DAY

85

Billy, passed out in bed, is being shaken vigorously by Juanita, to no avail.

CUT TO:

86 OMITTED

86

87 EXT. NIGHTCLUB - NIGHT

87

Billy, Jack and Frank get out of the Mustang convertible in front of a trendy nightspot. Billy tosses the keys to the PARKING VALET, but deliberately short, so the Valet has to dive for them. The Valet stumbles and falls; Billy, Jack and Frank laugh derisively.

CUT TO:

88 OMITTED

88

89 EXT. MANSION - DAY

89

Billy in the driveway, spray-painting Eric's silver Ferrari pink. Eric comes out of the mansion, sees Billy, is momentarily furious, but then just smiles and shrugs.

CUT TO:



89A INT. TENT - NIGHT 89A

Billy is laying on the floor. He spies a picture of Veronica, and shoos it away.

90 INT. KITCHEN - NIGHT 90

Billy, smoking a cigar, playing poker with the Cook, the butler and Pete. The Maid brings in a large tray of "pigs in a blanket." For no reason, Billy grabs the tray and throws the pigs in the air, laughing uncontrollably, then begins to sob. Billy crawls under the table sucking his thumb.

CUT TO:

END MUSICAL MONTAGE

91 OMITTED 91

92 EXT. OUTSIDE VERONICA'S CONDO - NIGHT 92

Billy shakily climbs the steps to the front door of Veronica's condo, then pounds on the door.

BILLY

Hey, Veronica, yoo-hoo surprise!  
Billy's here!

Veronica answers the door.

BILLY

Hey, baby, you look hot tonight.

VERONICA

Billy, what's happened to you?

BILLY

I'm here to take you out on a date. You, me, Jack and Frank are gonna go around and put shit on people's doorsteps and set it on fire!

VERONICA

Why are you acting like this? I know you didn't pay off Max.

BILLY

That makes exactly two of us, then, baby. But it takes more than two to tango, or something. So let's go.

\*

CONTINUED

92 CONTINUED

92

VERONICA

(sarcastic)

No, let's stay. The three of you  
can light dog shit in my living  
room. C'mon, Billy, I....

Billy reaches out and grabs Veronica's lips.

BILLY

Talkee, talkee, talkee. No more  
talkee. Hey, you got a lighter  
in there?

Billy pushes past Veronica, and comes face to face with the  
Penguin, who is massaging Veronica's shoulders  
protectively. \*

BILLY

I see what's goin' on here. So  
sorry for interrupting. Proceed.

Veronica shoves Billy back outside.

VERONICA

Maybe some other time, Billy. I'm  
sorry.

Veronica slowly shuts the door in Billy's face. Billy  
turns and yells down the stairs to his companions below.

BILLY

Boys' night out again, fellas.  
Whoopie! \*

93 EXT. CLEMENS' LAWN - NIGHT

93

Jack carries a small brown paper bag as they creep towards  
the house. Billy lags behind.

FRANK

Hey, Jack, you got the bag of  
shit?

JACK

Yeah, man. It's extra stinky for  
some reason.

FRANK

What do you mean?

BILLY

Hey, it does smell kind of weird.  
Is that your shit or somethin',  
Frank?

CONTINUED

93 CONTINUED

93

Frank gets very shifty-eyed.

FRANK

No.

JACK

Bill, you wanna do the honors tonight?

BILLY

Why not. Who's got the lighter?

Jack hands Billy a lighter. Billy places the paper bag on the welcome mat in front of the door and lights it. He rings the doorbell and runs. But then he stops, right in the middle of the yard. Jack and Frank giggle nervously.

FRANK

Billy, hurry up!

JACK

Watch out! Here he comes!

Billy stands frozen. The porch light goes on. Clemens, clad as before crankily pokes his head out.

CLEMENS

Who the hell is it? Hey, you, stop right there! Barbara, call the police -- I got him this time!  
(noticing the flaming bag)

Great Caesar's ghost! Call the fire department while you're at it! I'm gonna try to stomp it out!

BILLY

No, don't. That bag is full of dogshit -- at least I think it's dogshit. I don't know why I even put it there. It was just a stupid idea.

JACK

(whispering to Frank)

What's he doing?!

