

Anne

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This is not a novelization or a script. It is a straightforward and dry transcript of the episode "Anne". It also includes descriptions of the settings, action scenes and

camera movements where I felt they were needed.

I made every effort to accurately transcribe the dialogue from this episode. If you notice anything that is transcribed incorrectly, please let me know and I will post an update. rev 98.10.12

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Prologue

The Sunnydale cemetery at night. The camera fades in on Andrew Hoelich's gravestone and slowly pans down to the ground in front of it. A bouquet of fresh flowers is there. A hand comes out of the freshly filled grave and claws for solid ground. Slowly Andrew pulls himself out of his grave, now a newly made vampire. He growls when his head clears the earth, and continues to climb out on his stomach. He crawls along the ground, pulling out his legs as the camera pulls back, and stops when he sees a pair of wide-spread legs standing before him. He looks up to see who it is.

Willow That's right, Big Boy.

Cut to Willow.

Willow *smiles mischievously* Come and get it.

Andrew suddenly hops to his feet and roars at her. Taken aback by this, Willow takes a few quick steps backward. The vampire takes two steps toward her. Xander grabs him by the collar of his suit and pulls him back away from Willow. Andrew loses his balance in the process.

Xander I got him! Go!

Oz jumps out from behind a bush and starts to run toward them, but then hesitates a moment to get a stake from his jacket pocket.

Xander Any time now...

Andrew has regained his balance, and using Xander's grip to stabilize himself, kicks up with both legs and does a double pike snapping kick to Oz's face. Oz stumbles backward and falls. Without pausing, Andrew leaps up again and does a back tuck over Xander's head. Xander tries to rush him, but Andrew uses his momentum to deflect him into Willow. They both go crashing to the ground. Willow moans, but quickly sits up to watch Andrew run away.

Willow He's getting away! And... ow.

Oz scrambles to his feet and picks up his stake. He watches the demon running and holds his stake by the

tip, preparing to throw it like a knife. Andrew leaps over a rock and continues running. Oz throws the stake. It whistles through the air as it flies end over end, and hits the rock, bouncing off of it with a loud thunk and flying wild.

Oz *shaking his head* That really never works.

Willow and Xander get up, and Oz turns to them.

Oz Are you guys all right?

Xander First of all, what was with the acrobatics? How did that happen?

Oz *looking in the direction that Andrew went* Wasn't Andy Hoelich on the gymnastics team?

Xander *gestures with his arm* That's right, he was! *shouting after Andrew* Cheater!

Oz gives Xander a brief look and then stares into the distance again looking for Andrew.

Xander *to Willow* Okay, and the, uh, second problem I'm having... 'Come and get it, Big Boy'?

Willow Well... *stammering* W-well, the Slayer always says a pun or-or a witty play on words, and I think it throws the vampires off, and, and it makes them **frightened** because I'm wisecracking. Okay, I didn't really have a chance to work on that one, but **you** try it every time.

Oz Uh, if I may suggest: 'This time it's personal.' I mean, there's a reason why it's a classic.

Xander *steps away* I've always been amazed with how Buffy fought, but... *picks up his bag* in a way, I feel like we took her punning for granted. *steps back*

Willow *gives Xander a scolding look* Xander, past tense rule.

Xander Oh, sorry. I just meant we in the past took it for granted and, uh... we won't when she gets back.

Willow Do you think Buffy knows school's starting tomorrow?

Oz Tomorrow. *Willow looks at him* Right. Big day.

Willow goes to Oz Oh, I'm gonna be busy a lot. But, but only till 3:00, and that's when you usually get up.

Xander I can't wait to see Cordelia. *pauses* I can't believe I can't wait to see Cordelia.

Willow smiling I wonder what our first homework assignment's gonna be.

Xander puts his hands on his hips and gives her a look.

Willow Hey, you're excited over Cordelia, okay? We've all got issues.

Oz I guess we should pack it in.

Xander Yeah.

They all start to walk away from Andrew's grave.

Willow Wouldn't it be great if Buffy just showed up tomorrow? Like nothing happened?

Xander She can't just show up, she got kicked out.

Willow Well, yeah, I-I know. I just wish... I wish we knew where she was.

Cut to a Los Angeles beach. A wave crashes on the sand. In the far distance a pier stretches out into the water. Buffy steps into view, walking barefoot across the sand. She stops and looks out over the ocean. She closes her eyes and raises her head to just feel the sun on her face

and listen to the waves come in. The camera pans down from her face to her waist. A pair of hands reach around her and clasp in front, and she covers them with hers. The camera pans back up to her face. She looks back at Angel leaning his head over her shoulder. She reaches up with her hand and brushes it against his cheek.

Buffy How did you find me here?

Angel If I was blind, I would see you.

She lowers her hand to take his again at her waist and closes her eyes. She embraces his arms tightly to her.

Buffy Stay with me.

Angel Forever. That's the whole point. I'll never leave. *whispering into her ear* Not even if you kill me.

Buffy's expression turns from contented to dismayed.

Cut to Buffy's tiny apartment in a run-down downtown Los Angeles neighborhood. She wakes from her dream and looks around sadly. Slowly she gets up and goes over to the window overlooking the street below. The camera pans away from the window, past the sidewalk and into the street. A police siren gets louder as it nears, and an instant later an LAPD squad car races across the intersection at the end of the block against the red light.

Part 1

Behind the counter at a small, sleazy diner known as Helen's Kitchen. The cook puts two burgers with fries up on the pick-up counter. A waitress walks past the counter to hang an order on the spinner. Buffy walks behind her to pick up the two burgers. She has her hair in two short braids to keep it out of the way. Her expression emotes a combination of sadness and boredom. She takes the two plates, walks them over to a nearby table and sets them down in front of two roughneck types. They both eye her lecherously. Buffy takes out her order pad.

Buffy Anything else?

Roughneck That'll do us, Peaches.

She tears off their bill and puts it on the table.

Buffy Pay at the counter.

Roughneck Sure you don't want me to work it off for you?

The other roughneck laughs at that. Buffy walks away, and as she goes he reaches out with his hand and slaps her on the behind. Buffy stops in her tracks. The two men just chuckle. She turns her head slightly, but thinks better of doing anything about it. She walks up to another table where a young couple is sitting. They are too into each other to notice Buffy.

Buffy You guys ready?

Rickie still looking at his girl Yeah. I think we're good. Um... *looks at Buffy's name tag* 'Anne'.

Buffy glances at them briefly, then looks down at her pad to take their order.

Buffy What'll you have?

Rickie reaches into his pocket and pulls out a handful of change.

Rickie Well, okay... What can we get with this?

He dumps the change onto the table. It's mostly pennies, a few nickels, no quarters.

Buffy Um...

Lily to Rickie Can we get cake?

Rickie to Lily Don't be stupid. We gotta eat healthy. We can't have cake. *to Buffy* Can we get pie?

Buffy We've got a peach pie. *writes the order* I can't guarantee there's a peach in it.

Lily to Rickie We shouldn't have blown all our money.

Rickie to Lily Come on, it was worth it.

Lily smiles. Rickie looks up at Buffy as the two of them hold out their forearms.

Rickie Hey, check this out.

Buffy looks at their arms as they hold them out together and sees they each have a tattoo of half of a heart with a ribbon across it. On their respective halves of the ribbon they have the other's name tattooed.

Buffy It's nice. It's nice and, uh, permanent. *smiles weakly*

Rickie looking at Lily Yeah, forever. *puts his arm around Lily* I mean, that's the whole point.

Lily looks at him and smiles. Buffy looks down sadly. A moment later she looks up at Lily, and there's a spark of

recognition in her face. Lily looks up at Buffy and thinks she also recognizes her.

Lily Hey, do I know you?

Buffy looks away I don't think so.

Lily looks harder Really? Where're you from?

Buffy avoids the issue I'll get your pie.

Lily watches as Buffy goes to the cash register. Rickie distracts her, and they are in their own little world again. At the register Buffy puts down the order. The other waitress looks at her.

Buffy I'm not feeling great. *unties her apron* Do you think you can cover for me?

Waitress Sure. *looks at the order* Okay.

Buffy gives Rickie and Lily one last look and goes out of the diner.

Cut to the Sunnydale High School library. Students are busy looking for books they will need during the semester. Willow and Giles walk out of the stacks on the mezzanine level. Willow has several books in her arms.

Giles So, no joy at the cemetery?

They come down the stairs.

Willow No, he got away. We still have some glitches in the system, like... vampires getting away. But I think we're improving. *smiles*

They split up as Giles heads through the door to go behind the check-out counter.

Giles For God's sake be careful. *they meet at the counter* I mean, uh, I appreciate your efforts to keep the vampire population down until Buffy returns, but, uh... Well, if anything should happen to you and... you should be killed, I should take it somewhat amiss.

Giles scans Willow's books to check them out.

Willow You'd be cranky?

Giles Entirely.

Willow Well, we try not to get killed. *the phone in Giles' office rings* That's part of our whole mission statement. 'Don't get killed.'

She takes the books and stacks them together again.

Giles Good. *taps on one of her books* I think you're going to love that one. *goes to get the phone*

Willow picks the books up and starts out of the library. Before she can take more than a few steps, Cordelia comes up to her.

Willow Hi!

Cordelia Hey, Willow. *puts her bag on the counter*

Willow How was your summer?

Cordelia Oh, I can't believe you brought that up. Las Palmas was the nightmare resort. They order you around and make you have organized *makes quotes with her fingers* 'fun', and I used sarcastic quote marks. *takes her bag and starts out* Plus the fact there are cockroaches in Mexico big enough to own property. It was

all about dread. How was your summer?

Willow Oh, it was okay.

They walk through the library doors and into the hall.

Cordelia Is Xander around?

Willow Well, uh, yeah. Somewhere.

They stop in the hall.

Cordelia Good. Great. I haven't seen him yet. *pulls her hair behind her ears* Do I look okay?

Willow Oh, yeah! *nods and smiles*

Cordelia worried How's my hair?

Willow Uh, it's good! *smiles*

Cordelia He didn't meet anybody over the summer, did he? No, who's he gonna meet in Sunnydale, but monsters and stuff? But then again he's always been attracted to monsters. *worried* How's my hair?

Willow Still good.

She turns to leave and sees Oz.

Willow *smiles hugely* Hi!

Cordelia grabs her arm and turns her around to look at her.

Cordelia Maybe he's forgotten me. *lets go* Well, I'll just have to make him remember. *smiles* See ya. *walks off*

Willow *turns back to Oz* You came to visit me. *sees his books* You came with books? Are they books for me?

Oz Well, actually, they're kind of for me.

Willow I don't get it.

Oz Well, it's sort of a funny story. *they walk* You remember when I didn't graduate?

Willow Well, I know you had a lot of incompletes, but that's what summer school was for.

Oz Yeah. Well, you remember when I didn't go?

Two students run past them, and the camera follows them down the hall past a teacher.

Teacher Whoa. Slow down, people. *they stop running* Summer is over. Be somber.

Willow and Oz walk by as the teacher goes back into his classroom.

Willow But you never said anything. How am I supposed to react to this rather alarming news?

Oz Well, actually, I was pretty much banking on you finding it cute.

Willow Well, traditionally, you know, repeating a grade isn't exactly a turn-on. *they stop by the lounge* A-and you're practically a genius. You're Mr. Test Scores. I-it's all a little weird.

Oz So the cute thing is out?

Xander rushes up to them.

Xander Have you guys seen Cordelia?

Willow Yeah. She's around here somewhere.

Xander I don't want to come on too geeky, but, uh, okay, I'm psyched! *flashes a big grin* There's gonna be some heat, if you know what I mean. So you guys might want

to duck and cover. *Willow sighs* And I'm starting to be geeky. *grins again* Okay, bye. *he goes, but comes right back* How's my...

Willow *interrupts* Your hair is fine.

Xander *big grin* Cool. *darts away*

Larry and another jock walk behind Willow and Oz, and the camera follows them into the lounge.

Larry This is our year, I'm telling you. Best football season ever. I'm so in shape, I'm a rock. *they stop by the vending machines* It's all about egg whites. If we can focus, keep discipline, and not have quite as many mysterious deaths, Sunnydale is gonna **rule!**

Willow and Oz walk into the lounge on the other side of the tables.

Willow I'm trying to get to cute, really. But I'm still sorta stuck on 'strange'.

Oz Well, I'd be willing to bargain down to 'eccentric' with an option on 'cool'.

They walk past the raised area where the couches are. Behind them Xander and Cordelia finally meet. The camera closes in on them.

Xander Hey!

Cordelia Hey.

Xander Good summer?

Cordelia It was all right.

Xander Cool!

Cordelia *sounding disappointed* Yeah.

Xander Well, I'll see ya.

Cordelia Yeah, whatever.

He turns and goes down the steps. Cordelia walks the other way toward the hall.

Cut to Buffy's apartment. She's sitting calmly on the edge of her bed in her nightshirt, holding a can of Spaghetti-O's in her lap. The camera pans up from the can to her face. She just stares blankly into the room, breathing calmly.

Cut to the street in front of Helen's Kitchen. Buffy walks along the street. A homeless man is sitting on the curb. Ken, the local shelter operator, approaches the man and crouches down beside him, holding out one of his leaflets.

Ken Hey, how are you? Can I talk to you for a moment? I have something you might be interested in.

Buffy continues walking and passes a store with a recessed entryway. A homeless woman is cowering there.

Homeless woman I'm no one.

Buffy looks at the woman.

Homeless woman I'm no one.

Buffy looks away and hides her face from the woman by pulling her hair behind her ear. Her expression becomes very sad.

Homeless woman I'm no one.

Cut to the library. Giles is on the phone in his office.

Giles Yes? Thank you, thank you.

He hangs up, puts the phone down, grabs his coat and quickly comes out of the office.

Giles I have a lead.

Willow and Xander look up from doing their homework at the table.

Giles A friend in Oakland has a-a-a sketchy report of a... *grabs his overcoat* young girl fending off a group of vampires... *grabs his bag* about a week ago. *looks at his watch* There's a plane out in about an hour.

Willow and Xander exchange a look.

Xander And what makes this different from the last nine leads?

Giles Well, there's a meal on this flight.

Xander Look, I don't mean to poop the party here, it's just, you get your hopes all up, and then it's just a big fat raspberry, and I feel bad.

Willow But it's good that you're looking, though. You shouldn't give up.

Xander Oh, yeah. Definitely.

Giles Yes, one must try. Well, I-I-I should go. *rushes out*

Willow You don't think maybe he'll find her?

Xander I think he'll find her when she wants to be found.

They go back to doing their homework.

Cut to a street in L.A. at night. Buffy slowly walks along to her apartment. Behind her Lily follows her.

Lily Anne?

Buffy doesn't respond.

Lily louder Anne?

Still no response from Buffy.

Lily Buffy?

Buffy stops in her tracks. Lily catches up.

Lily Don't be mad. I won't turn you in or nothing. I guess you don't recognize me.

Buffy *thinks for a moment* Lily?

Lily I mean from before. I was calling myself Chantarelle then. I used to... *sighs* Well, I was in this cult that worshipped vampires. So lame, I know.

Buffy Yeah... I, uh, I remember.

Lily But... you kinda saved us. I never thanked you or anything.

Buffy Did you tell anyone who I was?

Lily Oh, no! Not-not even Rickie. I mean, I was so surprised to see you here, waiting tables... But I wouldn't tell. I know how it is when you gotta get lost.

They start to walk again.

Buffy Do you, uh, do you live nearby?

Lily Well, there's a couple of places. Uh, they're abandoned, and a lot of people stay there. *pauses* So how come you came up with Anne?

Buffy It's my middle name.

Lily Lily's from a song. Rickie picked it. I'm always changing anyway. Chantarelle was part of my exotic phase.

Buffy It's nice. It's a mushroom.

Lily It is? That's really embarrassing.

Buffy Um, well, i-it's an exotic mushroom, if that's any comfort.

Lily Well, before that, I was following this loser preacher and calling myself Sister Sunshine.

Buffy What do they call you at home?

Lily looks away and doesn't respond.

Buffy I like Lily.

Lily It's cool for now. Hey, do you have any money?

They stop, and Buffy gives her a surprised look.

Lily I didn't mean that like... Well, I just mean... I know this guy, he's gonna have this kinda rave thing in his basement. We could go. I mean, I could show you if you had... 'Cause I'm broke.

Buffy I-I don't think so. I just kind of... I want to be alone.

Lily I didn't mean to bug you.

Buffy No! I-I didn't, I didn't mean that, it's just... Well, a-a lot of people like that, it's, it's too much.

Lily crosses her arms and looks very disappointed. Buffy looks down and starts to dig through her purse.

Buffy I-I do have the money, though, so, why don't you and Rickie go, and then maybe I could meet you some other time...

Lily raises her hands and waves off the offer.

Lily No. It's okay, it's okay. Forget about it. Just...

A homeless man rudely pushes his way between them. The two girls both stare after him.

Lily That's not very polite.

The man turns around and looks blankly back at them.

Buffy Are you okay?

Homeless man I'm no one.

He turns back around and walks into the traffic on the street. Buffy's eyes widen with concern. The man stops in the middle of a lane in front of an oncoming pickup truck and faces it, arms stretched wide. Buffy drops her bag and rushes into the street. The pickup driver honks his horn and slams on the brakes. The truck starts to skid. Buffy pushes the man out of the way in time to save him, but not in time to avoid getting hit herself. She gets hit hard in the legs by the bumper. Her body snaps down hard onto the hood of the truck and she slides into the windshield. She bounces back and slides off of the hood as the truck screeches to a halt. She hits the pavement, flips over backward and rolls to a stop in the middle of the street.

Part 2

The street. The driver quickly gets out of the pickup cab and runs over to Buffy lying in the street, but Lily reaches her first. Buffy is on her hands and knees trying to get up. People from all around come rushing into the street.

Lily Are you okay?

Driver Jeez, I didn't see you.

He takes her by the arms and helps her up.

Lily Oh... Maybe, maybe you shouldn't move.

Driver Maybe you should lie down.

Buffy looks around nervously at all of the people gathering.

Buffy No, I'm fine.

Driver Somebody call an ambulance!

Buffy holds up her hands to fend off everyone's help.

Buffy No! I'm okay, I just... I need to go.

She runs off, apparently not the least bit hurt.

Cut to further down the street. Buffy is walking at a brisk pace as she goes around a corner. There she bumps into Ken and knocks all of his leaflets onto the sidewalk.

Ken Whoa! sees his leaflets Oh...

They both crouch down to pick up the papers.

Ken Where are you running to?

Buffy Sorry.

Ken Maybe I should ask, where are you running from?

They've finished gathering up his leaflets and stand back up. Ken takes a good look at Buffy.

Ken You're pretty new around here. Uh, you've got the Look, though.

Buffy The look?

Ken Like you had to grow up way too fast. What's your name?

Buffy Anne. *pushes past him to go*

Ken Hey, um, I'm Ken. Here, go ahead, take one of these.

He holds out a leaflet, and Buffy looks at it. It reads "Come home to Family Home", and has a drawing of a house and a silhouette of a man reaching out to hug a child.

Ken Don't be shy about stopping by. I mean, I guess you're not starving, but... we're not just interested in feeding the body. You might find something you're missing.

Buffy looks up at him I'm alright.

Ken gives her a look of disbelief Then why are you here?

Buffy looks away This is not a good place for a kid to be. You get old fast here. *Buffy looks up at him knowingly* The thing that drains the life out of them is despair. I mean, kids come here, and they got nothing to

go home to, and... this ends up being the last stop for a lot of them. *Buffy looks down the street* Shouldn't have to be that way.

"Back to Freedom" by Bellylove starts playing as several shots of homeless people are shown.

Lyrics Ooo-ooo-ooo / On my way to freedom

A woman alone in the street, a boy and girl huddling together on the curb, a young boy begging from a businessman who rejects him as he walks by, a woman with a dirty face looking into the camera.

Lyrics I ask myself

Cut to the Bronze. Bellylove is on stage performing their ballad.

Lyrics Why did I come again? / To find my own way to freedom

The camera pans from above down to the singer, then over to the guitar player.

Lyrics And the change is gonna come / I'm gonna find my way / Find my way / Find my way back to freedom

The camera pans around behind the singer, showing the people in the club. It's not a busy night. Xander is lounging on a couch off to the side. Willow is sitting in the loveseat set at a right angle to the couch.

Lyrics I'm gonna find my way / Find my way / Find my way / Find my way back to freedom

The camera cuts closer to Xander and Willow.

Xander Boy, I'm glad we showed up for 'Depressing Night'.

Willow I wonder what she's doing right now.

Xander Oh, I know what she's doin'. Gabbing to all of her friends about her passionate affair with Pedro the Cabana Boy, laughing about me, thinking how she still might have feelings about me.

He glances over at Willow and sees her sadly raise her eyebrows at him.

Xander Oh, it's possible you were talking about Buffy.

Willow It's possible. The Bronze just never seems the same without her.

Oz arrives, hands Xander a drink and sits down next to Willow.

Xander Yeah, and the slaying isn't getting any easier, either.

Oz I don't know. I think we're kinda getting a rhythm down.

Xander We're losing half the vamps.

Oz Yeah, but... rhythmically.

Willow We just need to work on our timing, I think.

Xander *looks up* No, I know what we need.

Oz A Vampire Slayer?

Xander Next best thing.

Willow follows his gaze and sees Cordelia coming into the Bronze with a few friends.

Lyrics Ooo-ooo / My own way to freedom

Xander Bait.

Cut to the Summers house. Cut inside. Joyce is writing out a few bills. She hears a knocking at the door, and looks up. She goes over to the door and answers it. She is surprised at who she sees standing there.

Joyce Uh, hello.

Giles Hello. Um, may I... *gestures inside*

Joyce Oh, uh, of course. *waves him in* Come on in.

Giles Thank you. *slowly walks into the living room* I've, uh, just come back from Oakland. A friend of mine called with a lead. Stories about someone fighting vampires. *takes off his glasses* It, uh, didn't pan out, I'm afraid. *starts to clean them*

Joyce *sighs* No Buffy.

Giles No vampires. Bunch of school kids in heavy mascara listening to extremely silly music.

Joyce Well, thank you for going. *steps into the living room and crosses her arms* I can hardly, uh... *exhales and smiles weakly* I can hardly leave the house. I'm just afraid she'll call and she'll need my help.

Giles *puts his glasses back on* Buffy is the most capable child I've ever known. I mean, she may be confused, unhappy, but I honestly believe she's in no danger.

Joyce *lowers her arms* I just wish I could talk to her. The last thing we did was fight. *fidgets with her hands*

Giles Joyce, you mustn't blame yourself for her leaving.

Joyce *nods* I don't. *takes a breath* I blame you. *exhales* *Giles is taken aback.*

Joyce You've been this huge influence on her, guiding her. You had this whole relationship with her behind my back. I feel like you've taken her away from me.

Giles is speechless for a moment while he considers his answer.

Giles I didn't make Buffy who she is.

Joyce And who exactly is she?

Giles just looks at her.

Cut to Helen's Kitchen. Buffy is filling the sugar dispensers at the counter. Lily comes in and walks up to her.

Lily Buff... um, Anne? Can I talk to you?

Buffy glances up at her, but doesn't stop her work.

Buffy Look, this really isn't a good time. Can it wait?

Lily Rickie's gone. I haven't seen him for more than a day. I... he's never left for that long. I think something's... happened. Maybe something's happened.

Buffy Well, did you call the police?

Lily *sighs* Rickie skipped out on his parole. Uh, they would just cause more trouble.

Buffy *exhales* I don't know, did you, did you ask around?

Lily Can you help me?

Buffy Uh, I-I can't. *walks away*

Lily *follows* But... but that's who you are and stuff, right? I mean, you help people, and, you know...

Buffy I can't get into this. I'm sorry, Lily.

Lily You, you know how to do stuff.

Buffy I don't. *exhales* Not anymore.

Lily But... *whining* I don't know what to do.

Cut to the blood bank. Lily and Buffy come in.

Lily We gave blood lots of times 'cause you get a few bucks. And they have cookies!

Buffy You're a fan of the sugar rush?

Lily *smiles* It's nice.

Nurse Hi. Are you here to donate blood?

Buffy Uh, we're looking for a friend.

Lily Rickie T.? We come in sometimes.

Nurse Rickie, sure. Uh, he's not here.

Buffy Well, do you know if he's been in the last day or so?

Nurse Well, let me check the sheet.

Man *off camera* Ow!

Buffy looks squeamish as she looks over and sees him being stuck with a needle.

Buffy This'll probably go faster if we split up.

Lily *nods in agreement* Can I come with you?

Buffy Okay, where did I lose you on the whole splitting up thing?

Lily *smiles* Oh. Sorry.

Buffy I was thinking we could check out some of your hangouts and, um, I guess, meet later at my place.

Lily Okay.

Nurse Sorry, guys. He hasn't been here.

Buffy Thanks.

Nurse I'll tell him you were looking.

Buffy Great.

They leave the blood bank. The nurse loses her friendly demeanor as she watches them go. She swallows and begins to look around nervously.

Cut to a street at night. Cut to an abandoned building. A homeless man stirs from his sleep as he hears Buffy come in, but goes back to sleep when he sees it's not the cops. Buffy makes her way through the building, being careful not to step on anyone. Some of them watch her as she goes by. She walks slowly along a dark hall and turns a corner. She is startled by a man with his arms full walking the other way behind her. She continues along and soon notices an old man lying on the floor, dead. Next to his head is an empty bottle of drain cleaner, an apparent suicide. Buffy kneels next to him and feels for a pulse. Nothing. She puts his arm down and sees that there's a tattoo of half a heart on his forearm with a banner across the heart and the name Lily tattooed on it. Buffy looks at the old man, confused.

Buffy Rickie?

Part 3

Buffy's apartment. Lily is there waiting for her to return. She finds Buffy's stuffed duck and picks it up to stroke it. Buffy opens the door, comes in and closes it behind her. Lily puts the duck down and steps closer to Buffy.

Lily Did you find Rickie? I thought of... Well, he likes to go to this movie house, you can get in around the back...

Buffy *interrupting* Lily... I think he's dead.

Lily *very sad and lost* But... he takes care of me.

Buffy I'm sorry.

Lily We're gonna get a place. His cousin can get him a job at the car wash.

Buffy Lily, there's... *exhales* there's something else. *sits on the bed* The, the person that I found... was old. He- he looked about eighty.

Lily Well, that's not Rickie!

Buffy I'm sure it was. I, I don't know how, but... it was like something drained the life out of him.

Lily Do you mean like a vampire?

Buffy No. A vampire couldn't accelerate the aging process. Maybe it was something in his blood. *has a thought* When was the last time you guys gave blood together?

Lily I don't understand. Maybe it's not Rickie, okay?

Buffy *stands up* Lily, this is something you're just gonna have to deal with.

Lily *flustered* But he didn't do anything wrong! Why would this happen to him?

Buffy That's **not** the point. *Lily calms a bit* These things happen all the time. You can't just... close your eyes and hope that they're gonna go away.

Lily Is it 'cause of you?

Buffy *confused* What?

Lily You know about monsters and stuff. You could have brought this with you.

Buffy *very annoyed* I didn't bring anything with me. And I didn't ask for you to come to me with your problems. I just wanted to be left alone. If you can't deal, then **don't** lay it off on me!

Lily can't take it. She holds up her hands to deny what she's hearing and walks out of the apartment. Buffy sighs, regretting raising her voice to Lily.

Cut to the street. Lily stops walking and leans against the iron gates pulled across a storefront. Ken comes up behind her.

Ken Are you okay?

Lily shakes her head, barely able to keep from crying.

Ken Hey, it's okay. Maybe I can help.

Lily *sniffles* You can't. *breathes deeply*

Ken Look, I know you all think I'm a big square handing out leaflets about hope. But hope is a real thing, just like despair. And hope can fill up a part of you that's missing.

Lily But Rickie is...

Ken Rickie? Say, are you Lily? *smiles* Right! He was talking about you.

Lily *faces him* You've seen Rickie?

Ken Oh, sure! Rickie's with us now.

Lily She said he was dead.

Ken Well, someone's sure handed you a tall tale. Rickie's no more dead than I am. Why don't you come to Family Home? We'll get you taken care of.

Lily considers for a moment. Ken smiles at her, and she nods in agreement. He takes her by the arm and leads her away.

Cut to the blood bank. A shadow appears on the other side of the frosted glass of the door. The camera pans down to the doorknob being jiggled. Suddenly it gets ripped out of the door. Cut to a filing cabinet. Buffy is looking through it to find Rickie's records. She grabs it and a few others, closes the cabinet and takes the folders over to a desk. She turns on a lamp and begins to go through them. First she pulls out Rickie's and opens it. She scans his latest donation form. It looks normal, except for the word "candidate" in the comments box.

Buffy Candidate for what?

Behind her the nurse quietly walks in. Buffy opens another record and sees "candidate" again.

Nurse What are you doing?

Buffy Breaking into your office and going through your private files. *looks at another file* Candidate for what?

Nurse I'm calling the police.

She steps toward Buffy to get to the phone. Buffy reaches over to the phone and yanks it off of the wall. It falls to the desk with its wires torn.

Buffy Now, you've got a whole bunch of candidates here. I wonder if any of them are missing like Rickie. *faces the nurse* Gosh, I bet they are.

Nurse You're getting yourself in a lot of trouble.

Buffy I don't want any trouble. I just want to be alone and quiet in a room with a chair and a fireplace and a tea cozy. I don't even know what a tea cozy is, but I want one. Instead, I keep getting trouble, which I am more than willing to share. *the nurse looks at her nervously* What are you doing with these kids?

Nurse Nothing. I just... I give him the names of the healthy ones.

Buffy Give them to who?

Cut to Family Home. Ken looks at Lily, who is wearing only a simple long tunic.

Ken Well, don't you look nice?

Lily I guess.

Ken Well, you don't want to wear your own outfit to the cleansing. It'll get soaked.

Lily A cleansing is like a baptism? Right?

Ken Not quite the same.

Indicates the way. She follows him.

Lily Will I see Rickie after?

Ken Oh, of course. He's waiting for you. He's very excited.

Cut to the Sunnydale cemetery. Xander, Cordelia, Willow and Oz walk along a pathway. Oz is twirling a stake.

Cordelia Why do I have to be bait? I'm always bait. Why can't Willow be bait?

Xander He's already seen Willow. And could you complain louder so that all the vampires leave?

Oz I think this is a good spot.

They all stop and look around.

Oz Is everybody packin'?

Willow and Xander each pull out a stake. Willow also has a cross.

Oz Let's do it.

Willow, Oz and Xander split up and look for places to hide, leaving Cordelia alone out in the open. Cordelia is not liking this, and she quickly makes tracks after Xander.

Cordelia I'm doing this for Buffy's sake. This has nothing to do with you.

Xander Yeah, like I needed that cleared up. *finds a hiding place* Go away. This is my hiding spot.

Cordelia Where do I hide?

Xander You don't hide. You're bait. Go act baity.

Cordelia What's the plan?

Xander The vampire attacks you.

Cordelia And then what?

Xander The vampire kills you. We watch, we rejoice. *Willow overhears from her hiding place and sighs.*

Cordelia Everything's a joke with you.

Xander No, just our relationship.

Cordelia What relationship?

Willow looks down at her stake, contemplating using it on them. Andrew appears behind her and smiles evilly.

Xander Oh, that's right, I forgot. We actually want to bury that piece of the past, don't we?

Andrew begins to sneak up on Willow.

Cut to Family Home. The camera shows a small rectangular pool of what looks like black tar, and pans up from it to Ken and Lily walking into the room.

Ken We come to this station to wash away the past. Go ahead, kneel.

He indicates the edge of the pool, and Lily kneels down. Ken squats next to her.

Ken We let the water run over the sin and the pain and the uncertainty.

Lily It looks kinda... dirty.

Ken *smiles* Yeah.

Cut to the front door of Family Home. A man comes up to the door where another man is already listening to Buffy talk.

Buffy You know, I just... I woke up, and I looked in the mirror, and I thought, hey, what's with all the sin? I need to change. I'm... I'm dirty. I'm, I'm bad with the... sex and the envy and that, that loud music us kids listen to nowadays. W... *sees that the guy isn't buying it* Oh, I just suck at undercover. Where's Ken?

The man tries to slam the door closed, but she kicks it open and it slams into his face instead. She marches in.

Cut to Ken and Lily. She reaches down to the black water in the pool. For a moment she hesitates, but then puts her hand in. The liquid is thick and pitch-black, and her hand disappears in it. Buffy swings open the door, banging it loudly into the wall. Ken looks at her and stands up.

Ken This is a private moment. If you could just...

Buffy How do you make 'em old, Ken? Do you feed on youth? What's the deal?

Ken Do you really wanna know?

Lily *looks back* What's going on?

Buffy is surprised to see Lily there. Suddenly something grabs Lily. She screams as she is pulled into the pool and disappears into the black slime. Buffy runs to help, but Ken grabs her and chokes her with his arm around her neck. Buffy grabs his arm and tries to snap her body back to make him release her, but instead they just both fall into the pool as well.

Cut to a dimly lit passageway. Buffy and Ken fall out of a black pool in the ceiling. Buffy briefly looks up at the pool, then looks around to see where she is. She sees Lily leaning against the wall holding her head.

Buffy Lily...

She rolls over onto her hands and knees and quickly

crawls over to Lily. Ken is faring worse, apparently hurt in the fall.

Lily *in pain* Oh...

Buffy looks up at the pool in the ceiling. The waves from her fall through it are beginning to dissipate.

Ken Oh, my face!

Buffy looks over at Ken.

Ken Ow! My face!

He turns toward them and begins to pull it and his hair off.

Ken Do you have any idea how hard it is to glue that thing on?!

Beneath his mask Ken's face is red and his head is bald. There appear to be pieces of skin missing from his forehead, revealing the even redder flesh beneath. Lily begins to panic. Buffy starts to get to her feet and tries to pull Lily up with her. Ken stands up.

Ken yells Guards!

Buffy takes Lily's hand and begins to run, pulling her along. Two guards show up. Their faces are even more mangled and raw-looking than Ken's. One of the guards hands Ken a club. They begin to pursue the girls. Buffy and Lily run through a maze of halls and come out on a ledge that overlooks what looks like a large iron works. There are huge vats of molten metal, sparks are flying through the air from one side, and it is hot and smoky. Buffy looks closer, and in the shadows sees people being used as slave labor, kept in line by more guards with whips. The camera pans through the place showing zombie-like humans pounding the metal on anvils, pushing wheelbarrows from place to place and swinging sledgehammers. Some of them cough hard as they work. The guards watch and crack their whips every so often. Ken comes up behind Lily as she takes in the scene.

Ken Welcome to my world. I hope you like it.

Buffy and Lily look back at him. He hits Buffy hard in the face with his club, knocking her out.

Ken *to Lily* You're never leaving.

He smiles and licks his lips.

Part 4

The Sunnydale cemetery. Cordelia and Xander are still arguing.

Xander Let me ask: how long did it take you to forget me? Were you still taxiing down the runway, or was it actually in the cab?

Cordelia Oh, yeah! Mr. Faithful? You probably met up with some hot little Inca Mummy Girl. Yeah! I heard about her.

Xander raises his finger at her and is about to respond when they hear Willow get tackled to the ground and

scream.

Willow Help!

Their attention is immediately diverted to Willow, and they begin to run to her aid. Oz is quicker and beats them there. He jumps over Andrew and grabs him on the way, using his momentum to pull Andrew off of Willow and then throw him aside. Andrew and Willow both quickly get to their feet. Oz holds up his stake, ready to attack Andrew. Willow runs away. Oz lunges at Andrew, but he just diverts Oz to the side and sends him rolling to the

ground. Next Xander comes at Andrew, stake held ready, but Andrew grabs his staking arm by the wrist with one hand and his shoulder with the other, and they begin to struggle. Cordelia watches them struggle, worried.

Cordelia Xander!

She decides to join the fight, and attacks Andrew from behind, pushing him and Xander down to the ground. They end up with Andrew sandwiched between Xander on the bottom and Cordelia on the top. With Cordelia's weight on top of him and Xander's leverage against the ground, Andrew can't hold back the stake any longer, and it plunges into his chest. He explodes into ashes between them, and Cordelia falls down on top of Xander. The two of them look at each other for an instant, then grab each other and start kissing passionately.

Cut to Ken's world. Buffy is lying on the floor in a cell. Lily is sitting on the floor behind her leaning against a pillar. Buffy regains consciousness, rolls onto her side and feels her head where Ken hit her. No blood, but she is still a bit dazed.

Buffy Oh. Unh... *slowly sits up* Lily...

Lily I always knew I would come here... sooner or later. I knew I belonged here.

Buffy *looks around* Where?

Lily Hell.

Buffy *turns her head toward Lily* This isn't Hell.

Ken *appears at the bars* Isn't it?

Buffy spins her head around to look at Ken, but quickly regrets moving it so fast.

Buffy *in pain* Unh... *rubs her forehead*

Ken What is Hell but the total absence of hope? The substance, the tactile proof of despair. You're right, Lily. This is where you've been heading all your life. Just like Rickie.

Lily Rickie...?

Ken He forgot you. Well, it took him a long time. He remembered your name years after he'd forgotten his own. But, in the end...

Lily Years? But...

Ken Oh. Uh, interesting thing: time moves more quickly here than in your reality. A hundred long years will pass here. On Earth, it's just a day.

Buffy So you just work us till we're too old and spit us back out.

Ken That's the plan. See, Lily, you'll die of old age before anyone wonders where you went. Not that anyone will, that's why we chose you.

Buffy You didn't choose me.

Ken No. But... I know you... **Anne.** So afraid. So pathetically determined to run away from whatever it is you used to be. *Buffy looks away* To disappear. Congratulations. *Buffy looks at him again* You got your wish.

Cut to a personnel elevator. The huge steel door splits open, the upper half rising, the lower half sinking. A group of young slaves including Buffy and Lily is herded out. Buffy trips and falls to the floor. The other slaves stop walking. A guard starts to explain things to the new recruits as Buffy slowly gets back to her feet.

Guard You work, and you live. That is all.

The guard has even less skin on his head than Ken, just a few patches around his eyes and across the top of his head sewn together. His chin and cheeks are exposed flesh and muscle, and he has no lips covering his teeth. Buffy is standing again, holding her head in pain.

Guard You do not complain or laugh or do anything besides work. Whatever you thought, whatever you were does not matter. You are no one now. You mean nothing.

The guard walks to one end of the group and faces the boy standing there. Behind them the elevator doors close with a slam.

Guard Who are you?

Boy#1 *afraid* Aaron.

The guard whales hard on him with his club, and the boy grunts in pain and falls to the floor unconscious. Buffy immediately sobers, and stares intensely ahead. The guard advances to Lily.

Guard Who are you?

Lily *whimpers* No one.

The guard continues to the next person.

Guard Who are you?

Boy#2 *fearfully* No one.

The guard reaches Buffy.

Guard Who are you?

She looks up at him for a moment, and then smiles.

Buffy *friendly* I'm Buffy. The Vampire Slayer. And you are...?

The guard is incensed at her insubordination, and roars as he wields back his club to strike her. He swings at Buffy, but she sidesteps him and grabs his arm as he bends over from his follow-through. Buffy slams her other forearm down on the guard's, breaking it. He falls to the floor in pain. She picks up his club and swings it at another guard, striking him in the head. She swings again the opposite way at a third guard, hitting him in the gut. They both fall unconscious. Buffy looks over at the group of would-be slaves.

Buffy Anyone who's not having fun here, follow me.

She starts to run, and the group follows her.

Cut to a shot of the main iron works from above. The vats of molten metal glow brightly. There are sparks flying everywhere. Cut to the slaves working below. The camera pans up to a ledge where two guards are watching them work. Cut to a guard walking down a metal staircase.

Buffy and the small group are hiding beneath it.

Buffy *looking up at the guards* There's no way we can get back up there without meeting new people. *looks at Lily* Okay. Lily, when those guards leave, and they will leave, I want you to take these people and get them up there, okay? Fast and quiet.

Lily You're leaving me? But...

Buffy Lily... You can handle this. 'Cause I say so.

Suddenly a siren begins to wail loudly.

Buffy We've gone public. Okay, quick, get them up. Go! Quiet!

Lily begins to lead them away, but comes back.

Lily I'm sorry I said this was your fault before.

Buffy Lily, this can wait.

Lily Well, in case we die...

Buffy Go! Go!

Lily runs off to lead the group out. Buffy sees two guards coming for them and leads them away at a run. She winds around through the slaves still blindly working away. The guards are big and bulky compared to her small figure darting through the maze, but they manage to keep up. She sees a pole jutting out of the floor and grabs onto it, swings around once and knocks one of the guards out with an aerial side kick. She lets go of the pole and begins to run again. She reaches a platform, shoulder rolls onto it and rises to a standing position. Her pursuer jumps up onto the stage and tries a backhand swing at her with his sledgehammer, but she ducks and blocks his second swing. The guard kicks up with his knee and gets Buffy in the stomach, stunning her. He punches her, making her fall to the floor. He takes a swing at Buffy's head, but she clamps her hands around the hammer's handle and yanks him up and over her. He slams down hard onto his shoulder and rolls off of the platform. Buffy still has his hammer and quickly gets to her feet. The two other guards on the ledge leave their post and begin to approach her.

Cut to Lily leading the group to a set of stairs. She ushers them up.

Lily C'mon, c'mon, everybody go! Go!

One after the other they quickly climb the stairs. Lily brings up the rear.

On the platform Buffy continues to fight another guard. She quickly hits him in the head with a full spinning out-to-in crescent kick. He takes the blow hard and falls off of the platform. Still another guard takes a swing at Buffy's legs with his sledgehammer, but she jumps high to avoid the swing. Buffy swings her hammer into the guard's face, knocking him down. As he tries to get up, Buffy knocks him down again with a snapping roundhouse kick to his arm, kicking his hammer away in the process. The guard gets to his feet. Buffy swings her hammer

in an uppercut, striking him in the jaw and sending him flying off of the platform in a backflip. Yet another guard jumps up onto the platform and tackles Buffy, struggling to get the hammer out of her hands.

Cut to a ledge. Ken and two more guards come out to see what's going on. Ken can't believe what he is seeing.

Cut below. Buffy does a roundhouse kick to the guard's face, and he stumbles backwards. Another guard comes up to the edge of the platform holding a battle-ax with a curved blade. He looks at the fighting for a moment, then moves to jump up onto the platform.

Cut to Ken on the ledge.

Ken Humans don't fight back.

Cut below. The guard on the platform tries to pound Buffy's head with his club, but she holds her hammer high, blocking his attack and making him drop his weapon.

Ken enraged Humans don't fight back!

Buffy swings down with her hands, carrying the guard's hands as well. She grabs him by the neck, spins around once and throws him through the air. He hits a steel beam and slumps to the ground. The guard with the battle-ax is up on the platform now and takes a wide swing with it at Buffy, but she leans aside and he misses.

Ken That's how this works!

Buffy manages to duck the guard's next swing, avoiding decapitation. He swings again from above, but she blocks his attack with her hammer, and the head of the ax embeds itself in the handle. Buffy performs a front snap kick that dislodges the ax and knocks the weapon out of the guard's hands and spinning up into the air. She kneels down and knocks his legs out from under him with her hammer. While she's crouched, she looks up at the battle-ax as it falls and catches the airborne weapon. She gets to her feet, as does her assailant. Buffy does another roundhouse kick to his face, and he goes flying off of the platform.

Ken to the guards with him Get down there!

The two guards run to obey. On the platform the camera pans in close to Buffy as she looks around, temporarily without an opponent. Suddenly a guard jumps up. Buffy swings a backhand punch at his head, but he blocks it and shoves her arm out of the way. He punches her with a backhand fist. She stumbles a little but recovers in time to duck his second swing at her head. She does a side kick to his rear that sends him off of the platform. Two more guards try to climb onto the platform. Buffy crouches and quickly throws her battle-ax spinning end over end at one of them. It slices deeply into his chest, and the power behind her throw sends him falling off of the platform. The other guard tries a wide swing, but Buffy blocks it, grabs onto his arm and sends him som-

ersaulting through the air and off of the platform. Another guard attacks. Buffy smashes her elbow into his nose and follows it up with a full spin and a backhand punch to the head. He falls down awkwardly. Another one leaps up and catches Buffy unaware with a high punch to her face. She stumbles backwards but doesn't fall. Two more guards join him and try to surround her. Buffy snap kicks one in the face and side kicks another. Buffy does a full spinning hook kick to the third, smacking him soundly in the skull.

Cut to the ledge. Ken is disgusted with what he sees and goes back through the door.

Cut below. One of the guards punches Buffy hard in the face, and she staggers. He grabs her by the neck while she's trying to regain her balance and yanks her head up fast and hard. He holds her while two other guards punch her in the stomach.

Cut to a dimly lit corridor. The group of slaves runs down it, trailed by Lily. They round a corner. As Lily is about to follow them, Ken grabs her from behind, pulls out a large knife and holds it to her neck. She doesn't struggle as he leads her off back to the ledge.

Cut to the platform. The guards keep on punching Buffy. Finally she is able to retaliate and swings an arm out, backhand punching two of them and high punching the third, knocking him down. She swings her arm out in a wide arc and hits the first two with the one blow, knocking them down as well. A fourth guard roundhouse kicks her in the stomach, and she steps back to regain her balance. He latches onto her arm and tries to throw her, but Buffy reverses the move and manages to throw him off of the platform instead. A guard dives headfirst for Buffy's legs. She leaps up and pulls her legs up into a tuck jump over him. He dives right underneath her. Buffy runs and jumps off of the platform, grabbing a pole. It bends under her weight, and she rides it down to the floor below. She begins to run, and the chase is on again. She doesn't get very far when she looks up and sees Ken coming back out onto the ledge holding his knife to Lily's neck. Buffy stops in her tracks. The guards chasing her quickly catch up and grab her by the arms.

Ken One of you fights... and you all die!

He lets go of Lily and pushes her aside. He stares intently down at Buffy.

Ken That... was not... permitted.

Buffy Yeah, but it was fun.

Ken smiles You've got guts. I think I'd like to slice you open and play with them.

He holds up his knife and addresses everyone in the area.

Ken Let everyone know!

Lily cowers behind him. Ken seems to have forgotten that she's there.

Ken This is the price of rebellio...

Lily pushes him from behind, and he falls screaming from the high ledge to the floor below. The guards holding Buffy just watch as he hits bottom with a loud thud. Buffy gives Lily a surprised look, and then quickly takes advantage of the distraction and backhand punches her captors, one in the face and the other in the groin. While the second one is dazed, she shoves her weight against him, and he falls backward onto a barrel. The first one punches high, but she blocks, grabs his arm and flips him over onto a pile of burlap sacks. Buffy jumps up onto the pile and steps across her fallen attacker. He tries to grab her, but misses. She jumps high into the air and grabs hold of a heavy chain hanging from above. She climbs it hand-over-hand as quickly as she can to the ledge where Lily is still standing. The two of them run through the door and quickly find their way to the others, struggling with a heavy iron gate.

Lily They'll be coming.

Buffy crouches down and takes hold of the gate, bracing herself for a very heavy lift. She begins to raise the gate, straining as she goes.

Buffy grunts Okay... this... works... the abs... and... the glutes. grunts

As soon as she gets it high enough, Lily waves to the others to crawl underneath. They all scramble to the other side.

Buffy I'm gonna feel this for a week!

She holds the gate up over her head and squeezes her head and shoulders between two of the bars to get to the other side. Suddenly Ken appears behind her, bloodied from his fall, and tackles her to the floor. His club goes flying. The gate falls down behind him. He suddenly arches up and screams in pain. Buffy rolls to a stop out of his reach. She gets to her hands and knees and looks over at him as he continues to scream in pain. The camera pans from his bloody face over his back and to his legs, where two of the gate's bars have impaled themselves through his calves. The slaves help each other up through the black slime of the pool in the ceiling. Buffy gets to her feet and picks up Ken's club. She approaches him, and he arches his back to look up at her.

Ken You've ruined... You...

Buffy Hey, Ken, wanna see my impression of Gandhi?

She wields back the club and brings it down hard onto his head, crushing his skull. Lily comes up behind her and looks at him squeamishly.

Lily Gandhi?

Buffy Well, you know, if he was really pissed off.

Cut to the pool room at Family Home. The homeless people walk out of the room. Lily is kneeling by the pool helping Buffy out. She yanks her legs from the slime and

rolls onto the floor. They both get up and look at the pool.

Lily points What do we do about...?

With a flash of light, the pool mysteriously tiles itself over to match the tiles along the edges. It now appears to be a six-inch (15 cm) deep, empty ceremonial pool. The two girls just stare at it in wonder.

Cut to Buffy's apartment. Buffy has finished cleaning herself up in the kitchen. Lily is looking at the folding doors that separate the kitchen from the rest of the apartment.

Buffy Let me give you the tour.

She walks into the main room and slowly turns to face Lily.

Buffy This concludes our tour.

Lily leans against the wall.

Lily It's really nice.

Buffy leans against the dresser.

Buffy All the rent's paid up for the next three weeks.

She turns around and opens one of the dresser drawers.

Buffy I spoke to Mitch at the diner. *pulls out her uniform* He said you can start on Thursday. *steps over to the bed* He's, uh... *lays down the uniform* he's kind of... repulsive, but, uh, he won't give you a hard time.

Lily sits down on the bed and puts her hand on the uniform.

Buffy Um... I'll call and check up on you.

Lily I'm not... *great looks at Buffy at taking care of myself.*

Buffy Gets easier. Takes practice.

She looks down sadly. Lily knows the feeling. She looks back down at the uniform and the nametag pinned to it.

Lily Hey...

Buffy looks up at her.

Lily Can I be 'Anne'?

She smiles at Buffy. Buffy smiles back.

Cut to the kitchen at the Summers house. Joyce is trying to get a stuck utensil out of the dishwasher. There's a knock at the door, and Joyce looks up startled. She frowns at the fork she pulled out and puts it down. She gets up, grabs a towel and heads for the front door, wiping her hands. In the dining room she pauses and looks toward the door, suddenly wondering who might be there. She drapes the towel over a chair and slowly goes to the door. When she opens it, there stands Buffy, looking sad, tired and disheveled. For a long moment they just look at each other without saying a word. Then they step toward each other and hold each other close for a long, tight embrace.

Dead Man's Party

Written by **Marti Noxon**

Directed by **James Whitmore, Jr.**
Prologue

Buffy's room. She takes the last of her things out of her bag, walks over to her closet and dumps them in. She turns around and looks at the room that she's missed so much for the last few months. It all seems so familiar, and yet not. Certainly it's too neat and clean. She reaches into her closet for a sweater and heads over to her mother's room.

Cut to Joyce's room. She's hammering a nail into the wall by the window to hang an ancient tribal mask. Buffy steps into the room.

Buffy Mom...

Joyce is very startled and jumps, accidentally slamming the hammer through the drywall.

Joyce Oh! Buffy.

Buffy cringes at the sight of the hole in the wall. Her mother pulls the hammer out and turns to face her, smiling while still holding the hammer in one hand, the mask in the other.

Joyce Um...

Buffy Sorry.

Joyce No, no! Don't worry about it. I-I guess I just got used to all the quiet while you were gone. smiles But it's no problem.

She looks down at the mask in her hand, and turns around to hang it on the wall over the hole. It's carved from a reddish wood with cutouts for eyes, which are slanted inward to appear very evil. There are a series of long, pointed teeth with extra long fangs for incisors set into the upper lip. There is no lower jaw portion.

Joyce Uh, look! hangs the mask on its hook It's, uh, Nigerian. faces Buffy again We got a very exciting shipment in at the Gallery. glances around the room I, um, thought I'd hang a few pieces in here. It cheers up the room.

Buffy looking at the mask It's angry at the room, Mom. It wants the room to suffer.

Joyce nods You have no appreciation of primitive art. sees that Buffy is holding a sweater You going out?

Buffy looks down at the sweater Oh. Um... Well, i-if it's okay. I, um... I'd like to find Willow and Xander.

Joyce Will you be slaying?

Buffy Only if they give me lip. smiles weakly

Joyce Uh, can I make you a sandwich or something before you go? You must be starving.

Buffy I was un-until that four-course snack you served me after dinner.

Joyce Well, then, um... goes to her dresser You know, why don't I drive you? grabs her keys I mean, they could be

anywhere.

Buffy Mom... If you don't want me to go, just say so.

Joyce No, no. looks down at her keys briefly I-I just want to put this whole thing behind us, get back to normal. inhales deeply You go. Have a good time.

Buffy Okay.

She smiles and gives her mom a little wave, then leaves the room.

Cut to an alley. A truck drives by. Behind it Buffy walks along, looking around. She hears something fall to the ground and break, and stops to look in the direction of the sound. Slowly she starts to walk in that direction.

Cut to an intersection in the alley. Buffy comes around the corner and looks down the adjoining way. There she sees a man dressed in black, walking suspiciously, as though looking for something. She begins to follow silently, but doesn't notice an empty aluminum can on the pavement, and steps on it. The man reacts instantly to the noise, spins around and swings at her with a stake. Buffy throws up her arms and cross blocks the swing, then deftly takes the stake from the man's hands and raises it to counter attack. He steps back, and the white cross hanging from his neck swings around, standing out in marked contrast to the rest of his attire. Buffy sees that it's Xander, and stays her attack. Xander is taken completely by surprise and just stares back at her.

Buffy lowers the stake Didn't anyone ever warn you about playing with pointy sticks? shakes it at him It's all fun and games until somebody loses an eye.

Xander You shouldn't sneak up on people like that!

He breathes hard, trying to catch his breath. He looks at her, trying to convince himself that it's really her, and finally manages a weak smile.

Xander Jeez, Buff!

Suddenly a vampire smashes his way out of a crate leaning against a wall. He lunges at Xander and Buffy, knocking them and himself to the pavement. Xander quickly tries to grab the vampire as he gets up, but the demon grabs Xander instead and pulls him up. He draws his fist back for a punch, but Buffy jumps in and hits the vampire in the stomach with a powerful side kick, making him fall backwards into a pile of trashcans and bags. Cordelia's voice comes over the walkie-talkie at Xander's belt.

Cordelia Come in, Nighthawk! Everything okay?

Buffy taken aback Nighthawk?

The vampire is back on his feet and comes at them.

Buffy Oh!

He tackles Xander and sends him reeling backwards into a chain link fence. Buffy tries to stake him, but he sidesteps her and shoves her into the fence as well. Xander tries to come up behind him, but the vampire swings out with a backhand fist to Xander's face, knocking him to the ground. Buffy gets to her feet and sweep blocks two punches from the demon. She high clocks his third punch and gets a hand under his chin to hold him at bay. He pushes her back into the fence as the two struggle for control. Now Willow, Cordelia and Oz come running. The two girls grab the vampire by the arms and drag him off of Buffy and across the alley, slamming him hard into a steel roll-up door. Buffy catches her breath as she looks on in astonishment. The vampire growls at the girls as Oz tries to move in with a stake, but the vamp roundhouse kicks Oz, sending him to the pavement next to

Xander. He then shoves Cordelia away, and Buffy quickly moves to catch her so she won't get hurt. The vampire then throws Willow aside, and she falls onto Xander and Oz.

Cordelia recognizes Oh, hey, Buffy.

Buffy pushes her aside and wields back her stake when she sees the vampire come after them. Cordelia loses her balance and falls to the pavement next to Willow. Buffy plunges her stake cleanly into the vampire, and he bursts into ashes. As the dust settles down, she looks over at her friends staring up at her from the ground. They are all breathing hard. Buffy gives them a little wave and a weak smile.

Buffy Hey, guys.

They just keep staring back. Xander lets his head drop back to the pavement.

Part 1

Giles' apartment building. Cut to outside his door. The kids are all standing there.

Buffy You know, maybe it's too late. Maybe we should just come back tomorrow.

No one makes a move to go. Buffy looks at the door, then back at the others.

Buffy What if he's mad?

Xander Mad? Just because you ran away and abandoned your post and your friends and your mom and made him lay awake every night worrying about you? *to Oz and Willow* Maybe we should wait out here.

Buffy gives him a look. She turns around to face the door, reaches for the knocker and taps it a few times. Cut inside. Giles opens the door and sees Buffy standing there flanked by the others. His face remains expressionless for a long moment.

Xander *to Giles* Check it out. The Watcher is back on the clock. *Giles slips on his glasses* And just when you were thinking career change, maybe becoming a... a looker or a... a seer.

Giles Thank you, Xander.

He looks at his Slayer.

Giles Welcome home, Buffy.

Buffy smiles up at him. He pulls the door open further and steps back so they can all come in.

Cut to Giles' living room. Oz, Willow, Buffy and Xander are all on he couch. Cordelia is sitting in a facing chair. Giles is leaning on the backrest of another chair.

Buffy I got in a few hours ago, but I wanted to go see my mom first.

Giles Yes. Yes, of course. How, how did you find her?

Buffy Well, I pretty much remembered the address.

Giles Ah, eh, I mean, uh...

The teakettle in his kitchen begins to whistle.

Giles How are things between you? *notices the whistling* Ah. Excuse me. *goes into the kitchen*

Oz Hey, so you're not wanted for murder anymore.

Buffy Good. That was such a drag.

Xander So where were you? Did you go to Belgium?

Buffy *gives him an odd look* Why would I go to Belgium?

Xander I think the relevant question is why wouldn't you? *smiles hugely and giggles* Bel-gium!

They both laugh.

Cut into the kitchen. Giles gets the cups out of his cupboard. He smiles as he listens to the conversation in the living room, pleased that they are getting along so well again so quickly.

Buffy What about you, Xander? What's up with you?

Xander Oh, you know, same old, same old.

Giles removes his glasses and leans with his arm against the cupboard, enjoying the sound of his Slayer's voice again after so many months.

Cordelia Hardly.

Xander Okay, I lied, a whole lot is new.

Buffy Well, that's good, isn't it? New is good.

Giles shakes himself out of his reverie and puts his glasses back on.

Xander Oh, yeah, absolutely, except for the obvious. It's not too much... *inaudible*

Cordelia Yeah, 'cause you weren't at the hotel.

Giles lifts up the serving tray and takes it into the living room.

Xander Cordelia's parents dragged her onto a luxury vacation.

Buffy I feel for you.

Giles Here we are then. *sets the tray on the coffee table* Cheer us up.

He sits down in his chair and takes the teapot. Buffy and Xander each take a cookie from the tray.

Cordelia So were you, like, living in a box, or what?

Buffy Well, it's a long story.

Xander So skip the heartwarming stuff about kindly old people and saving the farm and get right to the dirt.

Giles *pours several cups* Perhaps Buffy could use a little time to adjust before we grill her on her summer activities.

Buffy What he said.

Xander Fair enough. In fact, you can leave the slaying to us while you settle in. We got you covered.

Buffy I noticed. You guys seem down with the slayage, all tricked out with your walkies and everything.

Cordelia Yeah, but the outfits suck. This whole Rambo thing is so over. I'm thinking more sporty, like Hilfiger maybe.

Willow Still, we were getting good. We dusted *nods* nine out of ten.

Oz *whispers to Willow* Six out of ten.

Willow Six out of ten.

Xander Whatever, we were kicking a little undead booty.

Buffy Well, thank you for the offer, but I think I just wanna get back to my normal routine. You know, school, slaying... kid's stuff. In fact, I'm jonesing for a little brainless fun. *to Xander* What are you doing tomorrow?

Xander Oh, I would, but, uh, *reaches his hands around Cordelia's arm* I'm kind of tied up. *smiles*

Cordelia You wish. *pushes him away*

Xander sits back into the couch, embarrassed.

Buffy *to Willow* Will?

Willow Um, tomorrow I...

Buffy Oh, come on. Friends don't let friends browse alone.

Willow Okay. I had some schoolwork, but... I can change my plans.

Giles *raises his cup* As for school, Buffy, uh, you know you'll have to talk to Principal Snyder before...

Buffy On it. Mom is making an appointment with His Ugliness. I know she can break him.

Giles looks up from his tea and gives her an unsure little grin.

Cut to Principal Snyder's office at Sunnydale High. Snyder looks at Joyce and Buffy intently from behind his desk.

Snyder Absolutely not. Under no circumstances.

Joyce But you can't keep her out of school. You don't have the right.

Snyder I have not only the right, but also a nearly physical sensation of pleasure at the thought of keeping her

out of school. I'd describe myself as tingly.

Joyce Buffy was cleared of all those charges.

Snyder Yes. And while she may live up to the not-a-murderer requirement for enrollment, she is a troublemaker, destructive to school property and the occasional student. And her grade point average is enough to... *his eyes glaze over for an instant* I'm sorry. Another tingle moment. *smiles smugly*

Joyce *with controlled anger in her voice* I don't see how you can be so cavalier about a young girl's entire future!

Snyder I'm quite sure that a girl with the talents and abilities of Buffy will land on her feet. In fact, *leans toward Buffy* I noticed as I came in this morning that Hot Dog on a Stick is hiring. *Buffy gives him an angry stare* You will look so cute in that hat.

Buffy Let's go, Mom.

She gets up and walks toward the door. Her mother stands up and faces Snyder.

Joyce This isn't over. If I have to, I'll go all the way to the Mayor. *follows Buffy out*

Snyder Wouldn't that be interesting.

Cut to Sunnydale's shopping district across the street from the Espresso Pump. Buffy and Joyce pull up to the curb in their Jeep.

Joyce Don't worry about school, honey. If we can't get you back into Sunnydale, maybe we can swing private school.

Buffy Private school? You mean, like jackets and kilts? You want me to get field hockey knees?

Joyce *smiles* It's not that bad.

Buffy What about home schooling? You know, it's not just for scary religious people anymore.

Joyce We'll work something out. Okay?

They lean toward each other and kiss goodbye.

Joyce Say hi to Willow?

Buffy nods as she releases her seatbelt and gets out of the car.

Cut to later, still in front of the cafe'. Buffy is standing and waiting for Willow. She checks her watch, and then lets her arms droop, disappointed. She walks over to a bench and sits down to watch and wait for her friend. She watches all the people going by. Her expression starts to get sad and a little bit annoyed as she checks her watch again.

Cut to Buffy's house, much later. She walks up the path toward the house. The front door opens, and Buffy sees a woman come out and pull the door closed behind her. She looks at her, confused. The woman sees her and smiles.

Pat Oh, my word! Oh, you must be Buffy! *steps down from the porch* Look at you. Aren't you a picture?

Buffy *unsure* Thank you.

Pat Oh, I'm Pat, *offers her hand* from your mom's book club. *they shake hands* I'm sure she mentioned me.

Buffy Actually...

Pat I, um, I sort of took it upon myself to look after her while you were, *rolls her eyes* you know, off and away or what have you, and...

Buffy looks aside, not believing this conversation.

Pat *inhales* Well, between, uh, *exhales* your situation and reading 'Deep End of the Ocean', she was, uh, she was just a wreck. You can imagine.

Buffy gives her a thin smile and a weak nod.

Pat Anyway, I'm off. We're making empanadas in my Spanish class tonight. *giggles* You go be with your mom. You two need to rebond.

She smiles and goes on her way.

Cut inside to the kitchen. Buffy comes in and sets her purse on the island. Joyce is taking some notes from a book.

Buffy Pat wishes us quality time. *goes to the cupboard*

Joyce Oh. I met her in a...

Buffy Book club. *gets out a glass*

Joyce Yeah.

Buffy Got it.

Joyce *looks up* Oh, uh, before I forget, uh, Willow just called.

Buffy *suddenly attentive* Where was she?

Joyce Uh, she, she got held up, but she said she tried to call.

Buffy *confused* Was there a message?

She steps over to the fridge and gets out a pitcher.

Joyce No. But I had a thought. What if I invited Willow and Mr. Giles and everybody over for dinner tomorrow night? *smiles* Don't you think that would be nice?

Buffy just opens the pitcher and pours herself a drink.

Joyce Since I sort of already did, I was hoping for a yes. *Buffy looks up at her mom and gives her a little smile and a nod.*

Buffy It'll be fun. *loses her smile*

Joyce Great. Uh, do me a favor? Run down and get the company plates.

Buffy Mom, Willow and everybody aren't company-plate people. They're normal-plate people.

Joyce We never have guests for dinner. Indulge your mother?

Buffy just sighs and heads for the basement door.

Cut to the basement. Buffy grabs a stepstool and sets it down in front of an old bookcase full of stuff. She steps up on it and notices a picture on an upper shelf. She pulls it out into the light. It's a photo of her with Willow and Xander. They are on a lawn, and she is sitting with Willow behind her and Xander laying his head on her legs with his eyes turned up at her. She looks at it for a long moment, remembering the time it was taken. She then puts it back and looks up where the good china is. She reaches for the box and starts to pull it down, when a dead and rotting cat suddenly falls off of it.

Buffy Oh!

She jerks her head forward, and the cat falls behind her to the floor. She looks down at it squeamishly.

Buffy Eww.

Cut to the backyard. Buffy grunts as she shovels out a bunch of dirt among some bushes to make a shallow grave for the cat.

Buffy Next time, I get to pick the mother-daughter bonding activity.

Joyce lifts a bag with the cat over the hole and drops it in.

Joyce Do you wanna say something?

Buffy Like what? Thanks for stopping by and dying?

Joyce How about, um... Good-bye, stray cat, who lost its way. We hope you find it.

Buffy accepts that and turns back to the hole to fill it back in.

Cut to Buffy's room at 11:34 that night. She reaches over to the lamp on her nightstand and turns it off. She lies back in her bed and hugs the covers to herself. She looks around in the dark, lonely room and waits to fall asleep. Cut to Joyce's room. She is sound asleep in her bed. The camera pans up from her and over to the Nigerian mask on the wall. Its eyes begin to glow a deep red.

Cut to the bushes in the backyard. The dirt covering the dead cat begins to move. A moment later the cat pokes its head through the soil, meows menacingly and claws its way out. Once out, it continues hissing and growling as it walks off.

Part 2

Sunnydale High. Buffy walks into the hall from outside. The door closes behind her with an echoing clang, startling her. She looks back at it, but then continues walking. The school is deserted. She walks past the empty lounge toward the library. The doors are wide open, and she looks in for a moment. It's just as deserted as the rest of the school.

Cut outside. The sun shines brightly down on the quad.

Buffy slowly walks down the outside stairs, all the while looking around for any indication that anyone else is there. When she reaches the bottom of the stairs she turns out into the quad. She stops when she sees Angel coming toward her, but then keeps walking as he gets behind her and follows her across the quad.

Buffy I thought they'd be here.

Angel They are. They're waiting for you.

Buffy *looks at him* Am I dreaming?

Angel *smiles and chuckles* I'm probably the wrong person to ask. *Buffy looks ahead again* You'd better go.

Buffy *looks at him* I'm afraid.

Angel *shrugs and looks at her* You should be.

He stops walking and watches her go. The school bell rings.

Cut to Buffy's room. The school bell blends into the sound of her alarm buzzer going off. Buffy wakes from her dream. She turns over and looks at her alarm clock. 7:00am. She reaches over and turns it off.

Cut to the kitchen. Buffy stares into the refrigerator while she listens to her mother talking.

Joyce I've been on the phone with the, uh, Superintendent of Schools. At least he seems more reasonable than that nasty little horrid, bigoted rodent-man.

Buffy Mom...

Joyce Anyway, um, I'm going in to speak with him this afternoon. Uh, as for private schools, uh, Miss Porter's accepts late admissions.

Buffy closes the fridge and turns to give her mom a look.

Joyce I, uh, I wrote the information down for you.

Buffy A girls' school? *goes to the island to read the slip of paper* So now it's jackets, kilts, and no boys? *looks back at her mom* Care to throw in a little foot-binding?

Joyce sets down her coffee mug and steps over to her daughter.

Joyce Buffy, you made some bad choices. You just might have to live with some consequences.

Buffy looks down at the island, knowing that her mom is right.

Joyce Nothing's settled yet. *looks for something to do and spies the trash* I just wish you didn't have to be so secretive about things. *ties off the trashbag* I mean, it's not your fault you have a special circumstance. They should make allowances for you.

Buffy Mom, I'm a Slayer. It's not like I need to ride a little bus to school.

Joyce *walks to the door with the trash* Couldn't you just tell a few people, like Principal Snyder and maybe the police?

Buffy looks at her like she's got to be kidding.

Joyce I mean, I would think they would be happy to have a... a superhero.

Buffy can't believe her ears.

Joyce Is that the right term? I mean, it's not offensive, is it?

She opens the door to take out the trash, and gasps in fright when she sees the dead cat run in. It stops and meows at them menacingly.

Cut to later at the front door. Buffy opens it to admit Giles holding a cage.

Buffy Welcome to the Hellmouth Petting Zoo.

She indicates upstairs. Giles looks up and starts to climb the stairs while Buffy closes the door behind him. She follows him up.

Cut to Joyce's bedroom. The cat is hiding under the bed. Giles grabs it by the back of its neck and pulls it out.

Giles Oh, my God, what a stench!

He takes the cat over to the cage, puts it in and closes the latch.

Buffy You know, I wanted Forest Pine or April Fresh, but Mom wanted Dead Cat.

Joyce looks at the cat, grossed out by its appearance and smell.

Giles I'll, uh...

He steps back for a moment, overcome by the stench.

Giles Ugh! I'll get it back to the library, see if we can determine its exact origins.

He lifts the cage and turns to face Joyce. She looks at it, then up at Giles. He notices the mask on the wall behind her.

Giles It's, uh... striking and... Nigerian.

Joyce Oh. Yes. I-I-I have this wonderful dealer who specializes in ancient artifacts, I don't know if you...

Buffy *interrupts* You know, I love art talk as much as the next very dull person, but we have work to do, Giles. Research mode. *heads for the door*

Giles Sh-sh-shouldn't you stay with your mother, perhaps, Buffy? I mean, you must have...

Joyce Please, no. I, it's fine. She can go with you.

Giles A-actually, she can't. Um... *to Buffy* You're not allowed on school property.

Buffy Oh. *smiles ironically*

Giles I'm sorry. Um, uh... I'll, I'll call as, as soon as I know something.

He reaches for the doorknob. The cat growls and hisses.

Joyce Oh, we'll see you tonight?

Giles Tonight, then. Yes.

He opens the door and leaves.

Cut to the library. The caged cat is on the table. Oz is inspecting it closely, apparently not bothered by its stench. Willow is engrossed in research. Cordelia keeps her distance while Xander shares Oz's fascination, but from a bit further off.

Oz It looks dead. It smells dead. *Xander nods in agreement* Yet it's movin' around. That's interesting.

Cordelia Nice pet, Giles. Don't you like anything regular? Golf, USA Today, or anything? *sits opposite Willow to help research*

Giles *comes down from the stacks* I'm trying to find out how and why it rose from the grave. It's not as if I'm going to take it home and offer it a saucer of warm milk.

Oz Well, I like it. I think you should call it Patches.

Willow What about Buffy's welcome home dinner tonight? I had told her mom we'd help out. Bring stuff.

Cordelia I'm the dip.

Everyone looks at her. She doesn't notice and continues reading.

Xander Uh, you gotta admire the purity of it. *chuckles*

Cordelia *looks up at everyone* What? Onion dip. Stirring, **not** cooking. It's what I bring.

Oz *leans back in his chair* We should figure out what kinda deal this is. I mean, is it a-a gathering, a shindig or a hootenanny?

Cordelia What's the difference?

Oz Well, a gathering is brie, mellow song stylings; shindig, *nods to Cordelia* dip, *Cordelia smiles* less mellow song stylings, perhaps a large amount of malt beverage; and hootenanny, well, it's chock full of hoot, just a little bit of nanny.

Xander Well, I hate brie.

Cordelia I know. It smells like Giles' cat.

Giles It's not my...

Xander *interrupts* And what'll we talk about at a gathering anyway? 'So, Buffy, did you meet any nice pimps on your travels? And oh, by the by, thanks for ruining our lives for the past three months.'

Willow Xander...

Xander You know what I mean. She doesn't want to talk about it, we don't want to talk about it, so why don't we just shut up and dance?

Willow Well, Buffy said she did want to loosen up, you know, have some kid time. *to Oz* Aren't you guys rehearsing tonight? Why don't you play at the party?

Oz Yeah, I think I could supply some Dingo action.

Giles Uh, I-I'm not sure that, a, a, um... shindig...

Oz Hootenanny.

Giles H-hootenanny i-i-is really the order of the day. Uh, uh, it should... Maybe something a little more intimate. I-I-I mean, Buffy has just got home. I'm, I'm sure she's still feeling a little disoriented.

Willow All the more reason to make her feel welcome, a-and a big party says, 'Welcome, Buffy.'

Xander slaps Giles on the back. Giles turns to give him a look.

Xander Okay, so one vote from the Old Guy for a Smelly Cheese Night, and how many votes for actual fun, huh? *Everyone but Giles raises their hand and smiles.*

Giles Alright, alright. Have it your way. I'm just glad to have her home.

The cat meows again. Giles continues to page through a book.

Giles Now things can get back to normal.

He flips a page, but looks over at the cat instead. On the page is a drawing of Joyce's mask. He flips another page

before turning his attention back to it.

Cut to the Summers house. Cut inside to the dining room. The table is beautifully set with Joyce's best china, crystal and silverware. Buffy is dressed up for the occasion. She is putting the last setting into place when the doorbell rings. She looks over the table one last time and then goes to open the door. Through the window she sees Pat waiting there, holding a large plastic food container. Buffy opens the door.

Pat Hey, there you are! *comes in* Not thinking about any more flights of fancy, I hope.

Buffy can't believe her comments, and just closes the door.

Pat Joyce said there was room for one more, so I said forget facial night and let's party! *smiles* I bet you like empanadas.

She holds out the container to Buffy, who takes it and gives her a fake smile.

Buffy Do you wanna see my mom?

Pat Please.

Buffy *whining loudly and frantically* MOM!

Pat looks up the stairs and sees Joyce appear at the top.

Joyce Oh, Pat! Good. Buffy, I hope you don't mind.

The two women embrace.

Pat Hi! You look great!

The doorbell rings again, and taking the empanadas under one arm, Buffy turns around to answer it. It's Devon with the band.

Devon Hey, Buffy. So where do you want the band to set up?

He walks into the living room and looks around for a good spot.

Buffy Wh-the band?

Two girls follow him in carrying parts of the drum set.

Cut to later. Lots of people are there, and the party is in full swing. Dingoes Ate My Baby (Four Star Mary) are set up in the corner of the living room and are playing "Never Mind". The camera pans from the drummer past Oz on his guitar and Devon at his mic into the crowd. Half of Sunnydale High must be in attendance, the place is so densely packed with people. The camera settles on Willow leaning against a table and smiling at Oz while moving to the beat of the music. The camera turns back into the crowd and follows a party guest until she passes Buffy. Buffy looks around at all of the people, not sure who half of them are, trying to find Willow. She spots her, and walks up to her.

Buffy Hey!

Willow *smiling* Hey! *listens to the band*

Lyrics You can send me a savior

Buffy This is large!

Willow *looks at Buffy* You like?

Lyrics That lives till the end of time

Buffy Yeah. It's great. *looks back at the band* I-I was just sort of hoping it would be... us.

Lyrics Time

Willow Sorry. What? *indicates that it's too loud to hear*

Lyrics The promise of heaven

Buffy *louder* This is amazing, but I was sort of hoping we could just hang together, the gang.

Lyrics But that only leaves me dry

Willow indicates to the band and makes like she totally can't hear Buffy. She turns her attention back to Oz and smiles at him.

Lyrics Dry

Buffy senses that Willow is more into watching Oz play with the band than anything else at the moment, and decides to leave her alone.

Lyrics Too many saviors / And I won't die

After walking a ways back into the crowd, Buffy changes her mind, deciding that she wants to talk to Willow now.

Lyrics I never cried, but I needed more from you
She touches Willow on the arm and indicates they should go someplace to talk. Willow lets Buffy lead her away through the crowd.

Lyrics I found my life without you now

Buffy finds a relatively quiet spot in the dining room where they can talk.

Lyrics And I never mind / I'm only half as blind

Buffy Is everything okay?

Lyrics Cause I needed more from you

Buffy You... You seem to be avoiding me, i-in the one-on-one sense.

Willow *looks surprised* What?

Lyrics And I never mind

Willow This isn't avoiding. See? Here you are, here I am.

Lyrics I'm only half as blind

Buffy So we're cool?

Lyrics Cause I needed more from you

Willow Way! That's why, with the party, 'cause we're all glad you're back.

She isn't being very convincing, but Buffy decides to accept it for now.

Buffy Okay.

Willow Okay. Good.

She goes back to watch the band again. Buffy isn't at all convinced that everything's good.

Lyrics You say my reflection never fades from your eyes
Cut to Joyce's bedroom. The mask's eyes begin to glow a deep red again.

Cut to an accident scene. A Sunnydale Police car, red and blue lights flashing, is parked next to the body of a victim. One officer walks past it while another interviews witnesses. The camera pans down to the dead man lying

in the street. The Emergency Medical Technician tending to him gets up and goes to get a gurney. The camera stops on the man's face. His forehead is severely lacerated. Suddenly his eyes open. The one under the wound is red with blood. The man immediately sits up.

Cut back to Buffy's party. The Dingoes are playing their next song, "Sway".

Lyrics I got another rope over me / But I won't hang / I can feel you covet my faith

Cut to Xander and Cordelia sucking some serious face by the stairs.

Lyrics I said another lie / I know why / I don't wanna sway

Buffy comes walking out of the crowd and sees them. She tries to walk by without being noticed, but Xander sees her. Cordelia doesn't stop kissing him on the face and neck while he talks to Buffy.

Xander Hey, Buff, uh... What are you doing?

Buffy I was just taking a break from all this wacky fun.

Lyrics I don't wanna sway

Xander Some kind of party, huh? I guess a lot of people are glad to have you back.

Buffy It seems like people I didn't even know missed me.

She looks around at the crowd.

Buffy Did Giles say he was going to be late?

Lyrics Seize these worlds / Or never live again

Xander Uh, he was Library Man last time I saw him. But he'll be here. He wants to celebrate your homecoming. We all do. I mean, it's great to have the Buffster back.
smiles

Lyrics Seize these worlds

Xander *tries to get Cordelia's attention* Isn't it?

Cordelia *smiles* Totally! *nods*

Lyrics Or never live again

Cordelia *to Xander* Except you were kinda turning me on with that whole Boy Slayer look.

Xander Was I now?

Cordelia You bet, Nighthawk.

They smile and giggle at each other, and resume their kissing. Buffy definitely feels like the odd person out.

Buffy Well, I'll just be, uh... *gives up* Oh, yeah. *leaves*
Cut to Joyce's bedroom. The mask's eyes continue to glow red.

Cut to Sunnydale General Hospital. A trauma team is trying to revive a burn victim. A nurse holds a pair of defibrillation pads ready while the doctor pumps his chest and another nurse bags him.

Doctor Breathe. Breathe.

The man is flat-lining. The heart monitor beeps insistently while the cursor just moves flatly across the screen.

Doctor Alright, look. These burns are too extensive. It's 7:43. Let's call it.

He walks off. The one nurse puts away the bag while the other puts away the defib pads. The camera pans in to the dead man. He has severe second- and third-degree burns all along the right side of his face and body. His eyes suddenly whip open. He sits up on the bed, leaving a puddle of blood on the pillow.

Nurse Oh, my God!

The reflection on the heart monitor screen shows him violently hitting people out of his way as he goes.

Cut to the party. Buffy is at the snack table gathering up empty cups.

Lyrics You know I roll it over in my head

A guy reaches in front of her and grabs a handful of party mix, leans his head back and dumps it into his mouth. Most of it spills to the sides and onto the floor.

Lyrics I won't feel you covet my faith

Buffy just gives a shrug, grabs a few more cups and turns to go throw them out. She passes two guys talking and overhears their conversation.

Party dude Hey, what's the deal with this party anyway?

Lyrics You've said another lie / I know why

Stoner This party? Heard it was for some chick that just got out of rehab. *takes a drag from his joint*

Lyrics I don't wanna sway

Buffy stares at them, less than happy about that rumor, but she ignores them and continues on toward the kitchen.

Lyrics I don't wanna sway

Cut to the kitchen. Joyce and Pat are having a little fiesta of their own, and pour some schnapps into two glasses.

They raise their glasses, clink them together and each take a good sip.

Joyce Whew!

Pat smiles and nods at Joyce.

Lyrics Seize these worlds

Pat Now, how you holding up, Joyce, hmm? Really.

Lyrics Or never live again

Joyce Really? I'm... I don't know.

Lyrics Seize these worlds

Joyce While Buffy was gone, all I could think about was getting her home.

Lyrics Or never live again

Joyce I just knew that if I could put my arms around her and tell her how much I loved her, everything would be okay.

Lyrics Seize these worlds

Pat But?

Lyrics Or never live again

Buffy reaches the kitchen and overhears.

Joyce Having Buffy home, I-I thought it was gonna make it all better, but in some ways, it's almost worse.

Lyrics Seize these worlds / Or never live again

Buffy takes it hard, and goes back to the stairs.

Cut to Buffy's room. She comes in and swings the door partially closed behind her. She looks at her bed sadly and sniffles. She bends down to pull her bag out from underneath, slams it onto the mattress and opens it up. She goes to her closet, gets out a pile of folded clothes, goes back to her bed and stuffs them into the bag.

Cut to Joyce's bedroom. The mask's eyes are still glowing. Cut outside. The camera pulls away from the house.

Cut to the park. Several zombies are making their way through it toward the house.

Part 3

The library. The cat meows acridly in its cage. Giles is looking through his books yet again. This time he finds what he needs and quickly reads.

Giles Oh, Lord!

He goes into his office and sets the book down on his desk. He turns the page and this time sees the picture of the mask that he'd missed before.

He grabs the phone and quickly dials Buffy's number. He impatiently listens to it ringing.

Cut to Buffy's house. The Dingoes are into their next song, "Pain". The camera pans across the party guests. The phone can barely be heard ringing above the noise. The camera focuses on it. No one thinks to pick up.

Cut to the library. Giles waits anxiously for an answer.

Cut to the party. The weed smoker picks up the phone and holds it tightly to his ear, plugging his free ear with a finger.

Stoner Party Villa, can I rock you?

Giles *cut to him* I-I-I need to speak with Buffy. Um, immediately! I have some information that is extremely important.

Lyrics Feeling I've been lost for years

Cut to the party. Someone breaks a glass, and the Stoner looks across the room.

Lyrics You can never understand me

Stoner Yeah! Fiesta foul! You gotta do a shot!

Lyrics Unless you've seen those tears

Giles *cut to him* I need to speak to Buffy! Now!

Stoner *cut to him* Bunny?

Lyrics But you never get to sleep

Stoner *to his friend, pointing* See? That guy's gotta do a shot.

Lyrics When I'm away

Giles Buffy!

Stoner *holds the phone out to the crowd* Hey! I need to talk to a Buddy!

Lyrics I don't mind

Stoner *to the room* Is there a Buddy here?

Lyrics The deeper that you lay

Stoner *into the phone* Sorry. He's not here. You got the wrong casa, Mr. Belvedere. *hangs up*

Lyrics Out of time / Pain, I can't sleep

Giles *cut to him* H-hello? Hello?!

He slams the phone down and quickly gathers up his things. The cat snarls and hisses.

Cut to Buffy's room. She's at her closet getting more things. She goes back to her bed. While she stuffs her things into her bag, Willow shows up at her door and sees her packing.

Willow You're leaving again?

Buffy gives her a quick glance and goes back to packing.

Willow *upset* What, you just stopped by for your lint brush and now you're ready to go?

Buffy It's not like anyone will mind.

Willow *heavy with sarcasm* Oh, no. Have a good time. Oh, oh, and don't forget to **not** write.

Buffy *faces Willow, sobbing* Why are you attacking me? I'm trying.

Willow Wow, and it looks so much like giving up!

Buffy I'm just trying to make things easier.

Willow For who?

Buffy You guys were doing just fine without me.

Willow We were doing the best we could! It's not like we had a lot of choice in the matter.

Buffy Sorry that I had to leave, but you don't know what I was going through.

Willow Well, I'd like to.

Buffy You wouldn't understand.

Willow *considers* Well, maybe I don't need to understand. Maybe I... I just need you to talk to me.

Buffy How could I talk to you when you were avoiding me?

Willow This isn't easy, Buffy! I know you're going through stuff, but... so am I.

Buffy I know that you were worried about me, but...

Willow No! I don't just mean that. I mean, my life! You know? I, um... I'm having all sorts of... I'm dating, I'm having serious dating with a **werewolf**, a-and I'm studying witchcraft and killing vampires, and I didn't have anyone *starts sobbing* to talk to about all this scary life stuff. And you were my best friend.

Cut to Giles speeding along to Buffy's house as best he can in his decrepit car. He looks left and right in anger and fear.

Giles Unbelievable. *mocks Joyce* 'Do you like my mask? Isn't it pretty? It raises the **dead!**' Americans.

He looks ahead in time to see that he's about to hit someone.

Giles Jesus!

He slams on the brakes and begins to skid. He hits the man, who falls onto the hood of the car, bounces off of the windshield and slides off as the car comes to a stop. The man rolls a few times on the pavement before coming to rest. Giles stares in shock at the man lying in the road.

Giles My God!

He quickly gets out of his car.

Giles Are you alright?

He rushes over to the man and feels for a pulse on his neck.

Giles Are you hurt?

The man rolls over, and Giles sees that he's in an advanced state of decay.

Giles Good God!

The zombie grabs Giles by the coat and lifts him up as it gets to its feet. Other zombies start approaching from an alley.

Cut to Buffy's room.

Buffy You have no idea how much I missed you. Everyone. I wanted to call every day.

Willow That doesn't matter, Buffy. It doesn't make it okay that you didn't.

Joyce walks by the room and sees the bag on Buffy's bed.

Joyce What is this? Is this some sort of a joke?

Buffy Mom, please, could you, could you just...

Joyce *interrupts* No, I can't just! Buffy, what is this?

Willow She was running away again.

Buffy No, I wasn't. *pauses, very confused* I'm not sure.

Joyce Well, you better **get** sure and explain yourself right away! If you think you can just take off any time you feel like...

Buffy Stop it! Please! I don't know. I don't know what I'm doing.

She rushes from her room and heads downstairs. Joyce and Willow follow right on her heels. Cut to below. Buffy comes rushing down the stairs with her mother and best friend right behind. She stops at the front door, and turns into the living room when she finds Xander and Cordelia locked in a passionate embrace, blocking her way out.

Joyce Don't you leave this house, young lady!

Buffy doesn't stop her determined walk.

Joyce You know what? That's it.

She runs up behind Buffy, grabs her arm and turns her around to face her.

Joyce You and I are going to have a talk.

The band stops playing and most of the people stop talking. Suddenly the level of noise in the room is reduced to

just a few voices. Buffy looks around at everyone staring at them.

Buffy *implores* Mom, please...

Xander and Cordelia come into the living room.

Joyce *interrupts, mad* You know what? I don't care. I don't care what your friends think of me, or you for that matter, because you put me through the wringer, Buffy. *inhales* I mean it. *exhales and inhales* And I've had schnapps. *exhales* Do you have **any** idea what it's been like?

Buffy Mom, this isn't the time...

Willow looks around, worried. Oz comes up next to her.

Joyce *interrupts again* You can't imagine **months** of not knowing. Not knowing whether you're lying dead in a ditch somewhere or, I don't know, living it up...

Buffy *interrupts in turn* But you told me! You're the one who said I should go. You said if I leave this house, don't come back. You found out who I really was, and you couldn't deal. Don't you remember?

People are beginning to think this is a drag and leave.

Joyce Buffy, you didn't give me time. You just dumped this thing on me and you expected me to get it. Well, guess what? Mom's not perfect, okay? I handled it badly. But that doesn't give you the right to punish me by running away.

Buffy Punish you? I didn't do this to punish you!

Xander Well, you did. You should've seen what you put her through.

Buffy Great. Thanks. Anybody else want to weigh in here? *sees Jonathon* How about you by the dip?

Jonathon freezes in the middle of bringing a chip laden with dip to his mouth and looks around nervously at everyone suddenly staring at him.

Jonathon No, thanks. I'm good.

Xander You know, maybe you don't want to hear it, Buffy, but taking off like you did was incredibly selfish and stupid.

Buffy Okay! Okay. I screwed up. I know this. But you have no idea! You have, you have no idea what happened to me or what I was feeling!

Xander Did you even try talking to anybody?

Buffy There was nothing that anybody could do. Okay? I just had to deal with this on my own.

Xander Yeah, and you see how well **that** one worked out. You can't just bury stuff, Buffy. It'll come right back up to get you.

Cut to the street. The zombie has Giles bent back on the hood of his car. Giles gets his foot underneath him and push kicks him off. He rolls off of the hood and scrambles back into the car, locking the door. The zombies start pounding on the car. Giles reaches for the ignition and discovers the keys missing. He searches his pockets.

Nothing. He looks out onto the street, and there they are.

Giles Oh, good show, Giles.

He thinks for a moment what to do, then reaches underneath the dash and pulls out some wires. Quickly he unravels and strips the appropriate ones. A zombie punches through the window and reaches in for him. Giles touches the wires together. They spark, and the engine starts up.

Giles Like riding a bloody bicycle!

He puts the car in gear and drives off, leaving the zombies behind.

Cut to Buffy's living room.

Buffy As if I even could've gone to you, Xander. You made your feelings about Angel and I perfectly clear.

Xander Look. I'm sorry that your honey was a demon, but most girls don't hop a Greyhound over boy troubles. *Cordelia doesn't think this is fair, and intercedes.*

Cordelia Time out, Xander. Put yourself in Buffy's shoes for just a minute. Okay? I'm Buffy, freak of nature, right? Naturally I pick a freak for a boyfriend, and then he turns into Mr. Killing Spree, which is pretty much my fault...

Buffy *interrupts* Cordy! Get outta my shoes!

Cordelia I'm just trying to help, Buffy.

Willow Buffy, you never...

Buffy *nears the breaking point* Willow, please. I can't take this from you, too.

Xander Let her finish! You at least owe her that.

Buffy God, Xander! Do you think you could at least stick to annoying me on your own behalf?

Xander Fine! You stop acting like an idiot, I'll stop annoying you!

Buffy *steps up to Xander* Oh, you wanna talk acting like an idiot? Nighthawk?

Oz Okay. I'm gonna step in now, *gets between them* being Referee Guy.

Willow No, let them go, Oz. *gets a look from him* Talking about it isn't helping. We might as well try some violence.

A zombie suddenly smashes though the living room window and comes in. Others follow right behind.

Willow I was being sarcastic!

A zombie grabs Xander, and they start to wrestle. Another one grabs the Stoner's head and twists it violently, breaking his neck. Xander gets the upper hand on the slow-moving zombie and throws him back out of the window. Willow and Oz scramble to help out. A zombie dives through the kitchen door window. The remaining party guests all try to drive the zombies out, but aren't very organized about it. Xander breaks away from the crowd.

Buffy Xander, kitchen!

Xander I got your back!

She tosses him an andiron from the fireplace, and he runs into the kitchen with Cordelia close behind. A zombie attacks Buffy, and she launches herself into a hopping side kick to his gut. She sidesteps a punch and swings under his arm with an uppercut to his jaw, but he isn't fazed. He swings at her with both arms, knocking her aside. Joyce watches Buffy fight, cringing at every blow. Buffy punches the zombie twice in the face and then ducks past him as he lunges at her with his arm trying to grab her. He turns around and tries to make a grab for her, but Joyce comes up behind him with a vase and smashes it over his head. The party guests are having limited success keeping the zombies out of the house. Buffy leg sweeps the zombie and knocks him down.

Joyce Are these vampires?

Buffy Uh, I don't think so.

Willow Buffy, heads up!

She tosses Buffy a piece of the broken window frame. Buffy catches it out of the air and tries staking the zombie. He just looks up at her as though she pinched him.

Buffy No, not vampires.

The zombie starts to get back to his feet.

Cut to the kitchen. Xander swings the andiron at one of them, making him stagger a bit. Cordelia looks around and finds a stake on the counter. She jams it into the zombie's gut. He staggers back again. Pat looks into the kitchen from the hall, not paying attention to her back. A zombie comes up behind her and grabs her by the jaw and the back of her head. She screams as she's dragged off. The zombie in the kitchen comes at Xander again. Another one is trying to crawl in through the window over the sink.

Xander Man, this sucker wobbles, but he won't fall down!

He swings the andiron at the zombie's legs and knocks him to the floor.

Cut to the living room. Joyce hits the zombie repeatedly over the head with a broken piece of wood. Jonathon is holding a guitar, ready to smash it over the zombie.

Buffy We got to get 'em back outside!

Joyce On three!

Devon grabs the zombie by the back. Oz and Joyce each grab an arm.

Joyce One... Two... Three!

Together they drag him to the front door, where Buffy is waiting to slam it shut. The three of them throw the ghoul out and barricade themselves against the door. The zombie slams himself against it, trying to get back in.

Buffy Okay! We're gonna have to barricade this door!

Cut to the kitchen. Xander and Cordelia have their zombie pinned face down to the floor with his arms behind him.

Buffy We need some help out here!

Xander I got him. Go help Buffy.

Cordelia rushes into the living room to help while Xander ties up the zombie. Cut to the front door. Some of them scramble to get something to barricade the door while others lean against it to keep it closed.

Oz Grab that table!

He goes to grab the small table. Devon takes his place at the door. Oz drags the table back and positions it against the door. He leans into it while Devon goes off to get another one. Xander shows up to help, too. Suddenly the zombie punches through the door and makes a grab for Oz's shoulder.

Buffy Upstairs!

She runs up the stairs and into her mother's room. Willow, Xander and Joyce follow her. At the top of the stairs Joyce sees Pat lying unconscious on the floor further down the hall.

Joyce Oh, Pat!

She rushes over to Pat. Willow and Buffy run over to help also.

Joyce Oh, God...

Pat wakes, and Willow and Joyce help her up, each getting under one arm.

Buffy Careful!

Pat Oh...

Xander watches the stairs Hurry, hurry, hurry, hurry.

Joyce to Pat I got you. Okay.

They drag her toward the bedroom. Xander ushers them in and follows.

Cut below. The stand at the door has to be abandoned. Devon runs out the back. Cordelia helps Oz get away from the zombie outside the door, and they try to run up the stairs, but another zombie grabs Oz from behind and pulls him down to the floor.

Cordelia Oz!

She reacts quickly and comes back down holding her hand out to Oz, but he waves her off.

Oz GO! GO!

She starts to run toward the back, and Oz scrambles out of the zombie's reach, running right behind her.

Cut to Joyce's bedroom. She and Willow have to drag Pat the rest of the way in and lie her down on a large padded wicker chair and footrest while Buffy and Xander try to get the door closed to keep a zombie out. Willow feels for a pulse on Pat's neck.

Willow She's...

Joyce Oh, God! Pat! She's dead!

The zombie gives the door a good bump, knocking Xander back and into the far wall. The impact vibration knocks the mask from its hook. Buffy manages to shove the zombie back a bit. Willow and Joyce run to help. The eyes of the mask begin to glow red again. Xander gets back up, and now all four of them are pushing against

the door to get it closed.

Joyce What do we do if they get in?

Xander I kind of think we die.

The mask's eyes keep glowing. Cut to Pat. Her eyes open wide.

Part 4

Inside a downstairs closet. It's absolutely dark.

Cordelia I don't hear anything. Should we check?

Oz *exhales* Let's go for it.

He opens the door and looks out. No zombies. He looks the other way. The coast appears to be clear. They can, however, hear noises coming from upstairs. Oz gives Cordelia a glance and looks around again to be absolutely sure that at least there isn't anything going on downstairs. Cordelia sees a pair of ski poles in the closet and hands one of them to Oz.

Cordelia Here.

Oz Thanks.

Together they start down the hall toward the stairs. They reach the kitchen door. Cordelia looks in and startles when suddenly Giles appears there, having come in through the back door. She holds her ski pole up to his neck. Oz holds his ski pole pointed at Giles' gut.

Giles Cordelia, it's me! It's me!

Cordelia How do we know it's really you and not zombie Giles?

Giles Cordelia, do stop being tiresome.

Cordelia It's him.

She and Oz both draw back their weapons. The noises upstairs seem to get louder. They start moving toward the stairs again.

Oz I think the Dead Man's Party's moved upstairs.

Giles That makes sense. It's the mask in Joyce's bedroom they're after.

Cordelia Mask?

Giles The mask holds the power of a... zombie demon, called Ovu Mobani-Evil Eye. I don't think we can get past them.

They crouch by the stairs and try to look upstairs.

Oz Well, what happens if they get the mask?

Giles If one of them puts it on, they become the demon incarnate.

Cordelia Worse than a zombie.

Giles Yes, worse.

Cut to Joyce's bedroom. Pat sits up on the footrest. The zombie at the door overpowers Buffy and the others, pushing the door in violently. Joyce and Xander fall to the floor. The zombie comes in and backhand punches Buffy, sending her into the wall. Pat sees the fighting, but her attention is drawn to the mask lying on the floor.

Its eyes glow a bright red now. Xander tries to grab the zombie from behind, but it throws a backhand punch and hits Xander in the jaw. Xander goes flying in a high arc onto the bed and rolls off of the far side onto the floor. Pat stands up, her gaze fixed on the mask, and steps over to it. Joyce sees her stand up, and looks at her amazed. She gets up from the floor and goes over to Pat.

Joyce Oh, God! We thought you were...

She tries to hug Pat, but Pat grabs her outstretched arms and pushes her hard onto the bed. Joyce rolls off next to Xander. Pat bends down to pick up the mask and holds it to her face as she stands back up. The eyes suddenly glow a very bright red, and the mask integrates itself into Pat's face. The zombie immediately stops fighting Willow and falls to his knees, screaming and cowering before Ovu Mobani incarnate.

Xander to Joyce Generally speaking, when scary things get scared: not good.

Willow looks at Mobani, transfixed by its stare.

Mobani I live, you die.

Buffy tries to get between them. Ovu Mobani turns to her, and its eyes flash, mesmerizing Buffy. It backhand punches her, and sends her flying in a high arc against the closet door. Buffy is only slightly dazed, and quickly raises herself up on her hands. She sees Willow back away from Mobani fearfully.

Buffy Willow, don't look!

Mobani's eyes flash again at Willow, and she freezes. The demon strides over to her and grabs her by the jaw and the back of her head. Buffy lunges at Mobani, grabs it and dives out of the bedroom window. Cut outside. The two of them fall onto the roof and roll down and off. They hit the railing of the back porch and break it, fall over some bushes and roll into the backyard.

Cut to Giles, Oz and Cordelia on the stairs. They hear the crash through the window.

Giles Out back!

They rush back down the stairs, but a zombie appears from the dining room and takes Giles by the neck.

Cut outside. Buffy and Ovu Mobani get to their feet. Buffy looks away and quickly puts some distance between herself and the demon, shading her eyes as she goes.

Buffy Not looking.

Mobani makes tracks after her.

Buffy Not looking!

Cut to Joyce's bedroom. With Ovu Mobani no longer there, the zombie has quit its cowering and begun attacking the mortals. Xander and Willow each have the zombie by an arm, and Joyce swings a baseball bat hard into his back. The zombie screams and flails its arms, shaking Xander and Willow loose. He turns to face Joyce, who keeps swinging the bat. The zombie blocks the blows with its arm, but Joyce doesn't stop.

Cut outside. Mobani tackles Buffy to the ground and turns her over. Buffy immediately covers her eyes with her arm, and the demon's eye flashes have no effect on her. Buffy snap kicks Mobani off of her, and the demon flies across the yard and lands hard on its back.

Cut to the stairs. Oz and Giles try to use a ski pole to hold the zombie at bay, but it's not working very well.

Giles Tell Buffy Mobani's power lies in his eyes!

Oz kicks the zombie twice in the shoulder, trying to force him back so he can get down the stairs. The zombie isn't fazed, so Oz just hops over the stair railing instead.

Giles She has to go for the eyes to defeat him!

Cut outside. Buffy gets to her hands and knees and scrambles over to the shovel. Behind her Mobani is coming for her again. Buffy turns around with the shovel raised, but the demon flashes its eyes at her again, this time making her freeze. Behind them Oz comes running out of the kitchen door.

Oz Buffy!

This distracts Ovu Mobani and brings Buffy out of her trance. Mobani flashes its eyes at Oz, making him freeze on the porch. Buffy stands back up and raises the shovel.

Buffy Hey, Pat!

Ovu Mobani snaps its head around to look at Buffy again, who jams the shovel into the demon's eyes, embedding it in its head. Mobani grabs the shovel handle and tries to pull it out, but can't.

Buffy Made you look.

In a flash of brilliant white light Ovu Mobani disappears.

Cut to Joyce's bedroom. She is still beating on the zombie. In a flash of light he disappears. Joyce's next swing goes wild, and she stops.

Cut to the stairs. Cordelia is helping Giles hold the zombie at bay with the ski poles, when he disappears in a flash of light, making her fall forward. She reacts quickly and steadies herself against the wall.

Cut outside. Buffy just stares where Mobani was. On the porch Oz shrugs.

Oz Never mind.

Cut inside. Giles and Cordelia come down the stairs. Behind them Joyce runs down and into the living room,

looking for Buffy. She sees her and Oz come in through the kitchen.

Joyce Honey!

She embraces her daughter tightly. Buffy hugs her mom back.

Joyce Oh!

They release their embrace. Oz sees Willow come into the living room and goes to her.

Joyce Are you all right?

Buffy Yeah.

Joyce panting So, is this a typical day at the office?

Buffy No. This was nothing.

Willow and Oz hold hands, and then turn to face Buffy. Xander comes into the living room through the kitchen. Cordelia joins them. Joyce looks around at the mess in the house.

Xander to Buffy Nice moves.

Buffy You, too.

Willow smiles, and goes to hug her best friend. They hold each other close for a long time. Giles looks on from the other side of the room and breathes deeply.

Cut to Principal Snyder's office the next day. He's getting some files from his cabinet. There is a knock on his door. It opens and Giles comes in. Snyder glances over to see who it is, and goes to his desk.

Snyder Do we have an appointment?

Giles I'd like to have a word with you.

Snyder drops the files on his desk and turns to face Giles.

Snyder If that word is Buffy, then I have two words for you: 'good' and 'riddance'. Now, if you don't mind, I have an appointment with the Mayor.

Giles You can't keep her out of this school.

Snyder pulls on his jacket I think you'll find I can.

Giles You had no grounds for expelling her.

Snyder I have grounds, I have precedent, and a tingly kind of feeling.

Giles Buffy Summers is a minor, and is entitled to a public education. Your personal dislike of the girl does not legally entitle you to...

Snyder interrupts Why don't you take it up with the city council?

He grabs the files and his briefcase and heads for the door.

Giles I thought I'd start with the State Supreme Court. *Snyder stops and faces him.*

Giles You're powerful in local circles, but I believe I can make life very difficult for you, professionally speaking. *confidently* And Buffy will be allowed back in.

Snyder Sorry. I'm not convinced.

He tries to go again. Giles grabs him by the lapel and shoves him back into his filing cabinet.

Giles grining Would you like me to convince you?

Snyder shakes his head ever so slightly and looks back nervously.

Cut to the Espresso Pump. Cut inside. The camera pans across the interior and stops on Buffy and Willow sitting on stools at a table with a couple of drinks.

Willow I mean, I'm not a full-fledged witch. That takes years. I just did a couple pagan blessings and... a teeny glamour to hide a zit.

Buffy Does it scare you?

Willow It has. I tried to communicate with the spirit world, and I **so** wasn't ready for that. It's like being pulled apart inside. Plus I blew the power for our whole block. Big scare.

Buffy I wish I could've been there with you.

Willow Me, too. I really freaked out.

Buffy I am sorry.

Willow It's okay. I understand you having to bail. I can forgive that. Mm, I have to make allowances for what you're going through a-and be a grownup about it. *gives*

Buffy a slightly smug look

Buffy smiles You're really enjoying this whole moral superiority thing, aren't you?

Willow smiles It's like a drug!

Buffy Fine! Okay. I'm the bad. I can take my lumps... for a while.

Willow All right. I'll stop giving you a hard time. *pauses* Runaway.

Buffy gives her a surprised look Will!

Willow smiles and giggles I'm sorry! Quitter.

Buffy widens her eyes at her Whiner.

Willow Bailer.

Buffy Harpy.

Willow Delinquent.

Buffy Tramp.

Willow takes mock offense Bad seed.

Buffy Witch.

Willow Freak.

Faith, Hope and Trick

Written by **David Greenwalt**

Directed by **James A. Contner**

Prologue

Lunch hour at Sunnydale High School. The camera pans at a very low angle along the sidewalk past the stairs at the front of the school. Seniors are coming and going. The camera comes to rest on two pairs of legs, one standing calmly, the other rocking back and forth, heel to toe. The camera pans up to Willow and Oz, waiting for Xander and Cordelia so they can go. Oz is characteristically calm, but Willow is swaying around, almost nervously.

Willow smiling I'm giddy.

Oz Oh, I like you giddy. Always have.

Willow It's the freedom! As Seniors, we can go off-campus now for lunch. It's no longer cutting. It's legal! Heck, it's expected! Wow, it's, uh, also a big step forward, a Senior moment, one that has to be savored.

Oz looks back and sees Xander and Cordelia coming.

Willow You can't just rush into this, you know?

Xander heads for Willow's side opposite Oz, and the two boys each grab an arm and start to pull her across the street.

Willow Ohh!

She starts to resist, leaning backward with all of her weight.

Willow No, I can't!

Oz and Xander just lift her by the arms and pull harder. Cordelia smiles at the spectacle.

Xander You can.

Oz See, you are.

Willow Oh, but, no! What if they changed the rule without telling? What if they're lying in wait to **arrest** me a-and, and throw me in detention and mar my unblemished record?

They reach the other side of the street, and Oz and Xander steady her on the sidewalk.

Xander Breathe. Breathe.

Willow takes a breath and lets it out, calming herself.

Willow Okay. Hmm...

Oz takes Willow by the hand and Xander puts his arm around Cordelia. They begin walking into the small park in front of the school.

Willow relaxed This is good! This is... Hey, we're Seniors! with an attitude Hey, I'm walkin' here! giggles

They see Buffy just inside the park. She has laid out a blanket in the shade of a palm tree by a bench, and is setting out serving plates of food and bottles of drinks. The group begins to walk toward her.

Xander Ahh. Buffy and food.

Willow Maybe we shouldn't be too couple-y around Buffy.

Cordelia Oh, you mean 'cause of how the only guy that ever liked her turned into a vicious killer and had to be put down like a dog?

Xander admiringly Can she cram complex issues into a nutshell, or what?

They come up behind the tree just out of Buffy's view.

Oz All right, prepare to uncouple...

They take a few more steps.

Oz Uncouple.

They let go of each other as they come around the tree.

Willow crosses in front of Xander so Buffy sees girls on the right, boys on the left.

Xander Buffy, banned from campus, but not from our hearts, how are you and what's for lunch?

Oz climbs onto the bench and sits on the backrest. The others kneel on the blanket.

Buffy Oh, I just threw a few things together.

Cordelia impressed with Buffy's offerings When did you become Martha Stewart?

Buffy First of all, Martha Stewart knows jack about hand-cut prosciutto. *hands out drink bottles*

Xander I don't believe she slays, either.

Oz Oh, I hear she can, but she doesn't like to.

Buffy opens her bottle Second of all, way too much free time on my hands since I got kicked out of school. *takes a drink*

Willow Oh, I know they'll let you back in. *takes a drink*

Xander Don't you and your mom have a meeting with Principal Snyder?

Buffy We're seeing Snyder-Man tomorrow.

Willow notices a boy Ooo, Scott Hope at eleven o'clock.

Buffy looks to Buffy He likes you. He wanted to ask you out last year, but you weren't ready then. But I think you're ready now, or at least in the state of pre-readiness to make conversation, or-or to do that thing with your mouth that boys like.

Buffy snaps her head around at Willow and gives her a shocked look.

Willow realizes her slip-up Oh! I didn't mean the **bad** thing with your mouth, I meant that little half-smile thing that you... *glares at Oz* You're supposed to stop me when I do that.

Oz smiles and shakes his head I like when you do that. *Scott has finished talking with his friends and comes toward them. Buffy watches him approach. As he passes he looks over at Buffy.*

Scott smiles Hi, Buffy.

Buffy smiles back Hi.

Scott just continues on his way. Willow breaks out into a huge smile.

Willow I think that went very well. Don't you think that went very well?

Cordelia He didn't try to slit our throats or anything. *nods* That's progress.

Willow Hey, did you do that little half-smile thing?

Buffy *sighs* Look, I'm not trying to snare Scott Hope. I just want to get my life back, you know, do normal stuff.

Willow Like date?

Buffy Well...

Xander Oh, you wanna date. I saw that half-smile, you little slut. *chuckles*

Buffy punches him on the arm, and none too lightly.

Xander *smiles and chuckles* Ow. *winces and holds his arm*

Buffy All right, yes, date and shop and hang out and go to school and save the world from unspeakable demons. You know, I wanna do girly stuff!

Cut to Happy Burger that night. The camera pans down from a shot of the building, past the restaurant's mascot, a fat boy eating a burger, and stops on the building again. A black stretch-limousine pulls into the parking lot and heads toward the drive-through lane. Cut to the back of the building. The car pulls up and stops at another fat boy fitted with a speaker and mic. The window of the limo lowers.

Voice Welcome to Happy Burger. May I take your order, please?

Trick Diet soda. Medium.

Voice That'll be eighty-nine cents at the window, sir.

Trick raises the window, and the car pulls forward. Cut inside the car.

Trick Sunnydale. *looks at the man next to him* Town's got quaint. And the people? *smiles* He called me 'sir'. Don't you just miss that? I mean, admittedly, it's not a haven for the brothers, you know, strictly the Caucasian Persuasion here in the Dale. But, you know, you just gotta stand up and salute their death rate. I ran a statistical analysis, *smiles* and hello darkness. It makes... D.C. look... like Mayberry, and ain't nobody saying boo about it. We could fit right in here. Have us some fun.

The shot cuts to the other man, hidden in shadow.

Kakistos *growls* We're here for one thing.

He pulls his cloven hand from Trick's knee. Trick looks at it, disgusted.

Trick Kill the Slayer, yeah. Still, big picture...

He lowers the window again, and looks out. Cut outside. He hands the boy at the window a dollar. The boy hands him back the soda, a straw and his change.

Boy *smiles* Have a nice night, sir.

Trick *smiles* Right back at ya. *sits back*
Cut inside the limo.

Kakistos The Slayer. I'm going to rip her spine from her body, and I'm going to eat her heart and suck the marrow from her bones.

Trick considers that for a moment, smacking his lips.

Trick Now I'm hungry.

Cut outside. Trick lunges out of the window, vamped out. The boy is shocked, and tries to move away, but Trick already has him by the shirt. The boy screams as Trick pulls him out of the building and part way into the limousine. The car takes off with the boy's legs kicking outside the window. The limo screeches through the parking lot and into the street. The camera stops on the Happy Burger mascot, its mouth wide open to take another bite from the burger that it's holding.

Part I

The Bronze. "The Background" by Third Eye Blind begins to play as the camera approaches the door. Cut inside. The camera pans past several couples dancing slowly to the music. It comes to rest on Buffy and Angel. They hold each other close and look deeply into each other's eyes as they slowly dance.

Lyrics Everything is quiet

Buffy I miss you.

At a nearby table Oz, Willow, Cordelia and Xander watch them dance. Their faces are devoid of any expression.

Lyrics Since you're not around

Buffy moves her left hand with her Claddagh ring down Angel's arm to take his hand.

Lyrics And I live in the numbness now

The ring is loose on her finger, and before she can clasp

his hand it falls off and clinks on the floor.

Lyrics In the background

Angel and Buffy both look down at the ring.

Lyrics I do the things we did before

Angel reaches down to pick up the ring. The music fades out.

Lyrics I walk Haight Street to the store

Angel stands back up holding the ring. He gives Buffy a wounded look. She looks at the ring, frightened. Suddenly she flashes back to the mansion and sees herself thrusting the sword through Angel, and his surprised and pained face as the vortex closes and he disappears into Acatlha's mouth with it. Her flashback is over, and the camera is on the gang at the table again, still watching, still expressionless. Cut to Angel and Buffy on the dance floor.

Buffy I had to.

Angel's breath is shaky. He looks down at the ring in his fingers. He clenches it in his fist. Blood begins to ooze from between his fingers and drip to the floor. He looks intensely at Buffy.

Angel I loved you.

Buffy watches aghast as the blood continues to drip. Then a bloodstain appears on his shirt at mid-chest. It grows quickly and begins to soak the front of his shirt. Buffy draws a frightened, worried breath and reaches out to his wound.

Buffy Oh, God! Angel...

Angel yells GO TO HELL!

He stares at her with intense anger in his eyes. Buffy looks up from his chest wound to his face. It has turned green, and one side is rotting. Angel smiles and laughs smugly as he looks back at her.

Angel I did.

Cut to Buffy's room. She wakes from her dream with a start and jerks her head from the pillow. Realizing it was only a dream, she puts her hand to her head and pulls it back through her hair. She sits up in bed and looks over at her nightstand. She reaches over, pulls open the drawer and lifts out a chain on which she has placed her Claddagh ring. She sits up straight in her bed and looks closely at the ring again: two hands for friendship, a crown for loyalty and a heart for love. Her mother knocks on her door and pokes her head in.

Joyce Morning, Sunshine! *smiles* Ready to face the beast?

Cut to Snyder's office. He sits behind his desk, calmly giving it to them straight.

Snyder Here are the terms of your re-entry, Missy. Take 'em or leave 'em.

Buffy takes a letter opener from his desk and begins to play with it.

Snyder One: that you pass a makeup test of every class you skipped out on last year.

Buffy looks around absentmindedly and taps the letter opener on her hand.

Snyder Two: that you provide, in writing, one **glowing** letter of recommendation from any member of our faculty who is not an English librarian.

Buffy's tapping is beginning to annoy him.

Snyder Three: that you complete an interview *stands up* with our school psychologist *walks around his desk toward Buffy* who must conclude that your violent tendencies...

He pauses for a moment, then snatches the letter opener from Buffy's hand.

Snyder ...are under control.

Joyce I'm not sure I like your attitude, Mr. Snyder. I spoke with the school board, and according to them...

Snyder *walks back around his desk* I'm required to educate every juvenile who is not in jail where she belongs. *He stops and looks out the window with his back to them.*

Snyder Welcome back.

Joyce and Buffy give each other a smile. Buffy stands up.

Buffy So let me get this straight. I'm really back in school because the school board **overruled** you. *Snyder faces her* Wow. That's like having your whole ability to do this job called into question, when you think about it.

Joyce *gets up also* I think what my daughter's trying to say is... *sing-song* Nyah, nyah-nyah-nyah, nyah.

She gives Snyder a defiant look, and the two women turn and walk out of the office, proud of themselves. Snyder just blankly watches them go. The intercom on his desk buzzes.

Secretary It's the Mayor on line one.

Snyder's eyes quickly widen with worry.

Cut to the library. Willow and Buffy walk in. The place seems to be empty of people.

Willow It's so great that you're a schoolgirl again.

Buffy Giles say what he wanted? Do you think he's mad? *They stop at the counter. There are bowls and jars of various dried herbs arrayed on it.*

Willow No, I don't think so. I think he just needed to see you. *glances around smiling* Have you ever noticed, though, when he **is** mad, but he's too English to say anything, he makes that weird cluck- cluck sound with his tongue?

Giles suddenly rises up from behind the counter and looks at the things he's laid out on the counter.

Buffy Hi, Giles! *raises her eyebrows at Willow and smiles*
Willow *turns to face him, looking worried* Oh, hi! Been there long?

Giles *preoccupied* Buffy, good timing. *looks around behind the counter* I could use your help. I trust you remember the demon Acatlha?

Buffy Giles, contain yourself. Yes, I'm back in school, but you know how it embarrasses me when you gush so. *Giles looks up from his searching* Let's just skip all that and get straight to work.

Giles *slowly straightens up* Oh, ahhhh... Well, I, um... Well-w... O- o-of course, it's wonderful to have you back, i-i-it goes without saying. *Buffy raises her eyebrows at him and smiles* But... *notices Buffy's look* You enjoy making me say it, don't you?

He sets his glasses on his nose and continues looking around. Buffy plays with a bowl on the counter.

Buffy Okay, Acathla, huh? What are you doing, making him some demon pizza?

She picks up a bundle of sage, sniffs it and frowns. She holds it over for Willow to sniff, who smiles.

Giles We need to make sure that he remains dormant and that the dimensional vortex is sealed tight. So I'm working on a binding spell.

Willow perks up Oh, a spell? Can I help?

Giles Possibly, with the research. It's very sensitive and...

Willow sounding hurt Oh! Who's more sensitive than me?

Giles ...and difficult spell. *Willow frowns* It involves creating a- a- a protective circle around... Well, I don't want to bore you with the details, but, uh, well, there's a litany th-that one has to recite in Aramaic, and it's very specific. So I need to get a few details about your experience of defeating Acathla and Angel.

He starts ingredient hunting again.

Buffy considers for a moment Fire away.

Giles I've put the time at about, um, *checks his notes* 6:17, around, about half an hour after Xander rescued me. *comes back to the counter*

Buffy Less. More like ten minutes.

Giles Oh, was the vortex already open?

Buffy Barely.

Giles I see. And Angel?

Buffy A big fight, Angel got the pointy end of the sword, Acathla sucked him into Hell instead of the world. That's about the it.

Giles writes a few notes Yes, well, that, um... should be very helpful.

Buffy checks her watch Oh, no, I have to go take an English makeup exam. *gets her pile of books from the counter* They give you credit just for speaking it, right? *She just gets looks from Giles and Willow.*

Buffy whines Oh...

She heads out the door to go take her exam. Willow picks up the bundle of sage and sniffs it some more.

Willow Mm, sage. I love that smell. *reaches into a jar* And marnox root. You know, a smidge of this mixed with a virgin's saliva... *gets a look from Giles* Does something I know nothing about.

Giles These forces are not something that one plays around with, Willow. What have you been conjuring?

Willow Nothing... much. Well, you know, I tried this spell to cure Angel, and I guess that was a bust. But since then, you know, small stuff: floating feather, fire out of ice, which next time I won't do on the bedspread. *Giles looks down* Are you mad at me?

Giles looks up No, of course not, no. If I were, I would be making a strange clucking sound with my tongue.

Willow is embarrassed and smiles cutely up at him.

Cut to the Bronze. The band tonight is Darling Violetta, playing "Cure". The camera pans into the dance area and pauses on the band for a moment. Most couples are dancing normally, but there's one couple that is a bit more energetic about it.

Lyrics I've given you every part of me / Tried everything I could to make you see

Another couple leaves the dance floor, and the camera follows them until they pass by an alcove furnished like a turn-of-the-century parlor, with a love seat, a couple of armchairs, tables and a lamp with a pink shade. A couple is sitting on the loveseat having some romantic smoochies.

Lyrics But you don't love yourself

Buffy walks into view from behind carrying drinks and heads for them. Cut to the couple on the loveseat. It's Willow and Oz. Buffy crosses in front of the camera and sits in an adjacent chair.

Buffy Don't let me interrupt.

Willow and Oz look up from their kissing. Willow sits up. Buffy smiles and hands Oz one of the drinks.

Oz Thanks.

Lyrics You can't love me or anyone else

Willow notices Buffy's cheery mood and smiles as Oz accepts another drink from her and passes one to Willow.

Willow Are you... to Oz Is she all glowy?

Buffy rolls her eyes up to the right and gives them an innocent look.

Oz Yeah, I suspect happiness.

Buffy smiles I passed my English makeup exam, hangin' with my friends. Hello, my life, how I've missed you.

Lyrics You said I was the best thing in your life
Scott approaches them.

Willow Hi, Scott. What are you doing here?

Scott gives her a smile You told me if I came after 8:00, I could run into Buffy.

Lyrics Is that why you run, why you hide?

Buffy shoots Willow a look. Willow is embarrassed and hides behind her drink, taking a big gulp.

Scott to Buffy, smiling Uh, I'm sorry. I'm a bad liar. It's not good for the soul. *gestures at his face* O-o-or the skin, actually. It makes me blotch.

Lyrics You will never be the cure

Buffy Hi, Scott. *smiles*

Scott Hi.

Things are a bit awkward now, and Scott looks around for something to comment on.

Lyrics And you will never change

Scott Don't you love this song?

Buffy Uh, yeah! Actually, I do.

Lyrics You will never be the cure

Scott Well, would you like to... *indicates the dance floor*

Buffy Dance? Um...

Willow smiles at her encouragingly.

Lyrics And you will never change

Buffy I don't know. *Willow frowns* I'm bad with... Well...

Lyrics You will never be the cure

Buffy *fidgets* Thank you for asking, it's just that there...

Scott Okay, you know what? I'm just gonna go stand by the dance floor. If you change your mind, you can mosey on over, and then if not, then you don't mosey. No harm, no foul, right?

Buffy *halfheartedly* Right.

Lyrics I've given you every part of me

Scott walks off to find a place to wait. Buffy rolls her eyes and flops her head back, mentally kicking herself for the way she handled that.

Willow *very disappointed* Come on, Buffy. I mean, the guy is charm, a-and normal, which is what you wanted to get back to.

Lyrics Tried everything I could to make you see

Oz Plus bonus points for use of the word 'mosey'.

Buffy I just don't think I'm ready.

Willow What's stopping you?

Lyrics But you don't love yourself

Cordelia and Xander walk up.

Cordelia Check out Slut-O-Rama and her Disco Dave. *She points and looks onto the dance floor as she and Xander sit on a low table against a wall. The camera cuts to the energetically dancing couple. Although the girl's style is more contemporary, the guy is dancing way too fast for the music, with an unmistakable 70's disco influence.*

Cordelia What was the last thing that guy danced to, K.C. and the Sunshine Band?

Willow and Oz both cock their heads to look at them.

Lyrics You can't love me or anyone else

The couple continues to dance, getting close and touching each other at one point, then separating again.

Lyrics You said I was the best thing in your life

Buffy begins to really wonder about them. The couple gets close again, and the girl extends her arm, pointing at the door. The guy takes the hint, and leads her out with his arm around her. Buffy watches them go, suspicious of his intentions. She sees him say bye to his buddy and head for the door.

Buffy I don't think that guy thrives on sunshine.

She quickly puts down her drink and starts out after them. As she crosses the room behind the dance floor, Scott sees her coming and steps over to intercept her.

Scott Hi.

Buffy *stops short, startled* Hi. Oh, *frowns* no, I... *points at the door* I-I have to...

Scott *gets it* Oh. Uh, uh, sorry, my bad.

Buffy *apologetic* No. I-it's mine. Really, it's mine, but I... *glances back at the others* I-I-I have to go. *hurries out* *Scott is very confused, and just watches her leave.*

Cut outside. Buffy strides out and looks around. Xander comes out right behind her followed closely by the others.

Buffy Where'd she go?

She takes a few steps down the alley to the left to check things out. The others look around also.

Cordelia I bet it's nothing. They're probably just making out.

Buffy comes back. They hear a girl call out in a complaining tone.

Girl Hey!

They also hear a loud noise, as though something was just broken. Xander pulls a stake out of his jacket. Buffy takes it from him and heads in the direction of the noise.

Willow That's not what making out sounds like, unless I'm doing it wrong.

They all follow Buffy.

Cut to the couple from the dance floor. The boy has the girl up against a section of temporary chain link fencing that's leaning against the building.

Boy Stop struggling. This won't hurt.

The boy vamps out and moves in to bite the girl. She grabs him by the neck, pushes him away a bit and elbow jabs him in the face. He staggers back and regains his balance as she jumps onto a crate. She does a jumping roundhouse kick to his face, knocking him to the pavement. Buffy arrives. The girl notices her and approaches, smiling.

Girl It's okay, I got it. You're, uh, Buffy, right?

Buffy is taken aback. Just as she's about to answer, the vampire comes up behind the girl and grabs her by the shoulders. She snaps her head back to head butt him in the face and grabs onto his arm.

Faith I'm Faith.

She twists the vampire around and shoves him into the section of chain link fence.

Oz *to Willow* I'm gonna go out on a limb and say there's a new Slayer in town.

Faith knees him in the gut from behind. The vamp whirls around and tries to backhand punch her, but she easily ducks it. She punches him in the gut and then again in the face. Everyone just watches her fight. Xander follows her moves with jerks of his head. She does a high side kick to the vampire's jaw, grabs onto his shirt and neck and throws him to the ground. The vamp does a no-hand front roll to control his fall while Faith reaches over to Buffy for the stake and jerks it from her hand.

Faith Can I borrow that?

The vampire uses the momentum of his roll to get back to his feet and runs at Faith, throwing a punch as he comes. She ducks it, hooks her hand on his shoulder, turns him around and pushes him back into the fence. She raises the stake and jams it cleanly into his chest and jerks it back out. The vampire instantly crumbles into ashes.

Buffy stares in confused amazement. Faith faces her and hands her back the stake.

Faith Thanks, B. Couldn't have done it without you.

She just continues walking past them all. Buffy turns to stare after her, unsure how to react.

Part 2

The Bronze. The camera follows a waitress holding a tray of six muffins past the pastry counter and into an alcove where Faith has joined the gang and is relating one of her stories to them.

Faith The whole summer it was, like, the worst heat wave. So it's about a hundred and eighteen degrees and I'm sleeping without a stitch on.

The waitress sets the tray on a table and leaves.

Faith And all of a sudden, I hear this screaming from outside. So I go tearing out, stark nude, *Xander looks down at her body, licking his lips* and this church bus has broke down, and there's these three vamps feasting *Buffy listens calmly* on half the Baptists in South Boston. *Willow listens intently* So I waste the vamps, and the preacher comes up, and he's hugging me like there's no tomorrow, when all of a sudden, the cops pull up and they arrested us both.

She reaches for a muffin. Xander stares blankly ahead of himself, trying to picture the scene.

Xander Wow. They should film that story and show it every Christmas.

Cordelia, sitting next to him with her arms and legs crossed, turns her head to him and gives him a look. Faith tears into the muffin.

Faith God, I could eat a horse. Isn't it crazy how slayin' just always makes you hungry and horny? *gobbles a piece*

The others all turn their heads to look at Buffy. She stares back wide-eyed and suddenly uncomfortable.

Buffy Well... Sometimes I-I crave a nonfat yogurt afterwards.

A look of sudden revelation washes across Cordelia's face, and she smiles.

Cordelia I get it.

Faith gives her a confused look.

Cordelia Not the horny thing. Yuck! But the two Slayer thing. There was one, and then Buffy died for, like, two minutes, so then Kendra was called, and then when she died, Faith was called.

Faith gives her a nod.

Willow But why were you called here?

Faith Well, I wasn't. My Watcher went off to some retreat thing in England, and so I skipped out. I figured this was my chance to meet the infamous Buff and

compare notes. Buffy gives her a little smile So, B, did you really use a rocket launcher one time?

Buffy Uh, yeah, *leans forward* actually, it's a funny story. There was...

Xander interrupts So what was the, uh, story about that alligator? You, uh, said something... before.

Faith with lots of gesturing Oh, there's this Big Daddy Vampire out of Missouri who used to keep them as pets. So he's got me rasslin' one of 'em, okay? The thing must have been twelve feet 3.7 m long and I'm...

Xander interrupts So was this, um, ahem, also naked?

Faith teases Well, the alligator was. *laughs*

Xander smiles at her and laughs also.

Cordelia Xander? *glares when he looks* Find a new theme.

Faith shakes her head I tell ya, I never had more trouble than that damn vamp. *to Buffy* So what about you? What was your toughest kill?

Buffy lowers her eyes and has another flashback to stabbing Angel in the chest with the sword, and his look of surprise and pain. She comes back and shakes herself out of her reverie.

Buffy Um, well, you know, *smiles weakly* they're all difficult, I guess.

Faith waits for a story and takes a drink.

Buffy Uh... *remembers* Oh! Oh, do you guys remember the Three?

They all look back inquisitively.

Buffy That's right, you never met the Three. Well, there was three...

Oz interrupts Something occurring. Uh, now, you both kill vamps, and who could blame you, but, I'm, I'm wondering about your position on werewolves.

Willow put her hand on his shoulder Oz is a werewolf.

Buffy It's a long story. *grins*

Oz shrugs I got bit.

Buffy Apparently not that long.

Faith considers briefly Hey, as long as you don't go scratchin' at me or humpin' my leg, we're five-by-five, you know?

Oz Fair enough.

Faith The vamps, though, they better get their asses to DEFCON ONE, *points to Buffy* 'cause you and I are

gonna have fun, you know, Watcherless and fancy-free. *smiles*

Buffy Watcherless?

Faith *looks around at everyone* Didn't yours go to England, too?

Cut to the library. Giles stands at the end of the table with his hands in his pockets, reminiscing about the gatherings.

Giles There's a Watchers' retreat every year in the Cotswolds. *walks to the other end of the table* It's a lovely spot. It's very s-serene. *everyone listens* There's horse riding and hiking and punting *smiles* and lectures and discussions. It-i-it's... it's a great honor to be invited. *a tad bitter* Or so I'm told.

Faith Oh, it's boring. Way too stuffy for a guy like you.

Buffy Um, maybe I should introduce you again. Faith, this is **Giles**.

Willow smirks.

Faith I see him. If I'd've known they came **that** young and cute, I would've requested a transfer.

Giles takes off his glasses.

Buffy *grossed out* Raise your hand if 'ew'. *raises her hand*

Xander raises his, but hides it by scratching his cheek.

Giles *chuckles* Well, um, uh, leaving aside for a moment my, uh, youth and beauty, *goes to the copier* I'd-I'd say it was, um, *grabs the newspaper* fortuitous that Faith arrived when she did. *comes back with it*

Willow *shoots up her finger loudly* Aha!

They all look at her.

