OVER BLACK:

The stir of children's LAUGHTER echoes, accompanied by the rhythmic SQUEAKING of a swing set.

As the playful laughter continues, it's quickly overshadowed by an underlying eeriness. A hollow pitch that prickles the skin.

FADE IN ON:

A SERIES OF SHOTS FROM SECURITY CAMERAS

INT. MEDIA ROOM - DAY

We look down on a techie's wet dream, filled with state of the art equipment.

A HOME VIDEO plays on the TV in the corner. The sounds we heard earlier match up with kids running across a playground.

Then the video cuts out -- leaving a glowing blue screen which silhouettes a DARKENED FIGURE. Just standing there. Watching.

... Until the security footage flips to:

INT. HIGH SCHOOL LIBRARY - DAY

LIBRARY STACKS. Endless rows of paper knowledge collecting dust on their shelves.

On one wall, we can see the entrance to the media room. The TV still glowing inside.

LOCKERS

A fortress of battered lockers lines both sides of a dark hallway.

An open cutaway reveals several more rows of paint chipped lockers.

AUDITORIUM

A deserted stage stands before an army of padded chairs. A podium centers the emptiness.

COURT YARD

An open concrete sea scattered with picnic tables.

Darkness still looms giving way to daylight.

INT. ENTRANCE HALLWAY - DAY

WILSON, 50s, just this side of creepy, sloshes water around on the floor with a mop. His beige janitor's overalls are grungy from years of wear.

The lights kick on, descending away from us. Revealing the extent of the long narrow corridor.

Wilson looks up from his work. He nods at someone, then shuffles off camera.

END SECURITY CAMERA SHOTS

EXT. SOUTH CARNEY HIGH - DAY

Early morning dew glistens underneath the west bound sun.

Grounded deep in the soil is South Carney High. Its Gothic architectural style stands out amongst the modern buildings that surround it.

Fog settles over the sea of lined pavement. Empty except for ONE car.

A light flickers OFF in the corner window of the second story.

INT. WATKINS HOUSE - BATHROOM - DAY

Steam billows from a glass enclosed shower.

The bathroom door is gently pushed open to reveal a mid 30s, clean cut, white collar kind of guy. NATHAN WATKINS.

He tiptoes up to the glass door. Slides it open. Hops in the shower.

Giggles from inside. A towel is draped over the side.

GRACE (O.S.) What are you doing?

NATHAN (O.S.) Save water, shower with someone.

GRACE (O.S.) Oh yeah? Where'd you get that? NATHAN (O.S.) Home Gardening channel. I'm trying to go green.

GRACE (O.S.) Mmm hmm. I bet.

The towel disappears.

Out steps GRACE WATKINS in nothing but that towel and a smile. Holding on to the last traces of her youth, she's thirty-six but would give anything to be twenty-one again.

She grabs a plastic casing off the sink ... A pregnancy test.

She quickly checks it.

We don't see the results.

INT. CONNER HOUSE - MASTER BEDROOM - DAY

Grace strides out of the bathroom in a GUNS N' ROSES tour T-shirt.

She flips on the light in her closet. Her clothes are a refreshing sight compared to most mundane professional attire. She picks out a cute but decent blouse and pencil skirt.

The bathroom door swings open. Nathan emerges from the steam to see...

... Grace shimmying into the skirt.

NATHAN What'd it say?

GRACE

What?

Nathan nods toward the bathroom.

A beat.

GRACE

Negative.

Nathan and Grace each dress at their respective closets.

NATHAN I'm getting rusty. Better cut back on all the mountain dew and steroids. He chuckles.

GRACE The one I got is all I can handle.

NATHAN Your logic is a bit flawed.

Grace glances up at him.

GRACE That's right, I have to put up with you too.

Nathan heads over to the dresser mirror, where he works the knot on his tie. He watches Grace's reflection as she slips into her blouse.

NATHAN You tutoring today?

GRACE

Heck no.

NATHAN

Good.

Grace rolls her eyes.

GRACE

Good because...?

Nathan fiddles nervously with his tie.

NATHAN I don't know. Don't those dumb young jocks get enough of you in class?

GRACE

Nathan--

NATHAN I mean, you know, those meatheads--

GRACE With their sculpted bodies...