BILLY

I think if you just leave it alone it will go out. I apologize for putting you through this. I was just bored, I guess. I'm sorry.

CONTINUED

93 CONTINUED (2)

93

CLEMENS

Hey, you're that kid who had to  
bribe his way through second  
grade. Ho-ho-ho, looky here,  
Barbara, we gots ourselves a  
celebrity on our lawn.

Clemens begins marching around the burning bag, stomping  
his feet, clapping his hands and chanting.

CLEMENS

Flunked the second grade! Flunked  
the second grade! C'mon out here,  
Barbara, and join in!

BILLY

(mumbling)

I gotta think....

Jack and Frank stare in amazement as Billy trudges towards  
home. They slowly get up and join him. All the while  
Clemens continues to march, stomp, clap and chant, his face  
lit eerily by the burning bag, and finally stepping on it  
obliviously.

CLEMENS

Flunked the second grade! Flunked  
the second grade!

94 EXT. POOL - MORNING

94

Jack and Frank are passed out by the poolside as a  
spectacular sunrise unfolds. The area is littered with  
broken beer bottles, half-eaten food, a sleeping bulldog  
with a cowboy hat on, etc. Billy dangles his feet in the  
pool, deep in thought. \*

Veronica marches across the lawn. She walks over to the  
edge of the pool where Billy sits, and kicks Billy into  
the pool with a splash. \*

BILLY

Hey! Whoa! Hey!

Jack and Frank awaken. Veronica jumps into the pool.

JACK

(to Frank)

What's going on, man?

Veronica grabs Billy by the hair and begins pushing his  
head under the water, pulling it up for a second, pushing  
it under, etc.

CONTINUED

94 CONTINUED

94

FRANK

I think Billy and his girlfriend  
are playing water polo or  
something.

JACK

(giggling)

Maybe they're playing Marco Polo.

Veronica begins slamming Billy's head against the side of  
the pool.

JACK

Ha-ha. Marco!

FRANK

Polo! Ha-ha. That was a great  
game. How come we never play that  
anymore?

Veronica lets Billy loose and climbs out. Billy stands in  
the middle of the pool, fully revived but dizzy.

VERONICA

Ernie sat outside my classroom  
crying yesterday. When I asked  
him what was wrong he said "Billy  
called me Little Chief  
Rain-Pants". It's one thing for  
you to dump on me, but tormenting  
an eight year old boy is too low  
even for you!

BILLY

Sorry. Yesterday was a bad day.

VERONICA

Thanks for the news flash. Hey,  
I got an idea for you -- Instead  
of being an idiot every day, why  
don't you go back to school, and  
graduate, and get the company.

BILLY

(getting out  
of pool)

I don't want it anymore.

Veronica storms over to Billy and kicks him in the stomach.  
Billy doubles over and falls back into the pool.

VERONICA

What do you mean, you don't want  
it anymore?!?!

CONTINUED

94 CONTINUED (2)

94

BILLY

I don't want it anymore!

VERONICA

You know, I can't believe I ever liked someone who could just roll over and die like this!

BILLY

I ain't rolling over and dying. I was set up! And, worst of all, nobody believes me.

Billy gets out of the pool.

VERONICA

I believe you, Billy. And I believe in you. Some people have no willpower, no brains, no vision. They just drift through life, like lumps of crap.

JACK

(to Frank)

What's she talking about?

VERONICA

You have all those talents, Billy. But you're afraid to use them. Don't be.

Veronica gently grabs Billy's shoulders.

VERONICA

You say you're not a loser, Billy Madison. So win.

Billy thinks about it, then walks away towards the house. Suddenly, he stops, and....

(MUSIC.)

BILLY

(singing)

Yes, I will go back to school  
And achieve victory  
No man will take  
what my father has built  
Unless that man is me!!

CONTINUED

94 CONTINUED (3)

94

VERONICA

(singing)

O, my Billy, sweet Billy-boy  
I knew you would go back,  
No one can stop you,  
if you try,  
Don't I have a nice rack?

CONTINUED

94 CONTINUED (4)

94

Billy turns around and embraces Veronica.

BILLY

(singing)

Veronica, I thank you,  
For beating the shit out of me,  
I see things,  
so clearly now;  
I choose my destiny!

