BILLY MADISON

by

Tim Herlihy

&

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

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
CONTINUED

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.
EXT. OUTSIDE DRIVEWAY GATE - LATE AFTERNOON

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
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
CONTINUED

CREDS ROLL.

Billy speeds past Pete, down the driveway.

OMITTED

EXT. DRIVEWAY - LATE AFTERNOON

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
CONTINUED

BILLY

Wheeeeee!!! Call the zoo!!

EXT. POOL - DAY

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.

EXT. FRONT DOOR - DAY

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
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.

INT. FOYER - DAY

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.

INT. DINING ROOM - NIGHT

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
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 (2)

BRIAN
He'll be joining us in a few minutes.

ERIC
I'm sure you all will be very impressed.

INT. BILLY'S BATHROOM - NIGHT

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.

INT. DINING ROOM - NIGHT

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
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
CONTINUED (2)

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)
Roggadoobob! 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.

INT. FOYER - NIGHT

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
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

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

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

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
CONTINUED

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, thenbolts to where Jack and Frank are waiting. They giggle nervously.

**BILLY**

(giggling)

Old Man Clemens hates shit!

*FRANK*

Look at that shit burn!

**JACK**

Shhh! 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
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!!!!!

INT. FOYER - NIGHT

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.

INT. BRIAN'S STUDY - NIGHT

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
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
(squirming)
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
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)
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!

INT. FOYER - NIGHT

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

BRIAN
What?

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

(mocking)
One more chance! Please, Daddy, please.

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.

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

Oh no, you didn't....

"Rock -- R-O-K."

So, what's your point?

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

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

Give it a rest, 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.

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

No nothing.
17 CONTINUED (2)

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.
20 INT. BEDROOM - NIGHT

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)
Ooooooo.

...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
(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.

INT. UPSTAIRS HALLWAY - NIGHT

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.
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.

EXT. MANSION - MORNING

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

BILLY (O.S.)
Where's my stinkin' Snack Pack!!

INT. KITCHEN - MORNING

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.
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.

EXT. OUTSIDE MANSION GATE - MORNING

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.

EXT. PECKTON ELEMENTARY SCHOOL - MORNING

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
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.

INT. FIRST-GRADE CLASSROOM - DAY

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?

SCOTTY

Beans!

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.
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
MISS LIPPY
I think it's time to play dodgeball.

EXT. PLAYGROUND - DAY

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 dodgeball. 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.

INT. FIRST-GRADE CLASSROOM - DAY

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, dodgeball time is a special time -- not just for you boys and girls, but for Miss Lippy, too. So stay outside.
29 EXT. PLAYGROUND - DAY

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

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

31 EXT. PLAYGROUND - DAY

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

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
CONTINUED

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.

INT. FIRST-GRADE CLASSROOM - LATER - DAY

The kids make snowmen with contraction 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.

EXT. PECTOR ELEMENTARY SCHOOL - DAY

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
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.

INT. KITCHEN - EVENING

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
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 forklift 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
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.

INT. FIRST-GRADE CLASSROOM - DAY
Miss Lippy is calling attendance.

MISS LIPPY
Tricia Labonte.

TRICIA
Here!

MISS LIPPY
Scotty Logan.

SCOTTY
Here!

CONTINUED
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.

OMITTED

38 INT. BATHROOM - DAY
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
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
JANITOR
(mumbling)
Rather have a beer...uh, maybe two,
uh, icy cold with a pretzel, yes,
a pretzel.

INT. FIRST-GRADE CLASSROOM, LATER - DAY

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

INT. CLASSROOM - LATE AFTERNOON

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

INT. CLASSROOM

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!

INT. CLASSROOM - DAY

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.
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!

EXT. REAR LAWN - DAY

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.
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
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.

INT. ERIC'S OFFICE - DAY

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 doo. 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
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.

INT. SECOND-GRADE CLASSROOM - DAY

The Second-Grade TEACHER, an old woman, stands in front of her class.
TEACHER
And now, there's just two students left.

Billy and a small girl, SECOND GRADER #1.

TEACHER
Bath.

SECOND-GRADER #1

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.

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
CONTINUED

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!

EXT. MANSION LAWN - DAY

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
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.

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
The titters cease immediately.

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

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

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

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
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.

INT. KITCHEN - DAY

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

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?

What?

JUANITA

BILLY
Kickball!

53 EXT. REAR LAWN - DAY

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
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.
INT. CLASSROOM - DAY

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?

"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

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

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

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
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

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

INT. THIRD-GRADE CLASSROOM - DAY
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.

INT. KITCHEN - DAY
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
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.
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.

INT. SCHOOL BUS - MOVING - DAY
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.
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
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?

Okay.

CONTINUED
54 CONTINUED (2)

VERONICA
I double dare you.

BILLY
(stammering)
But I...accident...no
daring...mistake...falling...
tit....

VERONICA
Go sit down now.

BILLY
Yes.

55 OMITTED

55A EXT. COLONIAL VILLAGE - DAY

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
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.
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.
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.

EXT. PARKING LOT - DAY
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. Hooweee!

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.