NATHAN And their dirty minds...

Grace sashays over to him. Wraps her arms around his waist as he stares at himself in the mirror. It's a school requirement, babe.

NATHAN Yeah, yeah. Which reminds me... I'm having lunch with a hot twentyone year old client -- ass like you wouldn't believe. You want to join us?

Grace playfully swats Nathan on the back of the head and moves away.

CARSON (O.S.)

G'morning.

They turn to see CARSON WATKINS, a towheaded seven year old with a huge grin.

GRACE Morning sweetie. NATHAN

Morning bub.

CARSON

Today in Mrs. Kelsey's class we're getting to play with frogs, I mean amph--amphiblians. And we're getting a new hamster because I squeezed the other one too tight. Mom I need some like... lots of explosive chemicals for volcano week. And then... (a beat while he thinks) ...Oh I have a ball game tonight!

Nathan and Grace glance at each other, overwhelmed.

GRACE Take him to the game. I'll meet you there when I'm done.

NATHAN I need to work late.

GRACE I've got to finish up grading papers today.

NATHAN

Fine.

Nathan fumbles to loop his tie in a perfect knot.

NATHAN

I know you were joking but I'm serious Grace. After last semester I worry.

Loaded beat.

They both turn to Carson, forgetting he was there. He's still grinning from ear to ear.

GRACE Sweetie go switch your shoes onto the other foot. And turn your shirt around.

Carson looks down. Sure enough Carson's shirt is backwards and his shoes pointed outwards. He darts off.

Grace turns back to Nathan.

GRACE You're overreacting.

Nathan yanks his tie off and starts all over.

NATHAN I held my tongue because they expelled him.

Nathan stares at himself in the mirror as he adjusts the tie. The bottom is longer than the top. He jerks it off again.

Grace slides it out of his hand. Silence as she ties it perfectly.

GRACE I'll stop tutoring if you stop working late.

A searing look before Grace disappears. Leaving Nathan alone with his reflection.

INT. WATKINS HOUSE - KITCHEN - DAY

Grace rifles through kitchen cabinets throwing stuff into a green lunch box.

CARSON Fruit roll up!

GRACE Uh uh. No more sugar for you kid. Grace hands Carson his lunch box and ushers him around the counter.

GRACE We're gonna be late.

Nathan stops her for a kiss. She pecks him on the lips but keeps moving Carson towards the front door. Nathan rubs his lips. His fingertips colored.

> NATHAN Are you wearing lipstick?

GRACE

A little.

NATHAN

Since when?

He grabs his briefcase and heads towards the door. Grace slips the backpack onto Carson's back.

GRACE

A while now.

NATHAN

I didn't notice.

GRACE

I know.

She opens the door. Carson sprints out. Grace follows.

Nathan rubs his fingers together. The lipstick is gone.

EXT. SOUTH CARNEY HIGH - DAY

Cars strung out to the roadway, filing into the crowded parking lot.

Students gather outside. Pumped up. Laughing. There's a high-spirited energy to their banter.

INT. GRACE'S CAR - DAY

Grace stares at the glow of an SUV taillight. Her mind elsewhere until...

... her eyes flit upwards.

Crossing a few cars ahead is CHRIS MCKINLEY, a good-looking enigmatic senior in dirty jeans and a worn hoodie -- a loner who could get in with any clique if he wanted.

Grace tracks him as he walks by a group SENIOR GUYS, keeping his distance from them. They smirk and nod at him, but he avoids eye contact.

HONK!

She whips into the parking lot.

EXT. SOUTH CARNEY HIGH - DAY

Grace tucks her tote bag under her arm as she weaves in and out of students. She rustles around in her bag looking for something.

She reaches to open the door.

CLANK.

INT. ENTRANCE HALLWAY - DAY

Wilson stuffs tools into his tool belt. He pulls on the handle.

CLANK.

He sighs. Grabs his keys and UNLOCKS the door. Grace shuffles in as Wilson stares her down.

GRACE Sorry about that.

Wilson turns his attention back to the front door. He twists the key back and forth. The DEAD BOLT protrudes then retracts.

WILSON (mumbles) You didn't break the key off in the door... Damn brittle keys.

He clicks it back one last time to unlock it, then walks away.