Willow Sorry. I just meant... *shoots up her finger again loudly* aha! There's big evil brewin'. You'll never be bored here, Faith. *Faith grins at her* 'Cause this is Sunnysdale, home of the big brewin' evil.

Giles Yes, well, I don't know how big an evil it is, but, uh, two people have disappeared from the Sunset Ridge District.

He hands Buffy the newspaper. She and Faith quickly scan the article.

Buffy Well, I'm good for patrolling. Late-ish, though. I promised Mom I'd be home for dinner.

She hands Xander the paper. Willow nods toward Faith while looking at Buffy with big eyes. Buffy turns her eyes to Faith, and gets the hint.

Buffy Um, to which you're also invited, of course, dinner with us.

Faith Dyin' to meet the fam. I'm in.

Buffy Great! Great, then we can patrol, *less than thrilled* also together.

Willow Hey, don't you have that health science makeup?

Buffy Oh, yeah. Actually, I could use a little coaching.

Willow hops off of the table, smiling. Xander grabs his things behind him.

Willow *to Faith* You know, you can hang out with us while she's testing. You wanna?

Buffy mumbles to herself, realizing she's just become invisible to them.

Xander Say yes and, uh, bring your stories. *smiles as he walks out past Faith*

Buffy *goes to the table* You guys go. It's fine. Fine! I'll just... *sits* sit.

Faith *to Buffy* Okay. Hey, later. *to Giles* **We** will talk weapons.

She follows Xander and Willow out of the library. Giles watches her go.

Giles *points* This, um, this new girl seems to *sits on the table* have a lot of zest. *smiles*

Buffy glares up at him. He quickly changes the subject.

Giles I-I-I've been having a little problem with the, uh, binding spell for Acatlha. I-I-I'm lacking the, the requisite details to perform it correctly. Now, physical location. Acatlha was facing south?

Buffy Mm-hm. *points to three positions on the table* Acatlha, Angel, me. *makes a jabbing gesture through the three positions* Sword. *looks up at him*

Giles Now, see, that's what I thought, but I...

Buffy *interrupts and stands up* Giles, look, I've got makeup tests to pass, *pulls on her backpack* missing people in Sunset Ridge, and a zesty new Slayer to feed. *grabs her books* Next time I kill Angel, I'll video it.

She walks out of the library to go take her test. Giles seems confused.

Cut to the hall. Willow, Faith and Xander come in through the door at the end of the hall. They are giving Faith the tour.

Willow And over here, we have the cafeteria, *points at the door* where we were mauled by snakes.

Xander *points down* And this is the spot where Angel tried to kill Willow.

Willow Oh, *points, smiling* and over there in the lounge is where Spike and his gang nearly massacred us all on Parent-Teacher night.

Faith is finding it all pretty incredible, and smiles. They reach the stairs, and Willow points up to the landing.

Willow Oh, a-and up those stairs, I was sucked into a muddy grave.

They stop walking.

Xander And they say young people don't learn anything in high school nowadays, but, um, I've learned to be afraid. *smiles*

Willow nods in agreement.

Faith *grins and laughs* You guys are a hoot and a half. If I'd had friends like you in high school, I... probably still

would've dropped out. But I might've been sad about it, you know?

Willow and Xander give her understanding nods and exchange a smile.

Faith crosses her arms Hey, so what's up with B? I mean, she seems wound kinda tight. Needs to find the fun a little? Like you two.

Willow Well, um, she...

Faith spies the drinking fountain and points Oh. Water. *Willow and Xander turn to watch her go to the fountain. Cordelia approaches behind them.*

Xander Oh, and then the alligator story! *to Willow* She's got something, doesn't she?

Cordelia What is it with you and Slayers? *Xander jerks around to face her* Maybe I should dress up as one and put a stake to your throat.

Xander Please, God, don't let that be sarcasm. *takes her arm and smiles*

The camera moves over to Faith finishing her drink. Scott comes out of the cafeteria and almost bumps into her. She jumps back.

Scott Oh. Excuse me.

Faith Sorry. *looks at him curiously* I know you from somewhere.

Scott recognizes her also The Bronze. You're friends with Buffy, right?

Faith Yeah. I'm Faith. *holds out her hand*

Scott accepts it I'm Scott. Nice to meet you.

Faith Nice to meet you!

They let go of their handshake. Buffy comes hopping down the stairs and joins Xander, Cordelia and Willow.

Buffy Well, I'm two for two with makeup tests. Proud, yes, but also humble in this time of... *notices them all staring* We're looking at what?

She looks also and sees Scott talking and laughing with Faith.

Cordelia Does anyone believe that is her actual hair color?

She rolls her eyes in disbelief and walks away.

Willow I haven't seen him laugh like that. Hey, maybe Faith and Scott could hit it off. *Buffy looks at her* I mean, if you're done with him. *realizes she's doing it again* Not that you used him.

She furrows her brow, sighs and shuts up while she still can. Buffy looks back at the two of them talking.

Buffy Well, I... hadn't definitely one hundred percent said no for all time. It's just, you know... You don't enter into these things lightly, you know. There's, there's repercussions to consider and...

She sees Willow and Xander exchange a look.

Buffy Why am I seeing a look?

Willow looks at her You really **do** need to find the fun, B.

Buffy looks at Willow in surprise.

Willow Uffy.

Buffy sighs and decides to head over to Faith and Scott.

Buffy smiles Hey!

Scott Hey, Buffy! Uh, Faith has been telling me tall tales.

Buffy smiles big She's funny. *takes her arm* And she's leaving. We have to go.

Scott disappointed Oh...

Faith Bye.

Buffy pulls her away and down the hall.

Faith gestures back He's a cutie. Is he seeing anybody?

Buffy just ignores her and continues down the hall.

Cut to a warehouse where Kakistos and Trick are holed up. The lights are low and candles are burning everywhere. Trick is typing away on his palm-top computer.

Kakistos Mr. Trick, talk to me.

Trick looks up Check this out. *walks over* This town, this very street, wired for fiber optics. *grins widely* See, we jack in a T-3, um, twenty-five hundred megs per, we have the whole **world** at our fingertips.

Kakistos looks up at him, not really understanding.

Trick What I'm saying is, *grins* we stay local—where the humans are jumpin' and the cotton is high—but we live global. I mean, you know, you get the hankering for the blood of a fifteen-year-old Filipina, and I'm on the 'Net and she's here the next day, express air. *smiles widely*

Kakistos losing his patience I want the blood of the Slayer.

Trick can't believe Kakistos' shortsightedness, and looks aside for a moment.

Trick On that note, there's good news and bad. Rumor has it that this town already has a Slayer, which makes two. *shakes his head* I'm not real sure how that happened.

Kakistos jumps up from his chair, shouting I don't care if there're a **hundred** Slayers! I'll kill them all! *indicates his scarred, blinded eye* She's going to pay for what she did to me.

Trick nods Yeah, she is. *there's a knocking at the door* I'm running a computer check on every hotel, rooming house and youth hostel in town. *goes to get a welder's glove* Meanwhile, as soon as the sun goes down, *pulls on the glove* we're out in force. *heads for the door* Food's here, boys.

He opens the door, hiding behind it from the bright daylight outside. The Pizza Man looks in.

Pizza Man You guys order a piz...

Trick lunges out with his gloved arm, grabs him by the shirt and yanks him in. The pizza falls to the floor

along with the delivery man as Trick slams the door shut again. He roars and bends down for lunch.

Cut to the Summers house. Joyce is serving dinner to Faith.

Joyce So you're a Slayer, too. Isn't that interesting! *smiles*
Do you like it? *sets down the bowl*

Faith God, I love it!

Buffy *wants the bowl* Uh, Mom?

Joyce *waves her off* Uh, just a second, honey. *scoops broccoli onto Faith's plate* You know, Buffy never talks that way. Why do you love it?

Buffy gives up and grabs a pair of tongs to take some fries for herself.

Faith Well, when I'm fighting, it's like the whole world goes away and I only know one thing: that I'm gonna win and they're gonna lose. I like that feelin'. *digs into her food*

Joyce smiles at that and takes her seat.

Buffy Well, sure. Beats that dead feeling you get when they win and you lose.

Faith I don't let that kind of negative thinking in.

Joyce *points at Faith* Right. *shakes her finger* Right. That could get you hurt. Buffy can be awfully negative sometimes. *to Buffy* See, honey, you gotta fight that. *smiles*

Buffy *smiles back weakly* I'm working on it. *keeps taking fries*

Joyce *notices Faith's empty glass* Oh, Faith, can I get you another soft drink?

Faith hands over the glass Oh, you bet.

Joyce Right. *goes into the kitchen*

Faith She's really cool, huh?

Buffy Best mom ever. *looks back into the kitchen* Excuse me.

She gets up and goes. Faith grabs a bottle of hot sauce, gives it a sniff and grimaces.

Cut to the kitchen. Joyce gets out a bottle of cola, brings it to the island and opens it.

Joyce I like this girl, Buffy. *pours the soda*

Buffy She's very personable. *sits on a stool* She gets along with my friends, my Watcher, my mom. *leans back and looks into the dining room* Look, now she's getting along with my fries. *leans forward*

Joyce *closes the soda bottle* Now, Buffy...

Buffy Plus, at school today, she was making eyes at my not-boyfriend. This is creepy.

Joyce *crosses her arms* Does anybody else think Faith is creepy?

Buffy *pouts* No, but I'm the one getting single-white-female'd here.

Joyce *nods* It's probably good you were an only child.

Buffy Mom, I'm just getting my life back. I'm not looking to go halvesies on it.

Joyce Well, there are some things I'd be happy to see you share. Like the slaying. I mean, two of you fighting is safer than one, right?

Buffy I guess.

Joyce Unless, I mean, you heard her. She **loves** the slaying. *leans over the island* Couldn't she take over for you?

Buffy Mom, no one can take over for me.

Joyce But you're going to college next year. I think it would be...

Buffy Mom, the only way you get a new Slayer is when the old Slayer dies.

This quickly registers in Joyce's mind, and she straightens back up. Buffy realizes she's just said way too much.

Joyce Then that means you... *upset* When did you die? You never told me you died!

Buffy No, i-it was just for a few minutes.

Joyce *starts to pace nervously* Oh, I hate this. I hate your life.

Buffy Mom, I...

Joyce *faces her daughter* Look, I-I know you didn't choose this, I know it chose you. *takes a breath* I have tried to march in the 'Slayer Pride' parade, but... *suddenly very solemn* I don't want you to die.

Buffy lowers her eyes, shakes her head and gives her mother a warm hug.

Joyce Oh...

Buffy I'm not gonna die. I know how to do my job. *releases the hug* Besides, like you said, I've got help now. *She looks into the living room to see Faith picking at everything in sight and stuffing it into her mouth.*

Buffy *raises her eyebrows* I've got all the help I can stand. *Cut to an alley at night. There is construction equipment lying around. Buffy and Faith come strolling along, looking around for any vampires.*

Faith Didn't we, um, do this street already?

Buffy Funny thing about vamps. They'll hit a street even **after** you've been there. It's like they have no manners.

Faith *shrugs* Mm. You've been doing this the longest.

Buffy I have.

Faith Yeah. Maybe a little **too** long.

Buffy *looks at Faith* Excuse me? What's that supposed to mean?

Faith Nothing.

Buffy You got a problem?

Faith *spreads her arms* I'm five-by-five, B, living entirely large, actually wondering about *points at her* **your** problem.

Buffy Well, I may not sleep in the nude and rattle alligators...

Faith Maybe it's time you started, 'cause obviously **something** in your bottle needs uncorking. What is

it, *gestures wildly* the, the Angel thing? *keeps looking around*

Buffy *stops in her tracks* What do you know about Angel?

Faith *faces her, copping an attitude* Just what your friends tell me: big love, big loss. You oughta deal and move on, but you're not.

Buffy *steps closer* I got an idea: how about from now on, we don't hear from you on Angel or anything else in my life. Which, by the way, is **my** life.

Faith What are you getting so strung out for, B?

Buffy Why are your lips still moving, F?

Faith Did I just hear a threat?

Buffy Would you like to?

Faith Wow. Think you can take me?

Buffy Yeah. *looks over Faith's shoulder* I just hope they can't.

She shoves Faith aside as a vampire attacks, making her fall to the ground. Buffy punches the vamp in the gut, and he goes flying onto his back. A second one comes in and takes a swing at Buffy, but she ducks him. She middle blocks his wide punch and low blocks his next punch. She then punches him in the face and the gut. She takes his head in both hands and twists. His body follows the motion, and he log rolls down to the ground. Faith gets back up and grabs a nearby trashcan. A third vampire runs in and punches Buffy in the face. He goes around behind her and trips her with his outstretched leg, making her fall to the ground. Behind him Faith crams the trashcan down over his head, blinding him. She takes hold of the can and pushes him into a sheet of drywall. The board breaks and falls on top of him as he falls over. One of the others dives for Buffy, but she rolls out of the way and onto her feet. Immediately she crouches down and stakes him in the chest. He bursts into ashes. The other one grabs her from behind and pulls her away. Faith's opponent is back up, and she spins around once

and does a side kick, getting him in the stomach. The kick forces him back, and he knocks his head hard into a low pipe behind him. Buffy's attacker throws her onto a stack of plywood. She hits the wall behind it, but quickly gets to her feet. The vampire jumps onto the stack just in time to be side kicked in the stomach. He flies back and lands on a dumpster hard on his back, rolls off and falls to the ground. Faith's assailant punches her in the face, but she isn't fazed in the least. She blocks two punches with her forearms and then backhand punches him in the face.

Faith My dead mother hits harder than that!

She grabs him by the sweater and throws him onto a couple of sheets of drywall laid across two sawhorses. They break instantly under his weight. She runs up to him, grabs his sweater and punches him in the face. Buffy flips her opponent in an awkward open front layout, and he lands hard on a large duct pipe, which crushes under him. She looks over at Faith, who is whaling away on her vampire with continuous punches to the face.

Buffy Faith! Stake him already and give me a hand!

Still another vampire grabs her by her jacket and throws her to the ground. She lands on her stomach near a piece of wood lying there. The vampire and her original attacker both make a grab for her. Meanwhile Faith keeps whaling on her victim.

Faith This is **me**, punch you un punch dead punch bastard!

Buffy reaches desperately for the piece of two-by-four in front of her.

Vampire For Kakistos we live! For Kakistos you'll die!

Buffy glances up at him for an instant, then continues desperately clawing for the hunk of wood.

Buffy screams FAITH!

Faith pays her no attention and just keeps punching her vampire to a pulp.

Buffy OH!

Part 3

The alley. Buffy keeps reaching for the two-by-four. Faith continues her pounding. Buffy finally manages to grab the board, and she swings it up and beans one of the vampires in the face with it, and turning to the other, push kicks him off of her. She quickly gets to her feet and looks over at Faith.

Buffy Faith!

The one she kicked off makes a grab at her from behind, and she instinctively turns and jams the makeshift stake home. The vampire crumbles to ashes. She drops the hunk of wood, reaches into her jacket for a proper stake and heads over to Faith. Faith is still whaling on the vampire, long after he's too dazed to fight back.

Faith You punch can't punch touch punch me!

She shakes the vampire a bit before going back to punching him. Buffy comes up behind her, grabs her by the waist and pulls her off of him. She then thrusts down with her stake and dusts him. Without skipping a beat she confronts Faith with her behavior.

Buffy What is wrong with you?

Faith What are you talking about?

Buffy I'm talking about you 'living large' on that vampire!

Faith Gee, if doing violence to vampires upsets you, I think you're in the wrong line of work!

Buffy Yeah, or maybe you like it a little too much.

Faith I was getting the job done.

Buffy The job is to slay demons! **Not** beat them to a bloody pulp while their friends corner me!

Faith *shrugs* I thought you could handle yourself. *walks off*

Buffy lets out an exasperated sigh.

Cut to the school halls the next day. Buffy and Giles come out of the cafeteria and walk toward the library.

Giles What you must realize, Buffy, is that you and Faith have very different temperaments. *sips his coffee*

Buffy Yeah, and mine's the sane one. *Giles chuckles* The girl's not playing with a full deck, Giles. She has almost no deck. She has a three.

Giles You said yourself that she-she killed one. Sh-she-she's just a plucky fighter who got a little carried away. Which is natural. She's focused on the slaying. She doesn't have a whole other life here, as you do.

Buffy She doesn't need a life. She has mine.

Giles I think you're being a little...

Buffy No, I'm being a lot. *Giles sips again* I know that. But she nearly got us both killed. The girl needs help.

Giles All right. I'll see if I can reach her Watcher at the retreat. They're *checks his watch* eight hours ahead now. I guess they're probably sitting down to a nightcap.

Buffy continues on toward the library, but Giles just stands there and starts to stare off into space.

Giles I wonder if they still kayak. I used to love a good kayak. *Buffy comes back* You see, t-they don't even consider... *sees her looking at him* Sorry. I digress. *they both continue* The, um, vampires that attacked you, can you furnish me with some details that might help me trace their lineage? I mean, ancient or-or-or modern dress. Amulets, cultish tattoos... *sips his coffee*

Buffy Uh, no tats. Crappy dressers. And, uh... Oh, the one that nearly bit me mentioned something about kissing toast. *a spark of recognition appears on Giles' face* He lived for kissing toast.

Giles You mean 'Kakistos'?

Buffy *tries to remember* Maybe it was taquitos. Maybe he lived for taquitos. *looks at him* What?

Giles Kakistos. *heads into the library*

Buffy *frowns* Is that bad? *follows him*

Cut into the library. Giles quickly paces in and sets his things on the counter.

Giles 'Kakistos' is Greek. It means the worst of the worst. *Heads behind the counter* It's also the name of a vampire so old that his hands and feet are cloven.

He goes into his office and comes out with a book, setting it on the counter and leafing through it.

Buffy Now, this guy shows up two days ago, right? Right around the same time my bestest new little sister makes the scene.

Giles *looks up and considers* You think he and Faith are connected?

Buffy Giles, there are two things that I don't believe in: coincidence and leprechauns.

Giles Well, Buffy, it's entirely possible that they both arrived here by chance simultaneously.

Buffy Okay, but I was right about the leprechauns, right?

Giles *thinks for a moment* As far as I know, yes.

Buffy Good. Okay, you get England on the phone. I'm gonna talk to Faith, see if 'khaki trousers' rings...

Giles Kakistos.

Buffy Kakistos rings a bell. Or an alarm.

Giles Right.

Buffy Right. *heads out*

Cut to the hall. Buffy strides toward the lounge and is about to round the corner toward the exit when Scott approaches her.

Scott Hi.

Buffy *surprised to see him* Scott!

Scott How are you?

Buffy Uh, o-okay. You know, I-I gotta...

Scott I know, be somewhere else, right? Think of this as my last-ditch effort. I realize that one more is gonna qualify as stalking. *nervously* I've given it a lot of thought—some might say too much thought—to, to how I might be a part of your life. It begins with conversation. We all know this. Maybe over a cup of coffee, or maybe at the Buster Keaton festival playing on State Street all this weekend.

Buffy finds this to be a very sweet overture and smiles warmly. She takes a moment to consider his offer.

Buffy You know, come to think of it, I-I don't think I've given a fair chance to... Buster Keaton. I... I like what I've seen of him so far. I... I think it might be time to see a little more.

Scott *takes and releases a breath, smiling* Keaton is key. Oh. *reaches into a pocket* Um, I got you a little present. *pulls out a small box* The guy in the retro shop said that it represents friendship, *holds it out to her* and that's something I would very much like to have with you.

Buffy takes the box, looks up at him and back at the box. She takes off the lid and looks at what's inside. It's a Claddagh ring.

Scott You like?

She immediately has an anxiety attack, and drops the box. The ring falls free of its padding and hits the floor with an echoing clinking. Giles comes down the hall toward them just in time to see it fall.

Buffy I can't. I-I-I-I can't do this. *takes a quick breath* **Scott** *bends down to pick up the box and the ring. He looks at her and at the ring.*

Scott Okay. I get the message. *leaves*
Buffy just stands there as if in a trance. Giles reaches out to her.

Giles Are you all right?

She shoves off his caring hand, not realizing who it is.

Buffy Uh... *looks up* Giles, I, uh... *wipes a tear* Yeah, I'm fine. *tries to settle herself* Um, did you reach the retreat?

Giles *looks at the floor* Yes, I did.

Buffy W-what did her Watcher say?

Giles Her Watcher's dead.

Buffy stares back in disbelief.

Cut to a cheap hotel. Cut into a room. The hotel manager is having a talk with Faith.

Manager The room's eighteen dollars a day. That's every day.

Faith Yeah, I know. I'll get it to you by tomorrow, I swear.

Manager *sighs and shrugs* It's not like I own the place.

Faith *gives him a smile* But I bet you will someday.

Manager Not if I listen to broads like you.

Buffy appears at the door and steps in.

Manager *to Faith, indicating Buffy* Roommates are extra.

Buffy I'm just visiting.

The manager gives up and walks out of the room. Buffy reaches for the door to pull it shut.

Faith So, what brings you to the poor side of town?

The door slams closed, and Buffy faces Faith.

Buffy Cloven Guy. Goes by the name Kakistos.

Faith *taken aback* What do you know about Kakistos?

Buffy That he's here.

The look on Faith's face betrays her apprehension at hearing this.

Buffy We're not happy to see old friends, are we? What'd he do to you?

Faith *quickly grabs her bag* It's what I did to him, all right?

She puts it on the bed and starts to stuff her things into it.

Buffy And what was that? Faith, you came here for a reason. I can help.

Faith *looks up from packing* You can mind your own business. *points at herself* **I'm** the one that can handle this.

Buffy Yeah. You're a real bad-ass when it comes to packing. *gets a look from Faith* What was that you said about my problem? Gotta deal and move on? Well, we have the 'moving on' part right here. What about dealing? Is that just something you're gonna dump on me?

Faith *finishes packing* You don't know me. You don't know what I've been through. I'll take care of this, all right? *heads for the door*

Buffy Like you took care of your Watcher?

This stops Faith cold. She lets go of the doorknob and looks down sadly. A moment later she turns to Buffy.

Buffy He killed her, didn't he?

Faith *angrily* They don't have a word for what he did to her.

There's a knock at the door. Faith looks through the peephole and sees that it's the manager, looking very strung out.

Faith *sighs* Oh, what now?

Buffy Faith, you run, he runs after you.

Faith That's where the head start comes in handy.

She opens the door and sees Kakistos standing behind the dead manager, holding him up. Faith steps back into the room aghast. Kakistos drops the manager's body and smiles at her.

Kakistos Faith.

Part 4

Faith's hotel room. Kakistos roars and grabs Faith by the neck. She grabs his wrist and tries to pull him off of her, but he is too strong.

Faith No!

Buffy rushes up between them, shoves Faith back into the room, forcing Kakistos to let go, and slams the door on his arm. He yells in anger and pain, and eventually has to pull his arm out. Buffy slams the door shut, locks it and puts on the safety chain.

Buffy I just bought us a little more...

Kakistos punches through the door and tries to reach for Buffy.

Buffy ...time!

Faith *panics and screams* NO! NOOOOO!

Buffy *Scream later! Escape now!*

She runs for the bathroom dragging Faith behind her. Behind them Kakistos kicks in the door. Cut to the alley behind the hotel. The bathroom window gets kicked out, and Faith scrambles through. Buffy jumps through right behind her.

Buffy Let's go!

She takes Faith's hand again, and they start to run. They reach a fork in the alley and take the left one. Trick and his thugs reach the intersection a moment later. One of them follows the girls. Trick signals for two of the others to double back while he and a fourth take the right fork. Cut inside a warehouse. Buffy comes crashing in through a window, and Faith jumps in behind her. They scramble to their feet and see the vampire chasing them run right past.

Buffy We're okay. *faces Faith* What happened?

Faith is too freaked out to think straight.

Buffy Faith, what happened?

Faith *frightened* I... I was **there** when he killed my Watcher, and I saw what he did to her... what he was gonna do to me. I tried to stop him, but I... I couldn't. And I ran.

Buffy *breathing hard* Faith, first rule of slaying: don't die. You did the right thing. Okay? You didn't die. Now you do the math. One of him, two of us.

Faith *looks past Buffy shaking her head* No.

Buffy Yes.

Faith *getting panicky* No.

Buffy turns around to see what she's looking at. There on the floor lie the bodies of the Pizza Man and others.

Faith This is his place.

Buffy He drove us here.

One of the vampires appears at an entrance and growls at them. They begin to run through the warehouse. The vampire gives chase. Two others come in the other side and try to head them off. Buffy stops by a bucket, and putting her foot in, kicks it into one of the vampire's faces. He stumbles backward and over a chair. She does a full spinning hook kick to the other vampire and a side kick to another one behind her. He falls backwards over a table. Buffy runs and jumps onto the table, log rolls over it and kicks him in the back as he tries to get back up. Kakistos walks into the building, his one-eyed gaze fixed on Faith. Buffy rolls to a stand on the table. She picks up a crowbar and swings it baseball style at yet another vampire advancing towards her, hitting her squarely in the neck and knocking her down and out. She sees Kakistos advancing on Faith.

Buffy Faith! *gets her attention* Don't die! *throws her the crowbar*

Faith catches the crowbar in mid-air, but before she can swing it at Kakistos, he punches her hard and knocks her into a bunch of large wooden beams leaning against the wall. She hits the floor as the beams go tumbling. Trick walks in calmly, nodding his head and observing the fight. Buffy knife hands her attacker in the neck and throws him into an assisted front tuck off of the table. Kakistos calmly steps up to Faith as she scrambles up against the wall, cowering. He reaches down and grabs her by the shirt, picking her up off of the floor.

Faith NO!

Once he has her up, he punches her squarely in the face. Buffy is no longer on the table, and she roundhouse kicks over it, knocking the legs out from under a vampire standing on it. He rolls off of the table and onto his back, and Buffy stakes him cleanly. She looks up at Faith being whaled on by Kakistos. Behind her the uncon-

scious vampire wakes. Kakistos finally hits Faith hard enough to knock her from his own grip onto the floor. He roars loudly. Buffy jumps up and runs over to attack him. She roundhouse kicks him in the back of the knee, spins around and tries to backhand him in the face, but he blocks it. She spins around the other way and backhands him in the face. The now wakened vampire gets back up from the floor, and Trick comes up behind her.

Trick If we don't do something, the Master could get killed.

He considers that for a moment, and decides that wouldn't be such a bad thing.

Trick Well, our prayers are with him.

He and the vampire turn to leave. Buffy tries to stake Kakistos, but the stake can't easily penetrate his thick hide, and so has no effect on him. He grabs Buffy by the hair, lifts her and throws her back. Trick and the vampire calmly continue on their way out.

Trick There's a reason these vengeance crusades are out of style. It's the modern vampire who sees the big picture.

Buffy backhands Kakistos, landing a hard punch. He swings at her, but she ducks. She stands up and tries to stake him again, but even though the stake goes in deeper this time, it still has no effect on him. Again he grabs her by the head and shoves her back into the wall. Faith recovers from her daze, and sees him looming before her, but looking at Buffy instead of at her.

Kakistos I guess you need a bigger stake, Slayer! *laughs maniacally*

Faith sees that one of the fallen beams has a broken end. She lifts it up over her shoulder, and before Kakistos can turn his attention back onto her she thrusts the beam through his chest and out his back. He looks down at it and back up at Faith, and then explodes into ashes. Buffy stares in amazement. Faith heaves a few heavy breaths. Buffy pulls the hair back from her face and steps over to Faith, who looks around to make sure nothing else is about to attack. They both look down at the pile of ash left by Kakistos.

Buffy You hungry?

Faith Starved.

They both head out of the building.

Cut to Sunnydale High School the next day. Cut to the library. Giles gets up from his desk and comes out to the table in the main room.

Giles The council has approved our request. Faith is to stay here indefinitely. *walks around the table* I'm to look after you both until a new Watcher is assigned. *picks up some papers*

Buffy is sitting on the table and Willow is sitting in a chair.

Buffy Good. She really came through in the end. *slides off of the table* She had a lot to deal with, but she did it. She got it behind her.

Giles I'm glad to hear it. *looks over the papers*

Buffy looks down at the table sadly and quietly for a long moment.

Buffy Angel was cured.

Giles *looks up* I'm sorry?

Buffy When I killed him, Angel was cured. *to Willow* Your spell worked at the last minute, Will. *Willow looks up, taking it all in* I was about to take him out, and, um... something went through him... and he was Angel again. He-he didn't remember anything that he'd done. He just held me. Um, but i-it was... it was too late, and I, I had to. So I, I told him that I loved him... and I kissed him... and I killed him.

She looks down at the table again for another long moment. The others stay silent.

Buffy I don't know if that helps with your spell or not, Giles.

Giles Uh, yes, I, I believe it will.

Willow *very sympathetically* I'm sorry.

Buffy It's okay. *gives them a little smile* I've been holding on to that for so long. Felt good to get it out. *pauses, then smiles thinly* I'll see you guys later.

She walks out of the library while looking down at the floor. Willow watches her friend go, contemplating the meaning of it all. Giles eventually starts to go back to his office. As he walks around Willow she gets up from her chair.

Willow Giles, I know you don't like me playing with mystical forces, but I can really help with this binding spell.

Giles There is no spell.

He starts toward his office again. Willow begins to realize that he'd made the whole spell issue up to get Buffy to talk and release her inner sorrow.

Cut to the halls. Scott comes out of a classroom. Buffy is waiting behind the door for him, and steps out into the hall when she sees him pass by.

Buffy Scott.

Scott *stops* Uh, hello. *pulls on his backpack*

Buffy Hey. Uh, I was, um, I was waiting for you to get out of class.

Scott Oh. Um, why?

Buffy Um... There was someone a while ago, and, uh, the ring sort of confused me. But I liked what you said about friendship. *begins to ramble* I liked it a lot. And Buster Keaton. Big fun. And I'm capable of big fun even though there's no earthly way you could possibly know that about me. Wow. If I knew I was gonna go on this long, I probably would've brought some water. Uh, *ex-hales* what I'm trying to say is, um... if you would still like to go to the film festival—and I would understand it if you didn't—I'd pretty much love to go with you.

Scott *looks around awkwardly* Uh... Ahem. *shrugs* I don't know, Buffy. I'm, I'm really gonna have to think about this.

Buffy nods in understanding. He starts down the hall for a few steps, stops and immediately comes back.

Scott Okay. You know what, I thought about it, and I'm in. When do you want to go?

Buffy *smiles* Uh, well, I have one thing that I have to do tonight, and then I'm good.

Scott *smiles* Good.

Buffy smiles back at him warmly.

Cut to the mansion that night. Cut inside to the great room where Acatla stood. Buffy slowly walks in from a side door to the spot where she slew Angel. She looks down at the floor, and the tears begin to come. She slowly crouches down, and looks at her Claddagh ring.

Buffy *quietly* Goodbye.

Gently she places the ring on the floor. She reflects for a moment before standing back up, looking at the great hall around her. She turns around and slowly starts to walk away toward the main door. The camera shows her walking from a high angle, giving a good view of the cavernous room. When she's gone, the camera cuts to the ring. The picture fades to black.

A moment later a bright beam of light illuminates the ring on the floor. It gets more and more intense, and the ring begins to vibrate, clinking madly against the marble. Suddenly the room is awash with a blindingly bright white light emanating from a dimensional portal opening above the ring. A body falls through and hits the stone floor hard. The light fades as the portal closes, and a naked man is left lying there. He is unsteady as he tries to get up, but he is too weak to do more than lift his face. It is Angel, looking very dazed. His breathing is shallow and labored, and he shivers violently as he looks up at the room around him.

Beauty and the Beasts

Written by Marti Noxon

Directed by James Whitmore, Jr.

Prologue

Night in a wood near Sunnydale. The full moon rises slowly above the trees. Cut into the wood. The camera moves among the trees and bushes low to the ground in slow motion. Buffy reads from 'Call of the Wild' in a voiceover.

Buffy 'One night after supper, the lead dog turned up a snowshoe rabbit. The dog lay down low to the race, his body flashing forward, leap by leap.'

Cut to the library. Buffy's voice dissolves into that of Willow, who is walking around the area by the cage while reading from the book.

Willow 'He was sounding the deeps of his nature and the parts of his nature that were deeper than he, going back into the wombs of time. The rabbit could not...'

Suddenly werewolf Oz leaps up against the cage door and rattles it at her. She startles and steps back.

Willow Okay. Uh, maybe we should try a less stimulating passage.

She flips through the pages of the book while Oz growls at her and settles back down in the cage. Xander walks into the library, carrying a thermos and a couple of magazines, looking very tired.

Xander Private Harris reporting for Oz watch.

Willow *looks up from the book* Xander! Oh, good.

Xander yawns as he walks up to her and takes the book out of her hands.

Xander Oh! 'Call of the Wild.' Aren't we reading the Cliff Notes to this for English?

Willow Some of us are. *takes back the book* Anyway, it'll help you stay awake. It's good and, and very wolfy. *looks at Oz* Seems to soothe the savage beast.

She takes Xander's arm and leads him away from the cage toward the table. As the camera pulls back with them the towels draped across most of the cage come into view.

Willow *quietly* Except for the parts about... *whispers* rabbits.

Oz hears that, and he jumps against the cage, banging it loudly. Xander and Willow both jump and look back at him.

Xander *snags the book* Rabbis? *looks it over*

Willow *takes the book back again* It... seems to make him a little overexcited. *puts it on the table* Okay. Now, he's had his 2:00 feeding, and, uh, after sunrise, if he forgets where his clothes are, they're on top of the file cabinet in his cage. *indicates the cage* I put those towels up for privacy.

Xander Uh, no worries. I can handle the Oz Full Monty. *smirks* I mean, not 'handle' handle, like 'hands to flesh' handle.

Willow *nods* Mm, okay. *with lots of nervous gesturing* Well, it's not for you. It's for me, 'cause I'm still getting used to half a Monty.

Xander Oh. Good. *realizes* Half? You and Oz? Which half?

Willow *with a big smile* Wouldn't **you** like to know? Anyway, he's more manageable tonight and on the third night. Tomorrow night, the total full moon, that's when he's a real wolfer. *reaches across the table* But in case there's trouble... there won't be, but if...

She holds up the dart rifle. Xander takes it from her with his right hand while still holding his things with his left, and slips his index finger into the trigger guard.

Xander Sleepy time. Gotcha.

He holds the stock of the weapon against his shoulder.

Willow Thanks again for doing this. I wouldn't have asked, but I have this test.

Xander No big. You can count on me. *looks at his things* I got my coffee, magazines. Figured I'd read, maybe *points with the gun* run the stairs over there a little bit. *chuckles* I'm good.

Willow isn't thrilled with the way he's handling the rifle, and so takes it out of his hand, giving him a nervous smile. She sets it down on the table, gives him a little wave goodbye and starts out. On the way past the cage she gives werewolf Oz a little wave, too.

Willow Bye.

Oz raises his head and growls as he watches her go. Xander picks the book up from the table, inspects the cover and looks up at Oz. He decides to make things easy on himself. He climbs onto the table, sets the book down at one end and lies on his stomach, using the book as a pillow. He smiles as he settles himself for a relaxing nap. In the cage Oz lets out a loud growl.

Cut to the cemetery. Faith and Buffy are strolling through on patrol.

Faith Nice place. Do you ever catch kids doing the diddy out here?

Buffy No. There's a smooch spot up by the woods. That's usually where kids go.

Faith Yeah? Bet you and Scott have been up there kicking the gearshift. *grins*

Buffy *gives her a look* Hardly. Only been on a few dates.

Faith But you like him. And when you think about him, you get that *inhales* good, down-low tickle, right?

Buffy *smiles* Yeah, I guess, but... *realizes what she may have meant, and gives her the eye* How low?

Faith *grins broadly* You tell me.

Buffy How about not? *looks around dreamily* But he is... *sighs* nice, and he's funny.

Faith And quite a muffin.

She gives Buffy a smile. Buffy smiles back.

Buffy Blueberry. That crunchy, munchy stuff on top. But my most favorite thing so far *sighs* is that he doesn't seem to be any kind of Hell Beast.

Faith All men are beasts, Buffy.

Buffy Okay, I was hoping to not get that cynical till I was at least forty.

Faith It's not cynical. I mean, it's realistic. Every guy from... Manimal down to Mr. I-Love-The-English-Patient has beast in him. And I don't care how sensitive they act. They're all still just in it for the chase.

Buffy has to tacitly admit that Faith may have a point.

Cut to the woods. A boy runs through the bushes in a panic. The camera chases him, and a creature's growling and heavy breath can be heard. The boy looks back to check on his pursuer, and trips over a low branch. He rolls onto his back and tries to push himself away with his feet, but whatever is chasing him is quickly on top of him and drags him away. The boy screams loudly as he disappears from the camera's view.

Part 1

Sunnydale High School. Willow, Oz and Buffy climb the outside stairs from the quad up to the balcony.

Willow I don't think that's true, that every guy is in it only for the chase.

Buffy I know. It is an awful generalization.

Scott Hey Buffy!

She looks along the balcony to see him approaching at a quick pace. Willow gives Oz a smile.

Scott That's what I stopped you for, basically. Hey.

Buffy Okay. *smiles* Hey.

Scott's friends Debbie and Pete approach the group. Oz notices them and holds up his hand in greeting. Debbie is holding a bouquet of flowers.

Oz How do, Debbie?

Debbie Hi, Oz. Hey, you're not doing jazz band this year?

Oz Oh, can't take the pressure. It's not the music that's hard, it's the marching.

Buffy We have a marching jazz band? *looks at Scott inquisitively*

Oz Yeah, but, you know, since the best jazz is improvisational, we'd be going off in all directions, banging into floats... Scary.

Willow *smiles at everyone* He's just being Oz.

Oz Pretty much full-time. *smiles at Willow*

Buffy *sees Debbie's bouquet* Those are pretty flowers.

Debbie Thanks. Pete brought them for me. *smiles at him*

Pete *smiles* Yeah. Well, I-I'm sure Scott does that kind of stuff for you, too, Buffy.

Scott Oh, well, we're not up to flowers. *to Buffy* Are we? Up to flowers? Did I miss flowers?

Buffy *reassuringly* No. We're pre-posy. Definitely.

Scott nods, relieved.

Buffy What time is it? *grabs Scott's watch* Oh, I have to go see Mr. Platt today.

Debbie Platt? The school counselor?

Buffy I get to convince him that I'm Little Miss Stable so I can stay in school.

Debbie Platt creeps me out. I would totally quit going, but I'm flunking senior bio, and my teacher says I have success issues. *giggles*

Oz Senior bio? I kinda aced that final.

Willow *needles* Oz And how did you do that? Oh, right. You showed up.

He takes Willow's jibes good-naturedly.

Oz *to Debbie* If you want my notes, they're yours.

Debbie Thanks! That'd be great!

The bell rings.

Buffy We'd better go. *to Scott* I'll see you.

Scott Yep.

They kiss lightly on the lips. Buffy turns and heads into the building. Oz gives them a wave, and he and Willow follow her. Scott gives his friends a contented look.

Cut to Giles' office. He and Xander look up from reading an article in the paper and head out into the main area.

Giles We need to recheck every possible exit avenue.

Xander I'm telling you, it's a waste of time. I was here all night.

They notice Willow and Oz coming into the library.

Giles Right. *smiles stiffly* It's good to see you. Um, no need to panic.

Oz Just a thought: poker: not your game.

Willow *worried* What's the deal, Giles?

Giles *starts to pace* Now, uh, bear in mind, uh, most likely, there, there, there is no deal, *stops and looks at Xander* but um, if, if, if there was a deal, then it, um, would concern murder... last night. A male student was, was found i-i-in the woods.

Willow Which student?

Giles Jeff Orkin.

Oz Jeff? He was...

He looks over at Xander. Xander looks down at the floor.

Oz I knew him.

Giles I'm afraid he was, he was, um, terribly mauled. Now, uh, much as I hate to think it, i-i-it could be the handiwork of, of...

Oz Me.

Willow *very concerned* Wolf you, not you you.

Xander But it's not. Not wolf you, not you you. The room was secured, the gate was locked, *heads into the cage* and the window unbreakable, and... *looks up at the window* open!

He points up at it as he comes back out of the cage.

Willow *upset* Oh, God.

Giles and Oz both go over to check the window, too.

Xander Not to freak. I rested my eyes now and then. That's all.

Willow gives him a betrayed look.

Giles *looks down from the window* How long... **exactly** did you... rest your eyes for? *glares at him*

Oz just stares into space, turning the implications over in his mind.

Xander A little now, uh, a little then. But I never heard Oz leave, and he was here in the morning when I, um... *searches for words* when I...

Giles *angrily* WOKE UP!

Xander You could put it that way if you want to, Mr. Technical.

Oz walks over to Willow, looking at her sadly.

Willow Oh, God.

She takes his hand to comfort him. He looks at Giles imploringly.

Cut to the school psychologist's office. The door opens, and Buffy enters. She closes it behind herself and steps up to the desk. Mr. Platt is sitting in his chair facing away, looking out the window while his ever-present cigarette smolders in his fingers.

Mr. Platt Two o'clock. Miss Summers.

He makes no move to turn around to face her.

Buffy *smiles* Buffy Summers, reporting for sanity.

Her smile fades when she realizes he still isn't going to turn around. Instead he just blows out a huge cloud of cigarette smoke.

Buffy Look... I know that I have to do this, and I-I'll cooperate, and I'll look at your ink blots and everything, but... I don't wanna talk about my life or my childhood or... anything, for that matter, actually. And, uh... I don't wanna be friends here.

Mr. Platt *finally turns* We're not gonna be friends. *smiles at her* You have friends already, I hope. *waves his hand at her* Friends are a good thing. *takes another drag from his cigarette* Mm-hm. *crushes it out* They like you, agree with you, tell you what you wanna hear. *reaches into his desk drawer* That's not what you need right now. *pulls out a can of deodorizer* What you need is a trained,

not... **too** crazy professional who will always give you his honest opinion.

He pops the top off of the aerosol can and gives a couple of sprays around himself. Buffy just gives him an odd look and says nothing.

Mr. Platt Which I offer.

He looks back at her for a moment before gesturing to a chair.

Mr. Platt Have a seat.

He caps the can and puts it away as she sits in the chair.

Buffy Not too crazy? Those are your credentials?

He stands up and starts to walk around his desk.

Mr. Platt Look, Buffy, any person – grownup, shrink, *sits on his desk* pope – any person who claims to be **totally** sane is either lying or not very bright. I mean, everyone has problems. Everybody has demons, right?

Buffy *averts her eyes* Gotta say I'm with you on that. *looks down at her hands*

Mr. Platt Excellent. So, the hope I bring you is: demons can be fought. *Buffy looks up at him in surprise* People can change. **You** can change. Now. Your turn. *crosses his arms* Let's start with why you ran away.

She looks up for a moment, then begins to fidget and lean back in her seat.

Buffy *smiles weakly* That's a long story.

Mr. Platt Mm. *shrugs* Bore me.

Buffy You know, I'm, I'm really over it. I-I'm moving on, I feel good, I'm, I'm even dating someone new.

Mr. Platt All good things. *gestures widely with his arms* But still, you're *inhales and leans back* you're bringing me in at the end of the movie.

Buffy *awkwardly* I was dating someone. Uh, it-it ended badly. My mom and I were fighting, and I... kinda freaked.

Mr. Platt Well, tell me more about this guy. The Bad Ending Guy.

She looks up at him for a long moment before letting out a breath and looking down at her hands again.

Buffy He was my first... I loved him, and then he...

Mr. Platt ...changed.

She looks up at him, surprised again.

Buffy Yeah.

Mr. Platt He got mean.

Buffy Yes.

Mr. Platt And you didn't stop loving him.

Buffy doesn't know what to add or how to respond.

Mr. Platt Look, lots of people lose themselves in love. It's, it's no shame. They write songs about it. The hitch is, you can't stay lost. Sooner or later, you... you have to get back to yourself.

Buffy *considers* And if you can't?

Mr. Platt If you can't... *inhales* Well, love becomes your master, and you're just its dog.

She didn't expect to hear it put quite that way.

Cut to the library. Buffy comes in and finds Giles pacing and everyone else sitting on the steps and looking gloomy. She sets her bag on the table.

Buffy I'm afraid to ask. *crosses her arms*

Cordelia Oz ate someone last night.

Willow *glares* He did not!

Xander *annoyed* Oz does not eat people. *Cordelia rolls her eyes* It's more werewolf play. *Buffy looks at Giles inquiringly* You know, I bat you around a little bit, like a cat toy. I have harmless, wolf fun. Is it Oz's fault that, Oz *lowers his head* you know, side effect, people get cut to ribbons, and maybe then he'll take a little nibble and... *Willow gives him a hurt look* I'm not helping, am I?

Giles No. Oz may have got out of his cage last night.

Oz Or maybe there's a, another werewolf roaming the woods.

Giles Perhaps. Perhaps it's something else entirely.

Buffy It's okay. We'll work together, and we'll figure this out.

Giles Yes. Um... *thinks* Buffy. Uh, you, uh, you patrol the woods. Uh, the others, um, check out the morgue.

Willow *hopeful* Right! We can see if it's a werewolf kill or not. *glances at Oz next to her* But what about Oz?

Giles Um... Well, I have some research materials at home I need to look up. Uh... W-w-we could ask Faith to watch over him.

Buffy nods and looks at Oz. Oz looks up at Giles.

Oz What, you're having a Slayer watch me? Oh, good, we're not overreacting.

He gets up to leave, not willing to listen to any more of this. Willow gives Buffy a concerned look and gets up to go after him. She reaches out and touches him on the shoulder. He stops and turns to face her. She tries to give him a reassuring smile.

Oz Okay. Uh, you know that thing where you bail in the middle of an upsetting conversation? *inhales* I have to do that. *exhales* It's kinda dramatic, I know, but... sometimes, it's a necessary guy thing.

Willow And I want you to... do the guy thing, but...

She glances and gestures at the clock on the wall and sighs. Oz looks over at it, too. 5:34pm. Almost sunset. He looks back at her and the others, realizing this isn't the time to do the guy thing, and lets out a heavy sigh. He looks over at the cage, and reluctantly goes to lock himself up. Willow follows him. The door squeaks when he pulls it open and again as he pulls it closed. It locks shut with a clang.

Willow Oz?

Oz *unwilling to look at her* Get away from the cage.

Willow *confused by his tone of voice* What?

Oz *still not looking at her* It's gonna happen soon.

Willow still won't go.

Oz Get away from me.

He turns his back to her. Willow is hurt and confused by his behavior.

Cut to the woods later that night. Buffy patrols through them by herself, looking around and listening carefully. The camera watches her from behind some branches. A figure quickly and silently slips in front of the camera. Buffy thinks she heard something and raises her stake. Again a figure dashes by, and this time Buffy sees it. She runs after it through the bushes. Suddenly she stops in her tracks when she sees it come straight for her. She stares in disbelief as the man rushes her and knocks her down as he runs by. Buffy steadies herself on the ground and looks up as he goes. He stops and looks back at her. It's Angel, and he growls and snarls at her. There is blood around his mouth, but he has on his human face, not his vampire's. She can only stare at him in complete surprise.

Part 2

In the woods. Angel continues to growl at Buffy. He charges her as she gets up. She grabs him and throws him to the ground, but also falls under his weight. Angel rolls to a stop and crawls quickly back to her before she can get back up. He lunges at her, and she uses his momentum to flip him over herself and onto his back. She rises to one knee and punches him as he tries to regain his footing. He takes the blow in the head, but just spins around and delivers a solid backhand punch to her face, making her fall onto her back. Angel jumps on her again, but she uses her leverage to send him onto his back once again. He twists his body, reaches over and punches her in the gut. She quickly rolls away and gets to a stand-

ing position. She does a full spinning low hook kick, hitting him in the head as he tries to stand. He slumps down on all fours, and as he looks up at her she punches him solidly in the face, making him slump to the ground, badly beaten. After a few breaths he loses consciousness, and his body relaxes. Buffy breathes hard as she looks down at him, still not believing what she sees.

Cut to the morgue. A flashlight shines into a room where several bodies are lying on gurneys. Cut to an adjacent room. Willow comes in and shines her flashlight on the closed body drawers along a wall. She finds the one she wants and opens it. She pulls out the drawer and lifts the plastic sheet away from Jeff Orkin's face. She sets her

metal Scooby-Doo lunch box on his chest and opens it. Behind her Xander approaches. She pulls out a plastic bag and a pair of tweezers. When Xander reaches her he takes one look at the body and nearly vomits.

Xander Oh, God.

He bends over, holding his mouth, trying to hold it back. Willow just hands him the flashlight.

Willow Here. Hold this.

He doesn't hold it very steadily, and Willow tries to adjust his arm as she would an unruly desk lamp. She takes Jeff's hand and tries to get a look at his fingers. Suddenly Xander spins around and shines the flashlight into Cordelia's face.

Xander Aah!

Cordelia God!

Willow just reaches for Xander's hand again and pulls it around to shine the light where she needs it. It's not working out very well.

Xander to Cordelia We're doing crime here. You don't sneak up during crime.

He finally gives Willow his attention again and holds the light steady.

Cordelia God, have a... *gets a look at Jeff's mauled body* Okay! *covers her face* Scarred for life! Oh, God!

Willow just calmly goes about getting some samples from under Jeff's fingernails.

Cordelia Willow, how can you stand it?

Xander Yeah, Will. I mean, this guy **is** pretty barf-worthy. Can't we be elsewhere? Like, you know, is Oz cleared or what, huh?

She's finished with Jeff's hand and puts it back under the plastic. She moves the flashlight in Xander's hand around and inspects the rest of the body.

Willow I'm not sure. I mean, there are a lot of incised wounds, but they could be from anything.

Cordelia Anything with big, sharp teeth and vicious...

Xander *interrupts* Do you wanna go back to the car and wait?

Willow starts to pick at Jeff's chest with the tweezers.

Cordelia *stares, taken aback* No. God. I'm just saying...

Willow Almost done. Lemme just get a few stray hairs from the body. They could be from the attacker.

Cordelia holds her nose against the stench.

Xander Great. So we got everything we need?

Willow Yep. That's it.

She drops the tweezers and faints dead away, falling back into Xander. He quickly gets an arm under her as she goes down, and they all sink to the floor.

Cordelia Oh!

Xander Okay. Uh... little too much excitement for the Wilster here.

He steadies Willow's head against his chest so it doesn't flop around.

Xander Doesn't look good for Oz, does it?

Cordelia It really doesn't. *they look up at Jeff* This guy was ripped apart by a big wild animal.

Cut to the mansion. Buffy finds Drusilla's trunk and knocks Miss Edith and the other dolls from it. She throws open the lid and dumps the contents out onto the floor. There she finds a heavy chain and shackles. Back in the main room she throws one end over an iron bracket holding up the high marble fireplace mantel and locks the shackles on Angel's wrists. She steps back as he lies unconscious on the floor, with one arm held high by the chain. He wakes up and gets to his knees. Suddenly he lashes out at her, but she jumps back in time and he misses. He leans against his bonds and growls at Buffy, then crouches down and cowers like a trapped animal. She walks around him in a wide arc and stops when she notices the place where he fell from the dimensional portal. There is a silhouette of him on the floor surrounded by scorch marks from the intense light. Angel continues to growl and struggle with the chain. Buffy cringes to see him like this. She kneels down by the silhouette for a closer look. Angel makes another attempt to grab her, and she jerks back, but he's too far away to do any harm. She looks back down at the scorch marks and winces at the sound of Angel struggling behind her. He soon stops and slumps to the floor with one arm raised high by the chain.

Cut to the library. Werewolf Oz growls in his cage. Faith is oblivious as she moves around to the sounds of Mark Ferrari on her portable CD player. Buffy comes in behind her and taps her on the shoulder. Instinctively Faith spins around and lands a swinging backhand punch to Buffy's face.

Buffy Oh!

She stumbles backward and steadies herself against the portable card catalog.

Faith Oh! Uh, Buffy! Are you okay? What are you doing here?

Buffy *holds her jaw* Uh, bleeding internally, but I'll live.

Faith God, I'm sorry. *shrugs with the CD player* I guess I didn't hear you.

Buffy Figured as much. Ow. Again. *takes a breath and arches her back* Uh... Actually, I-I-I came to give you the rest of the night off.

Faith Get out of jail free, huh? How come?

Buffy *shrugs* Couldn't sleep. *takes off her jacket* Figured I'd, uh, cram for my French test.

Faith That's cool. I was going kinda crazy in here, but I can get in a few stakings before sunrise.

She heads for the door, handing Buffy the keys to the cage

on the way. Buffy follows her with her gaze.

Buffy Knock yourself out. Not literally, though.

Faith Yeah. Later.

The door can be heard closing behind her. Buffy looks at Oz for a moment, then turns her attention to the card catalog. She sets the keys on it, pulls out the first drawer and begins to search through them.

Cut to morning. Sunlight pours in through the cage window and down on Oz lying there naked. The camera pans up to Giles arriving with a cup of coffee in his hand. He looks down at Oz to make sure he's not a wolf, unlocks the door and pulls it slightly open. He takes a sip from his cup and heads over to where he sees Buffy in the stacks curled up and asleep in a chair with a book on her lap and a drawer from the card catalog next to her on a stepstool. Other books are lying on the floor around her. He quietly takes the steps to the upper level and reaches down for one of the books. As he does so Buffy stirs from her slumber and looks up at him.

Buffy Hey.

Giles Hmm. Hello. *sips his coffee*

Buffy quickly realizes what it must look like, her surrounded by all these books, and tries to play it off.

Buffy Oh. Boy. *stands up* Faith and her nutty books.

Giles *reads some book titles* 'Exploring Demon Dimensions' and 'Mystery of Acatla'.

Buffy Yeah! And she still listens to heavy metal. *walks toward the stairs* Freaky deaky.

Giles Buffy...

She realizes that he hasn't bought it and leans against the railing. He gives her his attention and slowly comes over to her as she speaks.

Buffy What if... I told you that... I had a dream about Angel... and, um... it brought up some questions?

Giles I'd say it was to be expected. Must have been some dream. I didn't think you knew what a card index was for. *sips his coffee*

Buffy I dreamt that he came back.

She sits down on the steps. Giles comes down to sit with her.

Giles Of course. After Jenny was killed, *sets the cup aside* I had dreams that she was s-still alive, that I saved her.

Buffy This was vivid. Really vivid. Three-dimensional, sensurround, the hills are alive...

She stops when she realizes her use of Jenny's metaphor. Giles takes off his glasses and considers for a moment.

Giles Do you believe it was a prophecy?

Buffy No. I-I don't know. I... *inhales deeply* I guess it just... it made me wonder.

Giles looks away in thought.

Buffy Is there a chance even? Could it happen?

Giles Well, there's no record of anyone returning from a demon dimension once the... gate was closed. I-I-I can't imagine how it could happen or-or why.

Buffy Let's just pretend for a second that... Angel somehow found his way back to Sunnydale. What would he be like?

Giles I really can't say. From what is known about that dimension, i- it would suggest a world of... brutal torment. And time moves quite differently there, so...

Buffy I remember. So he would've been down there for hundreds of years.

Giles Yes. *looks up at her*

Buffy Of torture.

Giles It would take someone of extraordinary... will and character to survive that and, uh, retain any semblance of self. *swallows hard* Most likely, he'd be, be a monster.

Buffy *hopelessly* A lost cause.

Giles Maybe. Maybe not. In my experience, there are... two types of monster. The first, uh, can be redeemed, or more importantly, wants to be redeemed.

Buffy And the second type?

Giles The second is void of humanity, cannot respond to reason... or love.

Willow shows up unexpectedly, bringing a box of donuts with her.

Willow I thought Faith was on duty.

Buffy Oh, hey. Change of plans. *comes down to her*

Willow Glazed or cake? *smiles* It's fun to watch them make them. *gestures* They use this spritzzy thing, and they drop the batter into this...

Buffy Couldn't sleep, huh?

Willow *sighs* I've been at Mister Donut since the TV did that snowy thing.

Behind her Oz has dressed and comes out of the cage.

Willow How come **you're** the Wakey Girl? I mean, this time, it's not your boyfriend who's the cold-blooded...

She notices Buffy look behind her with wide eyes. Oz slips on his outer shirt and comes up next to her.

Willow Jelly doughnut? *offers the box*

Oz *ignores the donuts* Everything all right?

Buffy Yeah. Uh, what happened with the inspection of the body?

Willow *smiles, avoiding the issue* Anyone? They're yummy delicious!

Buffy Willow, come on. Was it werewolf?

Willow sets the box down on the table. Her expression shows that she's not overly anxious to say.

Buffy Was it a vampire?

Willow I-it wasn't conclusive.

Buffy How could it not be conclusive? What did it look like? Was he bit?

Giles Let her finish, Buffy.

Buffy *looks back at him* No, it's just...

She realizes the sensitivity of the issue with Oz standing right there.

Buffy I'm sorry.

She sits down. Giles just calmly waits for Willow to finish her report.

Cut to the cafeteria. Buffy has a plate of various flavors of Jell-O, and looks for a place to sit. Scott waves to her.

Scott Buffy. Over here.

She comes over to him sitting with Debbie and Pete, and sets down her plate.

Buffy Hey.

Scott sees what's on her plate.

Scott Hey. Uh... I can't, I can't back you on that lunch. Nutritional demerits.

Buffy Oh. My stomach doesn't want hard food today. *points at the green Jell-O* But there's fruit in it.

Scott *whispers* Those are marshmallows.

Buffy *looks at it* Oh.

Debbie and Pete give her curious looks. Buffy sighs.

Buffy I'm... I'm really out of it today. I didn't sleep well last night.

Debbie Just don't tell Mr. Platt you have insomnia. He'll make you start a dream journal.

Pete Oh, what's that, like, a Barbie thing? Dear Dream Journal, how come Ken hasn't come around since he got that earring?

Debbie *giggles* I never did it. He's a quack.

Buffy I kinda liked him.

Debbie Really? I guess, I guess he's kinda funny and stuff. It's just... sometimes I just don't like the things he says.

Buffy Oh, he definitely... marches to the beat of his own drummer. A- actually, I think he makes his own drums.

Scott Well, my mom says that therapy can be completely helpful.

Pete Yeah, but your mom has the wattage of a Zippo lighter, Scott.

Debbie can't resist a giggle.

Scott *to Buffy* I hope you realize I don't actually know these people. I just... I thought you would like me better if I had friends, so I hired them.

Buffy gives him a weak smile. He turns to face her completely.

Scott So... I, uh, I wanted to tell you that you look great today. But now I wanna raise that to amazing because you didn't sleep well.

Buffy Uh... *smiles* That's really sweet. Um... And I-I wish I didn't have to, *stands up* but I just remembered that I do, so, uh, I'll see you later.

She pats him on the shoulder as she walks around him on the way out, leaving her Jell-O behind.

Scott Uh, yeah.

Debbie and Pete follow her briefly with their gazes.

Pete Check out Scotty liking the manic-depressive chick.

Scott isn't too pleased with that comment.

Cut to the hall. Buffy comes out of the cafeteria and pauses for a moment to reflect on Pete's comment before continuing down the hall.

Cut to the mansion. Buffy comes in through the heavy drapes hanging across the side entrance. Angel crouches against the wall, whimpering. Buffy stops at the wall opposite him and looks at him suffering. Slowly she comes toward him. Angel just remains hunched over in his crouch, not looking up or giving any indication that he knows she's there.

Buffy Angel?

He doesn't seem to hear her.

Buffy Do you understand me?

Still nothing from him. She comes even closer. The tattoo on his back beckons to her. Slowly she reaches out and touches him lightly on the shoulder. He suddenly and very violently lashes out at her and roars. She instantly takes several steps backward away from him. He goes back to his pathetic whimpering. Buffy looks at him, terribly hurt, and rushes from the mansion. Angel growls deeply at her. Above him the mantel bracket begins to loosen. Dust falls from the stone as he pulls against the chain.

Cut to the school. Cut to Pete and Debbie walking along a back hall.

Pete Debbie, come on. Just for a minute.

He takes both of her hands and tries to nudge her against the wall, but she evades him and pulls away.

Debbie No, I can't. I have to meet a friend.

He pulls her back to him by both wrists.

Pete So you'll be late but happy.

He kisses her and reaches behind him with one hand to open a door. He backs into the dark supply room pulling her in with him. Debbie giggles, and once inside he pulls her close and they embrace and kiss passionately. Pete breaks off the kiss and backs away toward a shelf.

Debbie No, no. Let's stay here.

Pete Relax, Debbie. What's wrong with you today?

He takes her in his arms again and kisses her some more. After a moment he notices an empty jar on the shelf. All that's left in it is the last few drops of a green fluorescent fluid.

Pete What is that?

She turns his face to hers and tries to kiss him again.

Debbie *giggles* Nothing. Kiss me. *kisses him*

Pete No. Debbie, you did not drink that, did you?

Debbie *looks at the jar* Drink it? *giggles* You know I didn't.

Pete *looks intensely at her* Debbie, what's going on?

Her giddiness fades, and she looks back nervously.

Cut to Mr. Platt's office. Buffy opens the door, comes in and closes it behind her. She finds him turned away again, looking out of the window, his signature cigarette smoldering between his fingers.

Buffy Two o'clock. Buffy Summers, right?

She fears he'll turn around again and, although he can't see her, she extends her arm in a gesture to stop him.

Buffy Wait. Don't turn around. *realizes her useless gesture* Okay? And don't say anything. *clutches her jacket* Just listen. *begins to pace and breathe nervously* I mean, that's, that's your thing, right?

She stops pacing and stands behind a chair, shifting her weight from leg to leg and fidgeting with her jacket against the chair's backrest.

Buffy There's something going on. *her voice shakes* I mean, th-this whole entire story is probably gonna convince you that I'm loony-bin material, but... *shrugs* there's nobody else that I can talk to. *inhales nervously* Not Willow and... not Giles. Nobody. *starts to pace again* If they, if they found out, they'd freak on me or they'd do something, and... *stops and faces him* I need help. I just, I need to talk to someone. *takes a few breaths* I'm so scared. *sheds a tear* It's this guy. *steps up to the desk* H-h-he...

She notices his cigarette now. It's burned completely down to the filter, not once having had the ashes tapped off. She realizes that something is very wrong.

Buffy He's come back.

The camera pans over from her to Mr. Platt, sitting dead in his chair. His face and chest have been severely mauled.

Part 3

The supply room. Pete is seething with anger. He goes over to the empty bottle and picks it up.

Pete So the bottle just *faces* Debbie jumped out of the cabinet and spilled on its own.

Debbie *shakes her head* Of course not. I-I was trying to get rid of it.

Pete You were trying to get rid of it?

Debbie To help you. You know how you get.

Pete *exhales* You think this has *clenches his fist* **anything** to do with how I get?

Debbie Well, when you drink it...

Pete When I drink it, nothing, Debbie. Nothing! *Debbie flinches* I don't need this anymore, okay? I am way, **way** past that now.

He slams the bottle back onto the shelf.

Pete You see?

He takes another bottle down and throws it to the floor, breaking it.

Pete You see?! *breaks another* No more. *breaks a third* You could pour out everything I made, and it wouldn't help. And you wanna know why?

He grabs her by the arms. She whimpers in fright.

Pete You wanna know why?! Because all it takes now is you, Debbie. *grits his teeth* You and your STUPID, GRATING VOICE!

His neck muscles suddenly become tense, and he yells out in pain. He grunts as his head jerks back and forth, and the skin on his face and neck begins to thicken, and the veins bulge out. He screams as his head whips around violently. Debbie watches in terror. With a final scream his transformation to his alter ego is complete. His face

is mottled and grotesquely misshapen. Debbie is too frightened to even breathe. Pete shakes her by the arms.

Pete *angrily* **You're** the reason I started the formulas in the first **place** to be the man you wanted! And you pay me back how? *Debbie sobs in fear* By whoring around with other guys and taunting me!

Debbie No! I don't! I don't even look!

Pete backhand punches her in the face and shoves her to the floor. She gets to her hands and knees and crawls around to face him. Slowly she stands back up.

Pete Is that something your shrink taught you, Debbie? Huh? Huh? To share? *approaches her* To communicate? To piss me off?!

He swings another backhand punch at her, and she falls to the floor again. This time she stays down and cowers.

Pete Well, guess what? Even **he's** not going to listen to your pathetic ramblings anymore. *she looks up at him* *frightened* I'm all you've got now, Debbie! Do you hear me? *points at her* I AM ALL YOU'VE GOT!

She looks up at him, very afraid, and pushes herself up against a crate. Pete suddenly realizes what he's doing, and calms down a bit. He looks down at his gnarled hands, then back at Debbie.

Pete Oh, my God.

He has calmed enough now that he changes back to his regular self. He sees her sobbing, and looks at her remorsefully. He quickly gets down and kneels by her.

Pete *whispering* Hey, Debbie. *she turns away* Hey, listen. *quietly* You know you shouldn't make me mad. Huh? You know what happens.

He takes her head in his hands and turns her to face him.

Pete Debbie, please. Are you all right?

He kisses her forehead. She responds and puts her arms around his head. She strokes his hair as they hold each other tightly.

Debbie It's okay.

She keeps petting him gently, her own breathing becoming calmer.

Debbie It's okay.

Cut to the library. Giles paces and talks while Buffy, Faith and Willow listen.

Giles This creature is especially brutal. I believe the phrase coined by the coroner when describing Mr. Platt was 'pureed'. But he did confirm that Platt was killed shortly before Buffy found him.

Faith Which means that he was killed during the day.

Willow *elated* Yes! *raises her fist*

They all give her looks.

Willow Sorry. I got... *lowers her hand* I've just been... it's horrible, horrible. *swallows*

Buffy It's okay, Will. We're all glad Oz is off the hook.

Giles Indeed. *checks his watch* Shouldn't he be here by now? The sun sets at 5:30.

Cut to the quad. Oz looks around one last time and starts to head for the library. Just then Debbie comes running.

Debbie Sorry I'm late. *smiles* Did you bring the notes?

Oz *notices her black eye* Yeah. Um... You okay? *hands her the notes*

Debbie What? Oh, yeah! *laughs* I'm such a klutz! I, um, oh...

Oz Fell down? Hit your... eye?

Pete watches them from around a corner.

Debbie Doorknob. *laughs* Um... Thanks. *starts to go*

Oz *stops her with his hand* Hey, um... *concerned* If you wanna talk...

Debbie *shakes her head and smiles* Thanks again for the notes. *leaves*

Oz Yeah...

He looks up at the sky again and quickly heads for the library. Pete turns around and stalks off.

Cut to the library.

Giles Our task now is to determine what sort of killer we are dealing with. Clearly, we're looking for a depraved, sadistic animal.

Oz *comes in* Present.

Willow smiles, jumps up and goes over to him, pushing Giles aside in her eagerness to reach him.

Oz Hey, I may be a cold-blooded jelly doughnut, but my timing is impeccable.

Willow *touches him with both hands, smiling* But you aren't! I-i- it's-it's a kill-in-the-day monster! A hundred percent for sure.

Oz *very relieved* Okay. *smiles*

Willow puts her arm around him and faces the group along with him, smiling.

Giles Uh, I wish we had time to celebrate properly. However, we have two victims: Jeff Orkin and, uh, now Platt. Uh, maybe there's something they had in common.

Faith Missing internal organs.

Giles Besides that.

Oz *Debbie. Giles looks at him* Well, victim number one, Jeff. He was in jazz band with us. They used to horse around.

Faith They were screwing?

They all give her a look.

Oz I don't think so, but he hid her music comp book once.

Buffy And we know that Debbie knew Platt. I mean, she was seeing him and way vocal about not having love for the guy.

Oz Add this and stir. I just saw Debbie a minute ago sporting a nasty black eye.

Willow Okay, so pretend Debbie wanted Platt dead. Maybe he fought back.

Buffy *shakes her head* No. Platt was dead in an instant. *exhales* He didn't even drop his cigarette. *has a thought* Now, what if boyfriend Pete's the one doling out the punishment?

Giles We should find them both immediately.

He and Buffy grab their coats.

Oz Well, Debbie was in the quad a minute ago.

Giles All right. We'll split up. Um, Faith, you and I team. Willow, stick with Buffy.

Willow gives Oz a saddened look and follows the others out.

Oz And I'll... go lock myself in the cage.

Cut to the girls' locker room. Debbie is trying to hide her black eye with makeup. The door opens behind her, and Buffy and Willow enter. Debbie just keeps on applying makeup.

Buffy It's tricky, covering a fresh shiner like that. You know what works?

Debbie What? *puts away her makeup*

Buffy Don't get hit.

She walks up to Debbie at the mirror.

Buffy What's going on, Debbie? I'll bet the farm you know.

Debbie *shakes her head* You're wrong. I don't know anything.

Buffy Normally, I'd say, you wanna play 'I have a secret'? Fine. But people are dying here.

Debbie looks at her and Willow.

Debbie It... it's not his fault. I mean, he's not himself when he gets like this.

Buffy You mean Pete.

Debbie *upset* It's me. I make him crazy. He-he just does what he does because he loves me too much.

Willow But weren't Mr. Platt and Jeff murdered by an animal?

Buffy Pete's not like other guys, is he, Debbie?

Debbie realizes they know more than they are letting on.

Debbie I-I've gotta go.

She grabs her purse and starts to leave. Buffy takes her by the arm and stops her.

Buffy You have to talk to us. *Debbie shakes her head* We can't help you until you do.

Debbie I didn't ask for your help!

Willow Well, when are you going to? I mean, if Pete kills you, it'll pretty much be too late.

Buffy Debbie, we're running out of time.

Cut to the mansion. Angel struggles with the chain. He yanks at it with all of his weight. The bracket pulls free of the wall and crashes to the floor. Angel falls roughly onto his hands and knees. He quickly gets up, pulls the chain free of the bracket and runs out of the mansion.

Cut to the locker room.

Buffy Where can we find him?

Debbie I-I don't know.

Buffy You're lying.

Debbie What if I am? What are you gonna do about it?

Willow Wrong question.

Buffy takes her by the arm again and pushes her up against the sink in front of the mirror.

Buffy Look at yourself. Why are you protecting him? Anybody who really loved you couldn't do this to you.

She takes a few steps away. Debbie turns around to face them.

Debbie Would they take him someplace?

Buffy Probably.

Debbie *shakes her head, sobbing* I could never do that to him. *Willow sighs* I'm his everything.

Buffy *disgusted* Great. So what, you two live out your Grimm fairy tale? Two people are dead.

Debbie just shakes her head and says nothing.

Buffy Who's gonna be next?

Cut to the library. Oz is alone in the cage, pacing, waiting to change. The door opens, and Pete comes in and goes right up to the cage.

Pete *angry* Since when do you touch my girl? *grabs the cage*

Oz Hey, Pete. This is kind of a bad time.

Pete Well, I guess you didn't think about that when you put the moves on Debbie! *rattles the door*

Oz glances up at the window to see if the sun has set yet.

Oz We talked, yeah, but it was move-free.

Pete rattles the cage hard.

Oz About this cage? When that sun sets...

Pete *whispers threateningly* You won't be alive to see it! *He rattles the cage again and steps back from it, seething with anger.*

Oz I'm serious. Something's gonna happen that you... probably won't believe.

Pete screams as his head whips around and he transforms into his alter ego again. He looks at Oz with murder in his eyes when the change is complete. Oz is amazed, and takes a step backward.

Oz Or you might.

Part 4

The library. Pete lunges at the cage and grabs the door. He yanks at it a few times, and it suddenly breaks free. He throws it aside and roars at Oz. He runs into the cage, grabs Oz and throws him out the door and to the floor.

Cut to the girls' locker room. Debbie is sitting on a changing bench, hugging herself and looking off into space, chanting repeatedly.

Debbie He does love me. He does love me.

Buffy This is useless. *exhales* We have to go. I have to find Pete.

Debbie He does love me.

Willow tries to get Debbie to stand up and go with her.

Willow Come on.

Debbie *resists* He does love me.

Willow I think we broke her.

Debbie He does love me. He does love me.

Buffy *stops at the door* I think she was broken before this. *leaves*

Cut to the library. Pete heaves Oz up over his head and down onto the table. It smashes under the strain of the impact, and Pete falls on top of Oz because he didn't think to let go of him. He scrambles to his feet, pulls Oz up and punches him hard in the face. He grabs Oz by the shoulders and shakes him hard.

Pete *very angrily* Did you kiss that whore? Huh? Did she like it?

He heaves Oz overhead again and onto the stairs. Oz slides down them and turns around at the base. Pete attacks him, but Oz gets his leg up in time to stop him, and push kicks him off. Pete goes sliding across the floor. Oz looks through one of the arched windows at the sky as he gets up and sees that the sun has set. He looks over at Pete, who is just now recovering from his fall.

Oz Time's up. Rules change.

Oz morphs into a werewolf and growls, baring his teeth at Pete. He leaps onto Pete, and they start to wrestle on

the floor. Oz tries to bite Pete, but can't, so he kicks him away. Pete scrambles to his feet and backhand punches Oz as he attacks again. Oz isn't fazed, and he leaps onto Pete again, and they crash into the stairs. This time Oz has Pete's arm, and he bites hard, making Pete scream out in agony.

Cut to the halls, Buffy, Debbie and Willow hear the scream and begin running to the library. Giles and Faith come running also from another hall.

Giles What was that?

Cut to the library. They all come barging in. Giles looks at the cage and sees it open. Then he sees the two of them fighting on the stairs. Oz has his jaw clamped hard on Pete's arm, and Pete repeatedly punches him in the gut.

Giles Get the dart gun!

Buffy reaches behind the counter and grabs the dart rifle.

Buffy Got it!

She cocks it and takes aim past Giles. Debbie shoves Buffy aside to protect her boyfriend.

Debbie Pete, watch out!

The gun goes off, and the dart hits Giles in the hip.

Giles Ow!

Pete finally manages to flip Oz over onto the floor and get free of his jaws. Buffy can't believe she shot Giles.

Buffy Oh! Sorry!

Giles Oh, right. Bloody priceless.

The drug takes effect quickly, and Giles staggers and falls to the floor, pushing a table into Oz as he tries to get away. Oz runs through the door to behind the counter, leaps over it and runs out of the library. Buffy tries to take aim but can't get a clear shot. Buffy tosses the rifle to Faith.

Buffy You get the wolf!

Faith Got it!

She runs out of the library with Willow close behind. Debbie turns and runs up the left-hand set of stairs to escape out through the stacks. Buffy runs toward Pete on the right-hand set of stairs. She stops halfway up to deliver a roundhouse kick to his head. He stumbles up the stairs and onto the upper lever floor. Buffy pursues him as he gets to his feet. She punches him with a right followed by a left. He staggers over to the side of a bookcase, grabs it and shoves it over onto her. It lands on top of her with a loud thud, dumping its contents all around her. Pete roars and runs from the library.

Cut to the halls. Pete comes running through a set of doors and clutches at his wounded arm. He looks back, expecting pursuers, then looks around frantically for an escape route. He runs around a corner just as Buffy comes running through the doors also. Cut to another part of the halls. Pete comes running around another corner and stops, again looking for a way out. He spots

a high window above a bank of lockers down an adjacent hall, leaps on top of them, pushes the window open and crawls through, leaving streaks of blood from his wound on the wall. Buffy reaches the hall intersection and doesn't see him in any direction.

Cut to elsewhere in the halls. Werewolf Oz comes bounding around a corner and runs down the hall past the camera. Faith and Willow are right behind him in hot pursuit.

Cut to the supply room. Debbie is sitting on the floor leaning against a crate, waiting for Pete to show up. He comes in the door, and she jumps up and runs over to him.

Debbie Pete! You're all right! God, you're all right.

She throws her arms around him and hugs him close, but he doesn't hug her back.

Debbie She almost shot you. Did you see? I stopped her.

She lets go of her hug and looks at him.

Debbie You have to leave, get out of Sunnydale. She knows.

Pete How did she know, Debbie? Did you run your big mouth?

Debbie *frightened* No! She just knew. It seemed like she just knew.

Pete So you filled in the blanks!

He shoves her to the floor.

Debbie screams NO! looks up at him No!

Pete But what did I expect from a screw-up like you?

Debbie Shakes her head I-I didn't... Pete...

Pete You're nothing but a waste of space.

He moves to grab her.

Debbie No!

Cut to the halls. Buffy looks up and sees the blood streaks around the high window.

Cut to the stairs by the lounge. Oz comes leaping down and stops by the vending machine. Faith rushes down after him. He jumps on her, and she drops the gun as she's pulled down to the floor. Behind her Willow screams.

Cut outside. Buffy crawls out through the window onto a roof. She steps to the edge, looks down and jumps. She looks around, and behind her through another window notices a lamp swinging from the ceiling. She rushes over to the door and forces it open. Inside it seems quiet. She looks around and soon finds Debbie lying dead on the floor behind a rack.

Buffy Oh, God.

She bends down to check her pulse. Pete grunts and grabs her from behind. He throws her against some crates, and she hits the floor, dazed. Pete smiles as he comes for her.

Cut to the lounge. Faith struggles to keep Oz at bay and not get bitten. The rifle is under her legs, and she can't see it.

Faith Where's the gun? screams WHERE'S THE GUN?!

Willow gets behind Oz and yanks his tail.

Willow Get off her!

She starts to run down the hall. Oz releases Faith and starts to run after her.

Willow Get the gun! Get the gun!

Faith scrambles to her feet with the rifle.

Willow Hurry!

Faith takes aim and shoots, hitting Oz in the butt. He yelps and whimpers for a moment, then falls unconscious.

Cut to the supply room. Pete grabs Buffy by the arm and backhand punches her.

Pete All the same! punches again You're all the same!

He backhand punches a third time, and she falls from his grip. As he advances on her, she push kicks him off and away from her into a stack of crates. Behind her the door opens, and she looks back to see Angel standing there in his game face. He roars deeply and attacks Pete. Pete comes to meet him. Angel swings his chains at him and gets him in the face. He swings the chains the other way and gets Pete in the face again. Pete lunges at Angel and bends him backward over a crate with his hands around Angel's throat. Buffy stands up and steps back, watching them fight. Pete pulls Angel up from the crate and throws him to the floor. Then he turns his attention back on Buffy and starts to advance on her. Behind him Angel gets up and comes at him, wrapping the chains around his neck. He lifts Pete over his back and slams him down on the floor. Angel pulls at the chain, choking Pete. Buffy winces when she sees. Angel gives Pete's neck a twist and breaks it. He lets go, and Pete falls dead to the floor. Angel looks down at his kill, and begins to calm down. Pete has changed back to his normal state. Angel breathes heavily as he looks up and over at Buffy. They just stare at each other for a moment while Angel catches his breath. He slowly starts to go to her, and changes to his human face. He stops in front of her. She looks up at him, not knowing what to expect. After a long and intense look he finally speaks.

Angel Buffy?

He falls to his knees and holds her tightly. Buffy is surprised by this turn of events and isn't sure what to do. Angel just keeps holding her even tighter and starts to sob into her jacket.

Angel Buffy...

She finally seems to accept that he's back and sheds a few tears. Her head and heart are too heavy with thoughts and emotions for her to speak. The camera cuts to a shot

of them from a distance, with Pete lying to one side and Debbie in the foreground.

Cut to the quad the next day. The group comes walking along the colonnade. Willow and Oz hold hands as do Xander and Cordelia.

Willow It's all over school, what happened with Debbie and Pete. Except for the Pete-was-a-monster part.

Oz Yeah. A freshman told me that Pete had eight iced cafe' mochas and just lost it.

Buffy That's better than the estrogen theory. I heard he took all of his mother's birth control pills.

Cordelia He didn't? *to Xander* Pete was a monster? *Xander nods* Where have I been?

Xander In your special place, Cor, which is why I adore you.

Cordelia So, what's the true story? What happened?

Willow Well, we got ahold of, uh, Pete's lab books and stuff, and Mr. Science was doing a Jekyll/Hyde deal. He was afraid Debbie was gonna leave him, so he mixed this potion to become super mas macho.

Buffy The only thing was, after a while, he didn't need the potion to turn into a bad guy. He did it just fine on his own.

Cordelia So it was like a real killing. He wasn't under the influence of anything?

Buffy Just himself.

She sees Scott sitting by himself.

Buffy Uh... *to the group* I'll see you guys later. *walks off*

Cordelia Great. Now I'm gonna be stuck with serious thoughts all day.

Xander raises his eyebrows at Willow, and follows Cordelia. Willow and Oz stay to see how it goes between Buffy and Scott. Cut to Scott. Buffy walks up and sits down next to him.

Buffy I don't know what to say that's *inhales* not gonna sound stupid or obvious.

Scott I've been friends with them both since before we started school.

Buffy Is there anything I can do?

He looks at her for a long moment.

Scott Thanks. I'm gonna be okay. It's just that you never really know what's going on inside somebody. Do you? I mean, you think... if you care about them... But you never really do.

Cut to the woods at night. The camera moves among the trees and bushes, low to the ground in slow motion. Buffy narrates again from 'Call of the Wild'.

Buffy 'Night came on, and a full moon rose high over the trees...'

Cut to the mansion. Buffy watches as Angel lies asleep on the floor.

Buffy '...lighting the land till it lay bathed in ghostly day. And the strain of the primitive remained alive and active.'

Cut to her. The camera closes in on her.

Buffy 'Faithfulness and devotion, things born of fire and roof were his...'

Cut to Angel. He moves slightly, and his face contorts in

anguish and pain as he dreams.

Buffy '...yet he retained his wildness and wiliness.'

Cut to Buffy. She is sitting on the floor leaning against the wall, watching him sleep and contemplating her life.

Buffy 'And from the depths of the forest, a call still sounded.'

Homecoming

Written by **David Greenwalt**

Directed by **David Greenwalt**

Prologue

The Bronze. Buffy, Willow and Oz are sitting at a bar, nursing sodas and snacks. Buffy seems preoccupied as she idly plays with a cookie. Cordelia and Xander walk behind them and take a place at the end of the bar.

Cordelia I think we should get a limo.

Xander A limo?

Cordelia Yeah!

Xander A big, expensive limo?

Willow That sounds like fun! And it is our last Homecoming Dance, so maybe we should make a big deal of it.

Xander You wanna talk fun? Public bus. You meet the funnest people.

Cordelia gives the others a disbelieving look.

Xander Back me up here, Oz.

Oz Well, if it's a dollar issue, we could all take my van.

Cordelia Van? The Homecoming Queen doesn't go to the dance in a van. Use your head.

Willow rolls her eyes.

Xander *to Cordelia* Well, technically, you haven't been elected yet... *gets a look from her* Although you certainly and without a doubt will be. *to the others* Who else likes a limo?

Willow *smiles* A private limo! It, it is pretty... *nudges up to Oz* cuddlesome. *looks toward Buffy* And if we all split the cost...

Buffy *comes out of her reverie* Um... maybe. You know, if I go and all.

Willow Why wouldn't you go? You already have your tickets. *Scott approaches* I mean, unless you don't have a da... *notices Scott* ...ay o-or two to think about it. We should all think about it.

She hopes she hasn't messed anything up for Buffy with Scott standing right there. Oz gives a little smirk behind her.

Cordelia *confused* What's going on here? Did Scott not ask her to the Homecoming Dance yet?

Buffy *embarrassed* Thanks, Cordelia. Humiliation's really good for my color.

Scott *unsure* Oh, um... well, no. I just... I assumed that you would think it was corny or something, but I-I'm in... I mean, you know, if you are, if you want to.

Buffy Uh, sure... I do. You know, i-if you want to.

Scott Well, I do if you want to.

Willow smiles widely.

Oz *smiles* The judges will accept that as a 'yes'.

Scott *to Buffy* Do you want me to get you another drink?

Buffy Um... no, actually. Uh... I-I'm a little tired. I think I'm gonna call it a night. But I'm excited about the dance. *smiles*

Scott Me, too.

Buffy leans toward him, tugs gently on his jacket and they kiss.

Cut to Angel's mansion. Cut inside. There is a fire going in the fireplace. Angel walks past it, and the camera follows him. He is shivering from the cold. He stops and paces back. He turns to go back again, but is startled by some rustling in the atrium. Slowly he walks to the doorway. He quickly whips the drapes aside, and there he finds Buffy, holding a small paper bag. He jumps back a little, startled.

Buffy I-it's just me. *holds out the bag* Here.

Angel takes the bag and opens it as he walks back into the room. Buffy follows him in, but keeps her distance. Angel remains faced away from her. He pulls a quart-sized clear plastic container out of the bag. It's filled with blood. Angel lifts it to his nose and sniffs.

Buffy How are you feeling?

Angel jerks his head away slightly from the tub of blood, then lowers it to take off the lid.

Angel It hurts... less.

Buffy Good.

She is unsure how to continue. She turns around and takes a few steps away before facing him again.

Buffy I haven't... told Giles and the others that... you're back.

Angel *quietly* Giles...

He remains faced away from her.

Buffy And I'm not going to. They wouldn't understand that you're... better. A-a-and I'm gonna keep helping you get better. It's just that everything's different now. I'm a senior. I'm really working harder in school. *smirks slightly* I'm even thinking about college. A-and I'm involved with someone.

This causes Angel to turn around and give her a surprised look. Buffy startles and takes a step back. He reaches out and straightens the lapel of her leather jacket. Buffy takes it from him, and he lets go. He turns away again, wincing from his body aches as he does so.

Buffy His name is Scott. He's a nice, solid guy. He makes me happy... and that's what I need: someone I can count on.

The camera suddenly pans quickly to the left, blurring the picture, and comes to a stop on Scott at an outside hall at school the next day.

Scott I don't think we should see each other anymore.

Buffy *taken aback* You don't? *confused* When did this happen? Where was I?

Scott Buffy, it's just... Before we were going out, you, you seemed so... full of life, like a force of nature. Now you just seem distracted all the time, and...

Buffy *interrupts* Yeah, I know, it's... I'm getting better. Honest. In fact, from here on, you are gonna see a drastic distraction reduction.

Scott doesn't react at all to her attempt at a joke.

Buffy 'Drastic distraction reduction.' Try saying that ten times fast.

Scott I'm really sorry.

He starts walking away sadly. Buffy just watches him go as the camera pulls back from her.

Cut to a view of her through a pair of binoculars. She is still watching Scott walk away. Cut to a van with darkly tinted windows in a parking lot. The camera closes in on it. Cut inside the van. The man looking through the binoculars lowers them and stares intensely out of the window. Behind him another man steps around him,

also looking out the window. The first man raises the binoculars back to his eyes, and the second man attaches a digital video feed to it. Behind them the binocular's view of Buffy appears on three small screens. The second man reaches over to a modem set up below the monitors. It is attached to a cell phone, which he opens, and he presses a button to establish a connection. The speed dial sends the tones out in a split second.

Cut to a similar modem in a dark office. The tones and screeches of the connection protocol quickly establish a link. The camera pans up and back until we see an old man in a wheelchair roll up to the desk by the keyboard of the computer connected to the modem. He hits a few keys and looks up at the monitor.

Boss Is that her?

Trick *steps into view* In the nubile flesh, my friend.

The camera shows a view of Buffy on the monitor as she walks slowly and sadly.

Trick That's the target.

Opening credits roll. Buffy's theme plays.

Part 1

Sunnydale City Hall. Cut inside. Deputy Mayor Allan Finch is waiting nervously outside of Mayor Wilkins' office.

Secretary The Mayor will see you now.

Allan takes a deep breath to compose himself, and heads for the Mayor's door. Cut inside the office. Allan opens the door and steps in holding a folder in his hand. He glances at the Mayor's desk, but doesn't see him there. He turns his head and sees him coming out of his private washroom. The Mayor's hands come into the camera's view as he vigorously dries them off.

Allan I'm sorry to bother you, sir. *closes the door behind him*

Mayor Wilkins I'm not bothered, Allan. *goes to his desk*

Allan *steps toward the desk* Well, I-I'm not sure how serious this is, but, uh, *opens the folder* they were spotted in town three days ago. *lays the open folder on the desk* I've just been informed. Frederick and Hans Gruenstahler, uh, *the Mayor picks up a copy of the Interpol warrant* wanted in Germany for capital murder, terrorism, uh, *the Mayor sniffs the paper* the bombing of Flight 1402... Uh, I should have brought it to your attention sooner, but I'd, I'd wanted to... *flustered by the Mayor's sniffing* confirm...

The Mayor takes another sniff.

Mayor Wilkins Would you show me your hands, please?

Allan *raises his eyebrows* Sir?

Mayor Wilkins *insistently* Your hands.

He puts the warrant back down, pushes the file aside and

indicates that Allan should put his hands on the desk. Allan holds out his hands and slowly leans over, placing them flat on the desk. The Mayor leans closer to inspect them. Allan nervously watches the Mayor, who draws a breath after looking them over.

Mayor Wilkins I think they could be cleaner.

Allan Of course, sir. I-I mean, I, I washed them, but...

The Mayor leans back in his chair. Allan looks like he's about to have a nervous breakdown.

Mayor Wilkins After every meal and under your fingernails. Dirt gets trapped there... and germs... and mayonnaise. My dear mother said, 'cleanliness is next to godliness', and I believed her. She never caught a cold. *laughs* I'd like these two points at the warrant to be put under surveillance, *Allan straightens back up* and I'd like to know if... any other colorful characters have come to town.

Allan I'll take care of it. *smiles weakly*

Mayor Wilkins You have all my faith.

Allan takes a step back from the Mayor's desk and walks out just a bit creeped out.

Cut to Sunnydale High. Cut to the lounge. Yearbook pictures are being taken. Cordelia gives the camera a glowing smile, and her picture is taken. Xander is up next, and he gives the camera a goofy, heavily dimpled smile as the flash goes off. Willow hops up on the stool and gives the camera a big grin. When the photographer doesn't immediately snap her picture, her expression becomes a bit concerned, and such will be her picture in the

yearbook. Oz just stares blankly into the camera with a thin smile on his face. After their pictures are taken, Xander and Willow start to walk out of the lounge.

Willow You have to help me pick an outfit. I wanna wear something that makes Oz go, 'Oh.' *grins*

Xander No problem. I got the tux goin' on. I'm gonna look hot if it even remotely fits.

They reach Cordelia, who is looking at the other girls that are running for Homecoming Queen.

Xander Whatcha doin'?

Cordelia *startles and faces him* Checking out the I-laughingly-use-the-phrase competition.

She looks over at Holly, playing with her hair and talking to a couple of boys. Oz comes up behind Willow and gently puts his arm around her.

Cordelia Holly Charleston: nice girl, brain dead, doesn't have a prayer.

She shifts her gaze to Michelle, who is handing out campaign flyers.

Cordelia Michelle Blake: open to all mankind, especially those with a letterman's jacket and a car. *looks at Xander, concerned* She could give me a run. *crosses her arms*

Willow Where's Buffy? *Oz looks around* She's gonna miss the yearbook pictures.

Xander Buffy and Faith are in the library getting all sweaty.

Cordelia *corrects him* They're training.

Xander *gives her a look* I stand by my phrase.

Oz I don't think she was here the day they announced them. Did anybody tell her?

Cordelia Oh, I'll tell her now. I have to go to the nurse's office for an ice pack anyway.

Xander *puts his hand on her arm* Did you hurt yourself?

Cordelia *smiles* No, silly. *nudges him* It shrinks the pores! *walks off*

Oz gives Xander a look that oozes "duh".

Cut to the library. Faith holds up her padded hands as Buffy throws several punches to them. After a particularly hard punch, Faith has to shake out her hand and take off the pads.

Faith Oh, man! Guys should break up with you more often.

Buffy Gee, thank you. *heads toward the book cage*

Faith *follows* No, I mean it. You really got some quality rage going. Really gives you an edge. *sets down the pads*

Buffy *picks up her jacket* Edge Girl. *pulls it on* Just what I always wanted to be.

Faith *wipes her cheek with a towel* Well, screw him, alright? You move on, and... you party heavily, and you'll be fine. I mean, you're still going to that dance, right?

Buffy *opens a juice bottle* Maybe. *takes a swallow*

Faith You got the tix already. Why don't we go together?

Buffy *closes the bottle* I don't know about that. *smiles*

Faith Come on. We'll find a couple studs, we'll use 'em and... discard 'em. That's always fun. *nods and takes a swig of her own drink*

Buffy Okay, I'm in. Not the stud-using part, though. *smirks and rolls her eyes* Or... probably not.

Cut to the hall. Cordelia looks into the library through the round door windows, and sees the two Slayers talking. She pushes the door open and is about to go in when she notices two boys walk by. She slips back into the hall and rushes to catch up with them.

Cordelia Uh, Bobby! Mashad! *smiles and giggles* You don't phone, you don't write... *makes eyes at them* Where's the love?

Cut to the quad. A teacher comes down the stairs while looking over some reports. When she reaches the bottom, Buffy notices her and runs up to her.

Buffy Ms. Moran? *the teacher looks up* Hi! *smiles* I'm so glad that I ran into you. *they walk slowly* Um, I had this little incident last year of getting kicked out of school. And I'm back now, though, I've done all of my makeup tests, but I still need one written recommendation from a teacher. I think the word that Principal Snyder used was 'glowing'. *smiles awkwardly* Uh, to put in my file so I can prove that I belong here.

Ms. Moran *confused* And, um, you are...?

Buffy *taken aback* Buffy. B-Buffy Summers. *Ms. Moran tries to remember* Third row. I sat by the window. Uh, your class: Contemporary American Heroes from Amelia Earhart to Maya Angelou. The class that changed my life?

Ms. Moran Were you absent a lot, um...

Buffy Buffy?

Cut to the cafeteria. Willow, Oz, Buffy and Xander are sitting at a table. Buffy just stares off into space while the others pick at their food. Cordelia walks into view holding out a flyer and touches a student on the arm.

Cordelia Hi. I hope you'll consider me for Homecoming Queen.

She walks off, and the camera focuses on the group at the table again.

Buffy I can't believe it. My favorite teacher, and she didn't even remember who I was. I'm like a non-person. *to Oz* Am I invisible? *waves her hand in front of him* Can you see me?

Oz Big as life.

Buffy At Hemery, I was Prom Princess, I was Fiesta Queen, I was on the cheerleading squad. And the yearbook was, like, a story of me. Now it's senior year, and I'm going to be one crappy picture on one-eighth of one crappy page.

Xander *looks up from his plate* Uh, no, actually, you're not.

Buffy What do you mean?

Xander Well, you, uh, missed the picture-taking.

Buffy *eyes wide with surprise* When? *looks at Oz* Why?

Oz We did 'em yesterday.

Willow Didn't Cordelia tell you?

Buffy settles her gaze on a campaigning Cordelia.

Cut to Cordelia handing a flyer to a student. Buffy approaches behind her.

Cordelia Thanks for your support. *smiles and turns around* Buffy, you look so cute in that outfit.

Buffy I'm not voting for you.

Cordelia *curtly* Then make it snappy.

Buffy How come you didn't tell me they were doing the yearbook pictures? *crosses her arms*

Cordelia Didn't I? Oh, I guess I forgot. What's the big?

Buffy It's just... *exhales* You could've thought about somebody else for thirty seconds, that's all.

Cordelia Hey, I am under a **lot** of pressure here.

Buffy Oh, yeah, campaigning. Rough gig.

Cordelia What would you know about it? Just because you were Guacamole Queen when you were three doesn't mean you understand how this works.

Buffy Obviously, it involves handing out entirely lame flyers.

Cordelia No. It involves being part of this school and having actual friends.

Buffy takes offense, and glares at Cordelia.

Cordelia Now, if it was about monsters, blood, and innards, then you'd be a shoo-in. I'd like to see **you** try to win the crown.

Buffy You would?

Cordelia huffs and walks around Buffy to leave.

Buffy Then you will.

Cordelia stops in her tracks and turns to face her.

Cordelia What does that mean?

Buffy *faces her* I'm gonna show you how it's done. I'm gonna run for Homecoming Queen, and I'm going to win.

Cordelia This is starting to be sad.

Buffy Sorry, Cordy, but you have no idea who you're messing with.

Cordelia What? The Slayer?

Buffy I'm not talking about the Slayer. I'm talking about Buffy. You've awakened the Prom Queen within. And that crown is going to be mine.

Cut to Trick's house.

Trick Competition. Competition is a beautiful thing. It makes us strive. It... makes us accomplish. Occasionally, it makes us kill. We all have the desire to win. *walks through the room* Whether we're human... *gestures to three men* vampire...

He nods to Lyle Gorch and his wife, then stops by a yellow-skinned creature with a spiny ridge along the top of his head.

Trick ...and whatever the hell you are, my brother. You got them spiny-looking head things. I ain't never seen that before.

Kulak I am Kulak, of the Miquot Clan.

Trick Isn't that nice. *continues walking* Point is, you're all here for the same reason.

Lyle Well, it sure ain't no philosophy class, now, is it?

His wife Candy smiles at him. Trick stops pacing and faces him.

Trick Mr. Gorch, my account statement says that your deposit has not yet been made.

Lyle Well, me and Candy... we blowin' our whole honeymoon stash on this little game here.

He empties a bag of cash onto the table.

Trick *unimpressed* They're dirty.

Lyle *smiles* They're nonconsecutive.

Trick gives the money another look, and this time is impressed.

Trick *to everyone* The games will begin in a few days' time. The first target, Buffy, you've all seen. The second, Faith, is... a little more elusive. But they will both be together and ready for the killing, and that is a money-back guarantee.

The Gorchs smile.

Trick Ladies, gentlemen, spiny-headed looking creatures, welcome to SlayerFest '98!

Part 2

The Rosenberg house that evening. Cut to Willow's room. "How", by Lisa Loeb, is quietly playing on the radio. Willow is trying on an outfit, and steps out from behind her changing screen wearing a crimson blouse over a white satin slip dress.

Willow What do you think of this?

Xander glances over at her as he tucks his white, long-sleeve dress shirt into his tuxedo pants. His bow tie hangs around his collar, still untied.

Xander *shrugs* Nice. *smiles*

He goes back to tucking in his shirt.

Willow It's my first big dance, you know? *unbuttons her blouse* *smiles* Where there's a boy and a band... and not just me alone in my room pretending that there's a boy and a band.

Lyrics I didn't come this far

Willow *picks up another outfit* I just want it to be...

She goes back behind the changing screen as Xander

steps over to her dressing mirror to tie his bow tie.

Xander Special. That's why I spared no expense on the tux.

Willow The tux? I thought you, uh, borrowed it from your cousin Rigby.

Lyrics For you to make this hard for me.

Xander *struggling with his tie* Expense to my pride, Will. They're our only relations with money, and they shun us... as they should.

Lyrics And now you want to ask me 'how'?

Willow steps out from behind the screen again, this time wearing a black top embroidered with several randomly placed small sunflowers and a smiling sun over a full-length black skirt with a floral print.

Willow What do you think about this?

Lyrics It's like / How does your heart beat?

Xander *looks and nods* Nice.

Lyrics Why do you breathe?

He turns his attention back on his tie. Willow sees him struggle with it and comes over to him, raising her hands along the way to reach for the tie. Xander lets go of the tie, and she starts to tie it. She looks up at him and gives him a little smile.

Lyrics How does your heart beat?

Xander What?

Lyrics And why do you breathe?

Willow *smiling* I was just...

Lyrics Why did you come here?

Willow Remember the eighth-grade cotillion? *giggles* You had that clip-on?

Lyrics You weren't invited

Xander Hey, I was pretty stylin' with a clip-on.

Lyrics And you're on the outside

Willow And now here we are, and it's... Homecoming. *concentrates on the tie*

Xander Yeah, we should face it, Will.

Lyrics Stay on the outside.

Xander You and I are gonna be in neighboring rest homes while I come over so you can adjust my, um...

Lyrics And now you want to ask me 'why'?

Willow raises her eyebrows at him.

Xander My, uh... Well, I can't think of anything that's not really gross.

Lyrics It's like / How does your heart beat?

Willow is finished with the tie and smiles at him. She pats the tie and then goes back behind the screen to try on yet another outfit. Xander pulls on his vest.

Lyrics And how do you cry?

Xander So, uh... you and Oz.

Lyrics How does your heart beat?

Xander How do I put this? *buttons the vest* Are we on first, second, or, uh... ye gods?

Willow That's none of your business, Alexander Harris. *Her shadow on the screen shows her adjusting the shoulder straps of the dress she's putting on.*

Lyrics And there are some things that I like to figure out

Xander *smiles* Ooo, rounding second. *reaches for his jacket*

Willow *huffs* You don't know that. What about you and Cordelia?

Lyrics There are some things that I can do without

Xander *pulls on the tuxedo jacket* Oh, a gentleman never talks about his conquests.

Willow Oh, yeah? *steps out from behind the screen* Well, since when did you become a...

Lyrics You and your letters are gone forever

They are both struck dumb when they see each other. She is wearing an elegant black, sleeveless, full-length dress. Xander is looking dapper in his tuxedo. They don't say anything for a long moment. Willow finally breaks the silence to finish her sentence.

Willow ...gentleman? *smiles and giggles*

She looks down at her dress, then back up at him and shrugs.

Willow Uh, I know. 'Nice.'

Xander I was gonna go with 'gorgeous'. *steps toward her*

Willow *smiles* Really? *steps toward him* You, too. I-in a guy way.

Lyrics With all the things that you could be

Xander *smiles back and draws a breath* Oz is very lucky.

Willow *smiling* So is Cordelia... i-in a girl way.

Lyrics You never could learn how to be me.

Suddenly Willow looks very worried.

Willow I don't know if I can dance in this. I don't know if I can dance!

Xander Come on. Piece of cake.

He steps up to her and offers his hands to dance.

Xander Here.

Lyrics And now you want to ask me 'how'?

They take a few seconds to get positioned for a traditional slow waltz, and then start to dance.

Xander Well, that seems to, um...

He looks down at their feet as they sway back and forth for a little while. Willow looks up at him, but tries not to look like she is.

Lyrics It's like / How does your heart beat? / Why do you breathe?

Willow Yeah. This shouldn't be a... problem.

Lyrics How does your heart beat?

Xander No.

They slowly inch closer to each other.

Lyrics Why do you breathe?

Xander No problem.

Lyrics How does your heart beat? / Why do you breathe?

He slowly leans his head down to her, and she responds by angling hers up to him. They are soon very close, and kiss gently. The kiss goes on for several seconds before they realize what they are doing and quickly jump apart.

Lyrics How do you breathe?

Xander *points at her* That didn't just happen!

Willow No! *gestures nervously* I mean, it did, but it didn't!

Xander Because I respect you. And Oz. And I would never...

Willow *furrows her brow* I would never, either! I-it must be the clothes. I-it's a fluke.

Xander It's a clothes fluke, that's what it is. And there'll be no more fluking.

Willow Not ever.

They step closer again, and are about to kiss when they jump apart again.

Xander We gotta get out of these clothes!

Willow Right now!

They quickly realize the implication of what they just said, and get all flustered and gesture wildly.

Xander Oh, I didn't mean...

Willow I didn't... me, either!

She rushes back behind her screen. Xander hastens the other way.

Cut to Sunnydale High the next day.

Buffy A campaign is like a war. It's won or lost in the trenches.

Cut to the library, where Buffy has the large whiteboard arrayed with pictures of Cordelia, Michelle and Holly. Next to each picture is a thermometer filled in red up to their perceived levels of popularity. Below each picture is a list of strengths and weaknesses for each girl. Buffy walks past the board, pointing at each picture with a pointer stick as she goes by.

Buffy Holly, Michelle, and our real competition, Cordelia, all have big head starts. *sets down the pointer* Speaking of big heads, if I had a watermelon as big as Cordelia's, I'd be rich.

She smiles at Xander, Willow and Oz, who are sitting on the table fidgeting nervously and looking as though they are desperate to get out of there. They don't react to Buffy's joke at all. Her smile fades.

Buffy Waits for laugh...

She gives up waiting for a response and takes a few steps along the board.

Buffy Okay, you're right. Making fun of the competition only makes me seem petty. Now, this is just like any other popularity contest. I've done this before. The

only difference being this time, I'm not actually popular. Although, I'm not exactly unpopular. A lot of people came to my welcome home party.

Willow But they were killed by zombies.

Buffy *points at her* Good point. Okay, *steps up to them* here's the plan. Willow, I need you to make a database. See who's for us, who's on the fence and where our real crisis areas are. Oz, you take the fringe: musicians, those not normally inclined to vote. Xander, what...

She notices Cordelia coming into the library. Cordelia looks at them, wondering what's going on and crosses her arms.

Buffy Uh, Cordelia... Okay, look. I know this is a little awkward, but I don't see any reason why we all can't get along during this campaign time. *Cordelia shrugs and nods* I mean, we're... almost friends, and... we are all riding together in the limo.

Cordelia Yeah, great. Willow, how's that database coming?

Willow *looks down in shame* Uh, it's... just about done. *sighs*

Cordelia *insistently* Xander?

Xander *whips his head around to face her* I got your new flyers. *smiles thinly*

Cordelia Let's get cracking.

Buffy gives them all a betrayed look. Xander slips off of the table.

Xander *to Buffy* She's my girlfriend. *goes to Cordelia* Willow slides off of the table also, and gestures and shrugs a lot when she looks at Buffy on her way to join Xander and Cordelia.

Willow It's just that... she needs it so much more than you do.

Oz gets off of the table also, and stops by Buffy on his way after Willow, pointing back and forth between Willow and himself.

Oz As Willow goes, so goes my nation.

He goes over to stand with the others, who are hanging their heads in shame and embarrassment behind Cordelia. Cordelia, by contrast, is standing proudly erect, facing Buffy with her arms crossed.

Cordelia Thanks for what you said, Buffy. I think we're getting along great. Don't you?

Buffy takes it silently with a look of betrayal and abandonment evident on her face. Cordelia turns and heads out of the library. The others each give Buffy a quick apologetic glance and follow her out. Giles walks into the area as Buffy goes to the table to get her bottle of apple juice.

Giles Seems like a lot of fuss for... one little title.

Buffy Well, you know, it's no fun if you don't try your best. *takes a drink*

Giles As long as fun is still in the mix.

Buffy *smiling* Sure! It's not like anyone takes it that seriously.

The bottle in her hand suddenly shatters under the pressure of her grip. Buffy gives Giles an innocent smile.

Cut outside to the quad. The Homecoming Queen campaigning is well under way. "Fire Escape", by Fastball, plays in the background as the camera moves around, taking in various scenes of the girls trying to get votes. Buffy talks to a small group of students while handing out fliers, then looks over her shoulder at Cordelia. The camera pans over to Cordelia glancing at Buffy. When she notices Buffy looking at her, she shifts her attention to her own group of people, several of whom already have her flyer.

Lyrics Well, I don't wanna be president

The camera pans again, and the scene dissolves to Trick's abode and Jungle Bob checking his rifle.

Lyrics Superman or Clark Kent

He walks past the Gruenstahler brothers wrestling with each other.

Lyrics I don't wanna walk 'round in their shoes

The camera continues panning past Lyle and Candy Gorch kissing on a couch.

Dissolve back to the quad at school. The camera pans across a bulletin board on which Holly, Michelle and Cordelia each have a flyer posted.

Lyrics 'Cause I don't know whose side I'm on

Buffy walks up to the board and posts her much larger flyer right on top of Cordelia's.

Lyrics I don't know my right from wrong

Cut to the Gruenstahler's boss, checking maps and coordinates on his computer.

Lyrics I don't know where I'm going to

Behind him his boys keep up with their training. Cut to Jungle Bob, testing a bear trap. He sticks a mannequin leg into it, and the jaws instantly snap shut, shattering the leg. Cut to Kulak. He raises his arms and snaps them down so his forearms are extended out from him horizontally at his waist.

Lyrics I don't know about you

Both of Kulak's forearms split open from elbow to wrist, and a long, serrated, green throwing weapon pops out of each arm and into his hands. He roars and quickly heaves them both at a wall, where they both hit within inches of each other.

Cut to the quad at school again. Buffy comes down the stairs with a bounce in her step.

Lyrics I'll be the rain falling on your fire escape

At the bottom she fakes dropping her stack of flyers. Scott sees them fall, and quickly kneels down to pick them up.

Buffy Sorry.

Scott Here.

He hands her the flyers, and they both stand back up.

Lyrics And I may not be the man you want me to

Scott *looks at the flyers* I heard you were doing this.

Buffy Uh... yeah. It's just something to pass the time.

Lyrics I can be myself

Buffy It's silly, really.

Lyrics How 'bout you?

Scott I don't think so. For what it's worth, you have my vote.

Buffy No, I don't want you to feel... *reconsiders and smiles* Thank you.

Scott nods his head back at her and leaves.

Lyrics I don't wanna make you mad

Buffy smiles to herself and pulls out her campaign notebook.

Lyrics I don't wanna meet your dad

She opens it to a list of names, and checks off Scott's name.

Lyrics I don't wanna be your dream come true

She closes it, notices another boy coming and tosses her flyers on the ground again, making like it was an accident. The boy bends down to pick them up. Cut to a hall. Buffy is wearing a Sunnydale High team jacket and talks to a group of athletes also wearing team jackets. They all smile at her as she makes small talk with them.

Lyrics 'Cause I don't know just what I've found

Cut to her campaign book. She checks off the name of Daryl Sancton. Cut to the quad. Holly is about to offer a brownie to a boy when Buffy comes up to him and gives him a huge chocolate cupcake. She gives him a radiant smile, and then smiles smugly to herself as she walks off.

Lyrics I don't know my sky from ground

Cut to her campaign notebook. She checks off Leafy Small's name.

Lyrics I don't know where I'm going to

Cut to the quad. After giving away two more chocolate cupcakes, Buffy walks over to a column to post a flyer. Cordelia comes up to the two students and smiles brightly as she hands them each a basket full of sweets and chocolates.

Lyrics I don't know about you

Cordelia then holds open a bag for them to dump their cupcakes into. Buffy watches as Cordelia steps over to a trashcan and drops the bag into it. Cordelia gives her a smug look and smiles before walking off.

Cut to the halls. Willow looks at two flyers of Buffy and Cordelia posted next to each other, sighs and starts to walk along the hall. She only gets a few steps before she runs into Buffy.

Buffy Hey.

Willow jumpy Hi! How are you? You good? You look good. Anything new? *smiles* Hey, did I mention you look good?

Buffy Willow, it's okay that you're helping Cordelia. We're best friends. I'm not gonna hold it against you.

Willow whining No, I'm not a friend. I'm a rabid dog who should be shot! But there're forces at work here! Dark, incomprehensible forces.

Buffy And I'm sure they're more important than all we've been through together, or... the number of times that I've saved your life.

Willow looks at her imploringly What do you want?

Buffy Fifteen minutes alone on your computer with Cordelia's database.

Willow gives in with a squeaky voice 'Kay.

She slides her backpack from her shoulder and sits at a table by a window.

Buffy smiles Good! Oh! *sits also*

Cut outside the window. The camera pulls back from it.

Buffy So, I spoke to the limo people, and we're all set.

Cut inside the Gruenstahler's van. One of them is looking at them through binoculars while the other has a parabolic listening device trained on them and records their conversation.

Buffy They'll pick up Faith, then me, then swing by and get you guys. Now, what's your database tell you about my weaknesses?

Cut to a hall. Jonathon takes a big bite out of a chocolate cupcake as he walks slowly along. The camera pulls back from him to show Buffy walking with him with her arm around his shoulders.

Buffy You know, Jonathon, I've always felt a special bond between you and me.

Jonathon with his mouth full Cordelia gave me six bucks. *they stop walking* That buys a **whole** lotta cupcakes. *takes another bite*

Cut to another part of the hall where Cordelia is talking to another group of students.

Cordelia Are you kidding?

She holds up her hand with her fingers spread in the characteristic 'V' form of the Vulcan greeting.

Cordelia I've been doing the Vulcan death grip since I was four.

She smiles at a guy and pokes him in the forehead a few times with her spread fingers, blissfully unaware that she doesn't know the first thing about the Vulcan nerve pinch, not even its proper name. Buffy walks up behind her with her arms crossed.

Buffy So you really are giving out money, huh?

Cordelia turns to face her Is that any more tacky than your faux 'I'm shy but deep' campaign posters?

Buffy Yes.

Cordelia This whole trying to be like me really isn't funny anymore.

Buffy I was **never** trying to be like you, and when was it funny?

Cordelia I don't see why your pathetic need to recapture your glory days gives you the right to splinter my vote.

Buffy not believing what she's hearing How can you think it's okay to talk to people like this? Do you have parents?

Cordelia Yeah. Two of them... unlike some people.

Buffy completely flabbergasted Your brain isn't even connected to your mouth, is it?

Xander and Willow walk up behind Cordelia.

Cordelia Why don't you do us both a favor and stay out of my way?

She starts to walk past her, putting her hand on Buffy's shoulder to push her out of the way. Buffy grabs her hand and pulls it off of her.

Buffy Don't **ever** do that again.

Cordelia jerks her hand away You're sick, you know that?

Xander takes Cordelia by the arms from behind.

Xander Okay, let's not say something we'll, uh, regret later...

Cordelia to Buffy You crazy freak!

Buffy Vapid whore!

Xander ...like that!

He pulls Cordelia away from Buffy.

Cordelia incensed What did you call me?!

Xander quickly leads her away down the hall. Willow steps up to Buffy looking extremely worried.

Willow This is just...

Cut to Willow's room later that afternoon. She paces behind Xander.

Willow ...the worst thing that's ever happened. Ever!

She sits on her bed and crosses her arms and legs, looking down sadly. Xander sits down next to her and puts his arm around her.

Xander I know. I know. It's just... when I look at you now, it's like I'm seeing you for the first time.

Willow I'm talking about Buffy and Cordelia.

Xander yanks back his arm Me, too.

Willow sighs What are we gonna do? I mean, we have to do something. This is all our fault.

Xander How do you get from 'chick fight' to 'our fault'?

Willow flustered Because: we felt so guilty about the fluke, we overcompensated helping Cordelia, and we spun the whole group dynamic out of orbit, and we're just a big meteor shower heading for Earth...

Xander Okay, calm down. Let's just put our heads together and think of something. *Willow nods takes a*

breath Okay, one of us here is pretty darn smart, and I am...

Willow looks at him expectantly.

Xander ...just in Hell. I-I mean, I-I thought being a senior **at last** and, and having a girlfriend **at last** would, would be a **good** thing. Now, why wouldn't that be a good thing?

He notices Willow's gazed fixed on his mouth.

Xander What?

Willow Sometimes when you're falling to pieces, your mouth, *reaches up with her hand* it just does the sweetest thing. *smiles*

Xander reaches up with his hand, takes hers in it and lowers their hands to his knee. He puts his other hand over hers as well.

Willow What are we gonna do?

Xander We just have to get the two of them communicating.

Willow I'm talking about us.

They look at each other in silence.

Cut to Buffy's house that night. She is wearing a bright red spaghetti- strap evening gown with matching shoes and purse. She comes down the steps from the porch and walks over to the limousine waiting for her in the driveway. The driver holds open the door for her, and she gets in. He closes the door. Buffy looks next to her and finds Cordelia sitting there wearing a green satin dress with a corsage on her wrist.

Buffy What's going on here? Where's Faith?

Cordelia hands her the card she found in the limo when she was picked up. Buffy opens it and reads.

Dear Cordelia and Buffy

We won't be riding to the dance with you.

We want you to work out your problems because our friendships are more important than who wins Homecoming Queen.

Your friends.

P.S. The limo was not cheap. Work it out.

She folds the card closed and sets it down.

Buffy Well...

She looks around and notices the corsage waiting for her in a small box between them.

Buffy They bought us corsages?

Cordelia I took the orchid.

Buffy rolls her eyes Okay.

The driver gets in and starts the car. The camera is in a close-up shot of his ear, and he puts an earpiece into it as the camera pulls out to reveal that the driver is one of

the Gruenstahler brothers. He puts the car in gear and drives off.

Cut to a lonely stretch of road in the woods. The limousine drives along at a steady speed.

Cordelia I don't see what the big deal is.

Cut inside the limo.

Buffy I'm not making a big deal. You wanted the orchid, you got the orchid.

Cordelia It goes with my complexion better.

The driver pulls the limo to the side of the road.

Buffy It does have that sallow tint.

She notices the car stop.

Buffy Finally we're here.

They hear the driver's door slam and his footsteps as he runs off. Buffy gives Cordelia a concerned look. She opens her door and gets out of the car. Cut outside. Cordelia gets out behind her and swings the door shut. They look around, surprised to find themselves in the middle of the woods.

Cordelia What is this? *loudly* Okay, guys, we've had enough of your stupid little game!

Buffy notices a VCR and a monitor waiting for them on a rock.

Buffy What's massively wrong with this picture?

They walk up to it. A sign on the VCR says "Press Play", which Buffy does. Trick appears on the screen.

Trick Hello, ladies. Welcome to SlayerFest '98.

Buffy and Cordelia stare at the monitor in disbelief.

Trick What is a SlayerFest, you ask? Well, as in most of life, there's the hunters and the hunted. Can you guess where you two fall? From the beginning of this tape, you have exactly thirty seconds—*checks his watch* no, that's seventeen now—to run for your lives. *smiles*

Cut to Cordelia.

Trick Faith...

Cut to Buffy.

Trick Buffy...

Cut to the monitor.

Trick *smiling hugely* Have a nice death.

The picture fades to black, and the word "SlayerFest" appears in red and white.

Cordelia *to the woods around them* Hello! How stupid are you people? *points at Buffy* She's a Slayer. *puts her hand to her chest* I'm a Homecoming Queen!

They hear a distant gunshot, and an instant later the monitor explodes. Cordelia gasps in fright, and the two of them begin to run.

Part 3

The Homecoming Dance at the Bronze. Dingoes Ate My Baby Four Star Mary are on the stage performing "She Knows". The camera is overhead looking straight down on the drummer. It tilts up as it moves past Oz on his guitar and Devon at the mic and out into the crowd.

Lyrics She flies from a blinding light / And spirals to my heart

The camera closes in on Willow and Xander standing about three feet 1m apart. Willow has her hands folded in front of her and looks sad as she watches the band play. Xander is idly nibbling on a finger sandwich while looking down at the floor, seemingly deep in thought. Faith comes up behind them.

Faith What are you two so mopey about?

Lyrics I try to find my mind to go / don't know where to start

Xander *looks at her* Oh, we're not mopey. We're groovin'. *points at the stage* On Oz's band. He's a great guy, Oz.

Lyrics Won't ever, can't ever find my sanity

Willow He wrote this song for me.

Faith glances around and sees Scott behind her dancing with a girl.

Lyrics Won't ever...

Faith *to Willow, indicating behind them* Sleazebag! *huffs and walks off*

Lyrics ... can't ever till I hear her calling for me
Giles finds them and rushes up behind them.

Giles We have to find Buffy. Something terrible's happened.

Willow and Xander look at him, but aren't upset by this news.

Lyrics She knows that, she knows that

Giles *smiles* Just kidding. Thought I'd give you a scare.
Willow looks back at the band. Xander just stares at him.

Lyrics She knows that side of me

Giles *sees Xander's sandwich* Are those finger sandwiches?

He goes off to find the buffet table to get a few sandwiches of his own. Xander looks back at the band now, too.

Lyrics I can't help it, can't help it

Cut to the woods. Buffy and Cordelia jog through it at a brisk pace. Buffy scans the forest around them as they go. Cordelia just follows her.

Cordelia I have an idea. We talk to these people, we explain that I'm not a Slayer, and they let me go.

They slow to a walk. Buffy ignores Cordelia's comment, and keeps scanning around them. Cordelia looks down and sees that Buffy is about to step into a bear trap.

Cordelia Look out!

With her fast Slayer reflexes, Buffy instantly lifts her foot back up, and the trap snaps shut empty. Knowing someone must be near, Buffy grabs Cordelia and pulls her to

the ground as Jungle Bob takes aim with his rifle.

Buffy Get down!

He shoots and misses. Buffy grabs the sprung trap and hurls it at Jungle Bob. It hits him hard, and he staggers back and steps into another bear trap. He grunts when it snaps shut on his leg. Buffy hurries over to him with Cordelia not far behind. She picks up his rifle and points it at him.

Buffy That's gotta smart.

Jungle Bob tries to pry open the trap.

Buffy Now, I can let you out of that, or I can put a bullet in your head. How many are there in this little game, and what are they packing?

He just stares at her, refusing to speak. Buffy pumps a fresh round into the gun's chamber. This gives him cause to think again.

Jungle Bob There's me, two Germans with AR-15s and grenade launcher... yellow-skinned demon with long knives... Vampire couple from Texas named Gorch.

Buffy That everybody?

Jungle Bob Everybody who's out here. Germans are wired. Their boss is tracking them on computer. Now get me out of this!

Cordelia Could I just ask you an eensy favor? Could you just tell your friends that I'm not a Sl...

Cordelia screams and jumps back as Kulak's serrated weapons slice into the tree in front of her.

Cut to the Bronze. Giles selects a few finger sandwiches from the buffet table.

Lyrics Just a little more, just a little more

Behind Giles, Faith moves around the table, and the camera follows her over to Scott. He is dancing slow and close with his date.

Lyrics Just until I know what I'm feeling

Faith touches the couple, and they pull apart.

Faith Scott? There you are, honey!

Lyrics Just a little more

Faith Hey, good news.

Lyrics Just a little more / To find my sanity

Faith *with lots of gesturing* The doctor says that the itching and the swelling and the burning should clear up, *puts her hands on his chest* but we gotta keep using the ointment.

Scott's date isn't sure what to make of that. Faith turns to her and touches her on the shoulder.

Faith Hi.

Lyrics She knows that side is calling back for me
She turns back to Scott, grabs him by the lapels and gives him a little pull. She lets go of him and walks away. Scott turns back to his date, thoroughly embarrassed.

Scott Uh...

The camera pans back across the buffet table to Giles. He chews on a bite of his finger sandwich and steps over to Willow and Xander sitting angled away from each other. Willow stares at the floor while Xander leans his face into his fist.

Lyrics I've lost my mind / I never believe

Giles I suspect the, uh, finger food contains... actual fingers.

Xander gives him a quick disgusted glance. Willow just stares sadly at the floor.

Lyrics She knows that side...

Giles I-I-I think I'll retreat to the library until the coronation.

He gets no reaction from either of them.

Lyrics ...is calling back for me

Giles I wanna be here when, when, when Buffy... Well, uh, however the thing turns out for her.

Lyrics I lost my mind til she's calling for me

Giles A-and that was a very fine thing you two did, putting Buffy and Cordelia together.

Lyrics She's calling for me / She's calling for me

He holds out the rest of his sandwich wrapped in a napkin out to Xander, who idly takes it. Giles then heads out of the Bronze to go to his library.

Lyrics She knows that, she knows that

Willow keeps staring down at the floor with a big frown on her face.

Willow We did one fine thing.

Lyrics She knows that side of me

Xander Yeah. They've been gone for a while. They must really be getting' into it.

Lyrics I can't help it

Cut inside a run-down cabin in the woods. Buffy kicks the door in, and she and Cordelia rush in. Buffy holds Jungle Bob's rifle in one hand as she pushes the door shut with the other and pulls a chair over to barricade it. She starts to go each window to close the shutters and draw the drapes over them.

Buffy We should be safe in here for a while. You need to find a weapon.

Cordelia *panting with fright* Safe? I'm not safe. I'm gonna die!

Buffy pulls back the drapes from another window to close its shutters, but it comes loose in her hand and falls to the floor.

Buffy *shrugs* Yeah, you are if you just stand there.

She pulls the drapes across to at least block the view and goes on to do the rest of the windows.

Cordelia *sobbing* I'm never gonna be crowned Homecoming Queen. I'm never gonna graduate from high school. I'm never gonna know if it's real between me

and Xander, or if it's just... *sobs* some temporary insanity that made me think... *sobs* I loved him. *sobs* And now I'm never gonna get the chance to tell him.

Buffy allows her attention to be diverted by Cordelia for a moment. She sighs and goes over to her.

Buffy Yes, you are. We are gonna get out of here, and we are gonna head back to the library, where Giles and the rest of the weapons live. Then I'm gonna take out the rest of these guys just in time for you to congratulate me on my **sweeping** victory as Homecoming Queen. *heads back to a window*

Cordelia I know what you're up to. *Buffy turns back to face her* You think if you get me mad enough, I won't be so scared. And, hey! It's working! Where's a damn weapon?

She looks around and sees an end table with drawers, walks over to it and starts searching for anything that she can use. Buffy resumes her surveillance at the window.

Buffy You really love Xander?

Cordelia Well, he kinda grows on you, like... a Chia Pet. *She finds a spatula and takes it over to Buffy.*

Buffy That's it?

Cordelia Just this and a telephone.

Buffy A telephone. And you didn't think that'd be helpful?

Cordelia No, this is better for...

She swings it a few times and realizes it probably won't be of much use.

Cordelia Oh. *exhales*

Cut to Trick's place. The Gruenstahler's boss is using his computer to track the happenings in the woods.

Boss You're about to see why Daniel Boone and that idiot demon are creatures of the past... and why I am the future. I'm picking up a signal.

He zeros in on a grid on his computer map.

Boss They've got a phone!

Cut to the cabin. Buffy is on the phone.

Buffy If you get this message, Giles, get help and get out here...

The phone clicks and goes dead.

Buffy Hello?

Cordelia What happened?

Buffy It went dead.

Cut to Jungle Bob in the woods. Kulak walks up behind him and watches him grunt and struggle to pry open the bear trap.

Kulak Want me to cut that leg off?

Jungle Bob No, thanks.

Kulak gives him a disgusted grunt and walks off after the girls.

Cut to the Gruenstahler brothers. They are decked out all in black and have their AR-15s raised and ready, listening to their boss on their headsets and scanning the area as they go.

Boss Continue proceeding south ninety meters to vector three.

Cut to Giles' office. He comes in, notices that there is a message for him on his machine and presses the play-back button. He takes a sip of his tea as the machine rewinds briefly, beeps and plays Buffy's message.

Buffy Giles, it's me... and Cordelia. We're in a cabin in Miller's Woods, and we're in big trouble.

Cut to the cabin. Cordelia sits down on a cot.

Cordelia Why is it every time I go somewhere with you, it always ends in violence and terror?

Buffy *staring out a window* Welcome to my life.

Cordelia I don't wanna be in your life. I wanna be in my life.

Buffy *looks back at her* Well, there's the door. *points with the rifle* Please feel free to walk out at any time and live your life.

She walks over to another window and looks out again.

Cordelia All I wanted was to be Homecoming Queen.

Buffy turns to face her again and lowers the gun.

Buffy And that's all I wanted, too, Cordelia.

She sighs, looks down at her dress and heads back to the other window again.

Buffy I spent a year's allowance on this dress. *looks out again*

Cordelia I don't even get why you care about Homecoming when you're doing stuff like this.

Again Buffy turns around to face her.

Buffy Because this is all I do. This is what my life is. *lowers her head and steps into the room* You couldn't understand. *shrugs* I just thought... Homecoming Queen. *smiles* Cordelia keeps respectfully silent I could pick up a yearbook someday and say, I was there. I went to high school, I had friends, and... for one moment, I got to live in the world. *smiles* And there'd be proof. Proof that I was chosen for something other than this.

Cordelia gives her an understanding look. Buffy raises the rifle in her hands.

Buffy Besides... *pumps the rifle* I look cute in a tiara.

Cordelia lets out a little laugh. Then they hear a growl outside of the cabin.

Cordelia Do you hear...

Suddenly Kulak comes crashing through a window. He immediately grabs Buffy and throws her down onto an old mattress and pillow on the floor, making her drop the rifle. She rolls out of the way as he swings at her with his green serrated blades, and they just slice into the pillow. Buffy rushes to the far wall and takes down a set

of antlers to use for defense. Kulak swings his blades at her while Cordelia slaps him on the back with her spatula from behind. Buffy blocks the blades with the antlers and shoves the antlers aside. Kulak goes down with them.

Buffy Cor, the gun!

Kulak gets to his knees and takes a wide swing at Buffy, cutting her slightly on the arm and making her fall.

Buffy Ooh!

Cordelia finds the rifle on the floor and picks it up. Kulak stands up and tries another swing, but Buffy grabs the end of the rug he's standing on and yanks it out from under him, making him fall backward and hit the floor hard on his back. Cordelia has the gun raised now, and waves it around looking for a target. Kulak gets back to his feet, and Cordelia shoots but misses, hitting a bottle on a shelf instead.

Buffy Cordelia, the spatula.

Cut outside of the cabin. The Gruenstahler boys sneak up on it. Cut to their boss.

Boss Prepare to launch.

Cut inside the cabin. Kulak takes a lunging swing at Buffy. She avoids it and grabs the hanging lamp above her and uses it to support herself to deliver a solid mid-air roundhouse kick to Kulak's face. He goes flying backward into a desk against the wall and falls to the floor.

Cut outside. One of the brothers loads a grenade into his launcher and closes the chamber. Their boss gives them coordinates over their radio feeds.

Boss Target's in range, ready your weapons. Y-axis fifty-three degrees west by eight degrees south.

The assassin punches the coordinates into his targeting computer.

Cut inside. Cordelia tries to get Buffy's attention.

Cordelia Buffy!

Buffy looks over at her, and Cordelia tosses her the rifle. She aims it at Kulak as he gets up from the floor. He roars and starts to come at her. Buffy pulls the trigger, but the chamber is still empty from Cordelia's shot, so the hammer just clicks on nothing. Buffy quickly raises the rifle above her head to block Kulak's swing. His blade embeds itself in the rifle's stock, and Buffy twists it around, pulling Kulak's arm with it and pinning him down.

Cut to the Gruenstahler's boss.

Boss Launch!

Cut outside the cabin. The grenade is launched. Cut inside. The grenade penetrates a window shutter and falls to the floor in front of Buffy and Kulak. They look at each other and let go of the rifle. Buffy grabs Cordelia and starts to run toward a window with her in tow. Kulak runs for another window. Buffy and Cordelia both jump and crash through the glass. Kulak jumps also, but

his window is shuttered behind the curtain, so he just bounces off of it and back into the room by the grenade. He takes a quick, terrified breath.