FRANK

(singing)

But Billy, my buddy,  
I thought you liked to have fun,  
Sit around,  
drink beer all day.  
Light bags of shit and run.

BILLY

(singing)

Frank, you know we'll still have  
good times,  
I wish I could think of something  
that rhymes. \*

VERONICA

(singing)

Billy, my sweetheart,  
you worked so hard in my class,  
I brought some friends,  
from there out here,  
Did you notice I have a nice ass? \*

She gestures to the mansion lawn, where the entire  
Third-Grade class stands about thirty yards away.

THIRD-GRADERS

(singing)

We're here to help you Billy  
Get back in school to stay  
You gotta work real hard,  
and stick it out,  
'Til graduation day!

The Clown, unnoticed on the other side of the pool, sits  
up.

CLOWN

(singing)

Hey kids, it's me,  
I bet you thought that I was dead,  
But when I fell over,  
I just broke my leg.  
And got a slight hemorrhage in  
my head! \*

CONTINUED



- 94 CONTINUED (5) 94
- VERONICA  
(singing)  
But Billy, the thing that bugs me most,  
Is why did Max Anderson lie. \*
- 95 INT. MAX'S BEDROOM - DAY 95
- Max, lying in bed, sheets pulled up to his neck.
- MAX  
(singing)  
Because Eric had proof,  
that when I was younger,  
I squashed the head of some guy. \*
- 96 INT. ERIC'S OFFICE - DAY 96
- Eric, sitting at his desk.
- ERIC  
(singing)  
That's right, you goofy slob,  
I blackmailed you and I cheated,  
And here's one little,  
kitchen tip for you,  
Pecan pie is best served heated. \*
- 97 INT. MC GRATH'S APARTMENT - DAY 97
- Mcgrath lays naked on his couch watching TV, for four bars.
- 98 EXT. POOLSIDE - DAY 98
- Billy, Veronica, Jack, Frank, the Clown and the Third Graders have linked hands, and are swaying. The bulldog is biting Jack's pant leg.
- EVERYONE  
(singing)  
There are obstacles in the way,  
But together we shall overcome,  
'Cause you can't break a spirit,  
and you can't kill a dream,  
Do you have any more gum?

CONTINUED

98 CONTINUED

98

BILLY  
(singing)

Do you have any more gum?

Ernie hands Billy a stick of gum, which Billy puts in his mouth and chews.

BILLY  
Mmmmmmm. So chewy.

99 INT. MAX'S BASEMENT - DAY

99

Max looks haggard and unkempt. He is rooting through a large pile of junk, looking for something.

MAX  
I know it's here somewhere.

He finds what he is looking for: a goofy purple and yellow nylon mask, and a matching jersey with the letters "RB" emblazoned on the front.

MAX  
Oh, boy. Oh boy, oh boy, oh boy.

Max is becoming emotional. Slowly, hesitantly, he puts the mask on. He looks blankly into the distance and begins hearing a VOICE and crowd noise in his head.

RING ANNOUNCER (O.S.)  
...and the Revolting Blob is circling the Baltimore Beast. Look at that disgusting pile of blubber!... Oh my God, he's sitting on his head! The Revolting Blob is sitting on the Beast's head!...The Baltimore Beast is out! The Baltimore Beast is not moving!

The ring bell starts to ring, which turns into Max's doorbell.

MAX  
Huh? Wha? Who?

Max stumbles up the basement stairs.

100 OMITTED

100

101 EXT. MAX'S STOOP - DAY

101

Max opens the door.

CONTINUED

101 CONTINUED

101

MAX

Ernie, what are you doing here?  
You should be in school!

ERNIE

(distressed)

Mr. Anderson, is that you?

Max takes off mask.

MAX

(scratching)

Um, well, actually, yes. You  
know, I don't normally permit  
students to visit me at home, uh,  
without parental supervision....

Max notices the entire Third Grade is sitting on his lawn.

MAX

Oh, boy. Look, children, it's  
great for all of you to surprise  
me like this, but...

ERNIE

Mr. Anderson, Billy says that the  
stuff you said didn't happen. Is  
he lying, or are you lying?

MAX

(squirring)

Kids, it's not as easy as that.  
I mean....