INT. HALLWAY - LOCKERS - DAY

That manic energy we saw outside is even more apparent here -- the voices of students oddly upbeat for a school morning.

Grace fumbles her keys as she walks down the hall.

Testosterone-filled heads turn. She keeps her head down but she knows -- she's the 'hot teacher'.

She glances up only once, when she passes by Chris. He smiles. PRINCIPAL SAMONEK, 50s, walks by. Grace suppresses her own smile.

The bell rings.

Chris follows her.

CHRIS Good morning, Mrs. Watkins.

His voice is deep. Charming. That smile never wavering.

Grace doesn't look back.

Two students tear down a SPRING FLING DANCE BANNER, startling Grace. She glances back.

Chris is still moving toward her.

GRACE Auditorium in five, Chris.

INT. AUDITORIUM - DAY

The seats are packed with restless seniors, the din of a hundred voices filling this enormous room.

Chris lounges in his chair, eavesdropping on a couple of SENIOR GUYS.

SENIOR GUY Oh Grace Watkins. Soooo hot, want to touch the hiney awooooooo.

The guys bust out in laughter at the familiar Billy Madison phrase.

Chris's face goes rigid.

GRACE (O.S.) (over microphone) Testing. Testing.

Chris turns his attentive eyes to...

THE STAGE

Where Grace stands confidently at the podium.

GRACE Okay, folks. I'll try not to bore you too much.

The class quiets down somewhat.

GRACE

As you're all well aware, we're closing in on the home stretch here. Some of you will be moving on to higher education, some of you will be getting hired, and some of you will... well, be getting higher.

Laughter from the class.

Principal Samonek frowns at Grace. She ignores it -- not much for uptight decorum.

GRACE I see a lot of you most days...

Her VOICE FADES OUT so that <u>her lips are moving but we can't</u> <u>hear</u>. Her gaze wanders over to...

Chris, who reclines with his hands clasped behind his head, eyes never shifting from her.

She lingers on him for a second, then glances elsewhere, still speaking -- but we still can't hear.

All we hear is RUSTLING and SHIFTING, the occasional SQUEAK of a chair. Then:

Some of the faces in the crowd betray confusion. There's a snicker here and there. Whispers tickle the air.

Principal Walker's eyes bug out...

A hand goes up. LINDSEY, probably on the cheer team, waits.

Grace spots it. Her voice returns:

GRACE

Lindsey?

All eyes are on Lindsey as she sheepishly lowers her hand.

LINDSEY What did you mean by we'll all find our sexiness?

More snickers. Grace's face flushes.

GRACE Success, Lindsey. You'll all find your own success.

Grace chuckles.

GRACE Must be the mic.

Her gaze goes back to Chris -- who in this room of restless seventeen and eighteen year-olds has not shifted position one inch. His eyes are still locked on Grace.

She composes herself. Her tone shifts.

GRACE

As the head senior sponsor I just want to remind you that this is your last quarter, so make those extra memories. Skip the extra studying time for that girl's night out. Laugh until you can't breathe anymore, because the memories you make right now... have to last you for the rest of your life...

We get the feeling Grace knows this all too well.

INT. GRACE'S CLASSROOM - DAY

Students pair up at lab tables. They slip on the aprons and gloves waiting for them at each station.

On each table are several pebble sized rocks. Next to them sits a shallow dish of water.

Grace finishes handing out the last few graded EXAMS.

She passes by Chris who is indulged in a CLASSIC NOVEL.

GRACE Book away Mr. McKinley. You're on my time.

Chris complies. Grace hands out the last test.

GRACE

(casually) I want to make something clear. I refuse to be the village idiot and let my senior chemistry class mix chemicals that will kill us all.

She smiles. The class chuckles.

GRACE Alkali metals are highly reactive with water. Lithium...

She picks up a small pebble. Tosses it into a dish of water. It fizzes and crackles.

GRACE

...Sodium...

She tosses in a another pebble. This one IGNITES into a small flame then sizzles out.

GRACE

... is all that I trust you with in this small room. Let me move a few doors down and you can throw in potassium, rubidium, and cesium at the same time if you want. But don't expect to live to tell about it.

She smiles. Chris smirks at her.

She jots down several letters on the board: Li, Na, K, Rb, Cs.

GRACE Least reactive to most reactive...