EXT. MANSION LAWN - DAY
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.
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 jump rope for little girls. Miss Lippy sits under a tree with Frank, drinking beer.
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
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.

---

**EXT. POOL - DAY**

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
CONTINUED

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.

EXT. MANSION LAWN - TWILIGHT

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?
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.

INT. TENT - TWILIGHT

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?
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
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

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
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.

INT. FOURTH-GRADE CLASSROOM - DAY

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.
EXT. PLAYGROUND - DAY

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.

INT. SIXTH- GRADE CLASSROOM - DAY

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:

INT. ERIC'S OFFICE - DAY

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.

INT. BILLY'S TENT - NIGHT

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.

INT. ERIC'S OFFICE - DAY

Eric moves Billy cut-out to Eighth Grade.

MUSIC FADES - MONTAGE ENDS

INT. ELEMENTARY SCHOOL CAFETERIA - DAY

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

ERNIE

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

CONTINUED
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 "oooco" 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.
66 CONTINUED (2)

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

BILLY
I'm gonna miss you guys.

67 EXT. POOL - DAY

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

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

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
CONTINUED (3) Max hesitates, then slowly nods his head.

ERIC
Then Madison Hotels is as good as mine!

EXT. KNIBB HIGH SCHOOL - MORNING

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.

INT. HIGH SCHOOL HALLWAY - DAY

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

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

CONTINUED
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:

INT. HIGH SCHOOL CAFETERIA - DAY

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
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.

INT. THIRD-GRADE CLASSROOM – DAY

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
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**

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

INTERCUT PHONE CONVERSATION

76 INT. MC GRATH’S APARTMENT – NIGHT
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
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.

EXT. HIGH SCHOOL - DAY

Billy approaches Rod and Paul.

BILLY
Hey, fellas. What's shakin'?

ROD AND PAUL
(togther)
Uh, nothing. We gotta go.

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

EXT. MANSION SIDE LAWN - LATE AFTERNOON

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 GROUNDSKEEPERS 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
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.

EXT. BACK PATIO - LATE AFTERNOON

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.

EXT. MANSION LAWN - NIGHT

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
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!

INT. DEN - NIGHT

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

CUT TO:

86 OMITTED

87 EXT. NIGHTCLUB - NIGHT
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

89 EXT. MANSION - DAY
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:
INT. TENT - NIGHT

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

INT. KITCHEN - NIGHT

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

OMITTED

EXT. OUTSIDE VERONICA'S CONDO - NIGHT

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
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. Whooppee!

EXT. CLEMENS' LAWN - NIGHT

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
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.
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!

EXT. POOL - MORNING

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
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
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
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?
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
VERONICA
(singing)
But Billy, the thing that bugs me most,
Is why did Max Anderson lie.

INT. MAX'S BEDROOM - DAY
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.

INT. ERIC'S OFFICE - DAY
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.

INT. MC GRATH'S APARTMENT - DAY
Mcgrath lays naked on his couch watching TV, for four bars.

EXT. POOLSIDE - DAY
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?
BILLY
(singing)
Do you have any more gum?

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

BILLY
Mmmmmm. So chewy.

INT. MAX’S BASEMENT - DAY

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.
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
(squirming)
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
Brmmmmm, Brmmmmm, BRMMM!

Dan runs out onto the lawn.

MAX
No, Dan, stop!!

Max chases the agile Dan around the lawn.

CONTINUED
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!

INT. ERIC'S OFFICE - DAY
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, 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, no....

INT. BRIAN'S DEN - NIGHT
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
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-a-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)

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

105 EXT. SCHOOL PARKING LOT - MORNING

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

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
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
BILLY (CONT'D)
So if anyone wants to pound these
O'Doyle's 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

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

CUT TO:

106B THIRD GRADE - DAY

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

CUT TO:

106C ELEMENTARY HALLWAY - DAY

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

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

ROD
Heh, 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. Whammo!
Heh-heh. "Ow, my dick."

He ducks into a classroom.

108 EXT POOLSIDE - DAY

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
110 INT. ERIC'S OFFICE - DAY

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

111 INT. TENT - NIGHT

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

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

Eric hits the books. Widen to reveal the Janitor holding flash cards of multiplication tables for Eric.

112A INT. BILLY'S BEDROOM - DAY

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

Pete, the Haitian gardener, is speaking French to Billy like crazy. Billy looks down at his French book, perplexed.

112C INT. DEN - DAY

Juanita and Veronica teach Billy how to sew.

112D INT. KITCHEN - DAY

The Cook is teaching Billy and Ernie how to cook.
113  EXT. MANSION LAWN - DAY

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

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

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

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.
EXT. HIGH SCHOOL TRACK - DAY

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.

INT. ACTING CLASSROOM - DAY

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

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

121 INT. MUSIC CLASSROOM - DAY

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

BILLY
Tu descas un quesadilla, pero yo descotu, chiquita.

ERIC
'Uh...Angele, angele, yee hah yee hah.

123 INT. HIGH SCHOOL AUDITORIUM - DAY

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
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
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.
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...not...

ARRRGH!

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!
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.
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.
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