The Third Grade stares at Max.

MAX

I would never do anything to hurt  
you kids. Helping you learn is  
the most important thing in my  
life...

Dan comes out of the front door behind Max, wearing the  
jersey and the cape, making a motorcycle noise.

DAN

Brrrrrr, Brrrrrr, BRMMMM!

Dan runs out onto the lawn.

MAX

No, Dan, stop!!

Max chases the agile Dan around the lawn.

CONTINUED

101 CONTINUED (2)

101

MAX  
(huffing and  
puffing)

No! Dan, go inside! You're  
ruining everything!

NEIGHBORS watch the chase as Max begins bawling  
uncontrollably.

MAX  
Please, stop! I beg you! You  
can't wear that costume outside!

Max trips over a hose and falls. He lays there sobbing.

MAX  
I sat on his head! I squished his  
head!

102 INT. ERIC'S OFFICE - DAY

102

Max, haggard and unkempt, reads a message.

MAX  
...The statement I made about  
Billy Madison was and is  
completely untrue. I know now  
that I shall never escape my past  
as the Revolting Blob. It is  
something I must learn to live  
with...

PULL BACK to reveal we are watching a television in Eric's  
office. Eric is pacing around agitatedly.

ERIC  
No, no, no, no, no....

Eric picks up a stapler and hurls it effeminately but  
forcefully at the television. The stapler, however, flies  
out the doorway, striking the Secretary. Papers go flying,  
and the Secretary slumps to the floor. Eric resumes  
pacing. \*

ERIC  
No, no, no....

103 INT. BRIAN'S DEN - NIGHT

103 \*

Brian is seated behind his desk. Billy, Eric and Carl are  
seated in chairs facing him. Brian sighs heavily.

CONTINUED

BRIAN

What a mess. First, this psycho Max goes on TV and lies, then he retracts it, and now Eric's secretary is in a coma. Carl, has anybody been able to find this Max guy?

CARL

Naw, he's vanished. Nobody has any idea where he went.

ERIC

I believed Billy all along, sir.

BILLY

Cut the horseshit. I knows you blackmailed Max.

BRIAN

Take it easy, Bill. Geez, this whole thing was going great until this crazy wrestling freak messed everything up. I guess Billy should get another shot at high school.

ERIC

Hey, rules are rules -- Billy was supposed to finish each grade within the two weeks, or I get the company. And he did finish ninth.

CARL

C'mon, Eric. Certainly there were extenuating circumstances.

ERIC

Extenuating, exshmenuating. We have a deal -- a signed, written deal. Each grade in two weeks or I get the company.

BRIAN

Well, technically, you're right, but ---

ERIC

Shut up, Brian. I've had to listen to you jawing for too long. "Well, technically, blah-blah-blah." Just shut up! Are you going to hand over the company to me now?

CONTINUED

103 CONTINUED (2)

103

BRIAN

No.

ERIC

Then I'll see your ass in court.

Eric gets up to go.

BILLY

Is this for real, Dad?

BRIAN

I can tie him up in court for years, but in the end there's a good chance he'll win.

Eric opens the door.

ERIC

Nice talking to you shitheads.  
Heh-heh-heh.

BILLY

Hey, Eric. How'd you like to just settle this now. No lawyers. You and me, mano-e-mano.

ERIC

What does that mean?

BILLY

What does that mean? Carl, what does that mean?

CARL

Uh, I don't know.

Billy spots a picture of Bruce Jenner on the wall. \*

BILLY

It means...An academic decathlon. One day, ten events, testing all the knowledge one would gain in high school. Me...versus you. \*

ERIC

You're joking, right?

BRIAN

Let's take it easy here, Billy.

CONTINUED

103 CONTINUED (3)

103

BILLY

I'm serious. Let's do it. Let's do it on Friday.

CARL

Billy, Eric graduated Magna Cum Laude from Harvard -- when he was nine.

ERIC

Let's do it.

BILLY

Is it okay with you, Dad?

BRIAN

If you think you can beat him.

BILLY

I can. I will.

ERIC

It's a deal.

Billy and Eric shake hands, then Billy grabs Eric a la Godfather, and kisses him full on the lips.