Cut outside. Buffy and Cordelia run like mad. Behind them the cabin explodes in a huge fireball, sending bits of debris flying everywhere and knocking them to the ground. They both look up at each other, panting.

Buffy We gotta get back to the library.

They get up and start running through the woods. The Gruenstahlers begin to track them.

Cut to the library. Lyle and Candy have the book cage open and have found the weapons stash. A couple of battle-axes and a mace are on a table. Candy loads a bolt

into the crossbow, turns around and points it at Lyle.

Lyle Easy, darlin'. *nudges the weapon away* These things go through you faster than Grandpa Pete's chili.

Candy I want to do Buffy: my weddin' present for what happened to your poor brother.

Lyle Tector.

Candy impatient When's she comin'?

Lyle *looks down at the floor* Well, he's her Watcher. She'll show... just as soon as she gets rid of some of our competition.

The camera pans down to Giles lying unconscious on the floor.

Part 4

Inside Trick's house. The Gruenstahler's boss is tracking Buffy and Cordelia on his computer.

Boss They're heading west, back into town.

Trick They got away?

Boss Temporarily.

Trick Well, give it up for the Slayers. They got character. *There's a knock at the door.*

Trick I'll take care of it.

He goes to answer the door. The boss keeps tracking the girls. Cut to the door. Trick opens it. There he finds two police officers waiting.

Trick Evening, gentlemen. How may I help you?

Without a word the two officers grab him and drag him out of the house.

Trick Excuse me! Anybody got a warrant here?

Cut to the halls at the school. Buffy and Cordelia come around a corner and head for the library.

Buffy Jungle Bob and spike-head are down and out. We've lost the Germans twice, but they seem to keep finding us. If we take them out and the Gorches, we can still make Homecoming.

Cordelia Those animals! Hunting us down like poor defenseless... well, animals.

They walk into the library.

Buffy We just need to find Giles...

Candy roars and grabs Buffy by the arm. She swings her around and lets go, but Buffy maintains her balance and doesn't fall. Candy does a roundhouse kick to Buffy's face, making her stagger a bit. She grabs Buffy by the back of the neck and shoves her into a bookcase, bringing her head down onto the shelves and breaking several of them as she falls to the floor. Lyle smiles at Candy's clever move, but Buffy does a sweep kick, knocking Candy's legs out from underneath her and making her fall also. Buffy scrambles to her feet. Cordelia gets her attention.

Cordelia Buffy!

She tosses the spatula to Buffy, who grabs it in mid-air and turns to face Candy with it. Candy grabs the coat rack as she gets up. Buffy lunges at Candy with the handle of the spatula and impales her on it. Candy shoves the base of the coat rack into Buffy's face and makes her stumble back into the walls. She falls over a wastebasket and into a potted tree before falling to the floor unconscious. Candy drops the coat rack and notices the spatula sticking out of her chest. Lyle's face takes on a look of terror.

Lyle Candy!

She burst into ashes before his eyes.

Lyle Oh, Candy...

He heads for Buffy on the floor. Cordelia calmly steps over and heads him off.

Lyle I'm gonna kill both you Slayers for this! You hear me?

Cordelia I hear you, you redneck moron. You got a dress that goes with that hat?

Lyle furious I'm gonna...

Cordelia Rip out my innards, play with my eyeballs, boil my brain and eat it for brunch? Listen up, needle-brain. Buffy and I have taken out four of your cronies, not to mention your girlfriend.

Lyle WIFE!

Cordelia Whatever. The point is, I haven't even broken a sweat. See, in the end, Buffy's just the runner-up. **I'm** the Queen. You get me mad, *gets in his face and glares at him* what do you think I'm gonna do to you?

Lyle is taken aback by that, and considers his next move. Cordelia raises her eyebrows at him impatiently. Lyle thinks better of taking her on and gives her a quick nod.

Lyle Later.

He cautiously edges his way around her and heads out of the library. Giles wakes up and gets up from the floor. Cordelia smiles, impressed with herself.

Cut to later in the library. Buffy is awake again, and Giles starts to deal with the mess left by the Gorches.

Buffy to Cordelia That should teach him to mistake you for a Slayer.

Giles Yes, I must admit I do feel partly responsible. I did give your friends tacit approval to make the switch in the limousine.

Buffy Aw, it's okay. It gave Cor and I a chance to spend some quality death time.

Cordelia And we got these free corsages. *looks at hers Buffy pulls hers out to look at it.*

Giles Oh, that's nice. Although I don't recall them mentioning corsages.

Buffy Jungle Bob... said that the Germans were hooked into a computer system.

She gives her corsage a more thorough inspection. Inside she finds a small transmitter.

Buffy And they're hooked into us.

They both look up when they hear a door slam out in the halls. Cut to the halls. The Gruenstahler brothers make their way in, scanning around with their laser-sighted rifles. Cut into the library. Cordelia quickly pulls her corsage off and gives it to Buffy.

Cordelia Oh, God, get rid of these things!

Buffy to Giles I need some wet toilet paper.

Cordelia sarcastically Yeah! That'll help.

Cut to the halls. The brothers pull on their night vision goggles and continue to scan and advance into the dark halls. Their boss talks over their com links.

Boss Transmitting coordinates now.

Cut to their boss tracking them.

Boss They're fifty feet away.

Cut to the halls as seen looking through the night vision goggles. Suddenly Buffy runs across the hall. They try to trace her and fire, but they can't follow her fast enough with their aim. They hold their fire, and one of them signals the other to advance. Around the corner Buffy ducks into a classroom. The one follows her in. The other listens to his boss' instructions and takes aim through a wall.

Boss Axis six degrees by forty-three.

Cut to their boss, still tracking.

Boss I have them both in range.

Cut inside the classroom. The assassin scans around in the dark room, but can't see anything. Cut to the hall. The one out there moves his rifle according to his instructions.

Boss I have the targets together, twenty feet north and stationary. Final position is locked. Fire when ready.

Cut inside the classroom. The assassin keeps scanning as he walks through the room.

Boss Both targets seven degrees by thirty-five.

Buffy rises up from behind a low bookcase. She throws a wad of wet toilet paper with the transmitters, and it hits the assassin on his back. He spins around to look what direction he was hit from.

Boss Adjust! Right ten degrees! Fire!

Cut to the hall. The assassin there starts to shoot through the wall. Cut to the room. The other one turns toward the fire and shoots back. They keep shooting at each other through the wall until they hit each other and die. Cut to their boss. The targets on his screen disappear, and he assumes that his targets have been eliminated.

Boss smiles I won!

He chuckles and snaps his fingers in triumph.

Cut to the classroom. Buffy looks at the destroyed windows from behind the cover of the bookcase.

Cut to city hall. Cut to the Mayor's office. A police officer escorts Trick in and shoves him to the center of the room. Mayor Wilkins looks up, smiles and offers his hand in greeting.

Mayor Wilkins Hello! Nice to meet you.

Trick ignores the hand Yeah, hi, it's a pleasure. Where am I?

Mayor Wilkins withdraws his hand In my office. I'm Richard Wilkins. I'm the Mayor of Sunnydale. And you're... *points at him* Mr. Trick. *indicates a chair* Please, sit down.

He walks around to the other side of his desk. Trick takes a seat.

Mayor Wilkins That's an exciting suit.

Trick Well, clothes make the man.

Mayor Wilkins Well, as I understand it, you're not a man... exactly. *Trick nods* Mr. Trick, I've been the Mayor for quite some time. I like things to run smoothly. This is a very important year for me.

Trick Election year.

Mayor Wilkins Something like that.

Trick If this is the part where you tell me that I don't fit in here in your quiet little neighborhood, you can just skip it 'cause, see, that all got old long before I became a vampire. Do you know what I'm saying?

Mayor Wilkins Do you have children? *Trick just smiles* Children are the heart of a community. *walks around his desk again* They need to be looked after. Controlled. *sits on his desk* The more rebellious element needs to be dealt with. The children are our future. We need them. I need them.

Trick If this rebellious element means who I think it does, then that problem may be taken care of this very night.

Mayor Wilkins So I've heard. *chuckles* That's a very enterprising idea you have: SlayerFest. *laughs* I love that name, by the way. You see, **that's** the kind of initiative I

need on my team.

Trick What if I don't wanna be a part of the team?

Mayor Wilkins Oh, no, that won't be an issue.

Trick just gives him an even stare. The Mayor reaches onto his desk for a thin plastic box and opens the lid.

Mayor Wilkins See, you and I are gonna get along very well. *offers the box to Trick* Moist towelette?

Cut to the Bronze. The time to announce the Homecoming Queen has arrived. The band's drummer gives a brief drumroll to get everyone's attention as Devon steps up to the mic.

Devon Hey, guys, the moment we've all been waiting for.

Cut to the crowd. Devon goes on with some minor announcements before naming this year's queen. Willow gives Oz a concerned look.

Willow They're gonna announce the Queen. Where are they? What's keeping them?

Oz notices Buffy and Cordelia work their way through the crowd behind them. They are still dirty and disheveled from their ordeal.

Oz I'm gonna go with mud wrestling.

Xander Oh, God! What did you two do to each other?

Buffy Long story.

Cordelia Got hunted.

Buffy Apparently not that long.

Willow looks at the two of them in disbelief.

Buffy Tell you one thing, though: you don't wanna mess with Cordelia.

Xander *laughs and gets a look from Cordelia* No. Another drumroll gets their attention.

Devon In this envelope, I hold the name of this year's Homecoming Queen.

He gets a few calls from the crowd. Before opening the envelope he makes another announcement about an after-party.

Cordelia After all that we've been through tonight, this whole who- gets-to-be-queen capade seems pretty...

Buffy Damn important.

Cordelia Oh, yeah.

Devon And the winner is...

He opens the envelope and checks the name.

Devon Hey, I believe we have a first for Sunnydale High. We have a tie.

Buffy and Cordelia exchange a look and smile.

Devon The winners are Holly Charleston and Michelle Blake!

Buffy and Cordelia's smiles fade. Michelle and Holly push between them to get to the stage. Everyone in the crowd applauds as the two queens make their way to the stage. Cordelia and Buffy can't believe it. On the stage Devon holds up the Homecoming tiara, and waves it first over Michelle's head, then Holly's. The crowd continues to applaud. Michelle steps up to the mic.

Michelle I'm just so honored! giggles

Buffy and Cordelia exchange another look, roll their eyes and turn to go.

Michelle I can't believe it! I mean, that you would pick me... or us... out of every girl in the whole school! It's just... it's so wonderful!

Cordelia rolls her eyes again as the two of them leave.

Michelle *starts to weep* I promised myself I'm not gonna cry...

Band Candy

Written by **Jane Espenson**

Directed by **Michael Lange**

Prologue

Sunnydale cemetery at night. The camera is high above and angled down sharply on Buffy sitting on a blanket with her legs covered by another one, and Giles behind a nearby gravestone. He has a book open and reads from it as the camera pans down and pulls in until it is level with him.

Giles 'And on that tragic day, an era came to its inevitable end.' That's all there is. Are you ready?

Buffy Hit me.

Giles Which of the following best expresses the theme of the passage? A) Violence breeds violence, B) All things must end, C)...

Buffy looks down at her answer sheet and fills in a bubble with her No. 2 pencil.

Buffy 'B'. I'm going with 'B'. We haven't had 'B' in forever.

Giles *exasperated* This is the SATs, Buffy, not connect-the-dots. Please pay attention. A low score could seriously harm your chances of getting into college.

Buffy Gee, thanks. That takes the pressure right off.

Giles This isn't meant to be easy, you know. It's a rite of passage.

Buffy Well, is it too late to join a tribe where they just pierce something or cut something off?

Giles Buffy, please concentrate. *looks back at his book* She sees a vampire approach behind him.

Buffy Roll!

She tosses her notebook and answer sheet off of her lap and scrambles out from under her blanket and to her feet.

Giles *looks up* What?

He sees her rushing toward him, instantly realizes that he needs to get out of the way and shoulder rolls onto the ground out of danger. Buffy vaults herself over the gravestone, finishing in a roundoff to the ground, and without a moment's hesitation side kicks the advancing vampire in the stomach. He goes flying backward, landing hard on his back. Buffy rushes him, grabs his legs and pushes them up, forcing him into a back roll away from her. The vampire ends up in a standing position and tries to punch her, but misses her entirely. She tries a punch, but he middle blocks her and takes a swing with his free hand at her face. She ducks both it and the next punch he throws. She straightens back up and roundhouse kicks him in the side, but he keeps his balance and tries to roundhouse kick her in turn. She ducks it, and his momentum carries him around in a spin. He comes to a stop facing her and tries to punch her in the face,

but she grabs onto his arm and blocks his next punch. He brings his free hand up again, but she smashes her forearm down to block it. Seeing an opening, Buffy takes her pencil and stabs him cleanly in the chest. She pulls it back out, and the vampire bursts into ashes. Buffy starts back to her blanket. She looks at the tip of her pencil and sees that it's broken.

Buffy Hmm. I broke my No. 2 pencil. We'll have to do this again sometime.

Giles extends his hand to her holding a sharpened No. 2 pencil.

Giles C) All systems tend towards chaos.

She flips her broken pencil at him and snatches the new one from his hand. Giles watches her old pencil fly by him and hit the ground next to him. Buffy sits back down cross-legged on her blanket and picks up her notebook and answer sheet.

Buffy I just know that us and the undead are the only people in Sunnydale working this late.

She pouts up at Giles and waits for him to start reading again.

Cut to Sunnydale City Hall.

Mayor Wilkins I appreciate you coming.

Cut inside to the Mayor's office. He's leaning on the backrest of his chair, smiling. He starts to walk out from behind his desk.

Mayor Wilkins I realize it is early... for you... but I think you'll agree that this matter is urgent, *stops next to Trick* also... delicate.

Trick I'm a very delicate person.

Mayor Wilkins So you feel you can handle this?

Trick *inhales* It's a little out of my element, but I can get you what you need. I know a beast who knows a guy.

Mayor Wilkins *heads over to a wall cabinet* Are you sure that subcontracting is the way to go here?

Trick Well, this guy's worked your town before, and if he lives up to his rep, *smiles* this place'll be in flames.

Mayor Wilkins I've made certain deals to get where I am today. This demon requires his tribute. *unlocks the cabinet* You see, that's what separates me from other politicians, Mr. Trick.

He opens the cabinet. The shelves are full of occult paraphernalia: skulls, a fetus preserved in a bottle, various urns and chests, a shrunk head, the bones of a forearm and hand, and various tools of the trade. Trick looks uneasily at all of it from his vantage point by the Mayor's desk.

Mayor Wilkins I **keep** my campaign promises.

He reaches in and takes out the shrunken head. He pulls on the tuft of hair at the top, and a small section of the head pulls open and folds back on the leathery skin. The

Mayor takes a quick sniff from the hole and closes the flap of skull and skin again.

Mayor Wilkins Where'd I put that Scotch? *looks around*

Part 1

The quad at Sunnydale High. Buffy, Willow and Oz appear at the top of the outside stairs and start down.

Buffy And then I was being chased by an improperly filled-in answer bubble screaming, 'none of the above!'

Willow Wow. I hope that wasn't one of your prophecy dreams. *gets a look from Buffy* Probably not.

Oz Hey, you know, I took it last year. I could help you get ready. There's this whole trick to antonyms, but... this isn't the place.

Willow Oz is the highest-scoring person ever to fail to graduate.

They reach the bottom of the stairs and continue to walk along the colonnade.

Buffy Isn't she cute when she's proud?

Oz She's always cute.

Cordelia and Xander come out through the breezeway and walk behind them.

Willow We could work on it tonight.

Xander Work on what tonight?

Cordelia Oh, God. Are we killing something again?

Buffy Only my carefree spirit.

Oz Buffy SAT prep.

Willow Oz is helping. *smiling proudly* He's the highest-scoring...

Cordelia *interrupts* We know. We did the impressed thing already.

Willow frowns.

Xander I hate they make us take that thing. It's totally fascist, and personally, I think it, uh, discriminates against the uninformed.

Cordelia Actually, I'm looking forward to it. I do well on standardized tests.

She gets looks from everyone.

Cordelia What? I can't have layers?

Cut to the hall doors near the cafeteria. The group enters.

Willow So, Buff, study tonight?

Buffy Uh, yes on the studying, no on tonight. I'm putting in Mom time. She's been drastic ever since I got back. And Giles is even worse. I'm supervised 24-7.

They turn into the cafeteria.

Buffy It's like being in the Real World house, only real.

Willow Hmm.

They see a table piled up with boxes of Milkbar fundraiser chocolate bars. Other students are each taking a box as Snyder checks their names off on his clipboard.

Willow Ooh, candy bars! Lots of 'em!

Snyder holds out a box.

Xander Principal Snyder, thank you! *takes the box* You weren't visited by the Ghost of Christmas Past, by any chance?

Snyder It's band candy.

Buffy Let's hear it for the band, huh? Very generous.

Snyder You will sell it to raise money for the marching band. They need new uniforms.

Xander Yeah. Those tall, fuzzy hats ain't cheap, huh?

Oz But they go with everything.

Willow smiles at that.

Buffy I'm sure we love the idea of going all Willy Loman, but we're not in the band.

Snyder And if I'd handed you a trombone, that would've been a problem, Summers. *holds out a box* It's candy. *she takes it* Sell it.

He walks off leaving them all staring at their boxes.

Cut to the kitchen at Buffy's house. She and her mother are eating Chinese food for dinner at the island.

Joyce But you're not in the band.

Buffy And yet.

Joyce Buffy, what would I do with forty chocolate bars?

Buffy You could hand them out at the Gallery. 'Buy something Pre- Columbian, get a free cavity.'

Her mother considers, and decides it can't hurt to at least help.

Joyce Twenty.

She hands her daughter back the box.

Buffy You're a good mom. *sets down the box*

Joyce I'm the best.

Buffy *picks up her glass* No, I'm pretty sure the best moms let their daughters drive.

She takes a sip of her water, eyeing her mother hopefully.

Joyce And yet.

Buffy *sets down her glass* Oh, come on!

Joyce *gets up* Look, let's not have this conversation. *goes to the fridge*

Buffy But I took the class. I watched the filmstrips with the blood and the death and the corpses. I'm prepped.

Joyce *opens the fridge* Honey, *grabs the water jug* you failed the written test. *pours herself more* They wouldn't even let you **take** the road test. *puts the water back*

Buffy That was a year ago. And I don't test well... *she said, two days before the SATs.*

Joyce *comes back to her seat* I spend enough time not knowing where you are. *sits* I don't wanna add to that the possibility that you're on the highway to Chicago. *takes a drink*

Buffy *dumbfounded* I can't believe you. I'm **not** taking off again. *shrugs* Besides, if I wanted to, I could just get on a bus.

Joyce *Stop. inhales* Don't. *exhales and looks at Buffy intensely* I just don't want you driving, okay? I want you here.

Buffy *widens her eyes* I'm here. Hmm? *picks up her egg roll* See me here. *takes a bite* Mm-hm?

Joyce nods and turns back to her plate.

Buffy *with her mouth full* Mm... I gotta go. *gets up and grabs her box of candy bars*

Joyce What, you're going out?

Buffy *turns back at the door* Giles. Slay-study double feature. Could be late.

Joyce Again? Honey, don't you think Mr. Giles is monopolizing an awful lot of your time?

Buffy And does he ever say he's sorry?

Cut to the library. Giles is tying a blindfold tightly around Buffy's head.

Buffy Ow!

Giles Sorry.

Buffy Why do I put up with this?

Giles Because it is your destiny... *walks around her and because I just bought twenty 'cocoric' candy bars. hands her a large rubber ball*

Buffy Okay, you're just doing this to take funny pictures of me.

Giles *walks around her* I'm doing it to test your awareness of an opponent's location during a fight in total darkness. Now, wait five seconds and then throw the ball at me.

He silently backtracks and takes several steps away from her toward the cage.

Buffy You ran out of new training ideas about a week ago, huh? Okay. Five, four, three, two, one.

She turns around and faces the door to Giles' office. He smiles, thinking she's completely clueless as to where he is. Buffy throws the ball. It hits the wall high above the checkout counter and bounces off.

Giles It's not that simple, is it...

The ball bumps him in the side of the head.

Giles Ow. Ahem. Yes, well, very good.

Buffy *takes off the blindfold* Thanks! *heads out of the library*

Giles W-w-w-where are you going? We have to patrol!

Buffy *stops and faces him* I can't. Mom's in hyperdrive. She wants me home tonight. I told you. *starts out again*

Giles But, I...

Buffy *stops by the door* I know, I know. She's out of control. Enjoy the candy! *leaves*

Giles looks at the swinging library door for a moment, considering her odd behavior.

Cut to Angel's mansion. Cut inside. The door to the atrium is open. The camera slowly tracks toward it. Soon a shirtless Angel is in view, practicing the slow, elegant forms of T'ai Chi. He brings his arms down together in front of him and then over to his right. As he brings his left arm up across his abdomen, he crosses his right arm over his left. His motions remains fluid as he slowly moves his left arm out in front of him, palm up, and extends his right arm out to his side. He draws his arms together again, this time crossing his left arm over his right and repeats a mirror image of his last move. Never stopping his motion, he brings both hands to his waist, palms facing forward, and slowly raises his right arm and sweeps it across in front of himself, palm down, while he sweeps his left arm across below his right, palm up. Buffy walks into the doorway and stops just to watch him, amazed at the fluidity and smoothness of his motions. Angel doesn't notice her, and continues the exercises. He has his arms extended, his left hand angled up sharply from his forearm, and his right hand clasping the heel of his left. He brings them around in a broad sweeping motion toward Buffy and then raises them, separates them and spreads them apart with his palms facing away from him. He raises his head as he does so and sees Buffy standing there watching him.

Angel Buffy.

She looks down briefly, slightly embarrassed to be caught watching him like that, and then looks up at him again with a little smile on her lips.

Buffy I didn't know you could do that.

He gives her the briefest glimpse of a small smile as he tries to straighten himself up from his slightly bent stance.

Angel I-I'm feeling better.

He can't maintain his posture, and bends back over, supporting himself with his right hand on his knee. Buffy rushes to his aid.

Buffy Angel...

She gets under his left arm and helps him stand up straight.

Buffy Let's... get you inside.

They slowly make their way back into the mansion. Cut inside. There is a warm fire going in the fireplace. Buffy picks up a small paper bag as they go past the coffee table in front of it.

Angel It's late. How'd you get away?

Buffy Aw, it was easy. Started a fire in the prison laundry room. Rode out in the garbage truck.

They stop and let go. Angel faces Buffy, not sure what to make of that.

Angel Oh.

He sits on the edge of the couch.

Buffy I'm joking. *raises her right hand and waves it* No garbage. Smell me.

She steps closer to him, but stops. Angel just looks up at her. She lowers her arm and sighs. She puts the bag down next to him and steps over to an adjacent couch set at a right angle to his, and sits also, but very stiffly. Angel leans back on his cushions.

Angel How is, uh... Scott?

Buffy Scott? *smiles weakly and looks down* Oh, um... boyfriend Scott. Uh... *inhales deeply* A-actually, he's not... *looks up at him* He's fine. *exhales and nods* Angel gives her a little nod. Buffy indicates the bag she left next to him.

Buffy Uh, that's for you.

Angel reaches for it.

Buffy Uh... I-it's fresh from the butcher.

Angel Thanks.

He reaches in and takes out a quart-sized plastic tub of blood. He gives it a brief look, then slips it back into the bag and sets it aside. Buffy looks away shyly, knowing he doesn't want to eat in front of her.

Angel You're being careful, right?

Buffy looks up surprised With Scott?

Angel The slaying.

Buffy Oh. *smiles and exhales* Uh... Yeah. Of course. *nodding a lot* Full of carefulness.

Angel looks down I worry about you. *looks at her*

Buffy pauses briefly I worry about you.

He stares down again for a moment, stroking the cushions.

Angel I'm getting stronger.

Buffy gives him a little smile Yeah, pretty soon, you won't even need me.

Angel nods a little That'll be better.

Buffy unsure how to take that Yeah.

They continue to sit in silence.

Cut to Buffy's house. She opens the front door and comes in. She swings it closed behind her and sets her books down on the table by the coat rack. She turns around and is startled by her mother standing by the stairs and looking at her unusually calmly while rubbing her fingers over a chocolate bar in her hands.

Buffy Hey! *thinks fast* Uh, sorry I'm late. You know Giles. All slay, all the time.

Giles steps into view from the dining room with his arms crossed and a stern look on his face.

Giles Hello, Buffy.

Buffy gestures into the living room Do you guys wanna watch some television? I hear there's a very insightful Nightline on.

Joyce Buffy, you lied to us. And you made us into your alibis. That's... playing us against each other, and that's

not fair.

Giles I called Willow. *Buffy is at a loss* You also lied to her about your whereabouts. We were all concerned.

Joyce unwraps her chocolate bar and holds it out to Giles to take a piece.

Giles Oh, thank you. *breaks off a piece*

Buffy Look, I'm sorry, but I had to...

She turns around and walks into the living room. Joyce follows her, and Giles also a few paces behind.

Joyce Were you at the Bronze? What was happening there that was so important?

Buffy stops, lets out an exasperated sigh and turns to face her mother.

Buffy gestures and shrugs Bronze things. Things of Bronze.

Joyce chews on a piece of her chocolate bar.

Joyce condescendingly You're acting really immature, Buffy.

Giles also chewing I know I'm not your parent, but I am responsible for you. I think your mum's right. *sits on a couch armrest*

Buffy Okay, fine. I'm acting like a child. Maybe that's because you're both treating me like a child.

Joyce sounding hurt Buffy!

Buffy You're both scheduling me twenty-four hours a day. Between the two of you, that's forty-eight hours. *Giles takes off his glasses* I just wanna be able to make a few decisions on my own.

Joyce The last time you made a decision on your own, you split. *pops another piece of candy*

Buffy Yeah, and I took care of myself. I don't need this much active parenting.

Joyce incredulous You can't really be trying to use this summer as a reason you should be trusted. *eats another piece*

Buffy You can't babysit me all the time. I need you to back off a little.

Giles holds up his hand Uh, alright, come on. Let's, let's not, uh, freak out.

Buffy taken aback 'Freak out'?

Giles Mm-hm. *stands up* Uh, I think you should go to bed. *puts his glasses back on* Um, we're all tired.

Buffy just looks at the two of them as though they're crazy. She faces away for a moment and then walks off to her room. Her mother watches her go, shaking her head.

Joyce Oh, she just drives me crazy!

She sighs and crumbles up the end of the candy wrapper and drops it onto the coffee table. Giles scratches his head and steps back over to the couch to sit. Joyce goes to join him.

Joyce I just want to protect her.

They both sit down. The camera lowers its angle.

Giles Don't all parents want that?

He reaches into his jacket pocket to pull out a candy bar of his own. There is an entire box of them on the coffee table next to various picture books. He starts to unwrap his bar.

Joyce Yeah, but at least most parents have some idea what to protect their children from.

Giles Yeah. And I think we should both be especially careful.

He breaks off a piece, sticks it into his mouth and hands the rest to Joyce.

Joyce Mm.

She takes a piece and munches on it. Giles reaches into

the box on the table for yet another bar.

Cut to the Milkbar factory, makers of "The Best Chocolate Bar", according to the box. A worker opens the top box of an as yet unsealed case and reaches in for a bar. He pulls back the outer wrapper, looks around to see if anyone is watching, and starts to peel back the foil when suddenly Ethan Rayne comes up behind him and puts his hand on his shoulder.

Ethan Trust me. *steps around the worker to face him* You don't want to eat that.

Ethan walks off as the worker quickly puts the bar back into its box before it gets sealed for shipping.

Part 2

Study hall in the science classroom. A boy throws a wad of paper at another.

Boy Think fast.

The target boy almost manages to catch the paper, snags it as it's about to roll from the table and sets it aside. A moment later he takes it again and looks back at the boy who threw it, watching for an opening. The camera closes in on Cordelia and Buffy sitting at the table behind him.

Cordelia *sighs* I heard that there was a secret rule that if a teacher's more than ten minutes late, we can all leave.

Buffy *looks up from studying* It's Giles' turn to watch study hall. He'll be here. *looks back at her book* He's allergic to late.

Cordelia *sighs* He is wound a little tight. I had this philosophy book checked out from the library for, like, a year, and he made me pay the fine, even though it was huge. *Buffy gives her a look* I was sad to return it. *smiles* It was perfect for starting conversations with college boys. *lets out a little laugh* Of course, that was B.X.

Buffy B.X.? *gets a nod from Cordelia* Before Xander. Clever.

They both go back to their studying. Willow and Xander are at the table behind them. Xander is busy munching on a chocolate bar. The books in front of him are closed.

Xander I like chocolate. *Willow looks at him* There is no bad here.

Willow You still have some left? *shrugs* I went to, like, four houses, and they were gone. It's like Trick-or-Treating in reverse. *smiles at him*

Xander I know. These things are selling like hot cakes... *they look at each other* which is ironic, 'cause the hot cakes really aren't moving...

The camera descends below the lab table. Their knees are touching. They each dangle a leg from their stools and brush them against each other.

Xander And it's, uh, ahem, fun to sell chocolate. Ahem.

Willow rubs her calf along Xander's shin. Cut back above.

Willow And we're raising a lot of money for the band. *Xander looks back and forth between Willow and his chocolate bar a few times, then focuses on his candy. Willow plays with her pencil while looking at her book.*

Xander The band. Yeah. They're great. They march. *Cut below the table. They continue to rub their legs together.*

Willow Like an army. *cut above very distracted* E-e-except with music instead of bullets, and... usually no one dies.

Cut below. They rub their shoes against each other with their legs still crossed. Cut above. Cordelia suddenly turns to face them.

Cordelia I can't believe this.

Cut below. Willow and Xander immediately whip their legs apart. Cut above. They both hit opposite legs of the table and make it lurch with a loud thunk and pray that they haven't given themselves away.

Cordelia Where is Giles already? I'm bored, and he's not here to give me credit for it.

Buffy looks over at the classroom door, suddenly concerned.

Cut to the halls. Principal Snyder and Ms. Barton are walking toward the classroom. Snyder has a chocolate bar in his hands.

Snyder The big pinhead librarian didn't show up, and I don't wanna do it. *points at her with his candy bar* You do it.

Ms. Barton Alright, fine. I'll do it.

She turns to go into the room and rolls her eyes.

Snyder *to himself* Everybody expects me to do everything around here because I'm the principal. *starts to walk* It's not fair.

Cut into the science room. Ms. Barton comes in and claps her hands a few times to get the students' attention.

Ms. Barton Hey! We're all stuck here, okay? So now let's just sit quietly and, *indicates a book on the teacher's desk and smiles* and pretend we're reading something *Buffy is confused* until we're really sure that old Commandant Snyder's gone. Then we're all outta here! *smiles widely*

Xander Does anyone else wanna marry Ms. Barton?

Cordelia Get in line.

Willow I guess Giles isn't coming?

Buffy *very concerned* I guess not.

Cut to outside Giles' apartment. Buffy walks up to the door and stops. She peers in through the view port, sees Giles and goes in. Cut inside. Giles is crouched by a cabinet where he keeps his vinyl record collection, looking at an album. Buffy comes in and closes the door behind her. The sound gets Giles' attention, and he looks up.

Giles Buffy.

He slips the record into the cabinet. The camera cuts behind him and slowly pans right past his couch where Joyce is sitting.

Buffy *walks in* Uh... sorry. I... I was just worried. You were a big not-there in study hall, and after your lecture to me on not ducking out... *confused* and what is my mother doing here?

Giles steps over to Joyce.

Giles *with a mouth full of chocolate* We had an opportunity for, um, you might say, a summit meeting. It took priority over study hall. I called in.

Buffy *still confused* Oh.

Joyce We decided that you made a good point earlier, honey.

She and Giles both nod.

Buffy I did. Yeah. *very confused now* Which was...?

Joyce A-about us overscheduling you. *looks to Giles for support*

Giles Pulling you in two directions, *sits on the coffee table* uh, your home life and your duties as a Slayer.

Buffy Oh. That was a good point.

Joyce We're working out a coordinated schedule for you.

Giles It'll be tight, but, uh, I think we can fit in all your responsibilities. *smiles*

Buffy *gives them an uncertain smile* Sounds nice and structured.

Joyce We've got more work to do here, honey. Why don't you give us a little more time?

Giles gets up and walks over to the fireplace mantel to stare at a picture. Joyce reaches into her purse, pulls out her car keys and stands up.

Joyce Um... Take the car, and, um, Mr. Giles can drive me home. *holds out the keys*

Buffy *wide-eyed* What? *smiles and shakes her head* Excuse me, I meant what?!

Joyce Keys. Take them.

Buffy You don't have to tell **me** twice. Well, actually, you did, but... *snatches the keys* bye! *rushes out*

Joyce Bye, honey. Drive careful.

Buffy *opens the door* Uh-huh!

She runs out the door without looking back, pulling it closed behind her. Joyce turns to face Giles.

Joyce Do you think she noticed anything?

He turns to face her. A cigarette dangles from his lips. He lights his lighter.

Giles No way!

He holds the flame to his cigarette. Joyce smiles and reaches down for a bottle that she had squirreled away under the end table. She twists off the cap. Giles closes his lighter and takes a drag. He takes the cigarette out of his mouth and takes a deep breath.

Cut to a residential street later that night. Buffy and Willow are driving along in Joyce's Jeep.

Willow Tell me again how it happened.

Buffy Told my mom I wanted to be treated more like a grownup, and voila: *smiles* driviness.

She takes a corner without slowing down, and skids around it. That shakes up Willow, and she begins to breathe nervously.

Buffy Also, I think she wanted me elsewhere. Considering my mom and Giles are planning my future, I think it's easier for them to live my life if I'm not actually there.

Willow *notices the parking brake* Do you know that you have the parking brake on?

Buffy Uh-huh.

She releases the parking brake. The engine suddenly begins to rev much higher, and they accelerate.

Willow *nervously* Are, are you sure about the Bronze? I mean, the SATs are tomorrow.

Buffy I can study at the Bronze. *smiles* A little dancing, a little cross-multiplying. *smiles wickedly* You know what we need?

She reaches over, turns on the radio and begins to turn the station dial. In the process she bends over too low to see over the dashboard.

Willow Eyes on the road! Eyes on the road!

While changing stations, Buffy doesn't realize that she is pulling on the steering wheel, and the car makes a wide left turn, but fortunately onto another road, and so doesn't hit anything.

Cut to Giles apartment. He's lying on his back on the floor, coat and tie gone, shirt unbuttoned to reveal his undershirt, getting ready to light a pair of cigarettes as he grooves to the sound of Cream singing "Tales of Brave Ulysses" on vinyl playing on his record player. Joyce is sitting cross-legged in front of his record cabinet looking through his albums as she grooves also.

Joyce You got good albums.

Giles Yeah, they're okay. *lights the cigarettes*

Lyrics And the colors of the sea bind your eyes with trembling mermaids

Joyce Do you like Seals and Croft?

Giles turns his head to give her a look.

Lyrics And you touch the distant beaches with tales of brave Ulysses

Joyce Yeah, me neither.

Giles hands her one of the smokes.

Lyrics How his naked ears were tortured by the sirens sweetly singing

Joyce Thanks. *takes a drag*

Lyrics For the sparkling waves are calling you

Joyce So how come they, uh, call you Ripper?

Lyrics To kiss their white-laced lips

Giles *sits up* Wouldn't you like to know.

The song goes into a guitar riff between verses.

Giles Hmm, wait a minute. Listen to this bit.

He gets into it, smiling, bobbing his head and waving his cigarette to the beat. Behind him Joyce takes another drag.

Giles It rocks!

Lyrics And you see a girl's brown body

Joyce It's good.

Giles gets up and goes to look into the mirror above the record cabinet.

Giles Man, I gotta get a band together.

He starts running his fingers through his hair.

Lyrics Dancing through the turquoise

Joyce *stands up* Hey, Ripper, you wanna watch TV?

Lyrics And her footprints make you follow where the sky loves the sea

Joyce *leans against the cabinet* I know how to order pay-per-view.

Giles *takes off his outer shirt* No, let's go out and have some fun.

Lyrics And when your fingers find her, she drowns you in her body

Giles Tear things up a bit.

Joyce Okay. We could go to the Bronze.

Lyrics Carving deep blue ripples in the tissues of your mind

Giles Not bloody likely. That place is dead.

Cut to the Bronze. A guy has his head tilted back as the bartender pours orange juice and vodka directly into his mouth. His friends surround him and goad him on. There are unusual numbers of older people there. Din-goes Ate My Baby Four Star Mary is on the stage performing "Violent". The dance floor is very crowded with people of all ages. Even the older couples are dancing to the

beat of the band. On stage Devon dances around to the lead-in. Just before the song begins he leans over to Oz.

Devon Hey, they're diggin' us, man!

Cut to Willow and Buffy coming into the Bronze. They look around at the unusual mix of people in the crowd.

Lyrics The strangest things / I've always known
Oz sees Willow and smiles.

Lyrics It slays me every time

Willow and Buffy give each other very amazed and concerned looks.

Lyrics Darkened fields / Have overgrown

Willow and Buffy continue through the crowd.

Buffy Let's do the time warp again.

Lyrics You want to lay me out?

Willow Maybe there's a reunion in town or, or a Billy Joel tour or something.

Lyrics Tie me down? / Tie me

Ms. Barton walks past the two girls.

Buffy Ms. Barton?

Ms. Barton *stops and faces her* Buffy? Whoa!

Lyrics Our love

Willow Are you okay, Ms. Barton?

Lyrics Covered in my blood

Ms. Barton *smiles widely* Oh, I'm cool, Willow. *realizes* Willow... That's a tree. *giggles* You're a tree!

Willow and Buffy exchange a look.

Lyrics Is so violent

Ms. Barton *looks around* Yeah, uh, uh, are there any nachos in here, little tree?

Lyrics Our love

Buffy A-are you sure you don't need some fresh air, Ms. Barton?

Ms. Barton *laughs hysterically* Okay... *goes into the crowd*

Lyrics Covered in my blood

Willow Hey, this is not normal.

Buffy gives her a look.

Lyrics Is so violent

Willow Uh, w-well, maybe that goes without saying.

Snyder spots them from behind and comes up between them.

Snyder *smiling hugely* Hey, gang! *puts his arms around the girls' shoulders* This place is Fun City, huh? *laughs*

Buffy Principal Snyder?

Lyrics Shake this scene / another one

Snyder Call me Snyder. Just a last name, like... *trying to be cool* Barbarino.

He lets go of the girls and pumps his arms and fists around wildly. Willow leans slightly away from him.

Snyder Ooh! I'm so stoked!

Willow has no idea what to make of this. Snyder comes back down from his outburst and lets out a breath.

Lyrics It plays me every time

Snyder Hey, did you see Ms. Barton? I think she's wasted.

Lyrics We're not that green

Snyder I'm gonna have to put that in her next performance review 'cause... *smiles* 'cause I'm the principal! *laughs*

Lyrics We're overdone

Snyder turns around and heads back into the crowd.

Lyrics You want to lay me out?

Willow *to Buffy* I don't like this. They could have heart attacks.

Lyrics Tie me down?

Buffy Uh, well... ma-maybe there's a doctor here.

An older, shirtless man jumps up onto the stage, pushes Devon away from the microphone stand and yells out into the crowd.

Man *yelling* Yeeeeaaaaaah!

Willow I think that **is** my doctor.

The man jumps from the stage expecting to be caught by the crowd, but they don't react fast enough, and he slams into the floor. Willow and Buffy both cringe at the sight.

Willow He-he's usually less... topless.

Snyder sticks his head between the girls.

Snyder I got a commendation for being principal. *impressed with himself* From the Mayor! *gestures* Shook my hand twice.

Buffy That's nice.

Snyder nods and inhales deeply. Two attractive women walk past them with drinks. Snyder makes eyes at them.

Snyder Whoa! There are some foxy ladies here tonight! *He heads off after them. Buffy and Willow walk in the other direction.*

Willow What's happening?

Buffy I don't know, but it's happening to a whole lot of grownups.

They stop by the stairs. Willow looks around at the crowd.

Willow They're acting like a bunch...

Buffy They're acting like a bunch of us.

Lyrics Our love

Willow *confused* I don't act like this.

Lyrics Covered in my blood

Cut to the Milkbar factory. Boxes of chocolate bars keep rolling off of the line. Trick and Ethan walk through the shipping area.

Trick Demand's high.

Ethan I thought it might be.

Trick That's the reason I love this country. You make a good product, and the people will come to you. Of course, a lot of them are gonna die, but that's the other reason I love this country.

They stop walking, and Trick steps over to the man inspecting the boxes before they get sealed.

Trick Hey! Don't sample the product.

Man But I didn't.

Trick grabs him by the overalls, pulls him into a headlock and jerks his head around, breaking his neck and throwing him to the floor. Ethan looks away in distaste. Trick straightens his jacket and checks his pinky ring. They continue to walk.

Ethan Okay. Uh, how did you know he was...

Trick I don't. Now I know no one else will. *checks his watch* We're getting close. *to a line worker* Keep it flowing. *to Ethan* It's almost feeding time.

He walks off leaving Ethan standing there staring after him. After a moment Ethan heads back the way they came.

Cut to the Bronze. The Dingoes are between sets, and Oz has joined Willow and Buffy. They all observe the crowd. "Slip Jimmy", by Every Bit of Nothing, plays in the background.

Buffy Something's definitely changing them.

Willow A spell?

Oz They're teenagers. It's a sobering mirror to look into, huh?

Snyder walks by, sees Oz and stops.

Snyder You've got great hair.

He walks around Oz, smiling and staring at his hair. Suddenly the music stops and a group of older men start singing "Louie Louie" up on the stage. They are off key, out of sync and basically just plain terrible, but the crowd dances to them anyway.

Old men Louie Louie / Oh, baby / We gotta go / Yeah yeah yeah yeah / Louie Louie / Oh, baby / We gotta go / Yeah yeah yeah yeah

An old nerd walks by as Buffy and Oz stare.

Willow It just gets more upsetting.

Several older couples on the dance floor kiss passionately.

Old men Louie Louie / Oh, baby / We gotta go / Yeah yeah yeah yeah

Buffy No vampire has ever been **points at the stage** that scary.

Old men Louie Louie / Oh baby / We gotta go

Behind them a man staggers through the crowd, drunk and munching on a chocolate bar. He bumps into another man. They face each other and begin to pick a fight.

Patron Fight!

Snyder turns to face the group, smiling and nodding his head vigorously.

Snyder Fight!

Willow lets out a helpless sigh. Buffy starts to head out.

Buffy We've gotta figure out what's going on. This has Hellmouth fingerprints all over it.

Willow and Oz follow her. She stops by a pinball machine where she sees a woman hold out a candy bar to her boyfriend. He takes a huge bite while he keeps playing the game. Their pause gives Snyder a chance to catch up after noticing they are leaving.

Snyder Hey, where are we going?

The four of them leave the club. Cut outside. The three teenagers rush out and head for Joyce's car. Snyder is still inside.

Snyder Wait up, you guys!

He comes out the door.

Snyder Hey! You guys aren't trying to ditch me, are ya? *Buffy, Willow and Oz get into the Jeep. Snyder follows them.*

Oz We should find Giles. He'll know what's going on, right?

Snyder runs up to the passenger side of the car, and seeing the places are taken, he goes around to the driver's side.

Buffy Sure. Except for all we know, he's sweet sixteen again. *pulls on her seat belt*

Willow He's with your mom at his place.

Buffy starts the car. Snyder opens the door behind her and gets in.

Snyder I said, wait up! *slams the door*

Oz Uh, Snyder...

Buffy No time. He's coming with us.

She puts the car in gear and slams on the gas, burning some rubber in her hurry to get going.

Snyder Whoa, Summers! You drive like a spaz!

Cut to a residential street. Two father types, one in his Volvo, the other in his Hyundai, are gunning their engines and munching on chocolate while waiting for the light to turn green. They look over at each other and nod and smile in anticipation of their race. They both take big bites out of their bars. A moment later the light turns, and they're off, tires screeching loudly as they race across the intersection and down the street.

Cut to a playground in a park. The mailman is sitting on the carousel reading other people's mail. He laughs while he reads, then opens another one. Behind him couples are necking and chasing each other around. Near the jungle gym a couple of guys toss a Frisbee around.

Cut to a street. Buffy and company come driving along at a fast clip. Cut inside the car.

Willow It'll be okay when we get to Giles'.

Oz Of course, I mean, even if he's sixteen, he's still Giles, right? He's probably a pretty together guy.

Willow worried Yeah, well...

Oz What?

Buffy Giles at sixteen? Less Together Guy, more Bad-Magic-Hates-The-World-Ticking-Time-Bomb Guy.

Oz Well, then I guess your mom's in a lotta trouble.

Snyder raises his eyebrows and nods.

Cut to the shopping district. Giles and Joyce walk along with their arms around each other.

Joyce Must be exciting being from England. *chews her gum*

Giles Not particularly. *kicks a can* You cold? *takes a puff of his cigarette*

Joyce Nah-uh. I feel... special, like I'm just waking up, kinda.

Giles Oh, yeah?

Joyce Yeah, like, uh, getting married and having a kid and everything was just a dream, and now things are back like they're supposed to be.

Giles Yeah?

They walk past a boutique with some retro clothes on display in the window, and stop to look. Joyce spies a feathered wrap.

Joyce That's cool! *nods, smiles, chews* Very Juice Newton.

Giles *checks his hair in the reflection* You fancy it?

Joyce Yeah, but the store's closed.

Giles takes a final drag from his cigarette, then tosses it aside. He grabs a trashcan and idly swings it toward the store's display window. Joyce quickly steps away. The glass shatters and falls everywhere when the can hits, and an alarm goes off. Joyce smiles widely and giggles hysterically while Giles climbs in and takes the wrap off of the mannequin. He grabs the hat from the mannequin as well and sets it on his head. Joyce looks around to see if anyone is coming. Giles comes back out and hops down to the sidewalk from the window opening.

Giles Woo-hoo!

Joyce Oh, Ripper! Wow, that was sooo brave!

He helps her on with the wrap. Suddenly a policeman appears behind them and aims his gun at them.

Officer Hold it!

Giles and Joyce freeze.

Cut to an intersection. The camera starts high, showing that the light is green, and pans down to the gang driving along. Cut inside the car.

Snyder This is great! Let's do doughnuts in the football field, huh?

They head into the intersection. Another Jeep comes in the other direction. The driver is too busy trying to get a chocolate bar unwrapped to realize that his light is red.

Willow Oh, my God, look out!

They all tense up for the impact. The other Jeep hits them hard on the left rear door and back panel, making them spin around a quarter turn.

Part 3

The street in front of the boutique. The police officer has his Beretta 9mm aimed at Giles, who lets go of Joyce to face him. Joyce backs away slowly. Giles takes the hat from his head and tosses it aside. He steps toward the officer and waves his arms around, taunting him.

Giles Ooo... Copper's got a gun!

He jumps around a bit, taunting the officer some more.

Giles You'll never use it, though, man.

Officer Will so.

Giles spies a candy bar in the officer's front jacket pocket.

Joyce Ripper, be careful!

This distracts the officer, and Giles bats his gun-holding hand aside, grabs it and holds onto it as he head-butts the older man in the forehead and knees him in the crotch and again in the gut. The cop doubles over in pain. Giles twists the officer's arm up above his head and takes the Beretta from him, and then knees him in the face. The cop falls over unconscious. Giles sticks the gun into the back of his pants.

Giles Told him he'd never use it. *smiles*

He sashays coolly over to Joyce as she leans against the police car.

Joyce You are sooo cool. *laughs* You're like Burt Reynolds.

In a flash Giles has one hand around her neck and the other around her back. She startles and gasps, but doesn't struggle. Instead she takes the gum out of her mouth and they kiss passionately. Giles leans her back over the hood of the car. The camera follows her down and continues until it comes to rest on the emblem of the Sunnydale Police Department on the side of the car.

Cut to Buffy's accident site. The two Jeeps are stopped side by side facing in opposite directions. The driver of the other Jeep quickly gets out.

Man Sorry! Gotta go!

He runs off laughing as Buffy and the others get out of her mother's car. Her first instinct is to chase the man, but she lets him go and looks at the dent in the car.

Buffy Oh, God.

She closes her door. Snyder swings his door closed as well, but it won't shut properly anymore.

Buffy Are you guys okay?

Snyder nods as he also looks at the dents. Willow and Oz walk around the car.

Willow Is anybody else all creeped out and trembly?

Off to the side they see three men sitting in the playground, laughing and smoking.

Snyder Oh, Buffy... *rubbs his shoulder* Your mom's gonna kill you.

Buffy looks at the other side of the street and sees five guys hanging out by a tree.

Buffy Something's weird.

Oz Something's not?

Buffy No grownups.

Two women strut past the men by the tree, munching on chocolate. The guys give them catcalls. Snyder starts to unwrap a bar of his own.

Buffy No one's protecting their houses. Everyone's just... wandering.

A man runs up behind Snyder, grabs his chocolate bar and runs off with it.

Snyder Hey!

Willow and Oz stare at the man as he runs away.

Snyder Hey, give it! *goes after the man*

Willow Defenseless.

Buffy So where are all the vampires?

They all consider this strange dilemma.

Buffy Soup's on, but no one's grabbing a spoon.

Oz Something's happening... someplace that's else.

Buffy I'd say something big.

Snyder *returns upset* That guy took my candy!

Buffy suddenly gets it, and gives Willow and Oz an astonished look.

Buffy The candy. I-it's gotta be the candy! It's cursed. *Willow and Oz exchange a look.*

Snyder *worried* A curse?! Oh, I've got a curse.

Willow God, using candy for evil!

Oz My parents ate a ton.

Buffy looks at Snyder and jumps at him, pushing him up against the other Jeep.

Buffy Who's behind it?

Snyder *confused* I don't know. It came through the school board. *shakes his head* If you knew that crowd...

Buffy *losing her patience* Where did it come from? Do you know where to get it?

Snyder Yeah.

Buffy *to Willow and Oz* You guys get Xander and Cordelia. Go to the library and look it up.

Oz Candy curses?

Willow Disturbing second childhood. Got it.

She takes Oz's hand, and they start on their way.

Buffy *to Snyder* Ratboy and I are going to the source. *She shoves him toward the car.*

Cut to the loading dock behind the Milkbar factory. Two men have cases of chocolate open and are throwing them out into a crowd. The camera pans over the crowd, which is getting larger and rowdier by the minute, past Giles and Joyce, who are into some serious snogging, and comes to rest on Joyce's Jeep as Buffy pulls it to a screeching halt. She and Snyder get out and march over to the crowd. Just as she passes her mother and Watcher, Buffy stops in her tracks. She turns to face them.

Buffy Mom? Giles?!

Giles *not skipping a beat* Go away. We're busy.

Buffy Mom!

She pulls her mother away from her Watcher.

Joyce Hey!

Buffy *shocked* Where did you get that coat? Never mind. Listen...

Giles grabs her arm and turns her to face him.

Giles Back off!

Buffy Giles, think about this. You wanna fight me, or you wanna let me talk to my mother?

Giles realizes he wouldn't have a chance against her and backs down, yanking his hand from her and up to the side of his face, where he grabs a cigarette from behind his ear. Buffy turns back to her mother as Giles puts the cigarette into his mouth and reaches into his pocket for his lighter.

Buffy Mom, look at me. Do you know who I am?

Giles lights his smoke.

Joyce *smiles* Of course. You're Buffy. *looks over at the crowd* Hey, look. They're, they're giving away candy. You want some candy?

Buffy No, I don't! And you don't need any more, either.

Joyce *very annoyed* I'm fine. I can have more if I want.

Buffy You are **not** fine. You need to go home.

Joyce *angry now* Screw you. I want candy!

Buffy Mom!

Joyce You wanna slay stuff, and **I'm** not allowed to do anything about it. Well, this is what **I** wanna do, so get off my back!

Buffy Mom, please, this is...

Giles *reaches for Joyce* Oh, for God's sake. *pulls her away* Just let your mum have the sodding candy. C'mon, Joyce...

Buffy holds her mother back and points at her black Jeep Cherokee.

Buffy Mom, look at your car. Look at that dent the size of New Brunswick. I did that.

Joyce can't believe her eyes. Behind her Giles takes a drag on his cigarette.

Joyce Oh, my God. *grossed out* What was I thinking when I bought the **Geek** Machine?

Giles busts up laughing. Buffy can't believe her response. She gives up and steps over to Giles.

Buffy Listen to me. You need...

Giles *interrupts* No, you listen to me. *points at her* I'm your Watcher, so you do what I tell you. *points at the Jeep* Now, sod off!

Buffy grabs the cigarette from his mouth, throws it down and stomps it out.

Buffy *sternly* Take her home.

She heads for the crowd. Giles grabs Joyce's hand and starts after her.

Giles Joyce...

Buffy pushes her way through the crowd toward the loading dock. She steps up on a crate and dispatches one of the men tossing candy to the crowd by punching him in the back of the knee. He crumples and falls off of the end of the dock. Buffy log rolls onto the platform and flips up to her feet. The other man throws away the box of candy bars he just grabbed, and Buffy ducks, thinking that it's being thrown at her. The man tries to punch her, but she punches him in the side and then backhand punches him in the face, following up with two more punches to the gut and the face. She ducks his attempt at a punch and roundhouse kicks him in the back, knocking him into the factory wall. She grabs onto his shirt, spins halfway around and launches him off of the dock and into the air towards another wall. He hits it hard and slides to the pavement. She sees Giles and her mother at the base of the dock stuffing chocolate bars into their pockets, and goes over to them.

Buffy Mom!

She grabs her by the arms and pulls her up.

Joyce Hey!

Giles *looks up* Oy! You leave her alone!

Buffy kicks in the door to the factory as Giles hops up onto the dock. He follows Buffy and Joyce into the building. In the crowd Snyder sees them go.

Snyder Hey, Brit-face! Wait up!

He scrambles to join them.

Cut inside. Buffy pulls her mother into the shipping area and lets go of her.

Buffy Stay.

The place is piled to the ceiling with cases of Milkbars. Buffy looks around to see what she can find. Across the room from the conveyor where the boxes are sealed, she sees a man on a phone, listening. He's there alone. Giles and Snyder come into the shipping area behind her.

Snyder It smells so chocolatey.

Buffy approaches the man on the phone.

Giles This is far out.

The man starts talking into the phone.

Ethan Yeah, I've been out there. Town's wide open. You guys can go anytime.

Buffy immediately recognizes the voice and crosses her arms as she closes the distance between them.

Buffy Ethan Rayne.

He turns to face her, and his eyes go wide with surprise. Upon hearing the name, Giles approaches him also. Joyce is close behind. Together the three of them make an imposing sight.

Ethan *into the phone, nervously* Might wanna hurry.

Giles Ethan.

Ethan Ripper.

He wastes no time breaking into a fast run. Buffy and Giles give immediate chase. Ethan runs under the inclined end of the conveyor and pulls a rack behind him to block their way, but the two of them just jump over the low end of it instead and continue the chase.

Cut to the library. Oz and Xander are up in the stacks researching while Cordelia and Willow sit at the table looking through the more promising volumes.

Cordelia At first it was fun, you know? They seemed like they were in this really good mood—not like parents—and then...

Willow Badness?

Cordelia Mom started borrowing my clothes. There should be an age limit on lycra pants. And Dad, he just locked himself in the bathroom with old copies of Esquire.

Xander comes down to the table with a couple more books.

Xander I don't get this. The candy's supposed to make you feel all immature and stuff, but I've had a ton, and I don't feel any dif...

He gets looks from the girls.

Xander Never mind.

He holds the two books out for Willow to choose.

Willow I'll take that one.

She takes hold of a book, but her thumb ends up on Xander's, and they both feel the electricity between them as they allow the touch to linger longer than it needs to. They look at and then away from each other. Willow finally pulls the book from Xander's hand, and he heads back up the stairs with the other one. Cordelia stares into her book while Willow follows Xander with her gaze.

Cordelia You wanna swap?

Willow startled What? confused Swap?

Cordelia You wanna swap? This book is really thick, trades with Willow and I'm not sure it's in English.

Willow goes back to her research, relieved that Cordelia didn't mean boyfriends.

Cut to the Milkbar factory. Ethan runs through the maze of cases of candy bars. He reaches the end of an aisle and turns left. Buffy and Giles rush to keep up. They make several twists and turns, and finally Buffy comes around a corner to discover that she's lost him. Behind her Giles stops running, too, and breathes heavily to catch his breath.

Giles Where... Bloody Hell!

Buffy That's what smoking will do to you. Now be quiet.

Giles Well... Where'd the bastard go?

Buffy annoyed Shh!

She looks around and listens carefully. She goes around a corner and stops.

Giles What?

Buffy pretends to go on, but then suddenly does a half-spinning hook kick into a crate. She yanks away a chunk of wood, reaches in and pulls Ethan's head out.

Buffy Look. A box full of farm-fresh chicken.

Ethan gives her a nervous smile, but it quickly fades.

Cut to Snyder and Joyce sitting on the conveyor. They are both munching on chocolate bars.

Joyce Do you suppose they're okay?

Snyder chewing Mm-hm. keeps chewing So... chews are you two kinda... smacks his lips like, um... looks at her knees goin' steady?

Joyce rolls her eyes, sighs and hops down from the conveyor to get away from him. Snyder watches her go, sticks another piece of chocolate into his mouth and lets out a deep sigh.

Cut to Buffy confronting Ethan.

Buffy So, Ethan, what are we playing? We're pretty much in a talk-or-bleed situation. Your call.

Giles Hit him.

Buffy glares at him for an instant, then looks back at Ethan.

Ethan I-I'd just like to point out that this wasn't my idea. Giles paces behind Buffy.

Buffy Meaning...?

Ethan I'm subcontracting. It's Trick you want. I'm just helping him collect a tribute... for a demon.

Giles He's lying. Hit him!

Buffy I don't think he is, and shut up.

Giles excitedly You're **my** Slayer, points at Ethan go knock his teeth down his thr...

Buffy interrupts Giles!

He turns away from her and continues pacing.

Buffy to Ethan What demon?

Ethan I don't remember.

Buffy punches him solidly in the nose. He stumbles back against the broken crate. Giles jumps and swings his fist through the air.

Giles smiles Yes!

Buffy gives Giles a glaring look. He loses his smile.

Ethan Lurconis. Demon named Lurconis. They wanted a way to get the tribute away from people.

Buffy So you're just Diversion Guy?

Ethan More than a diversion. Well, they said the tribute was big, so big that people would never let them take it. That people had to be out- of-it. And later on, when the candy wore off, they'd blame themselves.

Buffy sighs Hence, land of the irresponsible. So, where's Trick?

Ethan I don't know exactly.

Giles Hit him again.

Buffy holds up her fist and gives Ethan a threatening look.

Ethan wards her off with his hand No! I-I-I really don't know. Delivering the tribute.

Buffy steps closer Which brings us to the bonus question, and believe me when I say a wrong answer will cost you **all** your points.

Behind her Giles leaps up joyously with a huge smile on his face, anticipating a good fight.

Buffy What's the tribute?

Cut to the maternity ward at Sunnydale General Hospital. The phones are ringing off the hook and all of the circuits on the switchboard at the nurse's station are flashing. The nurse just ignores it all and watches her small television. Four vampires boldly enter the hall and walk right past the nurse. She doesn't even notice them. They turn down another hall, very sure of where they are headed. They reach the room where the newborns are kept and walk straight in. Each of them carefully takes a crying baby from its crib. They walk out of the ward in single file, gently holding the babies in their arms.

Part 4

The Milkbar factory. Ethan is leaning against a table while Snyder crouches nearby, keeping an eye on him. Buffy is on the phone with Willow at the library.

Buffy Right. Lurconis.

Willow cut to her Lurconis. A demon. What's his deal?

Buffy See if it says anything about a tribute.

Willow A tribute? Like what?

Buffy cut to her I don't know. *looks at Ethan* My source is all tapped out.

Snyder to Ethan She whupped you good, huh? *throws two punches* Yah! Wah! *stands up proudly* I can do that. I took Tae Kwon Do at the Y.

He goes into a series of kicks and punches, grunting with each one as he advances toward Joyce, trying to impress her. She just rolls her eyes, looks away and sighs, unimpressed. Snyder realizes it didn't work and leans against the wall. Joyce blows a bubble with her gum.

Buffy into the phone No, no. It's definitely a demon. A big one.

Ethan spies a crowbar on the table, and being unguarded now, reaches for it and begins to advance toward Buffy. Giles notices his advance. He pulls back the hammer on his stolen Beretta and points it at Ethan's neck.

Giles I wouldn't.

Ethan stops cold in his tracks. Buffy turns around and swings the telephone receiver hard into Ethan's chin. He spins down to the floor, dropping the crowbar. Giles aims the gun at the back of Ethan's head, execution style. Buffy hands the phone to her mother.

Buffy Giles, give me the gun. *holds out her hand*

He just stares at Buffy and doesn't give in.

Buffy stares back Giles...

He keeps the gun aimed right where it is. Joyce talks into the phone.

Buffy sternly insistent Now.

After another moment Giles reluctantly gives up his weapon. Buffy stuffs it into the back of her pants. Joyce holds the phone out to Buffy.

Joyce Uh, it's, um, it's Willow. She wants you real bad.

Buffy takes the phone Uh-huh?

Cut to the library. Oz points into a book that he's just brought over to Willow.

Willow into the phone Okay, Oz just found it. *reads* 'The tribute to Lurconis is made every thirty years.' *paraphrases* I-it's a ritual feeding. A-and this one's late, so it's probably, you know, a big meal.

Oz points to another paragraph.

Willow Oh. *reads to herself* And... *digests the information and recoils* Oh. Lurconis eats babies.

Cut to the factory. Buffy immediately hangs up and starts to go.

Buffy Come on. *takes her mother's hand*

Joyce Well, what about that man?

Buffy turns to see Giles holding the crowbar over Ethan, who is still on the floor.

Buffy Uh, see if you guys can find something to tie him up with.

Joyce Um...

She reaches behind her and pulls out a set of handcuffs, dangling them from her thumb and giving her daughter a sheepish but mischievous look.

Buffy Never tell me.

She grabs the cuffs and heads over to Ethan. Joyce follows her with her gaze and smiles.

Cut to Sunnydale General. Cut to the maternity ward. Buffy holds an identification wristband left behind in one of the empty cribs. The camera pans up from her hand to Joyce. Giles is outside the room talking with the nurse on duty.

Nurse in the background I didn't see anything. I don't **know** where they are.

Joyce sad and worried Something's gonna eat those babies?

Nurse in the background What can I do?

Snyder I think that is so wrong. *shakes his head*

Nurse in the background Get off my back about it! *stalks off shaking her head*

Giles comes into the room.

Giles She says she never saw who took them. Dozy cow.

Buffy I know who took them.

Giles Well, then let's do something. Let's find the demon and, and... kick the crap out of it.

Snyder Is that what happens now?

Buffy Yeah, if we knew where they were. *paces*

Giles suddenly remembers a passage from a book and quotes it.

Giles 'Lurconis dwells beneath the city, filth to filth.'

Buffy stops pacing What?

Giles Ooo! *faces her* I know this. *tries to remember more* Uh... I knew this. 'Lurconis' means... *thinks* 'glutton'. And we'll find it, um... *thinks, shrugs* in the sewers.

Joyce The sewers? *goes to Giles for a hug*

Snyder Uh, good. You go do that thing with the demon, and I'll stay here in case the babies, you know, uh... find their way back.

Joyce lets go of Giles sadly The babies must be so scared.

Giles to Snyder You filthy little ponce. *steps toward him and challenges* Are you afraid of a little demon?

Snyder If you want to splash around in the poo, *shoves Giles* you're the filthy one!

Giles shoves him back.

Buffy gets between them, very annoyed Okay, you know what? Everybody just stop it! to Snyder Okay, listen to me. to Giles I need help, okay? Giles, I need grownups. Snyder and Giles continue trying to stare each other down.

Buffy These children are gonna die if we don't act now, okay, and think clearly. *gets Giles' attention* There is no room for mistakes. Besides which... you guys are just wiggling me out.

Snyder gives in and looks away. Giles gives him one last stare, and then steps back over to Joyce.

Giles Sorry.

Joyce We'll behave.

The two of them hug again.

Buffy Good. to Snyder Snyder, go home.

Snyder I can do that. *leaves*

Buffy turns to face Giles Giles, we're going to the sewers. *She sees him kiss her mother, and she cringes.*

Buffy And don't do that! *stalks out of the room*

They break off their kiss and reluctantly follow her.

Cut to the sewers. The camera pans from a round storm drain tunnel into a large chamber lit by firelight from torches and candles. Mayor Wilkins is standing in the back to observe the ritual. He takes out his cell phone and dials his secretary. Trick is nearby watching the four vampires who stole the children as they chant in Latin. They are dressed in red robes, standing on the wide concrete rim of a small pool. One of them steps down with

a shallow bowl of water taken from the pool and begins to anoint each of the babies with it. All but one of the babies are quiet.

Trick to himself about Lurconis Come on, big guy. They're not getting any fresher.

The camera pans across the four babies. The Mayor's secretary finally answers her phone.

Mayor Wilkins Carol. Hi. Yeah. *looks around the sewer* Call Dave on the public works committee tomorrow about sewer maintenance and repair. I have some concerns regarding exposed gas pipes, infrastructure, ventilation. And, uh... cancel my 3:00.

The last two babies are anointed. Suddenly Buffy drops down from above through a manhole. The Mayor turns his head to face her.

Buffy Hi.

She moves to start her attack. Behind her Giles climbs down a few rungs of the ladder and drops down the rest of the way. The robed vampires quickly move to attack them. Mayor Wilkins makes a hasty retreat. The first vampire swings wildly at Buffy, but she ducks him, and his momentum carries him past her. She roundhouse kicks the second one and turns back to the first one and shoves him away from her. He smashes into the ladder. Turning back to the second one, Buffy delivers another roundhouse kick. The first one tries to kick her from behind, but she middle blocks him and roundhouse kicks him in the side. Giles and Joyce run over to the table with the babies and wheel it away. The Mayor makes his escape down the tunnels. The third vampire does a jumping roundhouse kick, which Buffy easily ducks. The second lunges at her, but she jumps into the air between them and lands behind them. The third one throws a punch at her, which she quickly middle blocks. The second one swings at her, and she ducks it and punches him in the face. She punches the third one in the face, does a half spin and hits the second one in the face with a backhand punch. He goes staggering backward into Trick. Buffy pulls out a stake. Giles and Joyce get the babies to a safe distance, where Giles leaves them and goes back to the fight. Trick shoves the second vampire off of him, who then goes stumbling toward Giles. Giles clumsily front snap kicks him in the face, and he goes flying right back into Trick. The first vampire tries to attack Buffy again, but she cleanly stakes him, and he bursts into ashes. She immediately takes a step to her side, back middle blocks the third one as he tries to grab her from behind and stakes him. He begins to fall to his knees and explodes into ashes. The second vampire is up again and ready to attack. Buffy side kicks him, and he flies backward onto the rim of the pool and back rolls into the water. Suddenly they all hear a deep rumbling.

The vampire tries to get up out of the water. They keep listening to the rumbling as it gets louder. The vampire climbs onto a pedestal in the middle of the pool.

Giles What the hell's that?

The vampire gets to his knees. Just then a huge demon snake appears through another tunnel by the water. It sees the vampire on the pedestal, engulfs him and retreats back into the tunnel.

Buffy Lurconis, I'm thinking.

Trick Ordinarily, I like other people to do my fighting for me, but I just gotta see what you got.

Buffy Just tell me when it hurts.

She starts to advance on him, but Giles rushes past her and pushes her back.

Buffy Giles! No!

He throws a solid left to Trick's face, but he isn't fazed. He grabs Giles by the shirt and throws him into the pool. Trick makes a dash for it. Giles starts to climb out of the water at the rim of the pool. The rumbling starts again, quicker this time. Buffy looks around frantically for a way to stop the demon. She spies a gas pipe above her, and leaps up to grab it. It breaks under her weight, and gas begins to hiss out of it. Giles is out of the water now and rolls over the rim of the pool and down to the floor. Buffy angles the gas pipe into one of the torches, and it bursts into flames. She aims it at Lurconis, and the snake demon rears back and screams in pain. Joyce watches in terror. Buffy waves the pipe around until Lurconis is engulfed in flames. She pushes the gas pipe aside as the demon retreats back into its tunnel, screaming. Above her Trick smiles down through the open manhole.

Trick You and me, girl. *Buffy spins to face him* There's hard times ahead.

He gets up and makes himself scarce.

Buffy *exhales* They never just leave. Always gotta say something.

Joyce comes out of the shadows and over to Buffy.

Joyce Can we go home now?

Giles gets up, soaked to the skin.

Buffy Yeah, we can go home. I've got the SATs tomorrow.

Joyce Oh, blow them off. I'll write you a note. *goes back to the babies*

Buffy No. It's okay. *joins her mom*

Joyce Poor babies. Come on...

Giles goes over to help as well.

Cut to the Mayor's office. Trick is sitting while Mayor Wilkins paces behind him.

Mayor Wilkins And your friend?

Trick Paid him. The man did his job. No reason to burn that bridge.

Mayor Wilkins This didn't turn out the way I had planned.

Trick Where's the downside? You just got yourself one less demon you have to pay tribute to. The way I see it, I did you a favor.

Mayor Wilkins *smiles at Trick* I guess you did.

He puts his hands on Trick's shoulders and leans in close to his ear.

Mayor Wilkins In the future... I'd be **very** careful how many favors you do for me.

He lets go of Trick and steps away. Trick eyes him coldly. Cut to Sunnydale High the following Monday. The bell rings. Cut to the halls. Snyder comes walking along at a quick pace. Xander sees him coming.

Xander Hey, Snyder. Heard you had some fun Friday night. Have you come down yet?

Behind him Cordelia smiles, but tries to hide it.

Snyder That's 'Principal Snyder'.

Xander And that's a big 'yep'.

Snyder eyes Xander, Cordelia, Willow and Oz just standing there in the hall.

Snyder You look like four young people with too much time on your hands.

Oz Not really.

Cordelia Busy like a bee, actually. *smiles* Bee-like!

Snyder Good. It seems we had some vandalism Friday on school property, and I was just looking for some... volunteers to help clean it up.

They all look at the bank of lockers just down the hall. Willow reads the words spray-painted in the typical lettering style of a rock band as Snyder walks through the group and closes Xander's locker.

Willow 'Kiss rocks'? Why would anyone want to kiss... *gets a look from Snyder* Oh, wait. I get it.

Snyder *nods and continues on* Let's get you some paint remover.

The four of them reluctantly follow him.

Cut to the front of the school. Giles and Buffy walk toward the street.

Buffy It was just too much to deal with. It was like nothing made sense anymore. The things that I thought I understood were gone. I just felt... so alone.

Giles Was that the math or the verbal?

Buffy Mostly the math.

Giles Well, if you scored low, then you can take them again.

Buffy More SATs? *sighs* Is there really a point? I could die before I even apply to college.

The brakes of Joyce's Jeep squeal as she pulls to a stop at the curb. Giles and Buffy take the steps down to the sidewalk.

Giles And then, you very possibly might not.

Buffy Well, let's just keep hope alive.

Joyce gets out, closes her door and walks up onto the curb.

Giles Hello. *smiles awkwardly*

Joyce *shyly* Hi.

Giles *sees the dent* I say, your car seems to have had an adventure, doesn't it?

They all look at the severely dented rear door and back panel.

Joyce Uh, Buffy assures me that it happened battling evil, so I'm letting her pay for it on the installment plan.

Buffy Uh, hey, the way things were going, *points at the dent* be glad that's the worst that happened. At least I got to the two of you before you actually **did** something. *She walks around to the passenger's side to get in. Giles and Joyce both look at the pavement, embarrassed and not willing even to go there, but knowing that they did.*

Joyce Right.

Giles Indeed.

Joyce Y-yes.

They both quickly pivot and head off in opposite directions.

Revelations

Written by **Douglas Petrie**

Directed by **James A. Contner**

Prologue

The Bronze. People are coming and going. Cut inside. It's especially crowded tonight. Dingoes Ate My Baby Four Star Mary are on stage finishing the last song of their set, "Run".

Lyrics If I could walk out

Oz looks out into the crowd, a smile for Willow on his face. She is sitting at a table with Xander and Cordelia. They have to share it with some other people, it's so crowded.

Lyrics You know I'd never lie

The song ends with Oz's last chord understated and fading. The crowd begins to applaud and cheer as Devon takes his bows. Oz lifts his guitar from his shoulder, leans the instrument against the back wall of the stage and heads down the stairs at the side of the stage to join the gang at their table.

Willow *smiles* Oz! Hey! Have a seat... Except, we don't have any seats.

Oz It's okay. I'll just scrunch in.

Willow nudges over a bit with her stool to make room for Oz at the table, and bumps into Xander. She gives him a nervous look. Xander hurriedly scoots over a bit as well, nudging up hard against Cordelia.

Cordelia Xander, why are you giving me a lap dance?

Xander *smiles weakly and strokes her arm* What? I just like you.

Cordelia pulls her arm away from him and squirms around a bit to get comfortable again.

Willow *stammers, smiling nervously* And that's very beautiful. I think it's great when two people like two people and want to be close to them instead of anyone else.

Oz smiles to himself, enjoying it as always whenever Willow does that cute stammering thing.

Xander *also nervous* Here, here!

Oz Yeah. Well put. *points at a cup* Hey, can I snag a sip?

Willow Sure. *reaches for her cup*

Xander *reaches also* Yeah, you got it.

Their hands touch as they both reach for her cup. They look at each other in surprise and instantly jerk back their arms. In doing so they knock a tray of drinks out of the hand of the waitress standing behind them. Xander slips off of his stool and tries to catch them, but of course he's too late, and can only look down at the spilled drinks. Around him the crowd begins to applaud his graceful maneuver. He goes with the situation and raises his hands to the crowd in acknowledgment. Willow, however, is embarrassed.

Xander Thank you! *turns around* Thank you. *waves* Uh, we're here through Saturday. Enjoy the veal. *smiles* Willow is terribly embarrassed now and tries to hide her face. Xander gets back on his stool. Oz reaches for a cup on his own.

Cordelia Why are you guys so hyper?

Oz takes a drink from Willow's cup.

Willow *nervously tries to cover* Hey! Speaking of people and things they do that aren't like usual, anyone notice Buffy acting sort of different?

Oz grimaces at the drink and puts the cup back on the table.

Xander Let's see, uh, killing zombies... uh, torching sewer monsters, and... No, that's pretty much the, uh, *grins weakly* same old Buffster.

Willow *concerned* Well, I just mean, you know, she's off by herself a lot more, and she's kind of... distracted.

Cordelia *smiles* Think maybe she has a new honey?

Willow A boyfriend? Why wouldn't she tell us?

Cordelia Excuse me? When your last steady killed half the class, and then your rebound guy sends you a dump-o-gram? It makes a girl shy.

Xander But we're the best of Buffy's bestest buds. She'd tell us.

Buffy *arrives behind them* Tell you what?

Willow About your new boyfriend, who we made up. Unless we didn't? *gives her an inquiring look*

Buffy *raises her eyebrows* This was a topic of discussion?

Oz Well, raised, but never discussed.

Cordelia So, are you dating somebody or not?

Buffy angles her eyes up and sways around a bit, considering what she should say.

Buffy I wouldn't use the word 'dating', *looks at them* but I am going out with somebody. Tonight, as a matter of fact.

Willow Really? Who?

Faith puts her hand on Xander's shoulder and pulls him aside a little so she can squeeze in.

Faith Yo, what's up? *nudges Buffy's shoulder* Hey, time to motorvate.

Buffy *puts her arm around Faith* Really, we're just good friends.

The two Slayers head out of the club together.

Cut to a cemetery. Buffy and Faith both roll onto their backs, side by side, each with a vampire on top of them. Buffy backhand punches her attacker while Faith struggles to get control over hers. Buffy's vampire tries to punch her, but she redirects his arm to hit the ground

next to her. Giles watches calmly while sitting behind them on a nearby bench. Buffy is still on her back while her assailant is now standing over her, throwing punches down at her. Faith log rolls away from them, taking her attacker with her. Giles takes off his glasses and begins to clean them.

Faith manages to roll on top of her vampire. She yanks him by the lapels of his jacket to a standing position, spins half-way around and throws him into a log roll over a stone bench. He hits the ground and keeps on rolling. Buffy is up now, and ducks a half-spinning jumping hook kick from her vampire, and then sidesteps to avoid a punch. Faith jumps up onto the bench and then back down to the ground. Her attacker aims a punch at her face, but rethinks his maneuver and decides to snap kick her in the gut. Thinking quickly, Faith grabs his foot and throws it over his head, forcing him to flip over in a back layout. He lands hard on his stomach. Buffy throws a punch at her assailant's face, but he ducks it. She tries for another one, but he blocks it. She then aims for his stomach with another punch, but is blocked yet again. The vampire tries to punch her, but she latches onto his arm and yanks him backwards, then forwards, and twists his arm, sending him flipping onto his back. Giles calmly watches and takes notes.

Faith has a firm grip on her attacker, and throws his head backward, sending him flying backwards onto a bench. His momentum carries him sliding over it. Faith jumps up onto the bench, following him over, ready to attack. Buffy sends her vampire spinning back to the ground with a two-kick combination of a roundhouse followed by a hook kick. She pauses for a moment to let

him get back up, and then roundhouse kicks him in the gut, followed immediately by a punch to his face as the momentum of her kick carries her around. Giles picks up his cup of coffee and continues his calm vigilance. Faith jumps down from the bench and roundhouse kicks her vampire in the face. Buffy roundhouse kicks hers again in the stomach. Faith punches her vampire in the stomach and takes aim with her stake. Buffy shoves hers against Faith's, and they end up back to back. The Slayers both plunge their stakes into their respective demons simultaneously, causing them both to explode into ashes. After the dust settles, they give each other a high-five and head over to Giles.

Buffy Synchronized slaying.

Faith New Olympic category?

Buffy to Giles Whadaya think?

Giles lowers his coffee cup, but keeps it held at mouth level.

Gwendolyn Sloppy.

They all turn to look at the woman who's just walked into view. Her hair is pulled up in a severe hair style, and she has a very serious look on her face.

Gwendolyn You telegraph punches, leave blind sides open and, uh, for a school-night slaying, take entirely too much time. Which one of you is Faith?

Giles looks back at the girls.

Faith Depends. Who the hell are you?

Giles turns back to the woman.

Gwendolyn Gwendolyn Post, Mrs. Your new Watcher.

The two Slayers exchange a look, then look over at Giles. He is still holding his cup and staring at Mrs. Post, too dumbfounded to speak.

Part I

The library. Giles is leaning against the stair railing, cleaning his glasses. Buffy is sitting near the middle of the large central table. There are several books lying open on it. Faith is standing by a corner of the table, addressing Mrs. Post, who is looking through some of Giles' collection.

Faith I'm telling you, I don't need a new Watcher. No offense, lady. *Gwendolyn looks at her* I just have this problem with authority figures. They end up kind of dead. She nods sarcastically and takes a seat next to Buffy.

Gwendolyn walking past the table Duly noted, and fortunately, it's not up to you.

Buffy and Faith exchange a look. Gwendolyn walks around the table below the railing of the upper level, looking around at the few stacks there are in the study area of the library, apparently unaware that the main stacks are up the stairs and through a set of French doors, well out of view.

Gwendolyn Mr. Giles, where do you keep the rest of your books?

Giles I-I'm sorry. *slips on his glasses* The rest?

Gwendolyn Yes, the actual library.

Giles gives her a confused look.

Gwendolyn Oh. *smiles thinly* I see.

Giles I can assure you, Mrs. Post, this is the finest occult reference collection...

Gwendolyn *interrupts* ...this side of the Atlantic, I'm sure. Do you have Hume's Paranormal Encyclopedia? Giles looks away, knowing that while his collection is superior, it is still not complete.

Gwendolyn The Labyrinth Maps of Malta?

Buffy gives him a hopeful look.

Giles It's on order.

Gwendolyn Well, I suppose that you have Sir Robert Kane's Twilight Compendium?

Giles Oh! Uh... *looks around* Yes, I... *spots the book* Yes! *pulls it out* Yes, I do. *holds it up*

Gwendolyn *unimpressed* Of course you do. *paces past him* I have been sent by the council for a very important reason. Faith needs a Watcher. I am to act in that capacity and report back.

Faith *leans forward in her chair* Excuse me, Mary Poppins, you don't seem to be listening.

Giles *interrupts* Faith, if the council feels that you need closer observation, then... we will all, of course, cooperate.

Faith leans back again, not at all happy with the situation.

Gwendolyn The council wishes me to report on the **entire** situation here, *to Giles* including you.

That takes Giles by surprise.

Buffy Mm! Academic probation's not so funny today, huh, Giles? *rolls her eyes innocently*

Giles glares at her. She just gives it right back to him.

Gwendolyn The fact is, there is talk in the council that you have become a bit too... *inhales* American.

Giles *taken aback* Me?

Buffy *surprised* Him?

Gwendolyn A demon named Lagos is coming here to the Hellmouth. *condescendingly* Mr. Giles, an illustration of Lagos, if you please.

Giles *a bit flustered* Oh, uh... *looks at the books on the table* Yes. Uh...

He sits at the table and begins to look through one of the books.

Gwendolyn Perhaps later.

Giles stops looking, very taken aback. He begins to seethe.

Gwendolyn Lagos seeks the Glove of Myhnegon. No record of this glove's full power exists, but we do know it is highly dangerous and must not fall into the hands of a demon. Lagos must be stopped.

Giles folds his hands over his books and looks up at her.

Giles What do you propose?

Gwendolyn Well, if it's not too radical a suggestion, I thought we might kill him.

Giles turns his head away from her and takes off his glasses.

Gwendolyn I suggest two Slayers at full strength for a coordinated hunt.

Buffy gives Faith a look. Faith just gives Gwendolyn an even stare.

Gwendolyn We believe the glove to be buried in a tomb somewhere, so Lagos will be headed for the cemetery.

Giles There is more than one in Sunnydale.

Gwendolyn I see. How many?

Giles Uh, twelve, within the city limits.

Gwendolyn *takes a deep breath* Well, we'll just have to take them one at a time.

Giles puts his glasses back on and starts to look through his books again.

Gwendolyn Anything in your books that might pinpoint the exact location of the tomb would be useful, but then, we cannot ask for miracles.

Giles lets his book drop to the table and makes a point of looking directly away from her, rubbing his fingers, keeping his cool.

Gwendolyn We will begin tomorrow at sunset. Faith... *Faith almost startles* With me, please.

She gives Faith a thin smile and walks from the library. Faith gives Buffy a glance, then follows her out. Giles visibly relaxes when they've gone.

Giles That was bracing.

He slaps his glasses onto the table and leans his lips into his fist.

Buffy Interesting lady. Can we kill her?

Giles *lowers his fist* I think the council might frown upon that.

His expression indicates he's considering it anyway, but soon discards the notion.

Giles Well... *stands up* How do you feel about a spot of training?

Cut to Angel's mansion. He and Buffy are practicing T'ai Chi in front of the great fireplace. Angel concentrates on the exercises, but Buffy watches his moves and does her best to mirror them. They each begin with their arms stretched high above and ahead of them, hands together. They lower their arms to waist level with a graceful bend at the elbows. Buffy glances over at Angel, watching his elegant movements. She turns her attention back to the exercise, and crosses her right wrist over her left. They both sweep their crossed arms in a wide arc from left to right, and then draw their hands in to their waists and make a quarter turn to their left, so that Buffy has her back to Angel. They both extend their arms and slowly raise them, never stopping their fluid movements, until their hands are again held high. Angel takes the two steps over to Buffy and puts his hands over hers. Buffy looks up at his hands on hers as he pulls her arms down and around her. She slowly turns to face him and angles her face up toward him. Their lips almost meet when Buffy suddenly pulls away and walks over to one of the two couches set at right angles to each other to get her things.

Buffy Uhh... I gotta go. Big night for us Slayer types.

Angel turns away, a confused expression on his face. Buffy pulls on her backpack.

Buffy People to see, demons to kill. *starts to leave* Better hurry before somebody figures out what we're doing.

Angel *pulls on his shirt* What are we doing?

Buffy *stops Training. quietly* And almost kissing.

Angel looks at her and steps toward her as he buttons his shirt. Buffy turns to face him.

Buffy Sorry. It's just... *smiles weakly* old habit. *loses the smile* Bad, bad habit to be broken.

Angel It's hard.

Buffy It's not hard. *with resolve* Cold turkey. That's the key to quitting.

They both look at each other for a long moment, knowing it's just not that easy.

Buffy *weakly and desperately* You think they make a patch for this?

Angel You have to go.

Buffy I really do.

Angel looks away as Buffy turns again to go. She only gets a couple of steps when she sighs and turns to face Angel again.

Buffy I'm gonna try and vent a little hormonal angst by going out there and killing a Lagos, whatever that is.

Angel faces her again upon hearing that demon's name.

Angel Lagos?

Buffy Some demon looking for some all-powerful thingamabob, *Angel sits, suddenly worried* and I gotta stop him before he unleashes unholy havoc, *sees his worried look* and it's another Tuesday night in Sunnydale.

Angel can't bring himself to look at her again, and so just stares off into space.

Angel Be careful.

Buffy turns and heads out of the mansion. Angel watches her back as she goes, and when she's gone, he gets up to start some work of his own.

Cut to the library. Giles is sitting at the large table reading through a book with a dozen other volumes open and spread out in front of him. Willow is standing behind the railing of the stack level behind him. Xander is standing at the end of the table. Giles looks up from his book.

Giles Oh, this is intolerable. *slams the book shut* There's not a word here about Lagos or the glove. *stands up* We don't have time for this *drops the book in frustration* near-missing. *turns to Willow and Xander* Just find out all you can about the demon, its-its-its strengths, its-its weaknesses, *begins to pace* its places of origin, *stops and yanks off his glasses* and most importantly, *points at Xander with his glasses* what it plans to do with this blasted glove.

Xander *gives Giles an annoyed smile* Hey, you're not the Watcher of me.

Giles Then go home. But if you choose to stay, then work.

He makes frustrated tracks into his office. Xander stares after him for a moment, then starts up the stairs to the stack level for more research. Willow steps over to meet him.

Willow Ugh... It's late. I'm tired. What does he want from us, anyway?

They head into the stacks.

Xander The number of a qualified surgeon to remove the British flag from his butt?

They stop at a spot where a few books are lying open on the floor and sit down. Xander takes one of them and starts to look through it.

Willow My eyes are all blurry.

She leans forward and rests her head in her hands for a moment, then starts rubbing her temples with her fingers.

Willow Ohh...

She moans as she rubs. Xander looks over at her, concerned. He sets down his book, nudges a bit closer and reaches over to do the rubbing for her. When she feels his fingers at her temples, Willow drops her own hands into her lap and lets him minister to her, letting out a few more moans.

Willow Oh, stop.

Xander Right. *continues rubbing* Stop means no... *keeps rubbing* And no means no, so, um... *finally stops* stop.

He leans back away from her. She sits up a bit. He takes his book again to continue his research. Suddenly Willow reaches for him, grabs his face and plants a hard kiss on his lips. Xander responds and puts his hands around her to pull her closer. They kiss passionately for a few seconds, when Giles suddenly comes walking by, his attention focused on a book in his hands as he reads. Willow and Xander don't notice him at all.

Giles Willow, Xander...

They stop kissing and quickly scramble to their feet.

Giles ...you can stop your, uh, studying.

They wipe and cover their mouths in guilt, but aren't yet sure if they've been caught since Giles is looking at a bookcase. Willow bites her nails nervously.

Giles I've got what I need.

Xander *trying to be cool* What have you got?

Giles Uh, the probable location of the Glove of Myhnegon. *faces them* It's, uh, housed in the Von Hauptman family crypt.

Xander Yeah, that's that big one over at the Restfield Cemetery.

Willow Yeah, well, that's great, Giles. Um, how'd you find it?

Giles I looked. *continues his reading*

Xander Where's Buffy at?

Giles Uh, I'm not sure.

Xander Well, I'll go check out this, uh, crypt. *starts out*
Um, tell her heads-up if she, uh, stops by. *leaves*

Giles Yes, by all means, go.

Willow *nervously* A-and I'll just keep studying. I think we're on the verge of a big Lagos breakthrough.

Giles *looks up from his book* No, I'd say we're done.

He starts back out of the stacks. Willow lets out a deep sigh, ridden with guilt and halfway convinced that they've been caught.

Cut to the streets at night. Faith and Buffy walk along as people and cars go by.

Faith Ronnie, deadbeat. Steve, klepto. Kenny... drummer. Eventually, I just had to face up to my destiny as a loser magnet. Now it's strictly get some, get gone. You can't trust guys.

Buffy You can trust some guys. *gets a doubtful look from Faith* Really, I've read about them.

Faith *laughs* Yeah. So, what about you?

Buffy You mean like, me and guys me?

Faith Mm-hm.

Buffy Not much to tell these days.

Faith Yeah, but you gotta have stories. I mean, I've had my share of losers, but you... you boinked the undead. What was that like?

Buffy Life with Angel's... was complicated. It's still a little hard for me to talk about.

Faith Well, try.

They stop walking.

Buffy Look, Faith, all the Angel issues are still kind of with me, so if you don't mind, I'd rather not.

Faith *shrugs* Yeah. *shrugs* Yeah, whatever.

Buffy looks away.

Faith You know what? We're oh for six tonight. Why don't we just blow this off?

Buffy Yeah. I am kinda beat. But-but Shady Hill's pretty close.

Faith I'll swing through it. It's on my way anyway.

Buffy Alone? I-I don't know if I'd...

Faith I got Miss Priss on my back now. I don't need another baby-sitter. I'll holler if I'm having any fun.

Buffy *smiles thinly* Okay.

Faith *nods down the street* Later. *goes*

Buffy Thanks.

She watches her go for a moment before turning and heading home.

Cut to Shady Hill cemetery. Faith walks around a hedge and into view, scanning the graveyard as she goes. Suddenly the lid of a stone coffin slams into the ground in front of her. She jerks back, startled but unhurt. In front of her she sees Lagos, a warrior demon, grabbing things

out of the coffin and throwing them aside as he quickly rummages through it.

Faith *to herself* Son of a bitch. It's my lucky day.

She starts to run toward him and jumps into a flying side kick to Lagos' back. He hardly budes and turns his head to see who is disturbing him. Faith grabs his arm and whips him around to face her. She backhand punches him in the face and instantly follows up with another swing to his face, then punches him in the gut and again in the face. She pushes him away slightly to get some distance between them, and then roundhouse kicks him in the side. Unfazed and tired of the interruption, Lagos grabs her by the neck and throws her high and far. She slams into the side of a mausoleum and falls to the ground. Lagos turns his attention back to the open coffin. Faith scrambles to her feet and starts to run at him again. Lagos hears her coming this time and turns to face her. She tries to grab his neck, but he blocks her arm and does an uppercut to Faith's diaphragm, which makes her airborne once again. She hits the ground hard and starts to struggle for breath. Lagos ignores her and goes back to his rummaging. He pulls the last of the coffin's contents out, sees that it's nothing he wants and throws it aside in disgust. He wastes no time getting out of there, stomping right past Faith, not giving her even so much as another glance. With her breath knocked out of her, Faith is unable to get up to pursue him.

Cut to Restfield cemetery. Xander finds his way through the gravestones to the Von Hauptman family crypt. His breathing is heavy and nervous. He finds the crypt and peeks at it from behind a bush, making sure no one and nothing else is around. He steps out from behind the bush, nervously looking around while he makes his way toward the crypt.

Xander *smiling, dripping with sarcasm* Hey, Giles, here's a nifty **idea** why don't I alleviate my guilt by goin' out and gettin' myself really, really killed?

He stops in his tracks when he thinks he hears a noise. Sure enough, a second later he can hear the sound of stone grinding against stone coming from inside the crypt. He swiftly ducks behind a group of bushes, crouches down and waits to see who will come out. A figure soon comes out of the crypt and pulls the door closed. In its arms it holds something wrapped in a bunch of rags. The figure turns its back to Xander as it grabs the outer iron gate and swings it closed as well. Xander rises up just a bit so he can better see who it is. The figure turns around again and begins to cautiously make its way out of the graveyard. As it nears Xander, he sees that it's Angel. Xander doesn't take his eyes off of him as he walks past. When Angel is far enough ahead of him, Xander comes out from behind the bushes, pulls out his stake

and starts to follow.
Cut to the atrium at Angel's mansion. Xander sneaks down the stairs to the main gallery and tiptoes over to

a window where he can see inside. There, to his shock, he sees Buffy with Angel, kissing passionately.

Part 2

Angel's mansion. He and Buffy are kissing passionately. The camera circles around them as they continue kissing. Suddenly Buffy breaks it off and takes a couple of steps backward and looks away from his face.

Buffy Oh, God...

Angel *confused* Buffy...

Buffy What am I doing? *looks up at him* What are **you** doing?

Angel *still confused* I don't know.

Buffy Shame on you!

Angel doesn't know how to respond to that. He puts his hand to his forehead. Buffy heads over to her things on the couch.

Buffy Oh, God, I... I don't even know why I came back here.

She starts to pull on her jacket. Angel steps over and takes it from her hands.

Angel It's good you did.

Buffy looks up to him, waiting for an explanation.

Angel I think I have what you're looking for.

He leads her by the hand over to a pedestal where the thing he got from the crypt lies, still wrapped up in rags.

Buffy Great... Just, wherever this was gift-wrapped, remind me not to shop there.

He unwraps the rags to reveal their contents. It's an ancient-looking glove made of leather, chain mail and plate mail. There are small spikes along the plates that cover the back of the hand and the forearm. Ringed around the opening are ten hinged claws that look something like crab legs, but made of steel and very sharp.

Angel Glove of Myhnegon.

Buffy The world's ugliest fashion accessory.

She reaches out to touch it. Angel quickly stays her hand with his.

Angel No, don't. Once you put it on, the glove can never be removed.

Buffy So... no touching. *nods, looks at their hands* Kinda like us.

Angel gets the hint and releases her hand. He wraps the glove back up in the rags.

Buffy You hold on to it. I'll... I'll tell Giles in the morning. At least he'll be happy.

Cut to Giles' apartment. He is researching through a book at his desk. Gwendolyn walks in front of the camera and around to Giles' side. He seems to have found something.

Giles Ah! Yes. There we are.

In the book is a sketch of a battle scene with an inset of the glove. It resembles the real thing only vaguely. He sets the book down for her to see.

Giles There's a wood engraving. See? The Glove of Myhnegon.

Gwendolyn *looks at it, unimpressed* Yes, engraved by Father Theodore of Wolsham.

Giles Yes.

Gwendolyn Based, I believe, on very sketchy and unreliable folk legends. The pictures are fun to look at, Mr. Giles, but one really ought to read the nice words as well.

Giles looks up from the books, but stares ahead, not wanting Gwendolyn to see the look of raw annoyance in his eyes. In the kitchen the tea kettle begins to whistle.

Giles Ah. *stands up* Yes. *puts his hands in his pockets* Some tea, perhaps?

He strides into the kitchen. Gwendolyn takes the few steps over to the bar where he has two cups already set out for the tea and sits on one of the stools. Giles grabs the kettle from the stove.

Gwendolyn I know that you must find me tiresome, but it's insidious, really.

Giles pours the hot water into one of the cups. Gwendolyn looks down at the teabag in her still empty cup, takes it out and sets it aside.

Gwendolyn A person slips up on the little things, and soon everything has gone to Hell in a handbasket.

Giles doesn't say anything to her rejection of his teabag. She opens her purse and pulls out a small box with her own supply of tea.

Gwendolyn For example... Buffy, your Slayer...

Giles *struggling to control his voice* Mrs. Post... *pours her hot water* I can assure you that Buffy is both dedicated and industrious, and I am in complete control of my Slayer.

Suddenly his apartment door whips open, and Xander runs into the room.

Xander Giles! We have a big problem. It's Buffy.

Gwendolyn give Giles a snooty look.

Giles Will you excuse us?

He walks very stiffly from the kitchen and nods to Xander to follow. They go to the far side of the room and whisper between themselves. Gwendolyn takes her own teabag and puts it in her cup to steep.

Gwendolyn Would you like some assistance?

Giles and Xander stop their whispering and look at her.

Giles *smiling thinly* Thank you. That won't be necessary.

They go back to their private discussion. Gwendolyn looks at her cup to see how far along her tea is.

Cut to Sunnydale High. Cut to the library. Giles paces slowly in the main area. Behind him the door opens, and he hears someone walk in. He slowly turns to see that it's Buffy.

Buffy Lagos is out of luck. I got the magic mitten thingy. *She stops to see that Xander, Cordelia, Oz and Willow are all sitting at the center table looking as glum as Giles does.*

Buffy What's with all the tragedy masks?

Giles *indicates a chair* Better take a seat, Buffy.

Xander gets up out of his chair, nudges it over a bit so it's at the head of the table, and steps away to stand next to Cordelia. Buffy slowly steps over to the chair.

Buffy What's going on? *sits*

Giles We know Angel is alive. *Buffy looks shocked* Xander saw you with him. It would appear that you've been hiding him and that you lied to us.

Buffy looks away, trying to absorb this new turn of events.

Willow Nobody's here to blame you, Buffy. But this is serious. You need help.

Buffy *looks up at Willow* It's not what you think.

Xander Hope not. Because I think you're harboring a vicious killer.

Buffy can't believe Xander's callousness.

Willow *trying to mediate* This isn't about attacking Buffy. Remember, 'I' statements only. 'I feel angry.' 'I feel worried.'

Cordelia Fine. Here's one: I feel worried... about me! Last time around, Angel barely laid a hand on Buffy. He was **way** more interested in killing her friends.

Buffy But he's better now.

Xander Better for how long, Buffy? I mean, did you even think about that?

Buffy *stands up* What is this, Demons Anonymous? *starts to leave* I don't need an intervention, here.

Giles Oh, don't you? *Buffy stops and faces him* You must've known it was wrong seeing Angel or you wouldn't have hidden it from all of us.

Buffy *desperate and defensive* I was going to tell you, I was. I-it was just that I... I didn't know why he came back. I just wanted to wait.

Xander For what? For Angel to go psycho again the next time you give him a happy?

Buffy *raising her voice defensively* I'm not going to... *raises her hand to him* We're not together like that.

Oz But you were kissing him.

Willow gives Oz a quick look, then looks at Buffy, worried. Buffy thinks about the implication of Oz's accusation, and looks at Xander.

Buffy You were spying on me? *steps toward him* What gives you the right?

Cordelia What gives you the right to suck face with your demon lover again?

Buffy *defensive again* It was an accident.

Xander What, you just tripped and fell on his lips?

Buffy It was wrong, okay? I know that, and I know that it can't happen again. But you guys have to believe me. I would never put you in any danger. If I thought for a second that Angel was going to hurt anyone...

Xander ...you would stop him. Like you did last time with Ms. Calendar.

Buffy is completely taken aback by Xander's totally insensitive and unfair attack, and can't utter a word in response. Willow senses that it's time to intercede.

Willow *nervously* Buffy, I feel that when it comes to Angel, you can't see straight. And that's why we're, we're all gonna help you face this.

Buffy But he's better now. I swear. Look, you guys, he's the one that found the Glove of Myhnegon. H-he's keeping it safe for us in the mansion.

Xander *spreads his arms* Right! Great plan. Leave tons of firepower with the Scary Guy, and leave us to clean up the mess.

He makes tracks to leave the library, intent on doing something about this. Buffy takes him by the arm and spins him around to face her.

Buffy You would just love an excuse to hurt him, wouldn't you?

Xander I don't need an excuse. I think lots of dead people actually constitutes a reason.

Buffy Right. This is all nobility. This has nothing to do with jealousy.

Xander gives her a haughty grin, but is interrupted before he can continue.

Cordelia Hello? Miss Not-Over-Yourself-Yet?

Buffy *shakes her head in warning* Don't you start with me.

Cordelia looks to Giles for support.

Willow *upset* Giles, no one's doing the 'I' statements!

Giles That's enough! Everybody. Now, Buffy knows our concerns, and her actions, however ill-advised, can be understood. *Cordelia shakes her head* Our... priority right now is to retrieve the Glove of Myhnegon and try to destroy it. Now, all of you, back to classes.

One after the other they all get up, gather their things and go. Giles goes into his office, his hands firmly stuffed into his pockets. Once there he takes off his jacket and

hangs it around the back of his chair. Buffy follows him and stops by the office door.

Buffy *uneasily* Thanks for the bail in there.

Giles doesn't face her, and instead unbuttons his vest.

Buffy I know this is a lot to absorb, but Angel did find the glove, and that was a good...

Giles *interrupts* Be quiet. *slowly turns to face her sternly* I won't remind you that the fate of the world often lies with the Slayer. What would be the point? Nor shall I remind you that you've jeopardized the lives of all that you hold dear by harboring a known murderer. But sadly, I must remind you that Angel tortured me... for hours... for pleasure. You should have told me he was alive. You didn't. You have no respect for me, or the job I perform.

Buffy averts her eyes in shame. Giles turns back to his desk, sits down and leans back in thought. Buffy just stands in the doorway for a long moment before leaving quietly.

Cut to Faith's motel room. There is a knock at the door. Faith opens it, stake raised and ready. She is surprised to see Gwendolyn standing there. She lowers the stake as Mrs. Post enters.

Gwendolyn A word of advice? Vampires rarely knock. Especially in daylight. *closes the door*

Faith Oh, right.

Gwendolyn *looks around* So... this is your home.

Faith Yeah. *gestures around the room* The decorator actually just left.

Gwendolyn Faith, do you know who the Spartans were? *leans against the dresser*

Faith Wild stab: a bunch of guys from Spart? *sits on the bed*

Gwendolyn They were the fiercest warriors known to Ancient Greece. And they lived in quarters very much like these. Do you know why? Because a true fighter needs nothing else. I'm going to be very hard on you, Faith. I will not brook insolence or laziness. And I will not allow blunders like last night's attack. You will probably hate me a great deal of the time.

Faith *smiles sardonically* You think?

Gwendolyn *steps over to the bed* But I will make you a better Slayer, *sits next to Faith* and that will keep you alive. You have to trust that I am right. God only knows what Mr. Giles has been filling your head with.

Faith Giles is okay.

Gwendolyn *stands* His methods are unfathomable to me. I find him entirely confounding. But that is not important. Let him have his games and secret meetings.

Faith What meetings?

Gwendolyn Oh, I don't know. Something with Buffy and her friends.

Faith Oh, right. I guess that doesn't include me.

Gwendolyn And why does he let her socialize so much? It hardly seems... No matter. Would you like to do some training?

Faith Training? *stands up* As in kicking and punching and stabbing?

Gwendolyn *smiles* Yes, that's the idea.

Faith I'm your girl.

Cut to the halls at Sunnydale High. The bell rings. Buffy walks around the corner and stops when she sees Willow at her locker. She takes a breath to calm herself and heads over to her friend.

Buffy Hey.

Willow Hey! *continues gathering her stuff*

Buffy So on a scale of one to a million, how much are you hating me right now?

Willow *jumpy, trying to hide her feelings* Zero. You were scared, you kept a secret, you know? *zips closed her backpack* That's-it-it's okay. I mean, secrets aren't bad. You know, they're normal. *slips her pack onto her shoulder* They're better than normal. They're good. Secrets are good. Must be a reason why we keep them, right? *closes her locker*

Buffy Yeah, I guess.

They start down the hall.

Willow So, are you going to the Bronze tonight, or, uh, are you gonna sneak away for a not-so-secret rendezvous with Angel?

Buffy None of the above. I'm gonna try and kill this Lagos guy. Peace offering to Giles.

Willow Well, Angel has the glove now, right?

Buffy Yep. But Lagos doesn't know that. I figure sooner or later he's bound to show up at that crypt looking for it.

Willow Ah, but instead he finds a Buffy in a not-so-good mood.

Buffy That's my brilliant plan.

Cut to the Bronze that evening. Xander makes his breaking shot at a pool table. He goes over to the pocket where he accidentally sank his cue ball, retrieves it and walks back around the table to continue practicing. Faith approaches the table.

Faith You look pissed.

Xander Rough day. *chooses his shot*

Faith Tell me about it.

Xander *places the cue ball* Rather just shoot. *aims his cue stick*

Faith Don't think I don't know what you and your pals were talking about behind my back today.

Xander *takes his shot* Yeah? And what was that? *looks for his next shot*

Faith More about this glove deal than you're saying.

Xander The Glove of Myhnegon? Right. *aims his cue stick* How'd you **like a hit of some real news** Angel's still alive.

He takes his shot and starts walking around the table again, looking for his next shot. Faith looks at him in wide-eyed surprise.

Faith The vampire.

Xander Back in town. Saw him myself. Toting the popular and famous glove.

He bends down again to take aim for his shot.

Faith Angel.

Xander makes this shot and watches the balls ricochet.

Faith Guy like that, with that kind of glove, could kill a whole mess of people.

Xander Said the same thing to Buffy myself. Weird how she didn't seem to care. *aims for his next shot*

Faith Buffy knew he was alive.

Xander takes his shot.

Faith I can't believe her.

Xander *walks around the table* She says he's clean.

Faith Yeah, well, I say we can't afford to find out. *has Xander's full attention* I say I deal with this problem right now. I say I slay.

Xander Can I come?

He puts down his cue stick and they head out.

Cut to Giles' office at the library. He is researching at his desk. He hears footsteps and turns around to stand up and see who it is.

Gwendolyn You wanted to see me, Mr. Giles?

Giles *grabs his coat* Yes. I do apologize for bringing you in at this late hour. *pulls it on*

Gwendolyn Please. A good Watcher must be awake and alert at all hours.

Giles Would you like some tea?

He tosses his glasses onto his desk and steps over to his tea-making implements to prepare his teapot and two

cups.

Gwendolyn God, yes, please. I'm completely knackered. *goes to Giles' chair* I spent the afternoon training with Faith. *sits* She doesn't lack for energy.

Giles *chuckles* She's your first Slayer, I take it?

Gwendolyn If you're questioning my qualifications...

Giles No, I'm not. *pours water from the kettle into his teapot* I, uh, have the utmost respect for your methods... *faces her, holding the teapot* in my own American way. *leans against his desk* I also have the glove. *Gwendolyn looks at him expectantly* Oh, not actually on me, but, uh, I believe it's safe. It's in a mansion on Crawford Street. A-a-a friend of Buffy's is keeping it there.

Gwendolyn *stands up* Well. We must get to it. Immediately. Hide it before someone else finds it.

Giles Or better still, destroy it.

Gwendolyn *surprised* Destroy it?

Giles *stands up and sets down the teapot* Yes, I-I... I didn't think it could be done either, but... *goes to his desk for a book* It involves transforming fire *show her the book* into Living Flame and immolating the glove. *Gwendolyn reads the pages where Giles indicates.*

Giles I-i-it's complex, but, uh, I believe I have all the necessary materials.

He goes back to his desk and checks his gathered inventory.

Gwendolyn Well, *puts the book down* I must say, Mr. Giles... Good show.

She steps up behind him and hits him across the back of the neck with a wooden tribal statue. His knees give and he stumbles, but doesn't fall. He turns to face her, giving her a stunned look.

Gwendolyn Good show indeed.

She swings the statue again at his temple. It hits him hard, and he falls unconscious to the floor.

Part 3

The Restfield Cemetery in front of the Von Hauptman family crypt. Willow paces and Buffy sits on a stone bench while they wait for Lagos to show up.

Willow Um, not to downplay my own slaying abilities, which in some circles are considered formidable, but shouldn't Faith be here?

Buffy I tried calling, but no one was home. Look, if you're feeling any demon-o-phobia, please, splitting is totally an option. You're not the one in trouble with Giles.

Willow That's true. *continues pacing*

Buffy How long do you think he can stay angry at me, anyway?

Willow The emotional marathon man? *shrugs*

Buffy Yeah. I can't really blame him. It's weird, though. Now that my secret... Angel, it's all out in the open... I feel better.

Willow Well, **sure** you do. This big burden's been lifted. I mean, keeping secrets is a lot of work. *stops pacing* One could hypothetically imagine.

Buffy You have no idea.

Willow *laughs uneasily* None whatsoever. But... *sits next to Buffy* Can I ask you a question? *Buffy nods* When you were with Angel and nobody knew about it, did that make it feel, you know, sexier somehow?

Buffy Not really. It's too much pressure. After a while, it even makes the fun parts... not so fun.

Willow *disappointed* Oh.

Buffy *wondering what's up* What makes you think all this secret stuff is sexy, anyway?

Willow *nervously defensive* Nothing. I'm just wondering. Gotta keep asking the big old questions when you're blessed with this girl's thirst for knowledge and... *gives in* Okay. There's something I have to tell you.

Buffy What?

Willow *gets up* Okay. This will make me feel better, right? You know, I always consider myself a good person. Floss, do my homework, never cheat. But lately, and please don't judge me on this, but I want you to be the first to know that, that... *sees Lagos* there's a demon behind you.

Buffy looks behind her and kicks her legs up to spin herself around on the bench. She uses the momentum of the spin to start a running attack. She jumps into a twin pike kick to Lago's stomach. It has no real effect on Lagos, just making him take a step backward as she falls flat to the ground. Willow looks on, worried and unable to help. Lagos reaches down for Buffy and grabs her by the neck. He pulls her up only to flip her back down to the ground in a sloppy front tuck. She lands hard on her back. Willow wants to help, but can only watch. Buffy gets to her feet and comes at Lagos with a combination of a punch to the gut and the face, a half spin, a backhand punch to the face, another half spin and another backhand punch. She tries for an elbow jab, but he blocks it, grabs her arm and reaches for her leg, and lifts her up above his head. Willow is afraid for her friend and waves her hands wildly in protest.

Willow Don't...

Lagos suddenly drops Buffy, and she lands hard on her back. Willow cringes at the sight. Buffy quickly gets to her feet and steps to her right as Lagos swings a fist at her head. He misses her and smashes his fist into a stone cross. Taking advantage of the opening, Buffy steps in and front snap kicks him in the gut, following up with a roundhouse kick to his face, a full spin and another roundhouse kick to his crotch. Lagos doubles over in pain. Willow winces at how painful it looked. Buffy spies the battle-ax on his back.

Buffy Now we're talking.

She grabs the ax, pulls it from its sheath and swings it around as Lagos straightens back up. In one stroke Lagos is suddenly headless. His head rolls along the ground a ways before coming to rest. Willow pumps her fists into the air in front of her.

Willow Yes!

She quickly plays down her gesture into crossed arms. Buffy comes walking back to her.

Buffy Sorry about that. So, what were you saying?

Willow Oh, I... *decides against a confession* I opened

my SAT test booklet five minutes early. *Buffy gives her a blank look* Just doesn't seem important now, does it?

Buffy *smiles* Your secret's safe with me. *looks at Lagos' body* Come on. Let's go bring Giles some happiness.

She shoulders the battle-ax, and the two girls head for the library.

Cut to the library. Faith and Xander barge in and head for the cage, and the weapons cabinet within.

Xander Good old Sunnydale library. Fully equipped with reference books, file cards... *opens the cabinet doors and weapons.*

Faith Beauty. *reaches in*

Xander I call crossbow. *reaches for it*

Faith You got it.

They gather an array of weapons. Xander grabs some bolts for the bow. They close the doors when they have what they want.

Xander All right, ready to go?

Faith That I am.

They start to head out, when Xander hears a moan coming from Giles' office.

Xander Wait.

Faith What?

Xander hurries into the office. He sets down the crossbow when he sees Giles on the floor and kneels down to help him.

Xander Oh, my God. It's Giles! *holds his head* Giles, can you hear me? *looks around* What the hell happened?

Faith Gee, let me guess.

Xander *trying not to panic* Stop. Hold it. Just think a minute.

Faith Yeah, I'm thinking. Thinking Buffy's ex-meat did this.

Xander *grabs the phone* It's not Angel's style. *dials 911*

Faith The guy's a demon! How much more proof do you need?

Xander Bite marks would be nice. *into the phone* Yeah, I have a medical emergency. Sunnydale High.

Faith Screw this waiting crap. *starts to go*

Xander Faith, if we leave, Giles could die!

Faith *from the checkout counter* Yeah, and he's gonna have a whole lot of company, unless I do something permanent. *starts to go again*

Xander Wait!

Faith For what? You to grow a pair? You handle the baby-sit, and I'm gonna kill Angel. *strides out*

Xander Damn it!

He waits on the phone, holding Giles' head.

Cut to Angel's mansion. He has a fire going in an urn and several small bowls of powders in various colors on a small table.

Angel Exorere, Flamma Vitae. Prodi ex loco tuo elementorum, in hunc mundum vivorum.

Translation Arise, Flame of Life. Come forth from your place of the elements, into this world of the living.

He shakes some of a green powder into his hand, throws it into the flame, and it begins to burn green.

Angel Exorere, Flamma Vitae. Prodi ex loco tuo elementorum, in hunc mundum vivorum.

Translation Arise, Flame of Life. Come forth from your place of the elements, into this world of the living.

He shakes some of a red powder into his hand, throws it into the flame, and it begins to burn red.

Cut to the library. Buffy and Willow open the doors and walk in.

Buffy Giles is gonna be psyched that we showed up stuffy old Mrs. Post.

They see the paramedics there with Giles on a gurney. Buffy tosses the battle-ax over the counter.

Buffy Oh, my God. *runs to Giles' side*

Paramedic *into her radio* Sunnydale Medical...

Buffy What happened?

Paramedic *into her radio* ...Caucasian male, mid-forties...

Buffy Giles...

Paramedic ...blunt object head trauma. Notify ER, we're bringing him in.

Buffy What happened?

Paramedic No time for this. *starts to wheel him out*

Giles *feebly* Wait... *the paramedics stop* Buffy, you must... must destroy the glove.

Paramedic *sternly* You want him to live? Get out of the way.

She and her partner quickly roll Giles from the library.

Giles Use... Living... Flame...

Paramedic Move!

They slam the library doors open with the gurney and turn down the hall. Willow looks at Xander, worried and wanting to know what went down. Buffy watches until the gurney has disappeared, then also turns to Xander for an explanation. He just gives her a blank stare.

Buffy What happened?

Xander Your boyfriend's not as cured as you thought.

Buffy What makes you think that Angel had anything to do with this?

Xander We saw what you saw.

Buffy So you just assume?

Xander I didn't. Faith did.

Willow gives Buffy a concerned look.

Buffy *very worried* What did you tell her?

Xander Only what everyone knows. She's a big girl. Came to her own conclusions.

Buffy *angry* How much of a head start does she have?

Xander Ten minutes.

Buffy *steps over to Willow* Go through Giles' research. Figure out how to destroy the glove.

She glares at Xander for a second, not believing that he could actually do such a thing, and then runs from the library. Willow watches her go, then looks at Xander accusingly. He tries to say something, but Willow doesn't let him get a single word out.

Willow Shut up and help me.

She heads for Giles' office. Xander follows close behind.

Cut to Angel's mansion. The red Living Flame burns intensely in the urn. Angel turns around to get the glove, but stops when he sees Gwendolyn walk in. He stares at her unwaveringly.

Angel What do you want?

Gwendolyn Gwen Post. Mr. Giles sent me.

Angel What for?

Gwendolyn To help you destroy the glove. *looks at the urn* Is that the Living Flame?

Angel Yes.

Gwendolyn *goes to the table by the urn* Look, I'm sorry to be so abrupt, but Lagos is on his way here now. *looks it over* If you're performing the ritual incorrectly, it will only make the glove more powerful.

Angel Alright. *steps up to the flame*

Gwendolyn Good. Where is the glove?

Angel It's in the trunk.

He turns around again to get the glove from the trunk. Gwendolyn grabs a shovel that's leaning against the table and swings it hard into his head. He falls to the floor unconscious.

Gwendolyn That's what I love about this town. Everyone's so helpful.

Part 4

Angel's mansion. Gwendolyn hurries over to the trunk and tries to open it. She finds it locked.

Gwendolyn Bugger.

She tries yanking at the old padlock, but it doesn't give.

Gwendolyn Bugger!

She takes the shovel and jams it into the padlock a few times. The old lock breaks readily. She reaches down to

remove it. Behind her Angel gets up from the floor sporting his game face.

Angel Okay...

Gwendolyn looks at him in surprise.

Angel That hurt.

Gwendolyn *holds the shovel defensively* It was supposed to kill you. If you'd been human, it would have.

But... *breaks the handle over her knee* I believe this is your poison.

She swings at Angel's midsection with her long makeshift stake, but he sidesteps her to avoid the blow. She swings back the other way, but this time aims for his face, and he ducks it. She swings again, but Angel middle blocks the hit and takes the opportunity to punch her in the face. She falls down hard and loses her grip on the shovel handle. She scrambles onto all fours and starts to make a run for it. Angel circles around the urn with the Living Flame, grabs her by the back of the neck as she rises to her feet, pushes down on her neck to stop her and throws her against a wall. She slides to the floor nearly unconscious. Angel grabs her by the shoulder just as Faith barges in holding a long club with a steel hook embedded in the business end.

Faith Mrs. Post!

Angel lets go of Gwendolyn, roars and faces his new adversary.

Faith *intensely angry* I can't believe how much I'm gonna kill you.

Angel *stands his ground* You're **not** getting that glove.

Faith You wanna bet?

Before she has a chance to attack with her club, Angel does a low in-to- out crescent kick, knocking it from her hands. Faith body checks him, but he easily absorbs the blow, taking only a slight step backward. Gwendolyn begins to come to, and watches the fight. Angel does a backhand swing to Faith's head, making it snap back and to the side. She whirls back around, infuriated, and delivers a backhand punch to his face followed immediately with another punch. Angel tries to return with a punch, but he swings too wide, and Faith has plenty of time to duck it. Angel's follow through leaves him in an awkward position, and Faith takes immediate advantage. She bends over his right side and holds onto him for support as she kicks up backwards, hitting him in the head with a reverse snap kick. He is dazed with pain. She steps away from his side and stomps down on the back of his right knee, causing him to collapse. Faith grabs Angel by the shirt and launches him into the air. He lands on one side of the couch and backrolls over the coffee table to the other section set at a right angle. He is severely stunned. Faith runs over to him, sees that he is defenseless and raises her stake. She swings down hard with it directly at his chest, when out of nowhere an arm reaches in and stays her swing. She looks to her side and sees that it's Buffy.

Faith *very confused* What?

Buffy grabs her by the waist and throws her away from Angel.

Cut to the library. Willow and Xander are grinding and

mixing powders for the spell to invoke Living Flame.

Xander Think we got it?

Willow Well, it's either the catalyst for Living Flame or just some really smelly sand. *looks at Xander, worried* We'll have to test this.

Xander I'll double-check.

He reads through his book, and Willow notices his suddenly intent stare while reading.

Willow What?

Xander I know what the glove does.

He angles the book so she can read and points to a passage. She quickly absorbs the information.

Willow There's no time to test this.

She quickly grabs a plastic bag and pulls it open. Xander blows out the candles on the table, grabs the grinding bowl and pours the mix into the plastic bag. Willow spins the neck of the bag to seal it, and they both race out of the library.

Cut to Angel's mansion. Buffy is faced off against Faith, ready to fight.

Buffy I can't let you do it, Faith.

Faith *You're confused, Twinkie. smiles ironically* Let me clear you up. *points at Angel Vampire. points at herself* Slayer. *points at Angel again* Dead vampire.

Buffy There's a lot that you don't understand.

Gwendolyn *groggy* Faith...

The two Slayers look over at her.

Gwendolyn *weak from her fight* She doesn't know. She's blinded by love.

Buffy Faith, no.

Gwendolyn Trust me.

Faith looks back and forth between them.

Buffy *drops her guard* Faith, we can figure this out...

Faith does a full spinning hook kick to Buffy's face. She takes the hit hard, falling to her knees. Faith delivers two roundhouse kicks to Buffy's gut while she's still on the floor. Buffy stands up and does an uppercut punch to Faith's right arm, knocking the stake from her hand. Buffy backhand punches Faith in the face, and punches her in the chest. She shoves Faith backward, and Faith takes a few stumbling steps, trying to steady herself. Buffy does a jumping double roundhouse kick, alternating her legs, both of which are blocked by Faith. Buffy tries a backhand punch, but Faith blocks it. Buffy whirls around and punches Faith in the face with her other hand, catching Faith off guard. Faith leans in again and tries to punch Buffy, but she middle blocks it and punches Faith in the gut and again in the face. Faith drops to the floor, but thinks fast and tries to sweep kick Buffy's legs out from under her, but Buffy jumps to avoid it. Faith scrambles back up, and the two girls face off again. Buffy blocks two roundhouse kicks from Faith.

Buffy tries a high out-to-in crescent kick, which Faith easily ducks. Faith rises back up and does a spinning back kick that hits Buffy squarely in the back, sending her to her knees. Faith rushes up behind her and grabs her in a choke hold around her neck. Buffy grabs Faith's arm and twists her body around, trying to throw Faith off, but to no avail. She grabs Faith's fingers and pulls them backward, cracking her knuckles.

Faith Auuuugh!

Now Buffy is able to throw Faith off with a twist of her body, and both girls end up on the floor. Faith rolls into a wall, hitting her back against a corner. Buffy scrambles to her feet and runs at Faith, but she snaps out her leg and trips Buffy, making her fall again. Buffy rolls over her back and to her knees. While she is still crouched, Faith comes in for an axe kick, trying to hit her on the way down. Buffy cross blocks her leg, grabs her ankle and raises her arms, throwing Faith off balance and to the floor. Faith quickly gets to her feet, and the two Slayers face off once again. Buffy rushes Faith and grabs her by the waist. The two of them go crashing through the French doors out into the atrium. When the glass has fallen, they both roll away from each other and to their feet, facing off a fourth time. Faith gives Buffy an angry look, spins all the way around and backhand punches Buffy in the face. Faith tries another backhand punch, which Buffy blocks. Faith punches Buffy in the gut and does another backhand punch to her face, this time connecting and forcing Buffy to her hands and knees. Faith advances on her, but Buffy does a crouching back kick to her stomach, making her stagger backward into a metal garden chair. She quickly gets up, grabs the chair and throws it at Buffy, who sidesteps it, and it clangs to the stone walk.

Cut inside. Xander and Willow come running into the mansion and find Gwendolyn still dazed by the wall.

Gwendolyn The glove! It's in the trunk.

Xander reassuringly We'll get it.

Gwendolyn to Xander Help Faith.

Cut to the atrium. Faith does a half-spinning crescent kick, which Buffy ducks, but gets hit instead with Faith's next roundhouse kick. Faith swings a punch at Buffy, but she ducks it and blocks a backhand from Faith as well. Buffy fakes a punch and instead elbows Faith in the gut. Faith ducks the next punch. Buffy pushes Faith backwards and does a half spinning hook kick to her face, almost making her lose her balance.

Cut inside. Xander looks up at the two Slayers fighting it out. He rushes out to intercede. Willow helps Gwendolyn to her feet.

Cut to the atrium. Faith does a jumping roundhouse kick, which Buffy ducks. Xander comes rushing out

through the broken doors.

Xander What are you... sees them faced off again and gets between them Stop! Guys, listen!

Faith grabs him by the shirt and throws him into a lamp-post. He bounces off of it and hits the stone walkway hard. Back at the doorway, Buffy does a diving punch, knocking Faith in the head and making her cry out in pain.

Cut inside. Gwendolyn makes a beeline for the trunk with the glove. She throws the lid open and unfolds the rags wrapped around the glove. Reverently she takes the glove out of the trunk and cradles it in her hands.

Gwendolyn smiling wickedly Finally.

Behind her Willow is confused by her words and actions. Sensing Willow's proximity, Gwendolyn swings the glove around in a wide arc, hitting her in the face. She falls to the marble floor unconscious.

Cut to the atrium. Faith punches, but Buffy blocks. Buffy tries to punch, but is also blocked. Faith tries again, and is blocked again. Buffy grabs onto Faith's throat, and Faith reaches up to try to pry Buffy's hand off of her.

Cut inside. Gwendolyn holds the glove in her left hand and looks down at it. Slowly she slides her right arm into the glove. Once it's inside, she makes a fist with the clawed fingers. Suddenly the metal claws surrounding the glove's opening begin closing, puncturing her arm one at a time until all ten have become permanently embedded in her forearm's flesh. She holds up her gloved arm and smiles maniacally at the sight, seemingly oblivious to the pain. She extends her arm above her, up toward the huge skylight and recites the Gaelic spell that will invoke the power of the glove.

Gwendolyn Taou huogan maqachte milegaing!

Translation Be mine, the power of Myhnegon!

Up in the sky lightning strikes and thunder booms. Outside Buffy and Faith stop their fighting to see what's going on. Inside Gwendolyn breathes excitedly as she waits for the power to become hers. Lightning strikes again above the skylight. Outside Buffy and Faith stare at Gwendolyn, still holding onto each other, not yet willing to take the chance on releasing their grip. Inside Gwendolyn stares intently up at the sky, awaiting her reward for being the new wearer of the Glove of Myhnegon. Outside the two Slayers realize their fight is no longer with each other, and let go.

Faith What's going on?

Gwendolyn allows herself to be distracted, lowers her gloved arm and looks over at Faith.

Gwendolyn smiling maliciously Faith! A word of advice: you're an idiot.

Faith and Buffy both look at her in disbelief. Gwendolyn once again raises her arm to the sky and utters the words

that will call forth the power of the glove.

Gwendolyn Tauo freim!

Translation Be free!

On the floor Willow wakes up and turns around just in time to see a blindingly bright bolt of lightning smash through the skylight and strike the glove. Shards of shattered glass fall everywhere, but Gwendolyn ignores them and rejoices in her new-found power. She turns to face the Slayers and extends the glove toward them.

Gwendolyn Tauo freim!

Translation Be free!

The bolt of energy leaps from the glove at the two girls. They scramble out of the way, and the bolt hits a tree in the atrium, instantly setting it ablaze. Buffy and Faith look at it in amazement, then turn their attention to what they can do about Gwendolyn. Angel also comes to now, and quickly takes in the situation. Willow gets to her feet and begins backing away, stiff with fear, staring at Gwendolyn in shocked horror. The would-be Watcher spins around and aims the glove at her.

Gwendolyn Tauo freim!

Translation Be free!

Thinking fast, Angel jumps to his feet and rushes toward Willow. A lightning bolt shoots through the skylight, hits the glove and is redirected at Willow. Angel reaches her just in time and roughly tackles her to the floor out of harm's way. The bolt hits the fireplace instead and leaves a deep scorch mark in the marble. Outside Buffy comes up with a plan.

Buffy to Faith Can you draw her fire?

Faith You bet I can.

Buffy Go do it.

Faith gets to her feet and runs into the mansion. Gwendolyn sees her coming. Faith ducks into a hallway and keeps running. Gwendolyn surmises that Faith will appear at the other hallway leading from the opposite end of the room, and extends her arm in that direction.

Gwendolyn Tauo freim!

Translation Be free!

Another lightning bolt strikes the glove and is sent in the direction of the hallway just as Faith comes running out of it. She dives behind the couch, avoiding the blast from the glove. Thrilled with the power that is now hers, Gwendolyn holds the glove up before her, staring at it with lustful desire in her eyes.

Gwendolyn There's nothing you can do to me now.

Outside Buffy sifts through the broken glass, finds a larger shard, gets to her feet and runs into the mansion.

Gwendolyn I have the glove. With the glove comes the power.

Buffy I'm getting that.

Gwendolyn looks over at Buffy in surprise. Buffy throws

the shard of glass end over end. It flies like a spinning blade at Gwendolyn and slices cleanly through her upper arm, severing it and the glove from her body. With nothing to control it now, the power of the glove becomes erratic, and small bolts and sparks leap from it in random directions. Another bolt of lightning strikes through the skylight, and not having a target this time, hits Gwendolyn in the chest, with a few small tendrils going in through her eyes. She screams at the top of her lungs as her body begins to writhe in pain. Everyone watches helplessly as she keeps screaming and the lightning bolts keep coming. Buffy shuts her eyes to the sight. A moment later, with one final bright lightning strike, what's left of a one-armed Gwendolyn vanishes in a bright flash of light and energy. A few small arcs of electricity are all that remain as the last of the energy dissipates, and the mansion is again in relative darkness. Buffy opens her eyes. Willow and Angel get to their feet. Outside Xander gets up also and heads inside. Faith stands up from behind the couch. All that is left in the center of the room are bits of glass and framework from the skylight, a cloud of smoke slowly rising upward and the Glove of Myhnegon with Gwendolyn's severed arm still firmly in its grip. One by one the ten claws open up, releasing it.

Cut to Sunnydale High the next day. Cut to the student lounge. Willow and Oz are sitting on one of the couches across the coffee table from Xander and Cordelia, who are sitting on the other.

Cordelia So there's no more glove thingy?

Xander No. Little Living Flame, little mesquite, gone for good.

Oz Sounds like we missed a lot of fun.

Xander Then we're telling it wrong.

Willow What do you think Buffy and Angel are gonna do?

Xander Boy, do I don't know. *nods*

Cordelia gives him a strange look.

Willow Well, he saved me from a horrible flamey death. That sort of makes me like him again. *smiles thinly*

Xander Well, as long as she and Angel don't get pelvic, we'll be okay, I guess.

Cordelia doesn't like the way Xander phrased that, and crosses her arms. Buffy walks up the stairs to meet them. Xander sits up straight.

Buffy What are you guys talking about?

Oz Oddly enough, your boyfriend. Again.

Buffy looks down sadly He's not my boyfriend. *sits next to Xander* Really, truly, he's... *sighs* I don't know.

She looks over at Xander and Cordelia. They both look back.

Buffy hesitatingly Are we cool?

Xander Yeah! Just seeing the two of you kissing after everything that happened, I leaned toward the postal. *pauses* But I trust you.