The class groans. She stops writing.

GRACE

Fine, we'll see who remembers this when we come back from spring break. Go crazy! I don't care. But whatever mess you make, clean it up. I'm not your mom. Thank god.

Chris furrows his eye brow. He quickly turns his attention to Lindsey.

Grace sits at her desk. She observes the students as their concoctions fizzle and crackle -- some of the pebbles dropping to the floor, despite her wishes.

LATER

Students clean up their messes.

Lindsey cleans up her area. Chris stares at her backside as she bends over -- his ogling obvious. Grace notices.

The BELL rings.

GRACE See you guys in a week.

Grace opens the door for the class. They filter out.

She stands in the hallway. Monitoring.

FEMALE VOICE (0.S.) Mrs. Watkins? I wanted to talk to you about making up yesterday's test.

GRACE (without looking) I don't do make up tests...

She turns to see PREGNANT SENIOR, 17, third trimester.

PREGNANT SENIOR I had a doctor's appointment during...

Grace glances down at her rotund belly.

GRACE Come see me fifth period.

Pregnant Senior leaves Grace with a glowing smile before dashing off. Grace turns back to see...

...Chris standing behind her desk. He holds a picture of Grace, Carson, and Nathan. They look happy.

CHRIS

He's cute.

Grace pries the picture away.

GRACE

He's seven.

CHRIS I meant your husband.

CHATTER buzzes loudly in the hallway.

Grace shoos Chris out from behind her desk before students enter.

CHRIS I almost made a "B" this time.

GRACE Almost doesn't count. You're looking at C.C.s, right?

CHRIS I was thinking U.C.

GRACE Then I guess I need to be a chemistry Nazi during your next tutor session.

CHRIS

Today?

GRACE The last day before vacation? I don't think so, buster.

A strange look from Chris, "oh".

GRACE Forget about chemistry for a week, enjoy your break.

Grace turns away. Chris walks for the door... He turns back around.

CHRIS Do you know what else today is?

GRACE

Friday...

A coy smile.

CHRIS

So it is.

He paces backward out of the classroom. But not before leaving her with a brief heartbreaking smile.

Grace slides the picture of her family behind her keyboard.

INT. TEACHER'S LOUNGE - DAY

Teachers lounge around discussing spring break plans.

SHHHHHHHINNNNNNNG!

A dour looking TEACHER slices strips of poster board with a poster cutter blade.

Grace checks her mail box. Just a few notices.

Underneath the stack she sees an UNMARKED envelope.

INT. GRACE'S CLASSROOM - DAY

Grace eats lunch in her empty classroom. She reads the unmarked letter. Then pulls out a TEACHER'S MEMO.

It reads: Senior sponsors meeting today at 6:00 in the auditorium.

Grace doesn't hide her annoyance.

GRACE

Thanks, guys.

SHOUTING from the hallway. A loud RATTLE. Something BANGS against a locker.

MALE STUDENT (O.S.) Fuck you, Garrett!

Grace shoves the letter into her bag -- and leaps out of her chair, knocking it back into the wall.

INT. HALLWAY - DAY

Grace runs out to see a HUSKY TEEN spear BASKETBALL SENIOR into the cinder block wall.

STUDENTS encircle them. A TEACHER grabs her walkie talkie and calls for help.

GRACE

Garrett! Wes!

Husky Teen is now pounding away on Basketball Senior. Blood smeared on their fists and faces.

Grace watches as Basketball Senior eyes flit backwards. He grows increasingly less and less conscious of the fact that he's getting the shit beat out of him.

GRACE

Stop!

Her plea dismissed.

She grits her teeth and JUMPS in front of Husky Teen. Luckily his next punch whizzes by her ear. She SHOVES him away putting space between the two.

But Husky Teen doesn't let up. He tries to push past Grace. She can't hold him off...

... Suddenly the back of his collar is ripped backwards.

HOWIE WESTON, mid 20s, awkward but cute in his SECURITY GUARD UNIFORM, grips onto the back of Husky Teen's shirt.

Principal Samonek stomps up from behind.

PRINCIPAL SAMONEK My office, now!

Husky Teen heads towards the office. Principal Samonek and Howie carry Basketball Senior away.

Students disperse from the thirty most exciting seconds of their day.