104 OMITTED

104 \*

105 EXT. SCHOOL PARKING LOT - MORNING

105 \*

Eric's Ferrari pulls into school first, just ahead of Billy's Camaro. Eric, carrying an armload of books, jogs to the entrance just ahead of Billy. Billy catches up to Eric, and knocks his books to the pavement.

106 INT. HIGH SCHOOL HALLWAY - DAY

106

Billy walks with Rod and Paul.

ROD

These are the trigonometry review handouts for the classes you missed.

PAUL

This is last year's physics notes. It's the best I could do.

BILLY

Fellas, you're saving my life. I'm late, so walk with me.

CONTINUED

106 CONTINUED

106

Billy rushes to his locker, quickly does his combination and opens it. The locker is filled with horse manure.

BILLY

What the hell...? Oh, yeah, I forgot; I'm still a loser.

He turns around and sees Big O'Doyle, a redhaired mountain.

BIG O'DOYLE

O'Doyle rules.

Billy walks up to him as a crowd gathers.

BILLY

O'Doyle, let me explain something. Your whole family, you, your freak ninth-grade brother, your dumpy-looking third-grade brother, and that piece of crap first-grade brother of yours, need to get their flaming red dipshit heads kicked in so bad it's sick. I figured, most of the people who go to school with you guys would love to do it, but they're too afraid because you guys are so big and mean. Then I thought maybe I could do it, but then you guys could sue me for big money.

O'Doyle looks unimpressed by Billy's bravado.

BILLY (CONT'D)

So then what I did was, I hired people who aren't scared of anything, crazy people, people with nothing, to severely beat you. But then I thought that would be too gruesome. So I decided to hire these guys anyway to stand by and make sure that if any of your classmates did feel like assaulting you, they could do so without any fear of your fighting back.

We see the two crazy people, and man, they look nuts. Now, O'Doyle looks impressed.

CONTINUED



106 CONTINUED (2)

106

## BILLY (CONT'D)

So if anyone wants to pound these  
O'Doyles' heads in. Dig in. I  
got some studying to do. Enjoy  
your beating. \*

Billy heads off to class as the rest of the school jumps  
on Big O'Doyle.

CUT TO:

106A LUNCHROOM - DAY 106A

Ninth grade O'Doyle gets food dumped on him, as two teenage crazy chaperones look on.

CUT TO:

106B THIRD GRADE - DAY 106B

Third Grade O'Doyle gets stuffed in a garbage can, as two twelve-year-old psychos supervise.

CUT TO:

106C ELEMENTARY HALLWAY - DAY 106C

First grade O'Doyle gets pelted with dodge balls by six year olds, as nine-year-old crazies chaperone.

CUT BACK TO:

107 HIGH SCHOOL HALLWAY 107

Billy, Rod and Paul are moving rapidly down the hall.

ROD

Hey, Billy, that was great.

PAUL

Yeah, but what are we going to do when those psychos you hired go home?

BILLY

Life's too short, fellas. Do what you want to do and don't worry about guys like that.

Billy stops at his classroom.

BILLY

But, if all else fails, just punch 'em in the dick. Whamo! Heh-heh. "Ow, my dick."

He ducks into a classroom.

108 EXT POOLSIDE - DAY 108

Jack, Frank and Billy are in lawn chairs, reading. Billy is reading "American History." Jack is reading "Women over 80." Frank is reading "Huge Ankles."

109 OMITTED 109

110 INT. ERIC'S OFFICE - DAY 110

Eric polishes the nude statue's buttocks as he listens to an audiotaped physics lecture.

111 INT. TENT - NIGHT 111

The tent is even messier. Veronica is sitting on Billy's desk, while Billy is in a nearby chair.

VERONICA  
Norman invasion of England?