Cordelia I don't. Just for the record.

Buffy raises her eyebrows, not all that surprised. Behind her Giles clears his throat, and she turns to face him. He's leaning against the railing with a large bandage on his left temple.

Buffy Let me guess: Gwendolyn Post: not a Watcher.

Giles Yes, she was. *cautiously takes the steps* She was, uh, kicked out by the council a couple of years ago for misuses of dark power. They swear there was a memo.

Buffy Well, I better go. *to Xander* Little more damage control.

She gets up and heads out of the lounge.

Willow *sighs* The whole Angel thing is so weird.

Giles *slowly sits next to Xander* Yes, well, we'll have to see how that unfolds, won't we?

Cut to Faith's motel room. She's lying on the bed, flipping through a magazine and watching Dragnet in black and white. A man opens his door to talk with the officers.

Man Yes, sir?

Friday Police officers. My name's Friday, this is...

There's a knock on Faith's door.

Man How are you?

Faith Come in.

Buffy opens the door, peeks in and then comes into the room.

Buffy Hey.

Man Called the police just a little while ago. Talked to a man down there. I didn't get his name, though.

Buffy The place looks nice.

Faith Yeah, it's real Spartan.

Friday Can you show us where they broke in, please?

Buffy How are you?

Faith Five-by-five.

Buffy I'll interpret that as good.

Faith doesn't respond, but just continues paging through her magazine.

Buffy Look, Gwendolyn Post, or whoever she may be, had us all fooled. Even Giles.

Faith *without looking up* Yeah, well, you can't trust people. I should've learned that by now.

Buffy I realize this is gonna sound funny coming from someone that just spent a lot of time kicking your face... but you can trust me.

Faith *looks up, amused* Is that right? *tosses the magazine aside*

Buffy I know I kept secrets, but I didn't have a choice. I'm on your side.

Faith I'm on my side, *nods* and that's enough.

Buffy *shakes her head* Not always.

Faith *shrugs* Is that it?

Buffy Yeah, I guess.

Faith Alright. Well, then, I'll see you.

She averts her eyes and stares at the TV. Buffy takes the hint and turns to go. Faith shakes her head, having a second thought.

Faith Uh, Buffy?

Buffy *faces her expectantly* Yeah?

Faith reconsiders again for a long moment, and changes her mind again.

Faith Nothing.

Buffy lowers her eyes, disappointed. Slowly she turns back to the door, opens it and leaves.

Faith looks around her Spartan room and inhales and exhales deeply. Cut outside. Buffy goes over to the stairs and pauses for a moment, staring sadly into space, and then starts down the steps. Cut inside. The camera pulls back on Faith alone in her bed, staring out of the window for a moment, then back at the TV.

Lovers Walk

Written by **Dan Vebber**

Directed by **David Semel**

Prologue

Morning at Sunnydale High School. Willow and Xander slowly walk together across the lawn toward the walkway to the main entrance. In their hands they have the results of their Scholastic Aptitude Tests, with which neither is particularly happy.

Willow This is a nightmare. This is... My world is spinning.

Xander It's not that bad, Willow, really.

Willow 740? Verbal?! I'm-I'm... *searches for a word* pathetic! Illiterate! I'm Cletus, the slack-jawed yokel.

Xander *shrugs* That's right. And the fact that your 740 verbal closely resembles my combined scores in no way compromises your position as the village idiot.

They fold up their score reports as they near a bench at the side of the walkway.

Willow I just... *sits and slouches, depressed* Where did I go wrong?

Xander sits down next to her and puts his arm around her in comfort, but not missing the opportunity to give her hair a gentle stroke.

Xander You did amazing, Willow. As usual.

Behind them Oz and Cordelia approach.

Cordelia You guys get your scores?

Xander instantly lets go of Willow, hops to his feet and rushes to meet her.

Xander Cordelia! *points* Willow was very sad by her academic failure. *reaches for Cordelia's score report* How did you do?

He snags it from her hand, unfolds it and reads it.

Xander This is not good.

Cordelia What's not good?

Oz gives Willow a reassuring stroke of her hair. She just sadly hands him her report to see.

Xander Well, I'm just worried it may hurt my standing as campus stud when people find out I'm dating a brain.

Cordelia *yanks her scores from his hand* Please. I have **some** experience in covering these things up.

Oz to Willow Well, I can see why you'd be upset.

Willow gives him a hurt look, grabs her report back from him and looks down at the ground, her feelings of failure evident in her furrowed brow.

Oz That was my sarcastic voice.

Xander You know, it sounds a lot like your regular voice.

Oz I've been told that. *trying to be upbeat* But we should celebrate, do something.

Cordelia Like, the four of us?

She gives Xander a pointed look, shaking her head and clearly mouthing "No". He ignores her completely.

Xander A double date! It could have potential.

Buffy walks up the steps from the street, a long look on her face, and joins the gang.

Willow *brightens and stands up* Buffy! Hey! Did you get your SAT scores?

Buffy gives her a weak nod.

Xander By the look on your face, I'm guessing you and I are gonna be manning the drive-through window side by side.

Buffy They're just test scores, right? *hands hers to Willow* What do they really mean, anyway?

Willow *unfolds it and reads very excited* 1430! Buffy, you kicked ass!

Buffy raises her eyebrows at her friend. Cordelia's eyes go wide with amazement.

Willow *more calmly* Okay, *folds the report* so academic achievement gets me a little excited.

Buffy hands her scores to Xander for him to see.

Xander Buff, that's amazing.

Cordelia Let me see that.

She yanks it out of Xander's hand before he can even begin to unfold it and checks it out.

Oz Yeah. With scores like that, you can apply pretty much anywhere you want.

Willow Buffy, this could, like, change your whole future.

Buffy *unsure what to make of it* The thought had occurred to me.

Xander Then why the sour puss?

Buffy I don't know. I guess... my future. I never really thought about it. I wasn't even sure I was going to have one.

Cordelia *smiling hugely* Well, I think this is great! Now you can leave and never come back!

She gets looks from everyone. Xander hands Buffy back her scores.

Cordelia Well, I mean that in a positive way. Get out of Sunnydale. That's a good thing. What kind of moron would ever wanna come back here?

Cut to a small park and playground that night. A classic 1958 Dodge Desoto FireFlite crashes through the 'Welcome to Sunnydale' sign and screeches to a halt. The door opens and a nearly empty liquor bottle falls out and smashes to pieces on the pavement. Spike slides off of his seat and hits the street flat on his back on top of the broken glass, drunk out of his mind. He lifts his head unsteadily and tries to raise himself to his elbows.

Spike Home, sweet... *chuckles* home.
He passes out and collapses back to the pavement.

Part 1

Spike's old burned-out factory. The place is a shambles, although the great table where Giles started the fire is essentially intact, if scorched. Spike strolls through the area, stepping over the strewn chairs, while singing a few bars from "My Way".

Spike And more / Much more than this / I did it my way
Cut to the bedroom in the basement. Spike comes hopping merrily down the stairs.

Spike Drusilla! I'm home!

When he reaches the bottom he breaks out into a pathetic fit of giggles which quickly turn to sobs. He sniffs a few times and wipes his nose on his sleeve. He sees what's left of the burned bed and steps up to it, steadying himself on a pillar. In despair he tosses his liquor bottle onto the bed and steps around the column. From there he sees those members of Drusilla's doll collection that didn't survive the fire piled on her dresser, all badly scorched. He reaches for one and picks it up. The features on its fine porcelain face can still be made out, but the paint, hair and dress are long gone. He stares at the doll intensely.

Spike Why did you do it, baby? Why did you leave me? We were happy here.

He tries to suppress a sob and shakes it off, and suddenly he's wearing his game face. He roars at the doll angrily and throws it hard down at the concrete floor. He spins around, looking for something to smash it with. He finds a tall iron candlestick, grabs it and wields it back.

Spike YOU... *swings the candlestick* STUPID... *swings again* WORTHLESS... *swings again* BITCH! *calms a bit* Look what you've done to me.

He stares down at what's left of the doll, its delicate porcelain features smashed and scattered, limbs torn and singed. He drops the iron candlestick on top of it.

Cut to Cordelia's locker in the halls at school. She is getting what she needs for class while Xander tries to talk her into the double date thing.

Xander C'mon. It'll be fun!

Cordelia I don't know. I just thought we were gonna do something... you know, classy?

Xander What's classier than bowling?

Cordelia *raises her eyebrows at him* Apart from everything ever? Let's see...

Xander Oz and Willow are down. You're the swing vote. *skips around to her other side* I guarantee fun.

Cordelia can't help but give him a warm smile and giggle. From his new vantage point Xander can now see the inside of her locker door.

Xander Hey, those are from the pier.

There are three pictures of them. One of the two of them sitting on a bench with their arms around each other and smiling, another of just Xander sporting a huge smile, and the third of her riding on Xander's back, smiling playfully with her arms wrapped tightly around his neck.

Cordelia Yeah. Uh, I just got them developed.

Xander *not yet sure what to make of it* There's pictures. Of me. In your locker. I never knew I was locker door material.

She closes her locker, and they begin walking down the hall.

Cordelia Well... just barely. Besides, *smiles* I look really cute in those pictures.

They meet Oz and Willow coming the other way.

Oz Hey. So what's the verdict? Do we bowl?

Xander gives Cordelia a pleading look.

Cordelia *gives in* We bowl.

Willow Great! Double bowling date. *pats Oz's chest* I'm on Oz's team.

Xander Yeah? Well, *points at Oz* prepare to be crushed. *takes Cordelia's arm* Maybe we should practice.

Cordelia *nods* Yeah.

They go their separate ways again. Oz goes with Willow to her locker.

Willow They don't stand a chance. I'm really good. Or I used to be, *works her combination* when they had the inflatable things in the gutters.

She opens her locker door as Oz holds up something small wrapped in newspaper. She faces him and notices him holding it up to her.

Willow What's this? *takes it*

Oz It's a gift.

Willow *smiles* What's the occasion? *unwraps it*

Oz Pretty much **you** are.

Wrapped in the paper is a PEZ candy dispenser with a green witch's head on top, complete with red hair and black hat. Willow is very surprised and gives Oz a none-too-gentle slap on the left side of his chest.

Willow *excited* It's a little, uh, PEZ witch!

Oz It's kind of a theme present. Do you like it?

Willow *breathless* I like... I-I **more** than like. Oz, this is probably the sweetest... We have to find a little PEZ werewolf, so little PEZ witch can have a boyfriend.

Oz I don't think they make a werewolf PEZ. You might have to settle for a wacky cartoon dog.

Willow This is... just so thoughtful.

Oz Well, I think about you.

Willow *suddenly disappointed* Oh... I don't have anything to give you.

Oz *smiles at her* Yeah, you do.

He puts his hand on her shoulder briefly and then heads down the hall to class. Willow follows him with her gaze for a moment, her expression showing her worry about the levels of complexity this just added to her life. She looks down at the PEZ dispenser.

Cut to the library. Giles looks over Buffy's SAT score report while she plays with a contraption from Giles' huge pile of camping equipment and clothing laid out on the big table.

Giles Buffy, this is, this is remarkable.

Buffy So is this. *puts the thing down* Where is this retreat thingy, the Yukon? *reaches for something else*

Giles It's quite nearby, actually. *Buffy finds a compass* It's, um, it's the clearing at the top of Breaker's Woods.

Buffy opens the compass and sees that there is a mirror inside the lid. She quickly checks her hair.

Giles It's the site of some fascinating druidic rituals.

Buffy *closes the compass* Okay, but you're just going for a few days, right? *Giles takes the compass from her* I mean, you're not gonna settle there and grow crops or anything.

Giles *confused* What? Oh, my gear. No, no, this is, this is basic necessities.

Buffy Giles, you pack like me.

Giles *gives her a little smile* Here. *hands Buffy her scores* I suspect your mother will want to, uh, put it on the refrigerator.

Buffy *puts the report away* Yeah. She saw these scores, and her head spun around and exploded.

Giles *unsure what she meant* I-I've been on the Hellmouth too long. That was metaphorical, yes?

Buffy Yes. She was happy.

Giles smiles in relief, and goes over to the cage.

Buffy She started with all this crazy talk about me going to college, maybe someplace else.

Inside the cage Giles pauses from pulling down a book.

Buffy I know. I know, I said that you were gonna have a goat. Responsibilities and all. I know the drill.

Giles She may be right. *comes back out of the cage*

Buffy Yeah, I know, I figured you'd...

She gives Giles a bewildered look.

Buffy Okay. Be kind, rewind.

Giles With scores like these, Buffy, you could have a first-rate education. I'm, I'm not suggesting that you... ignore your calling, but, um... you need to look to your future. *goes back to the table* And with Faith here, i-i-it may be that you can *draws a breath* move on. For a-a time, at least. *packs the book*

Buffy *unsure how to react* Wow.

Giles Well, let's, um, let's discuss it when I get back. I-in the meantime, um, I'd like you to continue training while I'm, while I'm gone, and, um, please don't do anything rash.

Buffy 'Anything rash', meaning...

Giles *hesitates for an instant* Are you planning on seeing Angel?

Buffy Yes. Actually, I am. *Giles averts his eyes* Look, but there's not gonna be any rash. *realizes how that sounds and gets a look from Giles* Anywhere. *defensively* Okay. We're, we're friends. That's all either of us wants. *looks at Giles seriously* Nothing's gonna happen.

Cut outside. Willow and Xander come walking around the corner from the colonnade and through the breezeway.

Willow Something's gonna happen.

Xander Like what?

Willow Uh! It's a mistake! It's a terrible, fatal mistake. I see that now.

Xander It's just bowling.

They turn down a covered walkway.

Willow It's **bad** bowling. I-it's a double date, with all of us, and they're gonna know!

Xander How are they gonna know?

Willow It's a very intimate situation. It's all sexy with the smoke and the sweating and the shoe rental...

Xander You're turned on by rented shoes?

Willow That's not the issue.

They stop walking, and Xander faces her.

Xander Okay, well, let me ask you this: what are they gonna know? That we're friends. Old, old friends. And maybe we've had one or two indiscretions, but that's all past. Look. We're just very good friends who like to hang out, and can I kiss your earlobe?

Willow No! Well, okay. *jerks away* No! *holds up the dispenser* PEZ!

They both pause for a moment to calm down and think.

Xander Maybe bowling might be too much to handle. Man! *strokes her hair* I wish I wasn't so attracted to you. *takes a deep breath* I wish we could make it all stop.

Willow Any suggestions?

Cut to the kitchen at Buffy's house. She is making microwave popcorn. Her mother has her hands full of college brochures.

Joyce Carnegie Mellon has a wonderful design curriculum. Oh, and Brown University's history program is... You like history, right?

Buffy Could we talk about this another time? *gets a large bowl* All day it's been like, 'Congratulations! Go away.' *takes the bowl to the island*

Joyce That's not it. It's just you belong at a, a good old-fashioned college with, with keg parties and boys, not here with Hellmouths and vampires.

The microwave beeps.

Buffy Not really seeing the distinction.

She goes to get the bag of popcorn.

Joyce Y'know, you're always talking about how you wish you could lead a more normal life. Well, this is your chance!

Buffy Yeah, it's just not that simple. *takes the popcorn to the bowl* I have responsibilities. *opens the bag*

Joyce I know, I know, but I spoke with Mr. Giles, and he said...

Buffy ...that Faith could be Miss Sunnydale in the Slayer Pageant. I know. *dumps the popcorn into the bowl*

Joyce It's time to think about your future, Buffy, about your whole life. I mean, honestly, is there anything keeping you here?

Cut to Angel's mansion. He's sitting by the fireplace quietly reading "La Nausea", by Jean Paul Sartre. Spike spies on him, peering in between the boards that have been haphazardly nailed across the destroyed doorway to the atrium. Finally Angel closes his book, gets up and walks into a rear hallway. Spike gives him a drunken humph.

Spike *slurred* Yeah, you. You think I'm afraid of you?

He steps back from the boards, swaying unsteadily.

Spike We were happy! You brainwashed her. I could just...

He looks at his bottle and takes a long drink. When it's empty he tosses it aside in a huff.

Spike Yeah, I'll show **you** who's a cool guy. *starts to leave* You're goin' down.

In his drunkenness he trips over one of the flower beds, falls into it and passes out.

Cut to dawn. The first red rays of the sun appear over the hills and shine into the atrium. Spike lies in shadow, but his left hand is extended away from his body, and a beam of light nears it as the sun rises. Soon his hand is fully exposed to the light and it begins to smoke. A couple of seconds later it bursts into flame. The new light source shines into Spike's face, and he wakes and sees his hand aflame.

Spike Whoa!

He leaps to his feet and runs over to the fountain, screaming all the way. He holds his hands under it, but it's going at just a trickle. Quickly he bends down and jams his hand into the pool of water at its base, dousing the flames. No sooner is that problem gone than he realizes he's standing in shaded but direct sunlight, and he's beginning to smoke elsewhere. He pulls at his heavy overcoat, trying to shade his face, as he scrambles up the stairs and out of the atrium.

Cut to inside Spike's car. The rear driver's side door whips open and Spike dives in, right on top of a huge pile of empty beer cans, liquor bottles and other trash. He quickly slams the door shut and grabs a bottle from the front seat. He pulls the cork out with his teeth and pours a generous splash over his burned hand. He grunts loudly in pain and takes a good drink. The immediate emergency taken care of, he relaxes a bit and tries to catch his breath.

Spike This is just too much.

Cut to a small magic shop. The shopkeeper hears the rear door close and goes to investigate. There she finds Spike looking through one of her books.

Shopkeeper Did you come in through the back?

Spike Yeah. I need a curse.

Shopkeeper A what?

Spike *exasperated* A curse! Y'know, something nasty. Boils. I wanna give him boils all over his face. You know, dripping pustules. Let's really go for the gusto here.

Shopkeeper I'm hearing a lot of negative energy, and I bet...

Spike *interrupts* Leprosy! Alright, a spell that makes his parts fall off. That sounds proper.

Shopkeeper We don't carry... *the front door chimes* leprosy.

She turns to see Willow come in through the front door.

Shopkeeper Would you excuse me a moment?

She goes to help her new customer.

Shopkeeper Blessed be. Anything in particular I can help you find?

Willow Yeah. *holds up her notepad* It's all here on the list. *reads down the list* Skink root, essence of rose thorn, canary feathers...

Shopkeeper Aha! *smiles* A love spell. Want that old lover to come back to you? *Spike is suddenly interested in their conversation* Are you sure you know what you're doing, hon?

Willow *flustered* No. Oh, I mean, yes! I... I know how to do a love spell, but this is more of an anti-love spell. Yeah. Uh, kind of a de-lusting. The supplies are basically the same, right?

Shopkeeper *smiles* Basically. *starts to gather things* Although raven feathers tend to breed a little more discontent than canary. Let me just get some things...

She gathers some bags of herbs, jars of root powders, a feather and whatever else and brings them all to the counter. Spike watches intently from behind the bookcase.

Shopkeeper Okay. Mm-hmm. *adds it up* That'll be \$15.80 for the lot.

She bags it all while Willow pulls out her money.

Willow Thanks!

She takes the bag and leaves. The shopkeeper turns her attention back to Spike and walks back to where she left him.

Shopkeeper *smiling* So, did you find a spell book?

Spike jumps out from behind the bookcase all vamped out and grabs her around the neck. The shopkeeper

gasps in fright, but can't bring herself to scream.

Spike Forget the book.

He leans in for the bite, and they collapse to the floor. When he's sucked her dry he looks back up at the door where he saw Willow go.

Spike I just got a better idea.

Part 2

Sunnydale City Hall. Cut to the Mayor's office. The camera is low to the floor. Mayor Wilkins is practicing his putting in the company of his assistant Allan. He taps the ball, and it comes at the camera in a nearly perfect straight line, just missing its target.

Mayor Wilkins Oh, look at that! Every time, cuts to the left.

He gets down on his hands and knees to check the lie of the floor.

Mayor Wilkins See, and it's not the carpet. It's me. *gets up to retrieve his ball* I swear, I would sell my soul for a decent short game. *drops the ball for another try* Of course, *chuckles* it's a little late for that. *chuckles to Allan* I don't suppose I could offer **your** soul, huh? Really help me on the green.

Allan gives him a shocked look.

Mayor Wilkins I'm just funning. So, we have a Spike problem, do we? *takes another shot*

Allan He's been spotted back in town.

The Mayor's shot is on target this time, but comes up short. He lets out a frustrated sigh and goes to retrieve his ball.

Allan And there was an incident at a magic shop in broad daylight. Police had a hell of a time covering it up.

Mayor Wilkins *drops the ball laughs* Well, yes, y'know, he was up to all sorts of shenanigans last year. We had a world of fun trying to guess what he'd do next.

Allan I remember. *leans against the Mayor's desk*

The Mayor whistles at Allan, who immediately stands back up.

Mayor Wilkins But I guess we're past that now. This year is too important to let a loose cannon rock the boat.

Allan Should I have Mr. Trick send a... committee to deal with this?

Mayor Wilkins Loose cannon. Rock the boat. Is that a mixed metaphor?

Allan *confused* Uh...

Mayor Wilkins *musings out loud* Boats did have cannons. And a loose one would cause it to rock. Oh, honestly. I don't know where my mind goes these days. *chuckles* Why don't you take care of that Spike problem? A committee, like you said.

Allan As good as done. *leaves the office*

Mayor Wilkins That's swell. Fore!

He takes another shot, and this one is directly on target. He spreads his arms, elated.

Mayor Wilkins Hey!

Cut to Angel's mansion. He places another log on the fire. Buffy is on the couch with a pile of brochures on her lap.

Angel College, huh?

Buffy Higher education. Kind of an intense proposition.

Angel Where do you wanna go? *slowly comes over to her* **Buffy** *closes her brochure* I have no idea. My mom was the one that got all these. She's so excited, she can't stop talking about it. *Angel sits across from her* I had a really hard time coming up with an alibi so I could come over here.

Angel She doesn't know about me.

Buffy Big no. She's having enough trouble dealing with the Slayer issue. I don't think she's ready to process the information that... you and I are friends again. Anyway, I think this college jones is just a reaction to the whole Slayer thing.

Angel She wants you to get out.

Buffy Someplace a little less Hellmouthy. *nods* She has a point. *draws a breath* Y'know, but there are reasons to stay, too.

Angel What are they?

Buffy *taken aback* Um... you know, there's my Slayer duties, obviously. What do you think I should do?

Angel As a friend, I... *stands up* I think that you should leave. *goes to the fireplace* This is a good opportunity for you.

He leans against the cold stone, facing away from her. Buffy gets up to gather her brochures.

Buffy Yeah. It's not like there's any great thing keeping me here.

She stuffs them into her bag. Angel turns around when he hears the papers rustling. Buffy zips her bag closed and pulls it onto her shoulder.

Buffy Thanks for the advice. It's another perspective to consider.

Angel Where are you going? You just got here. It's early.

Buffy Yeah, well, my mom starts worrying a lot earlier these days. I'll stop by soon.

She leaves without looking back. Angel watches until she's gone.

Cut to the science room at school. It's dark. Willow is grinding the ingredients for the anti-love spell in a ceramic bowl. Xander walks into the dark room and heads toward Willow.

Xander Whoa! It smells like church in here. *sniffs* No, wait... Evil church.

Willow It's just chemistry stuff. An experiment.

Xander So you said when you called. Why do I have to be here?

Willow It'll help you on the exam. You're way behind.

Xander But that's why you love me, right? *bobs his head* Academically dangerous?

Willow *ignores his comment* Here. *hands him a raven feather* Hold this.

Xander A feather. And who will I be tickling?

He runs it along Willow's cheek, and for a moment she enjoys it and giggles, but her rational mind quickly takes over and she gruffly nudges his hand aside.

Willow *warningly* Shush.

Xander isn't too happy about that, but knows it has to be that way. Willow checks her spell book.

Willow Okay. Bring mixture to a boil...

She lights the Bunsen burner below a flask of liquid.

Xander I assume this isn't going to make us late for our evening of bowling magic?

Willow *jerks up* There's no magic! I mean, bowling, yeah. Cordelia and Oz are gonna meet us here later.

Xander Can we turn these lights on?

He notices something familiar about the book Willow is working from and steps around her to get a better look.

Xander Is that a spell book?

Willow *tries to obscure it with her hand* No, no, no! Chemistry book.

Xander Wait a minute. This is love spell stuff! You're doing a love spell?

Willow No! Of course not! This is a purely scientific...

Xander **picks the book up and shows her its title** "Witchcraft".

Willow ...de-lusting spell... for us. I thought it would go better if you didn't know.

Xander *raises his voice* Are you nuts, or have you forgotten that I tend to have bad luck with these sorts of spells?

Willow *raises hers back* But you said you wished that these feelings could just go away.

Xander Yeah, I wish for a **lot** of things! I told you I wished I was a fireman when we were in sixth grade, but you didn't follow through on that!

Willow I can't do this anymore, Xander! I mean, this whole 'us' thing is... bleagh!

Xander So, do you really need to resort to the black arts to keep our hormones in check?

Willow *calmly* At this point, I'm thinking 'no'.

Xander I'm gonna get the lights, *walks* clean this place up before they get here *clicks them on* and start asking questions.

Spike walks into the room behind him and grabs him around the neck.

Willow Xander!

Spike starts to choke Xander, who struggles hard, but can't get free.

Spike I need to borrow the little girl. You don't mind, do you?

Xander kicks out with his legs against the wall, and shoves Spike and himself across the room and into a metal shelf. Spike isn't fazed, and throws Xander aside to the floor. He tries to get up, but Spike punches him hard. Willow grabs a microscope and comes at Spike with it. He stops her in mid-swing.

Spike Threatening me? That's not nice. *Xander gets back up* We're all gonna be very best friends.

He yanks the microscope from Willow's grips and swings it around into Xander's temple. The boy goes down, out cold.

Willow Xander!

Cut to Spike's factory. Xander is laid out on what's left of Drusilla's bed. Willow nervously sits on the edge, fidgeting with her hands. Spike dumps a box full of supplies on the bed next to Xander.

Spike A spell. For me. You're gonna do a spell for me.

Willow Uh, what kind of spell?

Spike A **love** spell! Are you brain dead? *goes to the dresser* I'm gonna get what's mine. *grabs a bottle* What's mine. *uncorks it* Teach her to walk out on me.

He takes several good swallows, then looks over at Willow.

Spike What are you staring at?

Willow *averts her eyes* Nothing.

Spike You can do it, right? You can make Dru love me again? Make her crawl!

Willow I-I can try.

Spike *grabs her neck* What are you talking about, trying? You'll do it!

Willow Yes, I'll do it!

He lets go of her and breaks his bottle against a bedpost. He grabs her again and threatens her with the sharp edges.

Spike You lie to me, and I'll shove this through your face! You want that?

Willow *terrified* No...

Spike Right through to your BRAIN!

Willow No, please, no...

He shoves her aside and leans against the bedpost, calming down.

Spike She wouldn't even kill me.

He drops the broken bottle, walks around Willow and sits down next to her.

Spike She just left. She didn't even care enough to cut off my head or set me on fire. *sniffs* I mean, is that too much to ask? You know? Some little sign that she cared? *He pauses for a moment to inhale and exhale deeply.*

Spike It was that truce with Buffy that did it. Dru said I'd gone soft. Wasn't demon enough for the likes of her. And I told her it didn't mean anything, I was thinking of her the whole time, but she didn't care. So, we got to Brazil, and she was... she was just different. I **gave her everything** beautiful jewels, beautiful dresses with beautiful girls in them, but nothing made her happy. And she would fliirt! *sniffs* I caught her on a park bench, making out with a **chaos** demon! Have you ever seen a chaos demon? They're all slime and antlers. They're disgusting.

He looks at Willow's pretty young face and strokes her silky auburn hair.

Spike She only did it to hurt me. *he takes his hand off of her* So I said, 'I'm not putting up with this anymore.' And she said, 'Fine!' And I said, 'Yeah, I've got an un-life, you know!' And then she said... she said we could still be friends. *leans over and sobs on Willow's shoulder* God, I'm so unhappy!

Willow *tentatively pats his knee* There, there.

Spike I mean, friends! How could she be so cruel?

He raises his head and looks at her neck.

Spike Mmm. That smell... Your neck...

He leans in to take a better whiff and then leans back, now in his game face.

Spike I haven't had a woman in weeks.

Willow looks at him and jumps up in fright.

Willow Whoa! No! Hold it!

Spike Well, unless you count that shopkeeper. *stands up*

Willow *panting with fright* Now, now, hold on! I-I'll do your spell for you, and, and, and I'll get you Drusilla back, but, but there will be no bottle-in-face, and there will be no 'having' of any kind with me. Alright?

He grabs her by the neck and bends her over, but makes no move to bite her. Instead he reverts to his human guise.

Spike Alright. *pushes her away* Get started.

Willow steps around the bed to where Spike dumped the box of supplies.

Willow Now, I'm not a real witch, you know. I-I don't know if this is gonna work right away.

Spike Well, if at first you don't succeed, I'll kill him *indicates Xander*, and you try again.

Willow *looks through the supplies* This isn't enough.

Spike What? *comes toward her*

Willow *nervously* Well, there are other ingredients, a-and a-a-a book. I need a, a spell book. This isn't it.

Spike You've got one, though, at home?

Willow Not at home. I left it somewhere.

Spike *gets in her face* Where?

Cut to the library. Buffy is skipping rope. Suddenly Oz and Cordelia come storming in. Buffy drops her rope and goes to meet them.

Cordelia Thank God you are here.

Buffy Yeah! Not all of us have dates tonight.

Oz Something's up.

Cut to the science room. The three of them come in and look at the mess.

Cordelia We were supposed to meet in here. I don't know what could have happened.

Buffy finds Willow's botched experiment.

Buffy What is all this stuff? I'm thinking weird science.

Cordelia Was Willow messing with her magic tricks again? Maybe they disappeared. Maybe she turned Xander into something ishy!

Buffy *looks around* Whatever happened, there was obviously a fight.

Oz I don't see any blood.

Buffy Yeah, either they were taken, or they ran, or maybe...

Cordelia *points* You're having too many ors! Pick one!

Buffy I don't know. I need you guys to find Giles, okay? I'm gonna look for them. Maybe they didn't get too far.

Cordelia Where is Giles?

Buffy Uh, he's at a retreat in the clearing in Breaker's Woods.

Oz Yeah, I know the spot, but it's like a forty-five minute drive.

Buffy So motor!

They all go on their respective missions.

Cut to the library. Buffy strides in and heads straight for the cage and the weapons cabinet within. She is interrupted by the phone, and rushes over to the counter to answer it.

Buffy Giles?

Joyce *through the phone* Hi, Buffy. You still working out?

Buffy Uh, no, Mom, actually...

Joyce I was hoping that we could schedule a college talk later tonight. I admit I... *cut to her in the kitchen* over-reacted before. You don't have to go all the way across the country. *sits at the island* I, um, picked up some brochures from some nearby schools, okay?

Buffy *cut to her* That's great, but now's really not a good time...

Spike *through the phone* Hello, Joyce.

Buffy's eyes widen with recognition.

Cut to the kitchen. Joyce looks behind her and sees Spike

standing in the doorway.

Cut to the library. Buffy's expression turns to horror when she realizes that it's Spike. She drops the phone and runs from the library as only a Slayer can.

Part 3

The kitchen at the Summers house. Joyce picks up the teakettle from the stove and takes it over to the island, where she pours some into a cup for Spike to make hot chocolate.

Spike So I'm strolling through the park, looking for a meal, and I happen to walk by, and she's making out with the chaos demon! And so I said, 'You know, I don't have to put up with this.' And she said, 'Fine!' So I said, 'Fine, do whatever you like!' I mean, I thought we were going to make up, you know.

Joyce *sits across from him* Well, she sounds very unreasonable.

Spike She is. She's out of her mind. *sniffs* That's what I miss most about her. *smiles*

Joyce Well, Spike, sometimes even when two people seem right for each other, their lives just take different paths. When Buffy's father and I...

Spike *interrupts* No, this is different. Our love was eternal. Literally. *calms down* You got any of those little marshmallows?

Joyce Well, lemme look.

She gets up to go check.

Cut outside. Angel comes strolling through the neighborhood. He pauses to glance up into Buffy's house, and through the open door sees Spike sitting there with Joyce. Instantly he makes a dead run for the door, jumps the porch railing and tries to go in, but is surprised to find himself thrown back. Joyce is startled out of her seat, and she takes a few steps away. Angel growls at Spike in extreme anger.

Angel Spike.

Joyce Oh, my God. Get out of here!

Spike *gets up behind Joyce, smiling* Yeah. You're not invited.

Joyce He's crazy. He'll kill us.

Spike Not while I breathe. Well, actually, I don't breathe. *taunts Angel*

Angel Joyce, listen to me.

Joyce You get out of this house, or I will stake you myself.

Spike You're a very bad man.

Angel *seething with anger* Joyce, you can't trust him. Invite me in.

Spike makes like he's going to bite Joyce.

Angel You touch her, and I'll cut your head off!

Spike Yeah? You and what army?

Buffy comes up behind him.

Buffy That would be me.

She knocks Spike onto his back on the island and keeps him pinned there by the throat.

Buffy Angel, why don't you come on in?

He steps in, and Joyce begins to panic.

Joyce Oh! Oh, no!

She walks around to the far side of the island.

Buffy You shouldn't have come back, Spike.

Spike I do what I please.

Joyce Okay, I-I'm confused again.

Spike makes a grab for Buffy's arm. Angel takes Spike's arm, yanks it off of Buffy and pins it to the island. Buffy grabs a wooden stirring spoon and makes a move to stake him.

Spike Willow!

Buffy *stays her thrust* You took Willow.

Spike You do me now, you'll never find the little witch.

Joyce *confused* Willow's a witch?

Buffy And Xander?

Spike Him, too.

Joyce What, Xander's a witch? I...

Angel grabs Spike by the coat and lifts him off of the island.

Angel Where are they?

Spike *shoves Angel off* Doesn't work like that, peaches. And when did you become all soul-having again? I thought you outgrew that. *to Buffy* Your friend's gonna work a little magic for me. She does my spell, I let them both go.

Buffy You're not famous for keeping your promises, Spike.

Spike Well, you and your great poof here wanna tag along, that's fine. But you get in my way, and **you** kill your friends.

Cut to Oz's van. He speeds along the road to Breaker's Woods.

Cordelia What if they were kidnapped by Colombian drug lords? They could be cutting off Xander's ear right now! Or other parts.

Oz sniffs the air and stops the van.

Cordelia Hello?

Oz sniffs the air some more.

Oz It's Willow. She's nearby.

Cordelia What? You can smell her? She doesn't even wear perfume.

Oz She's afraid.

He puts the van in reverse and backs up a bit.

Cordelia Oh, my God. Is this some sort of residual werewolf thing? This is very disturbing.

Oz I really agree.

He puts the van in drive and turns down a side street.

Cut to an alleyway. Buffy, Angel and Spike come walking out.

Spike Look, I just need a few supplies, and then I'll take you to... *stops and grabs his head* Oh, God.

Buffy What's wrong? Not that I care.

Spike Oh... My head. I think I'm sobering up. It's horrible. *bends over* Oh, God. I wish I was dead.

Buffy *pulls out a stake* Well, if you close your eyes and wish real hard...

Spike *straightens up* Hey! Back off!

Angel *gets between them* Buffy, we still need him to find the others.

Buffy *lowers her stake* Need him? He's probably just got them locked up in the factory.

Spike Well, hey, how thick do you think I am?

Buffy Fine. Can we just get this over with?

She starts down the road. Spike and Angel follow close behind. When they reach a corner, Spike has a flashback when he recognizes a bench.

Spike Oh, God.

Angel Now what?

Spike We killed a homeless man on this bench. Me and Dru. Those were good times.

He steps over to the bench and sits on it.

Spike *chuckles* You know, he begged for mercy, and you know, that only made her bite harder.

He looks to Buffy and Angel for a reaction, but they just stare back blankly.

Buffy I guess you had to be there.

She continues on her way.

Cut to the magic shop. Buffy kicks the door open and they walk in. There is yellow police tape stretched across the room, separating the counter and the shelves of merchandise from the entry area.

Buffy Your work?

She yanks down the police tape and tosses it aside.

Spike Here's your list. *hands it to Buffy*

Buffy *reads* 'Essence of violet, cloves...' Angel?

Angel Right. *starts to look*

Buffy 'Set of runic tablets.' Spike can get the rat's eyes. *She and Spike also start looking for ingredients.*

Spike I used to bring her rats. With the morning paper.

Buffy Great. More moping. That's gonna get her back.

Spike The spell's gonna get her back.

Angel Lot of trouble for somebody who doesn't even care about you.

Spike Shut your gob!

Angel She really is just kind of fickle.

Spike SHUT UP!

He runs at Angel, turns him around and punches him in the face. Angel grabs his arm in mid-swing before he can do it again. Buffy grabs him from behind, and between her and Angel, Spike gets thrown back, though he manages to keep his footing.

Spike *yells* What do you know? It's your fault, the both of you! She belongs with me. *sobs* I'm nothing without her.

Buffy That I'll have to agree with. You're pathetic, you know that? You're not even a loser anymore, you're a shell of a loser.

Spike Yeah. You're one to talk. *goes back to looking for stuff*

Buffy Meaning?

Spike *faces them* The last time I looked in on you two, you were fighting to the death. Now you're back making googly-eyes at each other like nothing happened. Makes me want to heave. *turns away*

Buffy I don't know what you're talking about.

Spike Oh, yeah. You're just friends.

Angel That's right.

Spike *faces them* You're **not** friends. You'll never be friends. You'll be in love till it kills you both. You'll fight, and you'll shag, and you'll hate each other till it makes you quiver, but you'll never be friends. *points at his temple* Love isn't brains, children, it's blood... *clasps his chest* blood screaming inside you to work its will.

Neither Buffy nor Angel want to hear this.

Spike I may be love's bitch, but at least I'm man enough to admit it.

He turns his attention back to finding Willow's ingredients. Buffy's eyes almost meet Angel's, but she quickly averts them. Spike spots what he's looking for.

Spike Hmm! *grabs the bottle* Eye of rat.

Cut to the basement at Spike's factory. Willow is pounding against the door with her shoulder, letting out a good grunt each time. After several hits, she hears Xander moan below. She comes down to the bed to check on him. The side of his head is covered in dried blood.

Willow Xander? *sits on the bed* Are you okay?

He tries to sit up.

Xander Dizzy. *winces* Kind of nauseous, too. Do I remember having a fight with Spike?

Willow You do.

He feels the caked blood on the side of his face.

Xander I won, right? Kicked his ass?

Willow You were real brave. Do you need to barf?

Xander No, I'll be okay. *looks around* Where are we?

Willow The factory. We're locked in the basement.

Xander That burnt-out place in the middle of nowhere? So we're pretty much in a 'scream all you want' scenario.

Willow Pretty much.

Xander Why didn't he just kill us?

Willow He-he wants me to do a love spell.

Xander What?

Willow Drusilla broke up with him.

Xander Gee, and we had all hoped those crazy kids would make it work.

Willow He's out of control. I mean, not that he was Joe Restraint in the old days.

Xander *tries again to sit up* So what are our options? *winces*

Willow Well, I figure either... I refuse to do the spell and he kills us, or I do the spell and he kills us.

Xander Give me a third option.

Willow He's so drunk he forgets about us, and we starve to death. That's sort of the best one.

Xander Will, we're not gonna die. *tries to get up, Willow helps* If he's so drunk, he'll get sloppy, and then I'll make my move. *they collapse back onto the bed* As long as my move doesn't involve standing up or using my limbs, we'll be okay. *Their fall put them very close to each other, and the temptation to kiss is strong.*

Willow We're not supposed to.

Xander Exemption for impending death situation. *Willow goes along with that, and they kiss. Xander reaches his arm around her as he lies back. She puts her arm around his shoulder to hold him close. Behind them Oz and Cordelia come down the stairs.*

Cordelia Oh, God!

Willow immediately rolls off of Xander, and they see them there.

Xander Oh, God.

Willow Oh, God, Oz...

Oz We have to get outta here. *Cordelia is heartbroken, and runs up the stairs.*

Xander *gets up* Cordy, I... *When she gets just over half-way up, the charred stairs give beneath her running feet, and she falls into the space below, onto a rubble pile of old concrete and rebar. Forgetting his pain, Xander scrambles up the steps, followed closely by Oz and Willow.*

Xander Cordelia!

They look down at her through the gaping hole.

Xander Cordelia!

She barely moves, just turning her head to look up through the hole above her.

Cordelia *whispers* I fell...

The camera pans from her face over to her abdomen, where a long piece of rusty iron rebar is protruding from her left side, just under her rib cage.

Cut to the street outside the magic shop. Spike, Buffy and Angel come out, each holding a bag of love spell ingredients.

Buffy Okay, Spike, we got the stuff. Where are they?

Spike What's your hurry?

Buffy My hurry is my intense desire to get you out of my life. You tend to cause trouble.

Spike I'll be out of your life in a few short hours. No trouble at all. *Without any warning they find themselves confronted by one of Spike's former men.*

Lenny Hello, Spike.

They look around at the gang of vampires surrounding them.

Buffy No trouble at all.

Part 4

The street in front of the magic shop. Buffy, Spike and Angel face off with Lenny and his gang.

Spike Lenny. How have you been?

Lenny Better since you left. You should have stayed gone.

Spike Is that right? *tosses his bag aside*

Buffy You know, he was just leaving. *to Spike* Don't you start anything.

Spike This pissant used to work for me.

Buffy *to Angel* The guys are in trouble. We can't risk this.

Angel Look, I don't think we have a choice.

Lenny You other two can walk away from this.

Spike *to Buffy* I die, your chums die.

Buffy *to Lenny* Sorry. We're staying.

Lenny Not for long!

Buffy moves first off to her left. Angel reacts instantly and moves off to his right. Buffy throws her shopping bag at one vampire, catching him off guard, and does a front snap kick to his gut. He falls immediately. Another vampire rushes her, and she does a full spinning wheel kick to his face.

A vampire swings at Angel, but he ducks it and punches him in the gut. Angel turns around and backhand punches another vampire in the face followed up with an elbow to his gut.

A vampire front snap kicks Spike in the chest, sending him flying onto the hood of the car and landing hard on his back. Another vampire enters the fray wielding a

length of pipe. He swings it down at Spike, but Spike rolls out of the way and onto his hands and feet, and hops up onto the roof of the car.

A vampire gets a firm hold of Angel's sleeve and twists it around, forcing him to do a log roll to the ground. He uses his momentum to roll back up to a standing position. Another vampire lunges at Angel, but he grabs him and lifts him into the air, sending him head first into a nearby garbage can. Another vampire runs at Angel from behind, but he crouches down and sweep kicks him in the legs, making him trip and flip over into a diving shoulder roll.

Another vamp joins Spike on the roof of the car, but Spike just punches him dead in the face, and he flies backward onto the hood and windshield of the car. A second vampire jumps onto the car and tries to get at Spike.

A vampire tries to slam Buffy into a low wall, but she uses her momentum and his leverage to jump sideways over the wall into the outdoor table area of the Espresso Pump. She lands on a table on her back, rolls off and comes up in a standing position. A vampire inside the cafe' rushes her, and she does a full spinning hook kick, which connects with his stomach.

A vampire swings at Spike, who is still on top of the car, but misses as Spike redirects the hit, pushes down on his shoulder and kicks him in the rear, causing him to fall onto the trunk of the car and slide off the back.

Buffy side kicks a vampire in the neck, and he flies backwards into some chairs.

A vampire comes straight for Spike. He sidesteps him and sticks his arm straight out, which the vampire runs right into, causing him to flip underneath the arm, land on the hood of the car and roll off.

A vampire swings at Angel with a pipe, but misses. On the next swing, Angel grabs hold of the pipe and twists it around, wresting it from the vampire's grip and knocking him out cold. Angel spins halfway around and slams the end of the pipe into another vampire's crotch. The force of the blow lifts him from the ground. Angel drops the pipe and punches the vampire in the face, sending him spinning to the pavement.

A vampire jumps over a chain into the cafe'. Buffy sees him coming, grabs a round metal table and swings it at him, smacking him hard in the face and knocking him to the floor. Buffy looks around for a weapon and spies a mop by the wall. She stomps on the base, breaking the mop head off and leaving her with a long wooden pole. As a vampire attacks again, she swings the pole at his stomach, and he falls to the floor. As the other one tries to get up again, Buffy slams the pole down onto his face, sending him back to the floor also.

Spike has a vampire by both arms and twists him

around, making him fall in a spin onto the roof of the car and then roll off onto the sidewalk. Behind him another vampire jumps up onto the hood of the car with a length of pipe.

Buffy swings her pole at a vampire and gets him in the stomach. Spinning around to face another one, she slams the pole into his head and roundhouse kicks him in the side, sending him stumbling into a wall. A third vampire jumps in and tries to front snap kick her. His kick is too weak and she's able to block it with her pole. Then she thrusts it up into his neck and throws him to the wall as well. He lands against the other vampire, and Buffy shoves her makeshift stake through both of them. She lets go of the pole and runs out of the cafe' as they simultaneously explode into ashes.

Angel has a firm grip on a vampire's collar and punches him hard in the face, sending him spinning wildly to the ground.

They all notice that they are temporarily without opponents, and so regroup in front of the magic shop, but it doesn't take long for several members of the gang to surround them. Buffy makes a break for the shop's door while Angel and Spike slowly back in that direction as well. At the last instant they also run into the shop and slam the door closed as the gang of vampires gives chase. Once inside, Buffy heads behind the counter to see what she can find for a weapon. Spike and Angel grab one of the bookcases and slide it over against the front window. Behind the counter Buffy smashes the shopkeeper's chair, and picks up the legs to use as stakes. She comes back out from behind the counter and yells for the others to join her.

Buffy Go!

She hands them each a chair leg, and the three of them make their stand, just waiting for the already teetering bookcase to give and the gang to storm into the shop.

Spike This should be a kick.

Buffy I violently dislike you.

Suddenly the back door is kicked in, and a vampire comes in. Angel turns and attacks. The vampire lunges at him, but Angel ducks and gets underneath him, lifting him and sending him flying over his head and onto a table arrayed with books and candles. Two more vampires rush in and make their way toward Buffy. Angel slams the back door closed, and leans against it.

Buffy push kicks the rolling ladder used to reach the upper shelves, and it smashes into the two vampires coming at her, knocking them to the floor.

The first vampire is off of the table and tackles Spike into a wall of shelves filled with jars. Several of them break and Spike and the jars go crashing to the floor. Angel struggles to keep the door closed. One of the vampires

who came after Buffy swings at her, but he misses as she steps behind the sliding ladder. He punches again, this time through the rungs, but she sidesteps it.

Cut to the factory. Xander slowly climbs down into the hole to be with Cordelia.

Willow Be careful.

Xander Yeah.

Willow Don't move, Cordy! Oz went to get help!

Xander gets through and drops himself down to the concrete below.

Cut to the magic shop. Buffy grabs the arm that the vampire punched through the rungs of the ladder and holds onto it as she swings her stake home. She pulls it back out and lets go, and he bursts into ashes. She then turns her attention to her other attacker and roundhouse kicks him in the face as he's trying to get up. She grabs him by the shirt and shoves his head into a display case, breaking the glass, then yanks him up through the glass top as well. She pulls the dazed vampire around and shoves his head between the rungs of the ladder and push kicks it away. The back door is beginning to give, and so is the bookcase at the front window.

Buffy to Angel We need to get out of here!

Angel Can we get to the roof?

Buffy scans the ceiling for a possible way out. Just then the back door finally gives. Angel is knocked to the floor, and the heavy door falls on top of him. Lenny steps on top of it, scans the room quickly and heads straight for Spike. Behind him another vampire runs in, and Buffy rushes to engage him. She roundhouse kicks him in the face and tries to follow up with a backhand punch. He blocks the hit and wraps his arm around hers and yanks her arm downward. She yanks back up and pulls her arm free, and punches him twice in the face. Angel lies dazed under the door. Lenny reaches Spike and immediately punches him hard in the face, making him jerk aside but not fall.

Lenny Yeah. I heard you'd gone soft. Sad to see it, man.

Spike incredulous Soft?

Lenny Yeah, like baby food.

Behind Spike the vampire he'd been fighting gets up.

Spike smiling Well, then, let's give baby a taste.

He does a back kick hitting the vampire behind him in the groin. Lenny tries to punch, but Spike ducks and punches him instead. Spike spins around and backhand punches the vampire behind him in the face, who falls immediately. He ducks another punch from Lenny, grabs onto his jacket, pulls him around roughly and smashes his face into the table.

Buffy punches her vampire in the gut and high punches him in the face. While he's stunned, she grabs onto his head and yanks it around and down to her left side, flip-

ping him over onto his back. She runs over to Angel, pushes the heavy door off of him and helps him up.

Angel I'm alright.

Buffy You're not up to your full strength yet.

He sees the bookcase at the front window shake violently.

Angel That window's about to go.

He spies what may be the answer.

Angel Buffy.

On a shelf they see several dozen small bottles of Holy Water.

Cut to Spike repeatedly smashing Lenny's head onto the table.

Spike Baby like his supper? Baby like his supper?

He lifts Lenny and flips him over onto the table on his back.

Spike Why doesn't baby have a nap?

He raises his stake high and plunges it violently into Lenny's chest. Lenny looks stunned as he bursts into ashes. Spike smiles with the thrill of the kill. Behind him Buffy yells out a warning.

Buffy Spike! Get down!

He ducks to the floor as the bookcase at the front finally gives way and falls with a crash, along with plenty of broken window glass. Spike looks up to see the vampires storm the shop. They quickly realize their peril as Buffy and Angel begin throwing the bottles of Holy Water at them like grenades. They break when they hit, spraying the vampires and burning them. Spike catches some wayward drops and quickly pulls his coat over his face and stays down. The burning Holy Water soon has the attacking vampires making a hasty, screaming retreat. Spike stands back up and watches them run, letting out a breath of satisfaction.

Spike Now, that was fun.

He faces Buffy and Angel only to get disbelieving looks.

Spike smiling Oh, don't tell me that wasn't fun. *chuckles* Oh, God! It's been so long since I had a decent spot of violence. *stops and considers* Really puts things in perspective.

Angel bends over in pain and weakness, and Buffy moves to gently support him.

Spike sarcastically Oh, yeah. You two. Just friends. No danger there.

Buffy Could we just do the damn spell now?

Spike Oh, sod the spell. *waves it off* Your friends are at the factory.

Buffy and Angel can't believe their gullibility.

Spike smiling I'm really glad I came here, you know? I've been all wrongheaded about this. Weeping, crawling, blaming everybody else. I want Dru back, I've just gotta be the man I was, *stands proud* the man **she loved**. **I'm gonna do what I shoulda done in the first place** I'll

find her, wherever she is, tie her up, torture her until she likes me again.

He walks past them toward the back door. Just before he goes out he turns back.

Spike *smiles thoughtfully* Love's a funny thing.

He heads out the back.

Cut to the factory. Cordelia moans as Xander gets down next to her.

Xander *very worried* Cordy... Please hold on. *strokes her hair*

Cordelia *weakly* Xander? *looks blankly* I can't see you... *Her head rolls to the side and she exhales. Xander thinks her lost.*

Xander Cordy!

From above Willow sees Cordelia's body just lie seemingly lifeless.

Cut to a cemetery. A funeral is being held, attended by about twenty- five people dressed in black. The camera pans down from above as the priest reads from his book.

Priest He created all things in order that they might exist. And the generative forces of this world are wholesome, and there is no destructive poison in them. For the dominion of Hades is not on Earth, for righteousness is immortal.

The camera reaches the ground and focuses on Buffy and Willow walking along a street.

Buffy So Cordelia's gonna be okay?

Willow She lost a lot of blood. None of her vitals were punctured.

Buffy Has she talked to Xander yet?

Willow She wasn't allowed to have visitors at first. He's gonna see her today.

Buffy And Oz?

Willow I never knew there was anything inside me that could feel this bad. For the longest time, I didn't know what I wanted. I wanted everything. And now... I just... I just want him to talk to me again.

Buffy Just give it some time. And be prepared for some groveling.

Willow Oh, I'm ready. I'm all **over** groveling.

Buffy Good. Because, you know, I hear sometimes it works.

Cut to Cordelia's hospital room. She is lying awake in bed, her head facing away from the door. Xander arrives holding a huge bouquet of flowers and knocks on the door.

Xander Can I come in?

He gets no response, so he just comes in.

Xander They wouldn't let me see you until now.

He lays the bouquet on the table where she can see them.

Xander Those are flowers.

He sits in the chair next to her bed. She slowly turns her head to face him.

Xander Look, Cordy, I want you to know that I...

Cordelia *weakly* Xander?

Xander *hopefully* Yeah.

Cordelia Stay away from me.

She turns her head back. Xander looks down at his lap, then gets up to go. At the door he looks back one final time, before heading down the hall. When he's gone, she begins to cry.

Cut to Angel's mansion. He sits in the atrium waiting for Buffy to come visit. When he hears her footsteps he turns to see her step through the makeshift door and stop just inside the atrium.

Angel Hey. *stands up* I was wondering when you were coming.

Buffy I'm not coming back.

Angel just looks at her.

Buffy We're not friends. We never were. And I can fool Giles, and I can fool my friends, but I can't fool myself. *shakes her head* Or Spike, for some reason. What I want from you I can never have. You don't need me to take care of you anymore. So I'm gonna go.

Angel I don't accept that.

Buffy You have to.

Angel How can...

He takes a step toward her, and she backs away.

Angel There's gotta be some way we can still see each other.

Buffy There is: tell me that you don't love me.

Knowing that saying those words would be a lie, Angel instead says nothing. After a long moment, Buffy turns and goes back into the mansion and leaves. Angel sits down on the edge of one of the flower beds, staring sadly out into space.

Cut to Willow's room. She sits on the floor against her bed, her knees drawn up to her chest and her toes pointed inward, staring at her PEZ witch as she idly plays with it.

Cut to the Bronze. Oz sits on one of the pool tables, his guitar in hand, but unable to play as he, too, stares sadly off into space.

Cut to the library. Xander tries to make himself useful reshelving books. He takes an armful of them into the cage and sorts them onto the reshelving cart. He stops for a moment, leans against the cart and stares out into the room beyond the cage.

Cut to Cordelia's hospital room. She lies still in her bed with her right hand against her temple, stroking herself there as she stares blankly at the ceiling.

Cut to the quad at school. Buffy sits alone at a bench, looking sadly down at the ground as other students pass

by.

Cut to a highway out of town. Spike's car races by with Gary Oldman's version of "My Way" blaring on the radio. Cut inside. Spike rocks along and screams the lyrics as he smokes and defies the daylight, driving with only his blackened windows to protect him.

Spike I plan each charted course / Each little step along the highway / And more, much more than this

Cut outside. The car speeds along the nearly empty highway.

Spike I did it my way

The Wish

Written by **Marti Noxon**

Directed by **David Greenwalt**

Prologue

A large park. The camera pans along some flowery foliage until it reaches a pair of green scaly legs firmly planted to the ground and a pair of human legs dangling and kicking from someone pinned high against a tree. The monster makes gurgling noises and low-pitched roars. Cut to Buffy being held against the tree by her neck. The monster's face has tentacles coming off of the back of his head as well as the front in place of lips. His teeth are placed vertically between the two center tentacles. His scaly green skin glistens with slime.

Buffy yells out desperately Nnnrrf! Nnnrrf!

Near a picnic table Xander is just coming to, apparently having been knocked around by the monster as well. At the table Willow frantically searches through their bag of demon-killing implements.

Willow Oh, God! Demon! Demon! What kills a demon?! *Buffy struggles with the monster's hand at her neck, but can't get it to budge and has a hard time breathing.*

Buffy Nnnrrf! Nnnrrf!

Willow still searching Oh, Nerf! Not Nerf. Knife! *She finds a knife and runs with it to Buffy's aid. She tosses the knife to Buffy, who blindly grabs it from behind out of mid-air and stabs the monster in the chest. The monster immediately falls over dead, taking Buffy down with it. Willow and Xander help her up.*

Buffy Okay. That was too close for comfort. Not that slaying is ever comfy, but... you know what I mean? *takes a deep breath* If you guys hadn't been here to help...

Willow But, we were, and we did, and, and we're all fine. *looks down at the monster* Isn't he gonna go poof?

Buffy Mm, I guess these guys don't. We'll have to bury him or something. Uhhf...

They walk over to the picnic table.

Buffy Makes you appreciate vamps, though. No fuss, no muss.

Buffy sits cross-legged on one end of the table, Xander sits on the other and Willow sits on the bench below and between them and grabs a drink.

Xander So how come Faith was a no-show? I thought mucus-y demons were her favorites. *munches on a snack*

Buffy Couldn't reach her... again. She hasn't been hanging out much. *reaches for a snack*

Xander I detect worry.

Buffy A little bit. Slaying's a rough gig. Too much alone time isn't healthy. Stuff gets pent up. *munches the snack*

Willow We should try to do more socializing with her.

Xander Well, burial detail aside, does this cap us off for the day?

Buffy You got plans?

Xander I cannot stress enough how much I **don't** have plans.

Buffy No luck reaching Cordelia?

Xander I've left a few messages. Sixty... Seventy... But you know what really bugs me? *to Willow* Okay, we kissed. It was a mistake. But I know that was positively the last time we were **ever** gonna kiss.

Willow Darn tootin'!

Xander And they burst in, rescuing us, without even knocking? I mean, this is really **all** their fault.

Buffy Your logic does **not** resemble our Earth logic.

Xander Mine is much more advanced.

Willow At least tomorrow's Monday, another school day.

Buffy Well, that's good. You know, focus on school. That's the strong Willow way to heal.

Willow Actually, I was more thinking Oz will be there, and I can beg for forgiveness.

Buffy That works, too.

Willow I-I wanna be strong Willow. But then I think I may never get to be close to Oz again, and it's like all the air just goes out of the room.

Buffy I know the feeling.

Xander Right. I mean, you went through it with Angel, and you're still standing. So tell us, Wise One, how do you deal?

Buffy I have you guys.

Cut to Cordelia's bedroom. She's sitting on her bed with the lights very low. She has a picture of herself, Xander, Willow and Buffy all with their arms around each other, and is cutting each person off with a straight vertical cut. She lets the pieces fall into a bowl on a breakfast tray. In the background her answering machine plays back her messages.

Machine Hey, it's Xander. If you get this, call me.

The last part of the picture left in her hand is of Xander, and she cuts diagonally right through his face.

Machine Hi! Xander. I, uh... Well, I'm in if you feel like calling. Bye.

Cordelia's eyes and cheeks are heavy with tears. She sighs, takes a match and strikes it. She lights Xander's part of the picture.

Machine Hi, Cordelia. Um... If you get the chance, if we could talk, I'm here.

She drops the lit piece into the bowl and holds the match to the others. They suddenly all burst into flame. The light of the flame shows just how tired, slagged and haggard Cordelia has become.

Machine Hey again! It's me. I'm here. Again.

She watches as the flames consume the image of Xander.

Part 1

The halls at Sunnydale High School. Willow waits around the corner from Oz's locker, peeking around every few seconds to see if he's arrived, looking very worried. Buffy comes up behind her.

Buffy How's it goin'?

Willow Oz hasn't been to his locker. There may be books in there that he needs, but still, he doesn't come. *looks at the locker*

Buffy Has Xander seen Cordelia?

Willow I don't think so. But she is coming in today. Amy saw her last night at the mall. *looks at the locker*

Buffy How was she?

Willow I don't know. Amy said she looked pretty... scary. *Cut to the student parking lot. Cordelia has the top down on her convertible. She steps out looking very hot in a brown leather skirt and jacket with matching top, and alligator high heel d'Orsay pumps with matching bag from Prada. She confidently walks into school.*

Cut to the breezeway leading to the quad. She walks through, not looking quite as confident anymore since the other students are just passing her by. She stops when she sees Harmony coming her way with some of her friends. When Harmony sees Cordelia, she stops, too, for an instant, but then approaches her, all smiles.

Harmony Cordelia! You look amazing.

Cordelia, confidence restored, exchanges a non-touching hug and kisses on both cheeks.

Harmony Oh. You have to meet Anya. *pulls her to the front* She just moved here, and her dad just bought – what was it – oh. A utility. Or something.

Anya to Cordelia Nice bag. Prada?

Cordelia Good call! Most people around here can't tell Prada from Payless.

Harmony God, Cordy, when I heard about... Well, I mean, I couldn't believe it. But it was smart. You know, the injury thing? You take a week off, let everybody forget about the temporary insanity that was Xander Harris.

Cordelia raises her eyebrows Xander who?

Harmony Oh!

They all exchange a little fake nervous laughter.

Cordette You know what you have to do. Start dating. Get back on the horse.

Cordelia Oh, absolutely! I am ready to ride!

Harmony Then I have just the stallion. He's **so** you.

She leads her over to the outside stairs where Jonathon is sitting, nursing a soft drink. He is taken aback by

the sudden attention, and looks around to see if they didn't really mean someone else, but there is no one else. Cordelia realizes she's been had.

Harmony giggles I'm pretty sure he won't cheat on you. At least not for a while. Plus, he's got a kill moped.

She laughs, and she and her group walk off. Jonathon gives her a sympathetic look, knowing what it's like, and goes back to nursing his soda.

Cut to the halls. Oz finally shows up at his locker. As he works his combination, Willow comes around the corner and pretends it's a chance meeting.

Willow Oz! Wow.

He stops opening his locker and slowly turns to face her.

Willow Look at us, running into each other, as two people who go to the same school are so likely to do now and then.

Oz Hey. *starts to leave*

Willow stops him Oz, wait. Please?

He stops and reluctantly gives her his attention.

Willow What I did... When I think that I hurt you...

Oz Yeah. You said all this stuff already.

Willow Right, but... I wanna make it up to you. I mean, if you let me, I wanna try.

Oz Just... You can leave me alone. I need to figure things out.

Willow But maybe if we talk about it, we could...

Oz Look... I'm sorry this is hard for you. But I told you what I need. So I can't help feeling like the reason you want to talk is so you can feel better about yourself. That's not my problem.

Willow is left feeling completely helpless. Oz goes on his way leaving her standing there.

Cut to the stairs by the student lounge. Cordelia walks down and turns down the hall. She sees Xander come out of the cafeteria at the far end. When he spots her he stops. Cordelia looks for a way to turn this to her advantage, and pulls an old boyfriend out of the crowd.

Cordelia Hey, John Lee. Do I have something caught in my teeth?

She smiles to expose her teeth and angles her head up so he can see. She shifts her head back and forth, and John Lee dutifully follows her movements. From a distance it looks to Xander like they are kissing. When he's seen enough, he goes back into the cafeteria. When Cordelia sees that he's gone, she steps back from John Lee.

Cordelia So... What's new? God, it's been, like, a gazillion years!

John Lee *smiles* Look, the guys are kinda down on me lately. Coach has cut me back to second string. If anyone saw me hanging with Xander Harris' castoff on top of that... Death, you know, but... maybe... *makes suggestive eyes* If you wanna go someplace private...

Cordelia *surprised to find the tables turned* What?

John Lee Think about it. *leaves*

Cordelia can't believe what a social leper she's suddenly become. She starts back down the hall, and is startled when Anya bumps into her.

Anya *smiles* Hey.

Cordelia Go ahead. Dazzle me with your oh-so-brilliant insults. Just join the club.

Anya Hardly. Uh, actually, I've been looking for you. Ever since we met this morning, I was, like, thank God there's one other person in this town who actually reads W.

Cordelia But Harmony...

Anya Oh, she follows me around. If that girl had an original thought, her head would explode.

Cordelia *notices Anya's pendant* Is that Gucci?

Anya Um... no. It's an actual old thing, sort of a, um... good luck charm my dad gave me.

Cordelia Too bad I didn't have one of those pre-Xander. *They start down the hall.*

Anya Can I just say... Men.

Cordelia Second it.

Anya Apart from being without class, the guy's obviously blind. Deserves whatever he gets.

Cordelia I'm not even thinking about him. I am past it. I am living my life.

Anya Still, I mean... Don't you kinda wish...

Cordelia I don't wish. I act. Starting now, Xander Harris is gonna get a bellyful of just how over him I am.

Cut to the Bronze that night. "Tired of Being Alone", by The Spies, plays in the background. Cordelia is at the bar, dressed sexily in red, pretending to have great conversation with a guy. Behind her sitting on the couch beneath the stairs, Willow and Buffy look glum, while Xander pretends to be having fun, forcing himself to laugh. He looks back at Cordelia, who seems to be enjoying her conversation. Xander looks back at Willow and Buffy and forces out gales of laughter. Willow and Buffy exchange a look, then Buffy gives Xander a creepy look.

Xander Excuse me. I need to be both giving **and** receiving of mirth. Is it too much to ask for a little backup?

Buffy *puts her hand on his knee* I'm here for you, Xand. I'm Support- O-Gal. *takes her hand back* I just... feel a little weird about this us-against-Cordelia thing. She's had a rough time.

At the bar Cordelia is still enjoying herself.

Willow It's true. Cordelia **belongs** to the justified camp. She **should** make us pay. And pay and pay and pay... In fact, there's just not enough pay for what we...

Xander *interrupts* Look, you want to do guilt-a-palooza, fine, but I'm done with that. Starting this minute, I'm gonna grab ahold of that crazy little thing called life and let it do its magical little heal-y thing. What's done is done. Let's be in the moment. Behold the beauty that is now. *bounces his eyebrows* Who's with me?

Buffy He's actually making sense. We're young and free in America. How dare we be spun by love or the lack of same?

Willow Absolutely. I-it's self-indulgent. I-I'm in. I'm on the joy train. *smiles*

They all put on bright smiles and radiate them into the Bronze. Slowly their luster fades, and they all end up looking glum again.

Buffy That didn't work. Who wants chocolate?

Willow and Xander both raise their hands.

Buffy I'm up.

She gets up and heads for the cappuccino bar.

Xander Look at her. *indicates Cordelia* Tears of a clown, baby. Or is it... grins of a sad person? *reaches over to Willow in his old familiar way* Or maybe it's...

Willow Xander, your hand.

Xander *jerks back his hand* Oops! Sorry. But why 'oops'? I mean, we always touch digits. It's a friend thing. Comfort. Like chocolate.

Willow *shrugs* Maybe it used to be, but since we... It's different. *Xander looks away* I-I'm sorry. But if I wanna make things right with Oz, my hands, *Xander looks back* my – all my stuff – has to be for him only.

Xander understands, but he sure isn't happy about it.

Cut to the cappuccino bar. While waiting in line, Buffy notices Cordelia talk briefly with Anya and say goodbye. As she goes a boy bumps into her, jostling her wound. She puts her hand over it as she walks out. Buffy decides to follow.

Cut outside. Buffy catches up with her.

Buffy Hey, Cordelia, wait a second.

Cordelia *stops and faces her* Did Xander send you to beg for him? Because if he did...

Buffy No. I'm a free agent, I promise. I just wanted to see how you are.

Cordelia Never been better. *starts to go*

Buffy *follows* Cordelia, I know what it's like to be hurt by someone. *Cordelia faces her* Hurt so much that you don't think you're gonna make it. But I told my friends how I felt, and you know what? It got a little better.

Suddenly a vampire jumps down behind Buffy and swings at her head, but she middle blocks it and punches

him in the face, which sends him to the pavement on his side. Buffy punches him in the face while he's down, reaches for his shirt and yanks him back up to his feet. She spins him around and lets go of his shirt. He staggers backward a couple of steps, but keeps his footing. He advances and does two roundhouse kicks, which Buffy low blocks. He tries a wide punch to Buffy's head, but she ducks it and rises back up to deliver a roundhouse kick to his side. This sends him stumbling backward right at Cordelia.

Buffy Cordelia, look...

Cordelia has no time to react, and gets knocked into a pile of garbage.

Buffy ...out.

The vampire gets back up to his feet and comes at Buffy, jumping into a half spinning crescent kick, which Buffy easily ducks. She grabs him when he comes at her again and knees him in the stomach, then flips him over onto his back. She pulls out her stake and jams it home. The vampire bursts into ashes. Buffy turns her attention back to Cordelia, who flicks a few pieces of trash from her dress and slowly climbs out of the garbage heap. Buffy looks at her apologetically. Behind her she hears the laughter of a group of girls, so she quickly tosses aside her stake. Harmony and some of her friends walk by, look Cordelia over and keep laughing as they go. After they've gone, Cordelia vents on Buffy.

Cordelia You know what I've been asking myself a lot this last week? Why me? Why do I get impaled? Why do I get bitten by snakes? Why do I fall for incredible losers? And you know, I think I've finally figured it out, what my problem is? It's...

Cut to the quad at school the next day. Cordelia and Anya walk together.

Cordelia ...Buffy Summers. That's when all my troubles

started. winces in pain and holds her side When she moved here.

Anya Are you okay?

Cordelia Oh, I just pulled some stitches last night. Know why? *looks in Buffy's direction* Surprise. It was Buffy's fault.

Anya follows Cordelia's gaze and sees Buffy and company sitting on a bench. Harmony interrupts Cordelia and Anya.

Harmony Oh, hey, it's Garbage Girl. Loved the look last night, Cor. Dumpster chic for the dumped.

She and her troop rudely walk right between Cordelia and Anya, giggling and smiling. Cordelia looks down in embarrassment. Anya takes her pendant off.

Anya Here. I think you need this more than I do right now.

Cordelia lifts her hair away from her neck and lets Anya put it on.

Cordelia Yeah, I can use some luck. *eyes Buffy* And a stick with pointy, sharp bits. If that Buffy wasn't... I swear. She's a pain.

Anya But Xander, he's an utter loser. Don't you wish...

Cordelia I never would've looked twice at Xander if Buffy hadn't made him marginally cooler by hanging with him.

Anya Really? *looks over at Buffy*

Cordelia Yeah, I swear! I wish Buffy Summers had never come to Sunnydale.

Anya turns back to Cordelia, who gasps to see that her face has suddenly become very wrinkled and raw-looking, the embodiment of Anyanka, Patron Saint of all women scorned.

Anyanka Done.

The picture fades to white.

Part 2

The picture fades from white back to the quad at Sunnydale High. Cordelia looks around her. Anya is gone. Buffy, Willow and Xander are not sitting at the bench anymore. There are far fewer students in general. The place is, in fact, rather a mess. Garbage and palm leaves are strewn about the quad.

Cordelia Anya?

Suddenly she notices that she no longer has her injury. Anya's pendant, however, is still around her neck. Slowly she begins to figure it out.

Cordelia 'I wish Buffy Summers had never come to Sunnydale.' *smiles* She was, like... a good fairy. A scary, veiny... good fairy. *smiles widely*

She laughs as she heads into the halls. Cut into the halls. Just like outside, there are far fewer students inside. Ev-

eryone is dressed in dark and drab clothing. Cordelia is the standout in her bright turquoise dress. She sees Harmony and her friends at her locker, and hesitates. Harmony closes her locker and sees her.

Harmony Where have you been?!

She approaches Cordelia, and her friends follow. Cordelia gives them a careful smile.

Harmony Ted Chervin just totally went for third with Ginger in front of everybody.

Cordette *to Cordelia* Love the dress. It's so daring.

Harmony nods in agreement. John Lee walks up to them.

John Lee Cordelia.

Cordelia Yeah?

John Lee *pulls her aside* Look, every guy on campus has probably asked, but if you're not going to the Winter

Brunch with anyone, I'd be honored, and we'd have fun.

Cordelia *considers her response* I'll get back to you.

John Lee Really?

Cordelia Yeah. *smiles*

John Lee Great!

He heads down the hall, a happy man. Harmony steps over to her.

Harmony Cordy, you reign!

Cordelia I do? I mean, I do. So what's with the Winter Brunch thing?

Cut to class. It is less than half full, but even so most of the students sit toward the back. The bell rings. The teacher hurriedly gathers his things.

Teacher Alright. Now, don't forget, tomorrow we have our, uh, monthly memorial, so, uh, there's no class.

He rushes out of the room. The students also make a point of getting out of there quickly.

Cordelia What's the rush?

Harmony Oh, you know, my mom hates it when I'm late.

Cordelia Since when? Aren't we going out tonight? *gets up*

Cordette Curfew starts in an hour.

Cordelia Curfew? Come on, I'm in a really good mood! Let's go to the Bronze!

Harmony and her friends all stop and give Cordelia a disbelieving look.

Harmony Is that a joke?

Cordelia Oh! The Bronze isn't cool in this reality. I've gotta make these little adjustments. *smiles*

Harmony and Cordette exchange a look.

Harmony Cordy, what's with you? *the others leave* I mean, you wear this come-bite-me outfit, you make jokes about the Bronze, and you're acting a little schizo.

Cordelia You're right. I just... Well, I bumped my head yesterday, and I keep forgetting stuff. Not that I care, but Xander Harris, he's miserable, right? And that Willow freak he hangs with, not even a blip on the radar screen, right? *smiles*

Harmony *confused* Well, yeah. They're dead.

Cordelia's smile fades, not at all sure how she feels about that. Harmony rolls her eyes and leaves the room.

Cut to what Cordelia thinks is the student parking lot. The lot is completely empty and full of fallen leaves.

Cordelia Okay. Not funny. *stops a passing janitor* Hey! You! Where did you put my car?

Janitor Pardon?

Cordelia My auto! El convertablo?

Janitor You students aren't allowed to drive, and you know it.

Cordelia What?!

Janitor Go on now, Miss. You better get in before the sun sets.

The janitor hurries off. Cordelia is now very confused. She starts on her way home.

Cut to a street in town. The Sun Cinema is closed. The last shop pulls a metal gate across its storefront. The street is dirty. A smashed car just sits in the middle of it. In the distance Cordelia can hear sirens and screams as she walks along. Suddenly Xander appears in front of her, wearing only a white T-Shirt and black leather jacket and pants. She startles and stops short.

Xander Well, whadaya know? Cordelia Chase.

Cordelia What is this? Some kind of sick joke? Harmony told me you were dead.

Xander *plays her game* Now, why would she say something like that? Let's think.

Cordelia Listen to me. We have to find Buffy. She'll figure out a way to save us. She was supposed to be here, and as much as it kills me to admit it... things were better when she was around.

Xander Buffy? The Slayer?

Cordelia No! Buffy the dog-faced girl! Duh! Who do you think I'm talking about?

Willow Bored now.

She slowly walks up to them. She is also dressed in black leather. The bodice of her outfit is trimmed in red lace.

Willow This is the part that's less fun. When there isn't any screaming.

Cordelia What's up with you two and the leather?

Willow to Xander Play now?

Xander It's not that I don't appreciate your appetite, Will, but I thought we agreed it was my turn.

Willow whines and brushes her hand against Xander's chest.

Cordelia No. No! No way! I wish us into Bizarro Land, and you guys are still together?! I cannot win!

Xander Probably not. *vamps out* But I'll give you a head start.

Cordelia *gasps* No!

She drops her bag and begins to run.

Willow I love this part.

They kiss passionately with lots of tongue. Then Xander turns his attention to the chase.

Xander You love all the parts.

Willow follows at a walk as Xander runs after Cordelia. He jumps up, runs over the smashed car and jumps down behind her, grabs her by the neck and throws her down to the street. She rolls to a stop, unconscious.

Willow No fun. She didn't even hardly fight.

Suddenly a van comes screeching around the corner.

Xander Aw, swell. It's the White Hats.

The van screeches to a stop next to Cordelia, and Giles jumps out with a large cross in hand to ward them off. They have to back away. At the driver's seat Oz has the crossbow trained on them. Larry and Nancy jump out of the sliding door, he with a stake held ready, she with another cross.

Giles I've got them! Get the girl!

Larry and Nancy pick Cordelia up and carry her into the van. Xander and Willow growl angrily as they watch their prize being stolen from them. When Larry and Nancy have Cordelia safely inside, Giles hops back in, they slam the doors shut and take off.

Cut to the library. Cordelia is laid out on the large center table.

Oz How's she doing?

Giles Her pulse is strong.

Nancy What was she doing wearing that? Everyone knows that vampires are attracted to bright colors.

Larry That's Cordelia. It's better to look good than to feel alive.

Giles Uh, go and, uh, watch the perimeters in case they follow.

Cut to the Bronze. "Dedicated to Pain", by Plastic, blares loudly as Xander and Willow approach the club. A couple of the vampires standing outside feast on fresh victims caught out after dark. The two of them go into the club and check out the happenings inside. There are several cages containing terrified humans suspended a few feet from the floor. Willow reaches in to one and strokes his cheek. They head toward the back of the club, past the pool tables where a vampire has a wayward biker tied to all four corners. Xander runs his hand across the man's chest.

Xander *to the vampire* Slap my hand, dead soul man.

They shake hands, and Xander and Willow continue into the back. A guard vampire holds the curtain aside for them to enter. When he sees them come in, the Master rises from his throne. His two favored vampires come to stand before him.

Master Ahh. Xander... Willow... Hungry?

He grabs a girl by the hair and lifts her by it. The girl remains silent with fear, but keeps her eyes fixed on the Master.

Master *disgustedly* I've lost my appetite for this one. She keeps looking at me. I'm trying to eat, and she **looks** at me.

He notices Willow's desire for a kill, and turns the girl's head toward her.

Master Go on!

Willow smiles up at Xander, who gives her a look of approval. She turns back to the Master and vamps out. The Master shoves the girl over to her. She catches her

in her arms with her head laid back and bites her hard. Xander, as always, is impressed with her zest for a fresh drink.

Master I remember that lust for the kill. *sits back down on his throne* Now... What news on the Rialto?

Xander Had a prime kill. An old crush, actually, till that wannaslay librarian showed up.

Master He'll be dealt with soon enough.

Willow comes back to Xander's side, licking her fingers.

Xander Weird thing: girl kept talking about Buffy. 'Gotta get Buffy here.' Isn't that what they called the Slayer?

Willow *strokes his chest* Hmm. Buffy. Ooo. Scary.

Xander Someone has to talk to her people. That name is striking fear in nobody's hearts.

Master *stands up* She talked of summoning the Slayer here, now, at this time, and you didn't kill her?

Willow Well, they had crosses.

Master The plant begins operation in less than twenty-four hours. *steps up to them* You will find this girl. *strokes their cheeks* You will kill her before she contacts the Slayer. Or I'll see you two kissing daylight.

Cut to the library. Cordelia groans as she regains consciousness. Giles comes rushing down to her from the stacks and tries to keep her from getting up too fast.

Giles Hey! Hey...

Cordelia *frantic* Giles! It's all my fault! I wasn't... I made this **stupid** wish...

Giles Come on. Please lie...

Cordelia No! You have to get Buffy. Buffy changes it. *Giles lets go of her* It wasn't like this. It was better. I mean, the clothes alone... *Giles takes off his glasses* But people were happy. Mostly. And... Wait. *slides off of the table* Why are you here and she's not? I mean, y-you were her Watcher.

Giles is amazed by what he's hearing.

Giles H-how do you know I was a Watcher? I've never...

They hear a series of thumps and taps outside.

Cordelia What?

Giles looks around carefully and puts his glasses back on.

Cordelia What?

Giles I thought I heard something.

He goes into the cage and grabs a large cross and a stake from the weapons cabinet.

Giles Now, I want you to start again and explain everything very carefully.

Before he can come out, he finds the cage door slammed shut on him.

Willow You're in a big cage.

She taunts him with the key. Xander has Cordelia pinned against him with his hand over her mouth. Willow looks over at him.

Xander Not too bright, Book Guy.

Willow turns back to Giles, who slams the cross against the cage, forcing Willow back. She growls angrily. Xander forces Cordelia closer.

Xander So you're a Watcher, huh? *smiles widely* Watch this.

He lets go of Cordelia's mouth and sinks his teeth into her neck. Giles rattles the cage hard in protest, helpless to do anything. Willow smiles at him, then turns around

and bites Cordelia also on the other side of her neck. Together they suck her dry. Xander reaches his arm around Willow's head and caresses her hair. Giles rages in anger as he is forced to watch. In another moment Cordelia is dead, and Xander pushes her lifeless body aside, letting it fall to the floor. Xander starts out of the library. Willow gives Giles a smile and tosses the key at him as she also leaves. Giles pants heavily as he looks down at the body of the latest victim of these two vampires.

Part 3

The library. Giles swings at the cage door with a double-bladed battle-ax. It soon gives way and opens, and he rushes out to check on Cordelia. He feels for a pulse, but he's too late. Larry and Oz come running in through the stacks.

Larry They hit us right outside.

Giles Nancy?

Oz She's dead.

Giles takes the news as well as can be expected.

Giles Um... Would you mind... Could you take her to the incinerator? I have some business to...

Larry and Oz set themselves to their grim task. Oz goes around to get her legs, Larry grabs her by the shoulders. Just as they are about to go, Giles notices the pendant around her neck.

Giles Wait a moment.

He takes it off, and the boys carry her body away.

Cut to the Bronze. The Master takes a fresh hot demitasse of blood espresso from his machine and sips it. He blows on it and takes another sip. Behind him Xander and Willow report back from their mission. The Master turns to face them.

Xander The deed is done.

Master You killed the girl that sought the Slayer?

Xander It was too easy.

Willow I felt cheap.

Master Excellent. The opening will commence as scheduled. *takes another sip*

Willow *approaches* So, you're pleased?

Master Ecstatic.

Willow Then... can I play with the puppy?

Master Ooo. *smiles* Be my guest.

Willow smiles as the Master hands her the keys.

Cut to Giles' apartment. He's on the phone with Buffy's Watcher.

Giles Yes, I understand, but it's imperative that I see her. Here. *listens* Well... when will you? *listens* Yeah, well, you are her Watcher. I'd expect her to at least check in to... *listens* Yes, I'm aware that there's a great deal of demonic activity in Cleveland. *listens* It... Well, it happens, you know, that, that Sunnydale is on a Hellmouth.

listens It, it is so! *listens* Well... Just... Just give her the message, if you ever see her again. *hangs up*

Cut to an external view of Sunnydale by day. The camera pans over the red Spanish roofs typical of most of town. In the distance there is a low haze over the ocean.

Cut to the Bronze. Cut inside. Willow approaches what can only be described as a jail cell in the basement.

Willow Bored now.

She walks over to the wall of whips, chains and other instruments of torture.

Willow Daytime's the worst. *runs her hand over the leather* Cooped up for hours. Can't hunt.

She takes a pair of iron shears and clinks it along the bars of the cell.

Willow But the Master said I could play.

Inside the figure begins to stir.

Willow Isn't that fun, Puppy?

She unlocks the cell door and swings it in.

Willow Aw... Puppy's being all quiet. Come on. Don't be a spoilsport.

The man groans as she straddles him. She grabs him by the hair and jerks his head up. It's Angel, and he moans from the rough treatment. He seems constantly short of breath.

Willow Guess what today is?

She runs the tip of the shears along his chin and down his throat.

Willow Today the plant opens. It's a big party.

She licks him from the base of his ear to his forehead and runs her sharp fingernails along his neck.

Willow You remember I told you about the plant? All those people you tried to save? It's gonna be quick for them. Not for you, though. It's gonna be slow for you. *She flips him over onto his back and straddles his stomach. He lets out a painful moan.*

Willow That's right, Puppy... Willow's gonna make you bark. *smiles*

He cries out when she rips open his shirt to reveal several very deep and bloody wounds on his chest. When she touches them he flinches hard.

Willow Oh... Maybe I went too hard on you last time.

Behind her Xander strikes a wooden kitchen match with his thumbnail and tosses it onto Angel's chest. Angel cries out in pain.

Xander Too hard? No such thing.

Willow Watch it with those things. You almost got my hair.

Xander Sorry. Got carried away.

He tosses her the large box of matches.

Willow Don't you want to?

Xander No, thanks, baby. I just wanna watch you go.

Willow smiles and turns her full attention on Angel. She lights another match, and the screen cuts to black. Angel screams in agony.

Cut to the library. Giles is in his office while Oz tunes the crossbow and Larry carves stakes in the main area.

Giles Here it is! I've found it. *comes out of his office* Look.

He sets down a book which is opened to a page with a sketch of Cordelia's pendant.

Giles It's what, um, Cordelia was wearing. It's the, the, uh, symbol of, of Anyanka.

Oz I don't think I know her.

Giles Well, no. Um, Anyanka is a, sort of a Patron Saint of scorned women. *sits on the table*

Larry What does she do?

Giles Uh, sh-she grants wishes.

Oz So Cordelia wished for something? Well, if it was a long, healthy life, she should get her money back.

Giles She said something about everything being different, that the... the world wasn't supposed to be like this. It was, um, better. Before.

Larry Okay. The entire world sucks because some dead ditz made a wish? *gets looks from Giles and Oz* I just, I just want it clear.

Giles She said the, uh... the Slayer was supposed to be here, was, um, meant to have been here already.

Oz Certainly would've helped.

Giles Yes. I tried calling her, but, um... *stands up* Look, I'm, I'm, I'm gonna have to... research this Anyanka thing further. Um, I have some more... volumes at, at home. You two, two get some sleep. *goes*

Oz Watch your back.

Cut to the street. Giles drives along in his ancient Citroen. As he drives by a park he sees a bunch of people being herded into a stepvan. He stops his car, grabs his large cross and rushes over to help. He holds the cross up to the two vampires, who are forced to back away, and yells to the people in the van.

Giles Run!

When the people have all run away, he turns to run back to his car, but a third vampire slams the rear van door into his face, knocking him flat on his back. They try to grab him to load up, but the one at his feet suddenly finds himself flying through the air and landing hard on his back. The other two attack, but meet with similar fates. The first one runs at his attacker again, but gets staked. The attacker grabs another and stakes him. The others flee. Giles looks up at the person standing at his feet.

Giles Buffy Summers?

Buffy That's right. Wanna tell me what I'm doing here?

Part 4

Giles' apartment. Buffy looks around, bored out of her mind. Giles is on the stairs looking through a book, and finally finds something.

Giles Ah! Ah! Ah! Yes! *glances at Buffy and stands up* Here. *reads* 'In order to defeat Anyanka, one must destroy her powercenter. *walks down the steps* This should reverse all the wishes she's granted, rendering her mortal and powerless again.' You see? Without her powercenter, she'd j-just be a-a-an ordinary woman again, and all this would be, um... well, different. *gets no reaction* Well, I'd say that my, my Watcher muscles *closes the book* haven't completely atrophied after all. *takes off his glasses*

Buffy *unimpressed* Great. What's her powercenter?

Giles Um, well, um, um... *glances at the book again* It doesn't say.

Buffy Why don't I just put a stake through her heart? *goes to his kitchen bar*

Giles She's not a vampire.

Buffy Mm, well, you'd be surprised how many things that'll kill. *sniffs a liqueur bottle*

Giles I don't want to kill her, Miss Summers. I want to reverse whatever effect she's had on this, this... world.

She puts the bottle back down and turns to face him.

Buffy You're taking an awful lot on faith here, Jeeves.

Giles Giles.

Buffy *shrugs* Kill the bad fairy... destroy the bad fairy's powercenter, whatever, and all the troubles go away?

Giles Yeah, well, I'm sure it's not that simple, but...

Buffy *interrupts* World is what it is. We fight. We die. Wishing doesn't change that.

Giles I have to believe in a better world.

Buffy Go ahead. I have to live in this one.

She strolls over to his chess table, lifts her right leg up to set her boot on its edge and spits into her hand to literally give it a spit shine.

Giles Cordelia said she knew that I was meant to be your Watcher. She said she knew you.

Buffy *works her spit into the leather* She's probably just a big fan.

Giles The Master sent his most vicious disciples to kill her. Now, she, she must have posed some threat to him. *puts his glasses back on*

Buffy *suddenly attentive* The Master?

Giles Um, supreme vampire around these parts. He, he lives on the outskirts of town in an old club.

Buffy You know where he lives, and no one's ever tried to take him out?

Giles People have tried.

Buffy Well, point the way. I might as well do some good while I'm in this town. *goes to get her weapons*

Giles You can't just walk in there and...

Buffy Look, you wanna stay here and play make-believe, fine. *puts her crossbow strap over her shoulder* I'm not gonna be any help to you anyway. There's only one thing I'm good at.

Giles At least let's muster some kind of force.

Buffy I don't play well with others. Now, I'm gonna ask you this once, and then I'm gonna get testy.

Giles gives in and tosses his book onto his desk.

Buffy Where's this club?

Cut to the Bronze. Buffy whips aside the curtains and comes out of the Master's sitting area. She strolls through the club and sees the hanging cages, the ropes dangling from the pool tables, and everything for the most part put away as though the place were just closed for the day. Everything, that is, except for the dead boy in one of the cages.

Cut to the stairs to the basement. Buffy comes down quickly and finds the cell where Angel is chained to the wall. He is shivering hard. She looks around a bit as she walks up to the bars. He looks up at her, and a look of recognition appears on his face. She in turn just gives Angel a blank look, turns and starts to walk away.

Angel Buffy.

She stops in her tracks.

Angel Buffy Summers.

She turns to face Angel and gives him an inquiring look.

Angel gets another look at her, and now he's sure.

Angel *weakly* It's you. I mean... you don't remember. How could you?

Buffy How did you know my name?

Angel I waited. I waited here for you. But you never... I was supposed to help you.

Buffy *huffs* You were gonna help me.

Angel *weakly* The Master rose. He let me live... to punish me. I kept hoping maybe you'd come. My destiny.

Buffy *huffs* Is this a get-in-my-pants thing? You guys in Sunnydale talk like I'm the Second Coming.

Angel I'm sorry. I just meant...

Buffy *interrupts* Look, I don't have time for stories. Where's the Master?

Angel They're at his factory. It starts tonight.

Buffy Factory?

Angel *tries to move* I grunts I can take you there.

Buffy is wary of the whole situation, but decides she can at least give him a chance. She kicks in the door to the cell and approaches Angel. She reaches behind him to get at his chains, but in doing so the cross around her neck hangs down in his face, and he flinches from it. Buffy reacts, jerks back and drops the chains.

Buffy Oh, you gotta be **kidding** me!

She stomps out of the cell.

Angel Wait! I won't hurt you.

Buffy *faces him* No. You'll leave that to your Master.

Angel You don't believe I wanna help you?

He makes a hard effort to stand up and opens his shirt to show her his wounds.

Angel Believe I want him dead.

She stares at his wounds for a long moment.

Cut to the Master's factory. The camera pans from a control panel across the crowd of gathering vampires, past a wooden cage full of humans and the machine waiting in front of it, and over to the Master up on a stage.

Master Vampires, come! Behold the technical wonder, which is about to alter the very fabric of our society. Some have argued that such an advancement goes against our nature. They claim that death is our art. I say to them... Well, I don't say anything to them because I kill them. Undeniably we are the world's superior race. *the camera closes in on him* Yet we have always been too parochial, too bound by the mindless routine of the predator. Hunt and kill, hunt and kill. Titillating? Yes. Practical? Hardly. Meanwhile, the humans, with their plebeian minds, **have brought us a truly demonic concept** *spreads his arms* mass production!

Vampires *cheer* Yeah! Yeah!

Xander We really are living in a golden age.

He is visibly moved by the proceedings. Willow tilts her head toward him and smiles.

Cut to Giles' apartment. He has several bags and bowls of various herbs and powders laid out on his chess table. He grabs a couple of them and goes over to his desk with them, where he has a large golden goblet already smoldering. He pulls bits of an herb from a bushel and drops them into the goblet as he recites the ritual to summon Anyanka.

Giles Oh... Anyanka... I-I beseech thee... *puts on his glasses to read* Um... *turns a page* In the name of all women scorned... *adds more herb to the fire* Come before me.

He looks around his apartment to see where she might

appear. She does so, but in the shadows under the stairs to his loft, where he doesn't notice. Slowly she walks into the dim light of the room.

Giles Oh! lets out a nervous breath

Anyanka Do you have any idea what I do to a man who uses that spell to summon me?

Giles gazes at her with a look of foreboding.

Cut to the factory.

Master Bring on the first!

At the cage the vampires shove a couple of the humans back from the gate, lift off the crossbar and open it. Oz realizes what's about to happen, but can't do anything. Two vampires go into the cage and choose a victim.

Vampire You!

He points to and grabs Cordette. Xander and Willow look on as she screams and is dragged out.

Cordette Nooo! No! Please! No! Help me! No! Noooo!

Some of the men in the cage attempt to resist and help her, but they are easily knocked aside. Once they have her outside, one of them shocks her with a cattle prod. Her body goes limp. The gates to the cage are closed, and the mortals all gather to watch in horror. The two vampires drag her to the end of the machine. One of them lifts her into a long stainless steel pan like the ones used for autopsies and lays her down in it.

Master She's still alive, you see, for the freshness.

The machine is turned on, and the pan moves along the conveyor to the blood draining station. On either side are four arms that extend over Cordette, each with a very large needle on the end. They all plunge into her body and begin to suck the blood from it. At one end of the contraption is a tap for sampling the blood, and a glass is filled for the Master to taste. In the cage Larry and Oz watch in disbelief. At the back of the factory Buffy and Angel peek around a corner. On the machine Cordette lets out her last few muffled sounds and dies. Xander and Willow watch with anticipation.

Angel to Buffy What's the plan?

Buffy holds up her stake Don't fall on this.

The glass with the blood sample is passed up to the Master. Buffy and Angel calmly make their way through the crowd of vampires toward the stage. The Master rubs his fingers in anticipation of the first taste of blood from his new machine. The arms extract themselves from Cordette, and the pan with her body moves along the conveyor for disposal. The glass of blood is handed up to the Master. He holds it up to his subjects for a toast.

Master Welcome to the future.

Vampires To the future! To the future! To the future!

Buffy raises her crossbow at the Master and fires. Instantly the Master pulls Xander in front of him, and the bolt hits him in the right shoulder. Buffy aims the cross-

bow at another target, but it gets knocked from her hand. Panic sets in among the vampires. Buffy ducks a wide swing from a vampire. She jumps up and brings her foot down to smash the back of his knee. Angel attacks a vampire by the cage, punches him in the face and shoves him aside. He rushes over to the gate and throws off the crossbar.

Willow smiling Uh-oh. Puppy got out.

Angel throws open the cage's gate and starts pulling people out. Buffy twists a vampire's arm around, immobilizing him, and does a jumping roundhouse kick to his gut. The crowd of humans streams into the fray. Oz reaches up and breaks a piece off of one of the wooden cage bars. He immediately jams it into the back of a vampire. All around humans and vampires fight. Xander and Willow finally decide it's time to join in and jump down from the stage.

Cut to Giles' apartment. Anyanka slowly approaches Giles, who bravely stands his ground.

Giles Cordelia Chase. What did she wish for?

Anyanka I had no idea her wish would be so exciting! Brave New World. I hope she likes it.

Cut to the factory. Buffy ducks a swing from a vampire and repeats her earlier maneuver of stomping on the back of his knee. She grabs him by his shirt and throws him over the conveyor. He pulls a section of it over with him. Buffy punches another vampire in the face. Yet another one tries to grab her by the neck from behind, and she spins around and elbows him in the face. As the second one comes at her again, she side steps him and sends him barreling into the third one.

Gut to Giles' apartment.

Giles You're gonna change it back.

Anyanka finally gets too close, and he takes a couple of steps back.

Giles I'm not afraid of you. Your only power lies in the wishing.

Anyanka makes a sudden and hard grab for his neck.

Anyanka Wrong!

She lifts him and slams him against a wall.

Cut to the factory. Willow swings at Buffy, but misses as Buffy ducks the punch. Buffy backhand punches Willow in the face and follows up with a roundhouse kick to her stomach. Willow falls to the ground. Buffy senses something behind her and turns around in time to backhand punch an incoming vampire. She spins around again, this time to face Xander. She grabs onto his shoulder and yanks his body down to meet her knee, getting him twice in the gut and then in the face. She turns again to find her next target. Xander gets to his feet and comes at Buffy. Angel sees him make his move, and runs to Buffy's aid.

Angel Buffy, look out!

Still unaware of Xander's imminent attack, Buffy roundhouse kicks another vampire while holding onto his arm. She lets go of him as he falls. Angel runs past her and uppercuts Xander in the face. Xander in turn lunges at Angel with the crossbow bolt that he's pulled from his shoulder, and impales Angel. Angel turns to face Buffy and grabs his wound.

Angel Buffy...

He crumbles to ash. Buffy takes it like he's just another dead vampire, and marches over to another fray to continue the fight.

Anyanka This is the real world now.

Cut to Giles' apartment. She still has him pinned to the wall.

Anyanka This is the world we made. Isn't it wonderful?

Cut to the factory. Buffy notices a vampire run up behind her and backhand punches him, sending him flying through the air. She turns her attention back to Xander, who is just throwing a man aside. He sees her coming, and advances on her in turn. He swings at Buffy, and she punches his arm away. Taking advantage of the opening, she swings her stake into his chest, and he explodes into ashes. Without a care, Buffy turns back around and starts looking for her next victim. Willow sees her love staked and makes a move toward Buffy, but Larry grabs her by an arm and tries to pull her back. Oz shakes free of a vampire and runs to Larry's assistance, grabbing her by the waist and shoving her back into a broken piece of the cage. She instantly bursts into ashes. Buffy high side kicks a vampire in the face, knocking him to the floor, and turns to face the Master. He slides down the stair railings from the stage and shoves aside the vampire and mortal blocking his way. Buffy begins a determined stride in his direction. The Master shoves more people and vampires aside in his determination to get at the Slayer. Buffy does the same.

Cut to Giles' apartment. He is beginning to choke. Just then he notices the amulet around Anyanka's neck begin to glow green, and makes a grab for it, wresting it from her neck. This causes her to let go of him, and he backhand punches her in the face, sending her staggering across the room.

Cut to the factory. Buffy and the Master finally meet with swings that middle block each other. Buffy tries to wrap her hands around the Master's forearm.

Cut to Giles's apartment. He scrambles to his desk, lays the amulet on it and searches frantically for something to smash it with. He soon has his marble paperweight in his hand. Anyanka gets up from the floor.

Anyanka You trusting fool! How do you know the other world is any better than this?

Giles Because it has to be.

Cut to the factory. The Master does a backhand swing, snapping Buffy's head back, dazing her. He grabs her by the shoulders and pulls her to him.

Cut to Giles' apartment. He raises the paperweight and starts to swing it down with full force at Anyanka's amulet.

Anyanka No!

Cut to the factory. The Master grabs Buffy's head.

Cut to Giles' apartment. He swings the paperweight down.

Cut to the factory. The Master gives Buffy's head a hard twist, snapping her neck.

Cut to Giles' apartment. He swings the paperweight further down.

Cut to the factory. Buffy's expression is blank as she begins to sink to the floor.

Cut to Giles' apartment. He smashes the paperweight onto Anyanka's amulet. It shatters into thousands of pieces and emits a burst of green light.

Cut to the factory. The Master watches as Buffy's body begins to fall, then moves on. The picture fades to bright white.

The picture fades from white back to the quad at Sunnydale High School and Cordelia making her wish. She no longer has Anya's pendant around her neck.

Cordelia I wish Buffy Summers had never come to Sunnydale.

Anya turns back to face Cordelia.

Anya Done.

She is taken aback when nothing happens, not yet quite aware that she is no longer immortal.

Cordelia That would be cool! No, wait. I wish Buffy Summers had never been born.

Anya Done!

She is surprised that nothing's happening. She looks down at herself in confusion.

Cordelia And I wish that Xander Harris never again knows the touch of a woman. *smiles, starts to walk away* **And** that Willow wakes up tomorrow covered in monkey hair.

Anya *tries again* Done!

The camera follows Cordelia to where the gang is sitting.

Cordelia In fact, I wish all men except maybe the dumb and the really agreeable kind...

Giles walks past the group and makes a point of checking his watch. They all just smile at him and nod.

Cordelia ...disappear off the face of the earth. That would be **so** cool! Or maybe...

The camera pulls in on Xander, Buffy and Willow smiling and talking cheerfully among themselves.

Amends

Written by **Joss Whedon**

Directed by **Joss Whedon**

Prologue

Dublin, Ireland, 1838. It's Christmas time, and there is snow on the ground. The people in the streets are all dressed in warm cloaks. A carriage goes by. Behind it a very worried-looking young man hurries along the street. He constantly looks back to see if he's being followed. He passes a choir group singing "Silent Night", but pays them no mind. In a more crowded area he pushes his way through the people, eliciting a few comments on his rudeness. Suddenly a pair of arms reach out from an alleyway, pull him in and throw him to the snow-covered cobblestones. He looks up to see who his aggressor is, and finds Angelus standing over him, sporting his game face.

Angelus Daniel. Where were you going?

Daniel *afraid* You! You're not human.

Angelus *agreeably* Not of late, no.

Daniel *begs* Wh-what do you want?

Angelus Well, it happens that I'm hungry, Daniel, and seeing as that you're somewhat in me debt...

Daniel *frightened* Please, I can't!

Angelus A man playing at cards should have a natural intelligence or a great deal of money, and you're sadly lacking in both.

Daniel tries to get up and flee, but Angelus grabs him by the coat and roars.

Angelus So I take me winnings me own way.

Daniel *looking up, terrified* The Lord is my shepherd. I shall not want. He maketh me to lie down in green pastures...

Angelus *interrupts* Daniel, be of good cheer. It's Christmas!

He bites him violently on the neck.

Cut to Angel's bedroom. He wakes from his dream with a start, and after realizing it was only a dream, he sits up in bed.

Cut to a Sunnydale shopping district. In the window of an audio/video store a TV is tuned to the weather.

Weatherman It's going to be sunny and warm with temperatures continuing in the high 70s about 25C

throughout the holiday weekend. Just a little warm to light the Yule log, but it should make for a very nice Christmas.

Angel walks past the shop window at a brisk pace and crosses the street. Somewhere on the block is a group of carolers singing "God Rest Ye Merry Gentlemen". Angel passes a Santa Claus ringing a bell and collecting for the Salvation Army. A passerby drops some coins into his pot.

Santa Merry Christmas!

Angel stops short when he unexpectedly runs into Buffy. They are both surprised, and don't say anything for a moment. Angel breaks the silence.

Angel Hi.

Buffy Angel...

Another awkward silence sets in for a while.

Buffy So, are you shopping? *realizes how silly that sounds* You're probably not shopping.

Angel I couldn't sleep.

Buffy Vampires probably not that big on Christmas, now that I think about it.

Angel Not as a rule.

Buffy But you're good?

Angel I'm, I'm alright. You?

Buffy Yeah! *smiles* Yeah, I'm good. I, um, *looks down at the boxes she's carrying* I was just getting some Christmas gifts for the gang.

Angel's attention is diverted to behind Buffy. In the middle of the street he sees an apparition of Daniel looking sadly back at him.

Buffy Um, I'd better go before the magic store closes.

Angel and Daniel exchange a long look, then Daniel walks away. Buffy notices Angel's distraction.

Buffy Angel?

She looks behind herself and sees nothing, then turns her concerned attention back to Angel.

Buffy What is it?

Angel is frozen with fear.

Part 1

Sunnydale High School. The bell rings, and students begin to pour out of the classrooms into the halls. Buffy, Willow and Xander come out of one and head over to the girls' lockers.

Buffy And then he just bailed. He didn't say anything. He just took off. It was so weird.

The girls both work their locker combinations.

Xander Angel? Weird? What are the odds? *gets a look from Buffy*

Willow Do you think something's wrong? Maybe you should tell Giles.

They both open their lockers and get what they need.

Buffy No. I don't wanna bug Giles. He's still kinda twitchy when it comes to the subject of Angel.

She takes off her jacket and hangs it in her locker.

Xander Well, it must be that whole Angel-killed-his-girlfriend-and- tortured-him thing. Hey, Giles is pretty petty when it comes to stuff like that.

Buffy takes a paper bag from her locker and then closes the door.

Buffy Xander, enough, okay?

Willow zips up her book bag and closes her locker as well. They all start down the hall.

Willow Maybe Angel just has the holiday blues. Everybody gets 'em. Especially when they're alone.

Buffy It's just so frustrating. I'm trying to do the right thing and stay away from him and get over it, and then boom, there he is. I just want a nice, quiet Christmas vacation.

Cut to the student lounge. A Christmas tree is set up there. The gang comes out of an adjacent hall and heads into the lounge.

Xander So, you doing anything special?

Buffy Tree. Nog. Roast beast. Just me and Mom and hopefully an excess of gifts. What are you doing for Christmas?

Willow Being Jewish. Remember, people? Not everybody worships Santa.

Buffy *smiles* I just meant for vacation.

Willow Mm. Nothing fun.

They take the steps up to the couches.

Willow Oz and I had planned... but I guess that's off.

Cordelia is sitting on one of the couches with a friend.

Xander is instantly nervous. Buffy takes her bag over to the Holiday Food Drive collection box behind the couches and starts pulling cans of food out of her bag and putting them in the box. Willow and Xander sit on the couch opposite Cordelia.

Xander *with false heartiness* Well, I'll be enjoying my annual Christmas Eve camp-out. See, I take my sleeping bag outside and I go to sleep on the grass.

Cordelia and her friend stand up. Her friend steps over to the stairs and waits, while Cordelia hangs around to add her point of view.

Willow Sounds fun.

Xander Yeah, I like to look at the stars, you know? Feel the whole nature vibe.

Cordelia *smiling smugly* I thought you slept outside to avoid your family's drunken Christmas fights.

Xander gives her a look like he expected no less from her.

Xander Yes. And that was a confidence I was hoping you would share with everyone. *smiles sarcastically*

Buffy joins the group again.

Cordelia Well, I'll be in Aspen. Skiing. With actual snow.

Buffy I hear that helps.

Cordelia It must be a drag to be stuck here in Sweatydale, but I'm thinking of you. Okay, I'm done.

She leaves wearing a shark smile, well-satisfied with her results.

Buffy She certainly has reverted to form.

Willow It's not her fault. Mm, after what happened, we gotta cut her some slack.

Xander That's the Christmas spirit.

Willow Hello, still Jewish. Chanukah spirit, I believe that was? Anyway, forgiveness is pretty much a big theme with me this year, 'cause of the...

She stops when she sees Oz come up to the group. Oz glances over at Xander, who is suddenly quite uncomfortable. Oz turns his attention to Willow.

Oz Hey.

Willow *Hey. looks at him hopefully*

Cut to an empty classroom. Willow sits on one end of the teacher's desk while Oz leans against the other and looks blankly out into the room.

Oz Okay. The thing is... seeing you with Xander, it was... Well, I never felt that way before... when it wasn't a full moon... but I know you guys have a history.

Willow But it's a history that's in the past. Well, I-I guess most history is in the past. But it's over.

Oz Well, I don't know. I don't know that it... ever will be between you two.

Willow *imploringly* Oz, please believe me.

Oz *looks at her* This is what I do know: I miss you. Like, every second. Almost like I lost an arm, or worse, a torso. So, I think I'd be willing to... give it a shot.

Willow *stands up and smiles tentatively* Really?

Oz *stands up and smiles* Yeah.

Willow smiles more warmly.

Willow Do you want us to... to hug now? *looks at him hopefully*

Oz *smiles* Yeah, I'm good for that.

They step closer to each other and hug tightly, Oz with one arm around her back and the other gently caressing her head, while Willow holds onto him as tightly as she can, enfolding him in her arms.

Cut to a Christmas Tree lot. Buffy and her mother walk through trying to find the right one. Other shoppers are also selecting trees.

Shopper Take the other one, then.

Off to one side the tree merchant is spraying fake snow onto a tree. Joyce looks over one of the snowed trees.

Joyce Do you wanna get one with snow on it? Be very Christmasy.

They continue through the tree lot.

Buffy I think those are just for display.

Joyce Oh. You know, honey, I was thinking. Maybe we should invite Faith to spend Christmas Eve with us.

Buffy I don't know. Faith and I don't really hang out. Or talk or make eye contact lately.

Joyce *looks over another tree* Do you really wanna let her spend Christmas Eve all by herself in that dingy little motel room?

Buffy *smiles* You're still number one with a guilt trip, Mom.

Joyce I try.

Buffy *gives in* I'll ask her.

Joyce You're a doll.

Buffy What about Giles? I mean, he doesn't have any fam...

Joyce *interrupts* No, I'm sure he's fine.

Buffy We could at least ask him and see...

Joyce He doesn't wanna spend Christmas Eve with a bunch of girls. *takes a deep breath* Let's split up.

She goes off to her right. Buffy sighs and continues looking. She notices an area where a bunch of the trees are all brown, and walks over to them for a closer look. The tree merchant comes up to her.

Tree merchant Bunch of them up and died on us. Don't know why. If you want one, I can make you a hell of a deal.

Buffy No, thank you.

Joyce *from a distance* Oh, honey, this one's perfect!

Buffy goes to see what her mother has found.

Cut to another dream sequence. Images of a fire and burning candles float around. The image of a round table with candles at its center and ritualistic artifacts arranged to form three spokes upon it, all surrounded by a circle, appears. Three chanting figures are sitting round the table, their palms placed flat upon the table's rim, as if using a Ouija board. The table and figures float by several times. Suddenly the view angles up from the table and into the face of one of the three figures. It has no eyes, but instead has runes branded in the flesh where eyes should be.

Cut to Angel's bedroom. He wakes with a gasp, frightened and breathing hard. Again he realizes it's only a dream, and rubs his head with his hands.

Cut to Faith's motel. Cut inside her room. She's struggling with the TV, slapping and shaking it to try to get some reception, but gets nothing. There is a knock at her door.

Faith Yeah?

Buffy opens the door and comes in.

Faith Hey, what's up? *to the TV* Work, damn it!

Buffy *closes the door* Hey.

Faith gives up and turns off the TV. She stands up and faces Buffy.

Faith What's going on? Scary monsters?

Buffy No. Um, *steps further in* we're having Christmas Eve dinner at my house, and I thought that, um, if you didn't have plans...

Faith *smiles sharply* Your mom sent you down, huh?

Buffy *taken aback* No.

Faith Well, thanks, but I got plans. There's this big party I've been invited to. It should be a blast. *smiles evasively*

Buffy *unconvinced* Okay. Cool. But if you change your mind, the offer...

Faith That's nice of you. Thanks. But I got... I got that big party that I've been invited to, so... *smiles dismayingly*

Buffy steps toward the door, but looks around and notices the Christmas lights that Faith has strung up around the room.

Buffy *quietly approving* I like the lights.

Faith Yeah. Well, 'tis the season. Whatever that means. *Cut to Giles' kitchen. He's cooking dinner, and takes a taste. There's a knocking at his door.*

Giles Just a minute!

He goes to the door, opens it and is surprised to see Angel standing there. For a long moment neither of them says anything.

Giles Hello.

Angel Um... I'm sorry to bother you.

Giles finds himself unable to keep from laughing bitterly.

Giles Sorry. Coming from you that phrase strikes me as rather funny. 'Sorry to bother me.'

Angel I need your help.

Giles *straight-faced* And the funny keeps on coming.

Angel *swallowing his pride* I understand I have no right to ask for it, but there's no one else.

Giles Alright.

He walks back into the apartment and tosses his kitchen towel onto the counter. He heads down the hall.

Angel I... I can't come in unless you invite me.

Giles returns from the hall, holding a crossbow and raising it at the ready.

Giles I'm aware of that.

He walks back to the door.

Giles Come in.

Slowly and not without reservation Angel steps into the apartment. Giles' aim does not waver.

Angel I've been seeing... *distracted* I've... I've had dreams lately about the past. It's... It's like I'm living it again. It's, it's so vivid, I... I need to know. *pleading* I need to know why I'm here.

Giles Here? Back on Earth?

Angel I should be in a demon dimension suffering an eternity of torture.

Giles I don't feel particularly inclined to argue with that.

Angel But I'm not. I was freed, and I don't understand why.

Giles Knowing why you were back would give you peace of mind?

Angel It might.

Giles decides it's probably okay to put down his weapon, and bends to his side to set the crossbow down. Behind him Angel sees an apparition of Jenny Calendar.

Giles You think that's something you ought to have?

Jenny looks at Angel sadly. Angel begins to shiver with fear.

Giles Because, sir, to be blunt, the last time you became complacent about your existence turned out rather badly.

Angel sees Jenny stroke her hand down Giles' shoulder and sigh. Giles doesn't notice a thing. Angel begins to pant with short rapid breaths. Giles notices the look of fear on his face focused behind him.

Giles What?

He looks around his apartment, completely unaware of Jenny's presence.

Angel Don't you see her?

He sees Jenny walk around Giles.

Giles Who?

Angel begins to make his way to the door. Jenny follows him with her stare. He begins to freak out.

Angel I can't!

He runs out of the door into the night. Giles is left standing there very confused.

Cut to Angel's mansion. Cut to his bedroom. He sleeps fitfully. Suddenly his dream flashes back to Dublin again at a dinner party. The affair is very formal. The camera moves through the house while the guests converse. At the stairs the camera angles up to follow a woman as she climbs them while two other guests come down. The

camera angles back down and underneath, where Angelus is talking with a maid.

Margaret *nervous* Sir, please, I should return to the party.

Angelus Margaret, Margaret, there's no hurry.

Margaret *trying to pull away* Mistress will be wondering...

Angelus Shh. Mistress will be wondering how to get the good Reverend Chalmers into bed and will not notice the absence of canape'. *strokes her chin* Stay with me.

Margaret *worried* Sir, people might talk. I'll be put out in the streets. My little boy would... I can't lose this job.

Angelus *grabs her firmly* Then you must keep quiet.

Margaret You're hurting me!

Angelus Ah! Cry out. Call for help. I'm sure Mistress will believe your behavior beyond reproach. *sneers*

Margaret Please!

Angelus *shakes her* Come, make a scene, huh? Shall I?

Margaret *thinks better of it* No.

Angelus No, no. We'll be as quiet as mice.

Margaret looks down, defeated, having no choice but to give in. When she looks back up at him he's in his vampire guise.

Angelus No matter what.

Margaret *terrified* Sir! My son!

Angelus Oh, he'll make a fine dessert, huh?

She gasps as he grabs her roughly and bites her. He drinks her dry, and lets her body collapse to the floor. When he looks up he is shocked to see a witness to his deed Buffy. *She stares back at him, also in shock.*

Cut to Angel's bedroom. He wakes with a sudden jerk and gasps.

Cut to Buffy's bedroom. She awakens with a startled twist of her head and stares into the darkness of her room, surprised and confused.

Part 2

Angel's mansion. Unable to sleep, he walks out of a hall into the main room, pulling on a T-shirt. There standing at the opposite end of the room by the doorway to the atrium is Jenny.

Jenny *with false sympathy* Trouble sleeping?

Angel You're not here.

Jenny *slowly comes closer* I'm always here.

Angel Leave me alone.

He sits down on the cold marble on one side of the great fireplace.

Jenny I can't. You won't let me.

Angel What do you want?

Jenny I wanna die in bed surrounded by fat grandchildren, but guess that's off the menu.

Angel *can't face her* I'm sorry.

Jenny You're sorry? For me? Don't bother. I'm dead. I'm over it. *crouches down next to him* If you wanna feel sorry for someone, you should feel sorry for yourself. Oh, but I guess you've already got that covered.

Angel I am sorry... for what I've done. What else can I say to you?

She puts her hand to his temple and strokes it. With her next sentence she transforms to the likeness of Daniel.

Jenny/Daniel I don't wanna make you feel bad.

Daniel I just want to show you who you are.

Cut to Giles' office at the library.

Giles You had a dream about Angel.

Buffy I was **in** Angel's dream.

Giles *takes off his glasses* I'm not sure that's...

Buffy Giles, there was stuff in this dream that I couldn't possibly know about. It was Angel's past, he was dreaming it, and somehow I got sucked in.

Giles looks up at Buffy.

Buffy There's something wrong with him.

He looks down, then draws and releases a measured breath.

Giles I know. I've seen him. He wanted to know why he was back.

Buffy Is there a way for us to find that out?

Giles Uh, possibly. I-I've been looking. *puts his glasses back on*

Buffy Well, let me look, too.

Giles gives her an inquiring glance. Buffy speaks with an in-your-face honesty, meeting Giles' coldly appraising eyes with her own steady gaze.

Buffy I'm not seeing him anymore. I'm trying to put all this behind me, and I'm not gonna be able to as long as we're both doing guest spots in each other's dreams.

Giles leans back in his chair and considers the truth of that.

Buffy So we'll help him?

Giles *realizes he has no choice* Yes.

Xander *walks into the office* Where do we start?

He gets surprised looks from Giles and Buffy.

Xander *abashed* Look, I'm aware I haven't been the mostest best friend to you when it comes to the whole Angel thing, and, um, I don't know, maybe I finally got the Chanukah spirit.

Giles *stands up* Well, we start, not surprisingly, with research. *goes to a small bookcase* Xander, um, *hands him a book* the Black Chronicles. And, uh, Buffy, *hands her a book* the diary of Lucious Temple, an acolyte of Acathla, expert on demons. You can skip the passages on his garden unless you're keen on growing heartier beets.

Buffy and Xander head out into the main room.

Buffy Are you sure this is how you wanna spend your Christmas vacation?

Xander Yeah, this is actually the most exciting thing I've got planned. Who else can claim that pathetic a social life?

Willow *walks in smiling* Hey, guys. What are we doing? *Cut to later. The three of them are all at the center table doing research. Giles drops off a few more books for them to look through. Dissolve to them having a discussion using the whiteboard. Dissolve to Xander arriving with a pizza and dropping it on the table. Dissolve to more researching with the pizza half eaten. Dissolve to later with just Willow and Buffy at the table.*

Willow He's gonna come over on Christmas Eve 'cause my parents are out of town. We're gonna watch videos.

Buffy That's good, right? *they exchange a look* You guys are back.

Willow It's good. It's perfect. In an awkward, uncomfortable sort of way. *Buffy gives her a sympathetic look* I just don't know how to make Oz trust me.

Buffy Xander has a piece of you that Oz just can't touch. I guess now it's just about showing Oz that he comes first.

Willow *considers that* I guess. Thanks. *reads* Hey, he likes beets.

Buffy I read that one already. *sighs* We're not getting any closer.

Cut to Angel's mansion. He falls to the floor, clammy, shivering, and panting in horror. Another one of his victims, a businessman, paces past him.

Businessman The thing I remember most was thinking how artful it was. In the dark, they looked just like they were sleeping. It wasn't until I bent down and kissed them good night that I felt how cold they were. You grabbed me, and I thought, *faces Angel* who would go to so much trouble to arrange them like that?

Angel looks up at him. The businessman crouches and transforms into Margaret.

Margaret But you see, that's what makes you different than other beasts. They kill to feed, but you took more kinds of pleasure in it than any creature that walks or crawls.

Angel Oh, God!

Margaret *mocking him* Yeah, cry out. Make a scene.

Angel jumps to his feet and tries to run away, but finds Daniel standing in his way.

Daniel I was to be married that week, but then, as I recall, you knew that.

Angel It wasn't me.

Daniel transforms into Jenny.

Jenny It wasn't you?

Angel A demon isn't a man. I was a man once.

Jenny *derisively* Oh, yes, and what a man you were.

Angel is forced to flash back to the days before he became a vampire, in a bar, singing and drinking, pulling at a woman's dress before passing out and falling to the floor. The flashback is over, and Margaret is standing before him again.

Margaret A drunken, whoring layabout, and a terrible disappointment to your parents.

Angel I was young. I never had a chance to...

Margaret To die of syphilis? You were a worthless being before you were **ever** a monster.

Angel can't take much more, and he holds his hands to his ears.

Angel Stop it! Stop...

Margaret transforms to Jenny, and she puts her hands on his, gently taking them away from his ears.

Jenny I don't wanna hurt you, Angel, but you have to understand. Cruelty's the only thing you ever had a true talent for.

Angel That's not true.

Jenny Shh. *leads him to the coffee table* Rest. *gently gets him to lie down* Rest. *walks around him* You mistake it for a curse, Angel, but it's not. It's your destiny.

She sits down by his head and strokes his hair.

Jenny I'll show you. I'll show you.

Dissolve to Sunnydale High. Cut to the library. Xander yawns in his chair behind the checkout counter and goes back to researching his book. The camera pans over to the window to Giles's office. Willow is asleep in a chair. Giles gets up from his desk to get another book. Dissolve to the stacks. The camera moves into them to a sleeping Buffy, with several books lying on the floor around her. She rolls from her side onto her back.

Dissolve to Angel's mansion. He rolls over onto his back also. In a flash of bright light they are both sharing a dream. Buffy is lying in her bed, and she slowly opens her eyes. Angel is sitting at her side, looking down at her, waiting for her to awaken. He reaches for Buffy's hand with his. They touch fingertips briefly before intertwining their fingers and clasping hands.

Next Buffy is facing Angel, sitting on his lap with her legs circling round his waist. They are kissing passionately, holding each other as closely as possible, caressing each other tenderly. Buffy tugs at Angel's shirt, and he helps her pull it up and off, baring his chest. In the real world Angel turns again on the coffee table.

Now it is Angel's turn to slip the satin pajama top from

Buffy's shoulders. They hold each other tightly as they kiss longer and more intensely. In the real world Buffy moans and turns her head while lying on the library floor.

Buffy and Angel are lying in bed together, making gentle passionate love. They change positions as Angel rolls on top of her, the muscles of his back flexing under his tattoo. They caress each other for several moments. Angel tenderly kisses Buffy where her neck joins her shoulder, and he slides his hand up and along her outstretched arm, reaching and clasping her hand as they continue making love. Suddenly, over Angel's shoulder, Buffy sees the eyeless priest from her previous dream, sightlessly observing them from where he's standing at her door.

There are several sudden flashes of light. Angel removes his hands from their tender clasp and then, as a thunderclap is heard, grabs Buffy's wrists hard, forcibly pinning her down to the bed. He rises over her and transforms into his vampire guise, and then bites her savagely on the neck.

Cut to the library. Buffy wakes in startled shock.

Cut to Angel's mansion. He wakes and sits bolt upright, drawing a hard breath. Jenny is still sitting next to him.

Jenny You want her?

Angel panting No.

Jenny insistently Take her. Take what you want. Pour all that frustration and all that guilt into **her**, and you'll be free.

Angel No.

Jenny You can't live for eternity with **all that pain**. This is what you are. This is why we brought you back. Take her! And then you'll be ready... *moves in to his ear ...to kill her.*

Part 3

The library. Buffy walks out of the stacks and down the stairs.

Giles Here, Buffy. Take a look.

He goes to the table with a pile of very old and worn sheets of paper.

Giles These letters contain references to a, a, an ancient power known as The First.

Buffy First what?

Giles Evil. Absolute evil, older than man, than demons. It could have had the power to bring Angel back.

Buffy These guys, *picks up one of the letters with sketches of the eyeless priest* I-I saw them in my dream. I, I fell asleep up there.

Giles You had another dream? With Angel? *Buffy nods* What happened?

Buffy evasively Oh, we don't need to get sidetracked.

Who are these guys?

Giles Um, they're known as the, uh, *sits* as the Bringers o-o-or Harbingers. They're high priests of The First. They, uh, they can conjure spirit manifestations and set them on people, influence them, haunt them.

Buffy These are the guys working the mojo on Angel?

Xander comes out from behind the counter.

Xander We gotta stop them.

Giles Y-you can't fight The First, Buffy. It's not a-a physical being.

Buffy Well, I-I can fight these priest guys.

Xander If we can find them.

Cut to Willy's bar. He's wiping down a few bottles and putting them away when he sees Buffy and Xander enter the bar.

Willy loudly so everyone hears Hey! It's the Slayer. What

brings the, uh, Slayer down here?

Several vampires at the bar get up and quietly leave.

Buffy goes up to the bar Hey, Willy, how you been?

Willy pours a drink for a customer Keeping out of trouble, as God is my witness. *comes over to them* So, what can I do for you? Couple of drinks?

Xander Yeah. Let me get a double shot of, um... *exchanges a look with Buffy aggressively to Willy of information, pal.*

Buffy Three priests. They call themselves...

Xander interrupts The Bringers.

Buffy shoots Xander a look Bringers, Harbingers. They have a 'no eyes' kinda look.

Willy Doesn't ring a bell.

Xander menacingly How about I ring that bell for you? *hopefully to Buffy* Does the threatening come now?

Buffy Maybe you shouldn't help. *to Willy* They would've come to town recently. They'd be holed up somewhere summoning the spirit of The First.

Willy looks around the bar carefully, then leans in toward them.

Willy Well... I heard a few things, you know, from the underground.

Xander The underground?

Willy Yeah, you know. From things that live under the ground. Apparently there's been a lot of migration out of Sunnydale from the lower inhabitants. Something's scaring them off, and these are things that aren't easily scared. Could be your priest guys are underground.

Buffy Underground where?

Willy regretfully I do not know.

Buffy Okay. Thanks.

Xander See you around.

They start to leave the bar.

Willy to Xander Hey. *Xander faces him* You did great, by the way. I was very intimidated by you.

Xander Really? *smiles*

Willy gives him a nod.

Xander *smiles widely* Thanks!

Buffy takes Xander's arm Let's go. *leads him away*

Willy Hey, kid. *Buffy faces him* Merry Christmas.

Buffy just gives him a look, and then she and Xander leave.

Cut outside. They step into the heat of the day and start down the block.

Xander Man, is it hot. It was so nice and cool in there.

Buffy Yeah, a nice cool waste of time.

They stop walking.

Xander We know underground. That's a start.

Buffy Sure, in a town with fourteen million square miles of sewer.

Xander Plus a lot of natural cave formations and a gateway to Hell. Yeah, this does resemble square one.

Buffy I don't know what to do.

Xander I think right now the best plan is to deck the halls with boughs of holly. Look, we'll catch the bad guys... sooner or later.

Cut to Willow's house. Oz comes in.

Oz Willow? *closes the door* I got videos. *holds them up* When he sees the living room, he stops in his tracks. Willow has the room softly lit, with a small fire going in the fireplace, candles burning on the coffee table, and soft music playing on the stereo. She is sitting on the sofa, dressed nicely just for him.

Willow Hi. *pats the sofa next to her* Why don't you come s-sit down?

After a moment's hesitation, he walks into the room and sits down next to her. He set the videos on the table. On the stereo "Can't Get Enough of Your Love, Babe", by Barry White, begins to play.

Lyrics I've heard people say that

Oz isn't sure what to make of this, and looks at Willow. She smiles back at him.

Lyrics Too much of anything is not good for you, baby

Oz You ever have that dream where you're in a play, and it's the middle of the play and you really don't know your lines, and you kinda don't know the plot?

Willow Well, we're alone, and we're together. I-I just wanted it to be special.

Oz How special are we talking?

Willow a bit nervous Well, you know, we're alone, and we're both mature younger people, and, and so... w-we could... I-I'm ready to... w- with you. *whispers* We could do that thing.

Oz looks at her in disbelief. Willow smiles back. Oz has to stand up.

Willow Where are you going?

Oz No, I'm not going. Just a dramatic gesture. That's, that's pretty special.

Willow stands also Oz, I-I wanna be with you. First.

Oz I think we should sit down again.

They sit stiffly.

Willow Oz?

He looks at her, worry evident in his expression.

Willow I-I'm ready.

Oz Okay. Well, don't take this the wrong way... but I'm not.

Willow confused Are you scared? 'Cause I thought you had...

Oz shyly No, I have, but this is different. I mean, you look great. You know, and, and you got the Barry working for you, and, and it's all... good. But when it happens... I want it to be because we both need it to for the

same reason. You don't have to prove anything to me.

Willow I just wanted you to know.

Oz I know. *smiles* I get the message.

Willow leans over to him, and they kiss.

Cut to the Summers house. Christmas music plays in the background. Buffy puts the finishing touches on the tree. Joyce places another log on the fire. She stands up and inspects the result.

Joyce There we go.

Buffy Nothing like a roaring fire to keep away the blistering heat.

Joyce Oh, come on. It's lovely. Maybe I should turn the air conditioning on.

Buffy is off in her own world as she finishes trimming the tree.

Joyce So, angel's on top again?

Buffy *startled* What?

Joyce *holds up an angel and a star* Angel or star?

Buffy Oh, uh... star. Star.

The doorbell rings. Buffy and her mom exchange an inquiring look, wondering whom it could be. Buffy goes to the door and opens it.

Faith *uncertainly* Hey.

Buffy Hi!

Faith Uh, looked like that whole party thing was gonna be kind of a drag. *drops her eyes for an instant* I didn't really have anything... You know.

Buffy *sincerely* I'm glad you came.

Faith *smiles* Uh... Here. *hands Buffy gifts*

Buffy Why don't you come in from the entire lack of cold?

Faith Mm.

She steps in, and Buffy closes the door.

Faith Uh, that one *points* is for your mom. They're pretty crappy.

Joyce Faith, you made it. *takes the gifts from Buffy* Oh, that is so thoughtful.

Faith *smiles, embarrassed* They're crappy.

Buffy You know, I'm gonna go upstairs and get your gifts. Excuse me.

Joyce Uh, would you like some nog?

Cut upstairs. Buffy walks down the hall and into her room.

Buffy Okay, Mom, don't touch yours, though, 'cause then you're gonna know what it is.

Once in her room she hears her door slam behind her. She spins around to find Angel there. He looks very tired and somewhat disoriented.

Buffy Angel.

Angel Huh... Buffy.

Buffy What is it?

He looks around apprehensively and clears his throat.

Angel I gotta... I... look, I, uh, I had to see you, um...

He sees her bed, and it confuses him.

Angel I don't know, I... You shouldn't be...

Buffy Just tell me what's going on.

His gaze focuses on her neck, and he notices she's not wearing her cross. Jenny appears to him behind her.

Jenny She wants you to touch her. What are you waiting for?

Angel You have to stay away from me.

Buffy *bewildered* You came to see me to tell me that I can't see you?

Angel pants heavily and struggles hard with himself for control.

Buffy Angel, something is doing this to you.

He starts to move toward her. She backs away.

Buffy *worried and frightened* You just have to control it, okay? I-I know that you're confused.

Angel I think you're the one who's confused. I think you need to...