Chris emerges from the crowd.

CHRIS

You okay?

GRACE

I'm fine.

CHRIS Aren't you taught not to jump into fights?

Grace babies her middle finger. Chris sees her wince when she tries to move it.

GRACE Yeah well, I haven't always been the type to think before I do.

A half smirk from Chris.

CHRIS

May I?

Grace extends her swollen finger.

Chris gently caresses it.

On three. One...

POP! He pops it back into place. Grace flinches.

Beat.

Chris holds on to her hand.

Just as Grace is about to politely pull away...

He releases it.

Grace flexes her finger.

GRACE

Thank you.

CHRIS

Anytime.

He flashes her a beautiful smile before walking away. Grace jerks away when she realizes she is staring.

INT. GRACE'S CLASSROOM - DAY

Grace plops back down at her desk. Takes a deep soothing breath.

KNOCK.

Howie peeks in.

HOWIE Hey you want to grab some --

He stops when he sees Grace's half eaten lunch on her desk.

HOWIE -- oh maybe next week.

GRACE Next week is spring break.

She smiles sincerely. Howie blushes as nerves set in.

HOWIE Oh yeah. Sorry. Maybe in two weeks then. (beat) Did you get my note?

A brief pause. Grace runs her hand over the tote bag.

Yeah.

HOWIE Okay. Cool. I mean great. See ya later.

He waves as he steps back into the hall ...

GRACE

Howie?

His head pops back in.

GRACE Thanks for breaking up the fight.

HOWIE Just doing my job.

And on that note, he's gone.

INT. LIBRARY - DAY

A HAND reaches toward us, its formidable palm blocking our view.

Wilson is up on a ladder, unscrewing a blown bulb. He struggles to balance and multi-task.

CHRIS (O.S.) Need any help?

Wilson jolts a bit in surprise. Looks down at Chris -- hands in his pocket, something off about his grin.

Wilson vigorously shakes his head.

WILSON You scared the shit out of me, boy.

CHRIS Not a boy anymore.

Wilson descends the ladder.

WILSON Legal now, eh?

CHRIS For some things. Lemme get that. Chris grabs a new light bulb from the table. Starts to climb the ladder, leaving Wilson a bit flustered.

WILSON You're not on the clock yet... I could get...

But Chris is already at the top.

CHRIS You worry too much.

He effortlessly screws the fluorescent into place.

CHRIS Anything else you need me to do?

WILSON You could let me do my job.

It was a joke, but Chris's face doesn't quite suggest amusement. Still, he grins away.

WILSON Check the closet later. There's something there for ya.

INT. GRACE'S CLASSROOM - DAY

Grace scrawls a formula on the board.

GRACE

Okay, now...

She whips around to address her class.

GRACE ... who can tell me what--

All color drains from her features as she spots --

CHRIS'S FACE -- in the small window of the closed door. His expression blank. His eyes trained on her.

Grace is frozen.

MALE STUDENT

Grace?

GRACE (sharp) Mrs. Watkins. She breaks out of her paralysis and storms for the door. Surprise etched on her students' faces.

She pulls open the door to --

EXT. HALLWAY - DAY

An empty hallway.

Grace steps out. Looks around.

Chris is about twenty feet down the hall, walking backwards.

He nods at her.

GRACE You should be in class, Mr. McKinley.

He flashes a bit of a cocky smirk before turning away.

INT. GRACE'S CLASSROOM - DAY

Grace steps back inside, flushed. Taking in the curious stares from a class full of juniors.

The BELL RINGS.

GRACE See you guys tomorrow.

STUDENT You won't be seeing me.

GRACE (absently) Right. Have a good spring break everyone.

The students file out, chatting amongst themselves.

INT. JANITOR'S CLOSET - DAY

Chris tosses his HEFTY backpack aside.

He his pulls down a stuffy pair of beige overalls and suits up.

Wilson shuffles in.

WILSON Nah, it's your birthday, kid.

CHRIS It's only a holiday to me. You deserve a break.

A beat as Wilson looks him over.

Wilson turns away to grab something.

CHRIS

I suppose it's going to be hard to clean without the keys.

Wilson tosses him a metal conglomerate of keys. Chris catches them head high as he rolls out the mop and bucket.