CONTINUED

- 111 CONTINUED 111
- BILLY  
1066.  
Veronica takes off her shoes.
- VERONICA  
Magna Carta?
- BILLY  
1215.  
Veronica takes off her sweater.
- VERONICA  
Spanish Armada?  
Veronica grabs her T-shirt in preparation for removing it.
- BILLY  
1566? 1666? Dammit!
- 112 INT. ERIC'S OFFICE - NIGHT 112  
Eric hits the books. Widen to reveal the Janitor holding flash cards of multiplication tables for Eric.
- 112A INT. BILLY'S BEDROOM - DAY 112A  
Juanita is lying on the bed reading Huge Boobs magazine.
- JUANITA  
Oooo, she's got some big ones --  
but mine are bigger.
- 112B EXT. GARDEN - DAY 112B  
Pete, the Haitian gardener, is speaking French to Billy like crazy. Billy looks down at his French book, perplexed. \*
- 112C INT. DEN - DAY 112C  
Juanita and Veronica teach Billy how to sew.
- 112D INT. KITCHEN - DAY 112D  
The Cook is teaching Billy and Ernie how to cook. \*

113 EXT. MANSION LAWN - DAY

113

Billy runs out of the house, throwing papers, chased by Juanita and Veronica.

BILLY

I can't take it anymore! Too much studying! No more studying! Wahoo!

Billy jumps in the pool.

114 EXT. KNIBB HIGH - DAY

114

It's early morning as the small group gathers outside the school for the beginning of the competition. Billy and Eric are surrounded by Juanita, Brian, Veronica, Ernie, Rod, Paul, Jack, Frank, the Clown and Carl. Oblaski presides.

OBLASKI

Gentlemen, I'm sure you're all aware of just how unusual this competition is. Thanks to a generous donation by Mr. Madison to the school library, I've been able to arrange for ten different teachers to administer this "Academic Decathlon" in various different courses of study. However, if there's any "funny stuff" from either side...let's just say my pad of pink detention slips is at the ready. Do I make myself clear?

ERIC & BILLY

(mumbling)

Yessir.

OBLASKI

Alright, then let the Academic Decathlon begin!

115 INT. MATH CLASS - DAY

115

Billy's supporters watch from the doorway as Eric and Billy work out complex quadratic equations on the chalkboard. Eric whizzes along, dusting Billy. Billy writes "Eric has skid stains" and walks out. \*

116 INT. HOME EC CLASS - DAY

116

Billy pulls a fine-looking apple pie from his oven. Eric's pie comes out of the oven aflame. He dumps it hurriedly into the trash barrel, setting a mound of trash on fire. He grins sheepishly.

117 EXT. HIGH SCHOOL TRACK - DAY

117

Billy and Eric, both in goofy gym shorts and tank tops, race around the track, neck and neck. A bunch of similarly dressed TENTH-GRADERS are cheering Billy on. Eric pulls ahead and wins. Eric and Billy slow and stop, both breathing heavily.

ERIC

Second team all-American, Yale Track.

Billy shoves Eric and knocks him head over heels over a bench.

TENTH-GRADER #1

Aw, gross, did you just see his balls?

TENTH-GRADER #2

Yeah, they were weird looking.

118 INT. ACTING CLASSROOM - DAY

118

Eric struggles to sound sincere as he reads aloud before the Drama Teacher.

ERIC

"To be, or not to be: that is the question; whether 'tis nobler in the mind to suffer the slings and arrows of outrageous fortune, or to take arms against a sea of troubles..."

Billy enters the classroom, dressed as Hamlet in black tights, a Medieval-looking black shirt, and a black beret, carrying a skull

BILLY

(very dramatically)

"...and by opposing end them? To die: to sleep no more; and, by a sleep to say we end the heartache and the thousand natural shocks that flesh is heir to, 'tis a consummation devoutly to be wish'd."

Billy's growing crowd of supporters gives him a round of applause. Eric gives thumbs-down.

- 119 INT. CHEMISTRY CLASS - DAY 119  
Eric breezes through his bubbly experiment. Billy holds a Florence flask over a Bunsen burner until it shatters, cascading green liquid all over his experiment. Eric smirks. Billy sheepishly lowers his goggles over his eyes.
- 120 OMITTED 120 \*
- 121 INT. MUSIC CLASSROOM - DAY 121  
Eric plays a flawless Rachmaninoff concerto on the piano. Billy, holding a clarinet, is befuddled, but finally starts playing a bad scale.
- 122 INT. SPANISH CLASSROOM - DAY 122  
BILLY  
Tu descas un quesadilla, pero yo descotu, chiquita.  
ERIC  
Uh...Angele, angele, yee hah yee hah.
- 123 INT. HIGH SCHOOL AUDITORIUM - DAY 123  
The entire high school student body has assembled. On stage are Oblaski and, each seated next to a wooden lectern, Eric and Billy.  
OBLASKI  
Good afternoon, students. You have been invited here today to witness the tenth and final event in the competition between Mr. Eric Gordon and Mr. Billy Madison....  
The audience begins hooting and hollering. The volume rises, than slowly falls to silence.  
OBLASKI  
I can wait. I've got all day. As of this moment, Mr. Madison is ahead by one point. The results of this last, oral exam, which will be graded on a scale of one to twenty, will be determinative. Please draw your attention to the board behind me....