Jenny She wants you to taste her. Think of the peace. You'll never have to see us again.

Angel struggles for control of his mind. He grabs his hair with his hands in desperation.

Buffy *imploringly* Angel, how can I help you?

Angel Leave me alone!

He runs toward her window and dives out. Buffy is in shock over it all.

Cut downstairs. Buffy hurriedly talks with Faith as she's grabbing her coat before leaving.

Buffy I just need you to stay with Mom in case he comes back. *makes strides for the door*

Faith Yeah, I'll play watchdog. I don't really get it, though.

Buffy I'll explain later. Everything. I promise.

Opens the door and leaves.

Faith *concerned* Watch your back.

Cut to Giles' apartment.

Buffy Giles, we have to do something. Soon. Now.

Giles I'm still not sure what.

Buffy *desperate* Find me these priest guys. Find me something I can pummel.

Giles Let's not lose our heads.

Buffy Giles, he's slipping.

Giles has no response to that.

Buffy *voice faltering* I think we're losing him.

Giles Look... *puts on his glasses* You realize if he... truly becomes a danger, you may have to kill him. Again. Can you do that?

Buffy can't bring herself to answer.

Cut to the atrium at Angel's mansion. He tries to get away from Jenny and goes into the mansion.

Angel I can't do it.

Jenny You have to do it. *tauntingly* What else are you good for?

Angel *panting hard* Get away from me!

Jenny *appears behind him* Couldn't you just... feel her? *leans close to him* Couldn't you almost smell her skin? You never were a fighter, Angel, don't start trying now. *steps away* Sooner or later you will drink her.

Angel I'll never hurt her.

Jenny You were born to hurt her. *scornfully* Have you learned nothing? As long as you are alive...

Angel *flatly* Then I'll die.

Jenny *pauses to consider* You don't have the strength to kill yourself.

Angel I don't need strength. I just need the sun to rise. *He walks back out into the atrium.*

Jenny You're not supposed to die. This isn't the plan. *She watches him walk through the atrium and take the steps up and out.*

Jenny But it'll do.

Part 4

Giles' apartment. Buffy reads aloud from a book. Behind her Giles sits on the stairs and reads to himself from another.

Buffy 'A child shall be born of man and goat and have two heads, and The First shall speak only in riddles...' No wonder you like this stuff. *closes the book* It's like reading The Sun.

Giles *finds something* Yes. Ah.

Buffy *looks up at him* Priests?

Giles Um... Yes, but, uh, more, more posturing, I'm afraid. Um, *reads* 'For they are the Harbingers of death. Nothing shall grow above or below them. No seed shall flower, neither in man nor...' *gestures that it goes on and on* They're rebels and they'll never ever be any good. Nothing specific about their haunts.

Buffy Let me see that.

Giles hands her the book.

Buffy *reads* '...the Harbingers of death. Nothing shall grow above or below...' *She is suddenly lost in thought.*

Giles What?

Cut to the Christmas tree lot. Buffy kicks open the gate and marches straight toward the dead trees. Once there she studies them for a moment. The camera lifts straight up, looking down at the six trees that have died arranged in a circle. All the trees around them are fine.

Cut to Buffy at ground level. She looks around for something to dig with and finds a long-handled ax. She swings it at the ground, and after a couple of hits she breaks through. A few more swings and the hole is large enough for her to get through. She crouches down and drops herself into it.

Cut below. Buffy drops down into a cave. There are groups of candles burning here and there. She cautiously looks around and starts to make her way deeper into the cave. She can hear chanting coming from nearby. She doesn't have to go far before she finds the table with the priests sitting around it.

Buffy Alright, ten more minutes of chanting and then you guys have to go to bed.

The priests get up, and Buffy jumps down to fight them. She swings the handle of her ax into one priest's stomach, and he goes down. She swings it into another one, who doubles over. She follows up with another swing to his head, and he goes down, too. The third one runs away. Buffy uses the ax to destroy the arrangement of artifacts on the table. The next thing she knows, Jenny is in the cave with her.

Jenny/The First Hmm. I'm impressed.

Buffy hesitates at first, surprised to see Jenny there, but quickly realizes that it's not really her.

Buffy *defiantly* You won't get Angel.

Jenny/The First Hmm. You think you can fight me? I'm not a demon, little girl. I am something that you can't even conceive. The First Evil. Beyond sin, beyond death. I am the thing the darkness fears. You'll never see me, but I am everywhere. Every being, every thought, every drop of hate.

Buffy *loses her patience* Alright, I get it. You're evil. Do we have to chat about it all day?

Jenny/The First *unimpressed* Angel will be dead by sunrise. Your Christmas... will be his wake.

Buffy No.

Jenny/The First You have no idea what you're dealing with.

Buffy *dripping with sarcasm* Lemme guess. Is it... evil? *The apparition of Jenny shrinks and is replaced for an instant by an image of a huge horned and clawed beast coming at her, roaring and with eyes glowing red. It fades as quickly as it appeared. Buffy stares in shock at the place where it appeared. It screams a final warning.*

The First DEAD BY SUNRISE!

Buffy runs from the cave, terrified for Angel's life.

Cut to Angel's mansion. Buffy runs in.

Buffy Angel!

She looks around, but he's nowhere to be seen. She walks toward the doorway to the atrium and looks out. She sees the steps leading up and runs toward them. Cut to the hills behind the mansion. Buffy runs through the bushes, frantically looking for Angel. She climbs further

up the hill and finds him standing at the top looking out over a peaceful residential area of town.

Buffy Angel.

He hears her say his name and briefly glances in her direction before looking back out over the rooftops. Buffy slowly walks over to him.

Angel I bet half the kids down there are already awake. Lying in their beds... sneaking downstairs... waiting for day.

Buffy *out of breath* Angel, please. I need for you to get inside. Th- there's only a few minutes left.

Angel I know. I can smell the sunrise long before it comes.

Buffy *anxiously and hurried* I don't have time to explain this. You just have to trust me. That thing that was haunting you...

Angel *interrupts* It wasn't haunting me. It was showing me.

Buffy *confused* Showing you?

Angel What I am.

Buffy *insistently* Were.

Angel And ever shall be. I wanted to know why I was back. Now I do.

Buffy You **don't** know. Some great evil takes credit for bringing you back and you buy it? You just give up?

Angel *harshly* I can't do it again, Buffy. I can't become a killer.

Buffy Then fight it.

Angel It's too hard.

Buffy *desperately* Angel, please, you **have** to get inside.

Angel It told me to kill you. You were in the dream. You know. It told me to lose my soul in you and become a monster again.

Buffy I know what it told you. What does it matter?

Angel *raises his voice* Because I wanted to! Because I want you so badly! I want to take comfort in you, and I know it'll cost me my soul, and a part of me doesn't care.

He sobs. Buffy is at a loss for words.

Angel Look, I'm weak. I've never been anything else. It's not the demon in me that needs killing, Buffy. It's the man.

Buffy You're weak. Everybody is. Everybody fails. Maybe this evil did bring you back, but if it did, it's because it needs you. And that means that you can hurt it.

Angel doesn't want to believe her.

Buffy *pleadingly* Angel, you have the power to do real good, to make amends. *raises her voice* But if you die now, then all that you ever were was a monster.

She looks out at the sky as it begins to lighten.

Buffy *begging frantically* Angel, please, the sun is coming up!

Angel Just go.

Buffy I won't!

Angel What, do you think this is simple? You think there's an easy answer? You can never understand what I've done! Now go!

Buffy You are not staying here. *grabs his arm* I won't let you!

Angel I said LEAVE!

He jerks his arm free of her grasp. In her anger and desperation Buffy punches him. He reacts by shoving her away from him roughly, making her fall face forward, hard to the ground.

Angel *quietly to himself* Oh, my God...

He goes to her and crouches over her, grabbing her by the shoulders and turning her around to face him. Buffy fears his intentions and cries out.

Buffy No! No!

He grabs her roughly by the arms and holds her firmly.

Angel Am I a thing worth saving, huh? *shakes her* Am I a righteous man? *shakes her* The world wants me gone!

Buffy *tearfully* What about me? I love you so much... And I tried to make you go away... I killed you and it didn't help.

She shoves him off of her and gets up.

Buffy *crying* And I hate it! I hate that it's **so** hard... and that you can hurt me **so** much. *sobs, then harshly* I know everything that you did, because you did it to me. Oh, God! I wish that I wished you dead. I don't. *whispers* I can't.

Angel gets up now, too.

Angel Buffy, please. Just this once... let me be strong.

Buffy Strong is fighting! It's hard, and it's painful, and it's every day. It's what we have to do. And we can do it together.

Angel struggles with himself, knowing she's right.

Buffy *resolvedly* But if you're too much of a coward for that, then burn. If I can't convince you that you belong in this world, then I don't know what can. But do **not** expect me to watch. And **don't** expect me to mourn for you, because...

She stops in mid-sentence because it has inexplicably begun to snow. She and Angel both look up at it coming down, lightly at first and gradually heavier. The camera pulls up above them and shows them standing there with the snowflakes swirling around them in the gentle morning breeze, and the ground around them starting to become white. Cut to Angel, looking around in amazement. Buffy walks to the edge of the hill and looks out at the town as the roofs on the houses below also start to become white. She turns to Angel, and they look at each

other, stunned by this apparent miracle.

Cut to Willow and Oz in her bedroom. They notice the snow outside and sit up on her bed. Willow is first to get up and walk to her balcony door to look out. Oz is right behind. They smile as they see it come down and notice the glass of her French doors begin to frost.

Cut to the Summers house. About an inch and a half 4cm of snow has now collected on the roof. The camera pans down to the door. Faith opens it, and she and Joyce come out to watch it fall. Faith steps off the porch and lets a few flakes fall on her open hands and face. Joyce pulls her wrap tightly around her against the cold.

Cut to Giles' apartment. He notices that his window has become frosted, and goes over to it to have a look outside. He stares out in amazement.

Cut to Xander lying in his sleeping bag in his backyard. The light from his lantern glows blue. His unfinished dinner plate is covered with snow, as is a comic book he had put aside before retiring. He is sleeping with the top flap of his sleeping bag folded open under his arm. He stirs slightly and wipes at the snowflakes falling on his face. That doesn't help, so he reflexively pulls the flap closed over his head, fallen snow and all. This wakes him up, and a moment later he pushes back the flap and looks up in wonder at the falling snow.

Cut to the shopping district. The camera pans from the green neon sign of the Sun Cinema down to where the

movies now playing are listed. The weatherman can be heard on the TV in the window of the audio/video store.

Weatherman And while most of Southern California is enjoying a balmy Christmas, an extreme cold front has sprung up out of nowhere around Sunnydale, where they are reporting heavy snowfall for the first time in, well, ever.

Cut to the weatherman on TV. The camera pans from him out into the street.

Weatherman Sunnydale residents shouldn't expect to see the sun at all today. That cold front isn't going anywhere. With temperatures in the high 30s *about* 3C, means you better bundle up if you're planning to go outside and enjoy the change in the weather.

Cut to a view of the trees in the street aglow with Christmas lights. The camera pans down into the street, which is deserted except for Buffy and Angel, who walk along hand-in-hand, still looking up at the snow as it comes down.

Cut to a view from above. The street and a few parked cars are covered with about two inches 5cm of snow. The camera sinks down below a traffic light. Buffy and Angel continue walking in silence down the street.

Cut to a close-up of them walking. Buffy looks over at Angel. He looks exhausted but at peace. He notices her gaze and smiles at her. Together they walk out of view.

Gingerbread

Story by **Thania St. John & Jane Espenson**

Teleplay by **Jane Espenson**
Prologue

Directed by **James Whitmore, Jr.**

A Sunnydale park at night. Buffy slowly strolls along the perimeter and into an area surrounded by bushes. She hears a rustling sound coming from the bush directly in front of her, and stops instantly, her gaze fixed on the shaking branches. She pulls out her stake and gets ready to fight, when suddenly she hears a voice to her left.

Joyce Is it a vampire?

Buffy snaps her head to the left and sees her mother walk toward her carrying a bag in one hand and a large thermos in the other.

Buffy Mom, what are you doing here?

Joyce *holds up the bag and thermos* I brought you a snack. I thought it was about time for me to come out and watch. Y-you know, the slaying.

Buffy You know, the slaying is kind of an alone thing.

Joyce But it's such a big part of your life, and I'd like to understand it. It's, um, you know, something we could share.

Buffy A-actually, it's pretty dull, you know, it's *distracted* bam boom stick... poof.

Her attention is back on the rustling bush, and she nudges her mother to the side a bit. Suddenly a vampire jumps out at her and runs straight for her. She ducks as the vampire lunges at her with his arms outstretched. She gets back up and delivers a right hook to his face followed by a backhand punch on the backswing and a left to the face, making him take a step back. Her mother cheers her on.

Joyce Good, honey! Kill him!

Buffy does an out-to-in crescent kick, which he easily ducks. She tries to punch him in the face again, but he grabs onto her shoulders and rolls onto his back, sending her rolling over him and onto her back. She lets out a pained grunt and looks around to get her bearings.

Joyce *points* Buffy, he-he's over here!

The vampire faces her and roars.

Joyce Oh, my God! It's Mr. Sanderson from the bank!

He comes at Buffy with a front snap kick, which she low blocks. He tries to punch her, but she ducks it. Buffy does a half spinning in-to-out crescent kick followed swiftly by a leg sweep, knocking the vampire's legs out from under him. She stands back up and gets ready to punch him, but he's had enough. He scrambles to his feet and hightails it out of there.

Joyce *points with the thermos* And he's getting away!

Buffy gives her a stern look.

Buffy Stay!

She runs off after the vampire. Joyce lets out a worried sigh and decides to walk the short distance over to the playground. There she sets down her bag and the thermos on a bench near the swings. She shivers a bit from the cold night air. She steps over to the concrete border between the grass and the sand of the playground and notices a toy pickup truck that was left behind in a small puddle. She picks it up and smiles as she looks it over. Then something catches her eye at the other side of the playground.

Cut to Buffy on the ground with the vampire bending over her. She grabs him and pulls him over and down onto the ground next to her. She scrambles to her knees and jams her stake home. The vampire explodes in a cloud of ashes.

Cut to Joyce as she makes her way over to the carousel. When she's close enough to get a good look, she stops in horror, shocked at what she sees.

Joyce Oh, God. *takes a breath* Oh...

Cut to a long shot of her with the carousel in the foreground. The body of a young boy lies dead on it, and next to it on the sand lies the body of a young girl. Joyce can't believe her eyes. Each of the children has one arm outstretched, and drawn in black on the palms of their hands is a triangle. It has a wide U-shaped symbol in the middle, with its ends extending out from the triangle and bending in a sharp arc at the tips.

Part 1

The playground. Several police cars and a coroner's van have arrived, and the detectives are looking over the scene. No one has touched the bodies yet. The police photographer steps up to the carousel and takes aim at the young boy with his camera. A series of black-and-white photos follow. The boy's outstretched arm with the symbol on the palm of his hand. The girl from straight above with her outstretched arm. A close-up shot of the

girl's face. A wide-angle shot of both of the children from above. The boy from straight above with his outstretched arm. A close-up of the boy's hand with the symbol clearly visible.

Sometime later, Buffy is finishing an interview with a police officer. She asks him if she and her mother can leave now.

Police Officer #1 Yes, ma'am.

Buffy walks over to her mother. The police bustle with activity around them.

Police Officer #2 Alright, let's move here. Somebody pull that car out.

Buffy *reaches her mother* They said we can go home now.

Joyce *distraught* They were little kids. Did you see them? They're so tiny.

Buffy *sympathetically* I saw.

Joyce *shaking her head* Who could do something like this? I just... *looks down sadly*

Buffy I'm so sorry that you had to see this. But I promise, everything is gonna be okay.

Joyce How?

Buffy Because I'm gonna **find** whatever did it.

Joyce I guess. It's just you can't... you can't make it right.

Buffy hugs her mother closely. Joyce begins to sob.

Buffy *comfortingly* I know. I'm sorry. But I'll take care of everything. I promise. Just try and calm down.

Cut to the library the next morning. Buffy looks up at Giles standing at the top of the stairs to the book stacks.

Buffy *upset* Don't tell me to calm down!

Giles *taken aback* I-I-I only meant...

Buffy They were kids, Giles. Little kids! You don't know what it was like to see them there. My mom can't even talk.

Giles *takes a few steps down* I'm sorry. I... I just want to help.

Buffy *calms a bit* I know.

Giles comes down the rest of the way and goes over to the center table. Buffy follows and leans against the back of a chair.

Giles Do we know how? Uh... It wasn't a vampire? *sits on the table*

Buffy No. There were no marks.

Giles lifts his mug for a sip of his tea, but stops as Buffy continues.

Buffy Wait. I-I mean, there, there was a mark, um, a-a symbol.

She steps around the chair, grabs a pen from the table and sits to draw it. Giles hurriedly sets down his mug and quickly reaches over to stop Buffy before she can deface the parchments lying there in front of her.

Giles Oh, uh, 12th century, Papal Encyclical. Write on this.

He gently picks up the parchments and nudges a spiral notebook over to her. Buffy flips the notebook to a blank page and draws as Giles sets down the parchments and picks up his mug again.

Buffy I-it was on their hands. The cops are keeping it quiet, but I got a good look at it.

She pushes the drawing over for Giles to see.

Buffy There. Find me the thing that uses this symbol and point me at it.

Giles *thoughtfully* Hmm.

Buffy Hmm. What? Giles, speak.

Giles *torn from his reverie* What? Oh, sorry. Um, no, it... *picks up the notebook* I just wonder if we're looking for a thing. The use of a symbol o-o-on a victim like this suggests a, a ritual murder and a cult sacrifice by a group.

Buffy A group of... human beings? Someone with a soul did this?

Giles Yes, I'm afraid so.

He goes over to the bookshelves behind the table and starts his research.

Buffy Okay. Then while you're looking for the meaning of that symbol thingy, could you also find a loophole in that 'Slayers don't kill people' rule?

Giles looks back at her from his crouched position.

Giles Buffy, this is a dreadful crime, I know, *stands up* and you have every right to be upset, but... I-I wonder if you're not letting yourself get a shade, uh... more personal because of your mother's involvement.

Buffy *stands and faces him* Oh, it's **completely** personal. Giles, find me the people that did this. Please.

Cut to the cafeteria. Oz and Xander are at the steam tables selecting their lunch. Oz reaches in, grabs a foil-wrapped burrito and sets it on his plate. Xander glances over at him.

Xander Hey.

Oz Hey.

They move down the line to the fruit cocktail bowls and each takes one.

Xander *slightly nervous* So, a burrito.

Oz This is a burrito.

Xander Damn straight.

They both take their trays and head for an empty table. Cut to them sitting and eating. Willow and Amy find them.

Willow Hi, Oz.

Oz Hey.

Willow Xander. Hi.

Oz Hey, Amy.

Willow and Amy both sit. Amy has a huge smile on her face, pleased to show off her new short and darker hairstyle.

Amy Hi, guys.

Xander Hey, Amy. I like your new hair.

Oz *to Willow* I haven't see you all day. Where you been?

Xander *shaking his head defensively* Not with me. No, sir. Ask anyone. No.

Oz looks over at him with his lips stretched tightly. Willow gives Xander a look and tries to give Oz a smile. The

tension is very thick. Oz finally breaks it with a change of subject.

Oz So, Buffy's birthday is next week.

Xander *claps his hands and points at Oz* Ooh! Yeah. Good. I've been pondering gift options.

Willow sees Buffy approaching.

Willow Shh.

Xander Oh, come on, we just got a topic here.

Willow Hi, Buffy.

Xander Buffy! *stands up* What's up?

He offers her his chair. She takes it and sits while he grabs one from a neighboring table.

Buffy You guys didn't hear?

Xander Hear what?

Buffy A murder. Somebody killed two little kids.

Willow *shocked* Oh, no.

Buffy They were, like, seven or eight years old. My mom found the bodies during patrol last night.

Amy Oh, my God.

Oz Kids?

Xander Why was your mom there?

Buffy More bad. She picked last night, of all nights, for a surprise bonding visit.

Willow God, your mom would actually take the time to do that with you?

Buffy shoots Willow a look.

Willow That really wasn't the point of the story, was it?

Buffy No. The point is, she's completely wiggling.

Her mother comes up behind her.

Joyce Who's wiggling?

Buffy snaps her head around, sees Joyce standing there and stands up.

Buffy *thinking quickly* Um... everyone. You know, 'cause of what happened.

Joyce Oh, it's so awful. I-I had bad dreams about it all night.

Willow Hi, Mrs. Summers.

Joyce *absently* Oh, hi, everybody.

Xander Hi.

Amy Hi, Mrs. Summers.

Joyce Buffy, have you talked to Mr. Giles yet about who could have done this?

Buffy Yeah. He, uh... He thinks it might be something ritual. A cult. Uh, he's still looking. In the meantime, we're gonna add to my patrol and, and, y'know, keep an eye out.

Joyce *A cult. jumps to a conclusion* Like witches.

Willow coughs. Amy looks away.

Willow Sorry. Phlegm. Too much dairy.

Joyce Oh, I-I-I know you kids think that stuff's cool. Buffy told me you dabble.

Willow *nervously* Right. Absolutely. That's me. I'm a dabbler.

Joyce But anybody who could do this isn't cool. Anybody who could do this has to be a monster. It's...

Buffy *interrupts* You know what? Uh, would you guys excuse us for a little bit?

Joyce Uh, n-nice to see you.

Buffy leads her out of the cafeteria.

Xander What a burn. I mean, Buff's mom was just starting to accept the whole Slayer thing, and now she's gonna be double-freaked.

Willow *smiles* Makes me grateful that my mom's not interested in my extra-curricular activities.

Amy has to smile at that. Then Willow frowns.

Willow Or my **curricular** activities.

Cut to the hall outside the cafeteria. Buffy and Joyce come into the hall and slowly start down it.

Joyce Are your friends gonna help with the investigation, too?

Buffy Mom, I really think... Maybe this isn't the best place to talk about this.

Joyce Are you embarrassed to be hanging out with your mother? I didn't hug you.

They stop by the stairs.

Buffy No. It's just... This hall is about school, and you're about home. Mix them, my world dissolves.

Joyce It's just, I keep thinking about who could have done such a thing. I have to help.

Buffy Well, Giles can always use help in the library.

Joyce I called everybody I know in town. I told them about the dead children. They're all just as upset as I am.

Buffy *confused* You called everybody that you know?

Joyce And they called all their friends. And guess what? We're setting up a vigil, for tonight, for City Hall. The Mayor is even gonna be there. Now we are gonna get some action. *smiles*

Buffy *less than thrilled* Uh-huh. That's great. Uh... But you know what? A lot of times when we're working on stuff like this, we like to keep the number of people that know about it kind of... small.

Joyce *considers* Oh. Right. Well, I-I'm sure there won't be all that many people.

Cut to City Hall. A large crowd has gathered in the main conference room. Many of them are holding up signs with pictures of the two children and the words "Never Again!" Buffy and Willow walk in and look around at the crowd.

Buffy This is great. Maybe we could all go patrolling together later.

Willow *gestures at Joyce* At least your mom's making an effort. My mom's probably... *notices* standing right in

front of me right this second.

Her mother sees them and comes up to them.

Willow Mom?

Sheila Willow, I-I didn't know you were going to be here. *to Buffy, absently* Oh, hi, Bunny.

Buffy Hi.

Willow Mom, what are you doing here?

Sheila Oh, well, I read about it in the paper, and what with your dad out of town... *notices, surprised* Willow, you cut off your hair! Huh. That's a new look.

Willow Yeah, it's just a sudden whim I had... in August.

Sheila *smiles* I like it.

Joyce comes over to join them. Sheila reaches out to shake hands.

Sheila Hello, Joyce.

Joyce Sheila, I'm glad you could come.

Giles also shows up. He keeps his hands in his pockets.

Giles There you are. I almost didn't find you in this crush. *notices Joyce nervously* Oh, uh, Mrs., uh... uh, Joyce. Quite a turnout you have here.

Joyce Oh, well, it's, it's not just me, but thank you. Well, it's, uh, it's been a while.

Giles *uneasy* Right. Not since, um... Not since... Not for a while.

Sheila There's a rumor going around, Mr. Giles.

Giles *suddenly worried* R-rumor, about us?

Joyce shoots him a look of dismay. Giles gets the hint.

Giles A-a-about what?

Sheila About witches. *Willow and Buffy exchange a look* People calling themselves witches are responsible for this brutal crime.

Giles Indeed? How strange.

Willow *laughs nervously, trying to play it off* Yes! Strange! Witches.

Sheila *goes into lecture mode* Well, actually, not that strange. I recently co-authored a paper about the rise of mysticism among adolescents, and I was shocked at the statistical...

She is interrupted by some electronic feedback when the Mayor tests the microphone as he steps up to the lectern.

Sheila Oh. Oh, a-are we starting?

The Mayor clears his throat and snuffles. Joyce makes her way around behind everyone over to Buffy, who is frowning up at the Mayor.

Mayor Wilkins Hello, everybody.

Joyce *to Buffy, whispering* He'll do something about this. You'll see.

Everyone settles down to listen to what the Mayor has to say.

Mayor Wilkins Um... I wanna thank you all for coming in the aftermath of such a tragic crime. Seeing you all here proves what a caring community Sunnydale is.

Now, sure, we've had our share of misfortunes, but we're a good town with good people, and I know that none of us will rest easy until this horrible murder is solved. With that in mind... *picks up one of the signs* I make these words my pledge to you. *holds it up for everyone to see* 'Never again!' Now I ask you to give your attention to the woman who brought us all here tonight, Joyce Summers.

He steps away as Joyce walks to the front of the room and steps up to the lectern.

Joyce Thank you.

She considers her words for a moment before beginning.

Joyce Mr. Mayor, you're dead wrong. *people begin to murmur* This is **not** a good town. How many of us have, have lost someone who, who just disappeared? Or, or got skinned? Or suffered neck rupture? And how many of us have been too afraid to speak out? I-I was supposed to lead us in a moment of silence, but... silence is this town's disease. For too long we-we've been plagued by unnatural evils. This isn't our town anymore. It belongs to the monsters and, and the witches and the Slayers.

Buffy looks at her mother in open-mouthed shock. She and Willow exchange a worried glance. Giles can't believe what he's hearing either.

Joyce I say it's time for the grownups to take Sunnydale back. I say we start by finding the people who did this and making them pay.

The people in the crowd begin to applaud.

Man Hear, hear!

Sheila claps her hands and looks around at the other people. A man nods his head in silent agreement. Buffy is too much in shock to do anything but stare at her mother.

Cut to a panning shot of a Sunnydale residential area at night. The streets are quiet. Cut to Willow's house. The light from her room is clearly visible from the street. Cut inside. The camera is centered on a skull with a hole at the crest of the cranium. It is resting on a throw rug next to a burning candle. A hand reaches over the hole in the skull and drops in a short string of beads. The camera pans up to Michael, a witch draped in a black, hooded cloak. He folds his hands intertwining his fingers and glances up at another cloaked figure as it steps around him. The figure kneels to pick up the skull, and it's Amy. She stands back up and carries the skull around the rug to a position opposite Michael. The camera follows her, panning low across the rug, where there are other candles, cups of powders and potions, and a small cauldron. Amy sets down the skull and sits. She takes a cup of powder and hands it to a third figure, who takes it from her and pours the contents into the steaming liquid in the

cauldron. The camera pans up to reveal the third figure as Willow, also cloaked in black. She stares silently down at the boiling mixture. Cut to a shot from above. The camera pulls up from the cauldron, taking in the array of things and the three witches around it, and continues

until it's high enough to see the pattern in the center of the throw rug a large triangle with a U-shaped symbol in the middle, its ends extending out of the triangle and bending in a sharp arc at the tips.

Part 2

The hall at Sunnydale High. Michael has his locker open and checks his black makeup in the mirror stuck to the inside of the locker door. A group of guys comes up to him, and Roy, their leader, slams the locker door shut.

Michael Watch it.

Roy *smiling smugly* Oh, sorry. Did I make you smudge your eyeliner?

Michael rolls his eyes and shakes his head.

Roy You gonna put a spell on me?

Amy comes to Michael's defense.

Amy Hey, what is your problem?

Roy grabs Michael by the shirt and slams him up against the lockers.

Roy Everyone knows he's into that voodoo witchcraft. *other students stare* I heard about those kids. People like him... *slams Michael again* gotta learn a lesson.

Amy And what about people like me?

Roy *threateningly* Get in my face and you'll find out.

Buffy steps up behind Amy and gives him a smile. He notices her and suddenly thinks better of going any further. He lets Michael go and straightens his shirt a bit.

Roy No problem here. *nods to the other boys* We're walking.

Buffy follows them for a few steps, then turns back to Michael and Amy.

Buffy You guys okay?

Michael Yeah. We're fine. *walks off*

Amy *smiles* Thanks, Buffy. *walks off*

Buffy looks back down the hall to make sure the gang is still headed away. Giles comes around the corner, and Buffy starts toward him, but is headed off by Cordelia.

Cordelia You'll be one busy little Slayer, baby-sitting them.

Buffy I doubt they'll have any more trouble.

Cordelia I doubt your doubt. Everyone knows that witches killed those kids, and Amy is a witch. And Michael is whatever the boy of witch is, plus being the poster child for yuck.

Buffy Corde...

Cordelia *interrupts* If you're gonna hang with them, expect badness. 'Cause that's what you get when you hang with freaks and losers. Believe me, I know.

She starts down the hall, but stops and turns back to Buffy.

Cordelia *smiling* That was a pointed comment about me hanging with you guys. *turns and leaves*

Buffy Yeah, I got that one. *loudly after her* Besides, witches didn't do it. *turns to Giles*

Giles *whispers* Actually, I think they may have. My research keeps bringing me back to European Wiccan covens.

Buffy You found the meaning of the symbol?

Giles *exhales* I'm pretty sure, yes. There's a piece of information I need that's in a book that Willow borrowed. Can you find it?

He goes down the hall toward the library. Buffy looks around into the student lounge to see if Willow happens to be there. She sees Xander sitting on one of the couches and heads over to him.

Xander Buffy, hi.

Buffy Hey. Is Willow around?

Xander *exasperated* How can I convince you people that it's over? You assume because I'm here, she's here, that I somehow mysteriously know where she is.

Buffy *points* Those her books?

Xander Yeah. She's in the bathroom. *points*

Buffy takes a step toward Willow's books, but stops as Xander continues.

Xander But the fact that I know that doesn't change that I have a genuine complaint here. Look. I'm getting sick of the judgment, the innuendoes. Is a man not innocent until proven guilty?

Buffy You **are** guilty. You got illicit smoochies, gonna have to pay the price.

She tries again to go to Willow's books, but Xander isn't finished yet.

Xander But I'm talking about the future guilt. Look, everyone expects me to mess up again. Like Oz. I see how he is around me. You know, that steely gaze... that pointed silence.

Buffy 'Cause he's usually such a chatterbox.

This time she just goes to Willow's books and lets Xander talk.

Xander No, but it's different now. It's more a verbal non-verbal. He speaks volumes with his eyes.

Buffy finds the book in question and picks it up. Underneath it is a spiral notebook. On the exposed page is the triangle symbol. Buffy picks it up and stares. Willow comes out of the bathroom and over to her.

Willow Hey, Buff. What cha looking for? You wanna borrow something?

Buffy *holds up the notebook* What is this?

Willow *takes and closes it* A doodle. I do doodle. You, too. You do doodle, too.

Buffy This is a witch symbol.

Willow Okay, yeah, it is.

Buffy Willow...

Willow *defensively* What?

Buffy That symbol was on the murdered children.

Before they can get any further into it, they are distracted by the sounds of many lockers suddenly being slammed shut. They can hear a man talking.

Police Officer #3 Please step back. Stay away from the lockers. This is police business.

Buffy, Willow and Xander exchange alarmed looks. They all head into the hall to see what's going on. Cut to the hall. A police officer is going from locker to locker opening them with a master key. At another locker another officer takes some books from a student.

Police Officer #4 Hand them over, please. The books.

Yet another officer takes a string of garlic cloves from a locker and sets it on a cart with a bunch of other things they've confiscated. Principal Snyder stands in the hall, gloating as the police continue their search. Several officers keep the students at bay. A detective leads a boy away. Amy has joined the group as they watch all the activity.

Xander Aw, man, it's Nazi Germany, and I've got Playboys in my locker!

Snyder *smugly* This is a glorious day for principals everywhere. No pathetic whining about students' rights. Just a long row of lockers and a man with a key.

An officer finds a voodoo doll in a locker.

Oz *to Willow, quietly* They just took three kids away.

Buffy What are they looking for?

Amy Witch stuff.

Willow *very worried* What?

Amy They got my spells. I'm supposed to report to Snyder's office.

Willow Oh, my God.

An officer looks through a girl's purse. Another officer steps up to Amy.

Police Officer #3 Okay, Amy. You'll have to come with me.

Police Officer #4 *to some students* Stay away from the locker.

Willow *to Buffy, sick with worry* I have stuff in my locker. Henbane, hellebore, mandrake root.

Xander *interrupts* Excuse me. Playboys. Can we turn the sympathy jerks his head this way?

One of the officers has reached Cordelia's locker and pulls out a can of hairspray.

Cordelia Hey! Get your grubby custodial hands off that. *tries to approach*

Police Officer #4 *pushes her back* Miss, you have to stay back. Miss, stay back.

Cordelia That hair spray costs \$45, and it's imported!

Willow *begins to freak out* Oh, God, my locker's next. Buffy, I didn't do anything wrong.

An officer pulls some plastic bags from Willow's locker.

Willow The, the symbol is harmless. I used it to make a protection spell for you, for your birthday. With Michael and Amy. Only, now it's broken, because you know about it, so happy birthday, and please, you have to believe me!

Snyder walks over to the group with the bags in hand.

Snyder Ms. Rosenberg. My office.

He holds up the bags of henbane and mandrake root. Willow stares back at him, eyes wide with worry and fear. Buffy discreetly walks in front of her and takes Giles' book from her arms. Willow starts down the halls in front of Snyder. Oz accompanies her with his hand on her back in a gesture of comfort.

Cut to the library. A police officer kicks open the cage door and strides out into the room with a stack of books in his hands. He carries them over to the table and drops them unceremoniously into a box. Another officer comes down from the stacks with another armful of books. Buffy comes into the library as still another officer walks out carrying one of the boxes. She heads straight for Giles, who watches helplessly.

Buffy Giles.

Giles They're confiscating my books.

Buffy Giles, we need those books.

Giles Believe me, I tried to tell that to the nice man with the big gun.

They move to the side to talk. Giles watches the activity around him, seething with anger.

Buffy No. There's something about the symbol that we're missing. Willow said she used it in a protection spell. It's harmless. Not a big bad. So then why would it turn up in a ritual sacrifice?

Giles I don't know. Ordinarily, I would say let's widen our research.

Buffy Using what? A-a dictionary and 'My Friend Flicka'?

She sets the book on the counter as Giles steps back into the room.

Giles This is intolerable. Snyder's interfered before, but I, I won't take this from that twisted little homunculus. *Snyder walks into the library holding a cup of coffee.*

Snyder *smirking* I love the smell of desperate librarian in the morning.

Giles *approaches him angrily* You get out! And take your marauders with you.

Snyder *unaffected* Oh, my. So fierce. *walks past him* I suppose I should hear you out. Just how is, um... *takes a book from an officer, reads the title* 'Blood Rites and Sacrifices' appropriate material for a public school library? Chess club branching out? *sips his coffee*

Giles This is not over.

Snyder Oh, I should say it's just beginning. Fight it if you want. Just remember, lift a finger against me, and you'll have to answer to MOO.

Buffy *incredulous* Answer to MOO? Did that sentence just make some sense that I'm not in on?

Snyder 'Mothers Opposed to the Occult.' A powerful new group. *sips his coffee*

Buffy And who came up with that lame name?

Snyder *heads out* That would be the founder. I believe you call her 'Mom'.

Buffy can't believe it.

Cut to Willow's house that night. She opens the door and goes in. In the living room she finds her mother looking over a bunch of her things taken from her room. Her mother notices her come in.

Sheila Oh, sit down, honey.

Willow *goes to the couch* Principal Snyder talk to you? *takes off her pack and sits*

Sheila Yes. He's quite concerned. *looks at an old picture*

Willow Mom, I know what this looks like, and I can totally...

Sheila *interrupts* Oh, you don't have to explain, honey. This isn't exactly a surprise. *turns over the picture*

Willow *fidgets, confused* Why not?

Sheila *shrugs* Oh, well, identification with mythical icons is perfectly typical of your age group. It's a, a classic adolescent response to the pressures of incipient adulthood. *set the picture down*

Willow Oh. Is that what it is?

Sheila *picks up a bag of herbs* Of course, I wish you could've identified with something a little less icky, *shrugs* but developmentally speaking...

Willow Mom, I'm not an age group. I'm me. Willow group.

Sheila Oh, honey...

She puts down the bag and gets up to go over to her daughter.

Sheila I understand. *sits next to her*

Willow No, you don't. *faces her* Mom, this may be hard for you to accept, but I can do stuff. Nothing bad or dangerous, but I can do spells.

Sheila You think you can, and that's what concerns me. The delusions.

Willow Mom, how would you know what I can do? I mean, the last time we had a conversation over three minutes, it was about the patriarchal bias of the Mr. Rogers Show.

Sheila Well, *makes finger quotes* with King Friday lord-ing it over all the lesser puppets...

Willow Mom, you're not paying attention.

Sheila And this is your way of trying to get it. Now, I have consulted with some of my colleagues, and they agree that this is a cry for discipline. You're grounded.

Willow *surprised* Grounded? This is the first time **ever** I've done something you don't like and I'm grounded? I'm supposed to mess up. I'm a teenager, remember?

Sheila You're upset, I hear you...

Willow *stands up* No, Ma, hear this! I'm a rebel! I'm having a rebellion!

Sheila *smiling* Willow, honey, you don't need to act out like this to prove your specialness.

Willow Mom, I'm not acting out. I'm a witch! I-I can make pencils float. And I can summon the four elements. Okay, two, but four soon. *her mother doesn't react* A-and I'm dating a musician.

Sheila *disgusted now* Oh, Willow!

She gets up and goes back to the table of Willow's things. Willow follows her.

Willow *thickly sarcastic* I worship Beelzebub. I do his biddings. Do you see any goats around? No, because I sacrificed them.

Sheila *tired of it* Willow, please!

Willow All bow before Satan!

Sheila *leaves the room* I'm not listening to this.

Willow *follows her heavy on the sarcasm* Prince of Night, I summon you. Come fill me with your black, naughty evil.

Sheila *loudly* That's enough! Is that clear? Now, you will go to your room and stay there until I say otherwise. And we're gonna make some changes. *shakes her head* I don't want you hanging out with those friends of yours. It's clear where this little obsession came from. You will not speak to Bunny Summers again.

Cut to Buffy's house. Joyce is at the dining room table surrounded by posters of the two children. She has a MOO button pinned to her blouse. Her laptop is open and a phone and fax sit nearby. The place is set up like a command center. Behind her is a whiteboard full of statistics. She speaks sternly to Buffy.

Joyce I don't want you seeing that Willow anymore. I've spoken with her mother. I had no idea her forays into the occult had gone so far.

Buffy *in disbelief* You're the one who ordered the raid on the school today.

Joyce *makes light off it* Honey, they opened a few lockers.

Buffy Lockers. First syllable, 'lock'. They're supposed to be private. And they took all of Giles' books away.

Joyce He'll get most of them back. MOO just wants to weed out the offensive material. Everything else will be returned to Mr. Giles soon.

Buffy If we're gonna solve this, we need those books now.

Joyce *very seriously* Sweetie, those books have no place in a public school library. Especially now. Any student can waltz in there and get all sorts of ideas. *gets up and steps over to Buffy* Do you understand how that terrifies me?

Buffy Mom, I hate that these people scared you so much. And I-I know that you're just trying to help, but you have to let me handle this. It's what I do.

Joyce But is it really? I mean, you patrol, you slay... Evil pops up, you undo it. A-a-and that's great! But is Sunnydale getting any better? Are they running out of vampires?

Buffy I don't think that you run out of...

Joyce It's not your fault. You don't have a plan. You just react to things. I-i-it's bound to be kind of fruitless.

Buffy *taken aback* Okay, maybe I don't have a plan. Lord knows I don't have lapel buttons...

Joyce *exasperated* Buffy.

Buffy ...and maybe next time that the world is getting sucked into Hell, I won't be able to stop it because the Anti-Hell-Sucking Book isn't on the approved reading list!

Joyce I'm sorry. I didn't mean to put down...

Buffy Yeah, well, you did. *shakes her head* It doesn't matter. I have to go. I have to go on one of my point-less patrols and react to some vampires. If that's alright with MOO.

She turns around and heads for the door. Joyce just watches her go. Buffy steps back into the room.

Buffy And nice acronym, Mom. *leaves*

Joyce turns around and goes back to her chair, shaking her head.

Joyce Just trying to make things better.

As she walks past the table the dead boy and girl are suddenly sitting there looking up at her.

Boy You are.

Girl There's bad people out there.

Joyce looks at them sadly.

Boy And we can't sleep.

Girl Not until you hurt them.

Boy The way they hurt us.

Joyce nods, knowing what she has to do.

Part 3

The playground where the children were found. The carousel is bedecked with candles and flowers and pictures of the children. Buffy quietly walks up to it. She pulls her arms to her body for warmth. To her right she notices Angel approaching.

Angel Hey.

Buffy Hi.

They embrace each other lovingly for a long moment. Buffy looks up into his face.

Buffy How are you?

Angel I'm alright. I think I'm better than you right now. *They both look over at the carousel.*

Angel I heard about this. People are talking. People are even talking to **me**.

Buffy It's strange. People die in Sunnydale all the time. I've never seen anything like this.

They both stroll over to a bench.

Angel They were children. Innocent. It makes a difference.

They sit facing each other.

Buffy And Mr. Sanderson from the bank had it coming? *sighs* My mom... said some things to me about being the Slayer. That it's fruitless. *shakes her head* No fruit

for Buffy.

Angel She's wrong.

Buffy Is she? Is Sunnydale any better than when I first came here? Okay, so I battle evil. But I don't really win. The bad keeps coming back and getting stronger. Like that kid in the story, *gestures* the boy that stuck his finger in the duck.

Angel Dike.

Buffy gives him a confused look. Angel smiles.

Angel It's another word for dam.

Buffy Oh. Okay, that story makes a lot more sense now.

Angel Buffy, you know, I'm still figuring things out. There's a lot I don't understand. But I do know it's important to keep fighting. I learned that from you.

Buffy But we never...

Angel We never win.

Buffy Not completely.

Angel We never will. That's not why we fight. We do it 'cause there's things worth fighting for. Those kids. Their parents.

Buffy *has an epiphany* Their parents.

Angel Look, I know it's not much.

Buffy No. No, it's a lot.

Cut to the library. Giles is at the table trying to do some online research. He loses his connection.

Giles Session interrupted? *frustrated* Who said you could interrupt, you stupid, useless fad! No, I said fad. And I'll say it again. *types*

Xander and Oz walk up to him.

Xander At that point, I will become frightened.

Oz Take heart. We found your books.

Giles looks at them hopefully as the two boys go to stand behind him.

Xander You can put the heart back. We can't get them. They're locked up in City Hall. *teases* 'Frisky Watcher's chat room.' Why, Giles. *slaps his shoulder*

Buffy comes striding into the library. She goes straight over to Giles.

Xander Oh! Buffy, Oz and I found out...

Buffy *ignores him* What do we know about these kids?

Giles What?

Buffy Facts. Details.

Xander Well, they were, uh, found in the park.

Buffy No. Where did they go to school? Who were their parents? What are their names?

Giles takes off his glasses. None of the guys has answers for any of her questions.

Buffy We know everything about their deaths, but we don't even know their names.

Xander Well, sure we do. Um, it's on the tip of my tongue.

Oz *realizes* That never came up. Ever.

Buffy And if no one knows who they are, where did these pictures come from?

Giles *puts his glasses back on, stares at the screen* I just assumed someone had the details. I never really... Well, that is strange.

Buffy We need to get some information.

Giles *gets up* Yeah, well, somebody else do it. This thing's locked me out.

Xander Well, if you wouldn't yell at it. *gets a look from Giles*

Oz *takes Giles' place* I can look 'round, but Willow would really know the sites we need.

Buffy That's great. She can't even come to the phone. The wrath of MOO.

Oz *types* Well, we don't need a phone.

Cut to Willow's room. She's lying on her bed idly toying with her teddy bear. Then she hears her laptop beep. She goes over to her desk and brings it back to the bed. Cut to the library.

Oz Alright, we're linked. If anybody's ID'd the kids, she'll pull it up and feed it here.

Cut to Willow's room. She surfs the web, looking for any leads. Cut to the library. Oz does his part on his end and

brings up the pages as Willow finds them. Giles reads the text from the screen.

Giles Oh. 'Two Children Found Dead. Mysterious Mark...' No. No. These children were found near Omaha in 1949.

Xander Yeah, they ain't ours. Keep going.

Before Oz can move on the accompanying image loads from the 'Net.

Buffy Wait.

Cut to Willow's room. She sees the same image loading on her screen and looks at it in surprise.

Willow Those are...

Cut to the library.

Buffy ...the same kids.

Giles Fifty years ago.

Oz loads up the next page.

Oz '1899. Utah... Two Children... Rural Community Torn Apart by Suspicion.'

Giles *confused* A hundred years ago? How is this possible?

Oz There's no mention of who they were.

Buffy They've never been seen alive, just dead. A lot. *The next page loads. This one is dated 1649 and has a hand drawing of the two children. An Instant Message window pops up with a note from Willow.*

Oz Ah. There were more articles. Every fifty years. All the same.

Giles *intrigued* From as far back as 1649. Can I see that? *Oz surrenders his place to Giles. He types a bit, then reads the German and translates.*

Giles Written by a cleric from a village near the Black Forest. He... found the bodies himself. Two children... Greta Strauss, age six. *types more* Hans Strauss, eight.

Xander So they have names. That's new.

Cut to Willow's room. Her mother opens the door, and is upset to find her daughter online.

Sheila Willow. *steps over to the bed* I thought I made myself clear. You're not minding me.

She folds down the screen and pulls out the phone line.

Willow Mom...

Sheila I see what you're doing. You're challenging me. But I will not have you communicating with your cyber-coven or what have you.

Willow *sits up* Coven? What happened to me being delusional and acting out?

Sheila Well, that was before I talked in depth with Ms. Summers and her associates. It seems I've been rather close-minded.

Willow So, you believe me?

Sheila *sighs* I believe you, dear. Now all I can do is let you go with love.

Willow doesn't like the sound of that.

Willow Let me go? What does that mean?

Her mother turns and walks out of the room without saying a word, pulling the door closed behind her and locking it from the outside.

Willow Mom?

Cut to the Library. Giles paces while Oz keeps looking for more information on the web.

Giles Uh, wait, wait a minute. Uh... Uh, there is a fringe theory held by a few folklorists that some regional stories have actual, um, very literal antecedents.

Buffy And in some language that's English?

Oz Fairy tales are real?

Buffy Hans and Gre... *her mind clicks* Hänsel and Gretel?

Xander Wait. Hänsel and Gretel? Breadcrumbs, ovens, gingerbread house?

Giles Of course! Well, it makes sense now.

Buffy Yeah, it's all falling into place. Of course that place is nowhere near this place.

Giles *sits on the table* Some demons thrive by fostering hatred and, and, uh, persecution amongst the mortal animals. Not by, not by destroying men, but by watching men destroy each other. Now, they feed us our darkest fear and turn peaceful communities into vigilantes.

Buffy Hänsel and Gretel run home to tell everyone about the mean old witch.

Giles And then she and probably dozens of others are persecuted by a righteous mob. It's happened all throughout history. It happened in Salem, not surprisingly.

Xander Whoa, whoa, whoa. I'm still spinning on this whole fairy tales are real thing.

Giles stands and begins to pace again.

Oz So what do we do?

Xander I don't know about you, but I'm gonna go trade my cow in for some beans.

He gets a confused look from Giles.

Xander No one else is seeing the funny here.

Buffy *goes to the counter* Giles, we need to talk to Mom. If she knows the truth, she can defuse the whole thing. *grabs her coat*

Just then Michael comes running into the library with a slight limp. He's been beaten and bruised. He has a black eye and his face is bloody.

Buffy What happened?

Xander and Oz come over to them.

Michael *out of breath* I was attacked!

Xander Officially not funny.

Buffy By whom?

Michael *hugging himself* My dad. His friends. They're taking people out of their homes. They're talking about a trial down at City Hall. They got Amy.

Buffy Michael, stay here and hide. Giles, we'll go find my mom.

Oz gets Xander's attention.

Oz Willow!

The two of them run out of the library. Giles grabs his coat.

Michael *calls after them* Tell Willow to get out of her house!

Giles *to Michael* Stay in my office.

He and Buffy run out also. Michael goes to hide in Giles' office.

Cut to Willow's room. She hears the door unlock and gets up from her bed. She runs over to the door as it opens.

Willow Mom, we really have to talk.

There she sees her mother surrounded by several other adults.

Sheila It's time to go. Oh, and get your coat. It's chilly out.

Willow *very confused* Go? Go where?

Sheila *angrily* I said get your coat, witch!

Willow slams the door on them. The adults start to pound at it. Willow desperately tries to keep them out.

Cut to the living room at the Summers house. Several people are gathered there. Joyce interviews them about their activities.

Joyce Did you speak to the families on Sycamore Street?

Woman Yes, I did.

Joyce Great.

She writes it down in her notebook. Buffy opens the front door and quickly enters. Giles is right behind her. Joyce looks up in surprise.

Joyce Buffy! Mr. Giles! Did something happen?

Buffy Mom, we need to talk to you. Now.

Joyce *puts down her notebook* Well, of course, honey. *to the others* Um, go on without me. *goes to Buffy*

Buffy No, we need to talk alone.

They start into the dining room.

Buffy Look, there's more to this than...

Suddenly Joyce holds a cloth up to Buffy's mouth and nose and two of the men there jump Giles from behind, wrestling him to the floor. Buffy quickly collapses to the floor, overcome by the fumes from the cloth.

Joyce *looking down at Buffy* You were right. *looks behind her* I-it was easy.

There are the two children standing on the stairs. The boy is holding a bottle of chloroform in his hand.

Gretel I told you.

Hänsel It gets even easier.

Buffy isn't completely knocked out yet, and can hear the conversation.

Gretel But I'm still scared of the bad girls.

Buffy's vision begins to blur.

Hänsel You have to stop them. You have to make them go away. Forever. *Buffy passes out.*

Part 4

The living room in the Rosenberg house. Oz and Xander run in.

Oz yells Willow!

Oz runs for her room. Xander is right behind him. Cut to her room. The boys barge in and see that it's a shambles. It's clear there was quite a struggle. They waste no time running back out.

Cut to City Hall. A crowd is gathered in a room. A few of them are bearing torches. They all calmly watch as two of them finish tying Willow and Amy to stakes.

Sheila Hold still. Be a good girl.

Buffy is between Willow and Amy, unconscious and also tied to a stake. Piled all around them are the library books that MOO has deemed offensive, ready to burn in a glorious blaze.

Willow No! Why are you doing this to me? Mom?

Sheila There's no cure but the fire.

Amy struggles against her ropes Buffy! Wake up!

Willow This is crazy, Mom!

Amy Buffy! Buffy!

Cut to the Summers house. Cordelia kneels over Giles and gives him a sharp slap to the face.

Cordelia Wake up!

She slaps him two more times, and he begins to come out of it. She is about to slap again, when he suddenly reaches up and blocks her swing.

Giles Cordelia?

Cordelia Took you long enough to wake up. My hand hurts.

Giles Pity. *rubs his temples* Oh... Why are you here?

Cordelia Things are way out of control, Giles. First the thing at school, and then my mom confiscates all of my black clothes and scented candles. *Giles sits up* I came over here to tell Buffy to stop this craziness and found you all unconscious... again. How many times have you been knocked out, anyway? *Giles finds his glasses* I swear, one of these times, you're gonna wake up in a coma.

Giles *puts his glasses on* Wake up in a... Oh, never mind. *struggles to his feet* We need to save Buffy from Hänsel and Gretel.

He heads for the front door. Cordelia follows him out.

Cordelia Now, let's be clear. The brain damage happened **before** I hit you.

Cut to City Hall. Oz and Xander slam up against the doors and barge in. There they encounter four men guarding the doors to the room where the girls have been tied up. The two boys stop to face the men.

Xander What's with the grim? We're here to join you guys.

They slowly approach the men, who eye them suspiciously.

Xander No, really. Why should you guys have all the fun? We wanna be part of the hate.

Oz Just so we're clear, you guys know you're nuts, right? *The men lunge for the boys, who make a fast break and run down the hall.*

Cut to Buffy and Willow. Buffy begins to stir back to consciousness.

Willow Buffy!

Buffy struggles against her bonds.

Joyce Good morning, sleepyhead.

Buffy imploringly Mom, you don't want this.

Joyce Since when does it matter what I want? I wanted a normal, happy daughter. Instead I got a Slayer.

Sheila joins Joyce bearing a torch.

Sheila Torch.

Joyce *takes it* Thanks. This has been so trying. You've been such a champ.

Sheila Oh, you, too, Joyce.

Joyce We should stay close, have lunch.

Sheila Oh, I'd like that. How nice.

Joyce bends down to set fire to the books.

Amy Oh, you can't be serious!

Buffy Mom, don't!

Joyce touches the torch to the books, and they begin to burn. Others with torches set the books ablaze all around them.

Amy Alright. You wanna fry a witch? I'll give you a witch! Goddess Hecate, work thy will!

Buffy Uh-oh.

Amy's eyes turn pitch black, and the energy of her spell begins to swirl around her.

Amy Before thee let the unclean thing crawl!

She shivers as the spell's power increases around her, building ever greater strength. Finally, since she hasn't directed the spell at anyone else, it works on her. She is engulfed by a sudden burst of flame. People in the crowd scream as they watch. An instant later Amy's clothes are empty, and they and the ropes drop to the books below. Everyone stares in amazement. Buffy and Willow look over to see what happened to her. Then a rat comes crawling out of Amy's clothes. It scampers down the pile of books and scurries across the floor. The frightened adults jump out of its way. Buffy can only watch Amy go.

Buffy She couldn't do us first?

Willow *desperately* You've seen what we can do! Another step and you will all feel my power!

Buffy *quietly* What are you gonna do, float a pencil at 'em?

Willow It's a really big power!

The people stare at them in shock and horror.

Buffy Yes! You will all be turned into vermin. And some of you will be fish! Yeah, you in the back will be fish!

Man in the back Maybe we should go.

The children suddenly appear.

Hänsel But you promised.

Gretel You have to kill the bad girls.

Cut to Giles' car. He and Cordelia race to City Hall. Cordelia looks through the things Giles brought with them.

Cordelia *disgusted* I can't believe you had this stuff in your apartment. It smells foul.

Giles Shred the wolfsbane. That's the, uh, the leafy stuff. And then you can crush the satyrion root. *tries to remember a spell* Luften sie den something. Schlumer? Schluter?

Cordelia *crushing the roots* What are you muttering about?

Giles It's a part of an incantation. It's in German, and without my book...

Cordelia What does it mean?

Giles It's about, uh, lifting a veil. Um, it should, uh, make the demons appear in their true form, which with any luck, will, uh, negate their influence. And, uh, drop a toadstone into the mixture.

Cordelia *picks it up* This? *sniffs it* It doesn't look like a toad.

Giles No reason it should. It's from inside the toad.

Cordelia *quickly drops it in* I hate you.

Cut to City Hall. Oz and Xander have lost the posse and are trying to find another way in. They each struggle with doors, but they are all locked.

Oz We gotta get inside.

They look around for where to go next. Then they hear Willow cry out.

Willow No! Oh, God, help!

Oz Will?

Xander It sounds like she's right... above us?

Oz hops up on a bench below a ventilation shaft grate. He bangs on it a couple of times and it gives way. He climbs in. Xander is right behind.

Cut to a high view of the crowd from behind Buffy. The fires are getting bigger, but still haven't reached the girls. Hänsel and Gretel stand at the front of the crowd as they watch the flames grow and advance.

Gretel They hurt us.

Hänsel Burn them.

Buffy *desperately* Mom, dead people are talking to you. Do the math!

Joyce I'm sorry, Buffy.

Buffy Mom, look at me! You love me. You're not gonna be able to live with yourself if you do this!

Joyce You earned this. You toyed with unnatural forces. What kind of a mother would I be if I didn't punish you? *Cut to the hall outside. Giles and Cordelia barge into the hall. Giles hears the noises coming from inside and rushes over to the doors, but finds them locked. He looks around in desperation, and unexpectedly reaches into Cordelia's hair and pulls out a hairpin.*

Cordelia Ouch! You got hair with that!

Giles ignores her protests and kneels down in front of the doors. He carefully inserts the pin into the lock and begins to pick it.

Cordelia God, you really were the little youthful offender, weren't you? You must just look back on that and cringe.

Giles Shh!

Cut inside. The flames are getting very close to Willow.

Willow Buffy, I can't take it! It's too hot!

Buffy I'm sorry, Will. If it wasn't for me, none of this would have happened.

Giles gets the door open, and comes in.

Buffy It wouldn't be... *sees Giles*

Giles points Cordelia to a fire hose in the corner. She goes to it and smashes the glass with her elbow, holding up her hand to protect her face from the glass. The noise gets the crowd's attention.

Joyce Stop them!

Cordelia pulls out the hose and turns it on, spraying the advancing crowd. Giles starts reciting his incantation in very bad, unintelligible German, muffled by the sound of the water spraying.

Cordelia *to the people* You like that? Huh? How 'bout some more!

In spite of all the spraying, not very much water has gotten on the flames, and they have gotten dangerously close to Willow.

Willow Buffy, I'm on fire!

Buffy Cordelia, put out the fire!

Cordelia Oh, right.

She turns the stream of water on the flames and quickly douses them.

Cut to the ventilation shafts. Oz and Xander are still trying to find their way to the room.

Cut to the room. Cordelia gets the last of the flames extinguished and turns off the water. Hänsel and Gretel slowly walk up to them. Buffy and Willow pant in relief.

The children keep closing in on Giles. Giles raises the bottle with his potion high and recites an incantation.

Giles Ihr Goetter, ruft Euch an! Verbergt Euch nicht hinter falschen Gesichtern!

Translation You gods, I call upon you! Do not hide behind false faces!

He throws the bottle to the floor, smashing it in front of the children. The potion begins to steam around them. Hänsel and Gretel look at each other and embrace. A moment later the two children morph into a single demon standing over seven feet 215cm tall. Its ears are pointed and huge fangs jut from its lower jaw. Its skin is red and mottled and its hair is long and tangled.

Cordelia Okay, I think I liked the two little ones more than the one big one.

Sheila and Joyce stare up at the demon in horror. The other people in the room all run out screaming. The demon turns to face Buffy. Out of her trance now, Joyce looks at the two girls tied up and helpless against him.

Joyce Oh, my God!

Demon Protect us! Kill the bad girls!

Buffy You know what? Not as convincing in that outfit. *The demon roars and comes at her. Buffy struggles with her bonds, trying to get free. The ropes don't give, but the stake breaks. It's top heavy now, and forces Buffy to bend over so the tip is pointing at the demon, who can't stop his advance and impales himself through the neck. Sheila and Joyce look on in disgust. Buffy can't straighten herself back up with the weight of the demon's body at the other end of the stake, and so can't see the result of her unwitting maneuver.*

Buffy Did I get it? Did I get it?

Suddenly the ceiling gives way above them, and Oz and Xander come crashing down. The books break their fall. They look up weakly at Buffy and the dead demon.

Oz We're here to save you.

Cut to Willow's house on another night. Cut into her room. She and Buffy have a number of bowls and jars of powders and potions laid out. Several candles are burning. Willow idly crushes some herbs in a bowl.

Buffy Your mom doesn't mind us doing this in the house?

Willow She doesn't know.

Buffy Business as usual?

Willow Hmm, sort of. She's doing that selective memory thing your mom used to be so good at.

Buffy She forgot everything?

Willow ruefully No. She remembered the part where I said I was dating a musician.

She takes a pinch of the herbs she's crushed and sprinkles it onto a ceremonial iron plate set out between the girls.

Willow Oz has to come for dinner next week. So, that's sort of like taking an interest.

Buffy looks down at their preparations and sighs Okay, should we try this again?

Willow Let's do it. I think we got the mix of herbs right this time.

Buffy Okay. Ready?

She lights a match and sets it to the mixture of herbs and roots on the plate while Willow recites her spell. It begins to burn, emitting purple smoke.

Willow Diana, Hecate, I hereby license thee to depart. Goddess of creatures great and small, I conjure thee to withdraw.

Willow and Buffy both look over at Amy the rat. She gets up on her hind legs expectantly. Nothing happens, though, and she gets back down on all fours, seemingly disappointed. Buffy looks over at Willow.

Buffy Maybe we should get her one of those wheel things.

Helpless

Written by **David Fury** Directed by **James A. Contner**

Prologue

Angel's mansion. The lights are low. The logs in the fireplace are burning steadily. Candles are lit throughout the room. The camera pans across a blanket upon which are the remains of a cozy picnic dinner.

Suddenly Buffy hits the floor in front of the fireplace hard on her back. She has her right knee pulled up to her chest. Angel crouches over her, holding himself up with his arms and grinning down at her. She uses her leg to throw Angel over her head. He flips backward and lands flat on his back. Buffy does a kick-up, bringing her up to a standing position, and spins around to face Angel as he gets to his feet. He hesitates for a moment before lunging at her with a wide punch that she easily ducks. She comes up behind him, and he turns around to face her. He tries a left-hand punch, but she inner form blocks it and flies into a half-spinning in-to-out crescent kick. Angel ducks it, but gets knocked off his feet when Buffy keeps on spinning downwards with a back leg sweep, sending him to the floor. She scrambles to grab a baguette from the blanket and rolls toward Angel. She comes up straddling him at the waist and plunges the long, thin loaf at his chest, stopping just short of penetration.

Buffy Gotcha!

Angel *defeated* Uhh! Right in the heart.

Buffy *smiling* Satisfied?

Angel I'm not sure that's the word.

Buffy *taken aback* Okay.

She sets aside the baguette, stands up and takes a few steps away.

Buffy I didn't mean 'satisfied' like...

He grabs the baguette and gets up also.

Angel No, I, I wasn't trying to...

Buffy *awkwardly* 'Cause we're not having satisfaction in the personal sense.

Angel Of course. *exhales*

Buffy *smiles* I should go. *walks past him* Giles is...

Angel *turns with her* ...is waiting for you. *Buffy faces him* I know.

Buffy *smiling* Thanks. For the workout.

Angel *nods* Um, am I gonna see you this weekend? You, uh, you-you probably have plans.

Buffy Right, birthday. Um, actually, I, I do have a thing.

Angel Oh, a thing. *trying to be cool* A date?

Buffy *nods* Nice attempt at casual. Actually, I do have a date. *steps closer* Older man. Very handsome. He likes it when I call him 'Daddy'.

Angel *smiles* Huh, your father. *frowns* It is your father, right?

She gives him a big reassuring grin and nods.

Buffy He's taking me to the ice show. *Angel sighs with relief* Which should be big fun. I could use a little fun.

Cut to the library. Buffy is sitting at the table while Giles dangles a pink crystal in front of her. She plays with a long, thin, translucent one. There is a rather large collection of crystals of various colors, shapes and sizes on the table.

Giles This one?

Buffy Amethyst.

Giles Used for?

Buffy Breath mints? *looks up at him*

Giles *exasperated* Charm bags, money spells, and for cleansing one's aura.

Buffy Okay, so how do you know if one's aura's dirty? Somebody come by with a finger and write *gestures with her crystal* 'wash me' on it?

Giles sets down his crystal, takes off his glasses and props his arms on the table, leaning toward Buffy.

Giles *seriously* Buffy, I'm aware of your distaste for studying vibratory stones, but since it is part of your training, I would appreciate your glib-free attention.

Buffy Sorry. It's just with Faith on one of her unannounced walkabouts, I feel like somebody should be patrolling.

Giles *looks over the crystals* Well, Faith is not interested in proper training, so I must rely on you to keep up with yours.

Buffy I hate being the good one.

Giles And as for patrolling, well, you'll be there soon enough. *suddenly curious* Why so anxious?

Buffy I guess it... *suddenly self-conscious about her crystal, quickly puts it down* I just have some... energy to burn.

Giles Well, in due time, *puts his glasses on* but, uh, for the present, *selects the largest blue crystal* if it's not entirely beyond your capabilities, *sets it in front of Buffy* try to concentrate.

Buffy sighs and stares into the crystal.

Cut to a playground later that night. A vampire front rolls down the slide and onto the ground. Buffy runs down the slide after him and stops next to him in a ready stance.

Buffy Wow, that was really funny-looking! *grins widely* Could you do it again?

Vampire I'll kill you for that. *jumps up*

Buffy For that? What were you trying to kill me for before?

The vampire swings at her, but she ducks it and comes up behind him. He faces her just in time to take a round-house kick in the shoulder. He swings again, but she ducks it and punches him in the gut, then rises back up and backhand punches him in the head. Then she shoves him back a step so she can follow up with a half-spinning wheel kick, making the vampire stumble back and fall onto the carousel. She strides toward him.

Buffy Okay, so here's the deal. *raises her stake*
Suddenly she is overcome by dizziness. She closes her eyes and steps back unsteadily, almost as though in pain. The

vampire seizes the opening and rushes her, grabs her by the jacket, swings her around and throws her onto a picnic table. She rolls off of it and onto the ground. The vampire jumps on top of her, straddling her. She turns her head away in fright. He grabs her right wrist with one hand and with the other grabs her hand and twists it around, hurting her and making her cry out. Her stake is now pointed at her own chest, and the vampire uses his weight to slowly push it down at her.

Vampire Lemme know if I'm not doing this right.

Her eyes go wide with terror as she struggles desperately with him.

Part 1

The playground. The vampire straddling Buffy leans hard on the stake, slowly pushing it closer to Buffy's chest. She struggles hard to keep him at bay, but she's losing the battle. In a desperate attempt to get him off of her, she head butts the vampire. He is slightly stunned and stops pushing down on the stake, but remains on top of her. She then slaps him in the face hard and shoves him off of her. He rolls away and onto all fours. Buffy scrambles to get the stake, rolls back onto her back and braces the stake against her chest pointing upward. The vampire jumps to his feet and lunges angrily for her, landing on top of her and impaling himself. He explodes into a cloud of ashes. Buffy waits a moment before she raises herself into a sitting position. She brushes some of the dust from her jacket and takes a few breaths before standing up.

Cut to Sunnydale High the next morning. Cut to the library. Buffy stands by the table concentrating on a target she set up against the railing of the stack level. She raises a knife and throws it. It glances off of the target and clinks as it hits the floor. Giles comes into the library with his briefcase and a cup of coffee and heads toward his office.

Giles Bit early in the day. *sips his coffee*

Buffy Giles, something's wrong.

Giles stops Wrong?

He sees the target with a few knives stuck awkwardly into it. None of them are anywhere near the center.

Giles Ah. Perhaps you shouldn't... *Buffy throws a knife and misses ...do that anymore. sets down his briefcase*

Buffy On top of that, I got a bad case of the dizzies last night and almost let a vamp stake me. With my own stake!

Giles sips his coffee again as Buffy throws yet another knife. It flies wild.

Buffy I'm way off my game. *Giles sips again* My game's left the country. It's in Cuernavaca. Giles, what's going

on here?

Giles sits Well, perhaps you've got a bad flu bug or something.

Buffy No. No, not sick. I **can't** get sick. My dad's coming to take me to the ice show. We do it every year for my birthday. If I cancel, it's gonna break his heart.

Giles Well, just, um, take it easy for forty-eight hours. You know, forego patrolling until you feel yourself again.

He gets up again and goes to get his briefcase. Buffy picks up a couple more knives from the table.

Buffy No. No, I just need to spend a little more time training.

She throws one. This time it goes very wild and breaks one of the reading lamps. Giles didn't see it, but he sure heard it.

Buffy I'm gone! *turns and leaves*

Giles Thank you!

He goes into his office without looking at the damage.

Cut outside to the lunch tables. Oz, Xander, Willow and Buffy are eating.

Xander An ice show? A show performed on ice. And how old are we again?

Willow I went to Snoopy On Ice when I was little. My dad took me backstage and I got so scared I threw up on Woodstock.

Buffy Look, I know you guys think it's just a big, dumb, girly thing, but it's not. I mean, a lot of those skaters are Olympic medal winners. And every year my dad buys me cotton candy and one of those souvenir programs that has all the pictures, and okay, it's a big, dumb, girly thing, but I love it.

Oz It's not so girly. Ice is cool! It's water, but it's not.

Willow I think it's sweet you and your dad have a tradition. Especially now that he's not around so much. Ixnay on the caramel corn, though, if you go backstage. *Buffy nods in agreement.*

Xander We're still talking party, right? I mean, some of us still love to relish celebrating in the birth of the Buff.

Buffy I dunno. I think it might be time to put a moratorium on parties in my honor. They tend to go badly. Monsters crash. People die.

Willow But eighteen is a **big** one, Buffy. I mean, you can vote now. You can be drafted. *smiles* You can vote not to be drafted.

Buffy I think I'll choose to celebrate this one with quiet reflection.

Xander Where is it written that quiet reflection can't be combined with cake and funny hats?

Cut to the kitchen at Buffy's house. A large birthday floral arrangement is on the island, complete with helium balloon and card. The tickets to the ice show are attached to the card. Joyce is at the stove making dinner. She hears the front door close.

Joyce Buffy?

Buffy Present.

She comes into the kitchen, sees the flowers and smiles.

Buffy Ooo, present!

Joyce Uh, they're not. They're from your father.

Buffy takes the card and tickets from the arrangement and looks at them. Her expression shows deep disappointment.

Joyce His, uh, quarterly projections are unraveling and he can't afford to take off right now. He promises to make it up to you. It's all right there in the letter.

Buffy sadly folds up the tickets and the card without even opening it.

Joyce I-if you want, I could ask somebody to cover for me at the gallery. I-I mean, if you want me to take you.

Buffy No. No, that's not necessary. I-I was just thinking it might be nice to have a quiet birthday.

Cut to an abandoned boardinghouse. The sign outside reads "Sunnydale Arms, Rooms for Let, Breakfast Included, Inquire Within." Cut inside. The place is dark and musty. A few of the wall lamps are lit and there's a fire going in the fireplace. It's clear, though, that no one has lived here for years. The furniture is torn and the books on the shelves are strewn about. A man is bricking shut one of the windows. Quentin Travers, a member of the Watcher's Council, observes his progress. He turns as another man comes down the stairs.

Quentin How much longer, Hobson?

Hobson Five, maybe six hours, sir.

They slowly walk into the next room.

Quentin Once you finish, you and Blair can get some rest. But sleep in shifts.

He and Hobson stop and look across the room. There stands a tall wooden crate with a heavy lock on it.

Quentin We're getting very close. The Slayer's preparation is nearly complete.

Cut to the library. Giles gets out the crystals again and carefully lays them out on the table. Buffy sits and watches him.

Buffy You know, it's not just cartoon characters. They do pieces from operas and ballets. Brian Boitano, doing Carmen, is a life changer. Oh, he doesn't actually play Carmen, but a lot of sophisticated people go.

Giles *absently* Yes, I think we should start with the grounding crystal again.

He sets the largest blue crystal on the table in front of Buffy.

Buffy You know, it's usually something that families do together.

He absently sets the box aside.

Giles Now, look very carefully for the tiny flaw at its core.

Buffy I-if someone were free, they'd take their daughters or their student... or their Slayer. *looks up at him hopefully*

Giles Hmm? Yes, but, Buffy, I think we should concentrate now. Now, look for the flaw at its center.

He leans against the table. Buffy gives in and starts to concentrate on the crystal. At its center is a small stake-shaped flaw in an otherwise nearly clear blue crystal. Faint wind chimes can be heard as Buffy slowly goes into a trance. Giles leans over further and looks into her face.

Giles Buffy?

Satisfied that she is caught in the crystal's thrall, he pulls a small case from his briefcase, sets it on the table and opens it. Inside is a hypodermic needle, a test tube full of a clear yellow liquid and an alcohol-soaked gauze pad. Keeping a careful eye on Buffy, he takes the pad and leans toward her. He takes her arm, pushes up her sleeve and wipes the pad on a spot near the inside of her elbow. He fills the syringe, taps it to get any air bubbles to the tip and pushes on the plunger until the fluid begins to squirt out. Again he checks to be sure Buffy is under, then he takes her arm in one hand and with the other sticks in the needle. Slowly he depresses the plunger, all the while keeping an eye on his charge. She doesn't stir in the least. He pulls the needle back out. Buffy does not bleed from the site. Quickly he puts everything away. Buffy remains in the crystal's thrall. Giles sits on the table, trying to be casual, and waves his hand between Buffy and the crystal. She comes out of her trance and looks up at him.

Buffy Oh, I'm sorry. *rubs her temples* Did I zone out on you? It's just... I'm nursing that flu bug.

Giles It's best to take care of that. Perhaps we should, um...

Buffy ...call it a night. Yeah, *exhales* that's a good idea.

Thanks.

She gets up weakly and groans as she walks out of the

library. Giles smiles to himself.

Giles Good night.

Part 2

The quad at Sunnydale High on the next day. Buffy and Willow come walking from the stairs.

Buffy So, how's it going with Amy the rat?

Willow *excited* Good! She loves her new exercise wheel. She runs around, her nose wiggles...

Buffy *interrupts* I-I meant, how's it going changing her back into a human being?

Willow Oh. Still working on it. But I just got her the cutest little bell...

They hear a boy raising his voice and look in his direction. He's talking to Cordelia.

Boy *upset* You don't do that to me! I waited for you at the Bronze all night!

Cordelia And the big deal is?

Boy You made me look like some kind of dork in front of my posse!

He grabs her arm. Cordelia is offended, and slaps his arm away.

Cordelia First of all, 'posse'? Passe! Second of all, anyone with a teaspoon of brains knows not to take my flirting seriously. Especially with my extenuating circumstances.

Boy *confused* What circumstances?

Cordelia Rebound! Look it up!

She tries to leave, but he grabs her by both shoulders and pushes her against a tree.

Boy Hey! I'm not through here.

Buffy immediately moves in and grabs the boy's arm.

Buffy Oh, I beg to differ.

She tries to yank at it, but finds she has absolutely no strength. He scoffs at her and nudges her away rather hard. Buffy falls backward, stumbling onto a bench and rolls off onto the ground. Cordelia is incensed, and shoves him away from her.

Cordelia What is wrong with you?

Boy Ow.

She starts pounding him in the chest with girlie punches. He quickly backs away, but Cordelia keeps up with him and won't let up.

Boy God, the chick started it!

Willow gets down to her knees to help Buffy up.

Willow *very concerned* Are you okay?

Buffy slowly sits up, very confused.

Cut to the hall. Giles is heading toward the library with a stack of magazines. Buffy catches up with him.

Buffy Okay, I just got swatted down by some no-neck and rescued by Cordelia. What the hell is happening?

Giles I'm sure it'll sort itself out.

Buffy *desperate to know* You're not getting the big picture here. I-I have **no** strength. I have **no** coordination. I throw knives like...

Giles *calmly* A girl?

Buffy *confused by his reaction* Like I'm not the Slayer.

Giles Look, Buffy, I, I, I assure you, um... given time... w-w-we'll get to the bottom of, of whatever's causing this, um... anomaly.

Buffy Promise me.

Giles Yes. I give you my word.

He heads down the hall for his library.

Quentin You're having doubts.

Cut inside the boardinghouse. He and Giles are sharing a cup of tea.

Quentin Cruciamentum is not easy... for Slayer or Watcher. But it's been done this way for a dozen centuries. Whenever a Slayer turns eighteen. It's a time-honored rite of passage.

Giles It's an archaic exercise in cruelty. To lock her in this... tomb... weakened, defenseless. *looks at the crate behind him* And to unleash **that** on her.

He stares at the crate in the other room for a long moment before turning back to Quentin.

Giles If any one of the Council still had actual contact with a Slayer, they would see, but I'm the one in the thick of it.

Quentin Which is why you're not qualified to make this decision. You're too close.

Giles That's not true.

Quentin A Slayer is not just physical prowess. She must have cunning, imagination, a confidence derived from self-reliance. And believe me, once this is all over, your Buffy will be stronger for it.

Giles Or she'll be dead for it.

Cut to later. Hobson is working on the front door. He stops for a moment when Quentin and Giles approach and lets them go through.

Quentin Rupert, if this girl is everything you say, then you've nothing to worry about.

Giles isn't so sure. He puts on his glasses and leaves without saying a word.

Hobson *to Quentin* Uh, sir, if you can spare me for a short spell, I'll need to make a run to the hardware store. I just need some...

He is interrupted by loud screaming coming from inside the crate. Blair hears it, too, and comes in from another room.

Quentin Take care of it.

The two men reluctantly go to the crate. Quentin slowly follows them. Whatever's inside the crate keeps screaming its head off. Cut to the crate. Blair opens the lock and removes it. He pulls open the latch and jerks open the crate. Inside is a very angry vampire secured in a straightjacket and strapped to the back of the crate with a metal band across his forehead. The two men nervously stare at the vampire.

Quentin impatient Come on. Come on.

Blair steps over to a table and pulls two pills from a bottle. He puts them on a spoon that's been tied to a long bar. Hobson stands behind him with a glass of water also on the end of a long bar. Blair reaches the spoon up to the vampire's mouth.

Blair Kralik, your pills. Open your mouth.

The vampire opens its mouth just enough, and Blair nudges the spoon in, turning it to drop the pills in, then quickly retreats. Hobson steps up with the glass of water and angles it for Kralik to drink. He gulps deeply. Some of the water spills to the sides of his mouth.

Quentin That's enough. Close it up.

Hobson backs away, and Blair slams the crate shut.

Cut to the library. The gang is at the table doing research into Buffy's condition.

Willow Aha! A curse on Slayers.

Buffy looks up. Willow reads again.

Willow Oh, no. Wait. I-it's lawyers.

Xander You know, maybe we're on the wrong track with the whole spell, curse and whammy thing. Maybe what we should be looking for is something like, um, *ahem* Slayer kryptonite.

Oz Faulty metaphor. Kryptonite kills.

Xander You're assuming I meant the green kryptonite. I was referring, of course, to the red kryptonite, which drains Superman of his powers.

Oz *thinks* Wrong. The gold kryptonite's the power-sucker. The red kryptonite mutates Superman into some sort of weird...

Buffy impatiently Guys? Reality?

She drops her book onto the table, gets up and walks toward the stairs. Willow gets up and follows.

Willow Buffy. *they stop* I know you are **definitely**, without a doubt, gonna get your powers back.

Buffy Thanks, Will. *starts up to the stacks*

Willow But what if you don't?

Buffy *stops* Okay... *sighs* if I don't get my powers back, then I don't. I'll deal. *considers* And there's a whole lotta good sides to it.

Willow Actually, this could open up so many...

Giles comes into the library. Buffy runs up to him.

Buffy Giles. Did you find anything?

Giles *apologetically* Uh, no. Not yet.

Cut to the boardinghouse. Hobson comes into the room where he and Blair have set up their cots. He has just sat down on his when Kralik begins to thrash and scream in his crate. Blair wakes and sits bolt upright. They both take deep breaths when they realize he's not loose.

Hobson It's your shift.

Blair gets up and goes to take care of their charge, pulling the door to their room closed behind him as Hobson lies down for a rest.

Cut to the crate. Blair pulls it open. Kralik is still tied up inside.

Kralik Pills!

Blair nervously Yes.

He looks over at the pill bottle and sees that there's no water in the glass. He takes it and quickly goes to the kitchen. Kralik takes a deep breath and strains against the straightjacket, screaming very loudly. The seam on his right shoulder tears. In the kitchen Blair fills the glass and casts a worried look behind him.

Blair It's coming!

He turns off the water and runs back to the crate. Kralik lifts his shoulder to make the tear in the seam less conspicuous.

Kralik Pills!

Blair sets down the water, gets two pills from the bottle and puts them on the spoon. He holds it up to Kralik's mouth as the vampire continues to groan loudly, crushing his eyelids shut and panting in apparent pain.

Blair Take them.

Kralik Pills!

Blair They're right in front of you.

Kralik *sniffs* Where? *sniffs*

Blair Here!

Kralik I can't see... can't... *sticks out his tongue* can't reach it.

Blair takes a careful step closer.

Blair Open your eyes.

Kralik suddenly thrusts out his arm and grabs Blair by the neck, lifting him from the floor and choking him.

Kralik Shh. Everything's okay now.

Cut to Angel's mansion. The fire is going nicely. The camera pulls back to show Buffy and Angel sitting on the floor in front of the fireplace. Buffy unwraps a book, Angel's birthday gift to her. She opens it and leafs through it. It's a copy of "Sonnets from the Portuguese", classic love poems by Elizabeth Barrett Browning to her husband, Robert Browning. On the title page Angel has written simply "Always".

Buffy softly Thank you. That's beautiful.

Angel You really like it?

Buffy Of course I do. It's sweet and thoughtful and...

full of neat words to learn and say like 'wilt' and 'henceforth'.

Angel Then why'd you seem more excited last year when you got a severed arm in a box?

Buffy I'm sorry. Uh, it's just suddenly there's this chance that my calling's a wrong number, and... it's just freaking me out a little.

Angel That's understandable.

Buffy Angel, what if I have lost my power?

Angel You lived a long time without it. You can do it again.

Buffy I guess. But what if I can't? I've seen too much. I know what goes bump in the night. Not being able to fight it... What if I just hide under my bed, all scared and helpless? Or what if I just become pathetic? Hanging out at the old Slayer's home, talking people's ears off about my glory days, showing them Mr. Pointy, the stake I had bronzed.

Angel Buffy, you could never be helpless or boring, not even if you tried.

Buffy raises her eyebrows and gets up.

Buffy Don't be so sure.

She steps over to a table.

Buffy Before I was the Slayer, I was... *leans on the table* Well, I, I don't wanna say shallow, but... Let's say a certain person, who will remain nameless, we'll just call her Spordelia, looked like a classical philosopher next to me. Angel, if I'm not the Slayer, what do I do? What do I have to offer? Why would you like me?

Angel *quietly* I saw you before you became the Slayer.

Buffy *confused* What?

Angel I watched you, and I saw you called. It was a bright afternoon out in front of your school. You walked down the steps... and... and I loved you.

Buffy Why?

Angel 'Cause I could see your heart. *gets up* You held it before you for everyone to see. *walks to her* And I worried that it would be bruised or torn. And more than anything in my life I wanted to keep it safe... to warm it with my own.

Buffy looks up into his eyes for a long moment, then leans into him, and they embrace, holding each other close.

Buffy That's beautiful. Or taken literally, incredibly gross.

Angel *grimacing* I was just thinking that, too.

Cut to the boardinghouse. Although Kralik has his arm free, he's still tied too well to free himself from the straightjacket. No matter, though, seeing as Blair is lying in front of him, soon to become a vampire. Kralik idly hums and licks his fingers while he waits for his new friend to wake. He watches as Blair's face spontaneously morphs into a vampire's. Blair stirs, turns his head to see where the humming is coming from and slowly gets to his feet.

Kralik Ah, you're up. I was afraid I drained you too much. I do that sometimes.

Blair growls at Kralik, but knows what he must do. He looks around for the ax he knows should be there.

Kralik Ever have a tune you can't get outta your head? It keeps playing over and over and over? Drives me nuts.

Blair brings the ax over and swings it at the metal strap where it's attached to the crate on the left side of Kralik's head, then on the right. The strap falls to the floor, and Kralik steps out.

Kralik Ahh. Thank you.

He grunts as he pulls the straightjacket off his other arm and lets it fall.

Kralik Ohh. That... is much better.

He goes over to his pill bottle and pops a couple into his mouth, then picks up the glass of water and steps back over to Blair.

Kralik Mmm.

He takes a good swallow of the water.

Kralik It's a game, you know. We're not gonna play by their rules, but... that doesn't mean we're not gonna play.

He smiles broadly and downs the rest of the water.

Kralik Mmm. *points at Hobson's room* Why don't you call your friend in? We'll discuss it over dinner.

Part 3

The boardinghouse later that night. Giles opens the door and takes a tentative look inside. Everything seems quiet.

Giles Quentin?

He steps in and closes the door, still wary of the place. He goes into the sitting room. Nothing seems amiss. He walks back out and down the hall, looking up the stairs. Still all seems well, but it's just too quiet. He takes a few steps up to the landing.

Giles Hello? Quentin? Hob...

He notices that the stair railing feels clammy, and looks at his hand. It's covered with fresh blood. From the landing he looks into the other room and sees the closed crate standing there. He rushes down the stairs and looks for a weapon. He grabs one of the stair rail supports and breaks it out with the heel of his other hand. He heads straight for the crate, intending to dust whatever's inside, but finds it empty. Alarmed, he looks around and then down at the floor. There he sees tracks of blood leading into the kitchen. He follows them, ready for anything.

Holding his makeshift stake up and ready, he grabs the doorknob and swings it open, but nothing is there to meet him. He searches for the light switch, first on one side, then the other, and flips it on when he finds it. He sees what's left of Hobson lying on the table. The camera only shows his arm, but the mauling Hobson received must have been horrific because Giles immediately drops the stake, backs out of the kitchen, puts his hand to his mouth and does his best not to vomit. Quickly he regains his composure and makes tracks out of the house.

Cut to the streets. Buffy is slowly walking home holding her coat closed and hugging her book. She watches as a car passes, and then steps into the street to cross it. Near the other side of the street she walks past a couple of guys just hanging out by a car. They see her pass by and check her out.

Man *to the other* Let's find out. *to Buffy's back* Hey, sweet girl! Buffy stops cold How much for a lap dance for me and my buddy?

They laugh to themselves. Buffy begins to turn around, but thinks better of taking them on in her weakened state. She continues along the street. The men make no move to follow her.

Buffy *wryly* Walk me home, Angel. No, I'm fine. I can take care of myself.

She rounds a corner and hears humming, but doesn't see anyone around. She stops and looks behind her, but sees no one there either.

Buffy Hummers. Big turnoff. I like guys that can remember the lyrics.

She starts to walk again as she turns back, and runs right into Kralik. He holds onto her by the arms while she tries to pull away.

Kralik You know, I wish I could, but my mind just isn't what it used to be.

Buffy Let me go.

She pulls harder, and he yanks her back.

Kralik *playfully* You didn't say please!

She starts to struggle in earnest and call for help.

Buffy HELP ME! SOMEBODY, PLEASE!

She gets her left arm loose, pulls her right arm out of her jacket and lets her left arm slip out of the other sleeve as she begins to run. Blair heads her off and roars at her. She screams and begins to run back the other way, dodging Kralik, who makes no move to give chase. He has what he wants. Blair, however, continues to run after her.

Buffy HELP ME, PLEASE! SOMEBODY!

Cut to an alley behind a row of houses. She runs along it.

Buffy SOMEBODY, PLEASE HELP ME!

At the far end of the alley she encounters a fence. She tries to climb it, but doesn't have the strength. She drops back down, checks behind her and sees Blair coming.

She looks down and sees that the fence has been cut at the base, and so quickly gets down and crawls through it. Blair catches up and grabs her by the leg. She keeps crawling, making him lose his balance and grip, but he scrambles to grab her foot. He can't get a good hold of it, though, and Buffy slips through and begins to run. Blair gets down and starts to squeeze himself through the fence. Buffy runs into the street and tries to flag down a car.

Buffy STOP! PLEASE, I NEED HELP!

The driver honks his horn and swerves sharply to get around her, but he just keeps going.

Buffy PLEASE, STOP!

She looks over at Blair, who couldn't get through the hole, and sees him climbing the fence instead. Another car honks at her and screeches around her. A third car comes in the other direction. Buffy thinks she recognizes it. She does when it stops. Giles pushes open the passenger-side door.

Giles Hurry!

She jumps in and Giles guns it just as Blair gets there. Blair grabs the door and gets his feet up just inside the car. Buffy hits him repeatedly as they speed along, and eventually Blair can't hold on any longer. He drops out of the car and rolls over a few times in the street before coming to a stop face down. Back by the fence Kralik steps into the street and watches them go.

Cut to the library. Buffy is sitting at the table wrapped in a blanket.

Buffy When I hit him, it felt like my arm was broken, it hurt so much. I can't be just a person. I can't be helpless like that. Giles, please, we have to figure out what's happening to me.

Giles opens his briefcase and pulls out the case with the syringe. He opens it, lets out a deep sigh and sets it in front of her.

Giles *with a shaky voice* It's an organic compound... of muscle relaxants and adrenal suppressers. The effect is temporary. You'll be yourself again in a few days.

Buffy can't believe her ears or eyes. She reaches out to the tube of liquid and touches it.

Buffy You?

Giles *shaky* It's a test, Buffy. *takes off his glasses* It's given to the Slayer once she... uh, well, if she reaches her eighteenth birthday. *swallows hard* The Slayer is disabled and then entrapped with a vampire foe whom she must defeat in order to pass the test. *paces toward his office* The vampire you were to face... has escaped. *stops at the door facing away* His name is Zackary Kralik. As a mortal, he murdered and tortured more than a dozen women before he was committed to an asylum for the criminally insane. When a vamp...

Buffy stands up and throws the syringe case at him, but misses, hitting the wall beside him.

Buffy sobbing angrily You bastard. All this time, you saw what it was doing to me. All this time, and you didn't say a word!

Giles faces her I wanted to.

Buffy sobs Liar.

Giles In matters of tradition and protocol, I must answer to the Council.

Buffy runs her hands through her hair in disbelief of her betrayal.

Giles My role in this... was very specific. I was to administer the injections and to direct you to the old boardinghouse on Prescott Lane.

Buffy crying and shaking her head I can't... I can't hear this.

Giles Buffy, please.

Buffy looks him in the face Who are you? *lowers her hands* How could you do this to me?

Giles I am deeply sorry, Buffy, *reaches out to her* and you have to understand...

She backs away and warns him off with her hand.

Buffy shaking with hatred If you touch me, I'll kill you. *Giles lowers his hand.*

Giles imploringly You have to listen to me. Because I've told you this, the test is invalidated. You will be safe now, I promise you. Now, whatever I have to do to deal with Kralik... and to win back your trust...

Buffy interrupts, sobbing You stuck a needle in me. You poisoned me!

Behind them Cordelia walks into the library.

Cordelia What's going on?

She sees Buffy's tear-streaked face.

Cordelia Oh, God. Is the world ending? I have to research a paper on Bosnia for tomorrow, but if the world's ending, I'm not gonna bother.

Buffy starts to walk out of the library.

Giles desperately You can't walk home alone, Buffy. It isn't safe.

Buffy stops. Cordelia doesn't understand and looks at her.

Buffy facing away I don't know you.

Cordelia faces Giles Did something take her memory? *turns to Buffy* He's Giles. Giiillles. *grins* He hangs out here a lot.

Buffy turns around.

Buffy Cordelia, could you please drive me home?

Cordelia surprised Of course.

Buffy turns and walks out.

Cordelia to Giles But if the world doesn't end, I'm gonna need a note.

She follows Buffy out of the library.

Cut to the Summers' dining room. Joyce is doing her bills. She hears a noise outside and looks up. She gets up from the table. Cut outside. Joyce opens the door and steps out. She looks over to the side of the porch.

Joyce Buffy?

There she sees a figure lying on the floor shrouded in Buffy's coat. She reaches down and touches the figure's back. It rolls over, and Kralik looks up at her. She steps back in fright.

Kralik grinning horribly Mother.

Part 4

The kitchen at the Summers house. Buffy opens the door and comes in. The bouquet from her father is still on the island. She pushes it to the end and lets it drop into the wastebasket. She walks through the dining room and sees the front door standing open. Taped to the doorframe is a Polaroid photo. She strides over to it and pulls it down to look at it. It's of her mother with Kralik behind her holding her by the neck. She turns the picture over, and on the back is written "come".

Cut to her room. She has a heavy leather bag open on her bed. She pulls a knife and several stakes from her trunk and drops them into the bag. At her desk she opens the top left drawer with her Slayer stuff and pulls out a bottle of Holy Water. This she drops into the pocket of her coveralls. She closes the bag and heaves it up by the strap and onto her shoulder. It's very heavy, and she has to lean to the side quite a bit to counterbalance it as she walks out of her room.

Cut to the basement of the boardinghouse. Joyce is tied

to a chair and gagged.

Kralik Mother.

She looks toward his voice, and he snaps another Polaroid of her.

Kralik May I call you Mother? *walks in front of her* My own mother was a person with no self-respect of her own, so she tried to take mine.

Joyce turns her head away from him, and he takes another picture. She strains against the ropes around her arm, but they are too tight.

Kralik Ten years old, she had the scissors. You wouldn't believe what she took with those. *takes another pic* But she's dead to me now. *takes two more* Mostly chuckles because I killed and ate her, but also because I know I won't be alone much longer. *kneels by Joyce* I'll have your daughter. I won't kill her; I'll just make her like me. Different. She'll go to sleep, and when she wakes up, *gets into her face* your face will be the first thing she eats.

Joyce's eyes are wide with terror. Kralik stops to consider.

Kralik I have a problem with mothers. *chuckles* I'm aware of that.

Cut to the front door of the boardinghouse. It opens quietly, and Buffy looks in. She has her crossbow up and ready. The front rooms are empty and quiet, so she steps in. She takes one of her stakes and puts it down between the door and the frame to keep it open. Again she raises her bow and looks around the front rooms. She steps in further and looks through the archway into the sitting room. The fire is going there. She walks once around the room and then sets her bag down on the old couch. She continues to explore the area quietly, her fear and nervousness evident in her face. She approaches a door and cautiously takes hold of the knob. Quickly she twists it and pulls the door open, only to find that it's been bricked up on the other side. She closes it again.

Cut outside. A hand reaches down and picks up the stake she left there. The door closes and the latch echoes loudly. Cut inside. Buffy spins around to face the noise. Cut outside. The camera pans from the hand up to Blair's face.

Cut to Giles' office. He's on the phone trying to reach Quentin. The other end of the line keeps ringing. Just then Quentin appears at the door and walks in. Giles sees him and sets the phone back down in its cradle.

Giles I was just trying to reach you.

Quentin I was on watch over by the boardinghouse. *paces away*

Giles Then you know what's happened.

Quentin Yes.

Giles *angrily* He's killed Hobson and made Blair one of his own. Your perfectly controlled test seems to have spun rather impressively out of control, don't you think?

Quentin turns and gives him a long look, then paces back the other way to the teapot.

Quentin It changes nothing. *lifts the lid from the teapot*

Giles Well, then, allow me. *leans on his desk* I've told Buffy everything.

Quentin *looks up from the teapot* That is in direct opposition to the Council's orders. *sets the lid back down*

Giles Yes. *crosses his arms* Interestingly, I don't give a rat's ass about the Council's orders. There will be no test.

Quentin *pours a cup of tea* The test has already begun. Your Slayer entered the field of play about ten minutes ago.

Giles *stands up, surprised* Why?

Quentin I don't know. I returned there just as she entered.

Giles grabs his keys from his desk and starts out of the office. Quentin tries to stop him.

Quentin Now Giles, we've no business...

Giles grabs him by the coat and shoves him up against the doorframe.

Giles This is **not** business!

He lets the other man go and strides out of the library.

Cut to the sitting room in the boardinghouse. Buffy slowly moves out of it back into the foyer. She looks around before entering it, then goes back over to the door to check it. It's locked shut. She yanks at it several times, but she can't budge it. Blair comes up behind her and growls. Buffy spins around and aims the crossbow at him. She pulls the trigger, but the bolt flies right past his face. Blair grabs the bow, jerks it out of her hands and throws it down. He grabs her by the throat and begins to choke her. Buffy grabs onto his arm and stomps on his foot. Blair lets go. She shoves him aside and runs into the sitting room. She opens her bag and tries to reach in, but Blair reaches for her over the back of the couch. Buffy jumps away and runs to the far wall by the bookcase. Blair moves to follow, but Buffy pushes the bookcase over on top of him. He struggles underneath it, but can't lift it off. Buffy climbs over it and goes to her bag, opens it and reaches in. Blair reaches out from under the bookcase and grabs her ankle. Buffy screams and looks around for a weapon. She spies the andirons, grabs the tongs and starts to whale on Blair's arm. She has to hit him several times before he finally lets go. Buffy grabs her bag and runs out of the room. She stops in the hallway and looks around. Somewhere Kralik is watching her, and he taunts her.

Kralik Hide and seeeeek...

She looks all around her.

Kralik Hide and seek!

The hall, the stairs and the adjacent room are empty. There she sees Kralik's crate. The crate door is closed and looks locked. She approaches it, and it suddenly swings opens. Kralik jumps out and grabs her by the throat. Buffy gasps in fright, but doesn't struggle.

Kralik Why did you come to the dark of the woods?

He yanks her bag out of her hands and looks into it. Inside is a smaller bow, several stakes and a few knives.

Kralik To bring all these sweets to grandmother's house?

He drops the bag and pulls her closer. Buffy surprises him by holding up a cross. He leaps back from her in fear. She holds it out at arm's length, shaking nervously. Kralik stares at her for a while, smiling evilly, then suddenly grabs her arm and pulls it and the cross into his chest. There he rubs it around and laughs as it burns against his skin.

Kralik Oh-oh, no, no. Just a little lower. *nudges it down* Right... *inhales in ecstasy* Oh, yes. Yes. Oh. *gasps* Oooh!

Thank you very much.

Buffy lets go of the cross and runs in terror. Kralik just smiles and watches her run. She runs into the kitchen and locks the door. Hobson's remains are still there. She notices the body but doesn't have time to really look at it before she is distracted by Kralik pounding on the door. She runs to the counter and rifles through the drawers looking for anything she can use. She finds nothing, but then looks up when the pounding stops. Her breathing is shallow and panting with fear. She looks around again, but can't find anything of use. Slowly she steps back to the door and quietly opens it.

The coast is clear, so she comes into the hall. She constantly looks around as she makes her way toward the stairs. When she's almost there she makes a dash for them and starts to run up. Kralik punches his arm through the railing and trips her, making her fall and cut her forehead against the steps. He grabs her leg and pulls her down a ways. She struggles to get away. She grabs a broken piece of the railing and stabs at his arm with it. He lets go and decides to run up the stairs after her. Buffy scrambles to her feet, runs to the top and starts down the hall. At a bend in the hall she stops and looks around. The hallway is empty, so she runs to the first door. It's locked, so she goes to the next. It opens, and she runs in, slamming the door behind her. The room is pitch dark. Buffy searches around until she finds a string hanging from the ceiling. She pulls it and the light goes on. She stares in shock at the walls around her. They are covered with Polaroids of her mother. She grabs one off the wall to make sure. Just then she hears Kralik pounding at the door. He punches through and reaches in, searching for the knob to unlock it. She runs to another door, opens it and runs out into the hall. Just as she reaches the end, Kralik steps out in front of her.

Kralik If you stray from the path, you will lose your way. He reaches out and puts his hand on her cheek. She tries to push him away, but he's too strong and bends down toward her neck.

Kralik reassuringly I won't take it all. I won't take it all. She strains hard to keep him at bay. Suddenly Kralik has one of his attacks. He grabs his head and begins to scream. Buffy tries to get past him, but he shoves her into the wall, stunning her. He pulls out his pill bottle and struggles to get it open. Buffy regains her head and grabs the bottle out of his hands. She runs down the hall away from him.

Kralik No! No! No!

He has a hard time coming after her with the pain in his head. Buffy reaches the far end of the hall and leaps into the laundry chute. Kralik looks down the chute and hears her sliding, but doesn't follow. Instead he staggers

back the other way.

Cut to the basement. Buffy comes sliding out of the chute and onto a table. It breaks beneath her, and she falls to the floor in a cloud of dust. Her mother is there, tied to a chair and gagged, and sees her daughter fall.

Joyce Buffy?

Buffy gets up and scrambles over to her mother. She tries to untie her, but can't.

Joyce muffled Buffy, we have to get out...

They hear pounding at the basement door. Buffy stops struggling with the ropes. Kralik smashes the door in and comes running down the stairs demanding his pills.

Kralik Where are they? Where are they?!

He runs into the room, and Buffy fakes trying to get past him and up the stairs. He grabs her and shoves her against a wall. He sees the pill bottle in her hands and snatches it from her. He struggles with the lid as he stumbles over to where he sees a glass of water near the wine racks. He gets the lid off, pops a couple of pills and gulps down the water. He gasps for air and takes several deep breaths as he begins to calm down, knowing that the medicine should soon take effect. He smiles evilly over at Buffy and takes some forced steps in her direction. Buffy just watches him come.

Kralik You don't seem to understand your place in all of this. Do you have any idea...

Suddenly he realizes something is very wrong and stops in his tracks.

Kralik Oh, my! looks down at the glass in his hand What have you...

He begins to shake and looks back up at Buffy.

Kralik My pills!

She pulls the now-empty bottle of Holy Water from her pocket and holds it up for him to see. He drops the glass and begins to shake violently, grunting and groaning in pain.

Kralik No. No...

Smoke begins to puff out of his clothes. Buffy watches coolly.

Buffy If I was at full Slayer power, I'd be punning right about now.

Kralik No! No!

He screams loudly one final time, and then crumbles to ashes from the inside out. Buffy closes her eyes and lets out a sigh of relief. She pockets the bottle and rushes over to her mother. She pulls the gag from her mouth and begins to work on the ropes again.

Joyce breathing heavily Buffy, thank God you're okay. Oh, that man...

Buffy straining I can't get these. They're too tight.

Joyce Can't you just...

She jerks in her chair suggesting that Buffy just tear the ropes.

Buffy Not right now. *looks around* Maybe there's some clippers around.

She stands up to look around, when suddenly Blair lunges at her. Giles is right behind him.

Joyce Oh, Buffy!

Blair grabs Giles and throws him against a shelf rack. Blair punches him in the face and in the gut. Giles doubles over, but thrusts up with his arm, plunging a stake into Blair's chest. He bursts into ashes. Slowly Giles straightens up. He and Buffy look at each other for a long time.

Quentin Congratulations, you passed.

Cut to the library. Buffy is sitting at the table. Quentin stands calmly at the head as he speaks. Giles leans in the doorway to his office.

Quentin You exhibited extraordinary courage and clearheadedness in battle. The Council is very pleased.

Buffy *deadpan* Do I get a gold star?

Quentin I understand that you're upset...

Buffy *with controlled fury* You understand **nothing**. You set that monster loose, and he came after my mother.

Quentin You think the test was unfair?

Buffy I think you better leave town before I get my strength back.

Quentin *evenly* We're not in the business of fair, Miss Summers, we're fighting a war.

Giles You're **waging** a war. She's fighting it. There is a difference.

Quentin Mr. Giles, if you don't mind...

Giles The test is done. We're finished.

Quentin Not quite. She passed. You didn't. *faces him* The Slayer is not the only one who must perform in this situation. I've recommended to the Council, and they've agreed, that you be relieved of your duties as Watcher immediately. You're fired.

Giles *taken aback* On what grounds?

Quentin Your affection for your charge has rendered you incapable of clear and impartial judgment. *Buffy looks at Giles* You have a father's love for the child, and that is useless to the cause. *Giles looks down* It would be best if you had no further contact with the Slayer.

Buffy breaks her stare, and considers Quentin's words.

Giles *with hostility* I'm not going anywhere.

Quentin No, well, I didn't expect you would adhere to that. However, if you interfere with the new Watcher, or countermand his authority in any way, you will be dealt with. Are we clear?

Giles Oh, we're very clear.

Quentin *bows slightly to Buffy* Congratulations again. *She looks up at him with a stare of hatred.*

Buffy *vehemently* Bite me.

Quentin *chuckles ruefully* Yes, well, colorful girl.

He turns and leaves the library. Giles looks up again and puts on his glasses. He looks over at Buffy. She gazes down into space for a moment, then sniffs and puts her hand to her forehead. She sniffs again, reaching out for the cloth that's lying on the table next to a bowl of water, and picks it up. Giles walks over to her and puts his hand on the cloth. She lets him take it from her hand. He dips it in the water and kneels down in front of her, reaches out and gently pats it over the gash in her forehead. She winces in pain, but doesn't pull away. She looks up at her Watcher sadly for a moment, then lowers her eyes. Giles turns the now-bloody cloth over and continues to lightly dab it on her wound.

Cut to the Summers house. Cut to the kitchen. The whole gang is over for a visit. Buffy and Xander are making peanut butter and jelly sandwiches. Willow brings a jug of lemonade over to them at the island.

Willow I can't believe Giles was fired. How could Giles get fired?

Oz So, how did you manage to kill Kralik?

Joyce *smiles* Oh, she was very clever.

Buffy raises her eyebrows at her.

Joyce Uh, you go ahead and tell it, dear. You tell it better.

Buffy sighs.

Willow Now, now when you say 'fired', do you mean 'fired'?

Xander You're not cruising past that concept any time soon, are you?

Willow Well, it's just... I mean, he's been **fired**! He's, he's unemployed! He's... between jobs.

Buffy Giles isn't going anywhere, Will. He's still librarian.

Willow Okay, but I'm writing an angry letter.

Buffy You know, nothing's really gonna change. The important thing is that I kept up my special birthday tradition of gut-wrenching misery and horror.

Oz Bright side to everything.

Buffy grabs a new jar of peanut butter and tries to open it.

Buffy *sighs* Just feel better when I get my strength back.

Xander Give you a hand with that, little lady?

He stands up and holds out his hand to take it from her. She hands it to him.

Buffy You're loving this far too much.

Xander Admit it. *tries to open it* Sometimes you just need a big strong man. *smiles*

He struggles with the jar for a while, then tries to cover it with a laugh.

Xander Uh, Will, gimme a hand with that?

The Zeppo

Written by **Dan Vebber**

Directed by **James Whitmore, Jr.**

Prologue

A cave. There is a thick mist obscuring the view. A red-eyed, bluish-gray skinned demon angrily searches through the fog for those who have attacked it and its kindred, two of which already lie dead on the cave's floor. Faith is standing in an alcove watching the demon's movements. Buffy is up on a ledge, watching the demon anxiously. Giles is off in a corner waiting for the right moment. Willow slowly steps around the corner of the cave entrance carrying a large lit candle. When she's in view of the main chamber and senses the moment is right, she quietly speaks her spell.

Willow *Obscurate nos non diutius.*

Translation Do not conceal any longer.

She blows out the candle, and a wind quickly sucks the fog out of the cave. The demon is now clearly visible to everyone. Its teeth are sharp, yet there are no fangs. It has very long pointed ears and a series of horns starting just above its eyes and continuing up on its high, thick forehead. It growls as it turns around, trying to get a clear look at what's there. When it's facing her, Buffy jumps from the ledge and tackles the demon to the ground. Giles comes out of his corner and grabs one of its arms. Buffy grabs the other as she scrambles to her feet, and together they drag the demon up and slam it against a wall. It wraps its arm around Giles' shoulder and throws him off. He hits an adjacent wall and falls to the ground.

Buffy *yells* Now!

Faith comes out of her alcove holding a sword up in both hands and charges the demon. Before it can react, Faith has plunged the sword through its heart. The demon screams in agony. Giles looks up and watches as Faith pulls the sword back out of the demon's chest. Buffy releases it and allows it to fall. Giles rolls out of the way as it hits face down on the ground. He rolls back a bit and looks at the body lying next to him. Faith lowers her sword. Buffy looks down at the demon, relieved that the fight is over.

Giles *I think that was the last.*

Willow comes in from the entrance, visibly shaken but trying to cover it with a smile. Buffy bends down to help up Giles.

Buffy Willow, you okay?

Willow *breathing hard* Yeah, I'm fine. Th-the shaking is, is a side effect of the fear.

Giles *on his feet* Thank you. *takes off his glasses and rubs his brow*

Buffy Well, if it wasn't for that clouding spell...

Willow *smiles* Yeah, it went good! *glances at the candle* Nothing melted like last time.

Faith These babes were wicked rowdy. What's their deal?

Giles I wish I knew.

He crouches down and rolls the demon over to get a good look at it. Faith looks with disgust at another one of them.

Giles Most of my sources have dried up since the, uh, Council has relieved me of my duties. I was aware there was a nest here, but quite frankly, I expected it to be vampires. These, these are new.

Buffy And improved.

Giles *stands up* Yes. I'm sorry. I should've had you better prepared, and I should never have allowed Willow and, uh... *looks around* And, uh...

They all realize that Xander is nowhere to be seen. Just then they hear something stirring under a pile of garbage. There they see Xander crawling out from under a collapsed cardboard box and other refuse.

Xander *out of breath* I'm good. We're fine. *gets up* Just a little bit dirty. *gives two thumbs up* Good show, everyone. *staggers out into the cave* Just great. I think we have a hit.

Willow *concerned* Are you okay?

Xander Tip-top, *exhales* really. If anyone sees my spine laying around, just try not to step on it.

Buffy *worried* Xander, one of these days, you're gonna get yourself hurt.

Faith Or killed.

Buffy Or both. A-and, you know, with the pain and the death, maybe you shouldn't be leaping into the fray like that. M-maybe you should be... fray-adjacent.

Xander *slightly miffed* Excuse me? Who, at a crucial moment, distracted the lead demon by allowing her to pummel him about the head?

Faith Yeah. That was real manly how you shrieked and all.

Xander *haughtily* I think you'll find that was more of a bellow.

Buffy Uh, what do we do with the trio here? Should we burn them?

Willow *smiles* I brought marshmallows.

Everyone gives her a surprised look. Giles puts his glasses back on.

Willow *with dignity* Occasionally, I'm callous and strange.

Giles I expect we can leave them. I'm more interested in finding out what they are, and whether we can expect more of their kind.

Buffy *starts out of the cave* I hope not. They're **way** too fit.

Faith is right behind her.

Xander I say bring 'em on!

Willow follows the Slayers out. Giles steps up to Xander and puts his hand on his shoulder.

Giles Uh, Xander, I think in the future perhaps it would be best if you, you, uh, h-hung back to the rear of the battle, you know, for your own sake.

He lets go of the boy and takes one more look around before following the others out. Xander is just ahead of him.

Xander *facetiously* But, gee, Mr. White, if Clark and Lois get all the good stories, I'll **never** be a good reporter.

Giles *not getting it* Hmm?

Xander Jimmy Olsen joke, sir. Pretty much gonna be lost on you, huh?

Giles Sorry.

Xander Hey, it's okay.

They continue walking out.

Part 1

Sunnydale High School. Cut to a lawn area between two of the buildings. It's lunch hour, and two jocks are throwing a football back and forth. Xander hops around, trying to get their attention.

Xander Hey, Doug, pass me one!

Doug just gives him an annoyed look and throws the ball back to the other jock.

Xander Les-man, I'm open!

A cheerleader looks over at him to see what the fuss is about.

Xander Les, buddy!

Les ignores him and throws the ball back to Doug.

Xander Doug, right here, man. Right here.

Doug is about to throw the ball back to Les.

Xander Doug, please!

Doug sighs and gives in. He throws the ball high and long. Xander has to run for it.

Xander Alright! It's all me!

He gets to the ball in time, but fumbles the catch. The ball bounces awkwardly away from him and over to Jack O'Toole, sitting alone eating his lunch. The ball hits Jack in the hands, knocking his bag of chips to the ground. He looks down at his scattered chips in surprise and snatches up the ball. Xander stops running and steps up to him. Jack stands up, holding the ball in his hands.

Xander Boy, I am **so** sorry. Doug's arm is kinda like spaghetti. *chuckles* We're all so very sad for him. *grins* Is your lunch okay?

Jack *not amused* What are you, retarded?

Xander No! No, I had to take that test when I was seven. A little slow in some stuff, mostly math and spatial relations, but certainly not challenged or anything. *points down* Can I get you another soda?

Jack I oughtta cut your face open.

Xander *nervous* Hey, hey, whoa, whoa, whoa... It was an accident. Cool down.

Jack *smiles thinly* You wanna be startin' somethin'?

Xander What? Starting something? *grins* Like that Michael Jackson song, right? *chuckles* That was a lot of fun. 'Too high to get over, yeah, yeah...' Remember that fun song?

Jack takes a step toward him. Xander steps away nervously.

Jack I get my buddies together, we're gonna kick your ass till it's a brand-new shape.

Xander knows he's not kidding. Jack tosses the ball to him hard.

Jack Now get outta here.

Xander wastes no time walking away.

Doug Yo, man, the ball!

Xander throws it to him. Cordelia is right there, and he steps over to her.

Cordelia Boy, of all the humiliations you've had I've witnessed, that was the latest.

Xander *points back at Jack* I could've taken him.

Cordelia Oh, please. O'Toole would macrame' your face. He is a psycho. Which is still a lot cooler than being a wuss.

Xander *glances at Jack* Why is it that I've come face-to-face with vampires, demons, the most hideous creatures Hell ever spit out, and I'm still afraid of a little bully like Jack O'Toole?

Cordelia Because, unlike all those creatures that you've come face-to-face with, Jack actually noticed you were there.

Xander Why am I surprised by how comforting you're not?

Cordelia It must be really hard when all your friends have, like, superpowers – Slayer, werewolf, witches, vampires – and you're, like, this little nothing. *Xander looks down* You must feel like Jimmy Olsen.

Xander *chuckles* I was just talking to... *suddenly offended* Hey, mind your own business!

Cordelia Ooo, I struck a nerve. The boy that had no cool.

Xander I happen to be an integral part of that group. I happen to have a **lot** to offer.

Cordelia *starts to leave* Oh, please.

Xander I do!

Cordelia *stops and turns back* 'Integral part' of the group? Xander, you're the, the **useless** part of the group. You're the Zeppo. *Xander glances at Jack* 'Cool.' Look it up. It's something that a sub-literate that's repeated twelfth grade three times has, and you don't.

She turns and walks away with a satisfied smile on her face. Xander is left in her dust.

Cordelia There was no part of that that wasn't fun.

Cut to the cafeteria. Today it's kraut-dogs or spaghetti. The camera pans past the steam table as the kitchen staff doles out the food. It pans up to show Xander and Oz sitting at a table finishing their lunch.

Xander But... It's just that it's buggin' me, this 'cool' thing. *cut to them* I mean, what is it? How do you get it? Who doesn't have it? And who decides who doesn't have it? What is the essence of cool?

Oz Not sure. *reaches for a chip*

Xander I mean, you yourself, Oz, are considered more or less cool. Why is that?

Oz Am I? *eats a chip*

Xander Is it about the talking? You know, the way you tend to express yourself in short, noncommittal phrases?

Oz *considers* Could be.

Xander *smiles* I know! You're in a band! That's like a business-class ticket to cool with complementary mojo after takeoff! I gotta learn an instrument. Is it hard to play guitar?

Oz *shakes his head* Not the way I play it.

Xander Okay, but on the other hand: eighth grade. I'm taking the flügelhorn and gettin' **zero** trim. So the whole instrument thing could be a mislead. *thinks* But you need a thing, one thing nobody else has. What do I have?

Oz An exciting new obsession. Which I feel makes you very special.

Xander Now with the mocking. Which I can handle because I know I'm right about this. I'm on the track. I just need to find my thing. *gets lost in thought*

Oz It seems like you're over-thinking it. I mean, you got some identity issues. It's not...

Cut to the library that evening. Giles walks out of the cage past Buffy.

Giles The end of the world? *heads behind the counter*

Buffy *turns* Can they do that? *goes to the counter*

Giles They seem fairly committed. *gets a book* The Sisterhood of Jhe *brings it over* is an Apocalypse cult. They

exist solely to bring about the world's destruction, and we've not seen the last of them. More will follow.

Buffy And they're here in Sunnydale for what? Demon Expo?

Giles *takes off his glasses* Buffy, this is no laughing matter.

Buffy Hence my no laughing.

Giles I'm sorry. *slips his glasses back on* I know I'm no longer your official Watcher, but...

The library door opens, and they look up to see Oz come in.

Oz Hey.

Buffy Hey.

The clock on the wall behind Giles shows it's 5:20pm.

Giles *checks his watch* Um, y-you're cutting it a bit close.

Oz *steps into the cage* Well, you know me.

He pulls the door closed behind him. The privacy towels have already been put up. He begins to undress, starting with his jacket.

Buffy *to Giles* Well, do we know why they're here?

Giles I think so. *looks around* Based on some artifacts I, I found with them, and, um, *sees and reaches for another book* taking into account the current astral cycle...

Buffy *interrupts* Giles, I don't need to see the math.

He puts down the book and steps back to the counter.

Giles *seriously* They intend to open the Hellmouth.

Buffy *looks up in surprise* The Hellmouth. The one that opens...

Giles About twenty feet from where you're standing.

She looks behind her at the area where it last opened nearly two years before, where the study table stands surrounded by a semi-circle of low book shelves and the stack level behind them. Oz has turned into a werewolf and leaps up against the cage. He growls when he can't break through, looks up and howls.

Cut to the front of the school the next morning. Willow and Buffy are arriving.

Willow And if it opens?

Buffy Do you remember the demon that almost got out the night I died?

Willow Every nightmare I have that doesn't revolve around academic failure or public nudity is about that thing. In fact, once I dreamt that it attacked me while I was late for a test and naked.

Buffy Well, it'll be the first to come out, and Giles says it won't be the worst by a long shot. The world will be overrun with demons if we don't stop it.

They start to cross the street toward the steps.

Willow Do we know when this is supposed to happen?

Buffy *shrugs* Giles is trying to narrow it down. I-if you're up for it, we're heading into deep research mode.

Willow I'd be offended if you haven't already counted me in.

Buffy Thanks, Will. There's something about this one that... scares me. *puts her arm around her friend* I need my Willow.

Willow Oh, you don't have to be afraid...

They've reached the other side of the street, and both jump when they hear a car pull up behind them with the horn honking. They spin around to see what's going on. There they see Xander behind the wheel of a light blue 1957 Chevrolet Bel Air convertible, pulling it to a stop. The radio is blaring. Xander looks cool in his shades and black jacket.

Xander You girls need a lift?

Buffy What is this?

Xander What do you mean, what is it? *gestures around himself* It's my **thing**.

Willow Your thing?

Xander *emphatically* My **thing**!

Buffy *frowns uncertainly* Is this a penis metaphor?

Xander *sighs heavily* It's my thing that makes me cool. You know, that makes me unique. *sees their blank looks* I'm Car Guy. Guy with the car.

Willow How can you afford it?

Xander Uncle Roary stacked up the DUIs, let me rent this bad boy till he's mobile again. *turns off the radio*

Buffy *tries to smile* Well, i-it's nice.

Xander Could you sound a little less enthused?

Buffy Sorry.

Willow Evil.

Xander Big?

Buffy Biggest. Maybe more than I can handle.

Xander *pulls off his shades* Then we'll handle it together. You know I'm here for you. Just tell me what I can do.

Cut to the doughnut shop. Xander stands at the counter and places his order.

Xander I'll take two glazed, two cinnamon, couple cream-filled, and a jelly. No, no, let's round that out to four jellies.

The clerk pulls them out and puts them in a box. Cordelia walks in.

Cordelia *mockingly* Ooo, is some evil going on? Must be big for them to entrust you with this daredevil mission.

Xander *counts out his money* Cordelia. Feel free to drop dead of a wasting disease in the next twenty seconds. *hands it to the clerk*

Cordelia *pleased* Ooo, again, I strike the nerve. I am the surgeon of mean.

Xander *walks past her with the box* I'm kinda busy right now, okay?

Cordelia *turns around* Right. Buffy needs your help. Can you say 'expendable'?

Xander *faces her* You think you know everything.

Cordelia *steps up to the counter* I think I know you.

Xander That's a laugh.

Cordelia *tauntingly* Oh, what, you got a shiny car, and now you're someone new? Like anybody even cares about...

She is interrupted by a sexy blonde approaching Xander.

Lysette Is that your car?

Xander *surprised by the attention* Why, uh... *smiles* Yes! It is!

She walks around the car, checking out the equipment, surveying it closely.

Lysette '57 Chevy Bel Air... 283 CID... Solid lifter... Fuel-injected V-8...

Xander *has no idea* Uh... very possibly.

Lysette *abruptly* How does she handle?

Cordelia is fascinated by this display.

Xander Like a dream about warm, sticky things.

He shoots Cordelia a look. She just raises her eyebrows at him.

Xander *to the girl* Would you like to go for a little drive?

Lysette You busy?

Xander *holds up the doughnut box* Just gotta drop this stuff off, and then I would describe myself as... *making a face at Cordelia* expendable.

Cordelia gives him a little huff. The blonde smiles at Xander and tilts her head, indicating he should open the door for her. He does so, giving Cordelia a glance as Lysette gets in. He closes the door and jumps up onto the back seat and scrambles over to the driver's seat. He has some difficulty sitting down with the huge steering wheel in the way, but manages well enough. Lysette doesn't care, obviously more impressed with the car than with him. Xander starts the car, puts it in drive, gives Cordelia one last look and burns a bit of rubber as he pulls away from the curb.

Cut to the Bronze that evening. Xander and Lysette are sitting at a table with their drinks. He looks very bored as he listens to her chattering on.

Lysette ...and then I started seeing Dave Peck. Had a Thunderbird, engine completely tricked out, but the upholstery was kind of shot. So then I started seeing his friend Mike. Not the Mike with the Mercedes. The Mike with the Mustang. An '82 V-6. You know the look. *Xander sees Angel come into the Bronze.*

Xander Angel!

Lysette looks toward the entrance. Xander stands up and waves him over with a smile.

Xander Buddy! Friend-buddy. *gestures at the table* You wanna sit and talk?

Angel comes over I'm looking for Buffy.

Xander Library, last I saw.

Angel Something's happening. I've seen portents.

Xander grins The Apocalypse. They're on top of it.

Angel I don't think they know what they're dealing with.

Xander Let's go there... and tell them that.

Angel No. *waves him off* It's best you stay out of harm's way.

He turns and leaves.

Xander desperate to get away But I can help!

He watches Angel go out the door.

Lysette Hey, you wanna go for another drive?

That's pretty much the last thing on Xander's mind.

Cut outside. Xander and Blondie come out and walk to the car parked in the alley just a short ways from the door.

Xander Y'know, it's not like I haven't helped before. Y'know, I've done some quality violence for those people. *opens the door* Do they even think about that?

Lysette gets in and slides over to the passenger's side. Xander gets in and pulls the door closed.

Xander I mean... *starts it, puts it in drive* they act like I'm, like I'm some sorta klutz.

He steps on the gas without even looking ahead. The car lurches forward and promptly hits the car parked in front of them. Xander slams on the brakes and puts the car into park.

Xander Oh, God! Are you alright?

He gets out of the car and gingerly steps to the front of the car. There is only some slight bumper damage and a broken taillight on the other car.

Xander Oh, God! Stay calm. Little fender bender. It's not...

He sees Jack O'Toole get out of the other car, looking angrily back at him. Jack just stands and stares at Xander for a long moment, letting the fear sink in.

Xander apprehensive ...the end of the world.

Part 2

The library. Werewolf Oz growls in his cage as he stares at Willow and Buffy sitting at the table. Willow looks over her shoulder at him.

Willow He's cranky.

Buffy It's a good night for it.

Willow Can't dogs sense when there's an earthquake, a-a-and they bark? Or cows lie down or something? *looks at Oz again*

Buffy reads 'Sisterhood of Jhe. Race of female demons, fierce warriors...' Eww. '...celebrate victory in battle by eating their foes.' They couldn't just pour Gatorade on each other?

Giles come out of his office carrying a heavy leather bag.

Giles The Council wouldn't even take my calls. *disgusted* Idiots. *to the girls* Anything useful in the books?

Buffy Not wildly. *closes hers*

Willow We still have the Books of Pherion to go through. *Giles nods.*

Buffy sets her book down I'm getting itchy feet, Giles. We don't turn up something soon, I'm gonna hit the streets. *grabs and opens another* Maybe check out Willy's.

Giles Fine.

He goes back into his office for his overcoat.

Willow Where are you going?

Giles Um, to try and contact the Spirit Guides. *takes his overcoat from its hanger* They exist out of time, but have knowledge of the future. *pulls it on* I have no idea if they will respond to my efforts, but I have to try. *comes back from his office* All we know is that the fate of the entire world rests on it. *looks into the doughnut box* Did you eat all the jellies?

Buffy looks up from her book.

Buffy innocently Did you want a jelly?

Giles petulantly I always have a jelly. I'm always the one that says 'let's have a jelly in the mix.'

Willow We're sorry. *tattles quickly* Buffy had three.

Buffy shoots Willow a look.

Giles No matter. *grabs his bag* If Xander makes another run... *starts to go*

Buffy No. *Giles stops* Xander's out of this. He nearly got killed last time we fought. This whole thing will be easier if we know he's safe.

Cut to the alley outside of the Bronze. Jack approaches Xander menacingly.

Xander nervously Oh, gosh, Jack, man, are, are you okay? *points at the bumpers* I am really sorry about that. But your car came out of nowhere.

Jack looks down at the damage and back up at Xander.

Jack incredulous I was parked.

Xander Exactly. Look, I can cover the damages. I don't have insurance in the strictest sense of the word, but I have a little money. The important thing is that we're alright and we can work this out like two reasonable...

Jack pulls out a very long hunting knife and holds it up.

Xander ...frontiersmen.

Jack points the knife at Xander Where do you want it?

Xander What?

Jack Where do you want it?

Xander I'm fairly certain I don't want it at all, but, uh, thank you.

Lysette bored and impatient Wow. Cool knife.

Xander gives her a look. She rolls her eyes and walks back to the car.

Xander Yeah. Great knife. Although I think, uh, it may technically be a, a sword.

Jack She's called 'Katie'.

Xander You gave it a girl's name. How very serial killer of you. *turns to Lysette* Listen, I think we should be going.

Jack reaches around Xander with the knife and hooks it behind his ear, forcing Xander to look at him. Xander quakes with fear.

Jack *jeeringly* Are you scared?

He traces the tip of the blade around Xander's neck and cheek.

Xander *shakily* Would that make you happy?

Jack *sneering* Your woman looking on, you can't stand up to me? Don't you feel pathetic?

He traces the knife past Xander's mouth, back to his ear and around and down under his chin.

Xander *nervously* Mostly I feel Katie.

Jack You know what the difference between you and me is?

Xander Again... Katie's springing to mind.

Jack Fear. Who has the least fear.

Xander And it has nothing to do with who has the big, sharp...

Suddenly Jack slaps the knife into Xander's hand and steps back, taunting him to fight.

Jack Come on.

Xander has no idea where to begin. The blonde distracts him.

Lysette I wanna go for a drive. I'm bored.

He lowers the knife and his guard.

Xander *sarcastically* Oh, gee, I'm really sorry my life-and-death situation isn't **exciting** enough for you...

Jack grabs him and shoves him back onto the hood of the car. He grabs Xander's hand and twists it so the knife is pointing at his neck and begins to bear down on him. Just then a flashlight shines into Jack's face.

Police Officer Hey!

Jack releases Xander and quickly palms the knife. The officer turns off his flashlight and slowly approaches.

Police Officer What's goin' on?

Jack Nothing. Just rasslin'.

Police Officer *recognizes O'Toole. chuckles* What a surprise. *flashes the light in his face to Xander* He attack you?

Xander looks at Jack, who just looks at the officer.

Xander *to the officer* No. Just blowing off steam. *grins* Two guys rasslin'. *shakes his head* But not in a gay way.

Police Officer Do it somewhere else, huh?

He turns and leaves. Xander drops his head in relief. Behind him Jack has a smile on his lips. Remembering that he's there, Xander looks over at him and is confused by his expression.

Xander What?

Jack That was alright. Could've narc'd on me. Didn't do it. That's decent of you. I like you. *smiles appraisingly*

Xander *still nervous* Yay?

Jack *to Lysette* You two wanna have some fun?

Lysette *smiles dippily* Like, with driving?

Jack Yeah.

Xander sees the broad grin on her face and shakes his head, giving in.

Xander What do you have in mind?

Jack Well, I was on my way to get the boys. Gonna cruise around. *checks out Xander's Chevy* We'll take your wheels.

Xander What about your car?

Jack *looks at it and shakes his head* It ain't mine.

Xander is aghast and shakes his head. Jack goes to the car door.

Xander Great. Where to?

Jack opens the door and slides in to the far side.

Jack Gonna get the boys!

Lysette slides in next to Jack, then Xander gets in.

Xander Yeah. *pulls the door closed* So, where're the boys?

Cut to a cemetery. The camera pans behind some trees and over to the three of them by a grave. Xander and Lysette watch as Jack speaks a spell and dangles a chicken foot on a string over a grave.

Jack He calls forth the Spirit of Uurthu, the restless. No one shall speak. *raises his arms* He shall arise! Hear me...

Xander watches, worried that it might work. Lysette is completely bored.

Jack The blood of the Earth shall restore him...

He puts away the chicken foot and kneels by the grave. He drawn his knife across the palm of his hand, turns his hand over and lets his blood drip onto the grave.

Jack And he shall arise.

Xander takes a step back. Something under the ground begins to move.

Jack Shall arise!

A pair of arms punch through the grass followed by a head. It's Jack's friend Bob. He has a huge frown on his face as he looks around. Jack stands up and steps back. Lysette's eyes go wide with surprise. Bob pulls himself out the rest of the way and gets up, still frowning and disoriented. Jack looks him up and down, pleased with the result. Bob looks over at Jack and recognizes his friend.

Bob Buddy.

Jack Bob.

They look at each other for a moment. Bob has clearly started to decay, but is still easily recognizable.

Jack You big, hideous corpse... Come here!

Bob comes at Jack and grabs him in a huge bear hug, lifting him off the ground and laughing. Lysette freaks out and runs away, screaming at the top of her lungs. Xander watches her go.

Xander *resentfully* I'll call ya!