WILSON

Here.

Chris looks up to see Wilson holding a small gift-wrapped box.

CHRIS I don't do birthdays anymore.

WILSON

Just take it.

Chris hesitantly takes the present. Bounces it around in his hands.

WILSON

Well?

Chris tears it open to reveal a <u>[damn you, present!]</u> nestled inside. He stares at it for a second.

Wilson looks at him, hopeful that he likes it...

... then Chris flashes his trademark smirk.

CHRIS Kinda dicey on school grounds. But thank you.

WILSON Eh. What're they gonna do? Enjoy a bottle of wine with it, birthday boy. WILSON Damned school board and their friggin' rules.

Wilson grabs his things and ambles out of the closet.

CHRIS Take it easy.

WILSON

Yeah.

Chris palms the [something brilliant] and shoves it into his pocket.

INT. GRACE'S CLASSROOM - DAY

Grace scribbles in red ink on a test of the periodic table. She takes a sip from a large cup.

Checks her watch. 5:03.

CHRIS (O.S.) I'm kind of a ninja.

Grace snaps up to see Chris standing inside the door way. He rolls in the mop and bucket.

She furrows her brow as...

Chris kicks down the stopper, leaving the door wide open.

CHRIS You know you stay after school more than any other teacher here. That's dedication.

Faculty VOICES from the hallway.

Grace glares at him.

He mops.

CHRIS Just an observation.

Grace packs her tote bag with the ungraded papers. Howie stops by her open door. He's still in uniform.

He steals a glance at Chris.

GRACE Night, Howie.

HOWIE 'Night-- I mean, I already said that.

Chris stifles a snicker. Grace shoots him a stern look.

HOWIE Have a good break.

Howie disappears from the doorway.

CHRIS Someone has a crush on teacher.

Chris wrings out the mop. Grace drinks the last of her drink. She stands up. Breezes past Chris on her way out.

Chris waits till she's gone. Picks up the UNMARKED envelope from her open tote bag. He glances behind him to make sure the coast is clear.

CHRIS

(reads) "Thanks for being so patient with me and showing me the ropes. I owe you. Howie." How cute.

Chris crumples the note and tosses into a waste basket, a sly smile twisting his lips.

INT. GIRLS' RESTROOM - NIGHT

Grace stops drying her hands. She leans against the sink, bracing herself.

She stares at her face in the mirror. Checks her make up...

... Then stops herself.

She steals one last look. A contradicting look in her eyes...

... then it's gone. She pushes off the sink and leaves.

INT. GRACE'S CLASSROOM - DAY

Grace shuffles in. Chris is still mopping. She gathers her tote bag and papers.

GRACE I'll get out of your way.

INT. TEACHER'S LOUNGE - DAY

Grace streaks more periodic tables with red ink. Restless. Alone. Just wanting to go home.

She's oblivious to the faint sound of HAMMERING from somewhere in the building.

A glance at her watch reveals that it's now 5:54.

INT. AUDITORIUM - NIGHT

The main door swings open ...

And Grace steps into the DARK, cavernous space.

A trace of sunlight seeps in from windows high above. Just enough for her to see.

She scopes out the room. Empty. Checks her watch.

GRACE You're kidding me.

She's about to head back out the door when she spots --

A SILHOUETTE on the stage. Just standing there.

GRACE

Hello?

No answer.

GRACE Is the meeting still on?

The silhouette checks its own watch -- then turns and heads off stage, its shoes CLACKING loudly with every step.

GRACE Hey. Who's there?

MALE VOICE

Grace?

MALE VOICE

It's on.

GRACE The meeting?

More silence.

After a moment, Grace makes her way down the aisle, her footsteps pinched with hesitation.

When she hits a pocket of inky blackness, she hurries her pace -- every step taking her closer to the stage.

GRACE

Hello.

Despite the ominous silence, curiosity propels her up the stairs...

And onto the stage. Her eyes struggle to adjust to the dark as she nears an odd LUMP in the center of the floor.

A STAGE LIGHT bursts to life, stopping her cold. She squints her eyes against the glare.

On the stage sits a picnic basket.

CHRIS (O.S.) I hope you're not mad.

Grace whips around to see CHRIS step out wearing a pristine TUXEDO. He holds up the teacher memo.