CONTINUED

123 CONTINUED

123

Oblaski gestures to a large Jeopardy!-style board of question topics. They include English Literature, U.S. Presidents, and silver screen stars. \*

OBLASKI

Each competitor will select the final category for his opponent. Mr. Madison will go first, Mr. Gordon, choose the topic.

Eric looks over the list of topics. He points his finger at one: "Imported Beers". Billy's face lights up. But Eric's finger keeps moving and indicates another topic.

ERIC

"Reflections of Society in Literature". Good luck, schmuck.

OBLASKI

Mr. Madison, the Industrial Revolution changed the face of the modern novel forever. Analyze and explain.

Billy steps to the lectern and clears his throat.

BILLY

(stammering)

Um...yeah. The Industrial Revolution had a tremendous impact on...uh, the novel. Factories were drawing people off the farms, and uh... into the cities...and people read a lot of books....

Billy looks into the audience, a panicked expression on his face. He sees Brian, Veronica and finally Miss Lippy encouraging him and he gains his footing.

BILLY

(with confidence)

Nowhere was this more evident than in Chrissy Taylor's masterpiece "The Puppy Who Lost His Way"...

FADE TO:

Billy brings it on home.

BILLY

...and therefore Happy the Puppy and the little boy were trying to, like, find each other. The dog was like, where the hell am I!

(MORE)

CONTINUED



123 CONTINUED (2)

123

BILLY (Cont'd)

And the boy was like, where's that damn dog? So, society was pulling them apart, even though they were just, um, trying to find each other....

CUT TO:

Jack and Frank in the audience, nodding with complete perception.

BILLY

...and it was really, like, the Industrial Revolution, and all that industry, that was making things tough for Happy the Dog, to do what he had to do, which is find the boy, that was looking for him in the modern world.

Billy smiles at Veronica in the audience.

BILLY

I love Veronica Vaughan! Knibb High Football rules! Yeah!

The audience goes nuts.

OBLASKI

Thank you, Mr. Madison. Unfortunately, I have no idea what you were talking about. I was actually offended by the stupidity of that answer. I award zero points, but you remain one point ahead. Mr. Gordon, it is your turn.

Eric steps up to his lectern, smiling confidently.

OBLASKI

Mr. Madison, choose the topic.

Billy looks fearfully at the list of topics; Robber Barons, Economic Terrorism, and Merciless Dictators. Eric just smirks at him, supremely confident. Then Billy's eye falls on a topic way in the corner. Billy smiles, triumphant.

BILLY

I choose "Business Ethics".

Eric gets shifty-eyed. Oblaski tears open the envelope.

CONTINUED

OBLASKI

Mr. Gordon, the American business environment has fundamentally changed following the insider trading and savings and loan scandals. Explain business ethics and how they are applied today.

Eric looks stunned.

ERIC

(flustered)

Um, yeah, the...ethics of, er, business can be summarized... with...ethics are...Y'know, the thing about ethics is er...not...  
ARRRRGH!

Eric kicks over his lectern and pulls a pistol from his waistband. The audience lets out a collective SCREAM and scrambles for the door. Veronica tries in vain to reach the stage past the fleeing students. Billy stares at Eric coolly.

ERIC

That question was no fair! That wasn't in the reading! I demand a new question!

BILLY

Take it easy, psycho. You blew it, you lose.

ERIC

NO!!! I oughta kill you, you miserable piece of....

BILLY

So go ahead and shoot me. Or doncha got the guts?

Eric cocks the gun.