Bob keeps laughing as he swings Jack around a bit before putting him back down.

Bob Man! You **raised** me!

Jack *looks him up and down* I **told** you grandpappy could work that mojo. Big Bob is back in action!

Bob *raises his arms* Yes!

They each butt hard into the other in celebration. Xander fidgets restlessly, waiting to see what's going to happen next.

Bob Oh, man, I can't believe you raised me! That is so awesome! *starts to calm down, lets go of Jack* You are the coolest.

Xander Maybe I should just let you guys catch up. *starts to go*

Jack Bob, this is Xander. He's our wheel man.

Xander turns back around and smiles.

Bob Hey.

He steps up to Xander and slaps him hard in the shoulder, making him stagger back a few steps. Xander manages to keep his balance and straightens back up.

Xander Howdy.

Bob *steps back to Jack* Dude, where are the other guys? We gotta go get 'em.

Jack *nods* Absolutely.

Bob *pats him on the arm* Alright.

They start walking to get the rest of the boys. Xander stays back.

Xander Are, um... Are all your friends dead?

Jack *over his shoulder* Xander, let's roll.

Bob How long I been down?

Jack Eight months. I had to wait till the stars aligned.

Bob Oh, eight months. I got some catching up to do.

He stops in his tracks and points at Jack.

Bob Whoa! Walker, Texas Ranger. You been taping 'em?

Jack Every ep.

Xander catches up with them.

Bob Alright. We're gonna get the guys together, and we're gonna PARTY, man! *hits Xander hard in the other shoulder* It's gonna be a night to remember! *they start walking again* Yeah!

Xander *trailing them* I'm sensing that.

Cut to Dickie's grave. Jack weaves his spell again.

Jack The blood of the Earth shall restore him, and he shall arise.

Dickie comes up head first. He is far more decayed than Bob. His face is raw and bloody, but he is also still recognizable.

Dickie Dudes!

Cut to the car. The camera is low to the pavement showing the back of the car. The tires squeal as the four boys take off for another cemetery to get the last member of the group.

Cut to the Restfield Cemetery. The camera pans low along some gravestones and up to the sign. Cut to Giles standing before a large mausoleum and holding up a lit candle. The Spirit Guides appear in the form of a bright cloud gathering in front of the mausoleum, and Giles speaks to them.

Giles Noli me renuere, umbra ducens. Sapientia manium super me effundatur.

Translation Do not deny me, Spirit Guide. Let the wisdom of those who have passed be showered upon me.

Spirit Guides Illae res occultae sunt tempoti et locis obscuris. Enuntiare illas Chaos super orbem vivum terrarum ferat.

Translation These secrets belong to time and the dark regions. To reveal them would bring Chaos down upon the living Earth.

Giles Belua propulsanda est! Invenire vitium suum noster spes sola est!

Translation The Beast must be fought! Our only hope lies in finding its weakness!

A strong wind begins to blow.

Spirit Guides *angrily* Noli petere! Perturba nos non diutius!

Translation *angrily* Seek not! Disturb us no longer!

The cloud moves away and up into the sky. The wind stops blowing. The cloud splits in two, and both halves disappear up into the firmament. Giles isn't happy with the result of the encounter. He looks to his right when he hears Xander approaching.

Xander Giles, hey... *smiles* What's goin' on?

Giles Oh, uh, *looks at the mausoleum* I was just trying to, uh, gain access to the, um, Spirit Guides. Not going very well, I'm afraid. *looks around* Uh, what are you doing here? *packs his things*

Xander Oh, we were just raising, um... *glances back at the others* some heck.

Jack and the others, having raised the last member of their group, are waiting by the car for Xander.

Jack *impatient* Xander! Let's go!

Xander *kneels by Giles* Listen, do you guys need any help?

Giles *concentrating on packing* Hmm? Oh, no. Thank you. Uh, probably best if you, you stay out of trouble.

Xander No chance of that.

Jack *impatient* Xander! Motor!

Giles *stands up* There's something... different about this... menace, something in the air... The stench of death.

Xander Yeah, I think it's Bob.

Giles *absently* We may all be called upon to fight when it happens. *picks up his bags*

Xander When what happens, exactly?

Jack *very impatiently* Come on!

Giles I better go. *smiles weakly* Um, hopefully, we shall have time to prepare. All we need is a few weeks. *turns and leaves*

Cut to Willy's bar. The place has been completely trashed. Buffy is kneeling down next to Willy, who is lying on the floor behind the bar with his head and shoulders propped up against the cabinets. He's been very badly beaten, and the blood flows freely from several cuts in his head.

Buffy Tonight?

Willy *nods, laboring to breathe* Before sunrise. That's what they said. *winces in pain*

Buffy *looks at the damage* Why did they do this?

Willy They were looking for Angel.

Buffy Angel? Why?

Willy *breathing shallowly* Said they were coming after you, too, and nothing could stand in their way because *winces in pain* tonight was the night...

Severe pain stabs him in the gut, and he turns from her and coughs.

Willy *painfully* Oh, man...

Buffy *worried* The ambulance is on its way.

Willy *coughs, swallows* Look, kid, my clientele ain't exactly nuns and orphans, but I... I never seen anything like these demons.

Buffy I'm gonna stop them.

Willy *coughs* That Hellmouth opens *swallows* they're gonna be the least of your problems is my train of thought.

He winces in pain again and coughs, then swallows again.

Willy *between shallow breaths* If I were you... I'd go find Angel... go somewhere quiet together. I'd be thinking about how I wanna spend my last night on Earth.

Cut to Xander and the gang. Bob is standing in the back seat with his fists raised into the air.

Bob LET'S GET SOME BEER! YEAH!

The other dead boys yell in agreement. Parker, the last one of the group to be raised, is in an advanced state of decay, and so is in much worse shape than the others.

His face is beyond recognition, having lost much of its flesh, exposing parts of his skull. Xander can't believe he's caught up in all of this.

Parker Dude! Let's go pick up some girls, man. We'll hang out at Taco Bell, get some girls, go cruise around... *They all laugh, except for Xander.*

Dickie I wanna bake a cake.

Bob slides back down into the seat with an arm around each of his buds.

Bob Hey, we need some beers, though.

Parker *to Bob* I can't believe you got shot, man. Was it them Jackals?

Jack Are you kidding? We wiped them out after they threw you off the bridge.

Parker *appreciatively* Oh, man. You guys, you guys are the best, man. The best! I mean that.

Bob *explains to Parker* There's a liquor store. Little Armenian guy runs the place? He had a gun behind the counter.

He looks ahead, frowning in disgust. The bullet hole in his forehead above his left eye is plainly visible. He brightens when he has an idea.

Bob Hey... We should go kick his ASS!

Parker Yeah!

Bob YEAAAAAH!

Xander glances back at them nervously.

Xander If you guys want me to drop you off somewhere, that's...

Jack *interrupts, pats Xander's shoulder* Nah. You're with us now.

Parker reaches up to him from behind and pats him on neck and cheek with his grossly rotten hands.

Parker Oh yeah, man, you on the team now, baby. Whoo-hoo!

The guys in the back all chuckle.

Bob *serious* What're we gonna do?

Jack Well, I've heard some interesting suggestions, but I'm gonna have to go with Dickie's. Let's bake a cake.

Dickie Yeaaaaah!

Bob and Parker Yeaaaaah!

Bob laughs as he leans back over the trunk and raises his fists into the air.

Cut to a hardware store. Xander pulls the car to a stop in front.

Jack Alright.

He gets out. Dickie pushes the front backrest forward and gets out. Bob and Parker just jump over the side of the car.

Jack *to Xander* You stay here and keep the motor running. *joins the others*

Xander Uh, this time of night, I'm pretty sure nothing's open.

Bob grabs a newspaper vending machine, yanks it from the sidewalk and heaves it into the hardware store window. It shatters loudly. Xander watches nervously.

Xander But they're always open for **crime**.

The dead boys all climb into the store. Xander holds on tightly to the steering wheel and fidgets nervously in his seat.

Xander Okay. Now I'm involved in crime. I'm the criminal element. *sarcastically* Having a car sure is cool!

He hears Willow's voice, and turns to see her leaving the magic shop about half a block down on the other side of the street.

Willow Thank you. Sorry to wake you. *starts down the street*

Shopkeeper No problem.

Xander Will!

She sees him and walks into the street toward him. Xander gets out of the car and goes to meet her.

Willow Xander, what are you doing here?

Xander Nothing. Certainly not crime. *grins guiltily and glances behind him* Wh-what about you?

Willow *worried* I-I needed supplies for a protection spell. Buffy called from Angel's. I-it's happening tonight.

Xander And that thing that's happening would be...?

Willow I-I can't stay. Buffy'll needs this.

She goes, leaving Xander standing there still unenlightened. Just as quickly she comes back and gives him a tight hug. She lets go and looks up at him.

Willow I love you, Xander.

Again she hurries off, leaving him to ponder his next move.

Xander Okay, that's it. *turns back to the car* I'm gonna... *Jack steps in front of him and stops him.*

Jack Where you going?

Xander Look, something's just come up. *looks at the store*

Jack You gonna bail on me? Is that it?

Xander's response is interrupted by the noise of the others coming out of the hardware store. Dickie holds up two bags full of ingredients for him to see.

Dickie *smiling* We got the cake mix! *puts the bags in the car*

Parker Where you wanna bake it?

Jack *ominously* Xander's looking to leave.

Bob No way. *comes around the car* We need a wheel man. *stands behind Xander*

Dickie and Parker walk around the other way.

Jack *menacingly* Xander doesn't feel like he's part of the group.

Xander *placatingly* No. It's just I'm kinda busy!

Bob comes around to Xander's left. Parker stands to his right.

Bob He doesn't feel like part of the group because he hasn't been initiated.

Jack Do you think he's ready?

Parker *puts his arm around Xander* Oh, I think he's earned his stripes. I say we let him in, boys. Huh?

Dickie *chuckles* Woo-hoo!

Xander *grins* Great! *nods* I wanna be in the gang, sure!

Parker Alright! *nudges him in the gut* Yeah.

Jack *lifts his finger to Xander* That's the spirit.

Parker Yeah.

Xander *smiling, getting into it* What do I gotta do?

Jack pulls out Katie and holds the blade to his face. Xander's smile is instantly replaced with fear.

Jack *twists the blade threateningly* You gotta die.

Parker pats Xander affectionately on the cheek.

Part 3

In the street in front of the hardware store.

Xander *nervously* Alright, guys, what... Let's just talk about this.

Parker Aw, you wanna be part of the gang now, don't you?

Jack leers at him, constantly turning his knife.

Xander Yes, yes, but I'm not **dying** to be in the gang, if you get the, um... the pun there.

Bob *insulted* What? You're, you're too good to be dead? *He grabs Xander by the lapels of his jacket and lifts him up.*

Bob You got a problem with dead people?

Xander shakes his head and mouths "no", thinking quickly.

Xander What about Jack? Jack's not dead.

Jack lowers his knife, reaches down and raises his shirt

for Xander to see. There is a series of bullet holes across his gut. Bob releases Xander so he can get a better look. Jack drops his shirt back down and brings Katie back up level to Xander's face.

Jack Drive-by three weeks ago.

Xander *exhales* Oh, boy.

Jack Grandpappy found my body. I wasn't gone but ten minutes before he raised me. It's a rush, man.

Dickie *smiling* Let's kill Xander. It'll be fun!

Parker Yeah, man, you could be a full-fledged member.

Jack *steps closer and sneers* Come on, Xander. Take it like a man.

Xander *takes a chance* Alright, enough! You guys have had your fun, but you forgot about **one** thing.

He looks at Bob and Parker, and then makes a break for it.

Jack Get him!

Xander runs across the street and into the outside seating area of the Espresso Pump. They all give chase. Xander waits for them to follow him into the cafe, then makes another break for it, jumping up onto a table and hopping over the low wall surrounding the area. He runs back across the street and jumps into the car. The motor is still running, so he throws it into drive, floors it and burns rubber out of there, leaving the dead guys behind.

Bob Damn him! *throws up his hands* There goes the wheels.

Parker *plaintively* He took all our stuff, man.

Dickie I wanna bake a cake.

Jack *seething with anger* It's alright. We'll get more. The night is young.

They all head back into the hardware store for more supplies.

Cut to Xander driving along the street, very relieved to have escaped.

Xander I'd say that's pretty much enough excitement for one evening.

Cut to a park. Faith gets thrown against a fence, pulled off and thrown against it again by a member of the Sisterhood of Jhe. The demon pulls her off again, but Faith shakes loose and does a backhand swing at the demon's head, making it snap hard to the side. Faith then punches it in the gut and tries for a second hit to the head, but the demon blocks the attempt, grabs Faith's arms and throws her to the ground. Faith rolls and comes back up to a fighting stance. The demon lunges at her, but she kicks it in the knee and then roundhouse kicks it in the head. Without pausing, Faith launches into a half spinning high wheel kick, which the demon blocks with both arms. The demon throws Faith's leg down, grabs onto her jacket and swings her around and back into the fence. Back in the street Xander rounds a corner and sees the fight in the park ahead of him. The demon rushes Faith, who grabs the fence behind her and lifts herself up to do a twin push kick to the demon's gut, shoving her back hard. Xander sees his opening, and just drives right into the demon, knocking it back quite a ways onto its ass. He backs the car out into the street again as Faith watches. The demon gets back to its feet and starts her chase.

Xander *to Faith* Get in!

Faith runs to the car and dives into the back seat. Xander guns it just as the demon catches up, but she can't run fast enough to grab hold of the car, and is left in their dust.

Cut to Faith's motel. Xander pulls the car to a screeching halt in a parking spot. They both run out and up the stairs to her room, watching for any pursuers. Faith

opens the door and runs in. Xander is right behind her and swings the door shut.

Xander You think Demon Mama followed us?

He checks out the window, but doesn't see anything. He rushes over to the other window and checks there, too, but again sees nothing.

Faith No, we're cool. *takes off her jacket* The bitch dislocated my shoulder, though.

She tosses her jacket aside, careful not to move her arm too much. Xander comes back over to her.

Faith Hold me.

He looks at her a bit confused, but gets closer and reaches out to her. Faith takes his right hand and puts it on her left upper arm. He finally realizes that he's supposed to hold it steady. She reaches up with her right hand and grabs hold of his jacket for leverage. She pulls her left shoulder back and jerks it forward. Her shoulder audibly snaps back into place. Faith heaves a sigh and rotates her shoulder around in different positions.

Faith That's better. *sniffs* She got me really wound up.

She looks at Xander and runs her hand over his chest. She inhales and exhales deeply.

Faith A fight like that and... no kill... I'm about ready to pop.

She smiles at him, still rubbing her hand over his chest.

Xander *nervously* Really? *looks down at her rubbing hands* Pop?!

Faith *smiles sexily* You up for it?

She runs her other hand down the back of his neck.

Xander *nods* Oh, I'm up.

She smiles at him and gets closer. She stops rubbing his chest and lowers her hand to his crotch.

Xander I'm suddenly **very** up. It's just, um... *grins sheepishly* I've never been up with people before.

Faith grabs his jaw and kisses him full on the lips with plenty of tongue.

Faith Just relax... And take your pants off.

She starts to push his shirt and jacket off of his shoulders.

Xander Those two concepts are antithetical.

She yanks his shirt and jacket down his back and off his arms, and throws them down. They lock in a passionate embrace and kiss each other hard. Faith turns him around and shoves him back onto the bed. She jumps up after him and straddles him.

Faith Don't worry. *pulls off her own shirt* I'll steer you around the curves.

She grins broadly down at him. Xander looks back up at her with more than a little apprehension on his face.

Xander Did I mention that I'm having a very strange night?

Cut to a shot of their reflection in the TV. Faith is on top

of Xander under the sheet, moving slowly and purposefully.

Cut to them cuddling afterward. Xander runs his fingertips across her upper arm. They gaze into each other's eyes for a while. Faith smiles at him.

Cut outside her motel room door. She opens it and nudges Xander out. He has only his underwear on and holds the rest of his clothes in his arms. Faith is wrapped up in the bed sheet.

Faith That was great. I gotta shower.

She closes the door on him. He just stands there, unsure of what just happened. He looks at the door again, and soon realizes he's just been used. Mouth agape, he makes his way back to his car.

Cut to the library. Werewolf Oz is jumping around in the cage, very agitated. Willow watches him, very worried.

Willow I've never seen him like this.

Giles comes up behind her with the dart gun and hands it to her.

Giles It's the Hellmouth. He can sense it's going to open. Be ready just in case.

Willow checks the rifle as Giles goes to the cage to open it. He looks back at her before he does.

Giles Now don't hesitate.

Willow raises the weapon to her shoulder and takes aim, anxious about having to hurt Oz.

Willow Do it.

Giles unlocks the door.

Giles Now Oz...

Oz leaps up against the door and throws it open, knocking Giles to the floor. He takes a leap toward Willow, but she's ready and pulls the trigger. The dart flies from the barrel and hits him in the side, and he yelps and falls to the floor. It's not enough to keep him down in his agitated state, though, and he gets back up on all fours. Behind him Giles scrambles to his feet.

Giles AGAIN!

Willow retreats as she inserts another dart into the gun. Oz is weakened, but he lunges toward her. Giles runs to get him from behind. Oz jumps up onto the table just as Giles catches up and grabs him around the chest. Oz raises himself up on his hind legs, growling fiercely as Giles gets an arm around each of his, exposing his chest. Willow takes the shot, and the werewolf yelps again. This time the Phenobarbital does its job, and Oz collapses onto the table, dragging Giles down on top of him. The wolf pants shallowly as Willow steps up to him and soothingly pets the thick fur on his head.

Giles We've got to move him before he wakes up.

Willow remorsefully to Oz Sorry. I hope you're not mad at me in the morning.

Cut to Faith's motel. Xander pulls on his jacket and gets

into his car. He checks himself in the rearview mirror and thinks about what just happened. He sighs and looks into the back seat. There he sees the two bags of stolen ingredients and grabs one to see what's inside. In it he finds a can of kerosene, a short length of galvanized pipe with caps, wire, primer cord and an electronic timer switch. He takes a second look at the can of kerosene and realizes that the "cake" really isn't.

Xander Hey! They're not baking any cake.

He quickly sets the can aside and starts the car.

Cut to the hardware store. He comes to a stop in front of it. The place is a mess, but Jack and his gang are nowhere to be seen.

Xander Long gone. Probably loaded with supplies. Gotta think.

He looks into the store and tries to concentrate.

Xander I can't believe I had sex. *catches himself* Okay, bombs. Already-dead guys with bombs. *realizes* Oh, man, I'm outta my league! Buffy'll know what to do.

He takes off for Angel's mansion.

Cut to the mansion. Buffy and Angel are inside arguing.

Buffy pleading I don't know what to do.

Angel Then let me decide for you. I can face this thing.

Buffy protests You can't.

Angel Look, I, I can at least buy you enough time for Willow's spell to bind it.

She stares speechlessly at him.

Angel Buffy, this is worse than anything we've ever faced. It's the only way.

Buffy voice cracking I can't watch you die again.

He lifts his hand to her cheek and rubs it gently, looking deeply into her eyes.

Angel I love you.

Buffy takes his hand I love you.

Angel Nothing can change that. Not even death.

She jerks his hand away and steps back, angry about his defeatist attitude.

Buffy Don't talk to me like that! **You** may be ready to go, but **I** am not ready to lose you. Okay, this is my fight, and if you won't do it my way, then you're...

She is interrupted by Xander clearing his throat. She turns to face him.

Xander grins Hey. I've got this, um... There's this, uh... grins sheepishly

Buffy and Angel look at him expectantly. Xander sees the sadness in their faces and the tear streaks on Buffy's cheeks.

Xander awkwardly It's probably a bad time.

He turns to go, but looks back at them again.

Xander Can I help?

They both shake their heads at him.

Xander Okay.

He walks out the door. Buffy turns back to Angel, and they look at each other sadly.

Cut to the atrium at the mansion. Xander walks to the stairs and starts up and out.

Xander Okay, I can work this out. I just got to figure out what they'd be likely to bomb.

Cut to Sunnydale High School at night. Cut to the library. Giles has cleared away the table and chairs and painted a black circular figure on the floor. Eight rays extend from the edge. Inside are four small semicircles which mark the four corners. At the center three short lines intersect. A lit candle stands on each line and a fourth at their intersection. All around the circle and the room are more candles. Giles is busy lighting them as he recites a spell from a book.

Giles Terra, vente, ignis et pluvia. Cuncta quattuor numina, vos obsecro. Defendete nos a recente malo resolutio.

Translation Earth, wind, fire and rain. Linger four gods, we implore you. Defend us, immediately after I will release you.

Willow returns to the library with the tranquilizing gun and sets it down on the counter as she passes by.

Willow Okay. Oz is moved. He could barely walk after

that mickey I gave him, but we made it. Is he gonna be alright there?

Giles Anywhere is safer than here. Um, help me with the candles.

He tosses her the lighter, which she catches.

Willow We're doing the binding spell from the Hebrons' Almanac?

Giles Yes, but once it's ready, *lights a match* you're to stay back and let me finish the recitation. *Willow starts to protest* Don't argue. I want you safe. Who knows what's going to come up from beneath us.

Willow crouches down and starts lighting more of the candles.

Cut to the boiler room. Dickie puts the finishing touches on the bomb. They have it assembled on top of an oil barrel. Dickie plugs in the timer, and switches it on.

Parker Whoo!

He taps the keys and sets it for sixty minutes. Dickie plugs in the last wire, and the countdown starts. They all chuckle under their breaths. Jack walks up to the bomb and checks it out.

Jack This is gonna be large! *smiles at Parker*

Parker Oh, yeah!

Dickie checks the wiring once more as they all laugh.

Part 4

The streets. Xander drives to the school.

Xander *frantically* Giles will know what to do. He's **way** more calm than Buffy.

He turns a corner and sees the dead boys walking and laughing.

Xander Okay, I got a plan.

Jack and Bob hear him approaching and turn around.

Bob Hey, our wheels.

The group splits up, and Xander drives up between them, slowing down as if to stop. Parker is right up by the car, so Xander reaches out and grabs him.

Parker Hey!

Xander hits the gas and takes off, dragging Parker alongside. Cut around the next corner. Xander drives around it and weaves the car side to side. The other boys chase him. Cut to Xander holding onto Parker.

Parker *scared* Stop! C'mon, man! Stop!

Xander Where's the bomb?!

Parker It's in, it's in the high school!

Xander In the school where?!

Parker Oh, God, this really, really hurts!

Cut to the street. Xander screeches around the next corner.

Parker Stop!

Cut to Parker.

Parker It's in the, it's in the boiler room.

Xander Alright. Now I'm gonna ask you this once, and you better pray you get the answer right.

Parker *still scared* Okay, okay.

Xander How do I defuse...

He never finishes his question, because he drives too close to a curbside mailbox, and the impact knocks Parker's head off. Xander screams in horror at the sight and releases his hold on Parker's now-headless body. He looks back at the others and guns the car.

Xander *chagrined* I probably should've left out that whole middle part.

Bob and Dickie keep up the chase. Jack stops to check on Parker.

Dickie He's headed for the school!

Cut to a hall in the school. Xander barges through a door and runs past the basement access door. He comes back to it and notices the sign stating "Door to remain locked at all times". Jack, Bob and Dickie crash through the hall door and start to chase him.

Jack There he is!

Xander starts to run down the hall again.

Xander Where's a Slayer when you need one?

Cut to the library. The Hellmouth has opened, and the same huge, green, multi-headed, tentacled demon that erupted from it less than two years before looms over the heads of Buffy, Faith, Angel, Giles and Willow, only now

it's much larger. Bolts of energy flash about like lightning.

Giles Oh, my God. It's grown.

The camera passes through the group to the doors, where Xander runs by followed a moment later by Jack and then Bob and Dickie in rapid succession. Dickie is distracted by the noise and lights coming from the library and backtracks to have a look. He peers in through one of the round door windows and sees the Hellmouth demon waving its three heads around.

Dickie Wow.

Jack C'mon, man!

Dickie joins the chase again.

Cut to another hall. The dead boys have lost Xander. They open a set of doors and stop at the hall intersection.

Bob Which way?

Jack He couldn't have gotten far. Let's split up.

Bob goes right, Dickie goes left and Jack heads straight ahead.

Cut to the stairs by the student lounge. Bob comes bounding down and stops at the base. He looks around and notices a fire ax on the wall. He smashes the glass and pulls it out.

Bob Good for chopping.

He heads into the student lounge. A moment later Xander runs into the student lounge and runs up to the couches. From off to the side Bob swings the ax at him. Xander reacts fast and stops short of being sliced, but loses his balance and falls backward onto a table. He rolls off of it and onto the floor. Quickly he scrambles to his feet, but immediately gets knocked onto another table by a punch from Bob.

Bob Now this is what I call fun.

He wields the ax back and swings it down at the table. Xander rolls away just as the head of the ax embeds itself into the table, and he comes up standing next to Bob. He backhand punches Bob in the face, stunning him, grabs him and swings him around head first into another table. Bob falls to the floor and lies there on his back, dazed by the impact. Xander pulls the ax from the other table, looks down at Bob and goes over to a vending machine. He slips the blade of the ax behind the machine and uses the handle as a lever to pry it away from the wall. It tilts over and falls right onto Bob's head, crushing it.

Back out in the hall Dickie comes through a door and runs into the student lounge. He sees Bob's body lying there and stops, looking at it aghast. Xander steps out into the open holding up the ax.

Xander Should've learned by now. If you're gonna play with fire, you gotta expect sooner or later...

Dickie takes off running before Xander can finish delivering his Clint Eastwood line.

Xander insulted I wasn't finished!

Dickie disappears back out the same door he came in.

Xander Note to self: less talk.

He starts to run after Dickie.

Cut to the hall outside the library doors. Suddenly the doors burst open, and Buffy comes flying out backward, landing almost at the far end of the hall by the door leading outside. The three heads of the Hellmouth demon come slithering through the doors after her. Buffy gets up and runs back at it.

Buffy Faith! Go for the heart!

Cut to another part of the hall. Dickie runs around a corner and disappears down an adjacent hall. Xander is right behind him with the ax. A moment later Xander comes running back with Dickie right behind him. Right on their heels are three members of the Sisterhood of Jhe. Xander runs into a room and off to the side. Dickie follows him but runs through it to the nurse's office. He whips the door open, runs in and finds himself trapped. The demons run in after him and start ripping him apart. Xander takes a few deep breaths to calm himself.

Xander Okay, boiler room.

He turns back toward the door, but is stopped by one of the heads of the Hellmouth demon when it breaks through the wall next to him.

Xander Other way.

The head roars after him as he runs away.

Cut to the basement. Xander kicks open the door, enters cautiously and makes his way down the stairs. At the bottom he opens the door to the boiler room and looks in. There in the middle of the room he sees the bomb. The timer is ticking away.

Xander Hello, nasty.

He steps into the room and closes the door behind him. He gingerly goes over to the bomb and checks the timer as he sets down the ax.

Xander breathing hard Less than two minutes. Dumb guy. Little bomb. How hard can it be?

Suddenly Jack grabs him from behind and throws him into a work bench. He hits it hard and falls to the floor. Xander gets back up only to find himself face-to-face with Jack.

Jack And it just got harder.

Xander I'm not leaving till that thing's disarmed.

Jack Then I guess you're not leaving.

He swings a right at Xander, which he blocks. Jack swings a high left, which Xander ducks. Jack swings a right again, and this time hits Xander in the jaw, making him stagger back into a wall. Jack pulls Katie out and tries to stab Xander, but he catches Jack's arm and manages to hold him back. Jack doesn't let up, though,

and keeps pressing into him. Xander glances over at the bomb, which is ticking away.

Jack *angrily* I'm gonna carve you up and serve you with gravy. You piss me off, boy. Now you pay the price. First the eyes, then the tongue. I'm gonna break every one of your fingers.

Xander You gonna do all that in forty-nine seconds?

Jack looks over at the bomb, and Xander seizes the opportunity to push him back, grab him by the jacket and shove his head into the wall. He pulls him back from the wall and punches him in the face. Jack comes back up unfazed, grabs Xander by the pants and flips him over onto a crate. He quickly gets back up, and the two boys start to come at each other again, but then stop when they realize they don't have time for this. Jack glances over at the exit sign above a door.

Xander I know what you're thinkin'. Can I get by him? Get up the stairs, out of the building, seconds ticking away... I don't love your chances.

Jack Then you'll die, too.

Xander *raises his eyebrows* Yeah, looks like. So I guess the question really is... who has less fear?

Jack *tries to psyche Xander out* I'm not afraid to die. I'm already dead.

Xander Yeah, but this is different. Being blowed up isn't walking around and drinking with your buddies dead. It's little bits being swept up by a janitor dead, and I don't think you're ready for that.

He's proven right when Jack makes a move for the door. Xander matches his move, and Jack realizes there's no way he can get out. They face each other from opposite sides of the bomb. Xander is oddly calm whereas Jack is clearly afraid.

Jack Are you?

Xander *glances at the bomb, smiles thinly* I like the quiet.

Cut to the library. Angel and Faith fight one of the Sisterhood. She swings at Angel, but he ducks the punch. He swings at her, and hits her dead in the face. Giles swings at the Hellmouth demon with an ax, still trying to force it back the rest of the way as he recites the rest of the binding spell.

Giles Omnia... vasa... veritatis!

Translation All things... the vessel... of truth!

Giles Now, Buffy!

From above him, at the stack level, she starts to swing at the creature with a battleaxe.

Cut to the boiler room. The two boys are still facing off with the bomb between them. The timer counts down the last few seconds. 00:12, 00:11, 00:10, 00:09... The boys stare each other down, both taking deep breaths. 00:08, 00:07, 00:06... Xander stands his ground. Jack is

starting to have second thoughts. 00:05, 00:04... Xander gives Jack a little frown, saying in essence, "Too late now." 00:03, 00:02... Jack caves and quickly reaches in and pulls a wire. The timer goes blank. He drops the wires and pulls his hands away. It takes Xander a moment to realize that it's over.

Xander Good boy.

He steps over to Jack and looks him straight in the eyes.

Xander I don't think I wanna be seeing you on campus anymore, Jack.

He goes over to the door he entered from, gives Jack one last look, opens it and leaves, closing it behind him. Jack walks toward the other door.

Jack I'm not going anywhere, Harris. The first time you turn your back...

He pulls the door open, and werewolf Oz jumps out at him. Jack screams as he hits the floor and gets mauled.

Cut to the school the next day. Students come and go as though nothing has happened. Dissolve to the quad. Students go about their business.

Willow Even after the Hellmouth was closed, you could still hear it screaming.

Dissolve to her, Buffy, Giles and Oz sitting at a lunch table. They all sit quietly. Dissolve to a close-up of Giles and Oz.

Oz But Angel's gonna be okay?

The camera pans over to Buffy and Willow. Buffy's right arm is in a sling.

Buffy He was only out for a few minutes. Longest of my life.

Willow *shakes her head* I will never forget that thing's face. Its **real** face, I mean.

Giles Yes.

Buffy to Giles I don't know how you managed. *he looks up at her* It was the bravest thing I've ever seen.

Giles *grins* Stupidest.

He turns his face revealing several nasty scratches across his left cheek, ear and neck.

Giles But the world continues to turn.

Willow No one will ever know how close it came to stopping. Never know what we did.

Xander *finds them* Guys...

Willow Xander. Boy, you're lucky you weren't at school last night. It was crazed.

Xander *shrugs* Well, uh, gimme the quiet life. *grins* I'm gonna grab a snack. Anyone want?

Giles *quietly* No, thank you.

Xander Oz?

Oz No. I'm oddly full today.

Xander Okay.

He goes to get his snack, but runs into Cordelia, who is eager to begin the game again.

Cordelia Ooo, look, it's Mr. Excitement. On another life-or-death doughnut mission, or are we just cruising for bimbos again, giving them lessons in lack of cool?

He just smiles at her. If only she knew. Of course, she doesn't have a clue.

Cordelia What?

He smiles more broadly and just walks past her.

Cordelia *unnerved* What?

Xander just keeps walking away, never looking back.

Cordelia *insistently* What?!

Bad Girls

Written by **Doug Petrie**

Directed by **Michael Lange**

Prologue

A Sunnydale cemetery. Faith and Buffy both fall backwards onto the mound of a fresh grave, fighting a pair of leather-uniformed vampires. But this doesn't stop Faith from wanting to continue her conversation with Buffy.

Faith to Buffy, struggling So, what, you're telling me never?!

Buffy also struggling Faith! Really, now is not the time!

Faith I'm curious! Never ever?!

The two Slayers both kick up with their legs and send the vampires rolling over and off of them, and then do back rolls up to a standing position.

Faith to Buffy Come on, really. All this time, and not even once?

She blocks a high punch from her assailant, grabs onto his shoulder and flips him forward. He lands hard on his back.

Buffy How many times do I have to say it?

She ducks a swing.

Buffy I have never...

She does a backhand punch at her attacker.

Buffy ...done it...

The vampire staggers backward into a lamppost from the force of her punch. Buffy does a full spin toward him.

Buffy ...with Xander!

She jams her stake home, and the demon bursts into ashes. Buffy looks over at Faith, still fighting.

Buffy He's just a friend.

Faith leaps at her assailant, does a log roll in midair and comes down hard on him with her knee digging into his back, shoving him into the ground. She raises her stake and plunges it into his back, dusting him instantly. She gets up and steps over to meet up with Buffy.

Faith So? What are friends for? I mean, I'm sorry, smiles sexily it's just, all this sweating-nightly, side-by-side action, and you never put in for a little after-hours thrusts her pelvis forward and grunts?

Buffy raises her eyebrows Thanks for the poetry. And, no. I love Xander. I just don't... **love** Xander. looks at the ground Besides, I think it ruins friendship to do that stuff.

She takes a closer look at the boot prints on the muddy ground.

Faith You think too much. starts to leave

Buffy grabs Faith's arm, looking down Hey. There's one more.

Faith How do you know?

Buffy I think too much.

The two of them start to walk, following the extra set of prints, which lead behind a gravestone.

Buffy quietly Okay. Count of three. One...

Faith jumps ahead and shoulder-rolls over the gravestone. The vampire isn't there, but he comes running at her. He is also dressed in the leather uniform. Buffy disapprovingly watches the fight start.

Buffy Three.

Faith tries to do a roundhouse kick at the vampire, but he catches her leg right before it connects with his head. He grabs her shoulder, spins halfway around and throws her against a tall gravestone. She hits the ground hard and immediately starts to get back up. Buffy runs around them to catch the demon from behind as he looks down at Faith and pulls out two swords, one with a long blade, the other short. He hears Buffy coming, though, and spins his head around to see her. She stops in her tracks, holding her stake up in her hand. The vampire swings his long sword in a wide arc and slices off the tip of the stake. Buffy jumps in surprise, but quickly drops what's left of the stake as the vampire swings his sword down on her. She high blocks the attack with her left arm, grabs his left arm with her right hand, grabs his right arm with her left hand and brings both of his arms down hard, forcing him to drop the swords. She high punches him in the head and tries to follow up with a double roundhouse kick with alternating legs. The vampire knife-hand blocks both kicks. He gains the upper hand, grabbing Buffy by the shoulders and tries to get in closer for a bite. She struggles to keep him at bay. Finally Faith runs up behind him and thrusts her stake into his back. He screams and throws up his hands, then crumbles to ashes between the two girls, leaving Faith smiling at Buffy, and Buffy leaning against a gravestone catching her breath. Faith takes a step toward her, raising her hand for a high five.

Faith Nicely diverted, B!

She stops mid-step when Buffy doesn't return the gesture.

Buffy panting Diverted? That was me fighting for my life, Miss Attention Span.

Faith sighs and turns to go This isn't a Tupperware Party. It's a little hard to plan.

Buffy follows The count of three isn't a plan. It's Sesame Street.

Faith stops and faces Buffy Hey, they're toast and we're here, so it couldn't have been too bad, right? checks her arm Who were those guys, anyways?

Buffy I don't know. *sniffs* They didn't seem local. *looks where the swords were* Look, why don't we grab the weapons. Maybe Giles...

The swords aren't there anymore. Buffy gives Faith a confused look.

Cut to the Mayor's office. Mr. Trick drops the two swords on his desk.

Trick Check these out.

The Mayor is busy reading the funnies, and ignores him while he finishes reading his favorite strip.

Mayor Wilkins *chuckles and shakes his head* I, I just love the Family Circus! That P.J., he's getting to be quite a handful.

He drops the paper on his desk. Allan gives him an acknowledging nod and weak smile. The Mayor now looks at the swords lying on his desk.

Mayor Wilkins Well... I haven't seen anything like this in, uh... *looks up at Allan* Well, a good long while. *to Trick* Where's the owner of these fine implements?

Trick The common term is 'slain'. But I've been seeing this breed around. Are we expecting any trouble?

Mayor Wilkins *smiles up at Trick* Do you like Family Circus?

Trick *seriously* I like Marmaduke.

Mayor Wilkins *disgusted* Oh! *shivers* Eww! He's always on the furniture. Unsanitary.

Trick Nobody can tell Marmaduke what to do. *grins* That's my kinda dog.

Allan *smiling eagerly* I like to read Cathy.

Mr. Trick and the Mayor both give him a look. Allan swallows nervously.

Allan So, uh, what ab-bout these swords? W-what should we do about that?

Mayor Wilkins *inspects them* Well, let's just keep an eye out. We've got the dedication coming up in a few days. We certainly can't have anything interfering with that.

Allan *fidgiting* Well, maybe we should postpone the... the-the dedication.

The Mayor gives him an incredulous look. Trick looks at him intensely.

Trick I believe the Honorable Mayor **hates** that idea.

Mayor Wilkins *stands up* The dedication... *walks toward the liquor cabinet* is the final step before my Ascension. *Allan jumps out of his way* I have waited longer than you can imagine for this. *opens the cabinet, opens a box of moist towelettes* After the Hundred Days, *pulls out a towelette* I'll be on a higher plane. *steps back to Allan, wiping his hands* And I'll have no more need for... *folds up the used towelette* Well, let's just say I won't be concerned... with the little things. *holds it up to Allan, who takes it, and goes back to his desk.* Mr. Trick, watch these people. Anything you find out about them, well, let's just see that that information reaches the Slay-ers. *takes the short sword from Trick, looks it over* Who knows? With any luck, they'll kill each other. Then everyone's a winner. *looks at Allan* Everyone, of course, meaning me. *chuckles*

Part 1

Sunnydale High School.

Xander Willow, what are these?

Willow They're early admission packets.

Cut to the student lounge. Xander and Oz are sitting on one of the couches across from Willow and Buffy on the other. The table between them is piled up with college acceptance letters and application forms. Xander goes through a stack of them, reading off the university names.

Xander Harvard... Yale... Wesleyan... Some German Polytechnical Institute whose name I, uh... *tries to read it* I can't pronounce. *drops the packets, leans back* Is anyone else intimidated? *looks at Oz* 'Cause I'm just expecting thin slips of paper with the words 'No Way' written in crayon.

Oz They're typing those now.

Xander *nods* Hmm.

Willow and Buffy are paging through some of the brochures.

Willow *smiling* I'm so overwhelmed! I-I got in! To actual colleges! And, a-and they're wooing me! They're

pitching woo!

Buffy *smiles* The wooing stage is always fun.

Willow *sighs* But it's weird. Now, rejection I can handle 'cause of the years of training, but this...

Xander I feel your pain, Will. Like right now, I'm torn between the fast-growing fields of appliance repair and motel management. Of course, I'm still waiting to hear back from the, uh, Corndog Emporium, so...

He crosses his fingers and then holds his hands together in a sarcastic gesture of prayer. Buffy gives him a giggle.

Buffy Well, I think it's great. Early admission. *to Willow* Now there's nothing standing between you and a brilliant future.

Oz Well, if I may suggest, graduate. Gettin' left back: not the thrill ride you'd expect.

Cordelia approaches from behind the boys.

Cordelia That's so cute! Planning life as a loser? *Xander glances up at her* Most people just turn out that way, but you're really taking charge.

Xander The comedy stylings of Miss Cordelia Chase, everyone. *looks up at her* Who, uh, incidentally, won't

be needing a higher education when she markets her own very successful line of hooker wear.

He checks out her outfit, which is typically revealing.

Cordelia Well, Xander, I could dress more like you, but, *in mock sympathy* oh, my father has a job.

She immediately leaves. Xander watches her go, once again having nothing to say.

Xander I'm not gonna waste the perfect comeback on you now. *points at her* But don't think I don't have it. *miffed* Oh, yes! Its time will come!

He turns back to the group and pretends Cordelia doesn't exist.

Xander So, life beyond high school. *fishes for sympathy* Anyone, please... chime in.

Buffy I hear it's nice. And a place I'll never go if I don't pass Mrs. Taggart's chemistry test tomorrow. *looks at Willow*

Willow Oh! I can help. Chemistry's easy. It's a lot like witchcraft, only less newt. So whadaya say? Study jam, my house, tonight?

Buffy I'm there.

The bell rings, and they all get ready to go to class.

Buffy Oh. I have to go see Giles, report on last night's patrol.

Willow Oh, yeah. He said he wanted to talk to you.

Buffy What about? Is he okay?

Willow *slightly concerned* He's looked better.

Cut to the library. Giles is sitting on the study table facing the doors with his arms crossed and looking very bored while a somewhat foppish, well tailored young man goes through some books in a box on the table.

Wesley Of course, training procedures have been updated quite a bit since your day. Much greater emphasis on field work.

Giles *very bored* Really?

Wesley Oh, yes. *walks around to another box* Not all books and theory nowadays. *reaches in for some books* I have, in fact, faced two vampires myself. Under controlled circumstances, of course.

Giles *uncrosses his arms* Well, no danger of finding those here.

Wesley *looks up* Vampires?

Giles Controlled circumstances. *sees Buffy enter* Hello, Buffy.

Wesley overhears, looks at her and smiles condescendingly.

Wesley Well... *steps to the head of the table* Hello. *smiles smugly*

Buffy gives him a quick look up and down.

Buffy to Giles New Watcher?

Giles New Watcher.

Wesley takes a step toward her and holds out his hand in greeting.

Wesley Wesley Wyndam-Pryce.

Buffy makes no move to return the gesture, but continues to eye him critically. A moment later he steps back again.

Wesley It's very nice to meet you.

Buffy steps over to Giles, never removing her eyes from Wesley.

Buffy Is he evil?

Wesley *perplexed* Evil?

Buffy The last one was evil.

Wesley *thoughtfully* Oh, yes. Gwendolyn Post. We all heard. No. Mr. Giles has checked my credentials rather thoroughly and phoned the Council, but I'm glad to see you're on the ball as well. *takes a secretive step toward her* A good Slayer is a cautious Slayer. *steps back*

Buffy to Giles Is he evil?

Giles Not in the strictest sense.

Wesley Well, I'm glad that's cleared up. *walks around the table* As I'm sure none of us is anxious to waste any time on pleasantries, *picks up his Watcher diary* why don't you tell me everything about last night's patrol. *flips to a blank page*

Buffy Vampires.

Wesley *inquiringly* Yes?

Buffy Killed 'em.

Wesley *fishing for details* Anything else you can tell me? *Buffy glances at Giles. He nods that she should cooperate.*

Buffy Uh... *thinks* One of them had swords. I don't think he was with the other two.

Wesley *something clicks* Swords?

He sets down his diary, goes back to his box of books and begins to rifle through them.

Wesley Swords...

He finds the book he wants and begins to leaf through it.

Wesley One long, one short?

Buffy Mmm. Both pointy. *to Giles* With, like, jewels and things.

Giles Sounds familiar.

Wesley *comes back with the book* It should.

He holds it out in front of Giles, who takes it and reads.

Giles El Eliminati. Fifteenth Century...

Wesley *interrupts* Fifteenth Century duelist cult, deadly in their day. Their numbers dwindled in later centuries due to an increase in anti-vampire activity and a lot of pointless dueling.

Buffy and Giles both look up at him, surprised by his rudeness.

Wesley They eventually became the acolytes of a demon called Balthazar, who brought them to the New World, specifically here.

Giles *closes the book, hands it back* You seem to know a lot about them.

Wesley I didn't get this job because of my looks. *goes back to his box*

Buffy I really, really believe that. *nods*

Wesley *looks at her snidely* I've researched this town's history extensively.

Giles So why have we not seen them before this?

Wesley *comes back* They were driven out a hundred years ago. Happily, Balthazar was killed. I don't know by whom.

Buffy And they're back 'cause...?

Wesley Balthazar had an amulet purported to give him strength. When he was killed, it was taken by a wealthy landowner named... *sees their looks* I don't want to bore you with the details.

Buffy A little bit late.

Wesley ...named Gleaves. It was buried with him, and I believe the few remaining Eliminati are probably looking for it. For sentimental value.

Giles A-and you don't think that this, uh, amulet poses any threat?

Wesley *steps back to his box* Oh, no, not at all. Nonetheless, we may as well keep it from them. Buffy, you will go to the Gleaves family crypt tonight and fetch the amulet. *reaches in*

Buffy I will?

Wesley *pauses* Are you not used to being given orders?

Buffy Whenever Giles sends me on a mission, he always says 'please'. And afterwards I get a cookie.

She grins at Giles, who smiles back modestly.

Wesley *comes back* I don't feel we're getting off on quite the right foot.

Just then they hear footsteps, and look up to see Faith walk in.

Wesley Ah. This is perhaps Faith.

Faith stops and critically looks Wesley up and down.

Faith New Watcher?

Buffy and Giles New Watcher.

Faith *snickers* Screw that.

She turns right around and walks out. Wesley feels put off.

Buffy *to Giles* Now, why didn't I just say that?

Giles *gently* Uh, Buffy, would you...

Buffy I'll see if I can get her back. *slips off of the table and walks out* Don't say anything terribly interesting while I'm gone.

Wesley watches her go. He and Giles both reach into their pockets for handkerchiefs, take off their glasses and begin to clean them.

Wesley They'll get used to me.

Giles notices their tandem actions, immediately stops cleaning and puts his glasses back on before Wesley has a chance to turn around. When he does, Giles just smiles up at him, covering his handkerchief with his hands.

Cut to the quad. Buffy catches up with Faith as they come walking around a corner.

Buffy Faith, wait. Look, I know this new guy's a dork, but... *pauses* Well, I have nothing to follow that. He's pretty much just a dork.

Faith You're actually gonna take orders from him?

Buffy That's the job. What else can we do?

Faith Whatever we want. We're Slayers, girlfriend, the Chosen Two. Why should we let **him** take all the fun out of it?

Buffy Oh, that would be tragic, taking the fun out of slaying, stabbing, beheading.

Faith Oh, like you don't dig it.

Buffy *shrugs* I don't.

Faith You're a liar. I've **seen** you. Tell me staking a vamp doesn't get you a little bit juiced. Come on, say it.

She stops and folds her arms, waiting for Buffy's answer. Buffy can't help but smile, and looks down to hide it.

Faith *laughs* You can't fool me. The look in your eyes right after a kill? You just get hungry for more.

Buffy *shakes her head* You're way off base.

Faith Tell me that if you don't get in a good slaying, after a while, you just start itching for some vamp to show up so you can give him a good *grunts and punches!*

Buffy Again with the grunting. You realize I'm not comfortable with this.

Faith Hey, slaying's what we were built for. If you're not enjoying it, you're doing something wrong. *starts to leave*

Buffy *sighs* What about the assignment?

Faith *looks back* Tell you what: *points* you do the homework, and I'll copy yours. *grins and goes*

Cut to the Gleaves Family Crypt that night. Buffy slowly walks up to it and turns on her Maglite. She steps up to the door and opens it. Cut inside. The large room is dark and dusty. In the center are two stone coffins. There are several drawers on one wall and a few urns on shelves. Buffy takes the steps down into the room and goes to the first coffin. She pushes the heavy lid aside and looks into it with the flashlight. All that's left of the body is the skeleton and a pile of hair and fibers.

Buffy Strike one. No amulet there.

She goes to the next coffin and pushes its lid aside. The body in this one has dried out and looks mummified. The clothes are still more or less intact, and around its neck hangs the amulet.

Buffy Game over.

She reaches in for it, but jerks back up when she hears noises coming from outside. Through the door she sees torches coming closer and hears voices. She quickly jumps up onto the first coffin, rolls into it and twists off her Maglite just as Vincent, the leader of the Eliminati, pushes the door open. He looks around, but doesn't notice when Buffy pulls the lid of the coffin back into place. Vincent walks down the stairs and goes over to the open coffin. His troops follow him. Inside her coffin, Buffy looks over at the skull beside her, but remains quiet. Vincent looks into the open coffin, sees the amulet and yanks it from the body's neck. He takes a good look at it and smiles at his troops, indicating success for their mission. In the other coffin Buffy remains absolutely still. The Eliminati start to make their way out. When Buffy hears the door close she pushes the lid back open and climbs out, only to be startled by Faith's hand on her shoulder.

Buffy Faith!

Faith What are you doing, hiding in there?

Buffy Looking for the amulet. Wasn't counting on the Special Guest Stars. Six against one. *gestures at the cof-*

fin Hence the hiding.

Faith Well, it's six against two now, so come on.

She rushes out of the crypt. Buffy climbs out of the coffin and follows her out. Cut outside. They come out in time to see the last two Eliminati jump down through a manhole into the sewers below. Faith makes tracks for it.

Buffy Wait. Stop. Think!

Faith stops, defiantly No, no, no! *starts again*

Buffy chases her It's a manhole. Tight space, no escape, six against two, not unlike three against one.

Faith And there might be more, *grabs Buffy's arm* so come on. *lets go*

Buffy You're just gonna go down there. That's your plan.

Faith Who said I had a plan? I don't know how many's down there, but I wanna find out. And I'll know when I land. If you don't come in after me, *shrugs and smiles* I might die!

Without any further hesitation she jumps in. Buffy can't believe it, but realizes she can't let her do it alone, and jumps in after her.

Part 2

The library. Wesley is at the study table going through a mass of books. Giles paces nervously.

Wesley These are all the diaries, then? Yours included?

Giles in a worried tone That's everything. Knock yourself out. Please?

Wesley flips through Giles' diary Oh, yes! Here's your first entry. 'Slayer is willful and insolent.' *smirks* That would be our girl, wouldn't it?

Giles continues pacing, takes off his glasses Well, you have to get to know her.

Wesley Mm. *reads* 'Her abuse of the English language is such that I understand only every other sentence.' *looks up* Oh, this is going to make fascinating reading.

Giles checks his watch She should be back by now.

Wesley checks his watch Not to fret. *reaches for a mint* My mission scenario has her back in one minute. *pops the mint* Shouldn't be any trouble.

Cut to the sewers. Buffy and Faith have their hands full fighting the Eliminati. Buffy does a low front snap kick to one of them on the ground. Faith backhand punches another, and his head snaps hard to the side. Buffy grabs yet another and shoves him aside.

Buffy We're surrounded!

Faith You noticed that, too?!

Faith backhand punches another Eliminator. Buffy ducks a vampire's swing and does a roundhouse kick to the back of his knee, making him collapse to the floor. Faith sidesteps her attacker, grabs his arm, swings him around and throws him toward a wall. Buffy does a full

spinning hook kick to an incoming vampire and follows up with a roundhouse kick to his head. Another one comes at her from the side and tries to bring his sword down on her from above, but she steps back in time, and it just clangs on the floor.

Faith throws her vampire up against a wall, and he collapses to the floor. She does a half-spinning hook kick to another Eliminator behind her, and he falls dazed onto a raised area. Another vampire jumps up onto it and leaps at Faith. She sidesteps him and pulls him down over the other one.

Buffy does a back elbow jab at a vampire's face, causing him to step backwards and trip over a fallen vampire. Another one jumps into the fray and tries to punch her, but she middle blocks him, grabs onto his arm and throws him up against the rock wall. He tries to come at her again, but she side kicks him soundly in the gut, forcing him back up against the wall. The Eliminator who was down is up again, and she front snap kicks him, knocking him hard onto his back.

Faith turns around just in time to get punched in the face by Vincent. He tries to punch her again, but she ducks it and rises back up to roundhouse kick him in the side of the head.

Buffy blocks two punches from the vampire against the wall and punches him in the face and again in the gut. He goes down.

Faith does a half spinning, jumping out-to-in crescent kick to the head of one of them. Then she high blocks a

punch from one behind her.

Buffy gets a roundhouse kick in the head and falls to the ground by a pool of water. Her attacker advances on her, and she roundhouse kicks him in the back of the knee, making him lose his balance.

Faith punches one in the head, but he comes back with a punch to Faith's gut and grabs her.

Faith Lemme go!

He shoves her hard against a concrete wall. Buffy sees her predicament and throws her stake into the vampire's back as she gets up from the floor. He bursts into ashes. Faith gives Buffy a smile. However, with her attention on Faith, Buffy doesn't notice the one behind her, and he grabs her and holds her still for Vincent. He holds out his long sword, pointing it at her chest.

Vincent Let's settle this honorably.

Buffy jumps up against the one holding her and does an out-to-in low crescent kick, knocking the sword out of Vincent's hand. It goes flying into the pool of water. Then she shrugs off the one holding her, and he falls to the floor. Vincent grabs hold of her, though, and tries to thrust at her with his short sword. She jerks out of the way in time and grabs hold of his arm, but he uses this to his advantage and grabs her around the back with his other arm, pinning her against the edge of the pool.

Vincent Well, then, let's just settle it.

He dunks her head into the water. She struggles to get back up, but can't get a good grip on anything in the filthy water. In the meantime, another vampire gets Faith in a full Nelson hold. She sees Buffy struggling in the water.

Faith Buffy! *struggles with her assailant* You son of a bitch!

Vincent keeps holding Buffy's head under water. She struggles valiantly to get up, but just can't. It isn't much longer before she starts to get weak from lack of oxygen and stops struggling, apparently passing out. Vincent holds her under for another few seconds, then lets go and turns his attention to Faith. Buffy remains motionless in the water. Vincent grins widely at Faith, who keeps struggling, but to no avail.

Suddenly Buffy leaps up, Vincent's long sword in hand, and swings it around at his head. He's too quick, though, and ducks it, but is left off balance in a crouch.

Buffy I hate it when they drown me.

She swings at him again, but he reacts instantly, somersaulting out of the way and back to his feet. He faces her wielding his short sword. She makes quick work of it, knocking it out of his hand with her first swing. She swings at him again widely, but he manages to dodge her.

Faith breaks out of the Nelson hold, spins around and

punches the vampire in the face. He staggers against the wall. She grabs him and pulls him around, and he flies up and over the small raised area.

Faith B! Gotta go!

Buffy misses another swing, but has a determined look on her face.

Buffy We came for the amulet.

She jabs the sword straight at Vincent, getting the tip right between the chain holding the amulet at his waist. She lifts the sword, drawing the chain out from under his belt, and it slides down the length of the blade to the hilt. Vincent is freaked by her accuracy and hightails it out of there. Buffy pulls the amulet from the sword and holds it in her hand. Faith comes up next to her.

Faith *breathing heavily* Tell me you don't get off on this!

Buffy *smiles at the amulet* It didn't suck.

Cut to the library. Wesley has the amulet in hand and inspects it under a magnifying glass. Giles stands in his office doorway.

Wesley Well... Looks authentic enough. *looks up* Of course, there are tests to be made before actual verification.

Buffy How about verifying that your 'nearly extinct' cult was out in magnum force last night? Faith and I got into a serious party situation.

Giles Are you alright?

Buffy I had to lather, rinse, and repeat about five million times to get the sewer out of my hair, but otherwise, I'm of the good. Thank you for asking.

She gives Wesley a look, making it very clear he should have asked as well.

Wesley Perhaps there were a few more than we'd anticipated, but I'd expect you to be ready for anything. *looks her in the eye* Remember the **three key words for any Slayer** preparation... preparation... preparation.

Buffy That's one word three times.

The school bell rings. Buffy gets up.

Buffy I have a chem test. So sad that I'm actually happy about that. *starts out* Giles, we need to talk.

Wesley *stands up pompously* Buffy... *she stops, but doesn't face him* I must ask you to remember that I am your Watcher. *she faces him* From now on, anything you have to say about slaying you will say to me. The only thing you need discuss with Mr. Giles is overdue book fees. Understood?

Buffy *turns to Giles* We'll talk.

Giles Of course.

Buffy leaves for her test.

Wesley *to Giles* You're not helping.

Giles *dripping with sarcasm* No. I feel just sick about it. *He takes off his glasses and goes into his office. Wesley is incensed.*

Cut to chemistry class. Mrs. Taggart passes out the exam booklets. Buffy is at the second to last table by the windows. She is twisted around in her seat, talking quietly to Willow and Xander, who are sitting at the last table.

Buffy It was intense. It was like I just... let go and became this force. I just didn't care anymore.

Willow Yeah, I know what that's like.

Buffy I don't think you can! It's kind of a Slayer thing. I don't even think I'm explaining it well.

Xander You're explaining it a lot, though.

Mrs. Taggart hands Xander and Willow their tests. Buffy turns around.

Mrs. Taggart Alright. You have one period to fill out your test booklets. Periodic charts are located on the back. *walks toward the front* You're on the honor system, so remember, no talking.

Buffy turns back to Willow and Xander.

Buffy You see, the thing was, Faith knew I didn't even wanna go down there...

Mrs. Taggart *interrupts* Ahem. Ms. Summers?

Buffy faces the front and gestures that she's buttoning her lips now.

Mrs. Taggart *to the class* You have one hour.

She gives Buffy another look and then leaves the room.

Buffy immediately turns back to Willow and Xander.

Buffy Okay, so the best part...

Willow *interrupts, concerned* Buffy. Test? You know. Remember? The thing you didn't come over to study for?

Buffy *seems to get it* Right. Got it.

She turns back to her test, but can't resist, and turns around again.

Buffy *smiles* Sorry. Okay, so we're down there, in the sewers, and Faith *Xander's eye twitches* got three of them on her at once...

Xander Hey! Whoa! Can we resume Buffy's 'Ode to Faith' later, like when I'm not actively multiple-choicing?

Buffy *realizes* How come your eye twitches every time I say Faith's name?

Xander *twitches his eye defensively* What? *chuckles* No, it doesn't.

Buffy leans in closer to him, her eyes intently watching his face.

Buffy Faith.

His eye twitches, and he slaps his hand over it.

Xander Cut it out! We got a test to take, okay? And I'm highly caffeinated, and I'm trying to concentrate. Some of us actually care about school. You know.

Buffy looks to Willow, but she's concentrating on her test. Buffy finally realizes that she's not going to be allowed to continue her story, and settles down to take her test. She opens the booklet, but is interrupted, along with the rest

of the class, by Faith rapping on the window pane trying to get Buffy's attention. Faith lifts the sash and leans in.

Faith *smiles* Hey, girlfriend. *looks around* Bad time?

She leans over to the next window, wipes the dust from it with her sleeve, exhales to fog it and uses her index fingers to draw a heart with a stake through it. She looks at Buffy, smiles and bounces her eyebrows. Buffy considers for only a moment before deciding to blow off the test. She slides down from her lab stool and heads for the window. Willow and Xander are shocked.

Willow No, sh-she can't!

Faith smiles and leans back in to wait for her partner.

Willow Y-you can't! Can you?

Buffy ignores her and climbs out of the window. Faith lowers the sash after Buffy has climbed out. Willow can't believe what just happened.

Cut outside. The Slayers walk away from the building.

Buffy What's up?

Faith Vampires.

Buffy Uh, Faith, unless there's a total eclipse in the next five minutes, it's daylight.

Faith Good for us, bad for them. Found a nest.

Buffy *smiles, suddenly comprehending* Has potential.

Cut to the vampire nest. It's gloomy. Only a few rays of sunlight are getting in. There are vampires lying all over the floor waiting out the day. Buffy and Faith kick in the door. Bright sunlight washes in and onto one of them, who quickly bursts into flames. The lot of them scramble to their feet and begin to run. The Slayers smile into the nest.

Faith Rise and shine, people.

Buffy It's your wake-up call.

They both pull out stakes and run in for a good fight.

Cut to the Bronze that evening. Faith and Buffy are on the dance floor gyrating to the hard techno sound of "Chinese Burn", performed by Curve. Three boys come over to them and dance around them. The camera shows a brief view from above of the two girls surrounded by the boys. They pretty much ignore the guys and just hump the air around them. Angel walks under the stairs to the edge of the dance floor and stops to watch, a look of deep concern on his face. The camera shows another brief shot of them from above. Eventually Buffy notices Angel standing at the side. When he sees her notice he makes a move to go. Buffy squeezes out from the crowd to go to him. Faith doesn't miss a beat and starts to paw at the boys, keeping them well entertained.

Lyrics She burns friends like a piece of wood

When Buffy reaches Angel she jumps up on him and wraps her arms around his neck and her legs around his hips. Angel supports her at the waist.

Buffy Hey! You're not leaving, are you?

Lyrics And she's jealous of me because she never could
Angel *glances over at Faith and the boys* I saw you making friends.

Buffy *glances dismissingly* Them?

Lyrics Hold herself up without a spine

Buffy *faces him, smiling* Boys! I like you.

Lyrics And she'll look me up when she's doing fine

Angel *reacts in his usual somber way. Buffy hops down off of him.*

Buffy *coily teasing* What's the matter? You're not afraid of little me, are ya?

Angel *seriously* We better sit down. Come on.

He leads her away to a small alcove behind the stairs.

Buffy I can sense this is a business trip.

Angel sits. Buffy plops down next to him.

Buffy *flippantly* What's the what?

Angel Balthazar.

Buffy *snuggles close to him* Dead demon.

Angel Not as dead as you think.

He gets up and sits across from her, putting some distance between them.

Angel Word on the street puts him in the packing warehouse on Devereau. He's looking for...

Buffy His amulet. It's supposed to restore his strength.

Angel From what I'm hearing, that's not something we'd like to see happen.

Buffy No problem. We got the amulet.

Angel I know. I spoke to Giles, but he said you gave it to someone.

Wesley pokes his head around the stairs and finds them.

Wesley *points accusingly* Ah. There you are.

Buffy *mockingly* Ah. Speak of the really annoying person.

Wesley *looks around* You're certainly giving me a run for my money. *sits next to her, whispers* I think we ought to establish that if you're going to go out slaying, you leave me a number where I can contact you.

Angel Where's the amulet?

Wesley snaps his head around and looks at Angel in surprise.

Wesley Who are you?

Angel A friend. Do you have it?

Wesley *smugly* It's somewhere safe.

Buffy looks at his jacket, reaches in and pulls out the amulet.

Wesley How did you know?

Buffy It pooches your jacket.

She tosses it to Angel.

Wesley *protests* Now, hang on a minute...

Angel *holds it up* Walking around with this thing is like wearing a target.

Buffy You're gonna put it somewhere safe to Wesley that's actually safe?

Angel *stands up* Yeah. I'll do it now.

Buffy *stands also* I'll do some recon on Balthazar.

Wesley *joins them in standing incredulously* If I may... Balthazar is dead. Am I the only one that remembers that?

They ignore him. Angel leans over and gives Buffy a kiss.

Angel Be careful.

Buffy You know me.

Angel *sternly* I mean it.

They both go in opposite directions, leaving Wesley behind and very confused.

Wesley What's going on?

Buffy walks onto the dance floor and grabs Faith. She pulls her out of the crowd and toward the door. Faith lets herself be led away, but points back at the boys.

Faith Call me!

The guys are bummed to see her go.

Cut to the packing warehouse.

Balthazar Let me tell you what I see.

Cut inside. Balthazar is enormously obese with very pale, pasty, slimy skin. He sits suspended in a tank of filthy water, while one of the Eliminati pours ladle after ladle of it over him in an effort to keep his skin moist.

Balthazar I see fear... and remorse... and the pitiful look of faces that cry out for mercy! But what I **don't** see is what I **want** to see, AND THAT'S... MY... AMULET!

Vampire Lord Balthazar, we found it! We had it! But the Slayers...

Balthazar Already I'm bored.

He holds out his hands, and the air between him and the vampires is suddenly disturbed. The vampire floats involuntarily over to Balthazar, who grabs his throat and squeezes until his neck breaks and he slumps lifelessly to the floor. Vincent watches, extremely worried that he may be next.

Balthazar Vincent... Come here.

He wheezes hard as Vincent slowly approaches.

Balthazar Closer.

Vincent leans toward him.

Balthazar Closer.

Vincent leans close enough to be spat upon. Balthazar puts his hands on Vincent's shoulders.

Balthazar Let me tell you... what I want to see.

Cut outside. Faith and Buffy look for the packing warehouse and find it. They look in through a crack in the door and see Balthazar surrounded by the Eliminati.

Buffy Okay, we got ten, maybe twelve bad guys and one big demon in desperate need of a Stairmaster.

Faith I say we take 'em all, hard and fast and now.

Buffy We need a little more firepower than none. We should head back to the library.

Faith Well, I guess Jacuzzi Boy isn't going anywhere. *looks around* I just... wish we had...

Across the street at the end of the alley she sees Meyer's Sport and Tackle shop. She points Buffy in that direction.

Faith Ah. That is too good.

They head for the store.

Cut to the store. Faith kicks in the front door. Cut inside. They walk through quickly. looking for anything useful to them. Faith finds the Archery counter.

Faith Ah. Score.

She spies a small crossbow, complete with 4x optical sights, on display beneath the glass countertop. She breaks the glass with her elbow, reaches in and pulls it out.

Buffy Think they're insured?

Faith Strangely, not my priority. *checks the trigger mechanism* When **are ya gonna get this, B? Life for a Slayer is very simple** *walks to a vertical case want... breaks it take... reaches in for a set of nun- chucks have.*

stuffs them into her pants

Buffy seems a bit unsure, but changes her mind when she spies a case of hunting knives.

Buffy Want... *walks to the case take... stops in front of it have.*

She punches the glass with her fist, and it breaks, disturbing a dagger, which she catches as it falls. She pulls her hand out and turns the blade over in her hand, smiling.

Buffy I'm gettin' it.

Faith smiles, too, seeing that Buffy is finally coming around to her way of thinking. She turns around and sees a compound hunting bow under the glass of another display case, and kicks it in. Buffy just gives her a brief glance. Faith pulls the bow out and looks it over, then smiles at her partner in slayage. But before they can get any further, they are surprised by a gunshot. They spin around to see they've been caught by two police officers. They both have their service revolvers aimed at them.

Officer Drop the weapons and get down on the ground! Now!

Part 3

Inside Meyer's Sport and Tackle. The police officer takes a step closer, eyeing the two girls.

Officer I said drop the weapons, or I fire.

Buffy slowly reaches her hand out and sets the dagger on a counter. The officer is satisfied, and turns his attention to Faith. She gives in, but isn't as gentle with the hunting bow as Buffy was with the knife, simply extending her arm and tossing it aside. The two officers visibly relax a bit, but keep their guns up and ready.

Officer Now spread 'em.

Faith haughtily You wish.

Buffy's eyes go wide with concern for what Faith might do. The officers tense up again.

Officer Hands in the air where I can see 'em. Slow!

Faith smiles at him, but does as she's told and raises her arms over her head. Buffy raises hers as well, but just level to her shoulders.

Officer Good. *to his partner* Now cuff 'em.

His partner holsters his gun and reaches into his belt for his cuffs. Faith checks out the one still holding the gun.

Faith *to Buffy, smiling sexily* I like him. He's butch.

Cut inside the police car. Buffy and Faith are in the back seat with their hands cuffed behind their backs. A heavy steel mesh separates them from the officers in the front seat.

Officer That's some artillery you two were puttin' together. You with one of them girl gangs?

Faith *sarcastically* Yeah. We're the Slayers.

The officer laughs. Faith doesn't think it's funny.

Faith *quietly to Buffy* You wanna get outta here?

She slouches down in the seat. Buffy realizes what she intends, and isn't at all sure it's a good idea.

Faith *impatiently* We can't save the world in jail.

Buffy sees the truth in that, and slowly slouches down also. Faith raises her legs, and Buffy follows her lead.

Faith *quietly* One, two...

They both push-kick hard into the steel mesh, making it buckle and tear at the edges and hit the officers in the backs of their heads. The driver loses control of the car, and it swerves screechingly to the left and smashes into a parked car. The damage isn't terribly serious, but the police car's radiator has burst, and the steam rises thickly, obscuring the view. Both officers are unconscious. Buffy climbs out of the front passenger-side door. A moment later Faith comes out as well with one of the officer's keys. They turn back-to-back and fumble with the keys, trying to unlock the cuffs.

Buffy *looking at the officers* We should call an ambulance.

Faith Five people already have, the racket we made, and they're fine.

She's right. One of them is already regaining consciousness. She gets the cuffs unlocked.

Faith Come on. Let's get outta here.

She starts to run, but looks back when Buffy doesn't immediately follow.

Faith COME ON!

Buffy sees the other officer start to come to as well. She looks around quickly a last time and runs after Faith.

Cut to Buffy's house the next morning. Cut to the kitchen. Buffy enters through the back door, bringing the paper in with her. She is engrossed in an article, perhaps about the break-in and police car accident. Joyce walks in from the dining room.

Joyce Admit it.

Buffy looks up surprised. Her mother leans on the island.

Joyce Some days don't you wanna just wake up and say to Hell with the diet? Wanna make waffles? Big Saturday brunch?

Buffy No, thanks. I'm not really that hungry. *turns the page*

Joyce sighs and goes to the dish cabinet.

Joyce So, what did you and Faith do last night?

Buffy Nothing. Uh... *smiles thinly* Nothing really important.

Joyce *gets a coffee mug* Don't worry. *grabs the coffee pot* I'm not gonna meddle in your slaying. *pours a cup* Just as long as you're careful.

Buffy *engrossed in reading* I am.

Joyce sees how she's concentrating and steps over to the island.

Joyce You sure about those waffles?

Buffy looks up and closes the paper.

Buffy Yeah. But if you want them, I can help you make them.

Joyce No. *sighs* They only don't have calories if I make them for you. *Buffy doesn't get it* Mom logic. You, uh, done with the paper?

Buffy *gets up* Yeah. *leaves the kitchen*

Joyce *opens the paper* Let's see what's happening in Sunnydale.

Cut to the Mayor's office. He poses with a troop of young Boy Scouts. They all have huge smiles on their faces. The photographer snaps the picture.

Mayor Wilkins There we go.

The Scouts all file out of the office.

Mayor Wilkins Thanks a lot, fellas. Thanks a heap.

He goes to the window, where the blinds are open, letting in plenty of light.

Mayor Wilkins Hey, have fun on that camping trip, now. Don't forget to roast a wiener for me.

Allan shoos the last of the Scouts out and closes the door securely. The Mayor chuckles as he closes the blinds, then walks to the other window and closes them there, too.

Mayor Wilkins Here we go. Alright, you can come out now.

The door to his private bathroom opens, and Mr. Trick comes back into the office.

Mayor Wilkins *shakes his finger at the office door, smiling* Backbone of America, those little guys. Seeing the hope and courage on their bright little faces, I swear I could just, I... I could just eat 'em up. *chuckles, heads for his liquor cabinet* So, any news about the Eliminati? *He opens the cabinet, and out jumps Vincent. He grabs him by the neck, pushes him back and down over his desk and holds up his sword to attack.*

Vincent In the name of Lord Balthazar, DIE!

Before he can do anything else, Mr. Trick punches him in the forehead. Vincent falls backward onto the floor, unconscious. The Mayor coughs as he sits up on the edge of the desk and straightens his tie.

Mayor Wilkins Thank you, Mr. Trick. That was very thoughtful of you.

Trick Why do they always gotta be using swords? *picks it up, tosses it to Allan* It's called an Uzi, ya chump! Could have saved your ass right about now.

Allan would rather not have the sword, and looks down at Vincent aghast.

Mayor Wilkins *to Allan, arms crossed* You know, it's curious how he could've gotten all the way into my liquor cabinet. *Allan looks up at him* Allan, don't we have, don't we have security working in this building?

Allan *scared and nervous* Sir, I... I had no idea. I-I...

Mayor Wilkins There's no need to swoon, Allan. But try to keep things secure. *looks down at Vincent* Lock him up. *goes to his chair*

Trick He wakes up, he's just gonna try and kill you again.

Mayor Wilkins *sits smugly* Yes. Yes, I expect he will.

Cut to the packing warehouse. One of the Eliminati lifts the ladle and pours the water over Balthazar. The camera shifts focus onto the new leader of the Eliminati.

Balthazar Vincent made a noble effort. Man to man, as befits a true warrior. *whistles* He had courage... He had honor... AND I HAVE JACK TO SHOW FOR IT! *calms a bit* It's been a hundred years since my enemy crippled me. Now ultimate power is within his grasp. And I shall **not** let it be! Forget about honor! Forget about everything! But getting my amulet! Bring the Watchers to me! Find the Slayers and kill them! Kill everything that gets in your way! GOOOOO! GOOOOO!

Cut to Buffy's house.

Buffy Mmm.

Willow You like it?

Cut to Buffy's room. She and Willow are sitting on her bed. Buffy is sniffing a small black felt pouch that Willow gave to her.

Buffy It smells good. What is it?

Willow *smiling proudly* Just a little something we witches like to call a protection spell.

Buffy Good deal, protection. *sniffs* I'm surprised, though, 'cause usually spell stuff's more...

Willow Stinky. Yeah. That's why I added lavender. Give me time, and I may be the first wicca to do all my conjuring in pine fresh scent. So what's the plan?

Buffy gives her an inquiring look.

Willow For tonight's slayage. We're going, aren't we?

Buffy *wanting to avoid the subject* Yeah.

Willow *knowing there's more* Great!

Buffy *realizes she can't hide it* But... there's a 'but'. And that's 'but you shouldn't come... tonight.' Is that cool?

Willow *slightly hurt* Well, sure. Makes sense. You know... You'll be facing big, hairy danger.

Buffy *tries to justify it* Uh, b-biggest and very hairy.

Willow *fishes for more information* You'll be risking your life.

Buffy Right. And why risk yours?

Willow *glances down, then back up* Because I'm your friend?

Buffy I know, Will, and that's exactly why I don't want you going. It's, it's too dangerous.

Willow *protests* But I-I've done this sort of thing before! Like, a million times, and I can totally handle myself. Besides, *holds up her own felt pouch* minty fresh protection. So?

There's a knock at the door. Faith opens it and comes in.

Faith Ready? Time to motor. Hey, Willow.

Willow *unenthused* Hi. *faces Buffy* Uh...

Faith paces back toward the door.

Buffy *stands up, apologetic* I really should... But we'll hang out later, right?

Willow *trying to hide how hurt she is* Yeah. You, you go ahead. I'll just get my stuff.

Buffy wants to say something, but changes her mind and just looks at her friend, giving her felt pouch a squeeze, and follows Faith out of the room. Willow watches her go, then looks down at her own pouch.

Willow Stupid...

She throws the pouch down on the bed.

Cut to an alley near the packing warehouse. Buffy and Faith come walking around a corner. Faith has the compound hunting bow with her, and gets an arrow ready.

Faith You're quiet tonight.

Buffy I just wanna get this done.

Faith Yeah. *smiling* I'm dying to test out the longbow. I think it might be my new thing.

Buffy I can't believe you went back for that stuff.

Faith Hey, how do you feel about getting some ribs? You know, after we're done?

They are surprised by an Eliminator doing a front tuck from above and landing in their way.

Cut to Giles' office. Wesley checks out some of the pictures on the wall while Giles sits at his desk fidgeting with his glasses.

Wesley I didn't say you had emotional problems. *turns to Giles* I said you had **an** emotional problem. *condescendingly* It's quite different.

Giles *enunciating clearly* My 'attachment' to the Slayer is not a problem. In point of fact, it's been a very...

Wesley *interrupts* The way you've handled this assignment is something of an embarrassment to the council.

Giles *miffed* If you want to criticize my methods, fine. But you can keep your snide remarks to yourself. And while you're at it, don't criticize my methods. *puts on his glasses*

Wesley The fact is, you're no longer qualified to act as Watcher. *paces behind Giles, condescendingly* It's not your fault. You've done well. It's simply time for somebody else to take the field. *turns around*

Giles looks at him, then past him through the window to the main area.

Giles Now's a good time to start.

Wesley turns to look as well, and there they see four Eliminators come to take them to Balthazar.

Cut to the alley. The vampire roars and comes at Buffy. She sidesteps him, grabs him and shoves him into the back of a truck. He comes at her again and does a front snap kick at Buffy, which she blocks. She returns with a roundhouse kick to his gut, knocking him to the pavement. Buffy jumps on him, and they begin to struggle. Another vampire joins in as Faith struggles with her bow, but they are in too close of quarters for her to use it against him.

Faith *to herself* Screw it!

She drops the bow, but holds on to the arrow. She ducks a roundhouse kick from the demon, and the momentum of the kick without a hit makes him keep spinning before he lands. Faith does a side-kick to his side, and he staggers into the side of a truck. Faith comes at him with her arrow and plunges it home as he turns around to attack again. He bursts into ashes. Buffy gets up holding her stake, having just dusted hers as well.

Faith I think we've got more comin'!

They start quickly in the direction of the packing warehouse.

Buffy We're never gonna make it to the warehouse.

Faith If they keep coming one at a time, we got a shot. *Suddenly another Eliminator lands in front of them and thrusts at Faith with his short sword. She reacts instantly, catching his arm and shoving him into a crate, then pulling him off and swinging him backward onto a pile of several chords of wood. Buffy steps right in and stakes him. He crumbles to ash. The two Slayers con-*

tinue along the alley at a brisk pace.

At the end of the building an arm reaches out and grabs Buffy by the shoulder. Instantly she grabs the man and throws him against a dumpster. Faith jumps right in to stake him. He slumps down to the ground, hurt by the impact against the heavy steel container. It's Allan, but Faith is too caught up in things and doesn't realize he's human.

Buffy FAITH, NO!

Faith swings down with her stake and plunges it into Allan's heart, then pulls it out. Allan grabs his chest in pain and surprise. Blood pours out freely, pumped out by his now punctured, beating heart. Faith backs away as Buffy quickly gets down beside him to try to help him. Allan pulls his hands away and looks down at them covered in his own blood, shaking hard as he goes into shock. Buffy looks at the wound and sees its severity.

Buffy Don't move!

Faith *shocked* I didn't... I didn't know. I didn't know.

Buffy *to Faith behind her* We need to call 911, NOW!

Faith is paralyzed with fear. Allan shakes even harder as the blood loss increases. He looks up at Buffy.

Buffy *to Allan* Don't move, i-it's okay...

She tries to apply pressure to the wound, but the blood just keeps coming.

Buffy *to Faith* I-I need, I need something to stop the...

Allan begins to convulse. His eyes go wide with the fear of death as blood begins to trickle from the corner of his mouth. He tries to say something, but can't get the words out. Buffy can only watch in despair, unable to help. Allan looks down at his chest one last time, then reaches up to Buffy, but his arm never makes it. It falls to his side, and his body relaxes against the dumpster, finally dead. His eyes remain wide open, staring up into nothing. Buffy stares back at him in open-mouthed horror.

Part 4

The alley. Allan lies dead against the dumpster. Faith begins to panic.

Faith We gotta go!

She grabs Buffy and pulls her up.

Faith Come on, we gotta go!

They run from the scene. The camera cuts to Allan's face, still blankly staring into space, and pans down to his blood-soaked shirt and jacket.

Cut to the Slayers running down an alley. Buffy stops to look back. Faith grabs her arm to get her to follow.

Faith Come on.

She climbs up on some crates and jumps over a wall. Buffy decides to continue down the alley to a fence, and climbs over it instead.

Cut into another alley. Buffy waits for a car to pass on the street and walks into the alley. There she is surprised by Angel coming out of the shadows.

Buffy Angel!

Angel Buffy, I've been looking for you.

He notices that she's stressed out, then sees the blood on her hands. He takes one and holds it up to see. Buffy jerks it back.

Angel Your hand.

Buffy It's okay.

Angel I've just been to the warehouse. I was waiting for you. They got Giles.

Buffy's face instantly washes over with worry.

Cut to Allan's body. Faith slowly steps up to it. In the distance a police siren can be heard getting closer, then further away. Faith kneels down beside Allan and reaches out for the wound. She touches it and immediately yanks her hand back. She looks at him, her expression

full of guilt and horror at making the worst mistake she possibly could: killing a human.

Cut to the packing warehouse. Wesley and Giles are being held before Balthazar, but he's ignoring them for the moment as he insistently instructs the vampire with the ladle.

Balthazar The front! The front! Moisten the front!

He groans as a ladle full of water is poured across his chest. Wesley and Giles watch in disgust.

Wesley *very nervous* Oh, God! looks around desperately Oh, God!

Giles *calmly* It doesn't seem too promising, does it?

Wesley *trying not to panic* Stay calm, Mr. Giles. We have to stay calm.

Giles *brimming over with sarcasm* Well, thank God you're here. I was planning to panic.

Wesley *looks at Balthazar* What **is** that thing?

Giles That would be your demon. You know, the dead one?

Wesley There's no need to get snippy.

Balthazar finally turns his attention to the Watchers.

Balthazar Bring them closer.

Two of the Eliminati grab them and shove them closer.

Balthazar You know what I want.

Giles If it's for me to scrub those hard-to-reach areas, I'd like to request you kill me now.

He is hit hard in the back for his insolence.

Giles Ow.

Wesley *beginning to panic* Are you out of your mind? This is hardly the time for games!

Giles Why not? They're going to torture us to death anyway.

Balthazar *snickers happily* You're not wrong about that. *wheezes*

Wesley Now, hold on. We-we-we can deal with this rationally. We have something you want. You have something we want.

Balthazar Hmm... A trade. Intriguing. *considers* No. Wait. Boring. Pull off his kneecaps!

Two of the vampires grab him.

Wesley *horried* NOOO! No, no, no! *they let go, he caves* The Slayer g-gave it to someone. A tall man, a friend... a friend of hers. I can tell you everything.

Giles *under his breath* Quiet, you twerp! They'll kill us both.

Wesley *panicked* But I'd like to have my kneecaps.

Balthazar You will tell us everything!

Wesley Yes! Sir.

Balthazar What is this friend's name?

Wesley *at a loss* I didn't actually catch it.

Giles *tries to fake him out* Look, um, tell you what, let Captain Courageous here go, and I'll tell you what you need to know. How's that deal?

Balthazar THERE IS ONE DEAL! YOU WILL DIE QUICKLY, OR YOU WILL DIE SLOWLY! THE MAN WHO HAS MY AMULET! WHAT IS HIS NAAAME?!

Angel His name is Angel.

He walks into their midst sporting his game face, and immediately grabs the two Eliminati holding Giles and Wesley, pulling them away and slamming one of them into a wall, the other into some metal shelves. Another one moves to take their place holding the Watchers, but Giles headbutts him, and he falls.

Buffy jumps in now, too, coming from the other direction, backhand punches one vampire and punches another in the face. The first one raises his sword and tries to attack, but she blocks him and grabs his arm. She brings it down and knees him in the gut, making him drop his sword. Giles sees Buffy catch it, and turns his tied hands toward her. She swings the sword in a high arc and brings it down on the ropes binding his wrists, slicing them cleanly. The pieces fall to the floor as Giles grabs Wesley and pushes him out of harm's way.

Buffy swings the sword back at the Eliminatus, but he catches her hand and swings the sword down against the edge of Balthazar's pool, forcing her to drop it. He does a backhand swing at Buffy's face, making her trip forward, but she returns with a back kick at him, and then her shoulder rolls onto a large crate to avoid being sliced by another one's sword.

Balthazar *flailing his arms in a tantrum* Un... sputters Unacceptable!

Angel ducks a swing from an Eliminatus and then does a right hook to his face and punches him hard in the gut.

He turns around and backhand punches the one behind him, blocks a return swing and punches him again.

Balthazar *very displeased* UNACCEPTABLE!

Out of the way of the fight, Giles unties Wesley's hands. Behind him a vampire roars, and he looks back in time to see and duck his sword. It hits on a shelf, and Giles grabs the blade and back elbows the vamp in the face, taking the sword from him. He swings it around and jams the hilt of the sword into his face as well, then spins around in time to take on another one.

The Eliminatus swings his sword at Giles, who parries it with his own. The vampire swings again, and again Giles blocks it. The demon spins around and swings down from above, but again Giles has his sword up in time to block. He swings his arms around and down, forcing the Eliminatus' sword to the floor and making him bend down with it, and then knees him in the face. The vampire jerks backward and falls to the floor, dropping his sword.

In the meantime, the one whose sword was taken away by Giles grabs Wesley from behind, pinning his arms behind his back.

Wesley Giles!

Giles raises his sword and starts to swing it.

Giles DOWN!

Wesley bends over fast, and the blade catches the vampire on the neck and slices through. The beheaded Eliminatus bursts into ashes. Wesley stands back up, shocked at what just happened.

Buffy gets to her feet on a raised area of the floor. An Eliminatus comes at her with a sword, but she grabs his arm and pulls him past her over a crate and into a barrel. Another one swings at her, and she middle blocks him, punches him in the gut, ducks another swing and then backhand punches him in the face. He falls to the floor. Buffy picks him up and sends him spinning into a huge pile of rope. As he tries to come at her again, she does a full spinning wheel kick to his face. He quickly regains his balance and tries to punch her, but she redirects his fist and holds onto it while she elbows him in the face. She swings him around and throws him into a bunch of stacked oil barrels.

Angel delivers a side kick to his attacker. Another one tries to front kick him, but he grabs his leg and throws him into a back layout.

Another one comes for Buffy. She just grabs him by the arms and throws him from the raised floor to below. She blocks a roundhouse kick from another and nearly gets punched in the face. She punches him in the gut, and he doubles over, backing away a bit. This gives her room to fly into a double spinning out-to-in jumping crescent kick. The vampire flies upward spinning fast and lands

hard on a crate, then rolls off onto the floor below.

An Eliminatus gets Angel in the face with a jumping out-to-in crescent kick, but he's not fazed. Angel blocks a high punch from him, punches him in the gut, grabs onto him and throws him through the air and into a wall.

Balthazar has had enough and holds out his arms. The air between him and Angel becomes disturbed, and Angel finds himself being sucked back toward him. He lands on his back on the edge of the pool. Balthazar seizes his head in both hands. Angel struggles to get away, but the grip is extremely tight. Buffy sees what's happening and looks for a way to help. She spies an electrical cable hanging down from a lamp directly above Balthazar. She grabs it and yanks hard, and the lamp falls from the roof with sparks flying right into the pool. Balthazar immediately lets go of Angel and writhes in agony as he is electrocuted. Giles and Wesley stare in amazement. Soon Balthazar seems dead and the circuit breakers shut off the power. Buffy rushes over to help Angel. He's shaken but fine. She looks at Balthazar and is startled when his eyes whip open and he takes a sudden breath.

Balthazar *weak and wheezing* Slayer! You think you've won. *chuckles and wheezes* When he rises... you'll wish I'd killed you all.

He lets out his last breath and dies. Buffy looks at Angel, wondering what he meant.

Cut to a room at City Hall. Mayor Wilkins is kneeling in an inverted pentagram with his hands out to his sides. Five candles are burning at each point. He recites a spell.

Mayor Wilkins *Potestatem matris nostrae in tenebris invoco. Maledictum filium tuum ab omni periculo custodias nunc et in saecula!*

Translation Our mother of darkness, I summon thee. Curse now your dangerous accursed son and protect him into the new age!

The building begins to shake. The Mayor remains still with his eyes closed and moves with the quake. Mr. Trick looks around nervously, as does Vincent who is locked in a cage. Soon it's over, and the Mayor opens his eyes and checks his watch.

Mayor Wilkins I don't understand why Allan would miss this. He's usually so punctual. *stands up*

Trick *wide-eyed* Did it work?

Mayor Wilkins Let's find out. Open the gate.

Trick You sure?

Mayor Wilkins Oh! Hold on.

He trots over to Trick, takes Vincent's sword from him, sets it tip-down on the floor and lets it fall through the cage bars into Vincent's hands. The Mayor takes several steps back.

Mayor Wilkins Okay. Now we're ready.

Trick steps around to the front of the cage, unlocks the padlock and removes the chains. The Mayor watches and waits calmly. Trick pulls open the door, and Vincent rushes out, heading straight for the Mayor. He raises his sword high and brings it down hard on the Mayor's head, slicing it in two. Amazingly, he does not bleed. The flesh inside just shimmers as Vincent pulls back his sword. The two halves of the Mayor's head pull toward each other and seal themselves together. He stands before Vincent as though he was completely untouched. Vincent can't believe his eyes and backs away. Mr. Trick waits behind him and stakes him through the back. He explodes into ashes.

Mayor Wilkins Well!

He reaches into his jacket, pulls out his daily planner and opens it to today's list. Some of the things included are:

Greet Scouts

Lumber Union Reschedule

Call Temp Agency

Become Invincible

Meeting With PTA

Haircut

He puts a check mark next to Become Invincible and puts the planner away. Trick comes up to him.

Mayor Wilkins This officially commences the Hundred Days. Nothing can harm me until the Ascension. *smiles wide and laughs* Gosh, I'm feeling chipper! *keeps laughing* Who's for a root beer?!

He turns around and leaves the room. Trick can't help but smile and follow him.

Cut to Faith's hotel. Cut to her bathroom. She is scrubbing at her shirt in the sink when she hears a knock on the door and looks up.

Buffy Faith, it's me.

Faith leaves the shirt in the sink and goes to answer it. Buffy breaks a long moment of silence.

Buffy Hey.

Faith Hey.

She walks back to the bathroom and continues scrubbing the shirt. Buffy comes in, closes the door and follows Faith to the bathroom.

Buffy So, I, uh... *sees Faith scrubbing* How are ya doin'?

Faith *still scrubbing* I'm alright. You know me.

Buffy Faith, we need to talk about what we're gonna do.

Faith *looks at Buffy* There's nothing to talk about. I was doing my job.

Buffy Being a Slayer is not the same as being a killer.

Faith has nothing to say. She's finished scrubbing.

Buffy Faith, please don't shut me out here. Look, sooner or later, we're both gonna have to deal.

Faith *looks the shirt over* Wrong.

Buffy We can help each other.

Faith I don't need it.

She pulls the plug from the sink, walks into the room and pulls open a drawer on which to hang the shirt to dry.

Buffy Yeah? Who's wrong now? Faith, you can shut off all the emotions that you want. But eventually, they're gonna find a body.

Faith *faces Buffy* Okay, this is the last time we're gonna have this conversation, and we're not even having it now, you understand me? There **is** no body. I took it,

weighted it, and dumped it. The body doesn't exist. *turns away*

Buffy *shocked* Getting rid of the evidence doesn't make the problem go away.

Faith *faces Buffy* It does for me.

Buffy *very concerned* Faith, you don't get it. You **killed** a man.

Faith No, **you** don't get it. *smiles daringly* I don't care! *She turns away again to tend to her things. Buffy is speechless with disbelief.*

Consequences

Written by **Marti Noxon** Directed by **Michael Gershman**
Prologue

Underwater. Copious amounts of bubbles rise through it, some larger, some smaller, as though someone below is doing their best to hold their breath, but can't continue for much longer. The camera pans down, and there is Buffy frantically trying to get to the surface. Below her Allan grabs her ankle and pulls her down. She kicks her legs and flails her arms, desperately trying to shake loose. Eventually she manages to break free of his grip and swim to the surface. She breaks through and draws a deep breath. There, kneeling on the dock above, she sees Faith, who reaches down and shoves her back underwater.

Cut to Buffy's room. She wakes with a start from the nightmare, and draws several deep breaths to calm herself as she realizes it was all just a dream. She sits up in bed and looks around her room. She pushes the blankets back, gets up and walks out into the hall, where she can hear the news on the TV in her mother's room.

News Anchor We go now live to our field reporter, who is standing by at the waterfront with this breaking news about the murder that has shocked the Mayor and resi-

dents of Sunnydale.

Buffy can see the TV from the hall. It is showing footage of the boat retrieving Allan's body.

Field Reporter Fishermen discovered the body today, the victim of a brutal stabbing. Authorities and citizens alike were shocked when the slain man was identified as Deputy Mayor Allan Finch.

Buffy can't believe that they not only found the body, but that he was also a public figure.

Field Reporter Still reeling from the news, Mayor Wilkins had this to say.

The news cuts to the Mayor at a press conference.

Mayor Wilkins Mr. Finch was not only my longtime aide and associate, he was a close personal friend. I promise you I will not rest until whoever did this is found and brought to justice. Thank you very much.

Joyce notices Buffy standing behind her.

Joyce Oh, honey, you're up. *turns back to the TV* Oh, it's just terrible, isn't it?

Buffy doesn't know what to say or how to react.

Part 1

The Sunnydale High School library. Buffy is sitting on the study table and Faith is sitting in a chair at the table. Wesley paces. Giles is sitting at the far end.

Wesley I want you to look into this. Find out everything you can about the murder of the Deputy Mayor.

Buffy *nervous and confused* But that's... I-I mean, that's... That's not really our jurisdiction, is it?

Faith *eerily calm* It's no big, B. We'll get into it if he wants.

Giles No, Buffy's right. The Deputy Mayor's murder was the result of human malice. There's nothing supernatural about it.

Wesley We don't know that for certain. *brightly* I say it merits investigation.

Giles *gets up, walks around the table* Which I'm sure the police are doing. Meantime, if you ask me, there are better uses for the Slayers' time.

Wesley *snootily* Ah. But I don't believe I did. *holds the daily paper out to him* Ask you.

Giles *yanks the paper away* Considering the success of your previous adventure...

Cordelia walks into the library. Giles looks over at her.

Cordelia Don't let me interrupt. Wait. Let me interrupt. I'm in a hurry. *raises her eyebrows*

Giles What did you need?

Wesley turns to see who has spoken, and is immediately taken by her beauty. He stares at her with his mouth agape, looking her up and down.

Cordelia Uh, psych class. Freud and Jung. Book me?

Giles Happily.

Cordelia *notices Wesley, smiles* Check out Giles: The Next Generation. What's your deal?

Wesley *stammering nervously* Uh, I, uh... Well... *swallows* I'm a...

Faith is quite amused. She leans forward on the table.

Faith New Watcher.

Cordelia Oh.

Wesley *turns to Buffy, irritated* Does everybody know about you?

Buffy She's a friend.

Cordelia Let's not exaggerate. So... *steps closer* You're the new Watcher.

Wesley *summons his poise, holds out his hand* Wesley Wyndam-Pryce.

Cordelia *takes it* I like a man with two last names. I'm Cordelia.

Wesley *smiles* And you teach psychology.

Cordelia I take psychology.

Giles walks behind Wesley with Cordelia's books.

Giles She's a student.

Wesley immediately drops Cordelia's hand.

Wesley Oh, well. I, uh... *swallows* Yes. *squares his shoulders* In fact, I am... here to watch... girls. Uh, uh, Buffy and Faith, to be specific.

Cordelia *steps closer, smiling brightly* Well, it's about time we got some fresh blood around here.

Wesley *laughs nervously* Well. Fresh. Yes.

At the checkout counter Giles stamps the due date into the books.

Giles Here we go.

Cordelia *to Giles* Thanks. *to Wesley* So, welcome to Sunnydale.

She gives him a bright smile and goes to retrieve her books. On her way out she makes sure to put just the right amount of swing in her hips.

Wesley *watching her back admiringly* My. She is cheeky, isn't she?

Faith *still amused* Uh, first word: jail; second word: bait.

Wesley *Ahem. pulls out his handkerchief* Well, uh... *dabs his mouth* Where were we?

Buffy *slips off the table* Done. I mean, we were done, right?

Faith *stands up* Uh, yep. Off to patrol. So we'll see ya.

Wesley *draws himself up* One moment, girls. I'm your commander now, and on the matter of this murder, I am resolved. Natural or super, I want to know.

Faith Fine by me. Always ready to kick a little bad guy butt.

She touches her hand to Buffy's shoulder, and the two of them walk out. Wesley smiles beatifically after them.

Cut to an empty classroom. The Slayers walk in. Buffy pulls the door closed behind her. Faith checks the other door to make sure it's closed, which it is. They meet in the center of the room.

Faith *challengingly* So, you gonna rat me out? Is that it?

Buffy *imploringly* Faith, we have to tell. I can't pretend to investigate this. I can't pretend that I don't know.

Faith *snidely* Oh, I see. But you can pretend that Angel's still dead when you need to protect him.

Buffy I **am** trying to protect you. Look, if-if we don't do the right thing, it's only gonna make things worse for you.

Faith Worse than jail for the rest of my young life? No way!

Buffy Faith, what we did was...

Faith *ominously* Yeah. We. You were right there beside me when this whole thing went down. Anything I have to answer for, you do, too. You're a part of this, B. All the way.

Faith walks out of the classroom, leaving a shocked Buffy behind.

Cut to the hall. Buffy comes out of the classroom and walks toward the student lounge. There she sees Willow sitting alone on a couch, and goes to her. Willow notices her coming, glances up for an instant and takes a deep breath as she pretends to go back to her reading, apprehensive about them meeting.

Buffy Hey.

Willow *Hey. Buffy sits* Where's Faith? I-I saw her around. Figured you two were gonna go kill some more nasty stuff.

Buffy Not right now. I-I, um, I think she bailed.

They both begin to talk again simultaneously.

Buffy Willow, I was won...

Willow Actually, I'm...

They both stop. Buffy lets out a deep breath.

Buffy Um... You go ahead.

Willow *puts her book away* I'm late. I-I'm meeting Michael. The warlock guy? We're still trying to de-rat Amy.

Buffy *smiles thinly* Okay.

Neither of them says anything for a long moment.

Willow *evasively* So see ya. *gets up and goes*

Buffy *to herself* See you.

Cut to the scene where Allan was killed. The red and blue flashing lights of police car light bars illuminate the area. A forensic expert takes blood and fiber samples from the dumpster as another police officer holds a Maglite up to it. Detective Stein is also there, interviewing a potential witness.

Det. Stein So, uh... You heard the man scream about what time last night?

Woman *worriedly* Oh, I'm not sure. 7:00, maybe 8:00.

Det. Stein Can you be more specific, say between 7:30 and 8:00?

The camera moves through the scene and finds Angel, watching from a distance. He sees the blood on the dumpster and watches as the samples are taken. He flashes back to the previous night when he saw the blood on Buffy's hand.

Angel Your hand.

Buffy Oh. It's okay.

He's back in the present, and continues to watch all the activity.

Cut to City Hall. Cut to the Mayor's office. He puts a sheet of paper into the shredder and listens to it whirl through. He follows it with another. The camera pans up to his face. He's not a happy Mayor.

Mayor Wilkins It's not working.

Trick It's supposed to do something besides shred?

Mayor Wilkins It's **supposed** to cheer me **up**. Usually using the shredder gives me a lift. It's fun.

Trick And today you're not getting the ya-yas.

Mayor Wilkins *morosely* No.

He shreds another sheet.

Mayor Wilkins Guess it'll take more than this to turn my frown upside down. I just **don't** understand why Allan would leave such a paper trail about our dealings. *considers* Do you think he was gonna betray me? Oh, now, that's a horrible thought. And now he's dead, I'll never have the chance to scold him.

Trick Maybe this will change your mood.

He drops a copy of the coroner's report on the desk. The Mayor picks it up and opens it.

Mayor Wilkins What is it?

Trick Bombshell. The Deputy Mayor had wooden splinters in his wound. Struck right through the heart with a sharp, pointed object. Now, word is, someone was fighting vampires not a block away from the scene. Any smart money says it was a Slayer who did this job.

Mayor Wilkins Why? Do you think he talked? To them?

Trick If he did, I'm thinking he said the wrong thing.

Mayor Wilkins *closes the report* Well, this **is** exciting. A Slayer up for Murder One. That's sunshine and roses to me. It really is.

He laughs as he taps the end of the report on his desk and sets it down.

Part 2

City Hall at night. Cut to Allan's office. Faith and Buffy break in. Buffy closes the door behind them, checking to make sure they weren't seen. She turns on the light. They both look around the office.

Faith *darkly* I'm telling you, we did the world a favor. *goes to his chair* This guy was about as interesting as watching paint dry.

Buffy *uneasily* Faith...

Faith I'm joking. Jeez, lighten up a little, B.

She looks across his desk and notices a picture of him with the Mayor. Buffy goes through the papers in his inbox. Faith picks up the picture and stares at it, cradling it gently.

Faith He came out of nowhere.

Buffy *sympathetically* I know.

Faith *annoyed* Whatever. *puts down the picture* I'm not lookin' to hug and cry and learn and grow. I'm just saying it happened quick, you know?

She pulls open his drawer. Everything inside is neat and in place. Buffy starts to go through some papers lying on top of his filing cabinets. Faith loses her patience.

Faith You know what? Let's just blow. Who cares what this guy was about? It's kind of moot now, don't you think?

Buffy I don't think he was in that alley by chance. I think he was looking for us. I'd like to know why.

She opens a file drawer. It's empty.

Faith So, what, you think there's some big conspiracy?

Buffy closes the drawer and opens another. All the folders in it are also empty.

Buffy You were saying?

Faith So his papers are gone. That doesn't prove anything.

Buffy Except that somebody didn't want us to prove anything.

Faith begins to get it.

Cut to the hall. Buffy opens the door and peeks out. The hall is clear, so she steps out into it. Just then the Mayor's door opens further down the hall, and Mr. Trick steps out. The Mayor is right behind him. Buffy looks back at Faith, and they both scramble back into Allan's office and close the door quietly. They can still hear them talking out in the hall.

Mayor Wilkins Get as many men on it as you can.

Trick Yeah. We'll be wanting to turn up the heat.

Cut to the streets. Buffy and Faith step off the sidewalk and into the street.

Faith So the Mayor of Sunnydale is a Black Hat. That's a shocker, huh?

Buffy Actually, yeah. I didn't get the bad guy vibe off of him.

Faith *exasperated* When are you gonna learn, B? It doesn't matter what kind of vibe you get off a person. 'Cause nine times out of ten, the face they're showing you is not the real one.

They step up onto the opposite sidewalk.

Buffy *evenly* I guess you know a lot about that.

Faith *stops and faces Buffy* What is that supposed to mean?

Buffy It's just, look at you, Faith. Less than twenty-four hours ago, you killed a man. A-and now it's all zip-a-dee-doo-dah? It's not **your** real face, and I know it. Look, I know what you're feeling because I'm feeling it, too.

Faith *insolently* Do you? So fill me in 'cause I'd like to hear this.

Buffy Dirty. Like something sick crept inside you and you can't get it out. And you keep hoping that it was just some nightmare, but it wasn't. And we are gonna have to figure out...

Faith *interrupts* Is there gonna be an intermission in this?

Buffy Just let me talk to Giles, okay? I swear...

Faith No! We're not bringing **anybody** else into this. You gotta keep your head, B. This is all gonna blow over in a few days.

Buffy And if it doesn't?

Faith If it doesn't, *shrugs* they got a freighter leaving the docks at least twice a day. It ain't fancy, but it gets you gone.

Buffy in disbelief And that's it? You just live with it? You see the dead guy in your head every day for the rest of your life?

Faith steps closer Buffy, I'm not gonna **see** anything. I missed the mark last night and I'm sorry about the guy. I really am! But it happens! Anyway, how many people do you think we've saved by now, thousands? And didn't you stop the world from ending? Because in my book, that puts you and me in the plus column.

Buffy We help people! It doesn't mean we can do whatever we want.

Faith Why not? The guy I offed was no Gandhi. I mean, we just saw he was mixed up in dirty dealings.

Buffy Maybe, but what if he was coming to us for help?

Faith What if he was? You're still not seeing the big picture, B. Something made us different. We're warriors. We're built to kill.

Buffy To kill demons! But it does **not** mean that we get to pass judgment on people like we're better than everybody else!

Faith We **are** better!

Buffy is taken aback.

Faith exhilarated That's right, better. People need us to survive. In the balance, nobody's gonna cry over some random bystander who got caught in the crossfire.

Buffy sadly I am.

Faith disdainfully Well, that's your loss.

She turns her back on Buffy and walks away.

Cut to Buffy's house. Her mother sees her coming and meets her at the door. When she opens it, Buffy can see Detective Stein standing behind her.

Joyce Buffy.

Buffy looks at him, eyes widening, remembering him from before.

Cut to the living room. Joyce sits in an armchair with her feet together and her hands folded in her lap, listening to the detective question her daughter. Buffy sits on the couch across from her.

Det. Stein Tell me again. You got home at what time last night?

Buffy Late. Um, a-a little past 1:00, I guess.

The camera pans around Detective Stein as he asks his next question, and when it moves away from his back he's talking with Faith in her room.

Det. Stein Maybe you can explain to me what a girl your age is doing out all night.

Faith playing dumb Just hanging.

Det. Stein Hanging. By yourself?

Faith No. I was with my friend Buffy.

Cut to Buffy.

Buffy We were at Faith's watching TV.

Joyce listens anxiously to them.

Det. Stein What did you watch?

Cut to Faith.

Faith Some old movie.

Cut to Buffy.

Buffy Infomercial.

Cut to Faith.

Det. Stein Hmm. *nods* That's funny 'cause I got a couple of witnesses who put you near the alley.

Faith innocently Witnesses?

He walks around her, eyeing her suspiciously.

Det. Stein Somebody stabbed this guy through the heart.

Cut to Buffy.

Det. Stein Strange thing is, the weapon, it was made out of wood.

Cut to Faith.

Det Stein: Any of this mean anything to you?

Faith flippantly Yeah. That whoever did it wasn't hip to the Bronze Age.

Detective Stein inhales deeply and sighs. Cut to Buffy.

Buffy Is that it? I'm kinda beat.

Det. Stein Yeah, I have enough for now. Buffy, if you know something, if you're protecting someone, I promise you it'll be better for everyone if you just come clean.

Cut to Faith.

Faith You mean am I covering for someone? Hardly. I'm not the throw- myself-on-the-sword type.

Cut to Buffy.

Buffy politely I wish I could help you.

Det. Stein Well, call me if you remember anything.

Cut to Faith. Detective Stein hands her his card. Cut outside her hotel room. He pulls the door closed, takes out his keys and walks to his car. He opens the door, gets in and starts the engine. In the shadows beyond Angel watches him. Detective Stein puts the car in gear and drives off.

Cut to Willow's room. She's at her laptop doing research. She hears a tapping at her French doors, and goes to open them. There she sees Buffy looking in sadly.

Buffy Hey.

Willow Hey.

Buffy I need to talk to you.

Willow Good. *Buffy comes in, closes the door 'Cause I've been letting things fester. goes to her bed* And I don't like it. *sits* I wanna be fester-free.

Buffy *smiles weakly* Yeah. Me, too.

Willow *stands up* I mean, don't get me wrong. I-I completely understand why you and Faith have been doing the bonding thing. You guys work together. You... You should get along.

Buffy It's more complicated than that.

Willow But, see, it's that exact thing that-that's just ticking me off! It's this whole 'Slayers only' attitude. I mean, since when wouldn't I understand? You, you talk to me about **everything**. I-it's like all of a sudden I-I'm not cool enough for you because I can't kill things with my bare hands.

Buffy suddenly bursts into tears. Willow is aghast at this result.

Willow *regretfully* Oh! Oh, Buffy! Don't cry. *hugs her close* I'm sorry. I-I was too hard on you. *lets go* Sometimes I unleash. I-I don't know my own strength. I-i-it's bad. I-I-I'm bad. I'm a bad, bad, bad person. *looks for forgiveness*

Buffy *tearfully* Will, I'm in trouble.

Cut to later, after they've calmed down and Buffy's explained. They sit on Willow's bed.

Buffy And Faith acts like she doesn't even care. The way she talks, it's like she didn't even make a mistake.

Willow *takes it all in* Do you think she's, like, i-in shock?

Buffy *sighs* I don't know. And I think that detective knows more than he's saying. I think he knew that I was lying.

Willow *decisively* You have to go to Giles, Buffy. He'll know what to do.

Buffy lets out a deep breath, knowing that her friend is right.

Cut to the library. Buffy comes in quietly and walks past the counter.

Buffy *troubled* Giles?

She stops when she sees him come out of his office.

Giles Buffy.

Buffy Uh... *exhales* I don't really know how to say this, so I'm- I'm... I'm just gonna say it. I know I've kept things from you before, but...

Giles turns his head slightly as Faith comes out of his office, too. Faith gives her a steely look, like she expects Buffy to keep things quiet.

Buffy *fumbling* But, um, but I-I've been blowing off my classes. You know, in-in the sense of not attending. And, uh...

Faith It's okay, Buffy. I told him.

Buffy *surprised* You told him?

Faith I had to. He had to know what you did.

Buffy *confused* What I did?

She realizes that Faith has told Giles a bold-faced lie.

Buffy Giles, no. Tha-That's just not what happened.

Giles *upset* I don't want to hear it, Buffy.

Buffy *shocked* No! It...

Giles I don't want to hear any more lies.

Buffy *frantically to Faith* You can't be serious! You're setting me up?

Giles Get in my office, now. Faith, I'll talk to you in the morning.

Buffy *imploringly* Giles, please, you have to...

Giles *sternly* Now!

Buffy can't believe what's happening. Faith walks around Giles. Buffy goes into his office. Faith stops and faces him.

Faith Um... Sorry.

She leaves at a brisk pace.

Giles looks down for a moment, then goes into his office. Inside Buffy faces him.

Buffy *desperately* Giles, I didn't do this. I swear. Look, I know that I messed up badly, but the murder, i-it... it was...

Giles *interrupts* Faith. I know.

Stunned, Buffy realizes he was just playing Faith's game.

Giles She may have many talents, Buffy, but fortunately, lying is not one of them.

Buffy Oh. Oh, God. *sits* I thought...

Giles I'm sorry. I needed her to think that I was on her side. I don't know how far she'll take this charade.

Buffy Try far. Like, all the way.

Giles You should have come to me right off. *sits facing her*

Buffy I know. Well, I, I wanted to.

Giles But Faith wouldn't hear of it?

Buffy It's not all her fault, Giles. We both thought it was a vampire. I-I only realized it a second before.

Giles Buffy, this is not the first time something like this has happened.

Buffy *confused* It's not?

Giles The Slayer is on the front line of a nightly war. Now, it's, it's tragic, but accidents have happened.

Buffy W-what do you do?

Giles Well, the Council investigates, um, metes out punishment if punishment is due. But I... I have no plans to involve them. I mean, it's the last thing Faith needs at the moment. She's unstable, Buffy. I mean, she's utterly unable to accept responsibility.

Buffy She's freaking. So, so then we just have to help her deal, right?

Giles She's in denial. There **is** no help for her until she admits what happened.

Buffy *uncertainly* I-I could talk to her.

Giles *sighs* Perhaps.

Buffy Or maybe I'm too close. Maybe, maybe one of the guys could.

Giles We should meet. It-it may be that they're seeing a different side of her.

Buffy Okay.

Cut to the main area looking into the office. The camera pans past the window.

Giles In the meantime, no one else is to know. Understood?

Buffy Of course.

The camera keeps panning until it comes to rest on Wesley, who is standing by the counter, arms crossed and listening grimly.

Giles I mean, this is... extremely delicate. If we scare her off now, we may lose her forever.

Part 3

Wesley's apartment. He picks up the phone and dials an international number.

Wesley Yes, hello. Mr. Travers, please. Quentin Travers. *listens* Wesley Wyndam-Pryce calling. *listens, confused* The code word? Monkey. *listens, exasperated* M-o-n-k... Just put him on, will you? This is an emergency.

Willow Well, maybe we should all talk to Faith together. *Cut to the cafeteria. She, Buffy, Xander and Giles sit among the tables, which have the chairs inverted on them for the night.*

Buffy You mean, like that intervention thing that you guys did on me? As I recall, Xander and I nearly came to blows.

Xander Uh, **you** nearly came to blows, Buffy. I nearly came to loss of limbs.

Giles No, Faith is too defensive for a confrontation like that. She'll respond better to a one-on-one approach.

Xander Well, **I** can be the one... on her one. *gets confused looks* Let's rephrase. I think she might listen to me. We kind of have, um, a connection.

Buffy A connection? Why would you think that...

Xander *interrupts* I'm just saying it's worth a shot. That's all.

Buffy and Willow exchange a look.

Giles No, I don't, I don't see it, Xander. I mean, of, of all of us, you're the one person arguably that Faith has had the least contact with.

Xander Yeah, but we hung out a little... recently, and she seemed to be, um... responsive.

Willow picks up on that, and figures it out. She looks sadly off into space.

Buffy When did you guys hang out?

Xander Oh, she was fighting one of those, uh, apocalypse demon things, and I helped her. Gave her a ride home.

Buffy And you guys talked?

Xander *shakes his head* Not extensively. No.

Buffy Then why would you... *figures it out also, widens her eyes with surprise* Oh.

Giles *gets it, surprised* Oh!

He and Buffy both look at Willow, concerned. She notices and looks up.

Willow I don't need to say 'oh'. I got it before. They slept together.

Buffy is genuinely sorry that she had to hear it like this. Willow looks back off into space. A long silence follows. The tension in the air is very thick. Giles finally breaks it.

Giles Fine, fine, let's, let's, let's move on.

Buffy Alright. Look, I-I know that you mean well, Xander, but, um, I-I just don't see Faith opening up to you. *gently* She doesn't take the guys that she has a... 'connection' with very seriously. And they're, they're kind of a big joke to her. No offense.

Xander *guffaws, sarcastically* Oh, no! I mean, why would I be offended by **that**?

Giles However, i-if you still want to be of assistance, I, I, I need some help with research. There's still the business of the Mayor and Mr. Trick to attend to.

Buffy Yeah, they, they seemed pretty cozy the other night.

Giles Yes. Uh, Willow, c-c-can you, um, access the Mayor's files?

Willow *comes back to Earth* What? Oh, uh, sure. I can try.

Giles *stands up* Good, yes, because clearly we, uh, *picks up his chair* we need to take a harder look at him. *turns it over* He's, he's, um, he's obviously up to something. *sets it on a table*

Buffy What about Faith?

Giles *sighs* I don't know. I need time.

Buffy She needs help now. *Giles looks at her* I owe her that.

Cut to the girls' bathroom. The camera pulls in to a stall with its door not quite closed. "Wish We Never Met", by Kathleen Wilhoite, plays over the scene.

Lyrics Disappointment stops by from time to time
The sound of sobbing is coming from inside the stall. Cut inside. Willow sits there crying her eyes out.

Lyrics To see how I'm doing / And he came by last night
right after you left / My life in ruin

Cut to the library. Xander sits on the steps to the stack level, staring off into space and tapping his fingers.

Lyrics When I don't get what I want

Cut to Faith's room. She's lying on her bed, idly watching TV.

Lyrics The spoiled child inside breaks down
She hears a knock at her door. She rolls off her bed and goes to answer it. It's Xander.

Faith *bored* What?

Xander *awkwardly* I just, uh, came by to see how you are, actually.

Faith *with hostility* I'm sick of people asking me that, for one thing.

A long moment of silence ensues.

Xander Can I come in? Just to talk. I promise.

Faith *skeptical* Like you could make something happen if I didn't want it to?

Xander Hey, yeah. Got me there. Pretty much not gonna try to... take you under any circumstances. *holds out his arm* See, here, feel that. *points to his biceps* Probably like a wet noodle to you, huh?

Faith *steps aside* Five minutes.

Xander That's all I need. *comes in* For talking and conversation. *Faith closes the door* I'm, um, quick as a bunny.

Faith *turns off the TV* Clock is running.

Xander It's just, uh... I heard about what happened, and I thought you might need a friend.

Faith So then, go talk to Buffy. She's the one who killed a guy.

Xander Yeah. I heard that version.

Faith *not amused* Version?

Xander *sighs* Either way, i-it sounds like it was an accident, and that's the important part.

Faith *angrily* No, the important part is that Buffy is the *makes finger quotes* accidental murderer.

Xander Faith, you may not think so, but I sort of know you. And I've seen you post-battle. And I know firsthand that you're, um... like a wild thing. And half the time, you don't know what you're doing.

Faith *snidely* And you're living proof of that, aren't you?

Xander See, you're trying to hurt me. But right now, you need someone on your side. What happened wasn't your fault. And I'm willing to testify to that in court if you need me.

Faith You'd dig that, wouldn't you? *gives him a sexy look*
To get up in front of all your geek pals and go on record about how I made you my boy toy for a night.

Xander No. N-n-n-n-no, that's not it.

Faith I know what this is all about. *steps closer* You just came by here *runs her fingertips all around his face* 'cause you want another taste, don't you?

Xander No! I mean, it was nice. It was great. It was kind of a blur. But, okay, some day, sure, yay, but not now. Not like this.

Faith *grabs hold of his head* More like how then? Lights on or off? Kinks or vanilla?

Xander *jerks away* Faith, come on. I came here to help you. *looks her in the eyes* I thought we had a connection. *Faith can't help but think that's funny and laughs at his gullibility. She grabs him by his shirt front, shoves him onto the bed and jumps on top of him.*

Faith *excitedly* You wanna feel a connection? It's just skin. *opens his shirt* I see... I want... I take. *kisses him hard* I forget.

She keeps moving above him and rubbing his chest and shoulders.

Xander *nervously* No. No, wait. It was more than that.

Faith I could do anything to you right now, and you want me to. I can make you scream.

She licks her tongue over and around his face and returns to his lips, and kisses him forcefully, seizing his lower lip between her teeth and pulling at it.

Faith *breathlessly* I could make you die.

She kisses him again and gets her hand around his neck. When she pulls away from his lips, he's choking. She kisses him once more, and then rises above him, never letting up on her chokehold. Xander reaches up with one hand to try to push her away and tries to pry her hand from his neck with his other hand, but doesn't have anywhere near the strength necessary to do so. Faith has both hands tight around his neck now, and squeezes hard. He begins to lose consciousness. A few moments more and he's passed out. Faith hears a noise behind her and looks over just in time to be knocked unconscious by Angel.

Cut to Angel's mansion. Faith is chained to the fireplace mantle. She rubs her wrists.

Faith Finally decided to tie me up, huh? I always knew you weren't really a one-Slayer guy.

Angel *plays with a bat* I'm sorry about the chains. It's not that I don't trust you... Actually, it **is** that I don't trust you. *sets the bat aside*

Faith The thing with Xander; I know what it looked like, but we were just playing.

Angel *evenly* And he forgot the safety word. *gets up* Is that it? *walks over to her*

Faith Safety words are for wusses.

Angel *crouches before her* I bet you're not big on trust games, now, are you, Faith?

Faith You gonna shrink me now? Is that it?

Angel No, I just wanna talk to you.

Faith That's what they all say. And then it's just, 'Lemme stay the night. Won't try anything.'

Angel You wanna go the long way around, hey, I can do that. *stands up* I'm not getting any older.

He turns his back on her and walks out into the atrium. Buffy waits there, and stands up when she sees him.

Buffy How's she doing?

Angel It's like talking to a wall. Only you get more from a wall.

Buffy But you'll keep trying, right?

Angel Sure. We're just getting started.

Buffy So, what do I do?

Angel Look, right now, there's nothing that you can do.

Buffy Well, this could take awhile, right? *goes to the stairs* So, I'll just go to Faith's and I'll get some of her stuff. That way she'll see that we're on her side.

Angel That's a good idea.

Buffy Okay. *glances at Faith* I'll be back.

Angel Look, I... I don't want you to get your hopes up, Buffy. She may not want us to help her.

Buffy She does. She just doesn't know how to say it.

Angel She killed a man. That changes everything for her.

Buffy *shakes her head* Giles said with counseling, they might not even need to lock her up.

Angel That's not what I mean. She's taken a life.

Buffy I know.

Angel She's got a taste for it now.

Cut to the Mayor's office. He and Trick are reviewing a security camera tape. On it they see Buffy and Faith enter Allan's office.

Mayor Wilkins Not one Slayer, but two. Right here in the building.

Trick There was supposed to be a guard.

Mayor Wilkins Sh. Here comes my favorite part. *they see them hide in Allan's office* Where the Slayers see us in the hall together, thick as thieves. Oh, wait, we are thieves. And worse. And now they know it.

Trick Well, they're not gonna be much of a threat in jail.

Mayor Wilkins Well, we don't have near enough evidence to put 'em away.

On the tape he and Trick walk out of the building.

Mayor Wilkins No, you're gonna have to come up with a more **efficient** solution. And Mr. Trick, you better think of it soon.

They watch the tape where the two Slayers leave the office after they've gone.

Cut to Angel's mansion. He paces past Faith.

Angel I know what's goin' on with you.

Faith Join the club. Everybody seems to have a theory.

Angel Hmm. *faces her* But I know what it's like to take a life. To feel a future, a world of possibilities, snuffed out

by your own hand. I know the power in it. The exhilaration. It was like a drug for me.

Faith *looks up at him, sarcastically* Yeah? Sounds like you need some help. A professional maybe.

Angel Hmm. *goes to the coffee table* A professional couldn't have helped me. *sits on it* It stopped when I got my soul back. My human heart.

Faith Goody for you. If we're gonna party, let's get on with it. *holds out her wrists* Otherwise, could you let me out of these things?

Angel Faith, you have a choice. You've tasted something few ever do. *stands up, paces* I mean, to kill without remorse is to feel like a god.

Faith *struggles angrily* Right now, all I feel is a cramp in my wrist, *yanks at the chains impatiently* so let me go!

Angel *crouches* But you're not a god. You're not much more than a child. Going down this path will ruin you. You can't imagine the price for true evil.

Faith Yeah? *sneering* I hope evil takes MasterCard.

Angel *smiles* You and me, Faith, *straightens up* we're a lot alike. Time was, I thought humans existed just to hurt each other. *sits next to her* But then I came here. And I found out that there are other types of people. People who genuinely wanted to do right. *looks at her* And they make mistakes. And they fall down. You know, but they keep caring. Keep trying. If you can trust us, Faith, this can all change. You don't have to disappear into the darkness.

Suddenly there is a loud pounding on the door. It is broken in, and Wesley strides straight toward them, holding a large cross and flanked by three others. Angel rushes to head them off, but has to step back from Wesley, who nervously holds the cross in his face. One of his cronies blindsides Angel with a right hook, and he falls to the floor. Another quickly throws a net over him, and the third starts to beat him with a crowbar while the others tie Angel up. Wesley goes over to Faith and removes the shackles from her wrists. While she rubs them and watches Angel get whaled on, Wesley pulls out a set of heavy cuffs and chains, and before she knows it her wrists are bound once again.

Faith *confused* What?

Wesley By the order of the Watcher's Council of Britain... *lifts her up* I am exercising my authority and removing you to England, *guides her out* where you will accept the judgment of the disciplinary committee.

One of the men helps hold Faith, and they all leave the mansion, leaving Angel behind entangled in a mass of net and rope.

Part 4

The streets of Sunnydale. A stepvan drives down a boulevard. Cut inside. Faith is chained to a bench on one side. Wesley and one of his men sit on the bench opposite her.

Wesley I'm sorry for the extreme measures. Unfortunately, this is a rather extreme circumstance.

Faith Whatever.

Wesley Please believe nobody is rushing to judgment. The first priority of both myself and the Council is to help you.

Faith pulls at the ring holding her to the bench.

Wesley Ah, now, none of that. *to his crony* Tighten her restraints. Faith, there's no point in fighting this.

Faith kicks the man in the knee, and he falls to the floor. She presses down on his face with her boot.

Faith Have to disagree with you on that one. Now unlock these or I'll pop this guy's head like a grape.

Wesley hesitates, then spies a wrench on the floor. Faith sees it, too.

Faith Don't even think about it.

She holds up her cuffed wrists for him to unlock. He gives in, stands up, pulls the keys from his pocket and steps over to set her free.

Wesley Faith, you can't keep running.

She punches him hard in the jaw, and he falls onto the wrench. He grabs it and tries to swing at her with it, but she grabs his wrist.

Faith Wrong again, Wes.

She grabs his jacket with her other hand and headbutts him hard. He falls down unconscious. She goes to the doors, kicks them open and jumps out onto the street. She rolls a few times before coming to a stop and watches the van drive away. She looks around to get her bearings and makes her getaway.

Cut to Angel's mansion. Buffy arrives with some of Faith's things. Once inside she notices that Faith is gone, and then sees Angel still struggling to get out of the ropes. She rushes over to help him out.

Cut to the library. Giles, Willow and Xander are all there with Buffy and Angel.

Angel It was the new Watcher. He had a couple of guys helping him.

Willow Then he figured it out?

Giles Which means that Faith will be soon on her way back to England to face the Watcher's Council.

Buffy And then what?

Giles Most likely they'll lock her away for a good long while.

Buffy So we head them off at the airport and stop them.

Willow Can I... I-I'm just wondering. Why? *gets a look from Buffy* I'm not the most objective, I know. I kind of have an issue with Faith sharing my people. *looks at Xander, who closes his eyes* But she murdered someone

and accused Buffy. Then she hurt Xander. I hate to say it, but maybe she belongs behind bars.

Giles thinks about that.

Buffy She's out of control, I know. But Angel was getting somewhere with her. She was opening up. If we could just stop Wesley.

Wesley walks into the library.

Wesley That's no longer an issue.

Giles You let her get away?

Wesley 'Let' wouldn't be the way I'd phrase it, but... Yes, she escaped.

Giles rolls his eyes and takes off his glasses.

Angel That's good work. *walks across the room* First, you terrorize her, then you put her back in the streets. *sits on the table*

Wesley That was hardly my plan. I was trying to save her.

Buffy *accusingly* But you didn't! You probably destroyed her.

Giles *interrupts quietly* Buffy, that's enough. *puts his glasses back on*

Buffy I better find her before she does any more damage. *stands up* We're gonna need to split up. I'll check the docks. That's probably where she is. Giles, why don't you go to her motel? Xander, Willow, her haunts and be careful.

They all get up to leave.

Angel I'll try the airport. *goes*

Everyone walks past Wesley on their way out.

Wesley What can I do? I want to help.

Buffy *resentfully* You still got your ticket back to the mother country?

She follows the others out, leaving him standing there alone.

Cut to the docks. The camera closes in on an old, rusty cargo ship and across to the dock. Buffy walks along it watching for Faith. She passes underneath the gangplank and stops when she hears Faith behind her.

Faith You don't give up, do you?

She's on the ship at the top of the gangplank.

Buffy Not on my friends, no.

Faith Yeah, because you and me are such solid buds, right? *walks down the gangplank*

Buffy We could be. It's not too late.

Faith *disgusted* For me to change and be more like you, you mean? Little Miss Goody-Two-Shoes? *stops halfway, leans on the railing* It ain't gonna happen, B.

Buffy Faith, nobody is asking you to be like me, but you can't go on like this.

Faith *grins evilly* Scares you, doesn't it?

She climbs over the railing and hops down to the dock.

Buffy Yeah, it scares me. Faith, you're hurting people. You're hurting yourself.

Faith approaches Buffy But that's not it. That's not what bothers you so much. What bugs you is you know I'm right. You know in your gut we don't need the law. We **are** the law.

Buffy No.

She turns her back and walks away. Faith follows right behind.

Faith Yes. You know exactly what I'm about 'cause you have it in you, too.

Buffy No, Faith, you're sick.

Faith I've seen it, B. You've got the lust. And I'm not just talking about screwing vampires.

Buffy stops in her tracks.

Buffy Don't you **dare** bring him into this.

Faith taunting her It was good, wasn't it? The sex? The danger? Bet a part of you even dug him when he went psycho.

Buffy No! *continues walking*

Faith follows See, you need me to toe the line because you're afraid you'll go over it, aren't you, B? You can't handle watching me living my own way, having a blast, because it tempts you! You know it could be you!

Buffy has had enough. She stops, faces her and backhand punches her in the jaw. Faith comes up smiling wickedly.

Faith There's my girl.

Buffy tries to get away No. I'm not gonna do this.

Faith doesn't let her go Why not? It feels good. Blood rising.

Buffy hears a noise above, looks up and notices a palette of crates above them, falling directly at Faith. She shoves her out of the way, but gets struck herself and goes down. She is dazed, but not out.

Faith gets up and goes to help Buffy, when Mr. Trick and three other vampires suddenly attack. Faith spins around when she hears them roar, but is soundly punched in the face by Trick, forcing her body to snap to the side. He and another one grab her by her jacket and throw her to the ground. As Faith tries to get to her feet, the second vampire roundhouse kicks her in the face. She blocks it and drops a bit, but manages to get up and block an uppercut from the third one by grabbing his hand. She backhand punches him in the face, making him step back to keep his balance, and turns to face the second vampire. She high blocks a wide swing from him and punches him, making him fall, but the third one behind her flat hands her in the back and she stumbles.

Buffy starts to come out of her daze.

Buffy whispers Oh, God...

The third vampire holds Faith with her arms behind her back. She tries to get free by snapping her heel backwards and striking his kneecap. That has no effect, so she snaps her head back and butts him dead in the nose, but the vamp still doesn't let go of her. The second vampire launches into a half spinning hook kick intended for Faith, but she ducks it and the demon holding her takes the blow, lets go of her and goes down. Faith flies into full spinning, jumping out-to-in crescent kick, hitting the second vampire hard in the face and sending him spinning to the ground. The first vampire runs at her, but she sidesteps him and shoves him into the third, who was just getting up. He isn't knocked down, though, and comes at her. She grabs him and pulls him with her toward the water, and throws him off the dock.

Buffy is out of her daze now, and with difficulty pulls her legs out from under the pallet of crates that fell on her. She gets to her feet, but is immediately punched by Mr. Trick. She falls spinning onto the crates and rolls off onto the concrete. She gets to her feet as Trick approaches and tries to backhand punch him, but he middle blocks it, so she punches him in the gut instead. Her jab is weak, though, and has no effect on him. Trick does a painful right hook to her face. Buffy stumbles backward. Trick advances and swings again, this time snapping her head back with a powerful uppercut, making her fall onto another pile of crates.