BILLY

Yikes ---

Suddenly, out of stage left, Max in his REVOLTING BLOB costume, comes racing across the stage! He tackles Eric savagely.

JUANITA

What the hell is that?

Max squats over Eric's head with a crazed look in his eye. He begins to lower his ass!

CONTINUED

123 CONTINUED (4)

123

VERONICA  
(from the  
crowd)

Max, no!!

MAX

He deserves it. He made me do  
something bad.

BILLY

That head ain't worth squishing!

Reluctantly, Max rolls off of Eric. Veronica finally  
reaches the edge of the stage.

VERONICA

Billy!

And just when you think it's all over, that evil bastard  
Eric sits up, aiming the gun at Veronica, laughing  
maniacally!

BILLY

No!

A GUNSHOT rings out... but it is Eric who crumples to the  
ground, holding his ass.

BILLY  
(looking  
around)

Huh?

Billy spots his psychotic former classmate McGrath at the  
far end of the auditorium, holding a high-powered rifle.  
Seeing Billy, McGrath lowers the rifle and waves cheerily.

BILLY

Man, I'm glad I called that guy.

Veronica reaches the fallen Max.

VERONICA

Max, are you okay?

MAX

Sure, I'm okay.

Billy runs over, and Veronica hugs him.

MAX

Yep, a little confused, a little  
upset, a little hungry, but all  
in all, okay.

Billy hugs Veronica tight. Slowly he lowers his hand onto  
her ass and squeezes it. Jack and Frank, in midst of the  
nearly-empty auditorium, give thumbs-up.

124 EXT. MANSION LAWN - DAY

124

A platform and podium have been set up, along with a couple of hundred chairs. All the kids who went to school with Billy, about 400 strong, along with the household staff and the Men In Tuxes are here. Brian, Max, Carl and Veronica are on the platform. At the podium is Billy, dressed in full graduation regalia. He addresses the audience.

BILLY

And so, I have graduated. I feel an amazing sense of accomplishment at having done what I set out to do, which is to convince my father that I am capable enough to run the company he has spent his life building. But I feel an even stronger sense of accomplishment at having actually graduated from high school, from getting high marks on my exams, from learning. This is a joy all students share, and it is a joy I have become addicted to.

Frank yells out from the audience.

FRANK

Yahoo, Billy! Billy's number one!  
Yahoo!

BILLY

That's right, Frank. Yahoo!  
Yahoo for education! Yahoo for learning! Yahoo for knowledge.  
And so, after consultation with several experts...

(smiles at Veronica)

...I have decided to step down as Chairman of Madison Hotels, leaving it in the capable hands of my father's long-time friend and associate Carl Alphonse, and follow my true calling at teacher's college. I'm gonna be a teacher!

The audience goes wild, except for Eric, wrapped in Ace bandages and shaking his fist in rage. Billy steps down from the podium, and shakes Carl's hand.

CARL

I can still call you if I really need your advice, can't I?

BILLY

You sure can.

Billy shakes Brian's hand.

CONTINUED

BILLY

I guess I really saved the day,  
Dad. You didn't have to give the  
company to Eric.

BRIAN

You think I signed that contract?  
I'm not that big of a dipshit.  
Anyways, I'm proud of you. Now,  
you sure this is what you want to  
do?

BILLY

I'm sure. Thanks for everything,  
Dad.

Brian grabs Billy by the cheeks and kisses Billy's  
forehead. Billy walks over to Max.

BILLY

Max, you saved my life. What can  
I say?

MAX

You don't have to say anything.  
I'm so proud of you.

Billy moves toward Veronica, but Max grabs his hand.

MAX

But...I'm still horny.

Billy, laughing nervously, pulls his hand away and goes  
over to Veronica.

VERONICA

You think he's horny? Come here.

Veronica pulls Billy into her for a wet, passionate kiss.  
The crowd goes even more nuts.

SHOTS OF ODD COUPLES, in the crowd making out:

Oblaski and the Maid.

Jack and teen snob queen Nancy.

The Attractive Lady, with Paul on the left and Rod on the  
right.

Frank and the Bus Driver.

Miss Lippy and the Clown.

Juanita and Danny Mcgrath.

The Lunch Lady and the Penguin.

FADE OUT