Faith does a half-spinning hook kick, connecting with the second vampire's jaw. He falls onto an open barrel and struggles not to fall in. The first one comes at her again, but she has her stake out now and jams it home. He explodes into ashes. She looks over and sees Buffy struggling with Mr. Trick. He wraps a cord around her neck and begins to choke her. But Faith isn't finished with her fight yet. The second vampire throws off the barrel, only to become intimate with her stake and burst into ashes.

Faith sees Trick yank at the cord around Buffy's neck and pull her off of the crates. He pulls her up and swings her around into a pallet leaning against still more crates. She hits it hard and falls to the pavement. Faith looks around, trying to decide what to do. She sees Trick pick Buffy up again and slam her against the huge crates. Buffy struggles to get loose, but the cord around her neck is too tight.

Trick I hear once you've tasted a Slayer, you never wanna go back.

He opens his fang-filled mouth wide and moves in for the bite. Buffy struggles to keep him away, but can't. Suddenly Mr. Trick stops and looks up in wide-eyed shock.

Trick Oh, no. *shakes his head* No, this is no good at all. *He begins to fall and explodes into ashes as Faith pulls*

her stake back. The two Slayers look at each other uncertainly for a long while. Faith lowers her stake. Buffy massages her neck.

Cut to the library. Buffy sits at the table while Giles pours her some coffee from his thermos.

Giles So she saved you. *walks slowly around the table*

Buffy She could have left me there to die, Giles, but she didn't.

Giles She opted to come back to town with you. That... That bodes well. *sits* She still has a lot to face before she can put this behind her.

Buffy I'm not gonna give up on her.

Giles *pours himself a cup* Then I think she stands a chance.

Cut to the Mayor's office. He pulls on his overcoat, getting ready to leave for the night. He looks down at his desk and adjusts the angle of the penholder, gives a satisfied nod, picks up his briefcase and heads for the door. When he opens it he is surprised to see Faith standing there, arms crossed.

Faith *accusingly* You sent your boy to kill me.

Mayor Wilkins *unfazed* That's right, I did.

Faith He's dust.

Mayor Wilkins I thought he might be. What with you standing here and all.

Faith *steps brazenly into the doorway* I guess that means you have a job opening.

The Mayor steps back to let her enter and closes the door.

Dopplegangland

Written by **Joss Whedon**

Directed by **Joss Whedon**

Prologue

A dark chapel. Dozens of candles on several tall iron candleholders are standing around the chamber. An altar stands at one end. Upon it sits the high demon D'Hoffryn. Kneeling before him on a small rug is Anya, she who was Anyanka, once demon but now doomed to be mortal, pleading her case.

D'Hoffryn *resolutely* Do not ask again.

Anya *shocked* But... But I...

D'Hoffryn *sternly interrupts* Your powers were a gift of the lower beings. You have proved unworthy of them.

Anya I was robbed of them.

D'Hoffryn By your carelessness.

Anya *dramatically* For a thousand years I wielded the powers of The Wish. I brought ruin to the heads of unfaithful men. I brought forth destruction and chaos for the pleasure of the lower beings. I was feared and worshipped across the mortal globe. *disgustedly* And now I'm stuck at Sunnydale High. *despondently* Mortal. Child. And I'm flunking math.

D'Hoffryn *dismissingly* This is no concern of ours. You will live out your mortal life and die.

Anya *pleadingly* Give me another chance. You can fold the fabric of time. Send me back to that place and I'll change it. I won't fail again.

D'Hoffryn Your time is passed.

Anya *desperately* Do you have any idea how boring twelfth graders are? *stands up* I'm getting my power center back. *defiantly* And if you won't help me, then, by the pestilent gods, I will find someone who will!

Cut to Sunnydale High. Willow is lying on a grassy area, concentrating hard. Soon a pencil floats up into view and starts to slowly turn end over end. Willow smiles at her successful levitation. Beside her, Buffy does sit-ups.

Buffy The Watcher Council shrink is heavy into tests. He's got tests for everything. T.A.T.s, Rorschach, associative logic... *grunts and sits up* He even has that test to see if you're crazy that asks if you ever hear voices or you ever wanted to be a florist.

Willow *looks over at Buffy* Ooo, I used to want... *reconsiders* Wait. Florist means crazy, right? *turns back to her pencil* I never wanted to do that.

Buffy does some stretching exercises while she watches the pencil as well.

Buffy *smiles, impressed* Neat.

Willow *grins* Thanks. It's all about emotional control. Plus, obviously, magic. *looks at Buffy, giddily* Hey, you wanna go to the Espresso Pump and get sugared up on mochas?

Buffy I'm gonna pass. Hit the pool and do some laps.

Willow *bewildered* How come the sudden calisthenics? Aren't you sort of naturally buff, Buffy? *smiles and giggles* Buff buff.

Buffy Well, they've got us running around on the physical side, too. A lot of reflex evaluation and precision training, you know. I-I just... Well, I-I wanna do...

Willow *smiles knowingly* Better than Faith?

Buffy *embarrassed* So very shallow.

Willow *sits up* Competition is natural and healthy. Plus, you'll definitely ace her on the psych tests. Just don't mark the box that says, 'I sometimes like to kill people.'

Buffy *ruefully* I know Faith's not gonna be on the cover of Sanity Fair, but... she had it rough. Different circumstances, that could be me.

Willow *shakes her head* No way. Some people just don't have that in them.

Buffy *apologetically* Look, I'm sorry. I-I know how you hate talking about Faith.

Willow No, it's okay.

Buffy No, really, we should just... *glances at the pencil*

Willow No. I-it doesn't bother me. I mean it.

Buffy *notices the pencil* Uh, Will?

Willow *looks at it* Oh.

The pencil is spinning wildly. An instant later it darts off and buries itself deeply into a tree. Willow gives Buffy a concerned look.

Buffy Emotional control?

Willow *abashed* I'm working on it.

Part 1

Sunnydale High School. Cut to Principal Snyder's office. He stands at the door, hands in pockets, looking with great satisfaction at Willow and Percy West, who are seated facing his desk.

Snyder As far as I'm concerned, this is a marriage made in heaven. *takes off his jacket* Willow Rosenberg, de-

spite her unsavory associations, *hangs it on the coat rack* represents the pinnacle of academic achievement at Sunnydale High. *strolls up to them* Percy West represents a devastating fast break *puts his hand on Percy's shoulder* and 50% from behind the three-point line. *goes around his desk to his chair*

Willow *confused* I-I'm not sure I understand the marriage part. *glances at Percy*

Snyder *indicates Willow* You've got the brains, *indicates Percy* he's got the fast break. *brings his hands together* It's a perfect match.

Willow *very confused* Match? *double-takes at Percy* You want us to breed?

Snyder I want you to tutor him. *sits* Percy is flunking history. Nothing seems to be able to motivate him.

Percy *flippantly* Hey, I'm **challenged**.

Snyder *raises his eyebrows* You're lazy, self-involved and spoiled. That's quite the challenge. But we need a winning year, especially after last year's debacle with the swim team. Can't have our point guard benched. *to Willow* So, you're gonna take on a little teaching job. *encouragingly* I know how you enjoy teaching.

Willow *makes feeble excuses* Well, I have a lot of work of my own.

Snyder You've got a letter of acceptance from every university with a stamp.

Willow Y-yes, but I still have classes and I don't...

Snyder *interrupts* Rosenberg, it's time to give something back to the community. *stands up* I know you wanna help your school out here. Ask me how I know.

Willow *obediently* How do you...?

Snyder *interrupts, glares ominously* I just... know.

Cut to the library. Willow and Buffy push the doors open and walk in.

Buffy So he threatened you? With what?

Willow Well, i-it wasn't exactly anything he said. It was all in his eyes. I mean, there was some nostril work as well, but mostly eyes.

Buffy Snyder needs me to kick his ass.

Willow Oh, no, Buffy, don't get in trouble. I'll be okay. *They reach the study table. Willow sets down her books, Buffy sits on it.*

Willow I just hate the way he bullies people. He just assumes everyone's time is his.

She lifts her bag from her shoulder and sets it down also as Giles comes out of his office sucking on a lollipop.

Giles Willow, get on the computer. I want you to take another pass at accessing the Mayor's files.

Willow *happily* Okay.

She heads behind the counter to use the computer there. Faith comes into the library followed by an out-of-breath Wesley.

Faith *sarcastically* Well, that was a blast.

Giles How did it go?

Faith *points at Wesley behind her* Princess Margaret here had a little trouble keeping up.

Wesley makes it to the counter and leans heavily against it. Buffy raises her eyebrows at the sight.

Giles *to Wesley* How did it go?

Wesley *panting heavily* Faith, uh... *pants* did quite well on the obstacle field. *pants* Still a little sloppy, though. *Faith shoots him an incredulous look.*

Giles Do you feel up to, uh, taking Buffy out, or shall I?

Wesley *pants* Oh, no, no, no. *pants* I'll be fine. *pants* Just give me a minute. *pants* And some defibrillators, if it's *pants* not too much trouble.

Faith You're gonna love it, B. It's just like fun, only boring. *grimaces*

Giles *sternly* Faith, this evaluation is a necessary part of the Council's...

Faith *apologetically* I know. I'm on board here. Just shooting my mouth off.

Buffy I better change.

She starts to walk out. As she passes by, Faith leans toward her.

Faith Good luck.

She reaches out, lightly brushes Buffy's shoulder with her hand and gives her a little smile. Buffy returns the smile weakly and continues out. Wesley takes a deep breath and follows her. Faith notices Willow at the computer and hops up on the counter to sit and watch.

Faith What cha doin'?

Willow *trying to concentrate* I'm trying to access the Mayor's personal files.

Faith *surprised* Can you do that?

Willow Well, he's got some tricky barriers set up.

Faith *warily* Can you get past 'em?

Willow *stubbornly* Eventually I'll get through.

Faith watches intently as Willow continues her hacking. Cut to a spacious new studio apartment. Mayor Wilkins considers Faith's report.

Mayor Wilkins *musingly* That's very interesting.

Faith Yeah, I thought so, too. *looks around* Are you serious about this place? *continues exploring*

Mayor Wilkins Of course I am. No Slayer of **mine** is gonna live in a fleabag hotel. That place has a very unsavory reputation. There are immoral liaisons going on there.

Faith *checks out the kitchen* Yeah, plus all the screwing. This place is the kick!

She walks past a leather punching bag hanging in a corner and continues into the sleeping area.

Mayor Wilkins We'll keep your old place, in case you need to see your friends there, but from now on...

Faith jumps up on the bed and bounces.

Mayor Wilkins *appalled* Oh, hey, hey, hey! Shoes! Shoes!

Faith hops off of the bed and goes up to the Mayor.

Faith *smiling sultrily* Thanks, Sugar Daddy.

Mayor Wilkins *admonishingly* Now, Faith, I don't find that sort of thing amusing. I'm a family man.

He steps aside to let Faith continue looking around.

Mayor Wilkins *briskly* Now, let's kill your little friend.

Faith gives him an uneasy look.

Mayor Wilkins *reassuringly* Don't worry. I wouldn't ask you to do it. Not this early in the relationship. *Faith sits, doubtfully considers* Besides, I think a vampire attack would be less suspicious anyway. In the meantime, let's take a look at the rest of the apartment, huh? *Faith stands up again* If I'm not mistaken, some lucky girl has herself a PlayStation.

Faith *grins broadly* No way.

Mayor Wilkins *grins back proudly* Yes way! *chuckles happily*

Faith heads over to the TV to check it out.

Cut to the halls at Sunnydale High. Oz finds Willow as she walks along.

Oz Hey!

Willow Oz! Hi!

They smile at each other and move closer to hug.

Oz There's something about you that's causing me to hug you. *teasingly* It's like I have no will of my own.

They move apart. Willow has a huge smile on her face.

Willow Where were you yesterday?

They start walking, holding hands.

Oz Mm... We got back late, sort of very.

Willow *perplexed* We? Who? Where?

Oz The band. We had a gig in Monterey Sunday night.

They stop by a classroom.

Willow *distressed* Oh, you did? How come I didn't know?

Oz *surprised* I thought you did.

Willow *hurt* Maybe I would have liked to go.

Oz Didn't figure you for missing school.

Willow *disappointed* You think I'm boring.

Oz I'd call that a radical interpretation of the text. We're playing tonight at the Bronze.

Willow *apologetically* I can't. I have too much homework.

Oz *invitingly* If you get done early...

He steps toward the classroom. Their hands don't part until necessary.

Cut to the quad. Percy comes up the stairs from the underpass below the administrative offices. Willow catches up with him. He just continues walking, completely disinterested.

Willow Percy! Hey. Listen, I thought we could get together today at lunch and go over your Roosevelt paper. You know, what books you'll need and stuff.

Percy *purposely obtuse* What are you talking about?

Willow Me tutoring you. Your, your history paper?

Percy Oh, yeah, yeah. Snyder said **you** were gonna do it.

Willow *surprised* He never said that.

Percy *gives her an obnoxious look* What meeting were **you** at?

Willow Look, I-I'll get the books you need. Just meet me at lunch and...

Percy *interrupts* No, no, no. I don't have any time at lunch. I gotta hang out.

Willow Well...

Percy *stops and faces her, impatiently* What, what, you got something better to do? Just type it up and put my name on it. Oh, and don't type too good. Dead give-away. *leaves*

Willow can't believe his attitude and sinks down on one of the benches dejectedly. She takes off her pack, reaches in and pulls out a banana.

Willow *with resolve* I'm eating this now. *daringly* It's not lunchtime, I don't even care.

Before she can begin peeling it, Buffy and Xander walk up to her.

Buffy Hey.

Xander Willow, did you remember to tape Biography last Friday?

Willow *absently* Uh-huh. *struggles with the banana*

Buffy *to Xander, proudly* See, I told you. Old Reliable.

Xander nods and smiles. Willow is not amused.

Willow *sourly* Oh, thanks.

Buffy *taken aback* What?

Willow 'Old Reliable'? Yeah, great. *reprovingly* **There's** a sexy nickname.

Buffy Well, I-I didn't mean it as...

Willow No, it's fine. I'm 'Old Reliable'.

Xander She just means, you know, the geyser. You're like a geyser of fun that goes off at regular intervals.

Willow *disgustedly* That's Old Faithful.

Xander Isn't that the dog that, that the guy had to shoot...

Willow *incensed* That's Old Yeller.

Buffy Xander, I beg you not to help me. Will, I-I didn't mean it as a bad thing. I-I think it's good to be reliable.

Willow *stands up, annoyed* Well, maybe I don't **wanna** be reliable all the time. Maybe I'm not just some door-mat person. Homework Gal.

Xander I'm thinking nerve strike.

Willow huffs at him and starts to go, but turns back.

Willow Maybe I'll change my look! Or cut class. You don't know.

Buffy and Xander just give her surprised looks.

Willow *holds up her banana defiantly* And I'm eating this banana. Lunchtime be damned! *strides off*

Buffy *goes after her* Will, wait. I'm really sorry...

Willow *interrupts, chiding gently* Buff, I'm storming off. It doesn't really work if you come with me.

Buffy *chastened* Oh.

Willow goes on her way. Buffy looks back sadly at Xander.

Cut to the halls. Willow starts trudging up the stairs. Anya notices her.

Anya Uh, Willow?

Willow *turns around* Uh, hi. *doesn't recognize*

Anya *gestures at herself* Anya. *smiles* I'm sort of new here. *hopefully* Um, I know Cordelia?

Willow *smiles thinly* Oh, fun.

Anya Yeah. Um, listen, *steps up closer to her* I have this little project I'm working on, and I heard you were the person to ask if...

Willow *interrupts, ironically* Yeah, that's me. Reliable-- Dog-Geyser Person. What do you need?

Anya Oh, it's nothing big. *secretively* Just a little spell I'm working on. *shrugs*

Willow *suddenly interested, steps down to her* A spell? *nonchalantly* Oh. I like the black arts.

Anya I just need a secondary to create a temporal fold. I heard you were a pretty powerful wicca, so... *shrugs again*

Willow *smiles excitedly* You heard right, mister! I-I-I'm always ready to work some dark mojo. *hopefully* So, tell me, is it dangerous?

Anya *dismissively* Oh, no. *shakes her head*

Willow *disappointed* Well, could we pretend it is?

Cut to an empty classroom after school. The camera pulls back from a large white plate with a representation of Anya's lost necklace painted on it. Willow kneels facing it, arranging herbs, bones and candles. Anya sits at a desk and prepares a mixture of sands and powders.

Anya The necklace was a family heirloom passed down for generations. Then it was stolen from my mom's apartment.

Willow How does the spell work?

Anya *gets up* Uh, well, we both call on Eryishon, *kneels opposite Willow* the Endless One, offer up the standard supplication, then there's a teensy temporal fold. *smiles weakly* We hope. Um, then I pour the sacred sand on the representation of the necklace, and Eryishon brings it forth from the time and place it was lost.

Willow *smiles* Cool.

Anya Are we ready?

Willow *slightly nervous* I think so.

Anya takes a deep breath and holds her hand out palm up over the plate.

Anya Eryishon. K'shala. Meh-uhn.

Willow also reaches out with her hand palm up, keeping hers tip-to-tip with Anya's.

Willow Diprecht. Doh-tehenlo nu-Eryishon.

Anya picks up the bottle of sacred sand and holds it over the plate.

Anya The child to the mother.

Willow takes hold of the bottle as well.

Willow The river to the sea.

Anya *closes her eyes* Eryishon, hear my prayer.

Willow closes her eyes also. There is a low rumbling, and a pillar of energy appears over the plate and around the girls' hands. Their hands begin to shake, and Willow whips open her eyes, surprised by how powerful this spell actually is.

She sees scenes from an alternate universe: Anyanka choking Giles, licking her fingers, herself and Xander as vampires, Anyanka's necklace, Buffy staking Xander, herself as a vampire, herself impaled on the broken wood of the cage, Anyanka's necklace smashed, her vampire self attacking Buffy and getting backhand punched, the Master watching, herself falling to the floor, being grabbed by Larry, sitting alone in an empty factory without the machine, Oz coming for her, the Master grabbing Buffy.

*In the classroom Anya turns over the bottle of sand, and it pours out. Some of it sifts through Willow's fingers before hitting the plate. More **visions follow** Angel letting the imprisoned humans out, herself fighting one, Oz still coming for her, reaching out to grab her...*

Suddenly she disappears from the scene.

Willow flashes back to the classroom, where she has a wide-eyed look of surprise and shock on her face. The pillar of energy fades, and she pulls back her hands, breathing hard.

Willow That was... W-w-what was that? *slowly stands up*

Anya *feels for her necklace in the sands* Oh, it's not here. *pounds the floor, frustrated* It's not here!

Willow *composes herself* Okay, that's a little blacker than I like my arts.

Anya *exasperated* Oh, don't be such a wimp.

Willow *very uneasy* That, that-that wasn't just some temporal fold, that was some weird Hell place. I-I don't think you're telling me everything.

Anya *tersely insistent* I swear, I am just trying to find my necklace.

Willow *indignantly* Well, did you try looking inside the sofa **in Hell**?

Anya Look, *smiles sweetly* we'll just try it again, and...

Willow *steps back* No! I-I think emphatically not!

Anya *angrily* I can't do it by myself!

Willow *gathers her things* That's a relief. I'm outta here.

Anya *furiously* Fine! Go! *mutters to herself* Idiot child. *Willow overhears that, and doesn't appreciate it.*

Willow reaches down, haughtily I believe these chicken feet are mine. Look, m-magic is dangerous, Anya, i-it's, it's not to be toyed with. Now, if you'll excuse me, I have someone else's homework to do.

She leaves the room. Anya looks down at the plate, frustrated, then picks it up.

Anya anguished Nothing! smashes it

Cut to the factory. It's empty except for a lot of small debris. Evil Willow jerks up from the floor and looks around, shocked to suddenly find that the Master, his machine, the humans, the vampires, everything is gone. Evil Willow This is weird.

Part 2

Cut to the street in front of the Sun Cinema. "Hotel" and "The Goose Ran" are the featured films. The camera pans down from the sign to several children running along the sidewalk and comes up on Evil Willow. She's standing in the street, disoriented and confused by everything she sees around her. There are so many people and children boldly walking and running around at night without a care in the world. To her it's all strange. Very strange. These people should be cowering in their homes, not out enjoying themselves. As she walks along the yellow centerline, some people walk by her, crossing the street from the theater to the Espresso Pump, coming within reaching distance, blissfully unaware of who she is. No one fears her. No one even notices her. Behind her she hears a girl screaming and turns to look, but the girl is just resisting some teasing from her boyfriend, not shaking in fear of a vampire. An old woman approaches her, not even put off by her full leather attire.

Old woman E-e-excuse me, young lady...

Evil Willow faces her and snarls. The lady is frightened, and she backs away shaken, but she's not terrified as Evil Willow would have expected, probably assuming she was just another punk. She rolls her eyes and continues.

Cut to the Bronze. k's Choice is on stage performing "Virgin State of Mind", a slow bluesy number, while several couples slow dance to it.

Lyrics There's a chair in my head on which I used to sit / Took a pencil and I wrote the following on it / Now there's a key where my wonderful mouth / Used to be
Evil Willow enters and looks around. The place is calm, especially compared to what she's used to. People are hanging out, chatting, drinking, playing pool. Only a few eyes notice her in her black leather.

Lyrics Dig it up, throw it at me / Dig it up, throw it at me
Evil Willow stops by a pool table and looks forlornly all around, taking in the situation.

Lyrics Where can I run to / Where can I hide / Who will I turn to / Now I'm in the virgin state of mind

A guy in a leather jacket can't help but notice Evil Willow as she walks around him, staring appraisingly at him with her evil scowl. She just keeps going. He doesn't want anything to do with her.

Lyrics Got a knife to disengage the voids that I can't bear / Cut out words I've got written on my chair / Like, do you think I'm sexy / And do you think I really care
Evil Willow begins to get depressed about how things suddenly are. She doesn't watch where she's going, and neither does Percy, who bumps into her.

Percy Hey! recognizes her, surprised, then amused
Rosenberg? What are you doing, trick-or-treating? points at her You're supposed to be at home doing my history report. I flunk that class, you're in big trouble with Snyder. smugly Till we graduate, I own your ass. She raises her eyes and looks at him with weary amusement.

Evil Willow Bored now.

She shoves the heel of her hand squarely into his chest, sending him flying onto a pool table. He lands hard on his back, and his momentum forces him into a back roll off of it. Several guys around them are shocked.

Guy#1 Whoa, whoa, whoa, man!

Guy#2 Hey!

Guy#1 What's up with **that**, man?

Guy#3 What the heck?

Evil Willow now has the attention of the crowd as she slowly goes over to Percy.

Evil Willow pensively I'm having a terrible night.

She reaches down and lifts Percy up from the floor by his throat, digging her fingertips into his flesh and choking him.

Evil Willow expectantly Wanna make it better?

Percy tries to punch her, but she idly blocks him and looks up into his eyes, sadly at first but then with a wide grin when Percy can't pull her hand off. He clutches her neck with his other hand and tries to choke her. Some guys in the background make fun of Percy, unaware of the seriousness of his situation.

Guy#4 Check it out!

Xander comes up behind him, eager to get in on the fun.

Xander What's going on? Is there a funny thing?

The guys laughingly point over at Evil Willow and Percy, who have both hands around each other's necks now. Percy is choking, while Evil Willow just continues to smile. Xander runs up behind Percy and yanks him off of her, throwing him to the floor.

Xander Back off! You stay the hell away from her!

Percy panicked Okay! Sure! *scrambles away*

Xander turns back to make sure Willow is okay, but is stunned by the way she's dressed. For her part, Evil Willow's face brightens, glad to finally see a familiar face.

Evil Willow *thrilled* Xander!

Xander *amazed* Will, changing the look not an idle threat with you.

Evil Willow *smiles widely* You're alive!

She hugs him, running her hands sensuously over his neck and back.

Xander Uh... Will, this is verging on naughty touching here. *her hands go further down* Don't wanna fall back on bad habits. *her hands reach his butt jumps, surprised* Hands! Hands in new places!

Evil Willow *realizes, confused, revolted* You're alive.

Xander *nods, eyeing her curiously* You mentioned that before. Will, are you okay?

Evil Willow *distraught* No! Everything's different.

Buffy *finds them* Oh. There you are.

Xander *never looking away from Evil Willow* Hey, Buff.

Buffy Aren't you gonna introduce me to your... *recognizes* Holy **God**, you're Willow.

Evil Willow *recognizes the Slayer, vehemently* You.

Buffy *tries to be polite* You know what? *smiles supportively* I, I like the look. *stammers* It's, um... it's, it's extreme, but it, it, it looks good, you know, it's a *breathes deeply* leather thing, and, uh... *to Xander* I said extreme already, right?

Evil Willow *steps up to Buffy, eyes narrowed with hatred* I don't like you.

Buffy *taken aback* Will, I'm sorry about today. You know how my foot likes to live in my mouth. *puzzled* But you know... y-you really didn't have to prove anything.

Evil Willow glares at both of them with disgust. She has nothing to say to these humans.

Evil Willow *Leaving now. starts away*

Xander Will, gotta say, not lovin' the new you.

Buffy *goes after her* Will, wait...

She grasps Evil Willow's arm from behind and turns her around, and is dumbfounded when she sees her in her vampire guise.

Evil Willow *roars* Get off me!

She shakes the Slayer off and stalks away, leaving Buffy and Xander standing there in complete shock and dawning horror.

Cut to an alley. Evil Willow strides along it at a brisk pace. Behind her two vampires come into view.

Alfonse Willow Rosenberg.

Evil Willow *stops and smiles to herself in anticipation* I'm not supposed to talk to strangers.

Alfonse Then we won't talk.

He nudges his partner to attack. Evil Willow does a side kick at him, sending him stumbling back. Alfonse lunges at her, but she grabs onto his shoulder and uses his momentum to flip him to the ground. She turns around and does a half-spinning hook kick to the other one's head. He backs up a step, but keeps his balance and leans back in to punch Evil Willow. She middle blocks two shots and follows up with a punch to his head. She grabs his shoulder while he's dazed and flips him over onto his back. Alfonse comes at her again, and she connects with a roundhouse kick to his side. He falls, but gets up quickly and grabs her shoulder. She grabs onto his hand to keep it in place, and with her other hand she pushes down on his shoulder, forcing him to flip forward onto his back. She takes his hand and jerks it back hard, snapping his wrist. He grunts in pain and gives in.

Evil Willow *reprovingly* You made me cranky.

She brushes her fingers against his.

Alfonse *panting* There's been a mistake here. We were sent after a human.

Evil Willow *intrigued* Really? Who do you work for?

Alfonse *hoarsely* I'm not telling you a thing.

With a half-smile, she takes one of his fingers and bends it back sharply, breaking it. He screams in pain.

Evil Willow *still smiling* Who do you work for?

Alfonse *gives in* Wilkins. The Mayor.

She takes another finger and breaks it, too. Again he cries out in pain.

Evil Willow **Who** do you work for? *bats her eyes suggestively*

Alfonse *gets it* You.

She drops his arm and lets him up. The other vampire gets up also, rubbing his head.

Evil Willow *commands* Get your friends. Bring them here. The world's no fun anymore. *smiles evilly* We're gonna make it the way it was. Starting with the Bronze. *Alfonse nods obediently at his new boss.*

Cut to the library. Buffy and Xander come in, both silent, very detached from reality. Giles hears them come in and walks out from his office.

Giles Oh, Buffy. I thought you were going out tonight. I didn't expect...

He sees the oppressive grief in their expressions.

Giles *very worried* What is it?

Cut to later, after they've explained. They all sit on the stairs to the stacks, detached and staring off into space. Giles dangles his glasses from his hands. Xander idly handles a cross.

Xander *takes a breath* This isn't real.

Buffy *numbly* I can't feel anything. Arms, legs, anything.

Giles She was truly the finest of all of us.

Xander Way better than me.

Giles *nods decisively* Much, much better.

Xander It's all my fault.

Buffy *despairingly* No, it's me. I-it's me. I'm the one that called her reliable. She must have gone out and gotten attacked, which she never would have done if I hadn't have called her reliable. And now my best friend is...

Willow walks in and finds them there.

Willow *curiously* What's going on?

They all look up surprised. Xander lifts his cross in defense. Willow notices their sad faces and is amazed at their expressions.

Willow Jeez, who died?

She notices just how deeply sad they really are and realizes she may have gotten it right.

Willow *almost panicked* Oh, God! Who died?

Xander jumps up and gets in Willow's face with the cross.

Xander Back! Get back, demon!

She doesn't cower from it, but instead shows deep concern for him, thinking maybe he's flipped out or something. Xander shakes the cross as though it were broken and puts it back in her face. Buffy and Giles notice that she's not frightened of the cross, and slowly approach.

Buffy *breathlessly* Willow, you're alive?

Willow *puzzled* Aren't I usually?

Without any further hesitation, Buffy runs the two steps to her best friend and hugs her hard and close.

Buffy Oh!

Willow is surprised, and lets out a little groan from the tightness of the embrace. An instant later Xander is also hugging her for all he's worth.

Willow *wonderingly* I love you guys, too?

The hug goes on for a long moment before it gets too intense for Willow.

Willow Okay. Oxygen becoming an issue.

They both let go, smiling at her with tears in their eyes. She smiles back, but still doesn't know what to make of it all.

Willow Giles, what's going on with these...

Before she can finish she finds herself being warmly embraced again by the normally reserved Watcher.

Willow Oh!

Again she groans from the tightness of the hug, and Giles quickly releases her, a bit embarrassed at his emotional display.

Giles Oh. Sorry. *backs away*

Willow *still wondering* It's really nice that you guys missed me. *wide-eyed* Say, you all didn't happen to do a bunch of drugs, did ya?

Xander *breathless* Will, we saw you at the Bronze. A vampire.

Willow *startled, then insulted* I'm not a **vampire**.

Buffy You are. *gets a look from Willow* I-I mean, you, you were. *very confused* Giles, planning on jumping in with an explanation any time soon?

Giles *very unsure* Well, uh... something... something, um, very strange is happening.

Xander *facetiously* Can you believe the Watcher's Council let this guy go?

Cut to the Bronze. Anya walks up to the bar and sits.

Anya *wearily* What a day. *to the bartender* Gimme a beer.

Bartender *deadpan* I.D.

She gives him an incredulous look.

Bartender I.D.

Anya *loses it, thumps her fists on the bar* I'm eleven hundred and twenty years old! Just gimme a friggin' beer!

Bartender *unimpressed* I.D.

Anya *sighs, defeated* Gimme a Coke.

Cut to the stage. Oz and Devon set up their equipment.

Devon Man, we need a roadie. *wistfully* Other bands have roadies.

Oz Well, other bands know more than three chords. Your professional bands can play up to six, sometimes seven **completely** different chords.

Devon That's just, like, fruity jazz bands.

He looks worriedly at Oz, seeking confirmation for this theory.

Angel *finds them* Oz.

Oz Hey, man. You looking for Buffy?

Angel As always.

Oz Well, no sightings as of yet, but I think she said she'd show.

The door to the club opens, and in walk several vampires. They fan out into the crowd. The people back away in fright. Alfonse comes in last, grabs an unlucky boy and throws him into a table.

Oz *quietly to Angel* That doesn't look good.

Alfonse *yells* EVERYBODY, SHUT UP!

From over at the bar, Anya notices the vampires and begins to take an interest.

Alfonse *to everyone* Alright. Nobody cause any trouble or try to leave... and nobody gets hurt.

Angel *quietly* Why don't I believe him?

Oz *quietly* Well, he lacks credibility.

They notice one of the vampires prevent a guy from leaving through the back door.

Oz Can you get outta here?

Angel *eyes cast upward* Skylight in the roof. I can make it.

Oz *worried* I think we need some backup.

Angel *evenly* I think I'm needed here.

Oz *raises his eyebrows* Ten to one. Could get pointless.

The door opens again and another vampire enters, followed closely by Evil Willow. She looks around at everyone, very pleased. Anya straightens up now, quite intrigued. Evil Willow smiles when she reaches the middle of the empty dance floor.

Evil Willow Look. Everyone's all afraid. *sighs blissfully* It's just like old times.

Oz *in utter disbelief* Get Buffy. Do it now.

Angel wastes no time, wheels around, and begins climbing the stage ropes to the roof. Devon gets in close behind Oz.

Devon *quietly, smiling* Dude, check out your girlfriend. *Evil Willow saunters leisurely over to a girl alone at a table.*

Evil Willow *sweetly* What's your name?

Sandy Sandy.

Evil Willow lightly brushes her hands along Sandy's arm and takes her hand. She slowly pulls her onto the dance floor where everyone can see them.

Evil Willow You don't have to be afraid... *smiles disarmingly* just to please me. *to everyone* If you're all good boys and girls, we'll make you young and strong forever and ever.

She turns Sandy around to face the stage and stands behind her, continuing to fondle Sandy's shoulders and head.

Evil Willow *enticingly* We'll have fun.

Sandy flinches when Evil Willow grasps her hair and pulls it to the side, forcing Sandy to tilt her head, leaving her neck bare. Evil Willow lasciviously licks the girl's neck.

Evil Willow If you're not...

She looks around warningly, vamps out, smiles, licks her lips and roars as she bites Sandy savagely on the neck and drains her dry. Oz tries to run from the stage to Sandy's aid, but is stopped by one of the vampires.

Devon *to Oz* No, man!

When Evil Willow is finished feeding, she lets Sandy's lifeless body collapse to the floor and morphs back to her human guise.

Evil Willow *idly curious* Questions? Comments?

Oz *shocked* Willow. You don't wanna do this.

Evil Willow *approaches blithely* I don't? *smiles proudly* But I'm so good at it.

The vampire holding Oz lets him go down to meet her.

Oz *horrified* Who **did** this to you?

Evil Willow *recognizes him* I know you. *disgustedly* You're a White Hat. *eyes narrow, puzzled* How come you're talking to me like we're friends?

Anya slowly comes up to her from behind.

Anya *unafraid* 'Cause he thinks you're someone else. He thinks you're the Willow that belongs in **this** reality.

Evil Willow *confused* Another me?

Anya You know this isn't your world, right? I mean, you know you don't belong here.

Evil Willow *softly* No. This is a dumb world. *smiles wistfully* In my world there are people in chains, and we can ride them like ponies.

Anya *states the obvious* You wanna get back there.

Evil Willow *nods mournfully* Yeah.

Anya So do I.

Cut to the school. Cut to the library. Giles sits deep in thought. Willow leans in Giles' office doorway while Buffy and Xander sit on the study table.

Willow This is creepy. I don't like the thought that there's a vampire out there that looks like me.

Xander Not looks like. Is.

Buffy It was exactly you, Will, every detail. Except for your not being a dominatrix. *uneasily* As far as we know.

Willow *rolls her eyes, grins sardonically* Oh, right. Me and Oz play 'Mistress of Pain' every night.

Giles furrows his brow. Buffy and Xander's eyes glaze over.

Xander Did anyone else just go to a scary visual place?

Buffy Oh, yeah.

They all look up when Angel makes a quick and noisy entrance, breathing hard from running.

Angel *very upset* Buffy, I... I just... Something's happened that...

He pauses when he gets patient, waiting looks from Buffy and Xander.

Angel *blurts it out* Willow's dead.

Buffy and Xander nod knowingly. Willow straightens up from leaning against the door frame. Angel notices her.

Angel *distractedly* Hey, Willow.

He looks back at Buffy and Xander. Xander raises his eyebrows at him. Suddenly it clicks in Angel's mind, and he does a double take at Willow.

Angel *very confused* Wait a second.

He looks back at Buffy and Xander for confirmation. Giles raises his eyebrows, rolls his eyes and grimaces.

Xander *understandingly* We're **right** there with you, buddy.

Buffy We saw her, too, at the Bronze.

Willow smiles reassuringly at him and blithely waves.

Angel *still somewhat unsure* Okay. She's there now with a cadre of vampires looking to party.

They all immediately get up and head out.

Buffy *resignedly* We can figure out who she is **after** we stop the feeding frenzy.

Cut to the hall.

Buffy How many of them were there?

Angel Eight or ten.

Buffy *to Giles* Should we call Faith?

Giles No, I don't want her in combat yet. Not around civilians.

Xander *heartily* Hear, hear.

Willow *holds back* Guys? *they stop and look back* What are we gonna do with me? The... other... me?

The three men look at each other uncomfortably, shuffling their feet and hanging back. Buffy realizes she has to take the lead.

Buffy *comes closer to Willow* I don't know, Will. *hesitates* I mean, we just have to stop them.

Willow I-I get that. I just kind of wanted to know... *thinks of something* Oh! Hey, uh, go. I-I'll catch up.

She heads back into the library as the others go. Cut inside the library. Willow goes to the checkout counter and leans over, but can't reach what she's looking for. She starts to go around it, but an arm reaches around from behind and grabs her. A hand clamps over her mouth to prevent her from screaming.

Evil Willow *gloating* Alone at last.

Part 3

The library. Evil Willow turns Willow around and looks her up and down, particularly noticing her pink sweater.

Evil Willow *appraisingly* Well, look at me. *doubtfully* I'm all fuzzy.

Willow What do I want with you? *catches herself* Uh...

Evil Willow *grimly* Your little school friend Anya said that you're the one that brought me here. She said that you could get me back to my world.

Willow Oh. *gets it* Oh! Oops!

Evil Willow But I don't know... *smiles wickedly* I kinda **like** the idea of the two of us.

She turns Willow around again, caressing her shoulders.

Evil Willow We could be quite a team, *meaningfully* if you came around to **my** way of thinking.

Willow *uncertainly* Would that mean we have to snuggle?

Evil Willow brushes Willow's hair away from her neck.

Evil Willow *coaxing* What do you say?

She gives Willow's neck an eager, lengthy lick. Willow shudders with loathing and grimaces at the feeling.

Evil Willow *enticingly* Wanna be bad?

Willow *completely unnerved* This just can't get more disturbing.

Evil Willow growls horribly with desire and bares her teeth behind Willow's neck. Willow freaks out and whirls around, stepping back and away from her.

Willow *flapping her hands with disgust* Ack! Ew! No more! You're really starting to freak me out!

She tries to go around Evil Willow, but gets blocked. She snatches up Xander's cross from the counter and nervously waves it in Evil Willow's face, who roars and bats her arm away, sending the cross flying. She grabs Willow and throws her hard up and over the counter. Willow lands with a crash, hitting her head hard against the metal filing cabinet.

Willow Ow!

Evil Willow *stalks grimly around the counter* You don't wanna play, I guess I can't force you.

Willow reaches under the counter for what she originally came for and pulls out the dart rifle just as Evil Willow

comes through the door to behind the counter.

Evil Willow Oh, wait.

Willow locks the bolt in place.

Evil Willow *smiling meanly* I can.

Willow frantically aims and fires. The dart hits Evil Willow dead center of her chest. Stunned, she looks down at the protruding dart, staggers and starts to fall.

Evil Willow *moans* Bitch...

She hits the floor. Willow stares in fearful amazement at her other fallen self.

Cut to later. Angel and Xander drag Evil Willow by the arms into the book cage.

Giles *dumbfounded* It's extraordinary.

Willow *appalled* It's horrible! That's me as a vampire? *Angel closes the door* I'm so evil and... skanky. *aside to Buffy, worried* And I think I'm kinda gay.

Buffy *reassuringly* Willow, just remember, a vampire's personality has nothing to do with the person it was.

Angel *without thinking* Well, actually... *gets a look from Buffy* That's a good point.

Xander So, uh, what do we do now?

Giles We still have to get to the Bronze.

Angel Well, even if they're supposed to wait for her they may start feeding. Vampires are not notoriously reliable.

Xander *hopefully* So we charge in, much in the style of John Wayne?

Giles High casualty risk. I haven't any other plan, though.

Buffy *raises her hand* Uh, I have a really bad idea.

Cut to the Bronze. The camera pans from the sign down to the group. Angel drops down from the roof onto a crate, then down to the pavement.

Angel They're still in a holding pattern. That's good. It means they must really be afraid of you.

Willow walks up to them wearing Evil Willow's leather ensemble.

Willow Who wouldn't be?

She shifts around uncomfortably, trying to get the feel of the tight outfit.

Buffy Are you okay in that?

Willow It's a little binding. I guess vampires really don't have to breathe. *notices her cleavage* Gosh, look at those.

Xander stares with wide eyes.

Giles *stammers* Um, ahem, Willow, you, uh, you go in and defuse the situation as best you can. At least try and get some of them to come out and even up the odds a bit.

Buffy First sign of trouble, you give us a signal. We come in hard and fast.

Xander What **is** the signal?

Willow *worried* Me screaming.

Angel Giles, you and Xander wait by the back entrance.

Giles Good.

They go. Buffy shows concern for her friend.

Buffy Now, you're sure you're up to this?

Willow Don't worry. I won't do anything that could be interpreted as brave. *smiles*

Buffy We'll be right outside.

Willow nods wanly and heads for the door, still twisting uncomfortably in the leather. She takes a deep breath and knocks with firm resolve.

Cut inside. A vampire opens the door. Willow smiles and waves at him in greeting.

Willow Hi. I'm back.

She slowly comes in. Alfonse and Anya meet her inside. Willow does her best not to show her fear.

Alfonse Did you find the girl?

Willow *tries to sound authoritative* Yep. I did.

Anya *mystified* Where is she?

Willow *bravely* I killed her.

Anya gives her a look of stunned disbelief.

Willow And sucked her blood, *nods triumphantly* as we vampires do.

The silence is thick with tension, making her nervous. She turns to the doorman.

Willow *quietly aside to him* You know, I think maybe I heard something out there. Why don't you go check?

He opens the door and goes out, closing the door behind him. Outside Angel grabs him by the shoulders and holds him steady as Buffy plunges a stake into his chest. Back inside, Anya confronts Willow.

Anya *incredulous* H-how could you kill her? She was our best shot at getting your world back.

Willow *walks past her, straightens challengingly* I don't like that you dare question me.

Oz notices that something's up.

Willow *now enjoying herself* Maybe I'll have my minions take you out back and kill you horribly.

She sneaks Oz a little smile and wave. He barely reacts, just raising an eyebrow a bit. Anya follows her onto the

dance floor.

Anya *muttering* Vampires. Always thinking with your teeth.

Willow *haughtily* She bothered me. She's so weak and accommodating. She's always letting people walk all over her, *turns to face her* and then she gets cranky with her friends for no reason. I just **couldn't** let her live.

She steps over to another vampire, indicating the door.

Willow *chummily* You know, he's been gone for a while. Why don't you go check on him? *pats his shoulder approvingly*

He heads for the door and goes out.

Alfonse *impatiently* Well, Boss, since that plan is out, why don't we get with the killing?

Willow suddenly worries that her plan may have backfired.

Cut to the library. Evil Willow regains consciousness in the book cage, now dressed in Willow's pink sweater and flowery skirt. She sits up and notices her change of clothes.

Evil Willow *recoiling* Oh, this is like a nightmare.

The door opens, and Cordelia comes into the library. She's dressed in a shimmery evening dress, carrying a couple of books.

Cordelia Hello? Giles?

Evil Willow notices her and remembers her recent kill in the alternate universe.

Cordelia *casually* Wesley? I just happened to stop by... for books.

Evil Willow *stands up, speaks imperiously* Hey, you.

Cordelia *faces her* 'Hey me'? *insulted* 'Hey me' what? I have a name, you know.

Evil Willow *thinks* Uh, Cordelia.

Cordelia *steps over* What did you do? Lock yourself in the book cage?

Evil Willow *cunningly goes along with it* Yeah. Lemme out... 'Cause I'm so helpless.

Cordelia Okay.

She heads behind the counter. Evil Willow smirks at her success.

Cordelia I think Giles keeps a spare. How'd you manage to lock yourself in, anyway?

Evil Willow Uh, I was looking at books. I like... books...

Cordelia finds the keys and goes back to the cage.

Evil Willow ...'cause I'm shy.

Cordelia *sarcastically* Yeah, right. The famous shy girl act all the boys fall for.

Evil Willow *anxiously* Open the cage. *tenses up*

Cordelia puts in the key and turns it, but stops short of unlocking it. She looks up at Evil Willow and has a thought.

Cordelia Wait. *briskly* It occurs to me that we've never really had the opportunity to talk. You know, woman to woman... with you locked up.

Evil Willow *impatient* Don't wanna talk. Hungry.

Cordelia *pretends to think* What could we talk about? Oh! Hey! How about the ethics of boyfriend stealing?

Evil Willow can't believe it.

Cut to the Bronze.

Willow I don't know if I feel like killing anymore.

Anya and Alfonse can't believe their ears. Willow walks past a girl at a table.

Willow I'm so bored.

She idly rakes her fingers through the girl's long hair, but they get tangled. Rather than pull them through harder to keep in character, she gently lays the girl's hair back. Anya begins to get suspicious. Willow strolls over to the stage, putting Oz to her back.

Willow I-it would be like shooting fish in a barrel. Where's the fun?

Alfonse *smiles grimly* With all due respect, Boss, the fun would be the eating.

Willow *brilliantly* Maybe we should let everyone go, and give them a thirty second head start.

Anya *finally figures it out* Wait a minute.

Willow *frowns fretfully* No! I **like** my plan.

Anya *snickers* Oh, nice try.

Willow *desperately* Okay, let's get to the killing. *hurriedly to Alfonse* Why don't we start with her?

Anya Why don't we start with you? *to Alfonse, in disgust* If she's a vampire, then I'm the creature from the black lagoon.

Cut to the library. Evil Willow hangs onto the cage mesh, extremely bored. Cordelia has made herself comfortable, seated in a chair facing the cage and holding a mug of coffee.

Cordelia *rationalizing* And, okay, it isn't even like I was that attracted to Xander. It was more just that we kept being put in these life or death situations, and that's always all sexy and stuff.

Evil Willow just stares blankly out of the cage.

Cordelia *gets up* I mean, I more or less knew he was a loser. *sets down the mug huffily* But that doesn't make it okay for you to come around and... *notices Evil Willow's stare* What? Do I have something on my neck?

Evil Willow *wearily* Not yet.

Cordelia *worried* Am I getting a zit? *checks her skin*

Evil Willow *very bored and tired* Cordelia, I'm **very** sorry. I realize I was wrong. I'll never steal your boyfriend again.

Cordelia *stung* Like you could! I should just leave you in there, but I'm a great humanitarian, *gets the keys* and you will just have to think of a way to pay me back sometime.

She unlocks the cage, turns the handle and pulls the door open. Evil Willow steps out.

Evil Willow Okay. *vamps out* How about dinner?

Part 4

The hall outside the library. The doors burst open, and Cordelia shoots out screaming wildly and runs down the hall. Cut to a dark empty classroom. Cordelia runs in and backs up along two rows of desks, pulling them together as she goes to block Evil Willow's way.

Cordelia *desperately* I didn't mean all that stuff I said before. I want you to have Xander. My blessings on you both!

Evil Willow just pushes the desks back apart, making a game of it.

Evil Willow I'm **so** over him. I need fresh blood.

Cordelia runs away screaming through the classroom's back door.

Cut to the hall in front of the library. Wesley is walking toward the doors, when another scream from Cordelia catches him by surprise. He reacts defensively, dropping his briefcase and spinning round, but quickly recovers himself and starts running in the direction of the scream, abandoning his briefcase, reaching under his jacket for a cross.

Cut to the girls' bathroom. Cordelia runs in and realizes she's made a mistake, trapping herself. Evil Willow

strolls in behind her.

Evil Willow No more hiding.

Cordelia backs away as she advances. Suddenly Wesley jumps out and brandishes his cross in her face.

Wesley *commandingly* Back! Creature of the night!

Evil Willow growls angrily.

Wesley *warningly* Leave this place!

Evil Willow Don't wanna.

Wesley quickly but nervously reaches into his jacket and pulls out a vial of holy water. Evil Willow sighs. He holds it up, threatening to throw it on her.

Evil Willow *sighs heavily* Whatever.

She turns and leaves. Wesley slowly relaxes, heaving a sigh of relief and lowering the cross and the vial. Cordelia walks up behind him and lightly touches him on the shoulder. He freaks out, screams and spins around, thrusting the cross and holy water right into Cordelia's face. He lowers them when he recognizes her, and tries to catch his breath.

Cordelia *whines apologetically* I'm sorry.

Wesley *puts the water away* No, no. *breathes deeply* A little on edge. *bravely* You know, men in combat. *makes*

a tough face Grr. concerned Are you all right?

Cordelia *awed* You saved my life. Thank you!

She flings herself worshipfully at him and throws her arms around him, hugging him tightly.

Wesley *awkwardly* Oh, yes. Uh... Yes.

He is somewhat startled, but enjoys the hug while it lasts.

Then they both peer out the door.

Wesley *stunned* Was that...?

Cordelia Willow. *shakes her head sorrowfully* They got Willow. *gets over it brightly* So, are you doing anything tonight?

Wesley is rendered speechless.

Cut to the Bronze.

Anya *dispirited* I'm just so tired of being around human beings and all their baggage. I-I don't care if I ever get my powers back.

Oz gets behind Willow, backing her up. Willow gulps.

Anya *crosses her arms* I think he *meaning* Alfonse should eat you.

Willow *improvises quickly* This girl has a history of mental problems dating back to early childhood. *desperately* I'm a blood-sucking fiend! *pats herself* Look at my outfit!

Alfonse *shakes his head in shame* A human. I should have smelled it right away.

Willow A human? Oh, yeah? Could a human do this?

She screams at the top of her lungs.

Anya and Alfonse aren't impressed, and respond simultaneously.

Anya Sure. Yeah. Humans do that. Yeah. *shrugs*

Alfonse *concurring* Yeah. Yeah, I think, yeah.

Willow is about ready to panic. Suddenly the door to the club is thrown open, and Buffy and Angel make their entrance. Buffy log rolls over the edge of a pool table, grabbing a cue stick along the way, as Alfonse runs over to engage her. Buffy uses the cue to block a high punch from Alfonse and then hits him in the chest with it. Then she spins halfway around to face another vampire and jabs him in the gut with the cue. As he doubles over in pain, Buffy whirls around and slams the end of the cue into the back of his head.

Anya looks around at the chaos, and decides it's time to make a break for it. She meets Willow on her way, though, who doesn't fancy Anya getting off scott free. Anya smiles guilelessly at her, but doesn't get away with it. Willow grunts as she punches Anya hard, sending her to the floor unconscious. Unfortunately, the punch really hurts her hand.

Willow Ow! Ow! Ow! Happy, but ow!

Oz snatches her away from the fray and up onto the stage. Devon tries to copy Angel's earlier move and climb

up the stage ropes, but just doesn't have the strength to do it.

The customers flee through the now-open front door while Angel ducks a half spinning jumping in-to-out crescent kick, shoves the vampire that tried it into a post and kidney-punches him. Out of the corner of his eye he spots another vampire coming at him and delivers a side kick to his stomach. He then grabs the one slumped by the post and hurls him through the air into a magazine rack. Angel turns back to the other vampire, spins twice and delivers a nasty backhand punch to his face, making him fall face down onto the pool table. Angel grabs onto his jacket, yanks him back up and punches him in the face, knocking him down. Meanwhile the first vampire is back up behind Angel and punches him in the face as he turns to face him.

On the stage Oz yells back at Devon, who's gotten caught in the ropes.

Oz Devon, come on!

Oz leads Willow away backstage, but they are blocked by Evil Willow, just arriving in her vampire guise. She grabs Oz by his shirt and smashes him into Devon, and the two boys crash to the floor.

Willow *frightened* No more snuggles?

Evil Willow backhand punches her hard, causing her to fall back against the drum set. It makes plenty of noise as she and the cymbals crash loudly to the floor.

In the back room, Giles and Xander wrench the door open just as the guard vampire throws back a fleeing patron. Xander grabs him from behind and tries to stake him, but gets thrown off and into a wall. Giles double-fists him in the face, but gets thrown back into another wall. Xander regains his footing and punches the vampire hard in the face, making his neck snap back, dazing him. He grabs the vampire by the jacket and flips him over onto his back at the base of some stairs. Giles rushes in, falls to his knees and stakes him.

On the stage Evil Willow steps over to Willow and grabs her around the neck, choking her.

Over by the pool tables Buffy swings her cue around, aiming for Alfonse's head, but he grabs the cue and wrests it from her grip. Even so, the shock of the blow sends him falling to the floor. Another vampire launches a punch at Buffy and hits her squarely in the side of the head. She takes it in stride and delivers both a backhand punch and a punch to his jaw. He stumbles against a post, where Buffy roundhouse kicks him twice in the face. He tries to punch her, but she grabs onto his arm, sidesteps him and throws him into a rack of cues.

On the stage a struggling Willow is doing her best to hold her alter ego at bay, but isn't having much success.

A vampire does an axe kick at Angel, but he rolls out of

the way just in time so the vampire's leg lands on the pool table instead of Angel's head. Angel smashes his arm down on the vampire's knee, audibly breaking it, and then does a backhand punch to his face. The vampire falls backward to the floor. Angel reaches onto the pool table and picks up some balls, which he throws at an incoming vampire. They just bounce off of him, and he tries to punch Angel, who blocks it with both hands and backhands the vampire in the face, making him stagger back into the pole. The vampire roars and immediately comes back, grabs Angel and carries him out of the shot. Alfonse swings the cue stick at Buffy, but she grabs hold of it and swings it downward and around, wresting it from his grip. She then follows up with a full spinning wheel kick to his face, sending him to the floor. She hears Willow cry out from the stage and glimpses her predicament. Alfonse gets back to his feet, and Buffy uppercuts him with the cue. He goes flying into the pastry bar.

On stage Evil Willow tightens her grip on Willow's neck. Behind Buffy Alfonse gets back up, but Buffy jams the business end of the cue stick into his chest without even looking back, dusting him.

Things are looking dire for Willow on stage. Buffy runs to her aid, smashing the cue into the back of a vampire's head along the way and breaking it, resulting in a sharp makeshift stake. She leaps up onto the stage and is about to stab down hard with it into Evil Willow's back with it, when Willow shouts out to stop her.

Willow *urgently* BUFFY, NO!

Buffy reacts instantly, holding back just short of penetration, and instead grabs Evil Willow and yanks her roughly away from Willow, restraining her securely. Angel is finished with his fight also and hops up onto the stage as well. Evil Willow realizes that she is now outnumbered. Willow stands up and gingerly massages her neck.

Willow *admiringly* Nice reflexes.

Buffy *shrugs gracefully* Well, I work out.

Evil Willow *to Willow, sadly* This world's no fun.

Willow *surprised, empathetically* You noticed that, too? *Cut to the factory where Evil Willow first appeared in this reality. Giles, Anya and Oz finish setting up for the spell to send Evil Willow back. Giles lights the candles. Xander steps over to Evil Willow, but cautiously, not getting too close. Angel keeps a wary eye on her from behind.*

Xander So, um, in your reality, I'm like this bad-ass vampire, huh? People afraid of me?

Evil Willow just looks askance at him, then rolls her eyes and turns away.

Xander *steps away, chortling gleefully* Oh, yeah. I'm bad.

Oz stands up and walks behind Willow and Buffy, who

are observing Evil Willow.

Buffy *uncertainly* I'm not sure about releasing this thing into the wild, Will. It is a demon.

Evil Willow checks on Angel behind her.

Willow *penitently* I just can't kill her.

Buffy *regretfully* No. Me, neither.

Willow *hesitantly* I mean, I know she's not me. We have a big nothing in common, but... still.

Buffy *understandingly* There but for the grace of getting bit.

Willow *resolutely* We send her back to her world, and she stands a chance. It's the way it should be anyway.

Giles Uh, we're about ready here.

Willow goes over to Evil Willow.

Giles *to Anya, warningly* Don't you try any tricks now, dear.

Anya *sulkily* I don't need tricks. *arrogantly contemptuous* When I get my powers back, you will all grovel before me.

Both Willows roll their eyes and shake their heads at her delusions of grandeur.

Giles *unimpressed* Yes, uh, if you, uh, Willows, would like to, uh, *gestures where they should kneel* complete the circle.

Willow faces Evil Willow for the last time.

Willow Good luck. *helpfully* Try not to kill people.

Evil Willow doesn't display any emotion, but Willow smiles warmly at her and gives her a big hug. Evil Willow isn't sure what to make of that, but gets into the spirit and does some naughty touching. Willow jumps back from her reach.

Willow *shocked* Hands! Hands!

Evil Willow gives her a naughty, knowing smile. The two of them walk over to join the circle. They kneel down as the camera pulls back. The screen fades to white, and then returns to the ongoing fight in the alternate universe. Evil Willow materializes and smiles, relieved to be back in her own reality, only to be suddenly grabbed by Oz and shoved back onto a broken piece of the wooden cage, effectively impaling her through the heart.

Evil Willow *miserably* Aw, f...

She explodes into ashes.

The screen flashes back to white and back to Sunnydale High. The camera pans down to Willow and Buffy sitting together on a wall.

Buffy You wanna go out tonight?

Willow *Strangely*, I feel like staying at home... *sadly* and doing my homework... and flossing... and dying a virgin.

Buffy *sagely* You know, you can O.D. on virtue.

Willow Between me and my evil self, I've got double guilt coupons. I see now where the path of vice leads.

I mean, she messed up everything she touched. I don't ever want to be like that.

Percy *comes up to them, a bit nervous* Hey. Uh, hi.

Willow Oh, hi. Listen, I didn't have a chance...

Percy *interrupts* Okay, so I did the outline for the paper on Roosevelt. *hands it to her* It turns out there were two President Roosevelts, so I didn't know exactly which one to do, so I did both.

He hands her the other one. Both are nicely bound in folders. Buffy gives Willow a knowing smile. Willow just stares at him in stunned amazement.

Percy *respectfully* Um, and I know they're kinda, kinda short, but I can flesh them out. Oh, and here's the bibliography. *hands it to her* Um, and I can retype that if you want. You just let me know what I did wrong, and I'll get on it.

Willow is speechless, amazed by his sudden change in attitude. He starts to go, but comes back to lay an apple on the folders in her lap. He leaves again, hopping athletically over a low wall.

Buffy *innocently* You wanna go out tonight?

Willow *hopefully* 9:00 sound good?

Enemies

Prologue

Night, in front of the cinema. Marquee: Le Banquet D'Amelia. Buffy and Angel walk out amidst other moviegoers.

Buffy Well.

Angel Well.

Buffy That was very ... artistic.

Angel Yeah.

Buffy Wasn't what I expected. I've never actually seen... Well, from the title I thought it was about food.

Angel Well there was food.

Buffy Right. The, the scene with the, the food. So, feel like getting some hot chocolate? Or some cold shower?

Angel I'm sorry. I wanted to take you out somewhere fun. It's been a long time since I've been to the movies. They changed.

Buffy A little scary. And a little not, which is also scary. I'm sorry. I just, I don't like getting you worked up like that. We can't actually do any of those things. You'd lose your soul. Besides, I don't even own a kimono.

Angel Buffy, you don't have to worry about me.

Buffy Just don't like to rub your nose in it. Suddenly wondering where that expression comes from.

Angel Look, I don't need to see movies to get worked up. Just being around you does that just fine. Doesn't mean that I'm gonna lose control, that I'm going to be frustrated around you. It feels nice, just to feel.

Buffy It doesn't drive you crazy, when we're close?

Angel Watch this. *long kiss* See? Safe as houses. *more kisses*

Faith Check out the lust bunnies.

Buffy Patrol?

Faith nods.

Angel Council has you back on active duty?

Faith Finally. They want us down by Mercer.

Buffy Okay. *to Angel* Goodnight.

Angel I'll see you soon.

Faith Don't worry, big guy. Just keeping her warm for you.

Faith and Buffy leave, arm in arm. Cut to a cemetery. Buffy and Faith walk together.

Faith Gotta tell you, B. The willpower thing, nice job.

Buffy Thanks.

Faith But, the close but no cigar thing with Angel. I don't know if I could handle, you know, the way you're

not handling it.

Buffy Faith, when it comes to Angel, do me a favor. Duck!

Faith ducks and Buffy punches a demon behind her.

Demon Ow! Ooh! What are you, nuts? Going around punching people?

Buffy pulls off its hat to reveal two horns growing out of its forehead.

Buffy People?

Demon So what, I'm a demon. That makes it okay?

Both Slayers ready their stakes.

Demon Hold it, whoa! Stake me now, and you never find out what I got for ya, huh? Think about it. Demon seeks Slayers, highly unusual?

Faith Talk fast.

Demon How would you like to get your hands on the Books of Ascension?

Buffy Never heard of 'em.

Demon Books of Ascension. Very powerful works and I'm not talking about the prose. They deal with some, ah, dark stuff. And the Mayor *Faith frowns* would hate for somebody to get ahold before he, ah, well you know.

Buffy Don't know. Before he what?

Demon Hey, hey, read 'em and weep. That's all I got to say. Tomorrow, I get the books. Meet me here and if the price is right, well I give the books to you.

Buffy Not really looking to trade with a demon.

Demon And if this were still a barter economy, that would be a problem. I want cash, princess, five large for the whole set.

Faith So you can buy, I'm guessing here, some skin care products.

Demon Plane ticket. Out of the Hellmouth before its adios, Slayer Loco. So, five G's, what do you say?

Faith I think "Die Fiend" sums it up, wouldn't you say.

The Demon jumps between them and runs away.

Buffy Oh, let him go. I don't think he falls into the deadly threat to humanity category.

Faith A demon's a demon.

Buffy I'd like to know about these Books of Ascension. Anything that would pin the Mayor down would be great.

Faith Yeah. It'd be great.

Part 1

Mayor's office. Faith sits. The Mayor paces.

Mayor And what exactly did this demon look like?

Faith Demonic?

Mayor Ah. And you say he has the Books of Ascension, or will soon, and he was, what, willing to sell them?

Faith That's what I said.

Mayor Hmm. You know what I wish? I wish you'd pull your hair back. I know, I know, fashion's not exactly my thing, but, gosh darn it, you know, you've got such a nice face. I can't understand why you hide it.

Faith Yeah, sure. Whatever. It's just a matter of time before this demon guy is gonna spill. Then Buffy and the superfriends are gonna...

Mayor You know, you worry too much for a girl for your age. That's unnecessary stress. Luckily, I've got just the thing.

The Mayor pours a glass of milk and hands it to Faith.

Mayor There you go. Now, first you load up on calcium. Then find this demon, kill the heck out of him, and bring the books to me.

Faith looks at the milk and sets the glass down, untouched.

Faith And if Buffy gets to him first?

Mayor Oh, well. Frankly I don't like to think about that. I like good, positive, up thoughts. If you fail me in that way. Well, you know, replacing Mr. Trick was chore enough. *chuckles* Oh, come on, don't worry. Drink up. There's nothing uncool about healthy teeth and bones.

In the library. Buffy, Xander, and Willow sit at the table. Wesley stands by it. Giles stands in the door of his office.

Wesley And you say this demon wanted cash? That's very unusual.

Giles Demons after money. Whatever happened to the still beating heart of a virgin? No one has any standards anymore.

Buffy Well, he said the books were worth the price.

Xander What's this Ascension mean?

Wesley looks at Giles.

Giles I'm not sure.

Wesley No, not really a common term in demonology.

Willow Ooh ooh! The Marenshadt Text. I think in the section on genocide, they mention Ascension.

Buffy Well, we have a winner.

Xander And, more importantly, two losers.

Giles Where did you find that volume?

Willow In the top of your book cabinet with the stuff you try to keep hidden.

Giles disappears into his office to get the book.

Xander Hidden? Are there any engravings I should know about? Uh, frolicking nymphs of some kind?

Willow No. Just magic secrets Giles doesn't think I'm ready for.

Giles returns with the book.

Giles Ah, yes, yes, here we are. There's a reference here to the journal of Desmond Kane, pastor of a town called Sharpville. "May 26, 1723. Tomorrow is the Ascension. God help us all." It was the last anyone heard.

Wesley Of Kane?

Giles Of Sharpville. The town more or less disappeared.

Buffy So Ascension possibly not a love-in.

Giles I think you should meet with this demon, Buffy.

Buffy Yeah? Anybody got five thousand dollars?

Cordelia enters and approaches Wesley.

Cordelia I have something important to ask you.

Xander Important? Let's start calculating those odds, people.

Cordelia What are you doing Friday night?

Wesley Uh, I, uh, as always my sacred duty as a Watcher prevents me from, ah... Why?

Cordelia I have a paper to write for English and you're English, so I thought ... *sees the looks from Buffy and Xander* What? Is it so wrong to be getting an insider's perspective? *to Wesley* I study best in a good restaurant, around eightish? Think it over?

Wesley is speechless. Cordelia exits.

Xander And on the day the words "flimsy excuse" were redefined, we stood in awe and watched.

Wesley Right! Books of Ascension, Mayor, slaughter. Tell you what. Why don't we try to find this demon sooner rather than later? Perhaps persuade him to lend us the books free of charge.

Buffy I think Faith might be useful in that persuasion part.

Wesley I imagine so. Where is Faith anyway?

The demon is frantically packing a suitcase. Faith kicks open the door of the room.

Demon Hey, Slayer! You know, I wasn't expecting company. Give me a minute and I'll have the place tidied up for you.

Faith You got the books?

Demon Well, that depends. You got my money?

Faith slugs him.

Demon You're tough in negotiations and I respect that. Check 'em out. Now ah, that is quality merchandise. That's worth five grand easy.

Faith Books of Ascension.

Demon Mm hmm. Original editions and everything. Uh, great condition. Okay, it's a little worn on one spine, some slight foxing, but otherwise, perfect. Now, the five grand, it's ah, you know, negotiable.

Faith I don't like to haggle.

She pulls a knife and stabs the demon. He struggles, they roll on the floor, but she finally kills him. She stares at

the blood on her hands.

Night, in Angel's mansion. Angel is reading. Faith enters.

Angel Faith.

Faith Angel. I got nowhere else to go. Look, I hate asking for help, but I'm asking, cause, uh, I'm in trouble. I'm in trouble. The real bad kind.

Angel It's okay.

Faith No, it's a couple of county lines over from okay, believe me.

Angel Look, just talk. Come on. Start from the beginning.

Faith Mind if I skip past the 'mom never loved me' part and get right to it? I'm scaring myself.

Angel I know the feeling.

Faith That's why I came to you. I don't want to get all twelve step, but remember when you told me that killing people would make me feel like some kind of god? *shows him her bloody hands* I think I just came down to earth. It's not human if that's what you're thinking. Not that that makes me feel any better or this guy any less dead.

Angel Faith, you need help. You can't do this alone.

Faith I know. For real now, I'm scared. Scared of what I am, what I'm turning into. Cold-blooded straight up killer. Like you.

Angel Not like me. I didn't have a choice. But you do. You can stop this.

Faith Believe me, I don't want to end up the way everybody said I would, dead or alone or a loser.

Angel No, you don't have to.

Faith I don't know. Maybe it's too late for me.

Angel It's not.

Faith Angel, I'm so scared. *hugs him*

Angel It's alright, shh, it's okay.

They hug for a moment, then as they part, they hesitate, almost kissing. Angel pulls away.

Angel Whoa. Faith, I, look, I can be here for you. But not like that, alright? I'm with Buffy.

Faith Buffy, yeah. I didn't mean it like that. Maybe I did, but I wouldn't press it. You love her, don't you.

Angel I love her.

Faith Good for you. The two of you, you're lucky. Friends?

Angel Yeah, we're friends.

Faith Then I'm lucky too. I'd better go.

Angel Where?

Faith I need to cool down. Spend some time alone. Don't worry about me. You've been a big help. Just knowing somebody cares. Hey, I know I shouldn't be asking this, but do you think if things were different that things between you and me would be different, too?

Angel We'll never know.

Faith Right. How could we?

Angel Take care of yourself.

Faith Lifetime of practice.

Faith kisses Angel on the cheek, then leaves. Buffy appears outside the mansion in time to see the kiss.

Night, in Faith's new apartment.

Faith It's not like I wasn't trying, okay?

Mayor Hey, there's no need to convince me. I'm sure you gave it your level best. I just don't understand what that boy could be thinking?

Faith Try Buffy Summers, like in a big, fat, one track way.

Mayor Hey, come on, don't be discouraged. You're a bright, young, energetic girl with a whole life ahead of her. And I won't tolerate brooding. So you couldn't give him that one moment of true happiness.

Faith I was thinking more along the lines of a long weekend, but okay.

Mayor And he spurns your advances. So be it. There's more than one way to skin a cat. And I happen to know that's factually true. We want to take Angel's soul away. If we can't do it by giving him happiness, well, by golly, we'll just have to do it in the most painful way imaginable.

Part 2

In the library.

Wesley Find anything?

Giles Six course banquet of nothing with a scoop of sod-all as a palate closer.

Wesley I've had no better luck. There must be something about this Ascension somewhere.

Giles Perhaps I should contact the Council, maybe run a search...

Wesley No. I don't, uh, it should be I that ... The Council isn't entirely aware that I'm letting you work for me *off Giles's look* um, with me. I don't think they'd be very

happy at the idea of the two of us collaborating.

Giles Well I wasn't about to burst into glorious song about it myself. Why don't you call?

Buffy enters, dispirited.

Wesley I think the most expedient plan would be to find these Books of Ascension themselves. Buffy, you and Faith must find this demon, and soon.

Buffy Well, I'll go back to the scene, see if I can track him.

Wesley Wait for Faith.

Buffy That could be hours. The girl makes Godot look

punctual. I'll just go myself.

Wesley Buffy, this is a job for the both of you. This demon could be anywhere.

Giles gives Buffy a look of concern.

Wesley If these books are important as he says, he has good reason to hide. *Xander enters* Finding him is going to be extremely difficult.

Xander Found your demon.

Buffy Fashion tip, Wes. Mouth looks better closed.

Xander Got the address. *hands Buffy a slip of paper* I beat it out of Willy the snitch personally.

Buffy You beat up Willy?

Xander Sure! Well, actually, let's just say I applied some pressure. Or more accurately, that I asked politely, and then, uh, okay, I bribed him.

Buffy How much?

Xander Twenty-eight bucks. *to Giles* Does the Council reimburse for that kind of stuff?

Giles Did you get a receipt?

Xander Damn.

Buffy I know this. It's down by the bus station. Not the nicest part of town.

Giles Again. See, no standards. I mean, any self-respecting demon should be living in a pit of filth or a nice crypt.

Buffy I'll remember to mention that.

Faith enters.

Faith Mention what? Where we going, girlfriend?

Buffy *pulls her arm away from Faith* Actually, I can handle this one solo.

Faith Why should you get to have all the fun? Share, share, that's fair, right?

Buffy Right. Got our demon.

Faith Oh, well, let's go look him up.

Buffy marches away and Faith follows her.

Xander Is it me or did it just get really cold in here?

Buffy and Faith enter the demon's room.

Buffy Faith, careful.

Faith Right.

Buffy Missed you last night.

Faith Yeah, I was patrolling. No shortage of scum you gotta watch in Sunnydale, right?

Buffy So I've heard.

Faith reaches around a doorway for a light switch without looking. Buffy notices but doesn't say anything. They see the body.

Buffy Looks like somebody got here first.

Faith Betting they got the books, too. Some hit.

Buffy This wasn't just a hit. This was somebody's idea of a party.

Faith Maybe the guy put up a fight. We gotta get going. Come on, nothing we can do here now. You coming?

Daylight. In the Mayor's office. Across from him sits a mage concealed behind Bedouin robes. Only his eyes and upper nose are visible. The eyes seem serpentine.

Mayor Mint? Didn't think so. Well, scheduling a man of your talents is quite the chore, I'll tell you. Between the chanting and the sacrifice, oh, my golf game is shot. But heere you are. You know why I've summoned you. Can you do it? *Mage nods* Need anything from me? *Mage shakes his head*

Mage You have risked great danger in calling on me. The deadliest magics are needed to rob this creature of its soul.

Mayor Big job alright.

Mage And so it shall be done.

Mayor Oh, that's just swell. Listen, you sure you don't want any? Cause they're, they're low calorie. Okay.

Daylight. In a school lounge. Buffy and Willow sit together on a couch.

Willow Are you okay? You seem a little on edge. Is there anything that's wrong?

Buffy It's nothing. *Willow looks* It's nothing. *Willow looks* Alright, alright, stop with the third degree. It's Faith.

Willow What about her?

Buffy I went to Angel's last night and Faith was there. They looked sort of intimate.

Willow No way. I know what you're thinking and no way!

Buffy You're right. Faith would never do that.

Willow Faith would totally do that. Faith was built to do that. She's the do that girl.

Buffy Comfort, remember comfort, here?

Willow I mean, please, does Angel come up to Faith's standards for a guy? Let's see, is he breathing?

Buffy Actually, no.

Willow But Buffy, Angel. There's no way he would ever do that. I mean, you're the only thing in the world to him.

Buffy Sometimes I wonder. Angel and Faith have a lot in common. And there's so much he doesn't tell me.

Willow But it's so clear the way he feels about you. Buffy, I too know the love of a taciturn man and you have to look at their actions.

Buffy I was.

Willow Well, what did he say?

Buffy Say? You mean when I straightforwardly asked him what was going on?

Willow So you bailed?

Buffy I couldn't. I mean, not ...

Willow Enough. Stop with the crazy. Go talk to Angel.

Buffy But I ...

Willow No. Go. I give you leave to go. *points her finger away*

Buffy Thank you.

Buffy leaves.

Night. In Angel's mansion. Faith enters.

Angel Faith.

Faith Hey. Sorry to bust in uninvited.

Angel What do you want.

Faith Look, I'm not so good at apologies. Mostly because I think the world's out to screw me so I'm generally more owed than owing. But I've been thinking about last night and I want you to know I was really sorry.

Angel It's alright, Faith.

Faith No, it's not alright. Yeah, I was freaked and needed somebody, but you're with Buffy. I should know better.

Angel Yeah, okay.

When Faith gets within arm's reach, Angel backs away.

Faith You don't trust me.

Angel It's not that.

Faith Hey, no problem. Join the club.

She turns her back. He approaches her.

Angel Look, Faith. I know what you're going through, alright, and how hard it can be. It's important you have somebody who's been there and who understands what you're going through. *He grasps Faith by the shoulders and turns her around.* Look, I want to trust you.

Faith Chump.

She has a vial of blood in her hand and splashes it on his chest. Out of the shadows steps the Mage. His skin is blue and his eyes shine yellow. He starts chanting a spell.

Angel Faith!

Faith I wanted to do this the old-fashioned way, but hey, your loss. Lucky I've got some tricks Buffy don't know yet.

Angel You don't have to do this.

Faith I know, but it's fun. Now relax, it'll be over soon.

The Mage continues chanting. Lights flow from his hand and congeal around Angel's body. The lights fade and the Mage disappears into the shadows. Angel falls to the floor. He gets up and his face is vamped. Angel and Faith kiss.

Part 3

The kiss continues.

Angel Thanks, so much. *slaps Faith away* It's good to have the taste of a Slayer back in my mouth. It's like cigarettes, you know, just when I thought I'd quit. *kicks Faith in the side* No, don't get up. It's good to be back in Sunnydale. Nice climate, plenty to eat, no tortured humanity to hold me down. *Faith flips herself up.* But you know what bothers me? *Angel grabs her by the neck* You don't seem to be getting the big picture here, Faith. Now I don't know why you turned me, but I'm just glad you did.

Faith breaks free and kicks him away. She pulls out a stake.

Faith I've got my reasons.

Angel Let me guess. You summoned back the true Angelus because you need a new boy toy. Doesn't work that way.

They exchange blows. They stand, Angel holding Faith's stake arm up.

Faith You wanna be smart? You listen to me.

Angel Funny thing about vampires, Faith. We don't establish meaningful dialogue with Slayers.

Faith Not how Buffy tells it.

Faith kicks him in the knee, driving him to the ground, and jumps astride him, threatening him with the stake.

Angel *chuckles* I should have known you'd like it on top.

Faith You want to listen or you want to die?

Angel As long as you're there, I mostly want you to wrig-

gle. But I'm listening.

Faith Last time you got like this, Buffy kicked your ass all the way back to hell. You want to do better this time?

Angel Still listening. *his face shifts to human*

Faith Good boy. Now all you got to do is play nice and call truce and I'll hook you up with the real power in this town. Interested?

Angel Very.

Faith Then get ready to meet the new boss.

They kiss.

In the library. Buffy, Willow, Oz, Xander, and Cordelia really bored sit at the table. Wesley stands in front. Giles stands in the background.

Wesley Our enemy has us at a disadvantage. We seem to be consistently one step behind him. Now he has the Books of Ascension. We must take definitive action.

Cordelia You have the greatest voice. Have you ever thought about doing books on tape?

Xander Way to focus CC.

Wesley Yes, let's, uh, let's try to stay on track. We need everyone working together here. Where's Angel?

Buffy I don't know. I went to the mansion but he wasn't there.

Wesley And Faith?

Buffy She's missing too.

Willow Which means nothing. Two unconnected events.

Buffy What should we do?

Giles Buffy, I think you should try to retrieve the Books of Ascension. Check out the Mayor's office but be damned careful. Do not confront the Mayor. We don't know a thing about him.

Buffy I'll go home and stock up on weapons. Slip into something a little more break-and-enterish.

Giles Right. Willow, how far did you get with the Mayor's files?

Cordelia Excuse me, I believe Wesley is running this meeting.

Wesley It's, uh, it's quite alright. Willow?

Willow It's all bad news. By the time I got through the encryptions, the files were empty. Guess he saw me coming.

Oz What about the Hall of Records? Go to the source.

Wesley Good idea. There must be information on the Mayor there.

Giles Wesley, why don't you take the group and start looking?

Wesley Right.

Cordelia *pops up* I'm in Wesley's group.

Giles There is just the one group.

Cordelia Yes! And I am in it.

Xander Anyone mind if I skip the trip? I'm gonna cruise town, keep my ear to the ground, and I think five's a crowd.

Cordelia It really is.

Oz I'll drive.

Willow *proud of Oz* They liked your plan.

Giles Anyone finds anything, check in with me. *to Buffy* Be careful.

In the Mayor's office. The Mayor sits behind his desk. Faith and Angel stand in front of it.

Faith So, can I keep him?

Mayor Let's just take things step by step for the moment. Now then, Angelus, may I call you Angel?

Angel Well, actually, I'm thinking more along the lines of you calling me Master.

Mayor *unfazed* Ah. You know, Angelus, attitude may get you attention, but courtesy wins respect. *chuckles* I am the one responsible for your new attitude.

Angel picks up a letter opener, drags it across the desk surface. He starts prowling around the office.

Angel That's why I'm here.

Mayor No problems with the transition? No side effects?

Angel Had a soul, now I'm free.

Mayor That's terrific! Poetic too. Not that I read much poetry except for those little ones in the Reader's Digest. You know, some of those are quite catchy. *chuckles*

Angel Hey, I don't mean to rush things here but are you trying to get to some kind of point?

Mayor Kids today. Rush rush rush. Well the point, Angel, is you're a very powerful young man, good for Faith, and there just may be future for you in Sunnydale. I see you're admiring my letter opener.

Angel Well, actually, I was thinking of stabbing you through the heart with it.

The Mayor turns his chair to face Angel and spreads his hands.

Mayor Please do.

Angel throws the blade at the Mayor's chest. The Mayor brings his right hand in front of it and the blade embeds itself up to the handle though his palm.

Mayor Nice shot.

The Mayor pulls the blade out of his hand and holds his palm up so they can see the wound heal itself in seconds.

Mayor You see, I'm what you might call impervious. Can't be killed, or harmed in any way. *wipes the blade with a tissue* And that's just a cornerstone in my plans for this great town of ours.

Angel Mmmm. Can't be killed, but you don't like germs?

Mayor Uck, ew, awful things, unsanitary. But my question is, now that Faith has brought you back, what are your intentions?

Angel Well, gee, sir, I thought I'd find that Slayer that's given you so much trouble and torture, maim, and kill her.

Mayor Fine! You know it's nice to see you're not one of those slacker types running around town today. Torture Buffy. Killing her's fine, just make it a slow one.

Angel My favorite kind.

Mayor Wonderful, wonderful. We don't want a replacement Slayer anytime soon. They can't all turn out like my girl Faith. *Faith smiles* Have fun.

Faith Let's do it.

Mayor Uh, try to have her home by eleven.

Angel and Faith leave.

Mayor She's not a little girl anymore.

Night. Xander is walking in a deserted street.

Xander I love when you talk, Wesley. I love when you sing, Wesley. Can you say the words jailbait, Wesley? Limey bastard. *sees Angel and Faith approach* Hey guys! Man, where you been? You gotta find Buffy. She's going to her place and stocking up on ...

Angel casually smacks Xander in the jaw without breaking stride. Xander falls limply to the ground. Faith doesn't even look at him.

Angel That guy just bugs me.

Night. Angel knocks on Buffy's front door and Joyce opens it.

Joyce Faith. Angel.

Angel Hi, Joyce, nice to see you. Is Buffy home?

Joyce Upstairs. Please tell me it's not some vampire thing.

Angel The only vampire here is me, Joyce. Say, you change your hair?

Joyce *shrugs* Highlights.

Angel Nice.

Cut to Buffy's room. She's loading a bag with weapons.

Faith and Angel enter.

Faith Knock knock.

Buffy Where have you guys been?

Angel Been looking for you. Good thing we found you before we left. *kisses the top of Buffy's head*

Faith We got the books.

Angel They're at the mansion.

Faith We'd take 'em to Giles ourselves, but I think strength in numbers is the way to go. Come on.

Angel *Takes the weapons bag* Let me get those for you.

Cut to the mansion. The trio enters.

Buffy Okay, let's get the books someplace safe. Where are they?

Angel Actually, there's been a slight change in plan, Buff.

Buffy Buff? You just called ... What's the matter with you?

Faith stands back and watches the show with a little smile.

Angel Nothing. *his face has vamped* Matter of act, I haven't felt this good in a long time.

Buffy Angel?

Angel You know, I never properly thanked you for sending me to hell.

Buffy No.

Angel Yeah, and I'm just wondering where do I start? Card? Fruit basket? Evisceration? *grasps Buffy's arms*

Buffy No.

Angel Yeah, I know what you're thinking. Maybe there's still some good deep down inside of me that remembers and loves you. If only you could reach me. Then again, we have reality.

Buffy breaks away from him.

Buffy I will kill you before I let you touch me. Faith, we need to get out of here, now.

Faith Speak for yourself, B. Me, I like it here.

Angel growls and Buffy turns to him. He knocks her out with a roundhouse blow.

Angel One thing I learned about Buffy, she's so cute when she's sleeping.

Part 4

In the Hall of Records. Wesley, Cordelia, and Willow sit at a table pouring over books.

Cordelia Hey! I know a way to make investigating the Mayor even more boring. On second thought, no, I don't.

Oz brings a book to the table with an old picture of the Mayor.

Oz Hey, whoa.

Willow Whoa. Big hey whoa. Guys, check this out. Wow, like father, like son.

They compare a shiny new photo of the Mayor with the old photo.

Oz How about like exact same guy, like exact same guy?

Wesley Mayor Wilkins is over one hundred years old. He's not human.

Xander enters.

Xander I, uh, hate to spoil the mood, but this is so much worse than you think.

Willow Xander, what happened to you?

Xander You know how some people hate to say I told you so? Not me. I told you so. Angel's back in the really bad sense, and uh, I told you so.

Wesley Angelus has turned? Xander, this is terribly serious. Are you sure?

Xander Gee, let me think. Kind of hard to tell. Last thing I remember was his fist.

Wesley We must contact Giles immediately.

Xander Good thinking. Let's waste time with a lively debate. Leave Buffy alone. See how dead she gets.

Cordelia Slow down, Xander. This isn't Wesley's fault.

Xander Actually, it is. Faith was your responsibility. Guess who's Angel's new playmate?

Willow Faith and Angel? Together?

Xander Imagine the possibilities.

In the mansion. Angel human face is chaining Buffy to the wall. Faith watches.

Angel Morning, sleepyhead. You know what I just can't believe? All of our time together and we never tried chains. Well, can't dwell on the past, especially with the future we have ahead.

Faith Bondage looks good on you, B. The outfit's all wrong, but, hey!

Buffy You don't know what you're doing.

Faith Really? Weird, because something about all this just feels so right. Maybe it's one of those unhappy childhood things. See, when I was a kid I used to beg my mom for a dog. Didn't matter what kind. I just wanted, you know, something to love. *kisses Angel* A dog's all I wanted. Well, that and toys. *lifts a blanket to reveal torture instruments* But mom was so busy, you know, enjoying the drinking and passing out parts of life, that I never really got what I wanted, until now.

Buffy Faith, listen to me very closely. Angel's a killer. When he's done with me, he'll turn on you.

Angel She's right. I probably will.

Faith Yeah? Hunh. Guess we'll just have to keep you around for a while then. Before we get started, I just want you to know, if you're a screamer, feel free.

Buffy Why, Faith? What's in it for you?

Faith What isn't? You know, I come to Sunnydale. I'm the Slayer. I do my job kicking ass better than anyone. What do I hear about everywhere I go? Buffy. So I slay, I behave, I do the good little girl routine. And who's everybody thank? Buffy.

Buffy It's not my fault.

Faith Everybody always asks, why can't you be more like Buffy? But did anyone ever ask if you could be more like me?

Angel I know I didn't.

Faith You get the Watcher. You get the mom. You get the little Scooby gang. What do I get? Jack squat. This is supposed to be my town!

Buffy Faith, listen to me!

Faith Why? So you can impart some special Buffy wisdom, that it? Do you think you're better than me? Do you? Say it, you think you're better than me.

Buffy I am. Always have been.

Faith Um, maybe you didn't notice. Angel's with me.

Buffy And how did you get him, Faith? Magic? Cast some sort of spell? Cause in the real world, Angel would never touch you and we both know it.

Faith backhands Buffy.

Buffy You had to tie me up to beat me. There's a word for people like you, Faith. Loser.

Faith Uh huh. You're just trying to make me mad so I'll kill you. I'm too smart for that. Stick around.

Buffy For what? Your boss's lame Ascension. Like I couldn't stop it.

Faith You can't.

Buffy I will.

Faith Keep dreaming. No one can stop the Ascension. Mayor's got it wired, B. He built this town for demons to feed on and come graduation day, he's getting paid. And I'll be sitting at his right hand. Assuming he has hands after the transformation. I'm not too clear on that part. And all your little lame ass friends are going to be kibbles'n'bits. Think about that when your boyfriends cutting into you.

Buffy I never knew you had so much rage in you.

Faith What can I say? I'm the world's best actor.

Angel Second best.

Faith turns to Angel in surprise.

Buffy Graduation day. You think we missed anything?

Angel I think we know everything she knows.

Buffy May I say something? *pulls her hands free* Psych!

Faith You played me. You played me!

The Scooby gang bursts in the front door. Faith throws Angel into the gang's path. Faith and Buffy fight. The gang wards off Angelus with crosses and stakes. Buffy and Faith end in a standoff, each holding a knife to the other's throat.

Faith What are you gonna do, B, kill me? You become me. You're not ready for that, yet.

Faith grabs Buffy's neck and kisses her on the forehead. Faith runs away.

Willow Are you okay?

Buffy looks at Angel. Angel avoids her gaze.

In the library. The Scooby gang and Wesley. Giles and the Mage stand face to face.

Mage The task is finished.

Giles Yes. Thank you for coming to me and for that rather effective light show you put on.

Mage This restores the balance between us, Rupert Giles. My debt to you is now repaid in full. Do not call upon me.

Giles I shan't. Peace with you.

Mage And with you.

The Mage walks backward, fading into thin air.

Willow His debt to you is repaid? What did you do?

Giles I introduced him to his wife.

Wesley Well, I for one protest. You pitted Slayer against Slayer in a dangerous charade that could've gotten them both killed, without informing me! I'm telling the Council! *storms off*

Giles I think you should. *Wesley stops* We have a rogue Slayer on our hands. I can't think of anything more dangerous.

Buffy At least now we know.

Giles And we know a little bit more about the Ascension.

Willow Graduation day. There's a big scary un-fun. At least Angel's not bad, though. That's good, right?

Xander Yes, I feel so much better knowing that he broke my face in a good way. It's a good bruise.

Buffy *sad* He was only acting, Xander. It was just an act. *Daylight. In Faith's new apartment.*

Mayor Well, you win some, you lose some. From where I'm sitting, it's batting average that counts. So you lost some friends.

Faith I wouldn't exactly call them friends.

Mayor Well, what are you worried about? Chin up! You don't see me looking disappointed. Heck, no. You know why? Because I know you'll always have me, Faith. I'm the best, the most important friend you'll ever have. Besides, you know, once the Ascension starts, the 'in' crowd you're so concerned about? Whoo! They'll be

lucky if there's enough left of them to fill a pothole. Promise. Still unhappy? Okey doke. I've got two words that are going to make all the pain go away. Miniature golf. *grins*

Faith shakes her head and breaks into a big smile.

In Angel's mansion. Buffy enters.

Angel How you doing?

Buffy Been better.

Angel Not hard to believe. You were a real soldier last night, Buffy.

Buffy That's me. One of the troops.

Angel I know how hard it was for you.

Buffy I really doubt that.

Angel Is there anything I can do to make it better?

Buffy Look, I know you only did what I asked. And we, we got what we wanted.

Angel I never wanted it to go that far.

Buffy I know that. It's not even a question of that. It's just, after ... I need a little bit of a break. Please. *walks away*

Angel You still my girl?

Buffy Always. *leaves*

Earshot

Written by **Jane Espenson**

Directed by **Regis. B. Kimble**

Prologue

[playground, at night]

Buffy is running, looking over her shoulder. She trips and falls, looking up to see two demons with horn ridges on their heads, stumpy tails and no mouths approaching, intent on doing some damage. As one approaches, she kicks it in the back of the knee, then follows with a kick to the side of the head. Smiling, she jumps up to face them, nasty looking knife in hand.

Buffy You demons can't resist a 'run and stumble', can you?

She tries to stab the first demon, but it knocks the knife from her hand into the claws of demon #2. She slams

demon #1 into the swing-set, yet it regains its footing and faces her...but only long enough to quickly duck, allowing demon #2 to throw her own knife back at her. Catching the knife midair, Buffy again grabs demon #1, slams it onto a picnic table, and stabs him once through the heart. The second demon bolts.

Buffy One down, one gone...

*As she watches the second demon escape, the camera focuses on a blotch of white, glowing, **something** as it is absorbed into the back of Buffy's left hand. Pan to the demon's corpse, as we see the white stuff is actually the demon's blood...*

Part 1

[Sunnydale High hallway, morning]

Willow So scaby demon got away?

Buffy Scaby demon #2 got away... scaby demon #1, big check in the 'slay' column.

Willow I don't like this whole 'no mouth' thing. It's disquieting. *she grins at her joke*

Buffy Well, no mouths mean no teeth. *she thinks for a sec* Unless they have them somewhere else...

[Library]

Giles Morning girls. We've been researching the mayor's forthcoming ascension.

Oz it's pretty riveting stuff.

Buffy Whatta we know?

Xander What **don't** we know. Tell her Giles.

Giles Based on the supposed date, graduation day, and the Mayor being impervious to harm, I've cross referenced...

Xander He's a cross referencing fool.

Giles *looking crossly at Xander* **And** I've eliminated several possibilities. It's **not** the ritual flaying of the demon Azorath... nor, the, uh... *long pause* I don't know what's going to happen.

Oz That was kind of an anti-climax.

Buffy We don't know anything? The whole Faith/Angel thing was for nothing?

Giles No.. no, no... Um, if nothing else Angel's charade has brought Faith's treachery into the open. And this information about the ascension will prove useful...eventually... I just need to put... it..together.

Wesley makes his way noisily through the doors and sidles up to the table

Wesley Terribly sorry, I was detained. **Official** council business. Mr. Giles, you were speaking?

Giles I was just filling Buffy in on my progress regarding the research of the ascension.

Wesley Oh... and what took up the **rest** of the minute?

Giles *long pause* Touche. Of course my work is unofficial. I am sure, however, with the resources of the council at your disposal, you will have something to add?

Wesley Well... *looking smug* I am pleased to state, with certainty, that the demon Azorath will not in any way be...

Everyone except for Giles bolts up and immediately leaves the library

Wesley ...Involved in the...I'm sure we'll find out more soon.

Giles *smirkingly* The demon azorath?

[Hallway, at the lockers]

Willow So, have you talked to Angel lately?

Buffy Not really... seeing him 'bad', even 'pretend bad', and with Faith...

Willow He only kissed her for the greater good.

Buffy I dunno. To the naked eye, it looked like fun. Or maybe it wasn't...maybe he wasn't even tempted. I just wish I could be sure.

Willow As always, I advise you to ask.

Buffy Like he'd tell me?

Hogan, the school B-Ball stud and Percy approach

Student Hogan! Great game, man!

Hogan Thanks.

Xander Hogan Martin thinks he's soooo hot. Like we should all be awed by him 'cause he put a ball in a net.

Hogan Hey Xander.

Xander *fawningly* He said my name... he knows my name!!

Percy Hey Willow! Hey.

Willow Hi.

Percy Umm, look...I can't make the study session after school today. Um, Can we do it fifth period?

Willow Ok... did you finish the reading?

Percy Most of it.

Willow Percy...

Percy I'll finish it at lunch.

Willow That's my lil trooper!

Hogan I don't know what you're doing to him... I actually heard him complete a sentence. Had a clause and everything!

Percy You're gonna watch the game, right?

Willow Wouldn't miss it!

Xander *to the guys* See ya Hogan! *to the gals* Ladies. *he exits*

Buffy you're going to the game? I didnt know you liked basketball...

Willow I didn't **either** But... I've really started getting into it. Especially now that we're in the championships, it's so exciting. Too bad you're patrolling 'cause we're all going...Oz, Xander...everybody.

Buffy Great. Everybody who isn't currently Buffy.

[The Library]

Giles is in full research mode, and buff is examining her hand under a lighted magnifying glass on the desk.

Giles You TOUCHED one of the demons.

Buffy A **good** touch, not a bad touch. Anyway, it's been itching like crazy. No big. just another problem for the good people at Lubriderm, right?

Giles plops a huge musty book in front of Buffy

Giles Is this the demon in question?

Buffy In the disgusting flesh.

Giles Hmmm.

Buffy What?

Giles It says they can infect the host.

Buffy Infect? INFECT?!

Giles continues to read

Buffy Giles!

Giles Hm?

Buffy INFECT!?!?

Giles Oh, um... In-infect the host with an aspect of the demon. Thats all it says.

Buffy An aspect of the demon?

Giles It is rather terse, isn't it.

Buffy You mean like a part of it?

Giles Th-there could be any number of explanations for your hand... ah ah, a new fabric softener can cause irritation. I-I-In any case, I would advise to not to attempt to track the one that got away. Lets minimize your exposure.

Buffy A part of the demon... I hope it's not the outside part.

[Cut to the courtyard, a pep rally is in progress]

Cheerleaders H-O-G-A-N! It's Hogan! Goooo Hogan! *The students cheer wildly*

Buffy Is it me, or is this **really** lame?

Oz I dunno. I usually enjoy 'lameness', and this is leavin' me kinda cold.

Willow Well, according to Freddy's latest editorial, *reading* "The pep rally is a place for pseudo-prostitutes to provoke men into a sexual frenzy, which when thwarted, results in pointless athletic competition."

Xander And the downside being?

Willow The school paper is edging on 'depressing' lately... have you guys noticed that?

Oz I dunno. I always go straight to the Obits.

Buffy keeps looking at herself, and begins to feel along the side of her Head

Willow What are you doing Buffy?

Buffy *sadly* Checking for horns...

Willow Aw, you know, Buffy, I don't even think Giles is right about you becoming like a demon. I mean, he's **totally** burnt! You know? Dealing with Faith and this ascension thing... Bewteen you and me, he's not doing his best work.

Buffy What if he is right? I'm suddenly going to grow this demon part, and we don't even know what it is... it could be claws, or scales, or...*she looks at Willow* What?

Willow *apprehensively* Was it a **boy** demon?

Cheerleaders T-O-M! It's Tom! Goooooooo Tom! *more wild clapping and cheering*

Xander They really are **very** good.

Oz Their spelling's improved.

Xander You know Oz, I look at all this beauty, all these...'healthy' young women. And I wonder why I ever wasted my time on Cordelia... I mean look at her, she's no better lookin' than the rest of 'em.

Oz Well, none of them are my...

Wesley walks up the stairs behind where the Cheerleaders are doing their thing. He glances in Cordelia's direction.

Xander Oh my God! He's lookin' at her! He's got his filthy, adult, 'Pierce Brosnan-y' eyes all over my Cordy!

Oz You're a very complex man, aren't ya?

Buffy It's just, I'm scared Will. There's this...'thing' in me and... I can't find it... i.. i can't stop it. What if it changes me? I mean, not just the way I look... all of a sudden I could be something that's not **me** anymore...

Willow "Woo hoo"s loudly, cutting Buffy off midstream

Willow Sorry... th-they spelled 'Percy' and.. and.. and I have to show support...he's **needy**. But but I heard what you were saying, really! And I would be frightened too, but I'm sure you're going to be ok.

[Cut to later that night]

Buffy is patrolling on her own, looking rather forlorn. She sighs. She stops, pulls out a compact and examines her face in the small mirror. We see her face reflected in the mirror in an over the shoulder camera shot.

Buffy *She sighs again* Still got a mouth.

She closes the compact and turns around, startled to see Angel standing behind her, right where she was looking in her mirror.

Angel Sorry.

Buffy That's ok. I didn't see you, so i should have **known** you were there. What are you doing here?

Angel It's a dangerous time, you know... With Faith.

Buffy Yeah. Faith. *she lets out a nervous laugh* She... well, Faith... what can you say about her?

Angel I just wanted to make sure that you're, you know, ok. That you're safe.

Buffy Well, the fact that you're right here.. does that mean Faith's around? Are you keeping me safe by tracking me, or are you tracking her?

Angel I'm tracking you. Something's bothering you.

Buffy A lot of things...the most recent being this demon. Actually, two. I touched one of them, and now I'm going to get a big case of the bumpies, or a tail, or something.

Angel "Aspect of the demon"

Buffy You know the drill...

Angel By rumor. But that doesn't mean anything. I mean, sometimes, demons, they just exaggerate their power.

Buffy Demon hype. Maybe not. I spend all my time in the dark here anyway. Its not like I'd be at a game, you know, with my friends, where someone could **see** me in my new monster part.

Angel Hey. I won't ley anything happen to you if I can help it. No matter what, I'll always be with you. Hey.. I'll love you... even if you're covered with slime.

Buffy I liked everything until that part.

[Sunnydale High lounge area, the next morning]

Willow Could you believe it? right at the buzzer! Three points for the win!

Oz *Agreeing* It was intense.

Xander Yeah, for a minute there, i thought you were gonna make an expression.

Oz *deadpan* I felt one coming on, I won't lie.

Willow Man, i've never seen anyone jump like Hogan Martin... they should call him... "the jumper"!

Xander Or a name that **isn't** an article of women's clothing... Hey! Remember when the...

Willow Shhhhhh!

Buffy walks into the lounge area and everyone goes to-tally silent.

Buffy Hmmm. Quietness. We either lost, or we **won** and you don't want me to feel bad.

Willow Uh, yeah, it wasnt really a **good** game.

Xander Yeah...tall hoops, but then tall guys.. Whats the point, huh?

Oz Pretty dull.

Cordelia *barging in* Are you guys crazy?? It was an incredible game! I've never cheered so hard in my life! I **still** have knee-marks on my back! *she stops and thinks about what she's just said...* from the pyramid?? uhh!! *she storms off to rejoin her "cooler" friends.*

Willow Yeah, well, I still bet patrolling was way better 'cause, wow, **important!**

Buffy Well, i thought i saw a four legged demon... but... it was just a dog.

Oz A were-dog?

Buffy *embarrassed* Regular.

Xander Tough luck.

Xander's eyes wander from the conversation and land on Cordelia across the room, talking to her friends. He watches her with something akin to puppydog eyes.

Xander *thinking* «I wonder if she and Wesley have kissed?»

Buffy It really bugs you, huh?

Xander *He turns his attention back to Buffy* What?

Buffy Cordelia and Wesley.... smootching.

Xander *thinking it was a lucky guess* Man, you read my mind.

Ominous music plays as Buffy realizes that she did, in fact, do just that!

Part 2

[Hallway- Sunnydale HS]

Buffy enters through one of the outside doors, looking semi-freaked, and bumps into a white haired, mild mannered looking teacher.

Mr. Beach Whoa there, watch where you're going now.

Buffy I'm sorry Mr. Beach, I will.

Mr. Beach «Students, if we could just get rid of all the students» *he walks away*

The hallway is crowded, with lots of students rushing about. Buffy begins to realize, as she walks, that she is

able to hear the thoughts of everyone she passes.

Male Student «When I'm a software jillionaire, and you're all flippin' burgers, who's the loser **then?**»

Female Student «maybe I'll take French, I said... how hard can it be? French babies learn it...idiot!»

Male Student #2 *he's wearing those ridiculously baggy pants* «I swear, someday my pants are gonna fall right off...»

Male Student #3 «Buffy's soo beautiful...I mean, look at that body...»

Buffy stands in front of the guy, thinking she's 'all that'.

Male Student #3 «God... I'd love to shove her against that locker right now and just...oooh!»

Creeped out by this, Buffy quickens her pace and gets the heck out of there.

[Library]

Buffy Is this the thing? The aspect thing? 'Cause I gotta say, if it is, it is **way** better than a tail... I mean, I have a hard enough time as it is finding jeans that fit right.

Giles Buffy, slow down...um, I'm not even convinced this is genuine mind reading. You're most likely projecting your...

Buffy When I walked in a few minutes ago, you thought, "look at her shoes, if a fashion magazine told her to, she'd wear cats strapped to her feet."

Giles I, um... «the demons are telepathic, I should have known, that's why they don't need mouths» Of course...the demons are telepathic...

Buffy I know. You just told me. That's why they don't need mouths. And you should have known.

Giles *He looks at Buffy, dumbstruck* I..uh... this is astounding!

Buffy It was happening out in the hallway. Principal Snyder has "Walk like an Egyptian" stuck in his head. And the boys of this school...are seriously disturbed. It's weird. But Giles, think about it... I mean think about what I can **do**.

Giles Well it could be very useful... you could... uh... anticipate your opponent's every move...turn his plans against him!

Buffy Ohhh, **way** better than that!

[English class]

Buffy Jealousy.

Ms. Murray Buffy, right...very good. Jealousy...

Nancy «I knew that!»

Ms. Murray ...clearly is the tool that Iago uses to undo Othello. But what's his motivation, what reason does Iago give for destroying his superior officer? «Cassio has my place, betwixt my sheets he's done my office...»

Buffy Well, he was passed over for promotion. Cassio was picked instead... and people were saying that Othello slept with his wife.

Willow «Buffy did the reading? Buffy **understood** the reading?»

Xander «when did she study? Was I supposed to study?? Ms. Murray's kinda hot...»

Nancy «I was gonna say Cassio...uhhh! I hate her!»

Ms. Murray Any other reason?

Nancy *Very eagerly* Race!

Ms. Murray Uhhh...good, Nancy...Can't overlook that.

Freddy «Look at them scrambling for the teacher's praise like pigeons for old bread crusts...»

Buffy Will, who's that guy?

Willow That's Freddy Iverson. He writes those editorials for the school paper... he's sardonic.

Freddy *smugly* «bread crusts...that's deep. I should write that down...»

Ms. Murray ...Is there something else at work here?

Buffy Well, he sort of admits himself that his motives are...spurious..? He does things because he enjoys them. It's like, he's not...he's not really a person, he's a..the dark half of Othello himself.

The students all gasp in awe.

Ms. Murray Buffy, really... very astute. I said something quite like that in my dissertation.

Buffy I know... I mean, I agree...with...that.

Ms. Murray Yes, and doesn't that also explain Othello's readiness to believe Iago? Within seconds he turns on Desdemona. He believes she's been unfaithful. And we're all like that... we all have our little internal Iagos... that tell us our husbands or our girlfriends or whatever, don't really love us. We can never really see what's in someone's heart...

[Angel's house]

It's daylight, and thick curtains cover the doors and windows. Angel is standing by the door when Buffy suddenly lifts the curtain and comes inside, making him jump to avoid the sunlight.

Angel Uhn.

Buffy Oh! Sorry!

Angel Mmm.

Buffy Sorry about the...daytime... I just ducked out of school.. and that's when they **have** it.

Buffy Ummm... you look good. I mean, I-I know I saw you last night, but... sometimes things can change real quick. I mean, **really quickly**. Listen to me, I'm talking like Faith.

Buffy is really obviously trying to spark a reaction in Angel, hoping to use her new telepathy to read his true feelings.

Buffy You know, not that she was so bad to have around... ya know, before the evil... No, I think she was hurting a lot... and some people ... protective type people, might be drawn to that I guess... well, the thing about Faith...

Angel *Cuts her short* You can't get into my mind.

Buffy *Startled* How did yo... why not?

Angel It's like the mirror... the thoughts are there, but they create no reflection in you. *uncomfortable pause* You got your aspect of the demon.

Buffy Yeah. Giles doesn't know how long its gonna last... it's ok. A little headachy, but...

Angel You don't have to play games with me, Buffy. Ever.

Buffy Well, you're not exactly "Joe Here's-what-I'm-Thinkin'."

Angel So ask me.

Buffy Oh, but **that** would have made sense.

Angel What do you wanna know about? Faith? how I felt kissing her? Pretending to have no soul? Watching you suffer?

Buffy Well, since you bring it up...

Angel I hated hurting you. More than I can stand.

Buffy look, the thing about Faith... I'd understand. you know, she has that whole "bad girl" thing working for her.

Angel Kissing her meant nothing. I don't want a bad girl. I've done that before.

Angel pauses to choose his words carefully.

Angel I've lived a long time, buffy... and I'm past that. I've been with dozens of girls like her. More.

Buffy Oh, this honesty stuff is fun.

Angel And there's no comparison... in 243 years I've loved exactly one person.

Buffy Ohh... It **is** me, right?

Angel Next time, just ask.

Buffy *She finally feels content* Okay.

Angel And Buffy.. Be careful with this gift. A lot of things that seem strong, and good, and powerful... they can be painful.

Buffy Like say... immortality?

Angel Hm.. exactly. I'm dying to get rid of that.

Buffy Funny.

Angel *totally straight-faced* I'm a funny guy.

[Library]

Xander She can read our minds, our every impulse and fantasy?

Buffy Every one.

Xander «Oh God!»

Cordelia «I don't see what this has to do with me...» I don't see what this has to do with me.

Willow Well, I think its great, right? I mean, you enjoy your other slayer powers...

Buffy Yeah, it'll be fun. And did you see Nancy Doyle's face in English class today?

Willow Yeah... she's super competitive... «She's hardly even human anymore... how can I be her friend now? She doesn't need me!»

Buffy No, I **do** need you!

Cordelia OK, what are you talking about? Cause you are sooo creepy right now.

Giles I-I think there must be some precedents for occurrences such as this...I'll, I'll research it. Wesley, can you give me a hand?

Wesley Of course...where do you think we should start?

Oz *intruding over the audible conversation* «I am my thoughts... if they exist in her, Buffy contains everything that **is** me, and she becomes me. I cease to exist. Hmmm.»

Xander *panicking* «What am I gonna do? I think about sex all the time! Sex.. Help! Four times five is thirty...five times six is thirty-two... Naked girls. Naked women...Naked Buffy...Oh, stop me!»

Buffy God Xander, is that **all** you think about??

Xander Actually...? **BYE!** *He pops up and sprints from the library*

Wesley Xander has just illustrated something. Chances are, you're all going to be thinking whatever least you want Buffy to hear. It's a question, of course, of mental discipline.

Giles He's right. There are...

Wesley «Look at Cordelia.. no, don't look at Cordelia! She's a student.. oh, I am bad. I'm a bad, bad man..»

He notices Buffy looking at him and smiling

Wesley Excuse me. *He follows Xander's example and practically runs into Giles' office.*

Willow What's it like Buffy?

Buffy I dunno... I mean, its a little weird... but, look, please don't for a second think I don't need you, cause I do. I wanna share this with you... its like... all these doors are opening to all these little worlds, and I can just walk inside.

Oz «No one else exists either... Buffy **is** all of us... We think, therefore she is...»

Willow «She knows so much ... she knows what Oz is thinking! I never know that... before long, she'll know him better than I do...»

Buffy no, don't think that.

Willow I cant help it buffy... I'm sorry, I just can't *She gathers her things and quickly walks away*

Oz Uh...If you don't need me I'm gonna follow the red-head. *He follows Willow*

Buffy *watching them leave, sadly* Guess I won't be writing that book, "winning friends through telepathy."

Cordelia «Whatever. I wonder when I can go...» Whatever. Can I go??

Wesley emerges briefly from Giles' office, leaning out only as much as he needs to.

Wesley Excuse me... can you hear me thinking in here? Uh, I could go out into the hall...?

Buffy *feeling totally alone, she moves to leave* You know what? **You** stay, I'm getting a headache, I'll go.

[Sunnydale High hallway]

The halls are crowded as usual, and Buffy is having more difficulty shutting out all of the thoughts than she did earlier in the day.

«She is so hot...»

«I hate my body...»
«I could scream from boredom...»
«No one is ever gonna love me...»
«What if I never get breasts...?»
«I can't believe the test is today...»
«I have the worst...»
«Get rid of the students... it's so easy...»
«He has the cutest butt...»

Nancy *She sees Buffy walk past* «I **hate** her...»

[Library]

Giles is making his way through a typical, musty, leather-bound volume. Wesley hovers nearby, also going through a book.

Giles Here... it's happened before. A man in Ecuador. Quite recently.

Wesley Can we contact him?

Giles I'd say not...he can't communicate with anyone.

Wesley Dead?

Giles No... he's in complete isolation. The power... you can't shut it off.

[Cafeteria]

Buffy is standing in the lunch line, just staring into space as more and more thoughts assault her senses. The lunch lady eyes her strangely as she ladles a scoop of potatoes onto Buffy's plate. Buffy is frozen, just standing there looking back and forth, trying to sort through the noise. «It's gotta get better... please tell me it gets better...»

«I hate school...»

«I never should have taken honors math...I'm' too stupid...»

«Am I normal..?»

Jonathan is standing in the line behind her, watching her freaking out.

Jonathan Are you...through with the mashed potatoes? *Surprised, Buffy snaps out of her reverie and stares at him* «She doesn't even know I'm here...»

«I'll never get my driver's license...»

«I want a car sooo bad...»

«come on...come on...»

«What did Mrs. Kelley say...?»

«Didn't she wear that skirt yesterday?»

«Oh my god, his fly is down!»

Freddy? *he's standing right behind Buffy, trying to catch a peek of cleavage?* «If I stand in just the right place, I can see in the arm hole...»

«The test is **today!**»

more and more thoughts come faster and faster... Buffy is completely disoriented, staggering through the cafeteria with her lunch tray. Suddenly, the din of thoughts go silent, and one powerfully clear thought emerges.

«This time tomorrow... I'll kill you all...»

Hardly believing what she's heard, Buffy stands shocked in the middle of the cafeteria while students buzz around her.

Part 3

[Cafeteria]

Buffy stands silently, unmoving, in the middle of the cafeteria. Suddenly, her lunch tray slips from her fingers and clatters onto the floor, prompting dozens of students around her to clap, point and laugh... their thoughts come again, like a wave, washing over her. Buffy begins running up to students, blindly grabbing them, hoping to find the "killer," but only getting weird looks and thoughts of how crazy she is.

Buffy grabs Jonathan by the shoulders and stares at him for a moment before rushing to the next student.

Jonathan «She touched me...!»

More and more thoughts assault her brain...Buffy grabs her head, spinning madly, hoping to stop them. As they become too much for her to handle, Buffy slumps to the floor, unconscious.

[Sunnydale HS, outside]

Camera shot from Buffy's POV, we see Giles, Willow, Xander, Oz and Cordelia hovering over her, relieved she's awake. Buffy is lying face up on the ground.

Willow «I think she's waking up!»

Oz? «She's OK...»

Giles «oh thank god...»

Xander «her eyes are opening...»

Cordelia «I'm cold...»

Giles You all right?

Cordelia I told them not to move you. They probably severed your spinal cord.

Buffy I'm OK... *she struggles to sit up*

Giles Buffy...!

Buffy No really, I'm OK... listen, there's a killer in the cafeteria.

Xander See, I been saying for **years** that the lunch lady's gonna do us all in with that "mulligan stew"...

Cordelia *She hits Xander* Xander!

Xander I mean, what the **hell** is a mulligan?

Buffy someone was thinking it...they thought... "this time tomorrow I'll kill you all..." I have to... find them... *She attempts to stand, but doesn't have the strength...*

Giles Did you recognize a, a-a voice?

Buffy *weakly* No.

Willow Boy or girl?

Buffy I don't know... I mean, it was hardly human... it was so full of anger and pain... *Gaining her feet,*

she moves towards the school again, but is immediately overwhelmed by the wave of thoughts. She stumbles backwards.

Giles You can't.

Buffy No...I have to find them...

Oz Are you sure they meant it?

Xander Yeah, I mean, who **hasn't** just idly thought about takin' out the whole place with a semi-automatic?

Everyone gives him the evil eye.

Xander I said Idly.

Buffy I-I know the difference... he... she...whoever, they meant it...they're gonna do it.

Giles «she looks so tired...»

Willow «how horrible.»

Cordelia «I'm not getting any warmer...»

Xander «I bet it was Hogan...»

Oz «Who could it be...?»

Buffy *Trying to block their thoughts* SHUT UP!! Uh... I'm sorry... could you guys not think so loud... or so much?

Giles Buffy you should go home... I'll take you home.

Buffy Yeah... OK... No! I need you guys to go back to the cafeteria... make a list of everyone who's there. We have to find the killer before lunch tomorrow.

Willow We'll do it Buffy... a list of all the students.

Buffy yeah... Nancy was there...she's scary... and, uh... oh teachers too... uh, Mr. Beach h-he thought something about getting rid of all the students.

Giles *He leads her towards his car* Come on...

Buffy I can't shut it out Giles... it's like this invasion of my head...it's like there's these strangers walking around in there. *She looks over her shoulder at her departing friends* Look at this... I can't even be around people any more. Not that they're really clamoring to be near me anyway...even you.

Giles I'm sorry Buffy it's, i-its hard for all of us.. But Wesley and I are looking for a way to... help.

Buffy But I'll be OK... right? I mean even if you **can't** get rid of it?

Giles you'll be fine, I promise.

Giles walks on ahead of her.

Giles «if it doesn't go away, she'll go insane...»

Buffy stops and watches him, her face a mask.

[Library]

Willow I think we have everyone that was in the cafeteria... I'll do some computer work, match it against the FBI mass-murderer profiles... see if maybe we can, rule some people out.

Xander I'm still having trouble with that fact that one of us is just gonna gun everybody down for no reason.

Cordelia Yeah, because **that** never happens in American high schools.

Oz It's bordering on 'trendy' at this point.

Willow Besides which, Sunnydale High? Center of EVIL and all that? lets get to work. We have till lunch time tomorrow. We hope.

[Buffy's room]

Buffy is in her PJ's, in bed.

Joyce There. You look better already.

Buffy *Smiling weakly* Thanks mom.

Joyce *She moves to leave* I'm, ah... just gonna get you another pillow.

Buffy I really don't need one.

Joyce but you need another blanket

Buffy uh, mom... I'm fine!

Joyce how a...about some soup? chicken and stars?

Buffy mom, please... just come sit with me?

Joyce looks really uncomfortable, wanting desperately to leave.

Joyce um.. I-I've... I've got laundry. *she looks REALLY uncomfortable*

Buffy Why are you...?

Buffy is baffled by her mother's coldness, but suddenly a light dawns, and she sits upright in bed.

Buffy You had **sex** with Giles?!

Joyce Um, ah...

Buffy YOU HAD **SEX** WITH Giles?!?!

Joyce It was the candy... we were teenagers...!

Buffy On the hood of a **police** car!?!

Joyce I'll be downstairs. You feel better. *she bolts*

Buffy TWICE!?!

[Library]

Willow OK, I've taken our list and narrowed it down to a dozen strong? suspects. *She hands out a list to each of the gang* Here are your personalized assignments.

Xander oooh, I was hoping there'd be assignments.

Cordelia I think I should work with Wesley.

Xander *with disgust* you have no shame.

Cordelia Oh, please. Like shame is something to be proud of?

Willow BE QUIET! *the battle rages between assertive Willow and wimpy Willow* sorry... bu-but this is important. OK, talk to everyone on your list. And use the sample questions... TODAY PEOPLE.

Everyone heads out. Willow calls after them.

Willow Oh, write neatly, a-and label your worksheets!

[Library]

Willow is standing above and behind Jonathan, giving him the third degree.

Willow Fantasies are fun, aren't they Jonathan?

Jonathan I-i guess...

Willow We all have fantasies where we're... powerful and respected, where people pay attention to us...

Jonathan Maybe...

Willow But sometimes the fantasy isn't enough, is it Jonathan? Sometimes we have to make it so people don't ignore us... make them pay attention... you know what I'm talking about, don't you?

Jonathan You... w-want me to pay attention?

[Basketball courts, outside]

Oz tries to interview Hogan while he shoots free throws.

Hogan This is for the yearbook?

Oz Yeah, personality profiles.

Hogan Can you ask it again?

Oz Sure.. *reading* "do you ever feel that you've created a false persona for yourself... the 'guy who does everything right'... and how much of a strain does it put on you to maintain it?"

Hogan Huh...I guessss... 'moderate strain'? IS that a good answer? I wanna get this right.

Oz *He looks at Hogan for a second before writing down his answer* Yeah, that's good.

[Sunnydale HS, classroom]

Cordelia walks in as Mr. Beach is cleaning the blackboards.

Cordelia Hi Mr. Beach. Are you planning on killing a bunch of people tomorrow?

He looks at her, dumbstruck.

Cordelia *Smiling* Oh, its for the yearbook.

[Sunnydale HS, Stairwell]

Xander interviews three attractive girls.

Xander OK.. So turn offs include 'smoking', 'insensitive men', and 'Birkenstocks.' *writing this all down for future reference* Ok, your idea of the perfect romantic evening. Candy, lets start with you...

[Sunnydale HS, Newspaper office]

Oz pops into the office, looking around.

Oz Freddy?

The room appears empty and Oz leaves. The camera pans down to reveal Freddy cowering under his desk, obviously hiding from Oz.

[Buffy's room, Night time]

Buffy stares out her bedroom window as the thoughts of her neighbors being to seep into her consciousness.

«I should have just quit...»

«look at him smiling... like he thinks I don't know about her?»

«I cant wait to tell him we're gonna have a baby!»

«I'm so happy...»

«she doesn't know a thing...»

«I cant believe I'm getting married...»

«One more drink...that'll do it»

Buffy slams the window shut, but the thoughts keep coming.

«Twenty years...»

«It's just a little drink...»

«Wait till the next time he comes home smelling...»

«Sometimes it's hard to keep going...»

Buffy slumps onto her bed, covering her head with a pillow.

[Library]

Giles and Wesley are in full research mode, Giles poring over a thick tome, and Wesley is grinding something with a pestle and mortar.

Wesley Well, it seems to be coming along all right.

Giles *sarcastically* Yes. Buffy's being driven mad, we have no proof that this is going to work, and we **still** need the heart of the second demon, which we have **no** idea how to get without... the Slayer.

Wesley Negative thinking doesn't solve problems.

Giles *Exasperated* Who is going to get the demon heart??

Wesley goes into the office

Giles Berk. *British slang, noun. IDIOT*

[Playground, Night]

The Demon flies through the air and smashes into a picnic table, breaking it. A vamped-out Angel is close behind. The Demon pops up and punches Angel once, but Angel blocks his next swing. Angel then throws a punch, connecting with the demon's head, but his next is blocked. The demon swings, but misses and Angel throws him up onto another picnic table. Jumping onto the table, Angel hits the Demon with an uppercut which causes the demon to do about a 270 degree backwards somersault, its head smashing into the table. Angel jumps down, but the demon recovers and punches Angel in the face, then tackles him. Pivoting, Angel grabs the demon and slams him into a set of monkeybars. Recovering again, the demon punches Angel hard enough to make Angel do a few body rotations of his own. The demon gets takes off running.

[Buffy's bedroom, Morning]

Buffy lies in bed, writhing in pain. Joyce gets up from a chair next to Buffy's bed, goes to the window and looks out through the blinds.

[Sunnydale HS, classroom]

Willow is interviewing Nancy.

Nancy "Do I often imagine classmates are spying on me? Or otherwise acting suspiciously?"

Willow Right.

Nancy Not till just now.

[Sunnydale HS, Lounge]

Larry and Xander are sitting at a table.

Larry What? Talk louder dude.

Xander I'm just saying... it's gotta be frustrating...having this secret. You gotta be kinda filling up with resentment...*he laughs nervously* Unexpressed rage, just waiting to burst out? Today at lunch?

Larry What secret? *loudly* Being GAY?

Xander looks around, totally freaked.

Larry Man, I'm **out**! I'm so out, I've got my grandma fixing me up with guys!

Xander That's, uh.. nice.

Larry But it sounds like... you're having a rough time with it? Look, just do it. *Freddy runs past in the background...* That weird Freddy Iverson guy, that does the school paper?

Xander He's gay?

Larry No dude, but... I bet he'd put in like a 'coming out' announcement for you. Something tasteful.

Xander, for once, is speechless.

[Sunnydale HS, Newspaper office]

Oz comes up to the closed door of the office and knocks.

Oz Freddy?

Getting no response, Oz walks off. The camera pans to the side, and Freddy is seen to be hiding around the corner.

[Library]

Willow He's the only one we couldn't find?

Oz Yeah, Freddy Iverson.

Cordelia The newspaper guy? But we can't figure out it's him without the worksheet, right?

Xander Well, we **do** have this people. *reading* Today's editorial, titled "Big game draws mindless, brain-dead mob."

Cordelia Does he mention the cheerleaders? Because we were **on**!

[Buffy's bedroom]

[Buffy's bedroom]

Buffy is still unconscious. Angel is at her side, holding her hand, and Giles, Wesley and Joyce stand close by behind him. Suddenly, Buffy opens her eyes.

Buffy Angel...

Joyce Thank god... A-are you all right? do you hear thoughts?

Buffy *Smiling softly* No... did you find the killer?

[Sunnydale HS, Newspaper office]

Freddy is seated behind his desk. Oz, Willow and Cordelia barge in the main door. Freddy tries to slip out the side door, but Xander steps through, blocking his exit.

Freddy Ohh..kay... Oz. You got me. What are your friends gonna do? hold me down?

Willow You better believe it buster! You can't threaten a

Joyce and Giles look on as Buffy continues writhing in pain.

Joyce I can't stand this... I keep wondering if I'm hurting her with my thoughts

Giles You're not. Not anymore. She can't pick one thought out of the... out of the din.

A loud, insistent pounding is heard at the front door, and Joyce and Giles go downstairs to investigate. Wesley, already there, opens the door and a large, smoking form covered by a thick blanket steps inside. It's Angel, and he's carrying a flask filled with glowing white stuff.

Angel I got it.

[Buffy's Bedroom]

Angel enters, setting the flask on Buffy's nightstand.

Buffy No..no...

Angel I'm gonna help you...

He cradles her head in his hand and forces her to drink the "demon's heart" liquid. She chokes for a moment, before calming down. He then lays her back down and kisses her forehead softly. Suddenly, Buffy begins to thrash about violently, screaming. Angel attempts to hold her down.

Angel Giles!!

[Sunnydale HS, Courtyard]

The gang walks through the courtyard, looking for Freddy Iverson. Xander points in a new direction and they move off continuing on the search.

[Sunnydale HS, Clocktower]

We see Jonathan up in the clocktower. He looks down at something at his feet, his face pale and sweating. As he bends down, we see it is a metallic case of some sort. Jonathan opens the case to reveal an unassembled, high-powered hunting rifle.

Part 4

big murder without getting us pretty **darn** ticked!

Freddy Surprised Murder? What 'murder'? You're not here about the review?

Oz The 'review'?

Freddy hands Oz a copy of the school paper.

Freddy Yeah... last Thursday?

Oz *reading* "'Dingoes Ate My Baby played their instruments as if they had plump polish sausages taped to their fingers...'"

Freddy Sorry man.

Oz He thinks for a second Nah, its fair.

Freddy I just get a lot of hate mail... A-and I thought you were gonna come and deliver some personally.

Xander H-hey, if you find any 'tasteful' announcement about me from Larry...

Willow Xander... we have to figure this out.

Cordelia We have **no** shot... the killer could be anyone. We lose.

Buffy *entering dramatically* We still have a few minutes.

Willow Buffy!

Xander You're OK! *pauses* Can you hear thoughts?

Buffy shakes her head 'no'.

Xander Just when I wasn't thinkin' about sex!

Buffy OK, here's the new plan. We're gonna get Snyder to evacuate the school, and just hope the killer's not waiting outside...

Cordelia has found a letter on Freddy's desk and begins reading it out loud.

Cordelia "By this time tomorrow you'll all know what I have done. I'm sure you understand that I had to do it, and that although death is never easy... its the only way." **God!** Doesn't anyone write in to praise the cheerleaders? We are **so** unsung!

Willow *Grabbing the letter from Cordelia* Jonathan!

Uhh! I had him in my grasp... slippery weasel!

Buffy Split up. Find him!

They all go in different directions.

[Sunnydale HS, Clocktower]

Jonathan snaps the stock into place.

[Sunnydale HS, Classroom]

Oz runs in, looks around briefly, then leaves.

[Sunnydale HS, Clocktower]

Jonathan slides the bolt action into place.

[Library]

Willow runs into the library, looking around frantically.

Willow Jonathan? Are you in here?

[Sunnydale HS, Clocktower]

Jonathan picks up the barrel of the rifle.

[Sunnydale HS, Cafeteria]

Xander runs through the doors

Xander Jonathan...! Jonathan!

He stops, seeing something and moves to investigate.

Xander Ooooooh. Jell-O.

[Sunnydale HS, Clocktower]

Jonathan tries to attach the barrel to the rest of the assembled rifle.

[Sunnydale HS, Classroom]

Cordelia strolls in. She approaches a student, grabs him and spins him around. She drops him, moves to another student and turns him around to face her. She walks out in disgust.

[Sunnydale HS, Clocktower]

Jonathan snaps the barrel into place with a loud click.

[Sunnydale HS, Courtyard]

Buffy runs out into the courtyard. Shading her eyes, she looks around but doesn't see anything. Suddenly, she looks up into the clocktower and can make out Jonathan standing by an open window. The rifle is also visible in

his hands. Throwing her ôsecret identityö to the wind, Buffy reaches the stairs, but jumps onto the concrete handrail and runs up the 45 degree incline. Some students are stopping to watch her at this point, including Nancy. As Buffy reaches the top, she leaps about 5 feet into the air and grabs the edge of the school roof. She swings her legs forward, kicks off the wall, and does a backflip onto the roof.

Nancy Uh! I could of done that.

[Sunnydale HS, Clocktower]

Jonathan pulls out a cartridge and loads it, sliding the bolt home. As he contemplates his next move, Buffy comes crashing through one of the boarded up windows behind him. Jonathan turns to face her, keeping the rifle pointed at her defensively.

Jonathan G-get away from me!

Buffy OK Jonathan, you wanna point that somewhere else?

Jonathan Don't you try and stop me

Buffy No... no. No stopping... just here for the view. *She moves towards the window* Hey! city hall.

Jonathan *threatening her with the rifle* GO AWAY.

Buffy *She stares him down* Never gonna happen.

Jonathan You think I won't use this!?

Buffy I dunno Jonathan... I just...

Jonathan STOP... doing **that!**

Buffy Doing what?

Jonathan Stop saying my name like we're friends... we're not friends! *on the verge of tears* You all think I'm an idiot! a short...idiot!

Buffy I don't. I don't... think about you much at all. Nobody here really does. Bugs you doesn't it? You have all this...**pain** and all these **feelings**, and nobody's really paying attention...

Jonathan You think I just want 'attention?'

Buffy Nooo... I think you're up in the clocktower with a high-powered rifle because you wanna blend in. Believe it or not Jonathan, I understand about the pain

Jonathan *Sarcastically* Ohh. Right. 'Cause the **burden** or being beautiful and athletic... that's a crippler.

Buffy You know what... I was wrong. You **are** an idiot. My life... happens to, on occasion, **suck** beyond the telling of it. Sometimes more than I can handle. And it's not just mine... every single person down there is ignoring your pain because they're too busy with their own. The beautiful ones... the popular ones... the guys that pick on you. Everyone. If you could hear what they were feeling...

They move towards the window and look down on the students in the courtyard.

Buffy Loneliness... the confusion... it looks quiet down there... it's not. It's deafening.

They both pause to reflect on what she's just said.

Buffy You know... I could have taken that by now.

Jonathan *Whispered* I know.

Buffy I'd rather do it this way.

He hands her the rifle. She pulls the bolt out and ejects the cartridge.

Jonathan *Defeated* I just wanted it to stop...

Buffy Yeah, well... mass murder? Not really doctor recommended for that kind of pain. Besides, prison? You know it's a lot like high school.. only, instead of noogies...

Jonathan What are you talking about?

Buffy Actions... having consequences. You know, stuff like that.

Jonathan Well.. I-I wouldn't ever hurt anybody. I came up here to kill **myself**.

Buffy's eyes go wide.

[Sunnydale HS, Cafeteria]

Xander is strolling quietly through the kitchen, looking for a snack. He spies a tray full of red Jell-O squares, grins happily, and raises one to his mouth. Before he bites into it, he raises his eyes and sees the lunch lady pouring a giant sized box of clearly labeled RAT POISON into the stew pot. He looks at her, she looks at him, both of them frozen for a brief moment. Suddenly, Xander bails. The lunch lady drops her poison, picks up a meat cleaver and gives chase.

Xander Yelling Rat poison...rat poison! There's poison in the food...

Xander begins overturning tables and knocking food trays from the hands of the students. As he tries for the exit, he slips on some of the food he's spilled on the floor and falls flat on his back. The stocky lunch lady stands over him, bringing the cleaver down to strike.

Buffy *Grabbing the lunch lady's wrist* OK, let's calm down.

Lunch Lady Vermin... You're all **vermin**...! You come in here and you eat, and you eat... FILTH...

Buffy I don't see this being settled with logic.

Buffy slams the lunch lady's head to the right, then to the left, forcing the cleaver to scutter across the floor. The

lunch lady throws a punch, but Buffy easily ducks. Buffy punches the lunch lady twice in the face, followed by a kick to the head and finishing with a spin kick to the head. The lunch lady flops backwards onto a student, knocked cold. Buffy glances at Xander and he gives her an appreciative look.

[Sunnydale HS, outside, the next morning]

Willow So you're feeling better about Angel?

Buffy Well... We talked. And...and then he ripped out the heart of a demon and fed it to me... and then we talked some more.

Willow See? that's how it **should** work! *she laughs*

Giles 'Morning.

Buffy Hi Giles.

Willow Hi. Oh, I should get to the yearbook office... I'm going to give them the murderer profiles... they're really a good read. *she laughs again and exits.*

Giles Bye.

Willow See ya.

They begin to walk and talk.

Giles How are you?

Buffy Lovin' the quiet! Nobody in here but me.

Giles Jonathan? How's he?

Buffy Pretty crappy. His parents are freaking... he got suspended...and... toting a piece to school not exactly winning him a place with the òinò crowd. But... I think he's dealing.

Giles Well, it's good of you to check on him.

Buffy Well, its nice to be able to help someone in a non slaying capacity. Except he's starting to get that look... You know, like he's gonna ask me to prom?

Giles Well... it'd probably be good for his self-esteem...if you...

Buffy Ohhh come on... what am I, Saint Buffy? He's like three feet tall!

Giles I'm glad to see you've recovered from your 'psychic encounter' more or less intact. Feel up to some training?

Buffy Sure. We can work out after school. You know... If you're not too busy having sex with my **mo-ther**.

Buffy walks on. Giles walks straight into a tree.

Choices

Prologue

In the Mayor's office. Faith is sitting at the desk with her eyes closed. A present is laying on the desk in front of her. The Mayor stands by her side.

Mayor Alright, you can open them up now.

Faith sees the present and smiles up at him.

Faith Fab. What's the occasion?

Mayor Faith! As if I need a reason to show you my affection. Or appreciation for running a small errand at the airport.

Faith Airport? What's next? Gonna want me to help a buddy of yours move a sofa?

Mayor This isn't a free ride, young lady. You know, I'm beginning to think that somebody's getting a little spoiled. Maybe I should take this back.

Faith *clutches the present* Sorry... Sir.

Mayor That's my girl. *chuckles* Another cookie? *Faith takes one* Now. A package is arriving tomorrow night from Central America. Something, and I can't stress this enough, something crucially important to my Ascension. Without it ... Well! What would Toll House cookies be without the chocolate chips? A pretty darn big disappointment, I can tell you. *giggles* Open your present. *she does* There. That look on your face is my reward.

The present is a knife with an intricate design.

Faith This is a thing of beauty, boss.

Mayor Well, it cost a pretty penny. So, you just take good care of it. And you be careful not to put somebody's eye out with that thing, until I tell you to.

Faith Any particular eyes in mind?

Night, in a graveyard. Angel and Buffy are fighting a pair of vampires. Buffy trips her opponent into Angel's legs.

Buffy Sorry, honey!

Angel That's okay.

They finish off both vampires.

Buffy Well, there's something you don't see every day. Unless, of course, you're me.

Angel That was bracing. Want to do another sweep?

Buffy It's what I live for. Sad to say.

Angel You too tired?

Buffy No. It's just... Do you get the feeling that we're kind of in a rut?

Angel A rut?

Buffy You never take me any place new.

Angel What about that fire demon nest in the cave by the beach? I felt that was a nice change of pace.

Buffy So this is our future? This is how we're going to spend our nights when I'm fifty and you're ... the same age you are now.

They hear a growl offstage.

Angel Let's just get you to fifty.

Buffy Liking that plan.

Part 1

In the Summers house. Buffy sits at the table, flipping through a book. Joyce enters from the hall.

Joyce Buffy? When were you going to tell me?

Buffy Alright, busted. I didn't think you'd miss them. *takes off earrings*

Joyce You were accepted to Northwestern University. Honey, I'm so proud of you! That's wonderful!

Buffy *less enthusiastic* Right! It's wonderful.

Joyce I mean, it's not cheap, but, uh, I know we can make it work if your father pitches in. Not that Northwestern is your only option. It's a great school, though. I am so proud of you.

Buffy You said that before.

Joyce And will again soon.

Buffy Mom, you know that I can't ... I-I just can't decide on a school right now. I mean I want to sleep on it, you know, mull it over. Raise them up my inner flagpole, see which one I salute.

Joyce I know, sweetheart. I'm just so pleased that you have so many choices. Ooh, you know what? Your aunt

Arleen and her family are in Illinois. I've got to call and tell them. Oh, Buffy?

Buffy I know, you're proud of me.

Joyce Ah, don't forget to put my earrings back in my dresser before you go out. Arleen? Hi! It's Joyce. How you doing? Listen, you are never going to believe where Buffy got accepted to school!

Daylight on campus. One guy sits at a picnic table. A second guy drops a paper bag on the table and sits opposite the first guy.

Guy #2 Here you go.

Guy #1 Thanks.

Snyder *swoops in* Okay, what's in the bag?

Guy #1 My lunch.

Snyder Is that the new drug lingo? *takes the bag, looks inside*

Guy #1 No, it's my lunch.

Snyder *drops the bag on the table* Sit up straight. *marches off*

Camera zooms past Snyder to another table Willow and Oz sit opposite Buffy.

Willow Sounds like your mom's in a state of denial.

Buffy More like a continent. She just has to realize that I can't go away.

Willow Well, maybe not now, but soon, maybe. Or maybe I too hail from Denial Land.

Buffy Faith's turn to the dark side of the Force pretty much put the proverbial kibosh on any away plans for me. UC Sunnydale - at least I got in. You! I mean I can't believe you got into Oxford!

Willow It's pretty exciting.

Oz That's some deep academia there.

Buffy That's where they make Gileses.

Willow I know! I could learn and, and have scones. Although I-I don't know how I feel about going to school in a foreign country.

Xander is sitting at a nearby tree reading Jack Kerouac's On "the Road"

Xander Everything in life is foreign territory. Kerouac. He's my teacher. The open road is my school.

Buffy Making the open dumpster your cafeteria?

Xander Go ahead, mock me.

Oz I think she just did.

Xander We Bohemian anti-establishment types have always been persecuted.

Oz Well, sure. You're all so weird.

Willow I think it's neat, you doing the backpack, trail mix, happy wanderer thing.

Xander I'm aware it scores kinda high on the hokey-meter, but I think it will be good for me. You know, help me to find myself.

Cordelia walks between the table and Xander's tree.

Cordelia And help us to lose you. Everyone's a winner.

Xander *getting up* Well, look who just popped open a fresh can of venom. Hey, did you hear about Willow getting into Oxnard?

Willow Oxford.

Xander Oxford. And M.I.T. and Yale and every other college on the face of the planet. As in your face I rub it.

Cordelia Oxford? Whoopee! Four years in tea-bag central. Sounds thrilling. And M.I.T. is a Clearasil ad with housing. And Yale is a dumping ground for those who didn't get into Harvard.

Willow I got into Harvard.

Xander Any clue on what college you might be attending so we can start calculating minimum safe distance?

Cordelia None of your business. Certainly nowhere near you losers!

Buffy Okay, you guys, don't forget to breathe between insults.

Cordelia I'm sorry Buffy. This conversation is reserved for people who actually have a future. *leaves*

Oz An angry young woman.

Willow Oh Buffy, she was just being Cordelia, only more so. Don't pay any attention to her.

Xander She's definitely got a chip going.

Willow Maybe if you didn't goad her so much?

Xander I can't help it. It's my nature.

Willow Maybe you need a better nature.

Buffy and Wesley walk into the library.

Wesley I don't understand.

Buffy Well, I don't think I can talk any slower, Wes. I want to leave.

Wesley What? Now?

Buffy No, not now. After I graduate, you know, college?

Wesley But, you're a Slayer.

Buffy Yeah, I'm also a person. You can't just define me by my Slayer-ness. That's ... something-ism.

Giles is listening from the door of his office.

Giles Buffy, I know we've talked about you going away...

Buffy I got into Northwestern.

Giles That's wonderful news. Good for you.

Wesley Alright, everyone. Monsters, demons, world in peril?

Buffy I bet you they have all that stuff in Illinois.

Wesley You cannot leave Sunnydale. By the power invested in me by the Council, I forbid it. *said while crossing his wrists over his heart - watcher authority hand signal?*

Buffy rolls her eyes and turns her back on Wesley.

Giles Ah yes, that should settle it.

Wesley *counting on fingers* Faith gone bad, and the Mayor's Ascension coming up, ...

Buffy I know it's complicated. I'm aware that my graduation may be, among other things, posthumous, but... What if I stop the Ascension? What if I capture Faith?

Giles I very much hope you will.

Buffy If I do that, then all you guys have to do is keep the run of the mill unholy forces at bay through midterms and I'll be back in time for Homecoming, and every school break after that. Can we at least think about it?

Wesley Perhaps if circumstances were different.

Buffy I'll make them different.

Wesley What?

Buffy I'm tired of waiting for Mayor McSleaze to make his move while we sit on our hands counting down to Ascension Day. I mean, let's take the fight to him.

Wesley No. No! Much too reckless. We're at a distinct disadvantage. We don't know anything about the Mayor's Ascension...

Giles She's right. Time's running out. We need to take the offensive. *to Buffy* What's your plan?

Buffy I gotta have a plan? Really? I can't just be proactive with pep?

Giles No. You want to take the fight to them? I suggest the first step would be to find out exactly what they're up to.

Buffy Oh. I actually knew that. I thought you meant a more specific plan, you know, like with maps and stuff. Great. We'll find out what they're up to.

Night, at the airport. A small plane taxis to a stop and a man leaves the plane carrying a box. A vampire waits by a limo with a briefcase.

Box man Is he in the car?

Vampire No, I'll take you to him. *opens the limo door*
Camera zooms in to show the box handcuffed to the man's right hand. The man kicks the limo door shut.

Box man The Mayor was supposed to be here in person with the money. Well, the price just went up. I don't like surprises.

Impact sound. The head of an arrow appears through the front of his shirt - Faith has shot him through the back.

Faith Surprise.

Faith climbs down from her hiding place and approaches the body.

Vampire You killed him.

Faith What are you, the narrator? Keys to the cuffs?
The vampire searches the man's clothing.

Vampire Nothing.

Faith pulls out her flashy new knife.

Vampire That won't cut through steel.

Faith No, but it will cut through bone.

Part 2

Night. The limo pulls up in front of City Hall. Faith carries the box inside. Buffy is watching from the bushes. Cut to inside the Mayor's office. Faith kicks in the door and carries the box inside.

Mayor Hey ho! There it is! Hahahaha! Ah, what happened to the courier? I was supposed to pay him.

Faith Hunh. Made him an offer he couldn't survive. *takes the money*

Mayor *chuckles* You are one heck of a girl, you know that? I mean geez, the initiative, the - the skill.

Faith Go on, go on. *sits down*

Mayor I will. You know, I'll tell you, if Buffy ... *Faith props her feet on the desk. The Mayor frowns. Hey hey hey hey. Faith drops her feet.* If Buffy Summers walked in here and said she wanted to switch to our side, I'd say *snaps his fingers* no thanks, sister, I've got all the Slayer one man could ever need. *chuckles*
Faith sighs.

Mayor What?

Faith Nothing.

Mayor Oh, it's cause I used the B-word, huh? Don't tell me you're still sore about that whole Angel-Buffy thing.

Faith No, I'm over it. She can have him.

Mayor Better believe she can. She deserves that poor excuse for a creature of the night. You, on the other hand, can do better.

Faith is fidgeting and begins toying with the clasp of the box. The Mayor slams his hands down on top of the box.

Mayor Don't do that.

Night. The limo pulls to a stop in a parking lot. The vampire driver hears a noise and looks back through the rear window. Buffy smashes the driver's side window with her fist and pulls his upper body out of the window.

Buffy *peppy* So, what's in the box?

Cut to the library. Buffy sits at the table looking at a book. Xander and Wesley look on.

Buffy The Box of Gavrock. It houses some great demonic energy or something which His Honor needs to chow down on come A-Day.

Giles and Willow enter. Giles carries some large drawings.

Wesley What's that?

Giles Maps. And stuff.

Willow Plans for City Hall. They were in the Water and Power mainframe.

Buffy The box is being kept under guard in a conference room on the top floor. *points to a map sheet* There. Unfortunately, that's all I could get out of my informant before his aggressive tendencies forced me to introduce him to Mr. Pointy.

Wesley Well, now, here's what I think we should do...

Buffy I figure we can enter through the skylight. I'll take Angel with me.

Giles Agreed.

Xander And there's a fire ladder on the east side of the building, *points* here.

Wesley Yes, yes, fine, but we still need to consider whether the Mayor...

Giles It won't be enough to simply have possession of the box.

Willow Right, we have to destroy it. Not just physically - ritually, with some down and dirty black magic.

Wesley Hang on. We don't know what such a ritual would require.

Giles *flipping through a book* I think the Breath of the Atropyx is standard for this sort of thing. Fairly simple recipe. Xander?

Wesley attempts to read over Giles's shoulder but Giles hands the book to Xander.

Xander I know. I'm ingredient getting guy.

Wesley Alright, stop! I demand everyone STOP this instant! *everyone looks at him* I'm in charge here and I say this is all moving much too fast. We need time to fully analyze the situation and devise a proper and strategic strategem.

Buffy Wes, hop on the train or get off the tracks.

Wesley The Mayor will most assuredly have supernatural safeguards protecting the box. *silence* Oh, we all forgot about that, did we?

Buffy Looks like a job for Wiccan girl. What do you say, Will? Big time danger.

Willow Hey, I eat danger for breakfast.

Xander But oddly enough, she panics in the face of breakfast foods.

Buffy Let's get to work.

The gang files past Wesley. Giles pushes a map into Wesley's hands. Wesley mopes for a moment, then turns to follow.

Daylight. Xander is walking along a street and pauses at the window of a shop. He sees Cordelia inside holding up a dress. He starts, stops, looks for a moment more. He goes inside.

Xander I have a theory. Your snide remarks earlier? I'm guessing grapes a little on the sour side. Didn't get into any schools, did you? The grades were there, but ooh, if it weren't for that pesky interview. Ten minutes with you and the Admissions Department decided that they'd already reached their mean-spirited superficial princess quotas.

Cordelia And once again, the gold medal in the Being Wrong event goes to Xander "I'm as stupid as I look" Harris. *takes envelopes from her purse* Read 'em and weep, creep. USC, Colorado State, Duke, and Columbia.

Xander Wow! These are great colleges. I'm guessing they must have seen a different side of your father's money.

Cordelia *snatches the letters away from him* Go away.

Xander Sure! If you'll excuse me, I have to go back to helping to save some lives. Carry on. I know that you have some important accessorizing to do.

Xander leaves. Cordelia looks unhappy.

Night. A dark van stops in a parking lot. Wesley is driving, Giles rides shotgun. Buffy, Angel, and Willow get out.

Giles Now remember, if anything should go awry, Wesley and I will create a diversion.

Wesley Let's synchronize our watches. I have twenty-one four...

Buffy and Willow are holding up their bare wrists.

Wesley Yes, typical.

Willow Maybe we could just count. One one thousand, two one thousand, ...

Giles Be careful, all of you.

The trio marches off. Giles turns to Wesley.

Giles Tea?

Angel pulls down the fire ladder. Willow starts climbing. In the library. Oz places a large ceramic pot on a pedestal. Xander enters carrying a paper bag.

Oz You got the goods?

Xander Yeah. *starts pulling plastic baggies out* Essence of toad, twice-blessed sage, maybe that's the toad?

Oz Well, we better be sure. Destroying this box is supposed to be a pretty delicate operation.

Xander Well, then, they shouldn't leave it in the hands of the lay people.

Oz Oh, Willow laid it out for us pretty well. *shows him Willow's papers*

Xander Wow! She even drew helpful diagrams. That's the pedestal.

Oz And the ingredients. And us. See, there's you and there's me.

Xander Well, how can you tell which is which? I mean, they both look kinda stick-figurey to me.

Oz Well, this one's me. See the little guitar.

Xander Oh, gotcha.

Oz Nobody like my Willow.

Xander No sir, there is not.

Oz moves to the pot and drops three gold pieces in.

Oz Okay, toad me.

Xander throws him a plastic bag.

Night, on the roof of City Hall. The trio can see the box through the skylight. Angel opens the skylight. Buffy hands Willow a book and a bottle containing salt or sand. Willow reads a spell (in Latin?) while pouring the sand over the box. As the sand falls, a blue force field appears around the box, then suddenly disappears.

Willow *big smile* Oh yeah, I'm bad.

Buffy Four stars, Will. Now get going.

Willow I'm gone.

Willow leaves by the fire ladder. Angel fits Buffy with a harness and sets up a pulley system. He lowers her down over the box (like the Mission Impossible movie)

Buffy Got it!

As she lifts the box off the table, an alarm bell rings. Angel is pulling on the cord, but Buffy doesn't move.

Buffy Angel!

Angel It's jammed.

Buffy I'd like very much to come up now, please. Angel!

Angel I know!

Two vampires enter the room with a growl.

Buffy Don't suppose you want to help me get down.
they growl Didn't think so.

Angel leaps down to the table. They fight. Buffy gets in a neat kick using a vertical spin in the trapeze harness, then gets out of it. Buffy and Angel escape the room with the vampire guards in pursuit. Cut to outside. Buffy and Angel run out of the building and dart right. As the vampires leave the building, the black van accelerates past the door and the vampires chase it. Buffy and

Angel stand up and watch from their hiding place in the bushes, then run the other way.

In the wrecked conference room. The Mayor surveys the damage while the vampire guards stand with their heads down.

Mayor Well, this is very unfortunate. I just had this conference room redecorated, for Pete's sake. At taxpayers' expense. And, oh yeah ... *the cheerful facade breaks and with a burst of rage, he smashes a chair* They've got my box.

Faith walks in, holding a knife to Willow's neck.

Faith Yeah they do, but looky what we got.

Big smile from the Mayor.

Part 3

In the library. Scooby Gang minus Willow.

Buffy How did you guys let ... How did this happen?

Giles We thought she stayed with you.

Angel They must have grabbed her when she hit the ground. Buffy, I'm sorry.

Buffy Look, it's nobody's fault, okay. We just need to focus and deal. Oz, I swear I won't let them hurt her.

Xander We go back. Full-on assault.

Giles They'll kill her.

Wesley We're assuming they haven't already.

Buffy No. No, they know what she means to us. She's too valuable as long as we still have the box. We trade.

Wesley We can't.

Buffy No, it's the safest plan. *to Giles* It's the only way, right?

Giles It might well be.

Buffy Look, we call the Mayor and arrange a meeting.

Wesley This box must be destroyed.

Xander I need a volunteer to hit Wesley.

Wesley Giles, you know I'm right about this.

Buffy Wes, you want to duck and cover at this point?

Wesley Damn it, you listen to me! This box is the key to the Mayor's Ascension. Thousands of lives depend on our getting rid of it. Now I want to help Willow as much as the rest of you, but we will find another way.

Buffy There is no other way.

Wesley You're the one who said take the fight to the Mayor. You were right. This is the town's best hope of survival. It's your chance to get out.

Buffy You think I care about that? Are you made of human parts?

Giles Alright! Let's deal with this rationally.

Buffy Why are you taking his side?

The outbursts of Buffy, Giles, and Wesley clash for a moment, then Wesley's voice breaks out of the babble.

Wesley You'd sacrifice thousands of lives? Your families, your friends?

Oz has been sitting through all this. He gets up and walks behind Wesley.

Wesley It can all end right here. We have the means to destroy this box.

Oz picks up the pot for the box-destroying ritual and throws it into a display case, smashing both to shards. Everyone looks at each other.

Buffy Giles, make the phone call.

In City Hall, in a musty storeroom. Willow is banging on a locked window, trying to open it. She gives up on the window and pulls out a desk drawer, making a lot of noise. A vampire guard enters the room.

Guard What are you doing?

Willow Oh, uh, I'm looking for a sucking candy, cause my mouth gets dry when I'm nervous, or held prisoner against my will.

The vampire slowly approaches her with a hungry look.

Willow And suddenly I'm thinking sucking isn't a good word to use around vampires. Hey! Did you get permission to eat the hostage? I don't think so. You're going to be in some trouble when the Mayor ... Ow!

The vampire grabs her shoulders and presses her against a wall.

Guard Just a little taste.

As he leans in for the bite, a pencil from the desk drawer floats up behind him and stabs him in the back. He crumbles to dust. Willow leaves the room and starts down a hallway. A door opens and she hears Faith and the Mayor. Willow quickly hides in another room and listens as they pass.

Faith She's not gonna be brain-dead but she'd be to come back here tonight.

Mayor Ever had a dog?

Faith What?

Mayor I did. Rusty. Irish setter. A dog's friendship is stronger than reason, stronger than it's own sense of self-preservation. Buffy's like a dog, and hey, before you

can say Jack Robinson, you'll get to see me kill her like one.

Faith and the Mayor walk down the hall. Willow starts to run the other way, but stops at the open door to the Mayor's office. She enters, closes the door, and finds the Mayor's cupboard of skulls and magic stuff. She finds a hidden compartment containing the Books of Ascension, and begins skimming the pages.

Faith Check out the bookworm. *standing in the office door*

Willow Faith!

Faith Anyone with brains, anyone who knew what was going to happen to her, would try to claw her way out of this place. But you, you just can't stop Nancy Drew-ing, can you? Guess now you know too much and that kinda just naturally leads to killing.

Willow Faith, wait. I want to talk to you.

Faith Oh yeah? Give me the speech again, please. Faith, we're still your friends. We can help you. It's not too late.

Willow It's way too late. You know, it didn't have to be this way. But you made your choice. I know you had a tough life. I know that some people think you had a lot of bad breaks. Well, boo hoo! Poor you. You know, you had a lot more in your life than some people. I mean, you had friends in your life like Buffy. Now you have no one. You were a Slayer and now you're nothing. You're just a big selfish, worthless waste.

Faith punches Willow in the jaw and she falls to the ground.

Faith You hurt me, I hurt you. I'm just a little more efficient.

Willow climbs back to her feet.

Willow Aw, here I just thought you didn't have a comeback.

Faith You're begging for some deep pain.

Willow I'm not afraid of you.

Faith pulls out the fancy knife.

Faith Let's see what we can do about that.

The Mayor is standing in the doorway.

Mayor Girls, I hope I don't have to separate you two. Faith, you can play with your new toy later. Something's come up.

Faith keeps holding the knife to Willow's neck, staring into her eyes.

Mayor Faith! You know I don't like repeating myself.

Faith to Willow I got someone. I got him.

Mayor I just received a heck of an interesting phone call.

Night. In the Sunnydale High cafeteria. The Scooby Gang waits for the Mayor. Giles holds a baseball bat. Oz tests a locked door.

Oz The whole place is locked down, except for the front.

Xander Yeah, it gives me that comforting trapped feeling.

Buffy One way out means one way in. I want to see them coming.

The lights go out, leaving the room dimly lit by outside lights.

Xander Guess they're shy.

Angel I can see alright.

The two vampire guards push open the front doors, followed by the Mayor, then Faith holding Willow. The two groups stop and glare at each other. The Mayor and Buffy advance to within arm's reach.

Mayor Well, this is exciting, isn't it? *chuckles* Clandestine meetings by dark of night. Exchange of prisoners. I just, I, I feel like we should all be wearing trenchcoats.

Buffy Let her go.

Mayor No. Not until the box is in my hands. So you're the little girl that's been causing me all this trouble. She's pretty, Angel. A little skinny. Still don't understand why it couldn't work out with you and my Faith. Guess you kind of just have strange taste in women.

Angel Well, what can I say? I like them sane.

Willow makes a sound as Faith tightens her grip.

Oz Angel.

Mayor Well, I wish you kids the best, I really do. But if you don't mind a bit of fatherly advice, I, uh, I-I just don't see much of a future for you two. I don't sense a lasting relationship. And not just because I plan to kill you. You two have a bumpy road ahead.

Buffy I don't think we need to talk about this.

Mayor God, you kids, you know. You don't like to think about the future. You don't like to make plans. Unless you want Faith to gut your friend like a sea bass, show a little respect for your elders.

Angel You're not my elder. I've got a lotta years on you.

Mayor Yeah, and that's just one of the things you're going to have to deal with. You're immortal, she's not. It's not. I married my Edna May in ought-three and I was with her right until the end. Not a pretty picture. Wrinkled and senile and cursing me for my youth. Wasn't our happiest time. And let's not forget the fact that any moment of true happiness will turn you evil. I mean, come on. What kind of a life can you offer her? I don't see a lot of Sunday picnics in the offing. I see skulking in the shadows, hiding from the sun. She's a blossoming young girl and you want to keep her from the life she should have until it has passed her by. My God! I think that's a little selfish. Is that what you came back from Hell for? Is that your greater purpose? *he stares at Angel for a moment and then shakes his head in disgust* Make the trade.

Angel and Faith trade. Faith is holding the box in the center of the room.

Mayor Well, that went smooth.

Snyder and two policemen enter the front door.

Snyder Nobody moves!

The Mayor steps back into the shadows as Snyder advances. One policeman locks the doors behind him.

Snyder I knew you kids were up to something.

Buffy Snyder, get out of here.

Snyder You're not giving orders, young lady. I suppose you're going to tell me I won't find drugs in this box.

Snyder takes the box from Faith and turns away. Faith pulls her knife.

Buffy to Faith Wait!

Mayor Principal Snyder.

Snyder turns at the Mayor's voice, then focuses on the drawn knife.

Mayor I think we have a problem.

Snyder Mr. Mayor, I had no idea you ... I'm terribly sorry.

Mayor No, it's I who should apologize. Coming down here at night. What must you be thinking? But you see, I just needed to ...

Behind Snyder, one of the policemen is opening the box.

Mayor No! Don't do that!

A spidery creature leaps out of the box onto the policeman's face. (much like the face-hugger in the Aliens movies) He starts screaming.

Part 4

The policeman attempts to pull the spider off his face, but cannot. He collapses to the floor and stops moving. The spider releases him and skitters away into the shadows. The whole thing happened so quickly, no one moved to interfere. The Scooby Gang starts shifting positions, looking for the creature.

Wesley Oh god.

Xander Where did it go?

Snyder to the remaining cop Get that door open!

Giles No! You can't let that thing out of here!

The policeman fumbles nervously with his keys and drops them.

Xander I still want to know where it went.

Buffy Listen.

They hear subtle noises on the ceiling skittering feet, a low keening. Everyone looks up. The spider drops onto the Mayor's face and he falls backwards onto a table.

Faith Boss!

Faith rushes to his aid. She pulls the spider off and flings it into a wall. It rights itself and skitters out of sight. Giles and Wesley climb up on chairs. While everyone is looking at the Mayor, a second spider creeps out of the box. The Mayor sits up with wounds on his face which rapidly fade away. Snyder stares in horror at the Mayor's face.

Mayor Wouldn't leave that open.

Buffy slams the lid of the box shut just as a third creature is climbing out. Severed limbs clatter on the floor. As she is crouched at the box, one of the spiders drops on her back. She flips onto her back, crushing it against the floor. Faith sees the second spider climbing the wall behind Wesley and draws back her arm. Wesley sees her.

Wesley No!

Wesley ducks. Faith snaps the knife into the spider, killing it. The Mayor strides over the box and picks it up.

Oz Is that all of them?

Mayor Ah, not really. You see, there's about fifty... billion of these happy little critters in here. Would you like to see?

The cop finally gets the front doors open. He and the two vampire guards race out of the room.

Mayor Raise your hand if you're invulnerable. *no replies* Faith, let's go.

Faith stares at the impaled spider on the wall.

Mayor Faith.

Faith stares a moment more, then follows him. Snyder is holding a chair at chest height, legs pointed outward. He turns as Faith walks by, keeping the chair between them.

Buffy Snyder, you alive in there?

Snyder You. All of you. Why couldn't you be dealing drugs like normal people?

Snyder walks out cautiously, still holding his chair like a security blanket.

Wesley Well, that went swimmingly.

Buffy We did alright. *Buffy and Willow share a look.*

In the library. Buffy and Willow sit cross-legged on the counter. Willow is very animated. Giles and Wesley stand back.

Willow So Faith was like I'm going to beat you up and I'm all "I'm not afraid of you" and then she had the knife which was less fun a-and then, oh! I-I told her you made your choice, Buffy was your friend...

Giles This is fascinating, but let's get back to the point. You actually had your hands on the Books of Ascension?

Willow Volumes One through Five.

Giles Is there anything you can remember that could be of use to us? Anything at all?

Willow Well, I was in a hurry, and what I did read was kind of over-involved. If you ask me, way over-written. Actually, there were a few pages that looked kind of interesting but I didn't have a chance to read them fully.

Giles looks disheartened. Willow pulls some folded pages out of a pocket.

Willow See what you can make of them?

Giles smiles like a kid at Christmas and rushes off.

Buffy This is your night for suave, Will. You should get captured more often.

Willow No, thank you.

Wesley Well, let's hope there is something useful in those pages. The Mayor has the Box of Gavrock. As of now, we are right back where we started. Wouldn't you say?

Buffy looks unhappy.

Daylight on campus. Buffy is crouched, leaning back against a tree. Willow walks up.

Willow Deep thoughts?

Buffy Deep and meaningful.

Willow As in?

Buffy As in, I'm never getting out of here. I kept thinking if I stopped the Mayor or ... but I was kidding myself. I mean, there is always going to be something. I'm a Sunnydale girl, no other choice.

Willow Must be tough. I mean, here I am, I can do anything I want. I can go to any college in the country, four or five in Europe if I want.

Buffy Please tell me you're going somewhere with this?

Willow No. *hands Buffy a letter* I'm not going anywhere.

Buffy UC Sunnydale?

Willow I will be matriculating with Class of 2003.

Buffy Are you serious?

Willow Say, isn't that where you're going?

Buffy hugs her and they tumble onto the ground.

Buffy I can't believe it! Are you serious? Ah, wait, what am I saying? You can't.

Willow What do you mean, I can't?

Buffy I won't let you.

Willow Of the two people here, which is the boss of me?

Buffy There are better schools.

Willow Sunnydale's not bad. A-And I can design my own curriculum.

Buffy Okay, well, there are safer schools. There are safer prisons. I can't let you stay because of me.

Willow Actually, this isn't about you. Although I'm fond, don't get me wrong, of you. The other night, you know, being captured and all, facing off with Faith. Things just, kind of, got clear. I mean, you've been fighting evil here for three years, and I've helped some, and now

we're supposed to decide what we want to do with our lives. And I just realized that that's what I want to do. Fight evil, help people. I mean, I-I think it's worth doing. And I don't think you do it because you have to. It's a good fight, Buffy, and I want in.

Buffy I kind of love you.

Willow And, besides, I have a shot at being a bad ass Wiccan, and what better place to learn?

Buffy I feel the need for more sugar than the human body can handle.

Willow Mochas?

Buffy Yes, please. It's weird. You look at something and you think you know exactly what you're seeing, and then you find out it's something else entirely.

Willow Neat, huh?

Buffy Sometimes it is.

In the dress shop where Xander and Cordelia last fought. Cordelia is holding a dress in front of her, looking in a full-length mirror. A woman in a suit enters the room behind her.

Woman Chase! What are you doing? Your break's been over for ten minutes. I still need you to re-stock the shelves and clean out the storage room. Let's go.

Cordelia looks at the dress for a few seconds more, then goes back to work.

Night, in a graveyard. Buffy and Angel are holding hands, sitting on a blanket, leaning against a gravestone.

Buffy It's gonna be fun. Will and I are going to go on Saturday to check out the campus. I'm hoping Mom will let me live there. It's too far to come home every night. Plus the whole lack of cool factor. Either way, I'll be close to your place. I don't know what the Mayor was talking about. How could he know anything about us?

Angel Well, he's evil.

Buffy Big time. He doesn't even know what a lasting relationship is.

Angel No.

Buffy Probably the only lasting relationship he's ever had is with evil.

Angel Yeah.

Buffy Big, stupid, evil guy. We'll be okay.

Angel We will.

Buffy leans her head against Angel's chest, looking not very okay.

Prom

Prologue

Buffy is napping in Angel's bed. Angel is watching her sleep. He smiles at her as she wakes.

Buffy *smiles* What? Do I have funny bed hair or something?

Angel Or something?

Buffy I guess we got a little carried away with the whole post-slayage nap thing. *feels her hair* Ohhh, not good. *sits up*

Angel Where you going?

Buffy To go kill a cat on my head.

Angel No mirrors.

Buffy You know, this place really isn't girl-friendly. No mirrors, no natural light.

Angel I think you look perfect.

Buffy Oh yeah, I really like... Okay! *lays down* Maybe we should think about getting a few mirrors. And maybe a drawer, you know, for some of my stuff. Because that's what couples do, they have drawers.

Angel Mmmm, that's right.

Buffy You know, I-I figure, that way sometimes I could spend the night. Like, after the prom, it would be nice to be able to just come back here and spend some time together.

Angel The prom?

Buffy End of high school rite of passage thingy. Think cotillion with spiked punch and electric sleigh.

Angel Right.

Buffy Oh, don't worry, it's at night. And lots of girls have older girlfriends. You'll blend.

Angel I think maybe you should go, hunh?

Buffy Noo.. must be a few more hours before sunrise.

Buffy gets up and walks to the window. When she pulls back the blackout curtain, it lets in a blast of sunlight directly onto the bed. With an exclamation, Angel rolls out of bed away from the light, apparently unharmed. Buffy pulls the curtains closed suddenly.

Buffy Ooh, sorry. I guess it's later than we thought.

Angel has a worried look.

Part I

Daylight outside Sunnydale High. Xander is walking slowly when Anyanka intercepts him and walks beside him.

Anyanka Xander!

Xander Well, hey, it's demon Anya, punisher of evil males. Still haven't got your powers back? *serious* You haven't right?

Anyanka No. I will, though. It's just a matter of time.

Xander So now, how did that work? Women would wish horrible things upon their ex-boyfriends. You'd show up and make it happen.

Anyanka That's right. The power of the Wish made me a righteous sword to smite the unfaithful.

Xander Well, hey! Good luck with that. Hope it works out for you.

Anyanka You know, you can laugh, but I have witnessed a millenium of treachery and oppression from the males of the species and I have nothing but contempt for the whole libidinous lot of them.

Xander Then why you talking to me?

Anyanka *averts her eyes* I don't have a date for the prom.

Xander Well gosh. I wonder why not. It couldn't possibly have anything to do with your sales pitch?

Anyanka Men are evil. Will you go with me?

Xander One of us is very confused, and I honestly don't know which.

Anyanka You know, this happens to be all your fault.

Xander My fault?

Anyanka You were unfaithful to Cordelia so I took on the guise of a twelfth-grader to tempt her with the Wish. When I lost my powers I got stuck in this persona, and now I have all these feelings. I don't understand it. I don't like it. All I know is I really want to go to this dance and I want someone to go with me.

Xander Be still my heart. Oh wait, it is. How come I got the short straw?

Anyanka You're not quite as obnoxious as most of the alpha males around here. Plus I know you don't have a date.

Xander I haven't settled on anyone yet.

Anyanka Fine. Look, I know you find me attractive. I've seen you looking at my breasts.

Xander Nothing personal, but when a guy does that, it just means his eyes are open.

Anyanka Whatever. Look, do you wanna go with me or not? *Silence. Cut to a picnic table outside the school, still daylight. Oz, Willow, Buffy, and Xander.*

Oz Anya, huh? Interesting choice.

Xander Choice is kind of a broad term for my situation. See, it's either Anya or the sock puppet of love for this boy. *holds his right hand in puppet shape, speaks in silly voice* I love you, Xander. I'll never leave you.

Willow Well, if Anya tries to get you killed, put me down for a big 'I told you so.'

Xander puppet Who's this Anya? Is she prettier than me?

Willow She just better not try to cross me. That's all I'm saying.

Buffy Well, at least we all have someone to go with now. Some of us are going with demons, but I think that's a valid lifestyle choice. More importantly, I have the kick dress.

Willow Ooh, the pink one?

Buffy Angel's gonna lose it. But not his soul. He's gonna lose it. His it.

In Angel's mansion. He picks up one of Buffy's notebooks and sees a doodle, "Angel & Buffy 4 Ever!" There is a knock at the door. He opens it, careful to avoid the sunlight, and lets Joyce inside.

Angel Mrs. Summers.

Joyce I'm sorry to, uh... Well, I would have called, but, you know.

Angel Please, you're always welcome.

Joyce My goodness, your place is amazing.

Angel Yeah, I like a lot of space. I don't get out much during the day.

Joyce No, you wouldn't. *Her gaze pauses on a set of manacles that are fastened to a wall.*

Angel Can I get you something? I don't have any coffee.

Joyce Oh, no thank you, I, uh... You don't drink? Beverages, I mean?

Angel No, I do. It's just the caffeine. It makes me jittery.

Joyce Oh. I understand Buffy spent the night.

Angel I'm sorry about that. We came back after patrol.

Joyce I, I'm not interested in the details. That's not why I'm here.

Angel Okay.

Joyce I'm here because I'm worried about you two. In general.

Angel What happened before, when I changed, it won't happen again.

Joyce That's not all I'm concerned about. I don't have to tell you that you and Buffy are from different worlds.

Angel No, you don't.

Joyce She's had to deal with a lot. Grew up fast. Sometimes even I forget that she's still just a girl.

Angel I'm old enough to be her ancestor.

Joyce She's just starting out in life.

Angel I know. I think about it more now that she's staying in Sunnydale.

Joyce Good. Because when it comes to you, Angel, she's just like any other young woman in love. You're all she can see of tomorrow. But I think we both know that there are some hard choices ahead. If she can't make them, you're gonna have to. I know you care about her. I just hope you care enough.

In the library. Willow, Oz, Buffy, and Xander.

Buffy So it was blue and sorta short.

Willow Not too shore, medium. And it had this weird, sorta fringe stuff on its arms.

Giles walking in What's that, a demon?

Buffy A prom dress that Will was thinking of getting. Can't you ever get your mind out of the hellmouth?

Giles I'd be delighted to. However, the day of the Mayor's Ascension is fast approaching and we don't know what to expect.

Xander Well, what about the pages that Will stole from the Mayor's book? Look, she put her life on the line there, pal. Don't tell me they're useless.

Giles On the contrary, no, we, uh, we know the Ascension refers to a human transforming into a demon, the living embodiment of an immortal. And Graduation Day, our Mayor Wilkins is scheduled to do just that.

Wesley enters, followed closely by Cordelia.

Wesley enters Trouble is, we don't know which demon he is going to become.

Giles There are thousands of species.

Wesley So, it's safe to say we shouldn't waste any time of such trifling matters as a school dance.

Cordelia Well, that's too bad, because I bet you would look way 007 in a tux.

Wesley Except, of course, on the actual night, I will be aiding Mr. Giles in his chaperoning duties.

Giles What? Excuse me? Fine, fine, fine.

Buffy to Willow We'll get you a dress. You know, we should check April Fools.

Cordelia Don't go there! I shop there.

Xander I myself am dipping into my road trip fund to procure a shiny new tux, so look for me to dazzle.

Giles And I myself will be wearing pink taffeta as chenille would not go with my complexion. Can we **please** talk about the Ascension?

Buffy Giles, we get it. Miles to go before we sleep. But especially if we're all gonna vaporize or something on Graduation Day, we deserve a little prommy fun. One night of glory, not to much to ask.

Daylight. Exterior shot of a dingy suburban house. Inside. A hand loads a videotape into a VCR. Pan to a snarling creature, roughly humanoid, in a wire cage. The creature struggles are warping the cage sides. One corner has already come loose.

Daylight. Exterior shot of a cathedral. Inside. Angel and Buffy in wedding clothes stand at an altar before a priest.

Priest Into this holy estate, these two persons present now come to be joined. If any man can show just cause why they should not be lawfully joined together, let him speak now, or else, hereinafter, hold his peace.

The priest's voice fades under the swelling music. The camera pans around the couple until it looks from the priest's viewpoint. Behind them, the chapel is empty. The doors at the back are open, and the sunlight is bright against the interior darkness.

They exchange rings. They kiss. They walk to the exterior doors, hand in hand. The music turns darker. Buffy looks very happy, but Angel looks pensive. As they leave

the church, they separate and stand a few feet apart at the top of the steps. Angel squints up at the sky, but does not burst into flame.

Buffy Angel?

A flame appears on Buffy's exposed skin and rapidly engulfs her. Angel looks on in shock. Buffy burning body crumbles to ashes. Angel wakes up from the nightmare.

Part 2

In a sewer tunnel. Buffy and Angel enter through a manhole in the roof of the tunnel and start walking.

Buffy I always say patrol's not complete without a trip to the stinky sewers.

Angel I'm sure I saw him come down here.

Buffy Couldn't we just let this be the vamp that got away? We could say he was this big. *Holds hands apart, like a fish story.*

Angel What can I say? I need closure.

Buffy You need clothes. You don't have a tux, do you?

Angel Since when did patrolling go black tie?

Buffy For the prom, silly.

Angel We have more important things to think about right now than a dance, Buffy.

Buffy Sorry, Giles. I'll just be quiet.

Angel Come on, don't be that way.

A vampire drops from the roof, growling.

Buffy Not now.

Buffy casually stakes the vampire and turns to Angel.

Buffy I'm not being that way. Every time I say the word 'prom', you get grouchy.

Angel I'm sorry. I'm just worried that you're getting too... invested in this whole thing.

Buffy What whole thing? Isn't this the stuff that I'm supposed to get invested in? Going to a formal, graduating, growing up.

Angel I know.

Buffy Then what? What's with the dire?

Angel It's uh, it's nothing.

Buffy No, you have 'something' face.

Angel I think we need to talk, but not now and not here.

Buffy No. No, if you have something to say, then say it. *silence* Angel, drop the cryptic. You're scaring me.

Angel I've been thinking... about our future. And the more I do, the more I feel like us, you and me being together, is unfair to you.

Buffy Is this about what the Mayor said? Because he was just trying to shake us up.

Angel He was right.

Buffy No. No, he wasn't. He's the bad guy.

Angel You deserve more. You deserve something outside of demons and darkness. You should be with

someone who can take you into the light. Someone who can make love to you.

Buffy I don't care about that.

Angel You will. And children.

Buffy Children? Can you say jumping the gun? I kill my goldfish.

Angel Today. But you have no idea how fast it goes, Buffy. Before you know it, you'll want it all, a normal life.

Buffy I'll never have a normal life.

Angel Right, you'll always be a Slayer. But that's all the more reason why you should have a real relationship instead of this, this freak show. *Buffy is stunned.* I didn't mean that.

Buffy I'm gonna go.

Angel *grabs her arm* I'm sorry. Buffy, you know how much I love you. It kills me to say this.

Buffy Then don't. Who are you to tell me what's right for me? You think I haven't thought about this?

Angel Have you, rationally?

Buffy No. No, of course not. I'm just some swoony little schoolgirl, right?

Angel I'm trying to do what's right here, okay? I'm trying to think with my head instead of my heart.

Buffy Heart? You have a heart? It isn't even beating!

Angel Don't.

Buffy Don't what? Don't love you? I'm sorry. You know what? I didn't know that I got a choice in that. I'm never gonna change. I can't change. I want my life to be with you.

Angel I don't.

Buffy You don't want to be with me? I can't believe you're breaking up with me.

Angel It doesn't mean that I don't ...

Buffy How am I supposed to stay away from you?

Angel I'm leaving. After the Ascension, after it's finished with the Mayor and Faith. If we survive, I'll go.

Buffy Where?

Angel I don't know.

Buffy Is this really happening?

Fade to a cityscape showing the moon hanging in the night sky. Switch to Buffy, alone and miserable. Switch to Angel staring into his fireplace.

Daylight. Exterior shot of the Summers house. In Buffy's bedroom, Buffy and Willow sit cross-legged on the bed.

Willow So, that's it?

Buffy That's it. Assuming we survive this Ascension thing, he's gonna leave town.

Willow Well, he's a fool. He's just a big, dumb, jerk person if you ask me. And he's a super-maxi-jerk for doing it right before the prom.

Buffy It's not his fault. He's 243 years old. He doesn't exactly get the prom.

Willow But he should, if ...

Buffy Will, it's okay. You don't have to make him the bad guy.

Willow But that's the best friend's job, vilifying and grousing.

Buffy Usually, yeah. But he's right. I mean, I think, maybe in the long run, that he's right.

Willow Yeah, I think he is. I mean, I tried to hope for the best, but... I'm sorry. It must be horrible.

Buffy I think horrible is still coming. Right now, it's worse. Right now, I'm just trying to keep from dying. *her face contorts in pain*

Willow Oh Buffy.

Buffy leans over into Willow's lap and starts sobbing.

Buffy I can't breathe, Will. I feel like I can't breathe.

Exterior shot of the dingy house. Inside, the creature in the cage is struggling violently against its chains. The cage sides bend and finally it escapes. It scrambles out of the room.

April Fools dress shop. Xander is walking on the sidewalk and sees Cordelia inside. He enters. Cordelia is admiring the same dress he saw in the previous episode Choices.

Xander Okay, how long does it take you to buy a damn dress?

Cordelia Xander! I, uh, I'm considering things a little more carefully nowadays. I don't want to get stuck with another dud.

Xander Well this should work for you. It positively screams nympho.

Salesgirl Is this a customer or a friend?

Xander Neither. Just stopped by for my daily helping of bile.

Salesgirl So you better get back to work and quit goofing. Mrs. Finkel so has it in for you.

Quick shot of the supervisor glancing back at Cordelia.

Xander You work here?

Cordelia Yes. Yes, I work here.

Xander But, uh, why?

Cordelia I'm trying to buy a dress.

Xander But don't you already have all the dresses?

Cordelia I have nothing, okay? No dresses. No cell phone. No car. Everything's been taken away because Daddy made a little mistake on his taxes. For the last twelve years. Satisfied? Are you a happy Xander now? I'm broke. I can't go to any of the colleges that accepted me. And I can't stay home because we no longer have one.

Xander Uh, wow.

Cordelia Yeah, neat. Now you can run along and tell all of your friends how Cordy finally got hers. How she has to work part time just to get a lousy prom dress on layaway. And how she has to wear a name tag. Oh, I'm a name tag person. Don't leave that out. The story just wouldn't have the same punch.

The escaped creature from the dingy house bursts through the front window of the shop. Xander pushes Cordelia out of harm's way and attempts to grapple the creature. It pushes him down and jumps on top of him. Then it sees a man wearing a tux and attacks that man, rending and tearing savagely.

In the library. The Scooby Gang (including Wesley) sit around the table watching a surveillance tape of the attack.

Xander Right there. See, it's, it's like he just realized he forgot to put money in the meter or something.

Cordelia You know the part that totally weirded me out? That thing had good taste. I mean, he chucks Xander and went right for the formal wear.

Xander That's right. He left behind his copy of Monsters Wear Daily.

Cordelia I'm serious. Look at the outfit that Xander's wearing. Now look at the kid that the monster went after. Very smooth lines, 'til he was shredded.

Buffy I don't want to see it again.

Giles Buffy, I know it's horrible, but if you're going to hunt this creature, you should study it.

Buffy Think I got it.

Willow She's right. I mean, you've seen one big hairy bringer of death, you've seen 'em all.

Wesley If I'm not mistaken, this is a hellhound.

Giles Yes. It's particularly vicious. It's sort of a demon foot soldier bred during the Machash Wars. Trained solely to kill. They feed off the brains of their foes.

Cordelia Look! Right there, zoom in on that.

Xander It's a videotape.

Cordelia So? They do it on television all the time.

Xander Not with a regular VCR they don't.

Wesley Perhaps we could stay on the topic for once. What were you doing this afternoon?

Cordelia What? Um, I was...

Xander Burning a hole in daddy's wallet, as usual. I just bumped into her during my tuxedo hunt.

Oz What's that? Pause it.

Xander Guys! It's just a normal VCR. It doesn't... Oh wait, uh, it can do pause.

When the picture is paused, a male teen can be seen peering through the shop's broken window.

Xander Hello, hellhound raiser.

Cut to a closeup of a class yearbook.

Oz Tucker Wells. He's in my chem lab.

Wesley Let me guess. He was quiet, kept to himself, but always seemed like a nice young man.

Oz He didn't seem the murderous type anyway. Something must have happened to him.

Xander How's it going over there, Buff?

Buffy Fine.

Xander Well, I just wanted to say that your impersonation of an inanimate object is really coming along.

Buffy Thanks.

Willow Ooooh! I got into Tucker's e-mail account. Listen to this message Tucker sent to this kid David Metz at

school last week. The Sunnydale High lemmings have no idea what awaits them. Their big night will be their last night.

Giles So, we have a threat against the students on their big night, a hellhound trained to attack people in formal wear...

Cordelia Oh, are we all catching up now?

Giles Tucker is planning to attack the prom tonight.

Oz Once again, the Hellmouth puts the special in special occasion.

Xander Why do I even buy tickets for these things, I ask you?

Willow Wonder if I can take my dress back?

Buffy *wakes up* Don't you dare.

Willow But Tucker is going to...

Buffy No! You guys are going to have a prom. The kind of prom that everyone should have. I'm going to give you all a nice, fun, normal evening if I have to kill every single person on the face of the earth to do it.

Xander Yay?

Part 3

Still in the library.

Buffy Okay, Wes, why don't you go to Tucker's house. He's probably not there, but it's worth a shot.

Wesley Alright. Perhaps strength in numbers would be ...

Buffy You can take Cordy.

Wesley If that's your plan, alright, alright. What about the others?

Buffy Oz, you said you know this David kid that Tucker e-mailed? Why don't you and Will track him down? See what he knows, if he's involved?

Willow We're on it.

Buffy to Wesley And you know what? Could you two check the magic shop?

Wesley Magic shop?

Buffy Yeah. It's right next to the dress store on Main.

Xander I can swing that one. What's the mission?

Buffy See if anyone's been in, buying supplies to raise a hellhound.

Xander Gotcha. Or check and see who's been stocking up on hellhound snausages. I hear those pups will do anything for a tasty treat.

Buffy Giles, you said this thing eats brains. Any brains?

Giles Um, I suppose.

Buffy Then Tucker must be feeding it, right?

Cut to a meat packing plant. Buffy is walking next to hanging carcasses with a guy in a white coat and a hard hat.

Packer Yeah, yeah. This kid orders cow brains a couple of times a week. Goes to this address. *hands her a note* Good luck. He's a weird kid.

Buffy Thanks. Thanks a lot.

The packer walks away. Buffy looks up to see Angel nearby, paying another packer for a plastic bag. He sees her.

Angel What are you doing here?

Buffy Hello to you too.

Angel Sorry. I'm just surprised.

Buffy Me too. I don't know why though. Where did I think you get your blood, McPlasma's?

Angel How are you?

Buffy Right as rain, whatever that means. Don't look at me like that. I can lie to you if I want to now. We're ex, remember?

Angel If it means anything, I miss you.

Buffy Could we not, please? When I think about us, I have this tendency to sort of go catatonic. And I really can't afford to do that right now. Gotta stop a crazy from pulling a Carrie at the prom.

Angel You still planning to go?

Buffy Strictly in the chaperon capacity. But it's fine. I mean, the... I'm cool with going stag. I'm over the whole Buffy gets one perfect high school moment thing. But I'm certainly not going to let some subhuman ruin it for the rest of the senior class.

Angel Let me help you.

Buffy I'm okay.

Angel If you ever need my help...

Buffy Look, I got it! *pause* Thanks. *leaves*
In the dress shop. Cordelia is leaving work.

Salesgirl Hey! Don't forget your dress. Aren't you wearing it tonight?

Cordelia As much as I hate to admit it, I haven't finished paying for it yet.

Salesgirl Well somebody did.

Cordelia What? Who? *looks at the receipt*

Buffy enters the library. Giles is sipping coffee. Xander, Willow, and Oz are sitting on a step and looking glum.

Xander Zeroes all around, Buff.

Willow Sorry.

Buffy Make not with the long faces. I got the address. Now the prom starts in a little while. I want you guys to go on and I'll catch up with you as soon as I put a lid on this jerk.

Xander What? No way.

Willow We can't just leave you, Buff.

Giles Buffy, they're right. You need...

Buffy To see taillights. Hit the door. I have everything under control.

Oz Buffy, it makes sense to ...

Buffy Have. A. Nice. Time.

The trio rush off.

Willow Okay then.

Xander See ya.

Buffy to Giles I want you at the gym. Keep an eye on them until I get there.

Buffy marches into the book cage and begins loading up her weapons bag.

Giles I don't have to tell you that you're being rather rash. Finding an address hardly adds up to case closed.

Buffy Look, it's done. You want to go after them and tell them that they can't go? That all of their planning and dreaming was for nothing? That they can't spend tonight with their honies of all nights?

Giles Angel's not taking you, is he?

Buffy Angel's leaving me. He's leaving town.

Giles Oh, Buffy, I'm sorry. I don't really know what to say. Um, I understand that this sort of thing requires ice cream of some kind?

Buffy Ice cream will come. First, I want to take out psycho boy.

Giles You sure?

Buffy The great thing about being a Slayer, kicking ass is comfort food.

At the prom. Flashy lights and dancing. Xander and Anya stroll through the crowd.

Anya So she wished her husband's head would explode, which was great except we were standing three feet from him at the time. What a mess. Of course, you

know, during the plague it was always parts falling off. Well, that got old since pretty much they were anyway. The Renaissance, that was ... *voice fades as they exit stage right*

Giles and Wesley stand by a table munching hors-d'oeuvres.

Wesley Well, I must say this is all rather odd to me.

Giles Oh yes. At an all-male preparatory they didn't go in for this sort of thing.

Wesley No, of course not. Unless you count the nights you made the lowerclassmen get up as girls and watched them ... *stops on Giles's look* Dip is tasty, isn't it?

Cordelia enters in her new dress. Wesley is struck by a coughing. Giles is not facing the door and looks askance.

Wesley Sauce is hot. *another lingering shot of Cordy* Very hot.

Short montage of prom scenes, dancing, couple photos. Willow and Oz arrive.

Willow We got in. Maybe we should dance before we get besieged, bedeviled, or beheaded or something.

Oz It's not gonna happen.

Willow You're not even a little nervous?

Oz You think Buffy is going to let us down?

Willow Want to share some punch?

Oz and Willow walk by. Wesley approaches Cordelia.

Wesley May I say, you look smashing.

Cordelia It's a start.

Cordelia takes Wesley's arm. Pan to Xander and Anya. Xander has a glazed look.

Anya So then this one time, this girl wished her ex would cannibalize himself. Even I had a hard time watching that, let me tell you.

Xander Cordelia! Wesley! My god in heaven, it's good to see you. How are you both? And details, please.

Wesley Very well, thank you.

Cordelia Yes, thank you. *emphasis with eyebrows*

Xander It looks good on you.

Cordelia Well, duh.

Xander gives a subtle smile and nod and the couples part.

Giles is chatting with a couple of women at the refreshments, but is keeping an eye on the door, watching for Buffy.

Inside Tucker's house. Buffy sneaks down a staircase and finds Tucker about to release a caged hellhound.

Tucker You're ready to go.

Buffy Sorry, new plan.

She throws him away from the cage.

Buffy The prom's a go and you're pathetic.

Tucker Maybe. Maybe not.

Tucker breaks a vase over Buffy's head - she brushes the shards off her jacket. He brandishes a screwdriver at her. She sees videotapes on top of the TV with labels like "Prom Night IV" and "Pump Up the Volume".

Buffy So that's how you did it? That's how you brainwashed the hounds to go psycho on prom?

Tucker Neat, huh?

Buffy I don't get it. What kind of sicko wants to destroy the happiest night of a senior's life?

Tucker I have my reasons.

Quick flashback to more innocent Tucker and a girl.

Tucker Do you want to go to the prom with me?

Girl No.

Back to Buffy and Tucker.

Buffy Whatever. Every maladjust has his reasons. Luckily for me, you're an incompetent maladjust.

Buffy disarms him and ties his hands behind him with an electrical cord. She opens a door and starts to push him through it.

Buffy Now I'm gonna lock you in here and then I'm gonna party like it's ...

In the room are three empty cages before three blank TV sets.

Tucker Gotta have a redundancy system. Any incompetent knows that. My three fiercest babies are on their way to the dance right now. You think formal wear makes them crazy, wait 'til they see the mirror ball.

Part 4

Night, outside the prom hall. The three hellhounds lope toward the building doors. Buffy drops the trailing hound with a crossbow bolt. The other two turn and chase her. She runs.

Buffy That's right. Follow Buffy. Good dogs.

They chase her for a few moments, then hear the party music and reverse course.

Buffy Oh, come on. That song sucks.

She chases them into the building. Cut to a hallway. The hounds are pawing at closed doors. Buffy approaches and they attack her. She wraps one in a hanging tapestry, then wrestles the other one until she can knife it in the chest. The first one escapes the tapestry just as a male student opens the doors into the hall.

Buffy Get back!

Buffy grabs the hound before it can attack the student, grapples with it, and finally snaps its neck.

Student shaken Bathroom?

Buffy points.

Student Th-th-tha...

Buffy You're welcome.

Cut to outside. Buffy drags the hellhounds into the bushes, then pulls her prom dress out of her bag.

At the dance. Buffy enters, Giles sees her, and they exchange nods and smiles. Oz and Willow meet her.

Willow Buffy, you look awesome.

Buffy So do you.

Oz Everything cool?

Buffy Coolest. Devil dogs are history. How's the prom?

Oz Strangely affecting. I got all teared up when they played 'We Are Family'.

Willow Everything's perfect.

Buffy - big smile.

At the prom. Everyone is standing, watching the stage. Xander is miming anticipation.

Announcer And the award for Sunnydale High's Class Clown for 1999 goes to Jack Mayhew.

The winner puts on a balloon hat and acts silly.

Xander Please! Anybody can be a prop class clown. You know, none of the people who vote for these things are even funny.

Buffy is at the punch bowl, ignoring the ruckus. The announcer urges Johnathan to the microphone.

Johnathan We have one more award to give out. Is Buffy Summers here tonight? Did she, um...

The crowd turns and finds her. She looks nervous at the attention.

Johnathan This is actually a new category. First time ever. I guess there were a lot of write-in ballots, and, um, the prom committee asked me to read this. "We're not good friends. Most of us never found the time to get to know you, but that doesn't mean we haven't noticed you. We don't talk about it much, but it's no secret that Sunnydale High isn't really like other high schools. A lot of weird stuff happens here."

Crowd outbursts Zombies! Hyena people! Snyder! laughter

Johnathan "But, whenever there was a problem or something creepy happened, you seemed to show up and stop it. Most of the people here have been saved by you, or helped by you at one time or another. We're proud to say that the Class of '99 has the lowest mortality rate of any graduating class in Sunnydale history." *applause from the crowd* "And we know at least part of that is because of you. So the senior class, offers its thanks, and gives you, uh, this."

Johnathan produces a multicolored, glittering, miniature umbrella with a small metal plaque attached to the shaft.

Johnathan It's from all of us, and it has written here, "Buffy Summers, Class Protector."

The crowd breaks into sustained applause and cheering. Buffy walks to the stage and takes her award. Later, Giles is watching the dancing and Wesley approaches him.

Wesley Mr. Giles. I'd like your opinion. While the last thing I want to do is muddle bad behavior in front of impressionable youth, I wonder if asking Miss Chase to dance would...

Giles For God's sake, man, she's eighteen. And you have the emotional maturity of a blueberry scone. Just have at it, would you, and stop fluttering about. *walks away*

Wesley Right, then. Thanks for that.

Cut to the dance floor. Wesley and Cordelia begin to dance. Pan to Xander and Anya, dancing close.

Anya This isn't bad.

Cut to Buffy, watching the dancers. Giles comes up be-

hind her.

Giles You did good work tonight, Buffy.

Buffy And I got a little toy surprise.

Giles I had no idea that children en masse could be gracious.

Buffy Every now and then, people surprise you.

Giles *looking past her* Every now and then.

Giles takes her umbrella and leaves. Buffy turns to see Angel at the door. They meet.

Buffy I never thought you'd come.

Angel It's a big night. I didn't want to miss it. It's just tonight. It doesn't mean that I ...

Buffy I know. I mean, I understand.

Angel Dance with me?

They dance.

Graduation Part 1

Prologue

Daylight. In a hallway of Sunnydale High, students are picking up graduation caps and gowns. Cordelia and Xander are signing for their gowns.

Cordelia I can't believe this loser look. I lobbied so hard for the teal. No one ever listens to me. A lone fashionable wolf.

Xander I like the Maroon. Has more dignity.

Cordelia Dignity? You? In relation to clothes? I am awash in a sea of confusion.

Xander I just want to look respectable in this, considering I'm probably gonna die in it.

Cordelia Excuse me?

Xander I'm telling you. I woke up the other day with this feeling in my gut. I just know there's no way I'm getting out of this school alive.

Cordelia Wow, you've really mastered the power of positive giving-up.

Xander I've been lucky too many times. My number's coming up. And I was short! One more rotation and I'm shipping state-side, you know what I mean?

Cordelia Seldom if ever.

They part. Cut to Willow and a guy standing at the foot of a stairwell, just after they sign each other's yearbooks. He leaves and Harmony walks down the stairs. All of Willow's lines are delivered with a compulsive smile.

Willow Bye! We'll keep in touch!

Harmony Willow, will you sign my yearbook?

Willow Yeah. You have to sign mine too.

Harmony You know, I really wish we woulda got to know each other better.

Willow Me too.

Harmony I mean, you're so smart. I always wanted to be like that.

Willow Thanks. You're so sweet.

Harmony I hope we won't lose touch.

Willow No, we'll hang out.

Harmony Bye!

Willow Bye!

Harmony leaves as Buffy walks down the stairs.

Willow Oh, I'm gonna miss her.

Buffy Don't you hate her?

Willow *still smiling* Yes, with a fiery vengeance. She picked on me for ten years, the vacuous tramp. It's like a sickness, Buffy. I'm just missing everything. I miss P.E.

Buffy I think it's contagious. The whole senior class has turned into the Sixties, or what I would have imagined the Sixties would have been like without the war and the hairy armpits.

Willow You don't feel it?

Buffy No, I don't. I guess I'll miss stuff, but I just don't get the whole graduation thing. I mean you get a piece of paper and nothing changes. I don't even think I'm gonna go.

Willow *affectionately to soda machine* Old trusty soda machine. I push you for root beer, you give me coke. *frowning at Buffy* What do you mean, not go? Why not?

Buffy Ascension. Mayor becoming a demon. Snacking up on populace. I was planning on fighting him.

Willow You can't do both?

Xander *sits at their table* Both what?

Buffy Go to graduation and fight the Mayor.

Xander The Mayor? What, you guys didn't hear?

Buffy Hear what?

Xander Guess who our commencement speaker is?

Willow Siegfried?

Xander No.

Willow Roy?

Xander No.

Willow One of the tigers?

Xander Come out of the fantasy, Will.

Buffy I don't believe this.

Xander Lends credence to my whole "I'm gonna die" theorem, doesn't it?

Buffy The Mayor at graduation? A hundred helpless kids to feed on. Got any other surprises for us?

Cut to the inside of an apartment. Eccentric taste. A knock sounds at the door and a man goes to the door. He's balding, wears glasses, and sports a bow tie.

Professor Just a moment!

Faith Hi, I'm looking for Professor Wirth.

Professor Oh, well, that's me, but I should ask you to come back during office hours. Students generally make an appointment

Faith Uh, I'm not from the college. I work for Mayor Wilkins. I'm Faith.

Professor Oh, well, come in, please. I was so surprised when he called. Didn't expect a politician to be interested in my research.

Faith He's a big fan, professor.

Professor Oh, Lester's fine.

Faith We alone here, Lester?

Professor Well, yes. Lifelong bachelor. I like my space.

Faith I hear that. *produces a knife* You want to turn and face the wall, Lester.

Professor What are you doing?

Faith I'll make it quick.

Professor Put that away. I'll scream.

Faith Who wouldn't?

Professor Please.

Faith Sorry, friend, boss wants you dead.

Professor Why?

Faith *stabs him* You know, I never thought to ask.

Part 1

In Faith's apartment. The Mayor is tidying up. Faith is not in the room.

Mayor And everything went smoothly with Mr. Wirth?

Faith Not if you're Mr. Wirth.

Mayor *giggles* Well, that's swell. You know how I feel about loose ends. And the big day is so close, you can smell the excitement in the air. Say, are you ever coming out of there?

Faith I don't know.

Mayor Aw, come on.

Faith enters, in a pink/white dress, barefoot.

Mayor Wow, aren't you a vision?

Faith I feel I look stupid in this.

Mayor You look lovely. Perfect for the Ascension. Any boys that manage to survive will be lining up to ask you out.

Faith It just isn't me, though.

Mayor Not you? Let me tell you something. Nobody knows what you are. Not even you, little Miss Seen-it-all. The Ascension isn't just my day. It's yours too. Your day to blossom, to show the world what a powerful girl you are. I think of what you've done, what I know you will do *carresses her face* no father could be prouder.

Faith I hope I don't let you down.

Mayor Impossible. Now come on, change back into your street clothes. I'll buy you an icee.

They share a smile.

Daylight outside Sunnydale High. Willow parks her bike. Percy, the jock from Dopplegangland, greets her.

Percy Hey, Rosenberg!

Willow Hey, Percy.

Percy Check it out, history final.

Willow B-minus, that's great.

Percy I'm a scholar. I'm like a scholar.

Willow Congratulations.

Percy Hey, listen. Thank you. I mean, for helping me. Being so patient. And also, for not kicking my ass like you did in the Bronze.

Willow You know, Percy, that was actually... for your own good.

Percy I know, I know.

Oz *arrives* Hey.

Willow Hey. *to Percy* History's important, you know.

Percy No, I totally get that now. And I got the grades, I'm graduating tomorrow, can forget all this crap. *cheerfully, leaves*

Oz On the bright side, after graduation, he may not have the chance to forget it all.

Willow *unhappy* Uh-huh.

Oz I was trying to keep things light.

Willow But things aren't light. I mean, it's bad enough we have to fight the Mayor. I don't want him eating Percy and the whole class. We have to find a spell or something to stop the Ascension.

Oz Then we will.

In a classroom. Class is in session. Xander tries to sneak in.

Teacher Thank you for joining us, Mr. Harris.

Xander gives him a double thumbs-up.

Teacher Look, I realize that you've all finished your finals and you're ready to move on. But you haven't graduated yet. This is still a class and everyone will participate. Mr. Harris, would you care to begin.

Xander Ummm... E.

Teacher No. There's no E.

Camera turns so that we can see that the chalkboard has the garrett of a game of Hangman drawn. The teacher draws in the head.

Teacher They always go the the E. Next! Steven.

Anya is sitting directly to Xander's right.

Anya Hi.

Xander Hey.

Anya So, I was wondering, maybe if you were free this weekend, maybe we could do some entertaining thing.

Xander Would that be along the lines of you telling me about all the men you destroyed back in your demon days? Cause pencil me in.

Anya Well, we could do something else you like. We could watch sports of some kind.

Xander Uh, I don't know.

Anya Men like sports. I'm sure of it.

Xander Yes. Men like sports. Men watch the action move, they eat of the beef, and enjoy to look at the bosome. A thousand years of avenging our wrongs and that's all you've learned?

Anya I'm trying, okay? You don't need to take my head off.

Xander I'm sorry. Look, I don't even know if I'm going to make it to the next weekend. I'll tell you what, I survive the Ascension and maybe you and I can do some sports related ... What?

Anya has a horrified look on her face.

Giles and Wesley are fencing. Buffy stands to the side, holding up a newspaper headline: PROFESSOR FOUND MURDERED

Buffy Faith.

Giles You sure?

Buffy One of her pieces. I recognize the brush work.

Giles takes the paper and holds it in one hand, reading while parrying Wesley's light attacks.

Giles Brutally stabbed. Mr. Wirth, visiting professor of geology. There's nothing in here that bellows motive.

Willow Random killing, perhaps? Fit of rage? Everybody does seem to be going a bit mad, lately. Faith has something of a head start.

Buffy Doesn't read. I think it's homework.

Giles stops sparring.

Giles The Mayor wanted the good professor out of the way.

Buffy Which leads to the question, how come? I'm gonna destroy the entire city, but I take the time to kill harmless Lester first?

Giles Tying up loose ends? Lester had something or knew something.

Buffy Then I wanna know too. The Mayor's trying to hide. I say we go seek.

Wesley Ah. By attempting to keep a valuable clue from us, the Mayor may have inadvertently led us right to it.
with a sword flourish

Buffy What page are you on, Wes, cause we already got there.

Wesley Yes, well. You will go tonight. Look over his apartment. Anything of note, report back here.

Buffy I just love it when you take charge, you man, you.

Wesley Uh, we... was that a yes? I have trouble keeping track.

Buffy I'll go.

Giles Be careful. If Faith should show up...

Buffy I don't think she'll show. Been there, killed that. She's not much for follow-up.

Giles Nonetheless, keep watch. Faith has you at a disadvantage, Buffy.

Buffy Cause I'm not crazy or cause I don't kill people?

Giles Both, actually.

Buffy I hear you. I can't kill her, fun as it may sound. I can make her cry uncle, though, and I mean to.

Wesley Don't let your feelings about Faith interfere with your work.

Buffy Stopping Faith is my work. Take a beat to love the synergy.

Willow Faith is a footnote. Our priority is stopping the Ascension.

Xander enters, pulling Anya by her arm.

Xander Easier said than done, *malarkey? monkey?* boy.

Wesley Xander, if you don't have something constructive to add?

Xander You guys want to know about the Ascension? Well meet the only living person who's ever been to one.

Cut to an overhead shot. Same group gathered around the library table.

Anya About eight hundred years ago in the Kastka Val- lies above the Urals, there was a sorcerer there who achieved Ascension. Became the embodiment of the demon Lo-Hash. I was there cursing a shepherd who had been unfaithful. *merrily* His wife had wished that all his sheep would lie with...

Buffy Can we get back to the chase?

Anya Sorry. Lo-Hash was ... It-it decimated the village within hours. Maybe three people got out. I've seen some horrible things in my time. I've been the cause of most of them, actually, but this...

Wesley Ahem, I'm sorry, but Lo-Hash was a four-winged soul killer, am I right? *Giles nods.* I was given to understand that they're not that fierce. Of all the demons that we've faced...

Anya You've never seen a demon.

Buffy raises her hand Uh, excuse me? Kind of profes- sionally, four years running.

Anya All the demons that walk the earth are tainted, are human hybrids like vampires. The Ascension means that a human becomes pure demon. They're different.

Giles Different?

Buffy How?

Anya Well, for one thing, they're bigger.

Daylight, outside. Chairs are being set set up in rows for the commencement address. Snyder is showing the Mayor the arrangements.

Snyder Kids are here. Parents off to the side there. We'll go up, they'll play the processional, and they you'll give the address.

Mayor It all looks wonderful.

Snyder As long as nobody makes any trouble.

Mayor: Oh, stop worrying. You just make sure the kids show up. Anybody who doesn't feel like coming to grad- uation, well, they'll just have to live without a diploma.

Snyder They'll be here, sir.

Mayor Call me Richard. You've done a great job here. I know things are, well, different here in Sunnydale. We've both seen all sorts of things. What's important is that we keep it under control, and that's what you've done.

Snyder I believe in order.

Mayor Sunnydale owes you a debt. It will be repaid. Yessir, we'll mark that invoice paid in full.

The Mayor walks away. Snyder watches him with a wor- ried expression.

In the library. Anya et al. are continuing their discus- sion. Willow and Oz enter.

Anya It doesn't sound like Lo-Hash. The rituals are all different.

Giles I wish that was a relief.

Oz What's going on?

Willow How come evil girl's in the mix?

Giles Anya witnessed an Ascension.

Willow Oh, okay then.

Buffy What about the spiders? The Mayor had a box of spiders that he had to eat. The Box of... I want to say Grav-Locks?

Giles Gavrock.

Anya It doesn't ring a bell.

Buffy Well, there must be something that you can remember that would be helpful.

The Mayor enters, alone. The group pulls back, Willow pulling Oz back. Buffy slips the newspaper (PROFESSOR FOUND MURDERED) out of sight.

Mayor So, this is the inner sanctum. Faith tells me this is where you folks like to hang out, concoct your little schemes. I tell you, it's just nice to see that some young people are still interested in reading in this modern era. So, what are kids reading nowadays?

The Mayor walks to the table and picks up a book. Giles stands his ground and doesn't flinch at the proximity.

Mayor "The beast will walk upon the earth and darkness will follow. The several races of man will be as one in their terror and destruction." Aw, that's kind of sweet. Different races coming together.

Buffy You never get even a little tired of hearing yourself speak, do you?

Mayor *chuckles, to Giles* That's one spunky little girl you've raised. I'm gonna eat her.

Giles grabs Wesley's sword from the table and thrusts it through the Mayor's chest. The Mayor staggers back but regains his balance.

Mayor Whoa! Well now, that was a little thoughtless. *pulls the sword out of his chest* Violent outbursts like that, in front of the children? You know, Mr. Giles, they look to you to see how to behave.

Buffy Get out.

The Mayor takes a handkerchief and slowly wipes the blood from the sword.

Mayor I smell fear. That's smart. Some of your deaths will be quick, if that's worth anything. Well, see you all at graduation. *tosses the sword back to Giles* You don't want to miss my commencement address. It's going to be one heck of a speech.

Part 2

In a hallway, not really crowded, but with plenty of students. Xander runs after Anya.

Xander Anya, wait! Where you going?

Anya Anywhere. If there's a lunar shuttle going up anytime soon, I'm on it.

Xander We need you here. You might be able to help.

Anya Or I might be able to live. You can't stop the Ascension, Xander. You were right the first time. The only thing any sane person can do now is run. *she leaves*
Anya leaves, passing Cordelia.

Cordelia What's her saga?

Xander She's freaking.

Cordelia About what?

Xander The Mayor is going to kill us all during graduation.

Cordelia Oh. Are you going to go to fifth period?

Xander I'm thinking I might skip it.

Cordelia Me too.

Daylight. Inside the Summers house. Buffy is packing.

Joyce Buffy, I'm home. Do you wanna go to, uh, ...? What are you doing? You're running away again? And you're taking my clothes.

Buffy Mom, I need you to leave town. Tonight.

Joyce Buffy, I'd miss your graduation.

Buffy Yeah, that's sort of the idea.

Joyce There's no way. I wouldn't dream...

Buffy Mom, graduation is a pointless ceremony where you sit around and listen to a bunch of boring speeches until someone hands you a piece of paper that says you graduated which you already know and maroon does nothing for my complexion, so don't argue, okay?

Joyce *sarcastic* What, is some terrible demon going to attack the school. *Buffy glares, keeps packing* Oh, I see. Oh, you know, Buffy, looking back on everything that's happened, maybe I should have sent you to a different school.

Buffy Just promise me that you'll be far away from here.

Joyce I'm not leaving you to face an awful monster. If I go anywhere, you're going with me.

Buffy You know that I can't.

Joyce Well then I can't either.

Buffy Mom, I know that sometimes you wish I were different.

Joyce Buffy, no.

Buffy I wish I could be a lot of things for you. A great student, a star athlete, remotely normal. I'm not. But there is something I do that I can do better than anybody else in the world. I'm gonna fight this thing, but I can't do it and worry about you.

Joyce Buffy, you just can't ...

Buffy You stay, you'll get me killed. You'll have to trust me on this. Can you do that?

In Willow's room. Amy-rat is nibbling something in her cage. Oz is typing on the computer. Willow is laying on the bed, reading.

Willow Oh, this is so frustrating.

Oz Nothing useful?

Willow No, it's great. If we want to make ferns invisible, or communicate with shrimp, I've got the goods right here.

Oz Our lives are different than other peoples'.

Willow Oh, who am I kidding? I'm not going to find a spell to stop the Ascension. I'm no witch. I can't even change poor Amy back to a person.

Oz But you got the swinging Habitrail going. I think Amy is in a good place emotionally.

Willow Oz.

Oz What?

Willow Could you just pretend to care about what's happening? Please?

Oz You think I don't care?

Willow I think we could be dead in two days time and you're being ironic detachment guy.

Oz Would it help if I panic?

Willow *babbling* Yes, it would be swell. Panic is a thing people can share in times of crisis. And everything's really scary now, you know, and I don't know what's gonna happen. And there's all sorts of things that you're supposed to get to do after high school, and I was really looking forward to doing them, and now we're probably just gonna die and I would like to feel that maybe you would ...

Oz leans forward and kisses her, slowly.

Willow What are you doing?

Oz Panicking.

More kissing.

In Professor Wirth's apartment. Buffy is collecting papers and books and putting them in a file box. Angel appears at the front door (it's open) and stumbles over the door jamb.

Angel Ow.

Buffy Stealthy.

Angel Not my best entrance. I think they were mopping in the halls.

Buffy What are you doing here?

Angel I checked in with Giles. He asked me to back you up.

Buffy He's afraid I'll run into Faith.

Angel And you're not?

Buffy It's gonna happen sooner or later.

Angel What's that?

Buffy A report. Excavation of some old lava bed. Guy was a volcano-ologist or something.

Angel Anything in there that connects him to the Mayor?

Buffy I looked through it, but the only thing I understood were the commas. Gonna bring it to Giles, see if he can do better. *picks up the file box*

Angel Let me give you a hand.

Angel takes the box. They leave the apartment. Cut to outside as they leave the building.

Buffy You know what? Thank you, but I can take it from here.

Angel It's alright. I'll walk you there.

Buffy Look, I don't need an escort. I'm a big girl. Super-powers, remember? I don't need you crowding me.

Angel I didn't think I was.

Buffy No, of course you don't. You just show up at the prom and then you disappear into the ozone. For all I know, you left town.

Angel Are you mad at me for being around too much or for not being around enough?

Buffy Duh. Yes.

Angel Which?

Buffy What?

Angel I don't get you.

Buffy No, you don't, not anymore.

Angel Are you just making this harder to make this easier on yourself?

Buffy Could we stop with the brain-teasers? I just wish it was over, done.

Angel It's not that simple. I mean, once the Mayor ...

Buffy I know, world in peril and we have to work together. This is my last office romance, I'll tell you that.

Angel I'll get out of your face.

He drops the box at her feet and turns away.

Buffy Isn't it even a little hard for you?

Angel How can you ask me that? Just because I'm not acting like a brat doesn't mean I don't feel...

Buffy It's nice to know what you think of me!

Angel What do you expect me to say when you just attack?

Buffy I just can't do this anymore. I can't have you in my life when I'm trying to move on.

The sound of an arrow striking. The arrow was fired above and behind Angel, and has passed through his back so the point sticks out the front of his jacket. He falls and Buffy catches him.

Buffy Angel!

Behind a neon sign atop a nearby building, Faith and a vampire look down at the couple.

Vampire Missed the heart.

Faith Meant to.

Part 3

In the library. Angel sits in a chair. Giles cuts the arrow shaft where it enters Angel's back.

Giles There.

Buffy Okay, ready? *grasps the arrow's point*

Angel Yeah.

Buffy On three. One. *pulls the arrow out*

Angel I knew you were going to do that.

Giles Not too much blood here.

Angel I heal pretty fast. I should be alright.

Buffy *while swabbing the exit wound* I'm just glad Faith's such a suck shot.

Giles You sure it was her?

Buffy Well, I've narrowed down my list of one suspect. *Buffy and Giles continue bandaging Angel. Wesley is sitting at the table, reading.*

Wesley Fascinating.

Giles What?

Wesley It seems our Mr. Wirth headed an expedition in Hawaii, digging in old lava beds near a dormant volcano.

Buffy I'm not fascinated yet.

Wesley He found something underneath. A carcass, buried by an eruption.

Giles A carcass?

Wesley A very large one. Mr. Wirth posits that it might be some heretofore undiscovered dinosaur.

Angel A demon?

Giles Yes, that would be something that the Mayor would want to keep a secret. If it's the same kind of demon he's turning into and it's dead, it means that, well, he's only impervious to harm until the Ascension. In his demon form, he can be killed.

Buffy Great. So all we need is a million tons of burning lava. We're saved.

Angel Well, it's a start, anyway.

Buffy Okay, you've been a real klutz today. You need ...

Angel Damn.

Angel falls to the floor, unconscious. Cut to Giles sniffing the arrow's point.

Giles We'll have to run some tests.

Angel *unintelligible?*

Buffy You're burning up.

Angel It's poison. I can feel it.

Giles Call the others. Get them here. We need to move him to the safety of his own bed before the sun comes up.

Buffy Will you be able to find out what this is?

Wesley The Council has all the known toxins on file, mystical or otherwise. I'll contact them immediately.

Buffy Thanks. *to Angel* You're going to be okay.

Willow's bedroom. Clothes are scattered on the floor and draped over Amy-rat's cage. Willow and Oz cuddle in the bed. Oz strokes Willow's hair.

Willow I feel different, you know. I-I guess that makes sense. Do you feel different. Oh, no, you've already, probably, no big change for you. It was nice. Was it nice? Should this be a quiet moment?

Oz I know exactly what you mean.

Willow Which part?

Oz Everything from 'it's different'.

They kiss. The phone rings, Willow answers.

Willow Hello. *listens, hangs up* We've gotta go.

In the Mayor's office. He places the Box of Gavrock on his desk as Faith enters.

Faith He's dropped, boss.

Mayor Applause, applause.

Faith Right in the back. He pitches over and Buffy's freaking, looking around, all panicked. It's a good time.

Mayor Well, that should keep her occupied for a spell.

Faith What next?

Mayor The Ritual of Gavrock. I have to ingest several of the inhabitants of this box.

Faith Ingest?

Mayor Eat.

Faith You're wicked gross.

Mayor *chuckles* Well, you don't have to watch. Just, you know, go home, take it easy. It's a big day tomorrow.

Faith You gotta give me something to do. There's no way I'm sleeping. Don't you need anyone dead? Or maimed? I can settle for maimed.

Mayor *chuckles* You little firecracker.

Faith My mom used to call me that when I was little. I was always running around.

She falls silent. The Mayor observes her with a look of concern.

Faith Tomorrow, at the Ascension and all that, am I going to get to fight?

Mayor If everything goes smoothly, you won't have to. But how often do things go smoothly?

Faith So you'll still need me in there.

Mayor Always.

Faith When I was a kid, a couple of miles outside of Boston there was this quarry. And all the kids used to swim there and jump off the rocks. And there was this one rock like forty feet up. I was the only one that would jump off it. All the older kids were too scared.

Mayor Not you though.

Faith Naah. I could do it easy.

Mayor Get some rest.

Faith Good luck with your spiders there.

Oz, Willow, and Xander are gathered in a Sunnydale High chemistry lab. Oz is peering through a microscope. Willow tears a page out of a notebook and hands it to Xander.

Willow They should have all this at the magic shop. I can run a trace analysis, see if it's a mystical poison.

Xander I'm a little short on cash.

Willow Just tell them it's for me.

Xander Right.

Cut to Xander walking in a darkened school hallway. Anya meets him.

Anya Xander.

Xander What are you doing here? I thought you'd be in Aruba by now.

Anya Hey, I'm packed. My car's right outside. I-I just, um, I-I had to, uh...

Xander What?

Anya You could come with me.

Xander Come with you? You mean that?

Anya Why not? We could just get in the car and drive. No one would miss us. We could take turns driving. Keep each other awake. You're going to die if you stay here.

Xander I guess I might.

Anya When I think that something could happen to you, it feels bad inside, like I might vomit.

Xander Welcome to the world of romance.

Anya It's horrible. No wonder I used to get so much work.

Xander Well, I'm sorry I give you barfy feelings.

Anya Come with me.

Xander I can't.

Anya Why not?

Xander I got friends on the line.

Anya So?

Xander That humanity thing's still a work in progress, isn't it?

Anya Are you really going to be that much help to them? I mean, you'll probably just get in the way.

Xander Your stock is plummeting here, sweetheart.

Anya Fine! You know what? I hope you die.

Xander walks past her.

Anya Aren't we gonna kiss?

Inside Angel's mansion. Angel lies in bed, sweating. Buffy holds his hand, soothes him with a cool, wet rag.

Buffy It'll be okay. You'll be okay.

She hears a door opening and goes to the living room. Wesley enters, looking upset.

Giles Did you reach the council?

Wesley Yes. They, they couldn't help.

Buffy Couldn't?

Wesley Wouldn't. It's not Council policy to cure vampires.

Giles Did you explain that these were special circumstances?

Wesley Not under any circumstances, and yes, I did try to convince them.

Buffy Try again.

Wesley Buffy, they're very firm. We're talking about laws that have existed longer than civilization.

Buffy I'm talking about watching my lover die. I don't have a clue what you're talking about and I don't care.

Giles Buffy, we'll find a cure.

Wesley The Council's orders are to concentrate on ...

Buffy Orders? I don't think I'm gonna be taking any more orders. Not from you, not from them.

Wesley You can't turn your back on the Council.

Buffy They're in England. I don't think they can tell which way my back is facing.

Wesley Giles, talk to her.

Giles *while walking to Buffy's side* I've nothing to say right now.

Buffy Wesley, go back to your Council and tell them, until the next Slayer comes along, they can close up shop. I'm not working for them anymore.

Wesley Don't you see what's happening? Faith poisoned Angel to distract you, to keep you out of the Mayor's way, and it's working. You need a strategy.

Buffy I have a strategy. You're not in it.

Wesley This is mutiny.

Buffy *long pause* I like to think of it as graduation. Giles, I can't stay here any longer. I'm gonna see if I can help the others.

Giles Of course.

Buffy You'll watch him?

Giles I'll call if there's any change.

Wesley Buffy, you don't know what you're doing.

Buffy Get a job. *marches off*

In the chemistry lab: Buffy, Willow, Xander, Oz.

Willow Finding the poison wasn't that hard. It's a mystical compound. The latin name translates roughly to Killer of the Dead. Used on vampires.

Buffy And the cure?

Willow There aren't a lot of instances of it being cured.

Buffy But there are some?

Willow One or two. Pretty vague accounts. How is he?

Oz *reading* Hold it.

Xander You got something?

Oz I'm not sure.

Buffy Be sure.

Oz Okay. Killer of the Dead. That's our boy, and here's a vamp that walked away from it.

Willow Does it talk about the cure?

Oz Damn.

Buffy Nothing?

Oz No, it's in here, but...

Willow *reading over his shoulder* Wait, completely reversed the effects. Oh.

Buffy What?

Xander Come on guys, the suspense is killing Angel.

Oz The only way to cure this thing is to drain the blood

of a Slayer.

Buffy *long pause* Good.

Xanber Good? What did I miss?

Buffy No, it's perfect. Angel needs to drain a Slayer, then I'll bring him one.

Willow Buffy, if Angel drains Faith's blood, it'll kill her.

Buffy Not if she's already dead.

Part 4

Willow and Oz at a computer terminal.

Oz Leasing agreement. It should be recent. It won't be in her name but if the Mayor's putting her up, it might be in his.

Willow Maybe he's charging it to the city?

Oz Right, cross-reference Realty with Municipal Funds.

Willow You wanna drive? *smiles*

Oz Sorry.

Oz caresses her hair and Willow loses her typing rhythm for a moment.

In the library, Buffy and Xander are heading to the book cage.

Buffy Someone should take over for Giles after a while. Watch Angel.

Xander I don't mean to play devil's advocate here, but are you sure you're up to this?

Buffy It's time.

Xander We're talking to the death.

Buffy I can't play kid games anymore. This is how she wants it.

Xander I just don't want to lose you.

Buffy I won't get hurt. *reaches into a weapons cabinet*

Xander That's not what I mean.

Buffy Just get me an address.

They stare at each other for a moment, then Xander leaves. Buffy is holding Faith's fancy knife.

Quick fades between scenes:

- *Faith working out on a punching bag.*

- *Buffy washing her face and staring at herself in a mirror.*

- *Angel's delerium.*

- *Faith ending her workout.*

- *Buffy walking away from the mirror.*

- *Willow at her computer terminal.*

Willow I got it.

In Faith's apartment. She reads a comic book while music blares. Cut to show Buffy behind her, across the room. Buffy turns off the stereo.

Buffy Thought I'd stop by.

Faith Is he dead yet?

Buffy He's not gonna die. It was a good try, though. Your plan?

Faith Uh-huh. The Mayor got me the poison. Said it was wicked painful.

Buffy There's a cure.

Faith Damn. What is it?

Buffy Your blood. As justice goes, it's not un-poetic, don't you think?

Faith Come to get me? You gonna feed me to Angel? You know you're not going to take me alive.

Buffy Not a problem.

Faith Well, look at you. All dressed up in big sister's clothes.

Buffy You told me I was just like you. That I was holding it in.

They approach until they're standing face to face.

Faith Ready to cut loose?

Buffy Try me.

Faith Okay then. Give us a kiss.

Buffy punches her in the jaw. They fight for a while.

Faith Not getting tired are you? I'm just startihg to feel it.

They fight some more. They fall together through a window, landing on a terrace. While Faith is recovering from the fall, Buffy handcuffs Faith's right wrist to Buffy's right wrist. The fight continues.

Buffy Stick around.

Cut to Angel's bed. Oz and Willow watch him.

Angel Buffy:

Cut to the library.

Giles Right. Right. *heads for a bookshelf*

Xander Something about the demon?

Giles The local villagers near the volcano site made reference to the legend of Ollokai. Might be a bastardization of Olvikan.

Xander Who's Olvikan?

Giles I know it's a demon, a very old one. Might have a picture.

Xander Boy, it's a good thing no one ever wanted to check any of these books out, hunh?

Giles Yes, very convenient. *flipping pages*

Xander Come on Olvikan. Hey.

Giles stops flipping pages. Xander unfolds a page, twice (like a centerfold).

Xander We're going to need a bigger boat.

In the Mayor's office. On of the Gavrok bugs is pinned, unmoving, to his desk with a knife. The camera pans up to show two of the legs sticking out of the Mayor's mouth. He chews and swallows. A vampire looks on uncertainly.

Mayor Mmm. My god, what a feeling. The power of these creatures. It suffuses my being. I can feel the changes begin. My organs are shifting, changing, making ready for the Ascension. Plus these babies are high in fiber. And what's the fun in becoming an immortal demon if you're not regular, am I right?

A second vampire bursts into the room.

Mayor We don't knock during dark rituals?

Vampire #2 Sir, there may be trouble. At Faith's.

On the terrace at Faith's building, the fight continues.

Buffy What's the matter? All that killing, you afraid to die?

Faith spins Buffy so she can get the leverage to use her legs and manages to snap the handcuff chain. They face off. Faith holds a length of pipe. Buffy pulls out Faith's

knife.

Faith That's mine.

Buffy You're about to get it back.

They exchange blows, Faith dodging the knife. They move to the edge of the terrace and Faith holds Buffy at the edge.

Faith Man, I'm going to miss this.

Buffy breaks Faith's grip and plunges the knife into Faith's abdomen. Both of them looked stunned for a moment.

Faith *weakly, but smiling* You did it.

Faith throws Buffy away from her.

Faith You killed me.

Faith climbs onto the low wall at the edge of the terrace and looks down.

Faith Still won't help your boy, though. Shoulda been there, B, quite a ride.

Faith falls backward off the wall and lands in the bed of a moving truck. Buffy scrambles to the wall and sees Faith's body, unmoving, ride away.

Graduation Part 2

Prologue

Previously on Buffy, the Vampire Slayer:

Oz is kissing Willow.

Willow What are you doing?

Oz Panicking.

Oz and Willow in bed after Oz is done panicking.

In the library the Mayor throws the rapier back to Giles, who catches it.

Mayor See you at the Graduation.

Buffy and Angel in the sewers.

Buffy I want my life to be with you.

Angel I don't.

Buffy I can't believe you're breaking up with me.

On the street in front of the Professor's place Angel gets shot and collapses.

In the library Buffy pulls out the arrow, Giles smells it.

Angel voice over It's poison. I can feel it.

Angel collapses on the floor. Oz looking up from a book

Oz The only way to cure this thing is to drain the blood of a Slayer.

Buffy and Faith fighting in her apartment.

Buffy voice over If Angel needs to drain the blood of a Slayer then I'll bring him one.

Buffy and Faith fall through the window. Buffy stabs Faith.

Faith voice over You killed me.

Faith falls and lands on the bed of a truck driving by.

Buffy lays down the knife looking shocked then walks over to a ladder and climbs down the outside of the building. Pan over and up to the Mayor looking out through the broken window. The Mayor turns around as a vampire comes up behind him.

Vampire There is no one here, Sir.

Mayor No. No, she took the fight outside. My Faith doesn't like to be cooped up.

Walks over to the vampire.

Mayor We have to find them. Put everyone on it. Do it now.

Turns away from the vampire.

Vampire But Sir, the ascension.

Mayor spins back around and screams at the vampire.

Mayor Find them!

The vampire leaves. The Mayor starts pacing around, clearly very worried, talking to himself.

Mayor Faith's a good girl. She can take anything they'll throw at her. She's going to be all right. She'll be all right. She'll be all right.

Part 1

Library: Giles comes out of his office massaging his right shoulder, while Xander walks in carrying a Styrofoam cup.

Xander Any word from Buffy?

Giles sits down at the table

Giles Not yet.

Xander Here is your cup of coffee. Brewed from the finest Colombian lighter fluid.

Sits down across from Giles.

Giles Thank you.

Takes a sip.

Giles Horrible.

Takes another sip.

Xander Aren't you supposed to be drinking tea anyway?

Giles Tea is soothing. I wish to be tense.

Xander Okay. But you are destroying a perfectly good cultural stereotype here.

Grins. Giles puts down his cup.

Giles Look through the, ah Kepler ? volumes.

Xander picks up a book.

Giles Any reference to the demon Olvukan."

Xander opens the book.

Giles Powers, weaknesses, hat size, anything. There's got to be something.

Xander Still batting zero?

Giles looks at him.

Xander But I mean, ah in cricket?

Cordelia walks into the library looking upset. Xander looks up from flipping pages.

Xander Cordy! What's up?

Cordelia I demand an explanation.

Xander For what?

Cordelia Wesley.

Xander Uh - inbreeding?

Cordelia So very funny. Any minute I am sure to laugh. I just got off the phone with him. He could hardly speak he was so upset. He said there was something about a fight? And he is leaving the country.

Giles Should I assay remorse?

Cordelia Just tell me what's going on.

Giles Buffy has quit the council. She'll not be working with Wesley from now on.

Cordelia puzzled: But he is her Watcher.

Giles Buffy no longer needs a Watcher.

Cordelia Well, does he have to leave the country? I mean, you got fired, and you still hang around like a big loser. Why can't he?

Xander Cordelia. We are trying to stop a massacre here. Want to give us a hand?"

Cordelia hesitates a moment then walks over to a chair taking off her jacket.

Cordelia Sure. - This is just **such** a Buffy thing to do. She is **always** thinking of herself.

Cut to the mansion. Angel is laying in bed. The arrow wound looks red and inflamed. He is twisting restlessly, clearly in pain, and moaning softly. Willow dabs at his sweaty forehead with a wet rag. Angel opens his eyes.

Willow You're awake.

Angel reaches for her hand.

Angel You've been watching over me?

Willow nods. Angel takes her hand and starts kissing it. He lays his other hand on Willows right arm. Willow taken aback and slightly worried.

Willow Well, - we've been taking turns.

Angel I thought - I thought I'd never see you again
Willow looks at him surprised and confused. Angel shakes his head.

Angel I can't leave you. I was wrong. I need you.

Willow pulls her hand out of his.

Willow Oh!

She pats his hand

Willow You mean you need Buffy!

Angel lifts his head squinting his eyes at her.

Angel Willow?

Willow relieved: Yes, - right!

She points at herself smiling.

Willow Willow!

Angel trying to sit up.

Angel Where is she?

Willow pushes him back down worried.

Willow She'll be back soon.

Angel sinks back and closes his eyes. Willow gets up and walks out into the main room where Oz is waiting for her.

Oz Any change?

Willow He's delirious. He thought I was Buffy.

Oz You too, huh?

Willow I hope she gets here soon. She better if

Oz sighs: Yeah.

Willow I feel so I feel so guilty.

Oz Guilty?

Willow Well, things are so terrible, and things are coming apart, - but in some ways, this is the best night of my life.

Oz blinks and reaches for her hand with a half smile.

Oz Us.

Willow smiles, nods and moves closer to him.

Willow Us.

They kiss. The door opens, Buffy walks in slowly, staring at the ground. Willow and Oz break apart guiltily.

Willow I just checked on him, just now. We're watching. Buffy walks up to then, looking unhappy. The left corner of her bottom lip is busted.

Oz Did you find Faith?

Buffy just looks at them saying nothing.

Willow You didn't She's not here?

Buffy shakes her head slightly.

Buffy How is he?

Oz He comes in and out. I think the - pain is - less. Now. Buffy frowns slightly.

Buffy Would you guys - I'd like to be alone with him.

Oz and Willow look at each other.

Oz nods: "Of course."

As they walk past Buffy Willow turns to her.

Willow We'll try to find another cure.

Buffy quietly as they leave the house.

Buffy Thanks.

Cut to Angel lying on his bed. Buffy sits down and takes his hand.

Angel Buffy.

Buffy lays her right hand against the side of his face

Angel Is that you?

Buffy gives him a slight smile

Buffy It's me

Angel tries to smile in return

Angel I didn't want to go, without seeing you.

Buffy puts a finger on his lips to stop him from talking.

Buffy Angel, I can cure you.

Angel It's okay. - I'm ready.

Buffy Angel listen to me.

Takes a hold of his shoulders.

Buffy Sit up.

Angel scoots up a little higher, but he is weak and moving clearly hurts a great deal.

Buffy You're gonna live. You have to live.

Angel frowns: What way?

Buffy Drink

Angel frowns at her. Buffy takes off her jacket, a determined expression on her face.

Buffy Drink me.

Angel stares at her in shock, he shakes his head rejecting the idea.

Angel No.

Buffy It's the only way.

Angel keeps shaking his head and forces himself up out of the bed, pushing Buffy aside.

Angel No. - Get away.

Buffy takes a hold of his right arm as he stands up, looking up at him.

Buffy It'll save you.

Angel is looking down at the floor.

Angel It'll kill you.

Buffy Maybe not. -. Not if you don't take it all.

Angel keeps shaking his head, still not looking at her.

Angel You can't ask me to do that.

Buffy I won't let you die. I can't.

He still won't look at her.

Buffy Angel the blood of a Slayer is the only cure.

Angel finally glances at Buffy.

Angel Faith

Buffy swallows and answers quietly.

Buffy I tired. - I killed her.

Angel shakes his head and lurches away from Buffy.

Angel Then it's over.

Angel stumbles into the main room. He has trouble walking straight. Bumps into the wall, then stumbles and catches himself on the sofa table, spilling a pewter pitcher and plate onto the floor. Buffy grabs him by the arms and pulls him up to face her.

Buffy It is never over! I won't let you die. Drink!

Angel glances up at her swaying in her grip.

Angel Please

Buffy looks at him, then pulls back her right fist and hits his left temple. His head snaps around but he stays on his feet. He turns back to look at Buffy and she hits him again. He still doesn't go down, but it takes him a little longer to come back up. Buffy hits him a third time and

this time Angel spins back with a growl vamped out. He just stands there, staring at her, while Buffy pulls down the shoulder strap of her shirt, then grabs him by the hair at the back of his head. She looks at him for a moment then firmly pulls his head down against her neck and holds him there. For a moment they remain like this. Then we see a close-up of his yellow eye looking down and he suddenly bites down. Buffy gasps with the pain but holds still. Angel is holding on to her now and you get to hear all those sucking and drinking noises. Close-up of his mouth on Buffy's neck: Some blood is running out beneath his lips and running down her shoulder. Buffy's face scrunches up, she mouths what looks like 'Oh Lord' and slowly sinks backwards to the floor. With Angel lying on top still drinking, Buffy's left hand reaches out and finds the pewter pitcher. She crushes it in her hand. The camera keeps jerking around the whole time, and Buffy is clearly not enjoying the experience. She puts her hands against his sides as if she was going to push him off, but kicks out with her left leg instead, breaking the sofa table in half. She stares up into the camera a tear in the corner of her left eye. Then her eyes drift shut and her head sinks to the side just as Angel finally rolls off her, panting. His face morphs back to human and he pushes himself up looking over at Buffy. The redness around the arrow wound is gone. Angel worried.

Angel Buffy?

She lies motionless eyes closed. Angel bending over her.

Angel Buffy!

Part 2

Angel runs into the hospital carrying a limp Buffy in his arms.

Angel I need some help! She lost a lot of blood.

Nurse What happened?

Angel runs into the ER.

Angel She needs blood.

Nurse Try to stay calm. We're going to take care of her.

Angel lays Buffy down on a bed.

Angel Something bit her. She needs a transfusion.

Doctor You found her?

Angel Yes.

Doctor Was she conscious?

Angel Yes.

Doctor Are you sure?

Angel I'm sure.

Doctor Okay.

Doctor *To the nurse* I need a type, I need cross-match. Get her on two lines of Wringer's lactate, and watch for hyper-bulimic shock.

Doctor *to Angel* Tell me: What - happened?

Angel Something bit her. I don't know what.

Doctor *to nurse* Okay. I need a rabies shot treatment. *to Angel* Any allergies?

Angel None.

He rips the handle of the door without really noticing what he's doing. The doctor jumps back surprised. Angel (clearly upset and at the end of his patience)

Angel Just help her.

Doctor *after a beat* You two been doing drugs? *Angel just looks at him* You want her to live, you have to be straight with me.

Angel She's clean.

Doctor All right. Wait outside. Let us work.

Angel A phone.

Doctor Right out there.

With a last look at Buffy laying on the bed Angel leaves the room and goes over to a payphone digging some change out of his pocket. There is a police officer standing in the hall. While Angel dials we hear a different doctor.

Doctor The bones are set, and the damage to the kidneys is repairable.

Camera pans through a nearby door to show a doctor talking to a distraught looking Mayor.

Doctor But the head trauma, its well its simply to severe. You know, its a wonder she's alive at all, with the blood loss. - I I'm sorry Sir, there is almost no chance at all that she is ever going to regain consciousness.

Camera pans over to show Faith laying in a hospital bed. She looks badly bruised. She is wearing an oxygen tube, an IV, and several monitoring devices. You can hear a heart monitor beeping. The Mayor reaches down and gently brushes her hair from her forehead and strokes her cheek.

Mayor It's your day.

Camera pans to show a nurse coming up to the doctor behind him.

Nurse We have another girl with severe blood loss. Doctor Pal wants you to prep this on an anti cubal cut down ??.

Doctor I'll be right there.

Camera pans back to the Mayor, who realizes just who that other girl must be. He leaves the room and walks over to Buffy's bed. He puts his left hand over her mouth, also blocking her nose. Buffy starts to move her head with a soft protest. A nurse comes in and tries to pull his hand away, but is unable to budge him.

Nurse Oh, my God. Sir! No!

She turns and runs out of the room shouting.

Nurse Somebody call security!

Close up on Buffy struggling harder. A pair of hands grab the Mayor and push him away from the bed.

Angel Don't do that!

The Mayor stumbles back, then gets right into Angel's face.

Mayor I will. I do that and **worse**. *looks over Angel's shoulder at Buffy* Murderous little fiend! Did you see what she did to my Faith?

Angel Hadn't any plans to weep over that one.

Mayor *seriously upset* Well, I'd get set for some weeping if I were you. I'd get set for a **world** of pain! Misery loves company, young man, and I'm looking to share that with you and your **whore**!

Angel's hands shoot forward and he throws him clear across the room. The Mayor impacts with a window looking onto the corridor, breaking it, then drops to the floor overturning a small metal hospital table holding various implements. The noise brings two nurses to see what's going on. The Mayor looks up at a mad Angel and picks himself up laughing. Mayor brushing off his suit and gesturing towards Angel.

Angel Looks like somebody has been eating his

spinach. *looking over to the two nurses* No, its okay, folks. It's all right. The show's not over, but there will be a short intermission. *looks back at Angel* Don't want to miss the second act. *walks by Angel and out the door* All kinds of excitement!

Angel *breathing deeply* I'll be there.

Swallowing hard he looks back at Buffy laying still on the bed.

Cut to the hallway: Angel is crouched down next to the door to Buffy's room, his back against the wall. The door at the end of the hallway opens. Giles, Willow, Oz and Xander come in. Angel gets up.

Giles How is she?

Angel She's fine. She's asleep.

Oz with a puzzled frown: Well, you seem all right, too.

Angel looks down and wraps his arms around himself: Yeah.

Xander looks him up and down: What happened?

Willow When we left her she was fine. Did Faith

Angel interrupts her still not looking at any of them: Faith's out of the picture. Buffy put her into a coma.

Xander takes a deep breath and stares at Angel: And?

Angel shaken and still not meeting their eyes: Buffy cured me. - Made me *trails off*.

Giles You fed off her.

Angel looks up at him, takes a deep breath and nods his head once: Yes.

Giles rather stern: How much?

Xander swallows hard and looks away.

Angel She's gonna be fine.

Willow She won't be a vampire?

Angel looking down again: No. - She didn't feed off me.

Xander shakes his head: Well, its just good to know that when the chips are down and things look grim you'll feed off the girl who **loves** you to save your own **ass**!

Angel says nothing. Willow and Oz just look at him.

Giles curtly: You better go, Angel. We'll watch over her.

Angel shakes is head: I don't want to

Giles interrupts in a hard voice: The sun will be up soon.

Angel hesitates, clearly reluctant to leave, glances up at Giles. Swallows hard and nods looking down, half looks towards Buffy's room, then slowly walks away.

Xander shakes his head: Gosh, I'm really going to miss him when he leaves town.

Giles Let's go find out how Buffy's doing.

They walk out of the picture as Angel leaves through the door at the end of the hallway.

Cut to Buffy walking through Faith's apartment her arms crossed in front of her. There are cardboard boxes

stacked everywhere. Buffy stops and sees a cat jump up on Faith's bed.

Buffy Who's going to look after him?

Faith It's a she. And aren't these things supposed to take care of themselves?

Faith walks up behind Buffy and stops next to her.

Buffy A higher power guiding us?

Faith looks at her then turns away and keeps walking towards the camera: I'm pretty sure that's not what I meant.

Buffy looking down: There's something I'm supposed to be doing.

Faith Oh yeah. - Miles to go - Little Ms. Muffet counting down from 7-3-0.

Buffy grimaces: Great. - Riddles.

Faith standing in front of the broken window looking out: Sorry, it's my head. A lot of new stuff.

Buffy looks at her with a half smile. The cat on the bed turns for a split second into the image of a girl (Faith?) laying on the bed in white gown at the same time as (Faith) still looking out the broken window says: "They are never going to fix this, are they?"

Buffy concerned What about you?

Faith turns around and gestures at her head: Scar tissue. It fades. It all fades.

Buffy looks down with a frown. For a split second Faith's bloody knife appears in the palm of her hand.

Faith as Buffy looks back up: You want to know the deal? Human weakness - never goes away. Not even

his.

Buffy with a half smile: Is this your mind or mine?

Faith with a short laugh: Beats me.

Buffy gives a little laugh in return and looks down.

Faith walks towards her: Getting towards that time.

Buffy looks at all the boxes and the weapons laid out on the table beside her: How are you going to fit all this stuff?

Faith Not gonna. It's yours.

Buffy I can't use all of this!

Faith Just take what you need. *reaches her right hand up to touch Buffy's cheek* You're ready?

Flash to white and to Buffy waking up in the hospital. She gets out of bed and slowly walks over to where Faith lies. She looks down at her then softly kisses her forehead. Cut to Buffy, fully dressed, walking down the corridor where Xander is pacing while the others are sitting on a bench. They see her and get up to greet her.

Willow Buffy!

Xander Are you okay?

Giles How do you feel?

Buffy looks around: Is Angel here?

Oz He had to go. It got kinda sunny.

Buffy Get him. Get everyone.

Xander What exactly is up?

Giles Buffy, are you sure you're all right?

Buffy I'm ready.

Willow Ready for what?

Buffy War.

Part 3

In front of Sunnydale High: there are benches set up for the graduation and a podium for the speaker. Snyder stands at a table holding a box full of diplomas, tapping one of them in his hands and looking around, then sticking it into the box with the others.

Cut to the library: Buffy is sitting on a chair with her back to the door, facing the others. Giles and Xander on the right side of the table, Willow and Oz on the left, Cordelia standing just left of the steps, while Angel is over against the wall on the right side of the steps in the shadows.

Buffy So, am I crazy?

Willow Well, 'crazy' is such a **strong** word.

Giles chewing on his glasses: Let's not rule it out though.

Buffy You don't think it can be done?

Giles I didn't say that. I might, - but not yet.

Cordelia I personally don't think it's impossible to come up with a crazier plan.

Oz We attack the Mayor with humus.

Everyone looks at him.

Cordelia I stand corrected.

Oz Just trying to keep things in perspective.

Cordelia sarcastic: Thank you. - My point however is, crazy or not, it's pretty much the only plan. - Besides, it's Buffy's, - and she's slay gal, - you know, Ms little Likes-to-fight. So..

Xander interrupts her: I think there was a 'yea' vote buried in there somewhere.

Buffy Well, I'm going to need every single one of you on board. Especially you Xander. You're sort of the key figure here.

Xander Key? - Me? *takes a deep breath* Okay, - pride, - humility, - and here is the mind numbing fear. *sighs* What do I have to do?

Buffy Do you remember any of your military training from when you became soldier guy?

Xander points at her: Uh, rocket launcher?

Buffy regretfully: Rocket launcher not going to get it done. I mean, it took a volcano to kill one of these things last time.

Giles gets up and walks towards her: Um, Buffy, all of this is rather depended on your being able to control the Mayor.

Buffy Faith told me to play on his human weakness.

Willow Faith told you? Was that before or after you put her into a coma?

Buffy After.

Willow Oh.

Then looks confused over at Oz.

Giles His weakness.

Buffy Right.

Giles Which is?

Buffy You know I do all this planing. I'm in charge here, even though I am really not at my best

Giles puts his glasses back on: Well, let's let'sah, let's think.

Oz Well, Angel, you hung with him the most. Is there something that he's afraid of?

Buffy's looking down uncomfortably.

Angel Well, he's not crazy about germs.

Cordelia Of course, that's it. We attack him with germs!

Buffy Great! We'll corner him and then you can sneeze on him.

Cordeliagesturing excitedly: No! No, we'll get a box with the Ebola virus and and. Or it doesn't even have to be real, we can just get a box that says Ebola on it and uhm *snaps her fingers* chase him *Oz frowns and no one else says anything* with the box

Xander I'm starting to lean towards the humus offensive.

Oz He'll never see it coming.

Angel Faith.

Buffy glances over at him and asks: Faith?

Angel At the hospital he was grieving. Seriously crazed, and not just in a homicidal I want to be a demon way. *Wesley comes in the door behind Buffy* She is his weak link.

Buffy Faith. *looks up at Giles* I can work that.

Wesley coming up behind her: You haven't an enormous amount of time.

Xander Hey it's Mr. States-the-Obvious.

Buffy without turning around: The council is not welcome here. I have no time for orders. If I need someone to scream like a woman I'll give you a call.

Wesley comes to stand next to her: I'm not here for the council. Just tell me how I can help.

Buffy looks up at him.

Cordelia That is so classy! *looks around at the others* Isn't he just so classy?

Buffy It's a start.

Wesley So there is something I can do besides scream like a woman.

Buffy There is plenty. There is chores for everyone. *Get up off her chair* Okay, this is

Cut to the Mayor speaking to his hench-vamps

Mayor How it's going to lay out. The transformation should begin at exactly 3:28. I'll just be finishing my speech - you know, it's too bad you fellows have to miss that, because I think it speaks to everyone of us. I mean, heck, I've been working on it for a hundred years. It better be good. *laughs* They'll try to run, of course, and this is when I'll need you boys in flanking position.

Vampire But Sir, the sun!

Mayor Not a problem.

Blends into the library and Wesley reading.

Wesley Darkness will follow and day becomes night.

Buffy stands next to him with her arms crossed: An eclipse.

Wesley Standard procedure for an ascension?

Angel steps up to them: That puts me back into the game.

Buffy Yea, it does. You and Xander are going to have to work together now. Can you guys handle that?

Neither one of them looks precisely overjoyed at the prospect.

Xander But I'm still key-guy, right?

Buffy Right.

Xander Then Angel, - in his non key-guy capacity, - can work with me.

Angel sarcastic: What fun.

Xander to Angel: Hey! Key-guy is still talking

Buffy Oh, that's good! Start bickering. That's going to look great for us. *walks past them towards the steps* You guys are like little old ladies!

Cut to the Mayor pointing at a map

Mayor You come up through the sewers here. The important thing is containment. I'll need to feed. It's crucial in the first few minutes to sustain the change. What does that mean? *shakes his finger at them* No snacking. I see blood on your lips, it's a visit to the wood shed for you boys. Kill. Don't feed.

Cut to Buffy coming to look over Oz' and Willow's shoulders as they are looking through some books on the table of the library.

Buffy So, how are we coming on vulcano detail?

Oz I think we can work it out.

Willow Fun with chemistry.

Buffy Xander said he should be able to get the materials.

Oz Who's going to stoke it up?

Buffy turns to Giles coming up beside them: You feel up to it?

Giles taking off his glasses: Ah, I suppose it should be I. It's strangely fitting in a grotesque fashion.

Buffy Okay guys, start reaching out.

Giles weapons, weapons, weapons. Starts walking out.

Giles Ah, what about you?

Buffy There is something I have to get.

Cut to the Mayor

Mayor Remember: fast and brutal. It's going to be a whole new world come nightfall, don't want to weaken now. *the vampires start leaving his office* And boys? - Let's watch the swearing.

Cut to Xander walking into a classroom where Harmony is talking with two other girls.

Xander takes her by the arm: Harmony, listen, I need to talk to you for a second.

Harmony You mean in front of other people?

Xander grimaces and pulls her out of the room.

Cut to Percy wearing his graduation gown

Percy Are they serious? I'm going to look stupid in this!

Willow comes up behind him: Percy!

Percy turns to her: Do I look stupid in this? Be honest.

Willow You look great. You got a sec?

Cut to Wesley and Cordelia putting books into boxes in the library. The glance at each other a couple of times when the other isn't looking, but continue packing.

Wesley straightens up and says firmly: Cordelia.

Cordelia spins around to face him: Yes.

Wesley You know that when this is over

Cordelia Yes.

Wesley uhm, well, should we prevail I'll be going back to England.

Cordelia turns back to the shelf and take down another book: I know.

Wesley shifting awkwardly: With Buffy no longer working for the council, there really is no place for me here.

Cordelia turns back around and steps closer to him: I guess not.

Wesley takes a step towards her clasping his hands in front of him: No reason to stay.

Cordelia inches closer: No.

Wesley inches close as well: No. No cause to hope that *takes off his glasses while Cordy looks down*

Wesley I might be needed?

Cordelia looks up at him: Needed?

Wesley Or wanted

Cordelia Wanted

Wesley takes a deep breath and leans down to kiss Cordy putting his hands behind his back. Cordy puts a on his shoulder and tries to kiss him. They bump noses and juggle awkwardly. Wesley waves his hand s around in the air beside Cordy. Cordy tries to wrap her arms around his back to pull him unsuccessfully closer. They maneuver around a bit more then pull back to look at each other breaking apart. Cordy looks to the side and

wipes her mouth. They try again but with about as much success. They break back apart and Cordy sighs in frustration and disappointment. She wipes her mouth again and looks back up at him taking a deep breath

Cordelia Good luck in England.

Wesley nods and puts his glasses back on: Yes, uhm, I'll drop you a line some time.

Cordy smiles at him: That'll be neat.

Wesley smiles back at her: Yes, hmm

Wesley wipes his mouth as they turn away from each other and go back to packing up the books.

Cut to Larry and Jonathon taking sacks of fertilizer ? from Oz and Willow out of Oz' black van and putting them into a shopping cart.

Oz Okay, put these with the others. Don't touch anything.

Jonathon Uh, wha what do we do then?

Oz Nothing.

Willow Just relax. Have a good time.

Jonathon O- Okay.

Larry Okay, it's clear. Lets move.

Starts moving off with the shopping cart while Jonathon shuts the van's sliding door.

Cut inside the van.

Willow I guess that's it. Won't be long now.

Oz concerned: You nervous?

Willow swallows: Only in a terrified way.

Oz takes her hand: We'll make it through this.

Willow Are you sure?

Oz considers: I sound pretty sure, don't I?

Willow smiles: Yeah.

Oz half smiles: Then I must be sure.

Willow frowns at him: Is that just a comforting way of not answering the question?

Oz blinks and almost shrugs. Willow and oz lean forward and they kiss softly. Oz puts his hand up to caress the side of her head. They kiss some more. Willow pulls away just a little and slowly opens her eyes

Willow How long till graduation?

Oz A little while.

Willow moves to kiss him again.

Cut to Buffy walking into Giles office where Angel is sorting through weapons. When she sees Angel she hesitates for a moment, then continues in.

Angel with out turning around to see who came in: Did you get what you needed?

Buffy coming up next to him: Yeah, I did. *looks at the weapons* This isn't going to be enough.

Angel still looking down at the stuff on the table: Giles is on it. *as Buffy turns and starts to leave he turns and asks quickly* How are you?

Buffy stops and slowly turns towards him avoiding his eyes she says quietly: I heal fast. Like you. *then louder* So, are we sure that everyone knows what their position **Angel** interrupts her looking down at the table, quietly: I'm not going to say good-bye.

Buffy looks up at him with a frown, which slowly dissolves. Angel glances up at her, looks back down, swallows then looks back up.

Angel If we get through this I'm just going to go.

Buffy slowly looks down.

Angel You understand? *Buffy nods slightly and swallows hard* There is just too much to

Buffy puts up a hand to stop him. Angel hesitates a moment then puts down the crossbow bolt he has been playing with and turns to leave quietly. Buffy takes a slow breath then looks down at her hands and unwraps the white cloth in her hand to reveal Faith's knife with some dried blood still coloring the blade.

Cut to the quad and the student taking their seats. The music stops and the students sit down.

Snyder at the podium Congratulations to the class of 1999. You all proved more or less adequate. This is a time of celebration, so: sit still and be quiet. *Surveys the students* Spit out that gum. - Please welcome our distinguished guest speaker: Richard Wilkins the 3rd. *to one of the students* I saw that gesture. You see me after graduation.

Turns and claps.

Cut to the students clapping and Willow and Oz running to take their places. Willow sits down next to Buffy.

Willow Am I late? To the fight?

The Mayor shakes Snyder's hand and steps up to the podium. Smiles and takes out some cue cards. Mayor clears his throat and surveys the students

Mayor Well. What a day this is! - Special day. Today is our centennial the one hundreds anniversary of the founding of Sunnydale, and I know what that means to all you kids: not - a darn thing. Because today something much more important happens: today you all graduate from high school. Today all the pain, all the work, all the excitement is finally over. And what's a

hundred years of history compared to that? You know what kids?

Buffy Oh my God. He's going to do the entire speech.

Willow Man, just ascend already.

Buffy Evol!

Mayor for all of you it may be that there is a place in Sunnydale's history, whether you like it or not. It's been a long road getting here. For you for Sunnydale. There has been achievement, joy, good times, and there has been grief. There's been loss. Some people who should be here today aren't. *close-up on Buffy listening* But we are. - Journey's end. And what is a journey? Is it just distance traveled? Time spent? *shakes his head* No. It's what happens on the way, it the things that happen to you. At the end of the journey you're not the same. Today is about change. *close-up on Willow* Graduation doesn't just mean your circumstances change, it means you do. You ascend to a higher level. *Pan across Xander and Cordy* Nothing will ever be the same. *a shadow falls across the Mayor* Nothing.

He looks up. Buffy and the other students look up to see the sun being totally blocked. The Mayor flinches in pain. Then swallows and continues his speech.

Mayor And so as we look back on *Pain hits him again and he turns half to the side groaning* on the events that brought us to this day *another wave of pain*

Buffy with her hat off Come on.

Mayor We stops in pain again *all the students are watching tensely we must all screams the students and the faculty look at each other uneasily* It has begun. My destiny. *smiles* It's a little sooner then I expected I had this whole section on civic pride *shuffles cue cards* But I guess we'll just skip to the big finish!

Buffy and Willow look at each other as the Mayor starts to grimace and stretch and grow. His suit splits around him and Snyder is leaning back in his seat looking taken aback. The Mayor suddenly transforms into a big snake-like demon with clawed mandibles surrounding its mouth. It keeps growing, stretching higher as the faculty abandons their seats. The students get up but stay in place staring up at the Mayor, who seems to stretch up above the roof of the school.

Part 4

The Students stare up as the parents in the back to panic and leave. A group of vampires comes up the steps behind the students.

Buffy Now!

All the students take off their gowns revealing crosses, axes, and other assorted weaponry.

Buffy Flame units. *Several students including Larry point flame throwers at the Mayor and start flaming*

him. The Mayor sways above the students screaming. Buffy nods at Xander.

Xander: First wave! *a group of students including Willow aim cross bows loaded with lance points at the Mayor* Fire!

The Mayor screams and sways then lunges down and swallows a student in the first row. Buffy stares in shock, as some of the students start milling around.

Snyder upset: This this is simply unacceptable!

Three up the students break and run right into the group of vampires waiting on the steps. Oz looks over as they are quickly killed by the vampires.

Oz turns back around: Xander?

Xander: Arm bow men Oz and some others pick up long bows and arrows. The vampires slowly move up the steps as the kids lit their arrows on fire and take aim Fire!

The students let fly a mass and several vampires are hit and turn into flaming dust. Xander looks back at the students in front of the Mayor. Jonathan comes flying through the air and lands on top some students knocking them down.

Buffy to the students around her: Fall back!

Xander to the bow men: Fire!

The students let fly with the fire arrows again and several more vampires get hit. The vampires turn to leave only to find themselves confronted by another group of students led by Angel who is flanked by Percy and Wesley. They look at each other for a moment then Angel's group attacks. Angel starts beat up some vampires. Wesley runs up and right into a vampire's fist, falls on his back ala clothes line trick. Angel fights two or three vampires at once easily holding his own. The flame units once more shoot fire at the Mayor. Larry's flame thrower cuts out or jams and after a moment he put is down and takes up a lance. The Mayor's tail whips around, throwing Larry up in the air. He lands hard in front of the podium. Cut to Angel throwing some vampires around. Cut to Buffy getting up on a chair and looking up at the Mayor. Cut to Snyder looking up.

Snyder This is not orderly. This is not discipline!

Cut to the Mayor's snake head whipping around. Cut to Snyder talking to the Mayor.

Snyder You're on my campus buddy!

Cut to view point of the Mayor looking down at Snyder.

Snyder And when I say I want quiet, I want

Cut to the Mayor's head coming down and swallowing Snyder. Buffy and Xander look on in horror.

Buffy to the students around her: Fall Back! Get back! *She gets down from her chair and turns to Willow Go!*

Willow says: Good luck! then leaves.

Buffy Xander take 'em down.

Xander pulls a stake out of his back pocket: Everyone: hand to hand! *Buffy reaches into her jacket Everyone! Lets go! Move! Move!*

Cut to Angel sending a vampire flying, then taking care of two others. His group is driving the vampires back up the steps. One of them turns around and yells: Get the kids! The other vampires turn to follow his lead only to find themselves confronted with a mass of armed and angry teenagers with baseball bats, crosses and stakes.

Harmony gets bit, but another girl starts whaling on her attacker with a bat. Jonathon jumps a vampire and falls down the steps with him.

Xander struggling with another vampire: Right flank close in. Close! *pushes the vampire off Jason and Paul? you guys are right flank!*

Cut to Angel punching another two vampires. Cut to Cordy staking a vampire coming at her in good form. Cut to Oz moving down the steps. Cut to Wesley still laying on his back lifting a hand and looking around.

Wesley groaning: How about some help here

We see feet rushing past him. Cut to students fighting.

Cut to the Mayor's head swing in the air.

Mayor's PoV

Buffy Hey! *holds Faith's knife in her right hand You remember this? Close on Buffy looking up at the Mayor I took it from Faith. Stuck it in her gut. Looks at the knife then back up at the Mayor Just slid in her like she was butter.*

Cut to the Mayor gnashing his teeth and growling.

Mayor's PoV

Buffy You want to get it back from me close up on Buffy Dick?

Camera from Mayor's PoV: Buffy turns and runs into the school with the Mayor in pursuit.

Cut to the hall: Buffy opens the door and runs in. The Mayor barrels down the door and some of the surrounding wall as he pursues her. Buffy keeps running towards the library while the Mayor tears through the school like a freight train. Buffy runs into the library, vaults a banister looking back at the Mayor. The Mayor looks around the library and sees the barrels of diesel fuel and bags of fertilizer stacked everywhere. Buffy keeps running and jumps out of a window. Cut to the Mayor looking around and growling.

Mayor in his own voice that sounds like it is coming from the bottom of a rain barrel: Well, gosh.

Cut to Buffy crouching down next to Giles who pushes down the plunger. Cut to a fire cloud erupting from the top of the school. Cut to Xander and Angel looking up at the explosion. Cut to some more explosions erupting from the school. Cut to Percy laying on the steps looking up at them. Cut to Jonathon protectively wrapping his arms around a girl as he looks at another explosion. Cut to more explosions erupting all along the school. Cut to Buffy and Giles nest to the plunger. Close on Buffy staring then looking over at Giles. Cut to police cars and fire trucks parked in front of the school. The air is dark and smoky. We see two fire men wheeling a gurney with a groaning Wesley over towards an ambulance.

Wesley: If I could could just get something for the pain. It's rather a lot of pain, actually. Aspirin? If you would

uh ah *The fire men start sliding the gurney into the ambulance* Perhaps I could just be knocked unconscious. More groaning as they slide him into the ambulance. Pan to Xander and Buffy walking by. Xander watches Wesley being put in the ambulance. Buffy keeps looking around her.

Xander We got off pretty cheap considering.

Buffy still looking around: Seems like we did.

They walk a few more steps then Buffy stops still looking around. Xander stops beside her his hands buried in his pockets.

Xander He made it through the fight. *Buffy whips around to look at him* Guess maybe he take a deep breath he took off after.

Buffy blinks and looks down. Xander makes a grimace then turns and walks away.

Buffy stand there, again looking around, and Giles comes up to her.

Giles puts a hand on her shoulder: Are you all right?

Buffy lays her head to one side: I'm tired.

Giles smiles: I should imagine so. It's been quite a couple of days.

Buffy tiredly: I haven't processed everything yet. *with a small laugh* My brain isn't really functioning on the higher levels. *takes a deep breath* It's pretty much: fire bad; tree pretty.

Giles shakes his head: Understandable. Well, when it's working again congratulate it on a good campaign. You did very well.

Buffy nods: Thank you. I will.

Giles puts his glasses on: I ah I managed to ferret this out of the wreckage. Now, it may not interest you, but *reaches into his jacket and pulls out a high school diploma* I'd say you earned it. Hands it to Buffy who looks at it and takes it.

Giles taking a deep breath and looking around: There is a certain *takes off his glasses* dramatic irony that's attached to all this. A Synchronicity that borders on on predestination, one might say.

Buffy looks at him: Fire bad; tree pretty.'

Giles looks at her: Yes, ssorry. *puts his glasses back on* I'm going to see to Wesley, see if he's is still suppressing a laugh whimpering.

Walks off and Buffy looks after him. Suddenly she turns around a slight frown on her face. Her eyes lock on something and her face clears. Cut to Angel standing beside a

fire truck looking at her. Close on Angel's face. Close on Buffy's face. Both just staring at each other. Buffy blinks and her face falls. She hugs herself a little closer. Close on Angel, first obscured by some firemen walking by, then by a cloud of smoke. The smoke blows by and he steps back, slowly turns around and walks off. Cut to Buffy watching him leave. Cut to Angel disappearing into the smoke. Cut to Willow sitting on a stone bench in front of the school, Xander sitting beside her on the ground and Oz standing behind her. Cordelia come walking up to them.

Cordelia Well, thats the most fun you can have without having any fun.

Willow smiling: How about the part where we kicked some demon ass. *Oz strokes her hair from behind* I didn't hate that.

Xander Hear, hear!

Buffy come walking up: You guys want to take off? I think we've done pretty much all we can.

Cordelia raises her eyebrows and nods: I'm for it.

Willow looks up at Buffy: Are you okay?

Buffy nods and says in a small voice: Yeah I'm okay. - I could use a little sleep though.

Willow nods and agrees emphatically: Yeah.

Buffy sits down on the bench next to her: If someone could just wake me when it's time to go to college, that'd be great.

Willow smiles at her.

Oz his hands in his pockets: Guys take a moment to deal with this: - we survived.

Xander nods.

Buffy It was a hell of a battle!

Oz Not the battle *Cordy looks at him* high school.

They all look quietly at the school and listen to the crickets chirping.

Oz We're taking a moment *Willow and Buffy get up from the bench. Oz looks at Cordy* and we're done.

Xander get up and walks off next to Cordelia: Well, School's done.

Oz puts an arm around Willow as they all walk off together.

Xander It's ssso Cool!

Willow: Why do demons even come here any more? I mean, don't they know

Camera pans down to show a maroon Sunnydale High 99 yearbook with the word 'The Future Is Ours' on it.

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